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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Open to Public
Inspection

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 01-01-2012 , and ending 12-31-2012

Name of foundation CAROL W & MYRON J ROTHSCHILD FUND C/O REGIONS BANK		A Employer identification number 63-6050756			
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2450		B Telephone number (see instructions) (334) 230-6100			
C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>					
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	44,170	44,170		
	4 Dividends and interest from securities.	110,282	110,282		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	64,283			
	b Gross sales price for all assets on line 6a 810,308				
	7 Capital gain net income (from Part IV, line 2) . . .		64,283		
	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	218,735	218,735			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	28,233	28,233		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,435		1,435	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,197			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.	33,865	28,233		1,435
25 Contributions, gifts, grants paid	248,321			248,321	
26 Total expenses and disbursements. Add lines 24 and 25	282,186	28,233		249,756	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-63,451				
b Net investment income (if negative, enter -0-) . . .		190,502			
c Adjusted net income (if negative, enter -0-) . . .					

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	238,925	216,613	216,613	
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	1,006,561	1,016,982	3,927,978	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	1,235,964	1,283,549	1,373,577		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ► _____)	42	530	530		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,481,492	2,517,674	5,518,698		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► _____)				
	23 Total liabilities (add lines 17 through 22)			0	
	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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		2,481,492	2,517,674	
	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 page 17 of the instructions)	2,481,492	2,517,674			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,481,492	2,517,674			
Net Assets or Fund Balances					

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	2,481,492
2	Enter amount from Part I, line 27a	2	-63,451
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,418,041
5	Decreases not included in line 2 (itemize) ►	5	-99,633
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,517,674

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.)
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1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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

(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
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a See Additional Data Table			
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	64,283
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	-697

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 page 18 of 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	243,518	5,259,825	0 046298
2010	214,568	4,717,680	0 045482
2009	257,271	4,345,577	0 059203
2008	256,596	5,332,515	0 048119
2007	232,519	5,161,094	0 045052

2 Total of line 1, column (d).	2	0 244154
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 048831
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,601,286
5 Multiply line 4 by line 3.	5	273,516
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,905
7 Add lines 5 and 6.	7	275,421
8 Enter qualifying distributions from Part XII, line 4.	8	249,756

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary—see instructions)	1	3,810
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	3,810
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
3	Add lines 1 and 2.	5	3,810	
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	3,320	
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	3,320	
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	490	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b	No
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
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? <i>If "No," attach explanation.</i>	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14 The books are in care of ► REGIONS BANK TRUST DEPARTMENT Telephone no ► (334) 230-6100
 Located at ► 201 MONROE ST 4TH FLOOR MONTGOMERY AL ZIP +4 ► 36104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year. ►

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ► 16

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b 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 page 20 of the instructions)? ►	1b	
Organizations relying on a current notice regarding disaster assistance check here. ►		
1c 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 <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ►	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 ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No	3a	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) ►	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ►	4a	No
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	No

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	5b	
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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

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
REGIONS BANK TRUST DEPARTMENT 201 MONROE STREET 4TH FLOOR MONTGOMERY, AL 36104	TRUSTEE 5 00	28,233	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				
Total number of other employees paid over \$50,000.				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services.

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	
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 N/A	
2	
All other program-related investments. See page 24 of the instructions 3	

Total. Add lines 1 through 3.

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 5,397,808
b	Average of monthly cash balances.	1b 288,777
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 5,686,585
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 5,686,585
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 85,299
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 5,601,286
6	Minimum investment return. Enter 5% of line 5.	6 280,064

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.	1 280,064
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 3,810
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 3,810
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 276,254
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 276,254
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 276,254

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 249,756
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 249,756
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 249,756

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				276,254
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			248,080	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 249,756				
a Applied to 2011, but not more than line 2a			248,080	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				1,676
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				274,578
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers

2. Information regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here 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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			► 3a	248,321
b <i>Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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?

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

d. If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value.

