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EXTENSION GRANTED TO: 8/15/2013
Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

OMB No 1545-0052

2012

Open to public inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation PROTECTIVE LIFE FOUNDATION		A Employer identification number 63-1129596
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 13008	Room/suite	B Telephone number 205-268-1395
City or town, state, and ZIP code BIRMINGHAM, AL 35202		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 119,527.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

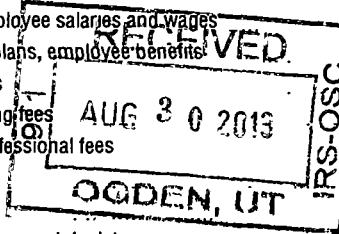
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,500,000.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11		2,500,000.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	67,321.	0.		0.
	22 Printing and publications	31,360.	0.		0.
	23 Other expenses STMT 1	39,984.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	138,665.	0.		0.
	25 Contributions, gifts, grants paid	2,338,743.			2,338,743.
	26 Total expenses and disbursements. Add lines 24 and 25	2,477,408.	0.		2,338,743.
	27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	22,592.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	98,517.	119,527.	119,527.	
	2 Savings and temporary cash investments				
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	98,517.	119,527.	119,527.	
	Liabilities	17 Accounts payable and accrued expenses	2,067.	485.	
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)	2,067.	485.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	96,450.	119,042.		
30 Total net assets or fund balances	96,450.	119,042.			
31 Total liabilities and net assets/fund balances	98,517.	119,527.			

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	96,450.
2 Enter amount from Part I, line 27a	2	22,592.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	119,042.
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	119,042.

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			
b	NONE		
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			
b			
c			
d			
e			

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	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2
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). 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	2,501,148.	385,080.	6.495139
2010	1,719,398.	313,892.	5.477674
2009	1,681,502.	373,991.	4.496103
2008	2,134,082.	361,330.	5.906185
2007	2,238,480.	338,613.	6.610733

2 Total of line 1, column (d)	2 28.985834
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 5.797167
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 256,707.
5 Multiply line 4 by line 3	5 1,488,173.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 0.
7 Add lines 5 and 6	7 1,488,173.
8 Enter qualifying distributions from Part XII, line 4	8 2,338,743.

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)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	0.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
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		0.
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 ☐ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>AL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

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14 The books are in care of ► **KATE H. COTTON** Telephone no. ► **205-268-4434**
 Located at ► **1209 MONTGOMERY HIGHWAY, BIRMINGHAM, AL** ZIP+4 ► **35223**

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** **N/A**

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? **Yes** **No**
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country
 16 **X**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

☐ 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

X

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?

N/A

☐ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7b

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?

N/A

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.

(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
JOHN D. JOHNS 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223	DIRECTOR/PRESIDENT 0.00	0.	0.	0.
KATE H. COTTON 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223	DIRECTOR/SECRETARY 0.00	0.	0.	0.
CHARLES D. EVERS, JR. 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223	ASSISTANT TREASURER 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	260,616.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	260,616.
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	260,616.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,909.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	256,707.
6	Minimum investment return. Enter 5% of line 5	6	12,835.

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	12,835.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,835.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,835.
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	12,835.

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	2,338,743.
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	
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	2,338,743.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,338,743.

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				12,835.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,221,549.			
b From 2008	2,116,015.			
c From 2009	1,662,802.			
d From 2010	1,703,703.			
e From 2011	2,481,894.			
f Total of lines 3a through e	10,185,963.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	2,338,743.			
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				12,835.
e Remaining amount distributed out of corpus	2,325,908.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	12,511,871.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	2,221,549.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	10,290,322.			
10 Analysis of line 9:				
a Excess from 2008	2,116,015.			
b Excess from 2009	1,662,802.			
c Excess from 2010	1,703,703.			
d Excess from 2011	2,481,894.			
e Excess from 2012	2,325,908.			

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 ATTACHED SCHEDULE P.O. BOX 13008 BIRMINGHAM, AL 35202	NONE	501(C)(3) EXEMPT ORGANIZATION	SEE ATTACHED SCHEDULE	2,269,719.
SEE ATTACHED SCHEDULE P.O. BOX 13008 BIRMINGHAM, AL 35202	SEE PART XV	N/A	ACADEMIC SCHOLARSHIPS	69,024.
Total			3a	2,338,743.
b Approved for future payment				
NONE				
Total			3b	0.

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

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

[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
N/A		

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.				DIRECTOR/SECRETARY ☒ Yes ☐ No	
	Signature of officer or trustee <u><i>John H Cotton</i></u>		Date <u>8/14/13</u>			Title _____
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check ☐ if self-employed	PTIN
	JAMES L. RICHARDSON		<i>J-L Richardson</i>		8/14/13	P00020025
	Firm's name ▶ SELLERS RICHARDSON HOLMAN & WEST, LLP					Firm's EIN ▶ 26-2732677
	Firm's address ▶ 216 SUMMIT BOULEVARD, STE 300 BIRMINGHAM, AL 35243					Phone no. 205-278-0001

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

PROTECTIVE LIFE FOUNDATION

Employer identification number

63-1129596

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

PROTECTIVE LIFE FOUNDATION**63-1129596****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PROTECTIVE LIFE INSURANCE COMPANY 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223	\$ 2,500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

PROTECTIVE LIFE FOUNDATION**63-1129596****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

PROTECTIVE LIFE FOUNDATION**63-1129596**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF

OTHER EXPENSES

STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	27,557.	0.		0.
DUES	1,978.	0.		0.
OFFICE EXPENSES	460.	0.		0.
FLOWERS AND GIFTS	2,309.	0.		0.
ADVERTISING	7,680.	0.		0.
TO FORM 990-PF, PG 1, LN 23	39,984.	0.		0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	2
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KATE H. COTTON
P.O. BOX 2606
BIRMINGHAM, AL 35202

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
205-268-4434	PROTECTIVE LIFE FOUNDATION

FORM AND CONTENT OF APPLICATIONS

NO PARTICULAR FORM

ANY SUBMISSION DEADLINES

THE SCHOLARSHIP PROGRAM HAS A 4-15 DEADLINE TO ALLOW FOR THE SELECTION PROCESS & FUND DISTRIBUTIONS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO RESTRICTIONS OR LIMITATIONS WITH THE EXEPTION OF THE SCHOLARSHIP PROGRAM WHICH IS LIMITED TO THE CHILDREN OF THE EMPLOYEES OF PROTECTIVE LIFE ENTITIES. THE SCHOLARSHIP PROGRAM HAS RECEIVED APPROVAL FROM THE IRS.

