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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

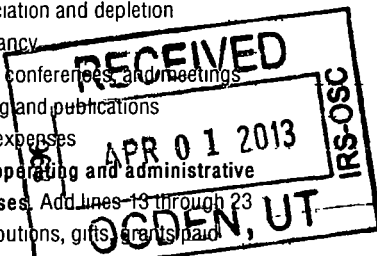
, and ending

Name of foundation Lance Robert McLendon Foundation		A Employer identification number 63-1269799
Number and street (or P.O. box number if mail is not delivered to street address) 10 Innisbrook Lane	Room/suite	B Telephone number 205-991-1050
City or town, state, and ZIP code Shoal Creek, AL 35242		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,181,350.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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	136,854.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	58.	58.		Statement 1
	4 Dividends and interest from securities	25,365.	25,365.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	37,549.			
	b Gross sales price for all assets on line 6a	388,960.			
	7 Capital gain net income (from Part IV, line 2)		37,549.		
	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	199,826.	62,972.			
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 Stmt 3	1,725.	1,725.		0.
	c Other professional fees Stmt 4	3,005.	3,005.		0.
	17 Interest				
	18 Taxes Stmt 5	1,102.	1,102.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	5,832.	5,832.		0.
25 Contributions, gifts, grants paid	72,000.			72,000.	
26 Total expenses and disbursements. Add lines 24 and 25	77,832.	5,832.		72,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	121,994.				
b Net investment income (if negative, enter -0-)		57,140.			
c Adjusted net income (if negative, enter -0-)			N/A		

23

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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	344,634.	114,659.	114,659.
	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 Stmt 6	597,970.	949,939.	1,066,691.
	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)	942,604.	1,064,598.	1,181,350.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	942,604.	1,064,598.	
	30 Total net assets or fund balances	942,604.	1,064,598.	
31 Total liabilities and net assets/fund balances	942,604.	1,064,598.		

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	942,604.
2 Enter amount from Part I, line 27a	2	121,994.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,064,598.
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	1,064,598.

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 Wells Fargo #4655-7506		P		
b Wells Fargo #4655-7506		P		
c Wells Fargo #4655-7506		P		
d Wells Fargo #4655-7506		P		
e Wells Fargo #4655-7506		P		

(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 92,075.		91,507.	568.
b 75,000.		75,000.	0.
c 33,568.		27,531.	6,037.
d 91,608.		71,074.	20,534.
e 96,709.		86,299.	10,410.

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			568.
b			0.
c			6,037.
d			20,534.
e			10,410.

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	37,549.
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	N/A

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	63,416.	964,733.	.065734
2010	47,509.	747,262.	.063577
2009	48,082.	645,833.	.074450
2008	55,087.	733,633.	.075088
2007	55,595.	903,735.	.061517

2 Total of line 1, column (d)	2	.340366
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	.068073
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,078,842.
5 Multiply line 4 by line 3	5	73,440.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	571.
7 Add lines 5 and 6	7	74,011.
8 Enter qualifying distributions from Part XII, line 4	8	72,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,143.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,143.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,143.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	920.	
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	920.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	4.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	227.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> AL		
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 Stmt 7	X	

N/A

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Benson R. McLendon</u> Telephone no. ► <u>205-991-1050</u> Located at ► <u>104 Inverness Center Place, Birmingham, AL</u> ZIP+4 ► <u>35242</u>			
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? 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	Yes	No
				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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	1b	
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)):	1c	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►	2a	
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. ►	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3a	
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

Form 990-PF (2012)

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)?

N/A

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?

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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
Benson R. McLendon	President			
10 Innisbrook Lane				
Shoal Creek, AL 35242	0.00	0.	0.	0.
Amy M. McLevaine	Vice President			
1040 Blue Heron Point				
Birmingham, AL 35242	0.00	0.	0.	0.
Joan G. McLendon	Secretary & Treasurer			
10 Innisbrook Lane				
Shoal Creek, AL 35242	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.