- 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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organization

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2012-05-07

* * * * *

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	PTIN
	RHONDA L SIBLEY CPA	RHONDA L SIBLEY CPA	2013-05-08	Check if self-employed <input checked="" type="checkbox"/>
	Firm's name <input type="checkbox"/>	ALDRIDGE BORDEN & COMPANY PC 74 COMMERCE STREET		Firm's EIN <input type="checkbox"/>
	Firm's address <input type="checkbox"/>	MONTGOMERY, AL 36104		Phone no (334) 834-6640

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
UNITED STATES TREASURY N/B DTD 06/01	P	2011-10-06	2012-01-10
CLOROX CO	P	2008-08-27	2012-12-18
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-03-06	2012-04-16
FEDERAL NATIONAL MORTGAGE ASSN 5% 03	P	2009-03-05	2012-03-06
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-02-07	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-06-25
INTEL CORP DTD 09/19/2011 3 3% 10/01	P	2011-09-14	2012-07-09
MONDELEZ INTERNATIONAL DTD 02/08/2011	P	2010-05-10	2012-06-07
TALISMAN ENERGY INC DTD 6/1/09 7 75%	P	2009-09-28	2012-10-04
UNITED STATES TREASURY N/B DTD 01/18	P	2012-01-10	2012-02-22
VERIZON COMMUNICATIONS DTD 03/28/2011	P	2011-03-25	2012-06-07
ABBOTT LABS	P	2008-07-14	2012-12-18
COMCAST CORP DTD 06/18/09 5 7% 07/01	P	2009-07-08	2012-05-07
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-03-06	2012-05-15
FEDERAL NATIONAL MORTGAGE ASSN 5% 03	P	2009-03-05	2012-05-07
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-04-25

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(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)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-02-07	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-07-25
INTERNATIONAL BUSINESS MACHINES DTD	P	2012-02-02	2012-06-07
MORGAN STANLEY SERIES MTN DTD 9/23/	P	2009-10-13	2012-10-04
TARGET CORP CALLABLE 5 375% 05/01/20	P	2008-11-06	2012-06-07
UNITED STATES TREASURY N/B DTD 01/18	P	2012-02-02	2012-02-22
VF CORP	P	2010-03-03	2012-12-18
ABBOTT LABS	P	2010-08-24	2012-12-18
CONOCOPHILLIPS	P	2008-11-24	2012-12-18
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-03-06	2012-06-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-04-05	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-02-07	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-12-26

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(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)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-08-27
J P MORGAN CHASE & CO DTD 04/23/09 6	P	2009-04-27	2012-06-07
NORFOLK SOUTHERN CORP	P	2008-11-24	2012-12-18
TELEFONICA EMISIONES SAU DTD 02/16/2	P	2011-03-10	2012-09-11
UNITED STATES TREASURY N/B DTD 01/18	P	2012-01-10	2012-03-06
WACHOVIA CORP DTD 06/08/07 5 75% 06/	P	2008-11-06	2012-06-11
ACCO BRANDS CORP	P	2010-08-24	2012-05-04
CREDIT SUISSE NEW YORK DTD 5/4/09 5	P	2010-08-09	2012-04-05
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-03-06	2012-07-16
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-04-05	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-02-07	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-09-25
JOHN DEERE CAPITAL CORP INSD FDIC D	P	2008-12-17	2012-02-02
ONTARIO (PROVINCE OF) DTD 01/27/2011	P	2011-01-31	2012-03-06
TELEFONICA EMISIONES SAU DTD 02/16/2	P	2011-03-10	2012-09-12
UNITED STATES TREASURY N/B DTD 01/18	P	2012-01-10	2012-05-07
WAL MART STORES INC DTD 04/15/2008 6	P	2012-03-02	2012-04-05
ACCO BRANDS CORP	P	2010-08-24	2012-12-18
CVS/CAREMARK CORPORATION DTD 9/11/09	P	2009-09-21	2012-03-02

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FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-03-06	2012-08-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-04-05	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-02-07	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-10-25
JOHN DEERE CAPITAL CORP INSD FDIC D	P	2008-12-17	2012-02-02
ONTARIO (PROVINCE OF) DTD 01/27/2011	P	2011-01-31	2012-05-07
TENNESSEE VALLEY AUTHORITY SER A PUT	P	2008-11-06	2012-01-10
UNITED STATES TREASURY N/B DTD 01/18	P	2012-01-10	2012-12-11
WAL MART STORES INC DTD 04/15/2008 6	P	2012-03-02	2012-10-04
AFLAC INC DTD 5/21/09 8 5% 05/15/201	P	2011-06-15	2012-04-05
DUKE ENERGY CORPORATION	P	2006-08-21	2012-07-03
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-03-06	2012-09-17
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-04-05	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-07-25