Protective Life Foundation
 EIN: 63-1129596
 Form 990-PF Part XV

Payments Made - By Month

5/13/2013

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
January 2012					
Alabama School of Fine Arts Foundation 2012 Memorial Gift - Dodie Day \$ 1,000.00	3662	1/17/2012	\$1,000.00	Protective Life Foundation	1003526
Arthritis Foundation 2011 Jingle Bell Run \$ 1,275.00	3663	1/24/2012	\$1,275.00	Protective Life Foundation	1003530
Hands On Birmingham 2012 MLK Day of Service \$ 1,500.00	3664	1/24/2012	\$1,500.00	Protective Life Foundation	1003531
PLF Scholar - Alysha R. Barr PLF Scholar: 2009-2010, 2010-2011, 2011-2012, 2012-2013 \$ 10,000.00	2919	1/13/2012	\$789.28	Protective Life Foundation	1003523
PLF Scholar - Jeremi C. Jackson PLF Scholar - 2011-2012 As of July 2012, NO LONGER ELIGIBLE. \$ 10,000.00	3506	1/13/2012	\$150.00	Protective Life Foundation	1003524

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
PLF Scholar - Meisha D. Oliver PLF Scholarship Award of up to \$2,500 for the 2008-2009 academic year. \$ 9,000.00	2573	1/13/2012	\$1,069.00	Protective Life Foundation	1003525
Project Horseshoe Farm, Inc. 2011 Capital Campaign \$ 15,000.00	3644	1/17/2012	\$15,000.00	Protective Life Foundation	1003527
Total January 2012			\$20,783.28		
February 2012					
Aldridge Gardens 2012 Programming Support \$ 10,000.00	3698	2/9/2012	\$10,000.00	Protective Life Foundation	1003545
American Red Cross, Birmingham Area Chapter 2012 Emergency Funding - AL Disaster Recovery Fund \$ 25,000.00	3699	2/8/2012	\$25,000.00	Protective Life Foundation	1003534
Athletes Committed to Educating Students (ACES) 2012 Daily Endorphin Fitness Challenges \$ 1,000.00	3692	2/8/2012	\$1,000.00	Protective Life Foundation	1003533
Cystic Fibrosis Foundation 2012 matching funds on EE's team in Minneapolis, MN \$ 1,250.00	3671	2/8/2012	\$1,250.00	Protective Life Foundation	1003535
The Exceptional Foundation 2012 Programming Support \$ 7,500.00	3679	2/8/2012	\$7,500.00	Protective Life Foundation	1003542

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Fairfield High Preparatory School 2012 Trip to Harvard/MIT Math Competition \$ 5,600.00	3700	2/8/2012	\$5,600.00	Protective Life Foundation	1003536
Innovation Depot 2011 Multi-Year Operational Support \$ 150,000.00	3448	2/9/2012	\$50,000.00	Protective Life Foundation	1003544
King's Home (formerly The King's Ranch and Hannah Homes) 2012 Spring Celebration Banquet - 100% donation; no table. \$ 2,500.00	3677	2/8/2012	\$2,500.00	Protective Life Foundation	1003537
King's Home (formerly The King's Ranch and Hannah Homes) 2012 Operating Support \$ 15,000.00	3639	2/10/2012	\$15,000.00	Protective Life Foundation	1003548
Laps for CF 2011 Programming Support \$ 7,500.00	3656	2/9/2012	\$7,500.00	Protective Life Foundation	1003546
The Leading Edge Institute 2012 Programming Support \$ 5,000.00	3683	2/8/2012	\$5,000.00	Protective Life Foundation	1003538
The McWane Science Center Minor's 2012 visit to McWane \$ 10,000.00	3687	2/8/2012	\$10,000.00	Protective Life Foundation	1003539
The Nature Conservancy of Alabama 2012 Corporate Council for the Environment \$ 10,000.00	3670	2/8/2012	\$10,000.00	Protective Life Foundation	1003543

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Oxford City Schools Education Foundation 2012 Fundraising \$ 1,000.00	3678	2/9/2012	\$1,000.00	Protective Life Foundation	1003547
Restoration Academy 2012 Scholarship Support \$ 5,000.00	3690	2/8/2012	\$5,000.00	Protective Life Foundation	1003540
STAIR (Start the Adventure in Reading) 2012 Operating Support \$ 5,000.00	3682	2/8/2012	\$5,000.00	Protective Life Foundation	1003541
Tornado Recovery Action Council Foundation 2012 Operating Support \$ 7,260.00	3702	2/22/2012	\$5,000.00	Protective Life Foundation	1003553
Tornado Recovery Action Council Foundation 2012 Operating Support \$ 7,260.00	3702	2/22/2012	\$2,260.00	Protective Life Foundation	1003553
The University of Alabama Libraries The A.S. Williams III Collection - History and Culture to the South \$ 55,000.00	3657	2/16/2012	\$25,000.00	Protective Life Foundation	1003552
Total February 2012 (19 items)			\$193,610.00		
March 2012					
Alabama Symphony Orchestra 2012 Lead Sponsor of "Family Fun Day" \$ 50,000.00	3635	3/12/2012	\$50,000.00	Protective Life Foundation	1003574

