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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No. 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE COMER FOUNDATION		A Employer identification number 63-6004424
Number and street (or P.O. box number if mail is not delivered to street address) 400 OFFICE PARK DRIVE		B Telephone number (205) 802-2700
City or town, state, and ZIP code BIRMINGHAM, AL 35223		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 13,479,298. (Part I, column (d) must be on cash basis)	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)
1 Contributions, gifts, grants, etc., received				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		403,460.	403,460.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		370,345.			
b Gross sales price for all assets on line 6a 3,399,675.					
7 Capital gain net income (from Part IV, line 2)			370,345.		
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		773,805.	773,805.		
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		21,050.	16,840.		4,210.
c Other professional fees					
17 Interest					
18 Taxes		5,797.	0.		0.
19 Depreciation and depletion		563.	0.		
20 Occupancy		5,340.	2,670.		2,670.
21 Travel, conferences, and meetings		1,030.	0.		1,030.
22 Printing and publications					
23 Other expenses		97,072.	61,775.		35,297.
24 Total operating and administrative expenses. Add lines 13 through 23		130,852.	81,285.		43,207.
25 Contributions, gifts, grants paid		659,000.			659,000.
26 Total expenses and disbursements. Add lines 24 and 25		789,852.	81,285.		702,207.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<16,047.>			
b Net investment income (if negative, enter -0-)			692,520.		
c Adjusted net income (if negative enter -0-)				N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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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	73,910.	87,648.	87,648.
	2 Savings and temporary cash investments	18,166.	10,692.	10,692.
	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 5	5,268,805.	5,169,815.	5,579,836.
	c Investments - corporate bonds STMT 6	7,409,663.	7,486,211.	7,800,479.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 18,642.				
Less: accumulated depreciation ▶ 17,999.	512.	643.	643.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	12,771,056.	12,755,009.	13,479,298.	
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 ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	12,771,056.	12,755,009.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	12,771,056.	12,755,009.		
31 Total liabilities and net assets/fund balances	12,771,056.	12,755,009.		

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	12,771,056.
2 Enter amount from Part I, line 27a	2	<16,047.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,755,009.
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	12,755,009.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b LONG-TERM CAPITAL GAIN DISTRIBUTION	P		
c SHORT-TERM CAPITAL GAIN DISTRIBUTION	P		
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 3,168,641.		3,029,330.	139,311.
b 120,147.			120,147.
c 110,887.			110,887.
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			139,311.
b			120,147.
c			110,887.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	370,345.
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	758,996.	13,501,049.	.056218
2010	608,132.	13,131,608.	.046311
2009	679,719.	12,223,012.	.055610
2008	646,657.	13,694,590.	.047220
2007	669,017.	15,607,887.	.042864

2 Total of line 1, column (d)	2	.248223
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	.049645
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,267,263.
5 Multiply line 4 by line 3	5	658,653.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,925.
7 Add lines 5 and 6	7	665,578.
8 Enter qualifying distributions from Part XII, line 4	8	702,207.

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	6,925.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	6,925.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	6,925.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -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	4,200.	
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	4,200.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	27.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,752.	
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
b 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) ☐ 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		X

N/A

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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 ► N/A	13	X	
14	The books are in care of ► ELEANOR F. WRIGHT Telephone no. ► (205) 802-2700 Located at ► 400 OFFICE PARK DRIVE, SUITE 240, 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? 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? ☐ 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	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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

6b

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
SEE STATEMENT 7		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 PAID MORE THAN \$50,000				
	0.00	0.	0.	0.

Total number of other employees paid over \$50,000

0

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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
ELEANOR FRANCIS WRIGHT 205D FOXHALL ROAD, BIRMINGHAM, AL 35213	ADMINISTRATIVE SERVICES	56,579.

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	13,353,762.
b	Average of monthly cash balances	1b	115,541.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,469,303.
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	13,469,303.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	202,040.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,267,263.
6	Minimum investment return. Enter 5% of line 5	6	663,363.

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	663,363.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,925.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,925.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	656,438.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	656,438.
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	656,438.

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	702,207.
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	702,207.
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	6,925.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	695,282.

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.