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FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-02-07	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-11-26
JOHN DEERE CAPITAL CORP INSD FDIC D	P	2008-12-17	2012-02-02
ORACLE CORPORATION DTD 04/09/08 5 75	P	2010-05-11	2012-02-06
TENNESSEE VALLEY AUTHORITY SER A PUT	P	2009-03-06	2012-01-10
UNITED STATES TREASURY N/B DTD 01/18	P	2012-10-04	2012-12-11
AT&T INC DTD 05/13/08 5 6% 05/15/201	P	2010-05-10	2012-05-07
EXELON CORP	P	2008-07-14	2012-12-18
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-03-06	2012-10-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-04-05	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-02-07	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-12-26
JOHN DEERE CAPITAL CORP INSD FDIC D	P	2009-03-05	2012-02-02
ORACLE CORPORATION DTD 04/09/08 5 75	P	2010-07-08	2012-02-06

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TENNESSEE VALLEY AUTHORITY SER A PUT	P	2010-05-10	2012-01-10
UNITED STATES TREASURY N/B DTD 01/18	P	2012-11-29	2012-12-11
BRISTOL MYERS SQUIBB CO	P	2008-07-14	2012-12-18
EXELON CORP	P	2010-04-01	2012-12-18
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-03-06	2012-11-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-04-05	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-02-07	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-05-25
GENERAL ELECTRIC CAPITAL CORP DTD 01	P	2011-05-06	2012-03-06
JOHN DEERE CAPITAL CORP INSD FDIC D	P	2010-05-10	2012-02-02
PETROBRAS INTL FIN CO DTD 10/30/09 5	P	2011-06-13	2012-05-07
TENNESSEE VALLEY AUTHORITY SER A PUT	P	2010-07-08	2012-01-10
UNITED STATES TREASURY N/B DTD 08/16	P	2010-09-13	2012-03-06
CA INC DTD 11/13/09 5 375% 12/01/201	P	2010-07-08	2012-05-07
EXELON CORP	P	2010-08-24	2012-12-18
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-03-06	2012-12-17
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-04-05	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-08-27

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FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-02-07	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-06-25
GENERAL ELECTRIC CAPITAL CORP DTD 01	P	2011-05-06	2012-07-09
JOHN DEERE CAPITAL CORP INSD FDIC D	P	2010-07-08	2012-02-02
PETROBRAS INTL FIN CO DTD 10/30/09 5	P	2011-06-13	2012-07-09
TIME WARNER CABLE 6 75% 07/01/2018	P	2010-07-08	2012-03-06
UNITED STATES TREASURY N/B DTD 08/16	P	2010-09-13	2012-05-07
CATERPILLAR INC	P	2010-03-03	2012-12-18
FEDERAL HOME LOAN MTG CORP DTD 01/07	P	2012-01-10	2012-05-07
FEDERAL HOME LOAN MTGE CORP POOL A9	P	2012-06-11	2012-07-16
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-04-05	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-07-25