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Alabama Symphony Orchestra 2012 ASO Performance at Carnegie Hall, NYC \$ 40,000.00	3734	3/13/2012	\$40,000.00	Protective Life Foundation	1003573
American Cancer Society 2012 - Relay for Life of Hoover \$ 1,000.00	3704	3/7/2012	\$1,000.00	Protective Life Foundation	1328636
American Cancer Society 2012 - Relay for Life of Hoover \$ 1,000.00	3704	3/23/2012	(\$1,000.00)	Protective Life Foundation	VOID - 1328636 Void of Payment [4920] for \$1,000.00, paid on 3/7/2012.
Amos House 2012 Operating Support \$ 1,500.00	3729	3/7/2012	\$1,500.00	Protective Life Foundation	1003560
Better Basics 2012 Operating Support \$ 5,000.00	3756	3/23/2012	\$5,000.00	Protective Life Foundation	1003577
Birmingham Civil Rights Institute 2011 - Multi-year operating gift \$ 150,000.00	3378	3/23/2012	\$50,000.00	Protective Life Foundation	1003575
Birmingham Historical Society 2012 Corporate Membership \$ 1,000.00	3707	3/7/2012	\$1,000.00	Protective Life Foundation	1003555
Birmingham International Center 2012 Ambassador's Dinner - donated table \$ 2,000.00	3730	3/7/2012	\$2,000.00	Protective Life Foundation	1003561
Child & Family Services 2012 Operating Support \$ 1,500.00	3731	3/7/2012	\$1,500.00	Protective Life Foundation	1003562

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
ChildrenFirst Alliance of Alabama, Inc. 2012 Platinum Corporate Member \$ 10,000.00	3674	3/7/2012	\$10,000.00	Protective Life Foundation	1003563
Children's Art Guild 2012 Gala - 100% donation; no table. \$ 1,000.00	3711	3/8/2012	\$1,000.00	Protective Life Foundation	1003568
Collat Jewish Family Services 2012 Hands Up Together \$ 2,500.00	3712	3/23/2012	\$2,500.00	Protective Life Foundation	1003578
Cornerstone Schools of Alabama 2012 School House Rock fundraiser - 100% donation. \$ 1,000.00	3713	3/7/2012	\$1,000.00	Protective Life Foundation	1003556
Fellowship of Christian Athletes 2012 UAB-FCA Campus Director Banquet - 100% donation. \$ 1,500.00	3714	3/8/2012	\$1,500.00	Protective Life Foundation	1003569
Fellowship of Christian Athletes 2012 Memorial Gift \$ 250.00	3752	3/23/2012	\$250.00	Protective Life Foundation	1003579
Gateway (Years 2001 & after) 2012 "Off the Wall" Fundraiser \$ 3,000.00	3748	3/23/2012	\$3,000.00	Protective Life Foundation	1003580
Girls Incorporated of Central Alabama 2012 Capun Cook-Off - 100% donation. \$ 1,500.00	3715	3/7/2012	\$1,500.00	Protective Life Foundation	1003564

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Greater Birmingham Ministries 2012 CROP Walk \$ 1,000.00	3749	3/23/2012	\$1,000.00	Protective Life Foundation	1003581
Heart Gallery Alabama 2012 Fotos, Frames & Fun - 100% donation. \$ 1,500.00	3726	3/7/2012	\$1,500.00	Protective Life Foundation	1003565
The Jimmie Hale Mission 2012 Memorial Gift \$ 100.00	3753	3/23/2012	\$100.00	Protective Life Foundation	1003582
King's Home (formerly The King's Ranch and Hannah Homes) 2012 Kitchen Needs \$ 500.00	3750	3/23/2012	\$500.00	Protective Life Foundation	1003583
Laura Crandall Brown Ovarian Cancer Foundation 2012 Fundraiser - 100% donation \$ 1,500.00	3719	3/7/2012	\$1,500.00	Protective Life Foundation	1003566
Leadership Birmingham 2012 Operating Support \$ 10,000.00	3720	3/13/2012	\$10,000.00	Protective Life Foundation	1003571
Muscular Dystrophy Association of Greater Alabama 2012 Derby for Duchenne - 100% donation. \$ 1,000.00	3721	3/7/2012	\$1,000.00	Protective Life Foundation	1003567
Oasis Counseling for Women and Children 2012 Hope Luncheon - 100% donation; no table. \$ 7,500.00	3723	3/7/2012	\$7,500.00	Protective Life Foundation	1003557

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
One-Way-2-Play Drug Free 2012 Sponsor of the Bama Coaches Clinic FCA Breakfast \$ 10,000.00	3755	3/23/2012	\$10,000.00	Protective Life Foundation	1003584
Operation New Birmingham 2012 Operating Support \$ 12,000.00	3724	3/13/2012	\$12,000.00	Protective Life Foundation	1003572
Partners in Neighborhood Growth, Inc. (PING) 2012 Operating Support \$ 10,000.00	3641	3/7/2012	\$10,000.00	Protective Life Foundation	1003558
Washington Legal Foundation 2012 Programming Support \$ 5,000.00	3725	3/7/2012	\$5,000.00	Protective Life Foundation	1003559
YWCA Central Alabama Three-Year Capacity Building Gift \$ 180,000.00	3643	3/23/2012	\$60,000.00	Protective Life Foundation	1003576
Total March 2012			\$291,850.00		
April 2012					
American Baseball Foundation 2012 Memorial Gift \$ 250.00	3767	4/17/2012	\$250.00	Protective Life Foundation	1003598

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
American Cancer Society 2012 - Relay for Life of Hoover \$ 1,000.00	3704	4/5/2012	\$1,000.00	Protective Life Foundation	1003587
Birmingham Kiwanis Foundation 2012 Signature Projects \$ 40,000.00	3754	4/3/2012	\$10,000.00	Protective Life Foundation	1003585
CASA of Jefferson County 2012 Operating \$ 2,500.00	3737	4/5/2012	\$2,500.00	Protective Life Foundation	1003589
Duchesne Society 2012 Programming Support \$ 2,500.00	3766	4/5/2012	\$2,500.00	Protective Life Foundation	1003590
Greater Alabama Council 2012 Friends of Scouting Campaign - MO \$ 1,500.00	3765	4/5/2012	\$1,500.00	Protective Life Foundation	1003588
Junior Achievement of Greater Birmingham, Inc. 2012 Operating/Programming Support \$ 2,500.00	3717	4/5/2012	\$2,500.00	Protective Life Foundation	1003591
The McWane Science Center 2012 Family Memberships \$ 6,250.00	3672	4/17/2012	\$6,250.00	Protective Life Foundation	1003599
Spring Valley School 2012 "Putting for Dyslexia" \$ 2,500.00	3751	4/3/2012	\$2,500.00	Protective Life Foundation	1003586
Woodlawn Foundation 2012 Revitalization Efforts \$ 50,000.00	3745	4/17/2012	\$20,000.00	Protective Life Foundation	1003600