Form 990-PF (2012)

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	800,059.
b	Average of monthly cash balances	1b	295,212.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,095,271.
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	1,095,271.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,429.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,078,842.
6	Minimum investment return. Enter 5% of line 5	6	53,942.

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	53,942.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,143.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,143.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	52,799.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	52,799.
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	52,799.

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	72,000.
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	72,000.
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	72,000.

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				52,799.
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	14,218.			
b From 2008	18,541.			
c From 2009	16,026.			
d From 2010	11,954.			
e From 2011	12,659.			
f Total of lines 3a through e	73,398.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	72,000.			
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				52,799.
e Remaining amount distributed out of corpus	19,201.			
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:	92,599.			
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	14,218.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	78,381.			
10 Analysis of line 9:				
a Excess from 2008	18,541.			
b Excess from 2009	16,026.			
c Excess from 2010	11,954.			
d Excess from 2011	12,659.			
e Excess from 2012	19,201.			

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				
Campus Outreach PO Box 43591 Birmingham, AL 35243		Religious	General Fund	10,000.
Crohn's & Colitis Foundation of America 244 Goodwin Crest Dr Birmingham, AL 35209		Public Charity	General Fund	10,000.
Troy University Foundation Troy, AL 36082		Public Charity	General Fund	47,000.
Farmhouse Foundation 7306 NW Tiffany Springs Pkwy Kansas City, MO 64153		Public Charity	General Fund	2,500.
Hand in Paw 1912 14th Ave South Birmingham, AL 35205		Public Charity	General Fund	2,500.
Total			3a	72,000.
b Approved for future payment				
None				
Total			3b	0.

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

Lance Robert McLendon Foundation

Employer identification number

63-1269799

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
Lance Robert McLendon Foundation	63-1269799

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
<u>1</u>	<u>Mr. & Mrs. Benson R. McLendon</u> <u>10 Innisbrook Lane</u> <u>Shoal Creek, AL 35242</u>	\$ <u>136,854.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

63-1269799

[illegible]

Employer identification number

63-1269799

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

Lance Robert McLendon Foundation

2012 Donations

Security	Purchase Date	# Shares	Cost basis	Value of Transfer
American Express	6/29/2011	500	\$24,987.75	\$28,180.00
BHP Billiton	6/29/2011	300	\$27,877.89	\$21,579.00
BHP Billiton	11/22/2011	100	\$6,924.60	\$7,193.00
Coca-Cola	11/22/2011	500	\$16,504.00	\$18,385.00
Home Depot	11/22/2011	500	\$18,578.00	\$31,190.00
Travelers Cos	8/21/2012	500	\$32,503.40	\$34,555.00
American Express Calls	5/3/2012	-5	-\$1,449.96	-\$50.00
BHP Billiton Calls	5/3/2012	-4	-\$1,604.08	-\$268.00
Coca-Cola Calls	7/10/2012	-5	-\$484.97	-\$60.00
Home Depot Calls	4/19/2012	-5	-\$1,139.60	-\$3,850.00

136,854.00

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Wells Fargo #4655-7506	58.
Total to Form 990-PF, Part I, line 3, Column A	58.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Wells Fargo #4655-7506	25,365.	0.	25,365.
Total to Fm 990-PF, Part I, ln 4	25,365.	0.	25,365.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	1,725.	1,725.		0.
To Form 990-PF, Pg 1, ln 16b	1,725.	1,725.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advisory fees	3,005.	3,005.		0.
To Form 990-PF, Pg 1, ln 16c	3,005.	3,005.		0.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Income taxes	1,102.	1,102.		0.
To Form 990-PF, Pg 1, ln 18	1,102.	1,102.		0.