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GENERAL ELECTRIC CAPITAL CORP DTD 02	P	2011-02-09	2012-05-07
LOCKHEED MARTIN CORP	P	2011-03-10	2012-12-18
PFIZER INC DTD 3/24/09 6 2% 03/15/20	P	2010-02-05	2012-02-06
TOYOTA MOTOR CREDIT CORP SERIES MTN	P	2011-09-08	2012-10-04
UNITED STATES TREASURY N/B DTD 08/16	P	2010-09-13	2012-12-11
CATERPILLAR INC DTD 12/05/08 7 9% 12	P	2009-03-05	2012-03-06
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-07-09	2012-08-15
FEDERAL HOME LOAN MTGE CORP POOL A9	P	2012-06-11	2012-08-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-08-27
GENUINE PARTS CO	P	2008-07-14	2012-12-18
MCGRAW HILL INC	P	2009-09-03	2012-12-18
PFIZER INC DTD 3/24/09 6 2% 03/15/20	P	2010-02-05	2012-05-07
UNITED STATES TREASURY 6 25% 08/15/2	P	2011-02-14	2012-02-06
UNITED STATES TREASURY N/B DTD 08/16	P	2010-09-13	2012-12-10
CITIGROUP INC DTD 06/15/2010 6% 12/1	P	2010-12-13	2012-06-07
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-07-09	2012-09-17
FEDERAL HOME LOAN MTGE CORP POOL A9	P	2012-06-11	2012-09-17
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-02-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-09-25
GOLDMAN SACHS GROUP INC DTD 2/5/09 7	P	2010-05-20	2012-07-09
MCGRAW HILL INC	P	2010-08-24	2012-12-18
PHILLIPS 66	P	2008-11-24	2012-12-18
UNITED STATES TREASURY 6 25% 08/15/2	P	2011-02-14	2012-05-07
UNITED STATES TREASURY N/B DTD 11/15	P	2011-06-13	2012-03-06
CITIGROUP INC FDIC GUARANTEED DTD 08	P	2009-12-15	2012-05-07
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-07-09	2012-10-15
FEDERAL HOME LOAN MTGE CORP POOL A9	P	2012-06-11	2012-10-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-12-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-10-25
GOLDMAN SACHS GROUP INC DTD 5/6/09 6	P	2010-07-08	2012-03-06
MERRILL LYNCH & CO 6 11% 01/29/2037	P	2010-04-19	2012-07-09
PRAXAIR INC	P	2008-07-14	2012-12-18
UNITED STATES TREASURY 6 25% 08/15/2	P	2011-02-14	2012-07-09
UNITED STATES TREASURY N/B DTD 11/15	P	2011-06-13	2012-05-07
CITIGROUP INC FDIC GUARANTEED DTD 08	P	2009-12-15	2012-09-14
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-07-09	2012-11-15
FEDERAL HOME LOAN MTGE CORP POOL A9	P	2012-06-11	2012-11-15
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-12-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-11-26
GOLDMAN SACHS GROUP INC DTD 5/6/09 6	P	2010-07-08	2012-10-04
MERRILL LYNCH & CO INC SERIES MTN D	P	2010-05-10	2012-04-05
PRUDENTIAL FINANCIAL DTD 11/18/2010	P	2010-11-15	2012-03-06
UNITED STATES TREASURY INFLATION IND	P	2011-08-25	2012-05-07
UNITED TECHNOLOGIES CORP DTD 06/01/2	P	2012-05-29	2012-05-31
CITIGROUP INC FDIC GUARANTEED DTD 08	P	2009-12-15	2012-11-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FEDERAL HOME LOAN MTG CORP POOL G05	P	2012-07-09	2012-12-17
FEDERAL HOME LOAN MTGE CORP POOL A9	P	2012-06-11	2012-12-17
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-05-10	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-08-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-11-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-02-27
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-05-07	2012-10-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2008-11-10	2012-01-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-09	2012-04-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-07-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2010-07-08	2012-05-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2012-02-07	2012-03-26
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-06-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-08-09	2012-09-25
FEDERAL NATIONAL MORTGAGE ASSN POOL	P	2011-11-04	2012-12-26
HESS CORPORATION DTD 2/3/09 8 125% 0	P	2009-09-21	2012-05-07
MERRILL LYNCH & CO INC SERIES MTN D	P	2010-05-10	2012-10-04
PRUDENTIAL FINANCIAL DTD 11/18/2010	P	2010-11-15	2012-07-09
UNITED STATES TREASURY INFLATION IND	P	2011-08-25	2012-10-04
VERIZON COMMUNICATIONS DTD 03/28/2011	P	2011-03-25	2012-02-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
95,257		95,307	-50
15,880		12,283	3,597
426		454	-28
1,165		1,067	98
83		88	-5
178		180	-2
548		591	-43
710		765	-55
342		379	-37
789		801	-12
212		227	-15
640		696	-56
77		83	-6
298		315	-17
635		659	-24
631		663	-32
62		65	-3
1,081		998	83
1,088		1,022	66
1,266		1,135	131
13,171		13,183	-12
1,252		1,007	245
15,621		13,599	2,022
1,194		1,009	185
340		363	-23
1,162		1,065	97
82		87	-5
250		253	-3
1,131		1,132	-1
715		771	-56

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
317		351	-34
1,693		1,718	-25
132		141	-9
386		421	-35
164		177	-13
334		354	-20
658		682	-24
576		605	-29
88		92	-4
1,031		1,034	-3
1,104		1,003	101
1,181		902	279
13,171		13,190	-19
30,315		15,549	14,766
1,953		1,484	469
15,367		10,216	5,151
370		394	-24
368		392	-24
94		100	-6
143		145	-2
944		945	-1
645		696	-51
295		296	-1
2,152		2,184	-32
100		106	-6
380		413	-33
66		71	-5
198		209	-11
737		764	-27
601		631	-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
126		131	-5
1,164		994	170
16,937		13,271	3,666
10,711		11,148	-437
1,013		1,014	-1
1,161		952	209
5		4	1
1,074		1,062	12
365		390	-25
338		360	-22
85		90	-5
302		306	-4
1,058		1,059	-1
691		746	-55
852		852	
2,026		2,056	-30
136		146	-10
549		598	-49
140		152	-12
246		260	-14
681		707	-26
158		169	-11
155		162	-7
20,202		19,954	248
1,016		1,000	16
1,970		2,027	-57
3,037		3,038	-1
6,355		6,704	-349
1,440		1,595	-155
14,936		12,195	2,741