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
May 2012					
Total April 2012 (10 items)			\$49,000.00		
100 Black Men of Greater Mobile, Inc. 2012 Gala - 100% donation; no tickets \$ 2,500.00	3771	5/2/2012	\$2,500.00	Protective Life Foundation	1003605
Alabama Shakespeare Festival 2012 Shakespeare Festival St. Louis \$ 1,000.00	3780	5/3/2012	\$1,000.00	Protective Life Foundation	1003621
Alabama Sports Festival ASF Century Partnership \$ 500.00	3768	5/3/2012	\$500.00	Protective Life Foundation	1003610
American Society for Metabolic and Bariatric Surgery Foundation 2012 Walk from Obesity! Birmingham \$ 1,000.00	3770	5/3/2012	\$1,000.00	Protective Life Foundation	1003619
Children's Harbor Family Center 2012 "Friends of Children's Harbor" fundraiser - 100% donation; no tickets. \$ 5,000.00	3772	5/2/2012	\$5,000.00	Protective Life Foundation	1003606
Children's Hospital - Capital Campaign 2008 Capital Expansion of Children's Hospital \$ 250,000.00	2494	5/24/2012	\$50,000.00	Protective Life Foundation	1003628
Cystic Fibrosis Foundation 2012 Great Strides Walk \$ 2,500.00	3775	5/2/2012	\$2,500.00	Protective Life Foundation	1003607

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Impact Alabama: A Student Service Initiative 2011 - 2012 Operating Support \$ 70,000.00	3638	5/24/2012	\$70,000.00	Protective Life Foundation	1003629
Impact Alabama: A Student Service Initiative 2011 - 2012 Operating Support \$ 70,000.00	3638	5/24/2012	\$50,000.00	Protective Life Foundation	1003629
Impact Alabama: A Student Service Initiative 2011 - 2012 Operating Support \$ 70,000.00	3638	5/29/2012	(\$70,000.00)	Protective Life Foundation	VOID - 1003629 Void of Payment [4873] for \$70,000.00, paid on 5/24/2012.
Jones Valley Teaching Farm 2012 Matching Grant \$ 50,000.00	3747	5/24/2012	\$50,000.00	Protective Life Foundation	1003630
Leadership Alabama 2012 Tuition - Scott Adams \$ 2,500.00	3786	5/24/2012	\$2,500.00	Protective Life Foundation	1003632
National Alliance on Mental Illness 2012 Operating Support \$ 300.00	3777	5/3/2012	\$300.00	Protective Life Foundation	1003611 & 1003612
Norwood Resource Center Birdies for Charity - PGA Tour Charities \$ 1,000.00	3769	5/2/2012	\$1,000.00	Protective Life Foundation	1003608
Preschool Partners 2012 - Food Truck Round Up \$ 10,000.00	3787	5/24/2012	\$10,000.00	Protective Life Foundation	1003633

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Public Affairs Research Council of Alabama 2012 Operating Support \$ 7,500.00	3778	5/2/2012	\$7,500.00	Protective Life Foundation	1003609
The Legacy League (formerly Samford University Auxiliary) 2012 Scholarship Gala - 100% donation, no tickets. \$ 2,500.00	3779	5/3/2012	\$2,500.00	Protective Life Foundation	1003613
Sigma Pi Phi Fraternity 2012 Scholarship Support \$ 2,500.00	3788	5/24/2012	\$2,500.00	Protective Life Foundation	1003634
Teach for America Multi-year funding in support of implementing the program in the Black Belt region \$ 150,000.00	2846	5/24/2012	\$50,000.00	Protective Life Foundation	1003631
Texas Sentinels Foundation 2012 - Operation Lock-n-Load \$ 2,500.00	3789	5/24/2012	\$2,500.00	Protective Life Foundation	1003635
UAB School of Nursing 2012 Applause for a Cause - 100% donation; no tickets \$ 1,000.00	3781	5/3/2012	\$1,000.00	Protective Life Foundation	1003614
Verbena High School 2012 "Rebuilding" Support \$ 1,000.00	3782	5/3/2012	\$1,000.00	Protective Life Foundation	1003622
Wounded Warrior Project 2012 Amphibious Warrior Mud Run \$ 1,000.00	3783	5/3/2012	\$1,000.00	Protective Life Foundation	1003615

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
June 2012					
<i>Total May 2012</i>			\$244,300.00		
A+ Coalition and/or A+ Education Foundation 2011 Matching Funds \$ 75,000.00	3588	6/28/2012	\$25,000.00	Protective Life Foundation	1003643
Alabama Governor's Emergency Relief Fund 2012 Honorarium - James Spann \$ 1,000.00	3805	6/28/2012	\$1,000.00	Protective Life Foundation	1003647
Alabama Humanities Foundation 2012 Programming Support \$ 6,500.00	3806	6/28/2012	\$6,500.00	Protective Life Foundation	1003644
Alabama Shakespeare Festival 2012 Operating Support \$ 5,000.00	3807	6/29/2012	\$5,000.00	Protective Life Foundation	1003652
American Heart Association 2012 Heart Walk - Mr. David Atkinson \$ 500.00	3808	6/28/2012	\$500.00	Protective Life Foundation	1003645
Auburn University Three-year gift for PLUS program \$ 81,000.00	3637	6/28/2012	\$27,000.00	Protective Life Foundation	1003642
Birmingham Civil Rights Institute 2012 - 20th Anniversary Exhibition \$ 50,000.00	3828	6/26/2012	\$50,000.00	Protective Life Foundation	1003640