Form 990-PF	Corporate Stock	Statement	6
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Description	Book Value	Fair Market Value
Investments	949,939.	1,066,691.
Total to Form 990-PF, Part II, line 10b	949,939.	1,066,691.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement	7
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Name of Contributor	Address
Mr. & Mrs. Benson R. McLendon	10 Innisbrook Lane Shoal Creek, AL 35242

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	8
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Name of Manager
Benson R. McLendon
Joan G. McLendon

Form 990-PF	Grant Application Submission Information Part XV, Lines 2a through 2d	Statement	9
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Name and Address of Person to Whom Applications Should be Submitted

Benson R. McLendon
104 Inverness Ctr Pl
Birmingham, AL 35242

Telephone Number

205-991-1050

Form and Content of Applications

Applications should be in written form and include information regarding the purpose of the application and the entity making the application.

Any Submission Deadlines

None

Restrictions and Limitations on Awards

None



2012 ENHANCED SUMMARY

Page 12 of 24

Account Number: 4655-7506
Command Account Number: 9083571671
LANCE ROBERT MCLENDON
FOUNDATION

Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Options activity is not reportable on the Form 1099-B, but is included in a separate section of the Realized Gain/Loss Statement. Since options activity may, in some circumstances, be reportable on some clients' tax returns, we have included that information below.
- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

REALIZED GAIN/LOSS SUMMARY		TOTAL
Short term	COVERED SECURITIES	\$10,977.16
Long term	NONCOVERED SECURITIES	\$26,571.07
Unknown term		\$0.00
Index options		\$0.00
Total - Realized Gain/Loss		\$37,548.23

2012 ENHANCED SUMMARY

Page 13 of 24

Account Number 4655-7506
 Command Account Number 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Realized Gain/Loss

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
AMERICAN EXPRESS COMPANY CUSIP 025816109	500.00000	56.3600	11/05/12	11/06/12	28,341.87	28,180.00	161.87
BHP BILLITON LTD SPON ADR CUSIP 088606108	400.00000	71.9300	11/05/12	11/06/12	29,028.87	28,772.00	256.87
TRAVELERS COS INC/ THE CUSIP 89417E109	500.00000	69.1100	11/05/12	11/06/12	34,704.22	34,555.00	149.22
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$92,074.96	\$91,507.00	\$567.96
SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
TEXAS CAPITAL BANK NA CD DALLAS TX ACT/365 FDIC INSURED CPN 0.400% DUE 01/30/12 DTD 12/28/11 FC 01/30/12 CUSIP 88224PHS1	75,000.00000	100.0000	12/21/11	01/30/12	75,000.00	75,000.00	0.00
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$75,000.00	\$75,000.00	\$0.00
LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
KIMBERLY-CLARK CORP CUSIP 494368103 PHILLIPS 66 CUSIP 718546104	400.00000	64.7265	02/24/11	12/04/12	31,099.31 ^B	25,890.60	5,208.71
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES					2,468.44	1,640.47	827.97
					\$33,567.75	\$27,531.07	\$6,036.68

2012 ENHANCED SUMMARY

Page 14 of 24

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ABBOTT LABORATORIES CUSIP 002824100							
	400.00000	55.3155	01/22/10	10/10/12	25,239.44 ^B	22,126.20	3,113.24
	200.00000	52.4063	04/13/10	10/10/12	12,619.72 ^B	10,481.26	2,138.46
Subtotal	600.00000				37,859.16	32,607.46	5,251.70
INTEL CORP CUSIP 458140100							
	1,200.00000	18.7469	07/20/09	02/08/12	32,249.38	22,496.28	9,753.10
	300.00000	20.0400	11/18/09	02/08/12	8,062.34	6,012.00	2,050.34
	500.00000	19.9160	02/02/10	02/08/12	13,437.25	9,958.00	3,479.25
Subtotal	2,000.00000				53,748.97	38,466.28	15,282.69
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$91,608.13	\$71,073.74	\$20,534.39