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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				656,438.
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				
b From 2008				
c From 2009	36,924.			
d From 2010				
e From 2011	95,138.			
f Total of lines 3a through e	132,062.			
4 Qualifying distributions for 2012 from Part XII, line 4: $\blacktriangleright$ \$ 702,207.				
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				656,438.
e Remaining amount distributed out of corpus	45,769.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	177,831.			
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	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	177,831.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	36,924.			
c Excess from 2010				
d Excess from 2011	95,138.			
e Excess from 2012	45,769.			

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				
ALABAMA A&M		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	12,000.
AUBURN UNIVERSITY - MONTGOMERY		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	6,000.
AUBURN UNIVERSITY		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	132,000.
BIRMINGHAM SOUTHERN COLLEGE		PRIVATE COLLEGE	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	24,000.
SOUTHERN UNION		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	12,000.
Total	SEE CONTINUATION SHEET(S)			659,000.
b Approved for future payment				
NONE				
Total				0.

THE COMER FOUNDATION

63-6004424

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
TROY UNIVERSITY		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	18,000.
TUSKEGEE UNIVERSITY		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	6,000.
UNIVERSITY OF ALABAMA AT BIRMINGHAM		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	98,000.
UAB SCHOOL OF NURSING		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	40,000.
UNIVERSITY OF ALABAMA		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	78,000.
UNIVERSITY OF MONTEVALLO		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	24,000.
WALLACE COMMUNITY COLLEGE		PUBLIC UNIVERSITY	TO SUPPORT ORGANIZATION AND PROVIDE SCHOLARSHIPS	18,000.
ALABAMA BALLET		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	25,000.
ALABAMA SYMPHONY		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	25,000.
ALABAMA WILDLIFE		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	5,000.
Total from continuation sheets				473,000.

THE COMER FOUNDATION

63-6004424

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
BETTER BASICS		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	25,000.
BIRMINGHAM HISTORICAL SOCIETY		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	1,000.
BIRMINGHAM MUSEUM OF ART		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	24,000.
BIRMINGHAM ZOO		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	5,000.
BOY SCOUTS OF AMERICA		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	10,000.
COMER MEMORIAL LIBRARY		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	5,000.
GIRL SCOUTS		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	15,000.
MCWANE CENTER		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	15,000.
MITCHELL'S PLACE		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	5,000.
STAIR		501(C)3 PUBLIC CHARITY	TO SUPPORT ORGANIZATION	10,000.
Total from continuation sheets				

63-6004424

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - VARIOUS SECURITIES	403,460.	0.	403,460.
TOTAL TO FM 990-PF, PART I, LN 4	403,460.	0.	403,460.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	21,050.	16,840.		4,210.
TO FORM 990-PF, PG 1, LN 16B	21,050.	16,840.		4,210.

FORM 990-PF

TAXES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PAID	5,797.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,797.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	3,838.	0.		3,838.
AGENTS FEES	33,477.	33,477.		0.
OUTSIDE SERVICES	56,579.	28,290.		28,289.
DUES & SUBSCRIPTIONS	695.	0.		695.
LICENSES & FEES	10.	8.		2.
BANK CHARGES	8.	0.		8.
TELEPHONE	2,337.	0.		2,337.
POSTAGE	128.	0.		128.
TO FORM 990-PF, PG 1, LN 23	97,072.	61,775.		35,297.

FORM 990-PF

CORPORATE STOCK

STATEMENT

5

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

SEE SCHEDULE ATTACHED

5,169,815.

5,579,836.

TOTAL TO FORM 990-PF, PART II, LINE 10B

5,169,815.

5,579,836.

FORM 990-PF

CORPORATE BONDS

STATEMENT

6

DESCRIPTIONBOOK VALUEFAIR MARKET
VALUE

SEE SCHEDULE ATTACHED

7,486,211.

7,800,479.

TOTAL TO FORM 990-PF, PART II, LINE 10C

7,486,211.