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The Foundry Rescue Mission and Recovery Center 2012 Rescue Program \$ 5,000.00	3741	6/28/2012	\$5,000.00	Protective Life Foundation	1003650
Greater Alabama Council 2012 Explorer Program \$ 500.00	3809	6/28/2012	\$500.00	Protective Life Foundation	1003646
Leadership Alabama 2012 Operating Support \$ 10,000.00	3810	6/28/2012	\$10,000.00	Protective Life Foundation	1003648
Leadership Birmingham 2011 - 2012 Tuition for Ed Berko \$ 1,250.00	3811	6/28/2012	\$1,250.00	Protective Life Foundation	1003649
The Literacy Council 2012 Operating Support \$ 1,000.00	3812	6/29/2012	\$1,000.00	Protective Life Foundation	1003655
Maynard Community Chest 2012 Honorarium - David Greenberg \$ 1,000.00	3804	6/29/2012	\$1,000.00	Protective Life Foundation	1003653
The NAILBA Charitable Foundation 2012 Contribution in honor of Field Advisory Council \$ 1,000.00	3803	6/29/2012	\$1,000.00	Protective Life Foundation	1003654
The Virginia Samford Theatre and The Metropolitan Arts Center 2012 - 2013 Sponsorship \$ 2,500.00	3813	6/28/2012	\$2,500.00	Protective Life Foundation	1003651

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Total June 2012 (15 items)			\$137,250.00		
July 2012					
PLF Scholar - Christian T. Coston 2012 - 2013 DTRT Award \$ 1,000.00	3854	7/25/2012	\$1,000.00	Protective Life Foundation	1003672
PLF Scholar - Elizabeth C. Isner 2012 - 2013 Academic Excellence Award \$ 1,000.00	3867	7/25/2012	\$1,000.00	Protective Life Foundation	1003675
PLF Scholar - Matt Ostrowski 2012 - 2013 Academic Excellence Award \$ 1,000.00	3868	7/25/2012	\$1,000.00	Protective Life Foundation	1003674
PLF Scholar - Rebecca A. Payne 2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3230	7/25/2012	\$2,500.00	Protective Life Foundation	1003671
PLF Scholar - Ryan J. Swain 2012 - 2013 PLF Scholarship Award \$ 10,000.00	3869	7/25/2012	\$2,500.00	Protective Life Foundation	1003673
PLF Scholar - Stephen D. Ingram 2012 - 2013 Academic Excellence Award \$ 1,000.00	3866	7/25/2012	\$1,000.00	Protective Life Foundation	1003676
PLF Scholar - Steven A. Mathe PLF Scholar 2009 - 2010, 2010 - 2011, 2011 - 2012, 2012 - 2013 \$ 10,000.00	2917	7/25/2012	\$2,500.00	Protective Life Foundation	1003670

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
August 2012					
Addiction Coalition					
2012 Programming Support \$ 5,000.00	3830	8/15/2012	\$5,000.00	Protective Life Foundation	1003728
Alys Stephens Performing Arts Center					
2012 ArtPlay \$ 25,000.00	3848	8/15/2012	\$25,000.00	Protective Life Foundation	1003718
Big Brothers Big Sisters of Greater Birmingham					
2012 funding for its school-based program with Minor Elementary \$ 5,000.00	3840	8/15/2012	\$5,000.00	Protective Life Foundation	1003720
Camp Smile-A-Mile					
2012 Funky Monkey \$ 500.00	3792	8/15/2012	\$500.00	Protective Life Foundation	1003708
College Admissions Made Possible					
2012 Operating Support \$ 2,500.00	3849	8/15/2012	\$2,500.00	Protective Life Foundation	1003721
First Light					
2012 Matching Funds on IT's Charity Golf Tournament \$ 7,714.00	3870	8/15/2012	\$7,714.00	Protective Life Foundation	1003709
Greater Alabama Council					
2011 Capital and Endowment Campaign \$ 250,000.00	3457	8/15/2012	\$50,000.00	Protective Life Foundation	1003706
Total July 2012			\$11,500.00		
			(7 items)		

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Greater Birmingham Friends' Chapter of AMBUCS 2012 Operating Support \$ 2,500.00	3793	8/15/2012	\$2,500.00	Protective Life Foundation	1003719
Greater Birmingham Humane Society 2012 Memorial Gift \$ 100.00	3846	8/15/2012	\$100.00	Protective Life Foundation	1003723
Holy Family Cristo Rey Catholic High School 2012 Strategic Plan \$ 30,000.00	3835	8/15/2012	\$10,000.00	Protective Life Foundation	1003724
Impact Alabama: A Student Service Initiative 2011 - 2012 Operating Support \$ 70,000.00	3638	8/15/2012	\$20,000.00	Protective Life Foundation	1003725
Leadership Birmingham 2012 - 2013 Tuition - Steve Walker \$ 1,250.00	3873	8/16/2012	\$1,250.00	Protective Life Foundation	1003732
The Literacy Network of Greater Cincinnati 2012 Tee Up for Literacy \$ 1,000.00	3820	8/15/2012	\$1,000.00	Protective Life Foundation	1003713
Main Street Alabama 2012 Capital Campaign \$ 50,000.00	3837	8/15/2012	\$16,666.67	Protective Life Foundation	1003726+
Manhattan Institute for Policy Research 2012 Programming Support \$ 2,000.00	3796	8/15/2012	\$2,000.00	Protective Life Foundation	1003710
The McWane Science Center 2012 Capital Campaign - Children's Museum \$ 250,000.00	3834	8/15/2012	\$50,000.00	Protective Life Foundation	1003716