Option Activity Gain/Loss Detail for Year

SHORT TERM OPTIONS

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
C ABT 051912 57.50	-6.00000	1.1400	11/08/11 03/20/12	03/21/12	683.99	1,920.00	-1,236.01
C AXP 011913 65	-5.00000	0.1050	11/05/12 11/06/12	11/07/12	52.50	60.02	-7.52
C BHP 011913 80	-4.00000	0.6700	11/05/12 11/06/12	11/07/12	268.00	320.02	-52.02
C COP1 011913 72.50	-7.00000	7.3086	11/08/11 11/21/12	11/23/12	5,115.92	6,300.03	-1,184.11
C CSCO 011913 21	-20.00000	0.5100	08/28/12 11/15/12	11/16/12	1,019.90	60.08	959.82
C CSCO 042112 17	-20.00000	1.4500	09/20/11 02/06/12	02/07/12	2,899.94	6,560.00	-3,660.06

2012 ENHANCED SUMMARY

Page 15 of 24

Account Number: 4655-7506
Command Account Number: 9083571671
LANCE ROBERT MCLENDON
FOUNDATION

Realized Gain/Loss

SHORT TERM OPTIONS		Continued					
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
C CSCO 102012 20	-20.00000	1.8500	02/06/12 08/28/12	08/29/12	3,699.93	680.08	3,019.85
C CVX 011913 95	-4.00000	13.2000	11/29/11 11/06/12	11/07/12	5,279.90	5,960.02	-680.12
C EMR 061612 50	-8.00000	2.1700	01/09/12 04/23/12	04/24/12	1,735.97	1,240.00	495.97
C EMR 122212 55	-8.00000	1.5500	04/23/12 10/24/12	10/25/12	1,239.97	32.03	1,207.94
C GIS 011913 41	-10.00000	0.4700	08/28/12 11/15/12	11/16/12	469.95	340.04	129.91
C GIS 051912 39	-10.00000	0.5200	03/20/12 04/23/12	04/24/12	519.99	280.00	239.99
C GIS 072112 39	-10.00000	0.7800	04/23/12 05/23/12	05/24/12	779.98	610.04	169.94
C GIS 102012 40	-10.00000	0.7000	05/23/12 08/28/12	08/29/12	699.94	410.04	289.90
C HD 011913 55	-5.00000	7.5400	11/05/12 11/15/12	11/16/12	3,770.00	3,300.02	469.98
C IBM 011913 180	-3.00000	19.0000	12/28/11 11/06/12	11/07/12	5,699.89	5,100.01	599.88
C INTC 021613 23	-10.00000	0.5900	11/01/12 12/05/12	12/06/12	589.95	90.04	499.91
C INTC 072112 25	-20.00000	1.7300	11/08/11 02/08/12	02/09/12	3,459.93	5,380.00	-1,920.07
C JNJ 042112 67 50	-4.00000	1.3100	11/08/11 02/06/12	02/07/12	523.99	144.00	379.99
C JNJ 072112 70	-4.00000	0.3600	02/06/12 05/23/12	05/24/12	144.00	24.02	119.98



