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

OMB No. 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

THE SEAMEN'S FOUNDATION 1210002645

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

Room/suite

A Employer identification number

63-6018610

B Telephone number (see instructions)

251- 690-1024

C/O REGIONS BANK TRUST DEPT, PO BOX 2886

City or town, state, and ZIP code

MOBILE, AL 36652-2886

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

☒ Name changeC If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) _____

16) ▶ \$ 831,307.

(Part I, column (d) must be on cash basis.)

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	6.	6.		STMT 1
4	Dividends and interest from securities	20,792.	19,396.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	17,424.			
b	Gross sales price for all assets on line 6a	357,090.			
7	Capital gain net income (from Part IV, line 2)		17,424.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	38,222.	36,826.		
13	Compensation of officers, directors, trustees, etc.	2,805.	2,244.		561.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)	4,106.	NONE	NONE	4,106.
b	Accounting fees (attach schedule)	800.	NONE	NONE	800.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,834.	167.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	463.			463.
24	Total operating and administrative expenses. Add lines 13 through 23	10,008.	2,411.	NONE	5,930.
25	Contributions, gifts, grants paid	27,000.			27,000.
26	Total expenses and disbursements. Add lines 24 and 25	37,008.	2,411.	NONE	32,930.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,214.			
b	Net investment income (if negative, enter -0-)		34,415.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	41,915.	53,433.	53,433.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	106,656.	103,568.	105,963.
	b	Investments - corporate stock (attach schedule)	362,677.	341,988.	442,460.
	c	Investments - corporate bonds (attach schedule)	205,807.	217,701.	229,451.
	Liabilities	11	Investments - land, buildings, and equipment, basis		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)			
14		Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	717,055.	716,690.	831,307.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	717,055.	716,690.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	717,055.	716,690.	
	31	Total liabilities and net assets/fund balances (see instructions)	717,055.	716,690.	

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	717,055.
2	Enter amount from Part I, line 27a	2	1,214.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	211.
4	Add lines 1, 2, and 3	4	718,480.
5	Decreases not included in line 2 (itemize) ▶ AMORTIZATION	5	1,790.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	716,690.

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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					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 357,090.		339,666.	17,424.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			17,424.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	17,424.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	12,140.	809,880.	0.014990
2010	65,568.	775,598.	0.084539
2009	1,066.	713,940.	0.001493
2008	26,300.	799,086.	0.032913
2007	20,750.	858,851.	0.024160
2 Total of line 1, column (d)			2 0.158095
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.031619
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 807,884.
5 Multiply line 4 by line 3			5 25,544.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 344.
7 Add lines 5 and 6			7 25,888.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 32,930.

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		1	344.
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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	344.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	344.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,020.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,020.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	676.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 344. Refunded <input type="checkbox"/>	11	332.	

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 the 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. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/> N/A				
14	The books are in care of <input type="text"/> REGIONS BANK TRUST DEPARTMENT Telephone no. <input type="text"/> (251) 690-1024			
	Located at <input type="text"/> 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL ZIP+4 <input type="text"/> 36602			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <input type="text"/> 15			
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 <input type="text"/>	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 checked="" type="checkbox"/> Yes <input 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 <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/>		
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		
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

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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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		2,805.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

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

NONE

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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** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	820,187.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	820,187.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	820,187.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,303.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	807,884.
6	Minimum investment return. Enter 5% of line 5	6	40,394.

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	40,394.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	344.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	344.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	40,050.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	40,050.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	40,050.

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	32,930.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	32,930.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	344.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	32,586.

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				40,050.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			12,980.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>32,930.</u>				
a Applied to 2011, but not more than line 2a			12,980.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				19,950.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				20,100.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
THE PROPELLER CLUB OF MOBILE P.O. BOX 831 MOBILE AL 36601	NONE	PUBLIC	CHARITABLE	2,000.
THE CATHOLIC MARITIME CLUB OF MOBILE 3528 GOVERNMENT ST MOBILE AL 36602	NONE	PUBLIC	CHARITABLE	8,000.
CITY OF MOBILE P.O. BOX 1827 MOBILE AL 36633-1827	NONE	PUBLIC	CHARITABLE	7,000.
NAT'L MARITIME MUSEUM OF THE GULF OF MEXICO P.O. BOX 3005 MOBILE AL 36652	NONE	PUBLIC	CHARITABLE	10,000.
Total 3a				27,000.
b <i>Approved for future payment</i>				
Total 3b				