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Minor Elementary School 2012 - 2013 Financial Support \$ 30,000.00	3829	8/15/2012	\$30,000.00	Protective Life Foundation	1003707
MOMENTUM 2012 Tuition - Monica Gardner \$ 3,500.00	3896	8/15/2012	\$3,500.00	Protective Life Foundation	1003711
PLF Scholar - Alysha R. Barr PLF Scholar: 2009-2010, 2010-2011, 2011-2012, 2012-2013 \$ 10,000.00	2919	8/28/2012	\$261.70	Protective Life Foundation	Check sent to UAB bookstore.
PLF Scholar - Alysha R. Barr PLF Scholar: 2009-2010, 2010-2011, 2011-2012, 2012-2013 \$ 10,000.00	2919	8/29/2012	\$495.00	Protective Life Foundation	1003739
PLF Scholar - Anna C. Davenport PLF Scholar - 2011 - 2012 Academic Year \$ 10,000.00	3501	8/2/2012	\$2,500.00	Protective Life Foundation	1003683
PLF Scholar - Anna Donze 2012 - 2013 PLF Scholarship \$ 10,000.00	3855	8/2/2012	\$2,500.00	Protective Life Foundation	1003679
PLF Scholar - April M. Kaemmerer 2012 - 2013 PLF Scholar \$ 10,000.00	3859	8/29/2012	\$606.00	Protective Life Foundation	1003740
PLF Scholar - Ashley R. Eubanks PLF Scholar: 2009-2010, 2010-2011, 2011-2012, 2012-2013 \$ 10,000.00	2923	8/2/2012	\$1,218.00	Protective Life Foundation	1003686

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
PLF Scholar - Carson M. Edge PLF Scholar - 2011 - 2012 \$ 10,000.00	3504	8/2/2012	\$2,500.00	Protective Life Foundation	1003678
PLF Scholar - Elizabeth Hartley 2012 - 2013 Academic Excellence \$ 1,000.00	3857	8/9/2012	\$1,000.00	Protective Life Foundation	1003700
PLF Scholar - Jamie Baumgarten 2012 - 2013 Academic Excellence Award \$ 1,000.00	3852	8/2/2012	\$1,000.00	Protective Life Foundation	1003680
PLF Scholar - Jana S. Davenport 2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3224	8/2/2012	\$2,500.00	Protective Life Foundation	1003682
PLF Scholar - Jason C. Gardner 2012 - 2013 PLF Scholar \$ 10,000.00	3856	8/29/2012	\$2,500.00	Protective Life Foundation	1003741
PLF Scholar - Jason S. Jenkins 2012 - 2013 PLF Scholar \$ 10,000.00	3858	8/2/2012	\$1,680.00	Protective Life Foundation	1003681
PLF Scholar - Jessica S. Bonnett 2010 - 2011 PLF Scholar - Recipient of the PLF Scholarship Award \$ 10,000.00	3220	8/9/2012	\$2,500.00	Protective Life Foundation	1003703
PLF Scholar - Kelly E. West 2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3234	8/29/2012	\$2,500.00	Protective Life Foundation	1003738

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
PLF Scholar - Kelly J. Brockway 2012 - 2013 PLF Scholar \$ 10,000.00	3853	8/9/2012	\$2,500.00	Protective Life Foundation	1003705
PLF Scholar - Krystal L. Conway 2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3222	8/9/2012	\$2,500.00	Protective Life Foundation	1003702
PLF Scholar - Laura Perez 2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3231	8/2/2012	\$153.25	Protective Life Foundation	1003684
PLF Scholar - Malia B. Maddox PLF Scholar. 2009-2010, 2010-2011, 2011-2012, 2012-2013. \$ 10,000.00	2930	8/9/2012	\$2,500.00	Protective Life Foundation	1003704
PLF Scholar - Maureen Taquino 2012 - 2013 DTRT Award \$ 1,000.00	3864	8/2/2012	\$1,000.00	Protective Life Foundation	1003685
PLF Scholar - Miguel V. Marshall PLF Scholar: 2009-2010, 2010-2011, 2011-2012, 2012-2013. \$ 10,000.00	2932	8/2/2012	\$1,562.00	Protective Life Foundation	1003688
PLF Scholar - Robin Anderson 2012 - 2013 PLF Scholar \$ 10,000.00	3850	8/2/2012	\$1,750.00	Protective Life Foundation	1003687
PLF Scholar - Sean C. Koster 2012 - 2013 Academic Excellence Award \$ 1,000.00	3860	8/29/2012	\$1,000.00	Protective Life Foundation	1003743

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
PLF Scholar - Tempest West PLF Scholar - 2nd, 3rd and 4th years of PLF Scholarship - Up to \$2,500 per year for four consecutive years (2010-2011, 2011-2012, 2012-2013) \$ 7,500.00	2936	8/2/2012	\$2,500.00	Protective Life Foundation	1003690
PLF Scholar - Tonya M. Auxier 2010 - 2011 PLF Scholar - PLC Scholarship Award \$ 10,000.00	3219	8/9/2012	\$1,092.00	Protective Life Foundation	1003699
PLF Scholar - Veronica O'Connor 2012 - 2013 Academic Excellence Award \$ 1,000.00	3863	8/29/2012	\$1,000.00	Protective Life Foundation	1003742
PLF Scholar - W. JaCorey Carter PLF Scholar. 2009-2010, 2010-2011, 2011-2012, 2012-2013. \$ 10,000.00	2921	8/9/2012	\$2,500.00	Protective Life Foundation	1003701
PLF Scholar - William R. Mathe PLF Scholar - 2011 - 2012 \$ 10,000.00	3509	8/2/2012	\$2,500.00	Protective Life Foundation	1003689
Proud American Kids, Inc. 2012 Inaugural Fundraiser \$ 2,500.00	3847	8/16/2012	\$2,500.00	Protective Life Foundation	1003727
Shelby County Distinguished Young Women Program (formerly known as Junior Miss) 2012 Scholarship Funding \$ 1,000.00	3797	8/15/2012	\$1,000.00	Protective Life Foundation	1003717