2012 ENHANCED SUMMARY

Page 16 of 24

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Realized Gain/Loss

SHORT TERM OPTIONS								Continued	
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
C JNJ 102012 65	-4.00000	1.2000	05/23/12 07/31/12	08/01/12	479.97	1,740.02	-1,260.05		
C JNJ 102012 72 50	-4.00000	0.0600	05/23/12 07/31/12	08/01/12	23.98	124.02	-100.04		
C KO 011913 40	-5.00000	0.1150	11/05/12 11/21/12	11/23/12	57.50	35.02	22.48		
C LOW 072112 26	-12.00000	1.6100	12/28/11 05/23/12	05/24/12	1,931.96	1,548.05	383.91		
C LOW 102012 27	-12.00000	1.5000	05/23/12 08/28/12	08/29/12	1,799.91	2,040.05	-240.14		
C LUV 122212 8	-30.00000	0.9000	05/10/12 10/24/12	10/25/12	2,699.94	2,850.12	-150.18		
C MCD 011913 90	-4.00000	3.1500	07/30/12 11/06/12	11/07/12	1,259.95	404.02	855.93		
C MMM 011913 90	-5.00000	5.2000	07/30/12 11/06/12	11/07/12	2,599.92	1,275.02	1,324.90		
C MMM 042112 82.50	-5.00000	4.4500	11/08/11 02/06/12	02/07/12	2,224.96	3,000.00	-775.04		
C MMM 072112 85	-5.00000	5.7000	02/06/12 05/10/12	05/11/12	2,849.95	2,000.00	849.95		
C MMM 102012 87 50	-5.00000	4.0000	05/10/12 07/30/12	07/31/12	1,999.96	2,725.02	-725.06		
C MSFT 102012 28	-15.00000	1.1200	12/22/11 07/31/12	08/01/12	1,679.97	3,150.06	-1,470.09		
C NEM 122212 50	-7.00000	2.4400	08/28/12 11/06/12	11/07/12	1,707.93	903.03	804.90		
C PEP 011913 67 50	-6.00000	3.5000	12/28/11 11/06/12	11/07/12	2,099.96	1,446.02	653.94		

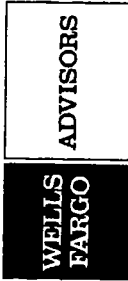
2012 ENHANCED SUMMARY

Page 17 of 24

Account Number: 4655-7506
 Command Account Number 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Realized Gain/Loss

SHORT TERM OPTIONS								Continued	
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
C PG 011913 67 50	-2.00000	2.2500	04/23/12 11/06/12	11/07/12	449.99	448.01	1.98		
C PG 042112 67.50	-6.00000	1.0600	11/08/11 02/06/12	02/07/12	635.99	126.00	509.99		
C PG 072112 70	-6.00000	0.2700	02/06/12 05/23/12	05/24/12	162.00	36.02	125.98		
C PG 102012 72 50	-6.00000	0.1200	05/23/12 08/28/12	08/29/12	71.98	24.02	47.96		
C SLB 021613 80	-5.00000	2.7500	09/06/12 11/21/12	11/23/12	1,374.95	240.02	1,134.93		
C SLB 051912 75	-5.00000	6.4500	11/29/11 02/06/12	02/07/12	3,224.94	3,725.00	-500.06		
C SLB 081812 77.50	-5.00000	7.8000	02/06/12 05/31/12	06/01/12	3,899.93	180.02	3,719.91		
C SLB 111712 77.50	-5.00000	1.3600	05/31/12 09/06/12	09/07/12	679.96	835.02	-155.06		
C SYV 011913 30	-15.00000	1.3000	11/08/11 11/15/12	11/16/12	1,949.96	930.06	1,019.90		
C UTX 021613 80	-3.00000	4.0500	09/06/12 11/21/12	11/23/12	1,214.96	504.01	710.95		
C UTX 081812 77 50	-3.00000	3.3000	05/10/12 05/31/12	06/01/12	989.98	558.01	431.97		
C UTX 111712 77 50	-3.00000	3.4000	05/31/12 09/06/12	09/07/12	1,019.97	1,170.01	-150.04		
C WMT 061612 60	-10.00000	2.2100	11/08/11 04/23/12	04/24/12	2,209.96	1,110.00	1,099.96		
C WMT 122212 62 50	-10.00000	1.6400	04/23/12 11/21/12	11/23/12	1,639.96	6,350.04	-4,710.08		



2012 ENHANCED SUMMARY

Page 18 of 24

Account Number: 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Realized Gain/Loss