Form **990-PF** (2012)

(e)
Related or exempt
function income
(See instructions)

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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


- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

 05/07/2013 **TRUST OFFICER**

Signature of officer or trustee Date Title

REGIONS BANK, TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INTEREST	6.	6.
	-----	-----
TOTAL	6.	6.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST FROM SECURITIES	20,792.	19,396.
	-----	-----
TOTAL	20,792.	19,396.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NON-ALLOCABLE LEGAL FEES	4,106.			4,106.
TOTALS	4,106.	NONE	NONE	4,106.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	17.	17.
FEDERAL TAX PAYMENT - PRIOR YE	797.	
FEDERAL ESTIMATES - PRINCIPAL	1,020.	
FOREIGN TAXES ON QUALIFIED FOR		150.
	-----	-----
TOTALS	1,834.	167.
	=====	=====

THE SEAMEN'S FOUNDATION 1210002645

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FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
----------------------	--	---------------------------------

BUSINESS LUNCHEON EXPENSE

463.

463.

TOTALS

463.

463.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
JOHN DEERE CAP CORP 06/19/2012	9,025.		
TVA PUTABLE 6.79 05/23/2012	3,042.		
CITIGROUP INC	9,112.		
GENERAL ELECTRIC	8,023.		
US TREAS INFLA .625% 7/15/21	9,511.	9,759.	10,500.
FHLMC 5.75% 1/15/2012	9,082.		
US TREAS N/B .75% 8/15/2013	16,061.		
FNMA 5% 3/15/2016	12,203.	18,804.	19,454.
US TREAS N/B .75% 5/31/2012	25,081.		
US TREAS N/B 2.625% 11/15/2020	5,516.		
FHLM 2.875% 2/9/15		9,870.	10,975.
FHLM 1% 7/30/14		14,791.	14,751.
US TREAS 1.375% 11/30/15		9,110.	9,108.
		41,234.	41,175.
TOTALS	106,656.	103,568.	105,963.

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
AMERICAN EXPRESS	5,416.	3,525.	5,748.
CHEVRON CORP	203.	203.	8,651.
EXXON MOBIL CORP	133.	133.	6,924.
FREEMONT-MCMORAN COPPER & GOLD	3,957.	3,957.	5,130.
GOLDMAN SACHS	4,746.		
INTEL CORP	5,578.	3,719.	4,124.
JOHNSON & JOHNSON	2,643.	2,643.	7,010.
NEWMONT MINING CORP	3,287.	3,287.	4,644.
ORACLE CORP	878.	878.	6,664.
PEPSICO INC	2,828.	2,545.	6,159.
PROCTOR & GAMBLE CO	4,547.	4,041.	6,110.
QUALCOMM INC COM	5,235.	3,253.	4,949.
SOUTHERN CO	503.	503.	4,281.
3M CO COM	4,992.	4,996.	6,499.
UNITED TECHNOLOGIES CORP	4,029.	1,763.	2,870.
VERIZON COM	3,814.	2,621.	6,491.
ALLERGAN INC	5,071.	3,380.	5,503.
CISCO	6,572.	7,184.	5,502.
STRYKER CORP	7,190.	7,190.	6,030.
CVS/CAREMARK	6,315.	4,452.	6,044.
EMC CORP MAS	4,046.	1,780.	2,910.
HALLIBURTON CO	7,677.		
J P MORGAN CHASE	6,616.	5,451.	5,496.
JUNIPER NETWORKS	5,228.	3,664.	2,951.
NORFOLK SOUTHERN	6,197.		
SCHLUMBERGER LTD	849.	849.	6,930.
THERMO FISHER SCI	4,724.	4,724.	6,378.
TRAVELERS CO	4,783.	4,783.	7,182.
WALGREEN CO	4,322.		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
HESS CORP	5,489.		
MONSANTO CO NEW	3,631.	3,631.	4,733.
PHILIP MORRIS INTL INC	3,633.	4,550.	7,528.
PRUDENTIAL FIN INC	4,021.	4,021.	5,333.
STATE STREET CORP	5,365.		
TEVA PHARMACEUTICAL	4,348.		
ARTISAN FDS INC SML CAP VALUE	12,000.	12,000.	15,670.
ARTISAN FDS INC MID CAP VALUE	11,251.	9,918.	17,025.
BUFFALO SML CAP FUND	11,687.	9,969.	17,480.
ISHARES RUSSELL 1000 VALUE	9,738.	4,869.	7,282.
AMERICAN EUROPAFIC GRTH-F2	28,000.	31,000.	36,698.
THRONBURG INTL VALUE FD	29,500.	31,500.	36,087.
APACHE CORP	5,440.	5,440.	3,924.
AUTO DESK INC	4,106.		
CATERPILLAR INC	3,561.		
GENERAL ELECTRIC	6,072.	5,340.	6,297.
MATTEL INC	4,330.		
MCGRAW HILL INC	5,732.		
MERCK & CO INC NY	4,837.	4,837.	5,732.
NEXTRA ENERGY INC	4,316.	4,316.	5,535.
STAPLES INC	6,614.		
VISA INC CLASS A SHRS	5,423.	4,519.	7,579.
BLACKROCK INC	5,726.	2,863.	3,101.
BROADCOM CORP CL A	4,511.	5,650.	4,982.
EMERSON ELECTRIC CO	5,907.	3,544.	3,178.
GOOGLE INC CL A	6,256.	2,502.	2,830.
LABORATORY CORP AMER HLDGS COM	4,948.	4,948.	5,197.
PRAXAIR INC	4,957.	4,957.	5,473.
TEXAS INSTRS INC	5,209.	5,209.	4,634.