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Teach for America 2012 Birmingham to Beijing Project \$ 2,000.00	3799	8/15/2012	\$2,000.00	Protective Life Foundation	1003722
Firehouse Shelter (The) 2012 Matching Funds on IT's Charity Golf Tournament \$ 7,714.00	3871	8/15/2012	\$7,714.00	Protective Life Foundation	1003712
United Way of Central Alabama 2012 Funding for Loaned Exec Gifts \$ 100.00	3895	8/15/2012	\$100.00	Protective Life Foundation	1003714
Workshops, Inc. 2012 Operating Support \$ 15,271.00	3836	8/15/2012	\$15,271.00	Protective Life Foundation	1003729
Wounded Warrior Project 2012 Memorial Gift \$ 100.00	3801	8/15/2012	\$100.00	Protective Life Foundation	1003715
Total August 2012 (52 items)			<u>\$307,733.62</u>		
September 2012					
Alabama Heritage 2012 Sponsorship \$ 10,000.00	3886	9/19/2012	\$10,000.00	Protective Life Foundation	1003764
Big Brothers Big Sisters of Greater Birmingham 2012 Matching on PLC's employees' involvement with Bowl for Kids' Sake \$ 1,200.00	3884	9/19/2012	\$1,200.00	Protective Life Foundation	1003765

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Birmingham Music Club 2012 - "Maestro goes to the Movies" \$ 2,500.00	3891	9/19/2012	\$2,500.00	Protective Life Foundation	1003766
Camp Smile-A-Mile 2012 3rd Annual Monkey C Monkey Run \$ 2,500.00	3894	9/19/2012	\$2,500.00	Protective Life Foundation	1003767
Community Grief Support Service 2012 Programming Support \$ 7,500.00	3882	9/19/2012	\$7,500.00	Protective Life Foundation	1003768
Emogene Dolin Jones Hospice House 2012 Memorial Gift \$ 100.00	3903	9/7/2012	\$100.00	Protective Life Foundation	1003755
The Fisher Center for Alzheimer's Research Memorial gift in honor of Doris Latham \$ 100.00	3906	9/7/2012	\$100.00	Protective Life Foundation	1003758
Hospice of Upstate Memorial Gift for Wilburn L. King \$ 250.00	3904	9/7/2012	\$250.00	Protective Life Foundation	1003756
Lakeshore Foundation 2012 Honorarium - Legal Department \$ 1,000.00	3889	9/19/2012	\$1,000.00	Protective Life Foundation	1003769
M-POWER Ministries 2012 Operating \$ 5,000.00	3892	9/19/2012	\$5,000.00	Protective Life Foundation	1003770
Navigator 2012 Programming Support \$ 5,000.00	3875	9/19/2012	\$5,000.00	Protective Life Foundation	1003772

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Pathways (formerly Bread and Roses) 2012 Operating Support \$ 5,000.00	3885	9/19/2012	\$5,000.00	Protective Life Foundation	1003773
PLF Scholar - Brian Bocian PLF Scholar for Academic Year 2011 - 2012 \$ 10,000.00	3498	9/19/2012	\$1,458.00	Protective Life Foundation	1003771
PLF Scholar - Chynna Williams 2012 - 2013 PLF Scholar \$ 10,000.00	3865	9/6/2012	\$2,500.00	Protective Life Foundation	1003749
PLF Scholar - Jazmyne D. Williams PLF Scholar - 2011 - 2012 \$ 10,000.00	3511	9/19/2012	\$2,447.98	Protective Life Foundation	1003774
Red Mountain Theatre Company 2012 Season Sponsorship \$ 30,000.00	3744	9/19/2012	\$30,000.00	Protective Life Foundation	1003762
Northern Illinois Food Bank 2012 matching funds on Elgin's food drive \$ 410.00	3905	9/7/2012	\$410.00	Protective Life Foundation	1003757
The University of Alabama Multi-year funding for IRMAS (Insurance & Financial Services, Risk Management, and Actuarial Science) programs \$ 250,000.00	2842	9/19/2012	\$50,000.00	Protective Life Foundation	1003763
Total September 2012 (18 items)			\$126,965.98		

November 2012

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Alabama Law Enforcement Summit Fund 2012 Alabama Law Enforcement Summit \$ 2,000.00	3899	11/14/2012	\$2,000.00	Protective Life Foundation	1003800
The ALS Association - Alabama Chapter 2012 Walk to Defeat ALS \$ 1,000.00	3909	11/14/2012	\$1,000.00	Protective Life Foundation	1003801
Birmingham Athletic Partnership Renewal of the Business Partners Program \$ 100,000.00	3210	11/14/2012	\$25,000.00	Protective Life Foundation	1003802
Black Belt Community Foundation Three-Year Programming Support \$ 100,000.00	3445	11/14/2012	\$33,333.33	Protective Life Foundation	1003799
Glenwood, Inc. 2012 UFW Site Visit \$ 957.35	3961	11/14/2012	\$957.35	Protective Life Foundation	1003803
Greater Alabama Council 2012 Chairman's Challenge \$ 5,000.00	3914	11/14/2012	\$5,000.00	Protective Life Foundation	1003804
The Horizons School 2011 Living Independence Campaign \$ 25,000.00	3591	11/14/2012	\$12,500.00	Protective Life Foundation	1003805
The United Way Community Food Bank 2012 Food Drive - Weekenders Backpack Program \$ 15,304.84	4077	11/16/2012	\$15,304.84	Protective Life Foundation	1003812
Woodlawn Foundation 2012 - An Evening with Paul Tough \$ 15,000.00	3908	11/14/2012	\$15,000.00	Protective Life Foundation	1003806
Canterbury Unit Homeless Emerge 'First United Methodist Church		11/16/2012 11/16/2012 11/16/2012	\$100.00 \$100.00 \$150.00	Protective Life Foundation Protective Life Foundation Protective Life Foundation	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
December 2012					
A+ Coalition and/or A+ Education Foundation 2012 Operating Support - A+ Education Partnership for ASRA (Alabama School Readiness Alliance) \$ 10,000.00	3967	12/10/2012	\$10,000.00	Protective Life Foundation	1003824
A+ Coalition and/or A+ Education Foundation Renewal of five-year pledge 2010 - 2014 \$ 125,000.00	3285	12/19/2012	\$25,000.00	Protective Life Foundation	1003852
Alabama Archives and History Foundation Capital Campaign - "Alabama Voices" \$ 250,000.00	3736	12/19/2012	\$50,000.00	Protective Life Foundation	1003851
Alabama Ballet 2012 - 2013 Programming Support \$ 10,000.00	3928	12/14/2012	\$10,000.00	Protective Life Foundation	1003839
Alabama Ear Institute 2012 - 2013 Scholarship Support \$ 3,000.00	3926	12/19/2012	\$3,000.00	Protective Life Foundation	1003853
The Alabama Governor's School 2012 Gift \$ 10,000.00	3819	12/7/2012	\$10,000.00	Protective Life Foundation	1003821
AldersGate United Methodist Church 2012 Memorial Gift \$ 100.00	3969	12/10/2012	\$100.00	Protective Life Foundation	1003825
Total November 2012			\$110,445.52		