SHORT TERM OPTIONS		Continued					
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
P ADP 051912 45	-8 00000	0.8000	12/28/11 01/23/12	01/24/12	639 99	320.00	319.99
P ADP 081812 45	-8.00000	0.8000	02/08/12 04/02/12	04/03/12	639 99	320.00	319.99
P AXP 011913 40	-10.00000	1.0500	05/14/12 07/19/12	07/20/12	1,049 98	590.04	459.94
P EMR 031712 40	-8.00000	1.2000	11/15/11 01/05/12	01/06/12	959 98	480.00	479.98
P INTC 072112 25	-10.00000	0.4600	05/10/12 06/12/12	06/13/12	459 99	450.04	9.95
P INTC 102012 25	-10.00000	1.1800	06/12/12 07/30/12	07/31/12	1,179.93	840.04	339.89
P KO 081812 60	-6 00000	1.2700	01/09/12 03/20/12	03/21/12	761 99	264 00	497 99
P MCD 122212 75	-5 00000	1.5300	05/31/12 07/10/12	07/11/12	764.96	360 02	404 94
P NEM 122212 35	-10.00000	1 3800	05/31/12 07/30/12	07/31/12	1,379 93	820.04	559 89
P PPG 051912 60	-7 00000	1.6000	11/15/11 01/09/12	01/10/12	1,119.98	455.00	664.98
P SLB 051912 60	-5.00000	3.6000	12/08/11 01/23/12	01/24/12	1,799 97	680 00	1,119.97
P SLB 081812 60	-5 00000	2 6400	01/23/12 06/12/12	06/13/12	1,319 97	1,190 02	129.95
P SLB 111712 52 50	-5 00000	2.3400	06/12/12 07/19/12	07/20/12	1,169 95	350.02	819 93
P TGT 042112 45	-8 00000	0 7600	12/28/11 01/23/12	01/24/12	607 99	504.00	103.99

2012 ENHANCED SUMMARY

Page 19 of 24

Account Number 4655-7506
 Command Account Number: 9083571671
 LANCE ROBERT MCLENDON
 FOUNDATION

Realized Gain/Loss

SHORT TERM OPTIONS								Continued	
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
P UPS 042112 60	-6 00000	0.7500	12/28/11 01/23/12	01/24/12	449.99	144.00	305.99		
P XOM 072112 70	-5.00000	1.6200	01/09/12 03/20/12	03/21/12	809.98	245.00	564.98		
TOTAL SHORT TERM OPTIONS					\$96,708.60	\$86,299.40	\$10,409.20		

B Option premiums are included in the proceeds when the underlying option results in a sale. Similarly, option premiums are included in the cost basis when the underlying option results in a purchase.

LEGAL AFFIDAVIT OF PUBLICATION
ADVANCE MEDIA GROUP
PUBLISHERS OF
THE BIRMINGHAM NEWS

On this 1st day of March
A.D. Two Thousand, and Thirteen, Vickie Webb
declares that she is an Accounting Clerk of "The
Birmingham News" published in the City of
Birmingham, in the County of Jefferson, in the State
of Alabama, and that the advertisement, a true copy of
which is herewith attached, appeared in "The
Birmingham News" on the following dates:

March 1, 2013

NOTICE TO ALL INTERESTED PERSONS
The annual return of the Lance Robert
McLendon Foundation is available, at the
address noted below, for public inspection
during regular business hours by any citizen
who so requests within 180 days after pub-
lication of this notice of its availability
Lance Robert McLendon Foundation
10 Innisbrook Lane
Shoat Creek, AL 35242
The principal manager is
Benson R McLendon, President
Telephone (205) 991-1050
Bham News March 1, 2013

Vickie Webb
Signed- Vickie Webb

*The charges by this Newspaper for legal notices
do not exceed the lowest classified rate paid
by commercial customers for an advertisement
of similar size and frequency in the same
newspaper in which public notices appear.
There are no agreements between the Newspaper
and the officers or attorneys charged with the
duty of placing legal advertising notices whereby
any advantage, gain or profit accrues to said
officers or attorneys.*

State of Alabama
County of Jefferson

On March 1, 2013, Vickie Webb

personally appeared before me, who is personally known
to me to be the signer of the above document, and she
acknowledged that she signed it

Nancy S Bridgman

NANCY S BRIDGMAN
NOTARY PUBLIC
STATE OF ALABAMA
MY COMMISSION EXPIRES DEC. 22, 2014