THE SEAMEN'S FOUNDATION 1210002645

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
HIGH MARK GENEVA MID CAP GRWTH	19,000.	16,366.	16,706.
HASBRO INC	4,690.		
ANADARKO PETROLEUM		4,885.	5,203.
APPLE INC		7,526.	7,449.
BAXTER INTL		4,132.	4,666.
DANAHER CORP DEL		5,454.	5,590.
HJ HEINZ CO		5,828.	6,345.
JOHNSON CTLS INC		5,527.	5,061.
LOWE'S COMPANIES		5,210.	5,683.
MCDONALDS CORP		5,286.	5,293.
METLIFE INC		5,619.	4,941.
OCCIDENTAL PETE CORP		5,329.	4,214.
TARGET CORP		5,775.	5,917.
WELLS FARGO & CO		7,547.	7,520.
XCEL ENERGY INC		4,986.	5,075.
ACCENTURE PLA - CL A		5,411.	5,319.
TOTALS	362,677.	341,988.	442,460.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
GENERAL ELECTRIC 5% 2/1/13	3,024.	4,031.	4,015.
A T & T INC 5.6% 05/15/2018	2,989.	2,989.	3,619.
CATERPILLAR 7.9% 12/15/2018	1,997.	3,337.	4,069.
DUKE ENERGY 2.15% 11/15/2016	3,002.	4,031.	4,136.
HEWLETT PACKARD 2.2% 12/1/2015	2,997.	4,010.	4,005.
MORGAN STANLEY 4.2% 11/20/14	6,238.	7,166.	7,304.
ORACLE CORP 5.75% 4/15/2018	3,021.	3,219.	3,651.
TARGET CALLABLE 5.375% 5/1/17	2,976.	2,976.	3,531.
WACHOVIA 5.75% 6/15/2017	2,938.	2,938.	3,553.
FNMA# 257207, 6% 05/01/2038	25,091.	12,487.	13,484.
FNMA# 257234, 5% 06/01/2023	2,609.	1,626.	1,778.
FNMA# 950796, 6% 10/01/2037	2,997.	1,760.	1,815.
COMCAST CORP 5.7% 7/01/19	3,028.	3,025.	3,655.
CREDIT SUISSE NY 5.5% 5/01/14	6,176.	7,166.	7,448.
GOLDMAN SACHS 6% 5/01/14	3,035.	3,021.	3,193.
HESS CORP 8.125% 2/15/19	2,322.	3,589.	3,948.
MERRILL LYNCH 6.875% 4/25/18	2,989.	2,989.	3,616.
TIME WARNER CAB6.75% 7/1/2018	3,239.	3,360.	3,748.
FNMA# 735516, 5% 2/1/2020	3,895.	2,669.	2,726.
BARCLAYS BANK 3.9% 4/7/2015	3,001.	3,001.	3,181.
CSX CORP 6.25% 4/1/2015	3,254.	3,185.	3,359.
CA INC 5.375% 12/1/2019	3,034.	3,030.	3,417.
CITI GROUP 6% 12/13/2013	3,185.	3,093.	3,144.
DIRECTV HLDG 3.55% 3/15/2015	3,086.	3,062.	3,156.
GOLDMAN SACHS 7.5% 2/15/2019	3,262.	3,234.	3,775.
KRAFT FOOD 4.125% 2/9/2016	3,006.		
PETROBRAS 5.75% 1/20/2020	2,997.	2,997.	3,415.
PRUDENTIAL FIN 4.5% 11/15/2020	2,980.	2,980.	3,350.
TALISMAN ENERGY 7.75% 6/1/2019	3,423.	3,480.	3,867.