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Arthritis Foundation 2012 Jingle Bell Run \$ 2,500.00	3971	12/21/2012	\$925.00	Protective Life Foundation	1003860
Athletes Committed to Educating Students (ACES) 2012 Races for Aces \$ 3,000.00	3910	12/14/2012	\$3,000.00	Protective Life Foundation	1003834
Auburn University 2012 Capstone Program \$ 2,000.00	3791	12/14/2012	\$2,000.00	Protective Life Foundation	1003835
Bethel Baptist Church 2012 Capital Campaign - Phase II \$ 25,000.00	3933	12/19/2012	\$5,000.00	Protective Life Foundation	1003854
Birmingham Bar Foundation 2012 Volunteer Lawyers Program \$ 2,000.00	3973	12/19/2012	\$2,000.00	Protective Life Foundation	1003855
Birmingham Education Foundation 2012 Competition Bowls \$ 3,000.00	3968	12/7/2012	\$3,000.00	Protective Life Foundation	1003822
Birmingham Museum of Art 2012 Corporate Partner - Sustainer's Circle \$ 40,000.00	3921	12/14/2012	\$40,000.00	Protective Life Foundation	1003832
Camp Smile-A-Mile 2012 Matching on Life and Health Administration's (AA) funding \$ 7,500.00	3940	12/14/2012	\$7,500.00	Protective Life Foundation	1003836

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Cornerstone Schools of Alabama 2012 Operating Support \$ 70,000.00	3920	12/14/2012	\$70,000.00	Protective Life Foundation	1003833
Holly Hill Children's Services 2012 Christmas Project \$ 2,500.00	3974	12/21/2012	\$2,500.00	Protective Life Foundation	1003860
Jefferson State Community College Partners for Progress Capital Campaign \$ 50,000 00	3215	12/7/2012	\$10,000.00	Protective Life Foundation	1003823
University of Alabama		12/20/2012	\$938 00	Protective Life Foundation	
Miles College Miles Ahead Capital Campaign \$ 250,000.00	2500	12/18/2012	\$50,000.00	Protective Life Foundation	1003848
National Multiple Sclerosis Society 2012 Legacy of Leadership Campaign honoring Miller Gorrie \$ 10,000.00	3945	12/19/2012	\$10,000.00	Protective Life Foundation	1003856
PLF Scholar - Brian Bocian PLF Scholar for Academic Year 2011 - 2012 \$ 10,000.00	3498	12/18/2012	\$1,042.00	Protective Life Foundation	1003849
PLF Scholar - Evan McCarty 2012 - 2013 Academic Excellence Award \$ 1,000.00	3862	12/19/2012	\$1,000.00	Protective Life Foundation	1003857
PLF Scholar - Robin Anderson 2012 - 2013 PLF Scholar \$ 10,000.00	3850	12/18/2012	\$750.00	Protective Life Foundation	1003850

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Preschool Partners 2012 Operating Support \$ 15,000.00	3918	12/14/2012	\$15,000.00	Protective Life Foundation	1003837
The Salvation Army 2013 Programming Support \$ 10,000.00	3925	12/14/2012	\$10,000.00	Protective Life Foundation	1003841
Sloss Furnace Capital Campaign - Phase II \$ 75,000.00	2409	12/14/2012	\$15,000.00	Protective Life Foundation	1003840
UAB Comprehensive Cancer Center Endowed Chair in honor of Jim Hayes \$ 50,000.00	3642	12/14/2012	\$25,000.00	Protective Life Foundation	1003843
UAB School of Public Health Carole W. Samuelson Endowed Lectureship in Public Health Service \$ 5,000.00	3947	12/14/2012	\$5,000.00	Protective Life Foundation	1003842
United Cerebral Palsy of Greater Birmingham 2012 Matching on Legal's fundraiser \$ 1,550.00	3966	12/4/2012	\$1,550.00	Protective Life Foundation	1003820
United Way of Central Alabama 2012 Corporate Check \$ 383,000.00	3658	12/17/2012	\$383,000.00	Protective Life Foundation	1003847
United Way of Elgin 2012 Corporate Gift \$ 2,500.00	3944	12/14/2012	\$2,500.00	Protective Life Foundation	1003844
United Way of Metropolitan Nashville 2012 Corporate Check \$ 28,000.00	3659	12/14/2012	\$28,000.00	Protective Life Foundation	1003838

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
The University of Alabama Libraries <i>The A.S. Williams III Collection - History and Culture fo the South</i> \$ 55,000.00	3657	12/19/2012	\$20,000.00	Protective Life Foundation	1003858
The University of Alabama School of Law <i>2010 - Renewal of three-year gift in support of the Women's Leadership Event and the Moot Court Team</i> \$ 45,000.00	3357	12/14/2012	\$15,000.00	Protective Life Foundation	1003845
YouthServe, Inc. <i>2012 Programming Support</i> \$ 5,000.00	3954	12/14/2012	\$5,000.00	Protective Life Foundation	1003846
Total December 2012			<u>\$842,805.00</u>		
Miscellaneous Contribution -			<u>\$2,500.00</u>	Protective Life Foundation	
Grand Total			<u>\$2,338,743.40</u>		