7,800,479.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRANCIS H. CROCKARD, JR. P.O. BOX 606 BIRMINGHAM, AL 35201	TRUSTEE 0.00	0.	0.	0.
RICHARD J. COMER, JR. 181 CONTINATION STREET PITTSVIEW, AL 36871	TRUSTEE 0.00	0.	0.	0.
GILLIAN C. GOODRICH 3320 DELL ROAD BIRMINGHAM, AL 35223	TRUSTEE 0.00	0.	0.	0.
JANE B. SELFE 2600 ARLINGTON AVE. #84 BIRMINGHAM, AL 35205	TRUSTEE 0.00	0.	0.	0.
HUGH C. NABERS, JR. 1215 7TH ST. S.E., SUITE 190 DECATUR, AL 35601	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Depreciation and Amortization 990PF
(Including Information on Listed Property)

OMB No 1545-0172

2012

Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE COMER FOUNDATION

FORM 990-PF PAGE 1

63-6004424

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	348.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	146.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		348.	5.0	HY	200DB	69.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs.	MM	S/L	
	/		27 5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.	22	563.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V**Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)****24a** Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use**25****26** Property used more than 50% in a qualified business use

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1**28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1**29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2012 tax year.

43 Amortization of costs that began before your 2012 tax year**43****44** Total. Add amounts in column (f). See the instructions for where to report**44**

The Comer Foundation
Birmingham, AL
For the Year Ended December 31, 2012

EIN: 63-6004424

Form 990-PF, Part II, Line 10-Investments

	<u>Cost</u>	<u>FMV</u>
Mutual Funds		
Common Stocks-Allianz	629,849.02	724,999.52
Common Stocks-Diamond Hill Large Cap	1,256,176.06	1,395,524.28
Common Stocks-Eagle Small Cap Growth	653,781.78	678,943.44
Common Stocks-Fidelity Contrafund	1,233,323.24	1,368,805.49
Common Stocks-Famco MLP & E nergy	695,427.54	698,354.81
Common Stocks-Goldman Sachs Small Cap	701,257.56	713,208.42
	<u>5,169,815.20</u>	<u>5,579,835.96</u>
Mutual Funds-Pimco Total Return		
Fixed Income Obligations	<u>7,486,211.21</u>	<u>7,800,478.27</u>

Tax Asset Detail 1/01/12 - 12/31/12

FYE: 12/31/2012

Asset	d	t	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
1			Furniture	1/01/87	3,861 00	0 00	0 00	3,861 00	0 00	3,861 00	0 00	200DB	7 0
2			Typewriter	1/01/87	1,200 00	0 00	0 00	1,200 00	0 00	1,200 00	0 00	200DB	7 0
3			Calculator	1/01/87	159 00	0 00	0 00	159 00	0 00	159 00	0 00	200DB	7 0
4			Calculator	1/01/87	148 00	0 00	0 00	148 00	0 00	148 00	0 00	200DB	7 0
5			Computer	1/01/87	2,013 00	0 00	0 00	2,013 00	0 00	2,013 00	0 00	200DB	5 0
6			Computer	1/01/87	128 00	0 00	0 00	128 00	0 00	128 00	0 00	200DB	5 0
7			Printer	8/31/91	485 00	0 00	0 00	485 00	0 00	485 00	0 00	200DB	5 0
8			Fax Machine	5/20/96	594 00	0 00	0 00	594 00	0 00	594 00	0 00	200DB	7 0
9			Copier	1/31/00	1,900 00	0 00	0 00	1,900 00	0 00	1,900 00	0 00	200DB	7 0
10			Computer	3/01/00	2,399 00	0 00	0 00	2,399 00	0 00	2,399 00	0 00	200DB	5 0
11			Credenza	3/01/00	485 00	0 00	0 00	485 00	0 00	485 00	0 00	200DB	5 0
12			Office Furniture	7/23/02	675 00	0 00	202 50	675 00	0 00	675 00	0 00	200DB	7 0
13			Copier / Bernery Office Solutions	6/16/08	3,900 00	0 00	1,950 00	3,388 31	146 20	3,534 51	365 49	200DB	7 0
14			Computer	7/25/12	695 00	0 00c	347 50	0 00	417 00	417 00	278 00	200DB	5 0
Grand Total					18,642 00	0 00c	2,500 00	17,435 31	563 20	17,998 51	643 49		