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
FHLMC POOL G01840 5% 7/01/35	6,097.		4,750.
FHLMC POOL G14056 4% 8/01/23	5,907.		4,270.
FHLMC POOL J16353 3.5% 8/01/26	6,796.	4,725.	2,411.
FNMA POOL AH6827 4% 3/01/26	6,087.	4,187.	2,340.
FNMA POOL AL0393 4.5% 6/01/41	3,034.	2,328.	4,183.
FNMA POOL 725228 6% 3/01/34	3,124.	2,325.	9,803.
FNMA POOL 735580 5% 6/01/35	6,343.	4,133.	4,213.
FNMA POOL 888021 6% 12/01/36	16,277.	9,921.	3,145.
FNMA POOL AE3066 3.5% 9/01/25	6,215.	4,118.	3,177.
AMERICAN EXPRESS 2.75% 9/13/10	3,060.	3,046.	3,482.
ANHEUSER-BUSCH 2.875% 2/15/16	3,015.	3,012.	3,181.
GE CAPITAL CORP 5.3% 2/11/21	3,031.	3,029.	
INTEL CORP 3.3% 10/01/21	2,988.	2,988.	
PROV OF ONTARIO 1.375% 1/27/14	6,002.	3,003.	3,222.
SUNTRUST BKS INC 3.5% 1/20/17	3,004.		
TELEFONICA 5.462% 2/16/21	3,044.	4,017.	4,092.
TEVA PHARMA FIN 1.7% 11/10/14	3,000.	2,992.	3,267.
TOYOTA MTR CREDIT 3.4% 9/15/21	2,992.	3,869.	3,848.
FHLM 5% 7/1/35		3,144.	3,142.
FHLM 4.5% 1/1/38		3,749.	3,746.
FHLM 4% 8/1/25		2,068.	2,091.
FHLM 4.5% 5/1/39		3,114.	3,144.
FHLM 4% 10/1/41		1,696.	1,711.
FNMA 5.5% 4/1/34		1,905.	1,932.
FNMA 4% 6/1/39		3,185.	3,202.
FNMA 4.5% 11/1/33		7,000.	7,052.
BHP BILLITON FIN 1%		4,013.	4,028.
CHEVRON CORP 1.104%		3,441.	3,429.
CISCO SYSTEMS 5.5%			

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63-6018610

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
INTL BUS MACHINES 1.95%		7,224.	7,275.
MONDELEZ INTL 4.125%		3,004.	3,269.
ONTARIO 1.375%		7,014.	7,076.
ROYAL BK OF CAN 1.2%		5,000.	5,012.
TOTALS	205,807.	217,701.	229,451.
	=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ORIGINAL ISSUE DISCOUNT USGI	190.
ACCRETION OF MARKET DISCOUNT	2.
ROUNDING	19.

TOTAL	211.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

P.O. BOX 2527

MOBILE, AL 36622

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,805.

OFFICER NAME:

MICHAEL B LEE, SR

ADDRESS:

52 NORTH JACKSON ST

MOBILE, AL 36602

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

J. EDGAR BRISTER

ADDRESS:

P.O. BOX 1644

MOBILE, AL 36601

TITLE:

SEC.-TREASURER, BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

D. R. JORDAN

ADDRESS:

P.O. DRAWER 3004

MOBILE, AL 36652

TITLE:

VICE PRESIDENT & BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

JOHN L. MCCARRON

ADDRESS:

BIT & SPUR ROAD #36

MOBILE, AL 36608

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

SHELDON L. MORGAN

ADDRESS:

507 MYRTLE ST

FAIRHOPE, AL 36532

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

ANDREW A. SAUNDERS

ADDRESS:

102 HILLWOOD ROAD

MOBILE, AL 36608

TITLE:

PRESIDENT AND BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

PATRICK J. WILSON

ADDRESS:

PO BOX 831

MOBILE, AL 36601

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

T. LEE ROBINSON

ADDRESS:

24 TACON STREET

MOBILE, AL 36607

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

H. S. THORNE

ADDRESS:

141 WOODDRUFF COURT

MOBILE, AL 36608

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

ERIN R. WHEELER

ADDRESS:

257 CHARLES STREET

MOBILE, AL 36604

TITLE:

BOARD MEMBER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

TOTAL COMPENSATION:

2,805.

=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	806,704.		
FEBRUARY	823,856.		
MARCH	830,489.		
APRIL	828,077.		
MAY	790,295.		
JUNE	806,234.		
JULY	813,270.		
AUGUST	822,720.		
SEPTEMBER	834,233.		
OCTOBER	828,471.		
NOVEMBER	826,590.		
DECEMBER	831,307.		
	-----	-----	-----
TOTAL	9,842,246.		
	=====	=====	=====
AVERAGE FMV	820,187.		
	=====	=====	=====

State of Alabama-Mobile County
I certify this instrument was filed on:
February 15, 2012 @ 3:34:23 PM
RECORDING FEE \$25.00
S.R. FEE \$2.00
RECORDING FEES \$1.00
TOTAL AMOUNT \$28.00

THIS INSTRUMENT PREPARED BY:
Robert J. Riccio, Esq.
HAND ARENDALL LLC
Post Office Box 123
Mobile, Alabama 36601
(251) 432-5511

2012010189
Don Davis, Judge of Probate

AMENDED
ARTICLES OF INCORPORATION
OF
THE SEAMEN'S CLUB OF MOBILE, INC.

For the purpose of amending the Articles of Incorporation of The Seamen's Club of Mobile, Inc., a domestic nonprofit corporation, pursuant to the Alabama Nonprofit Corporation Law, as amended from time to time, the undersigned does hereby sign and adopt these Amended Articles of Incorporation as and for a certificate of amendment under the Alabama Nonprofit Corporation Law.

ITEM ONE

The name of the nonprofit corporation is "The Seamen's Club of Mobile, Inc."
(the "Corporation").

ITEM TWO

The Corporation is a domestic nonprofit corporation under the Alabama Nonprofit Corporation Law.

ITEM THREE

The Articles of Incorporation of the Corporation were filed with the Probate Court of Mobile County, Alabama, on October 5, 1961, and recorded in Real Property Book 275, Page 560, as amended on December 14, 1971, said amendment being filed with the Probate Court of Mobile County, Alabama and recorded in Real Property Book 1093, Page 580, and as further amended on December 12, 1973, said amendment being filed with the Probate Court of Mobile County, Alabama and recorded in Real Property Book 1307, Page 753.

ITEM FOUR

The Articles of Incorporation, as previously amended, are hereby further amended by deleting Article I and inserting in lieu thereof the following:

ARTICLE I


The name of the Corporation shall be "The Seamen's Foundation".

ITEM FIVE

These Amended Articles of Incorporation have been approved in accordance with the Alabama Nonprofit Corporation Law and the Corporate By-Laws by Unanimous Written Consent of the Board of Directors dated December 14, 2011.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK –
SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this the 14
day of December, 2011.


ANDREW A. SAUNDERS
President



SHELDON L. MORGAN
Secretary

STATE OF ALABAMA :

COUNTY OF MOBILE :

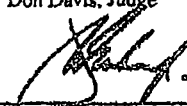
Before me, the undersigned authority in and for the State of Alabama at Large, personally
appeared ANDREW A. SAUNDERS, whose name is signed to the foregoing document and who
is known to me, deposes and confirms that the facts stated in the foregoing document are true
and correct.

Subscribed and sworn to before me on this 14 day of December, 2011.


Notary Public
My Commission expires: 03-24-2012

1237340_1

CERTIFIED TRUE COPY
Probate Court of Mobile County, AL
Don Davis, Judge

Signature 
Joe McEachern, Jr. Chief Clerk
Date 2-15-12

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

The Seamen's Foundation

This domestic nonprofit corporation is proposed to be formed in Alabama and is
for the exclusive use of Hand Arendall LLC, PO Box 123, Mobile, AL 36601 for a
period of one hundred twenty days beginning February 14, 2012 and expiring June
13, 2012.



596-981

In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.

February 14, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State