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
398		424	-26
343		365	-22
81		86	-5
514		555	-41
1,050		1,052	-2
663		716	-53
299		300	-1
2,174		2,206	-32
138		148	-10
457		498	-41
60		65	-5
483		511	-28
585		607	-22
184		196	-12
163		171	-8
8,081		8,000	81
1,014		1,000	14
30,737		30,475	262
77,665		77,628	37
1,385		1,338	47
1,305		1,221	84
23		18	5
407		434	-27
330		351	-21
86		91	-5
521		562	-41
1,036		1,037	-1
654		705	-51
901		902	-1
2,521		2,559	-38

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
159		170	-11
66		71	-5
128		139	-11
507		537	-30
602		625	-23
170		181	-11
410		429	-19
4,040		4,000	40
1,231		1,099	132
3,074		3,000	74
11,095		11,093	2
1,188		1,064	124
4,474		13,304	-8,830
384		409	-25
407		434	-27
109		116	-7
561		606	-45
1,132		1,134	-2
690		745	-55
673		674	-1
2,376		2,412	-36
160		171	-11
139		151	-12
62		66	-4
477		505	-28
652		685	-33
327		347	-20
213		223	-10
4,040		4,000	40
1,231		1,131	100

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,074		3,000	74
7,060		7,059	1
16,707		10,846	5,861
4,176		6,250	-2,074
408		435	-27
366		390	-24
71		72	-1
560		605	-45
1,081		1,083	-2
640		690	-50
489		490	-1
1,783		1,809	-26
113		121	-8
66		71	-5
131		142	-11
466		493	-27
673		707	-34
151		161	-10
2,233		2,072	161
3,030		3,000	30
1,118		1,061	57
3,074		3,000	74
1,007		998	9
1,122		1,044	78
1,343		1,818	-475
370		394	-24
372		397	-25
219		222	-3
565		610	-45
1,046		1,047	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
720		776	-56
431		432	-1
1,594		1,618	-24
188		205	-17
141		153	-12
56		60	-4
325		344	-19
565		594	-29
241		256	-15
1,153		1,036	117
1,010		1,000	10
1,118		1,060	58
1,222		1,122	100
1,007		998	9
18,411		12,133	6,278
1,068		1,061	7
147		158	-11
322		343	-21
243		246	-3
589		635	-46
1,197		1,199	-2
558		602	-44
385		385	
1,797		1,824	-27
402		438	-36
70		75	-5
119		129	-10
616		639	-23
616		647	-31
212		225	-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,109		1,011	98
19,905		17,591	2,314
1,264		1,100	164
1,086		997	89
13,052		12,968	84
1,370		1,032	338
464		503	-39
211		227	-16
68		72	-4
272		276	-4
588		635	-47
938		939	-1
307		340	-33
358		359	-1
2,850		2,893	-43
178		194	-16
149		161	-12
57		61	-4
584		606	-22
663		696	-33
205		218	-13
19,949		11,985	7,964
21,949		11,674	10,275
1,257		1,097	160
2,846		2,424	422
13,051		12,968	83
1,053		1,047	6
484		524	-40
212		228	-16
61		65	-4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
113		115	-2
546		589	-43
1,171		1,173	-2
311		343	-32
607		607	
132		141	-9
645		703	-58
75		80	-5
121		131	-10
712		739	-27
497		522	-25
272		289	-17
1,151		1,079	72
4,914		2,510	2,404
7,046		3,036	4,010
1,425		1,208	217
1,074		979	95
1,012		1,008	4
446		484	-38
195		209	-14
62		66	-4
358		362	-4
619		668	-49
944		946	-2
337		373	-36
920		921	-1
152		163	-11
411		448	-37
159		172	-13
51		55	-4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
714		740	-26
452		475	-23
359		382	-23
1,074		1,049	25
975		939	36
16,164		13,739	2,425
1,468		1,206	262
2,161		1,958	203
19,089		19,124	-35
459		497	-38
319		342	-23
74		78	-4
247		250	-3
570		615	-45
773		833	-60
342		379	-37
647		647	
131		141	-10
709		772	-63
68		73	-5
108		117	-9
519		539	-20
609		640	-31
493		525	-32
1,075		1,036	39
1,107		1,043	64
1,071		994	77
3,352		3,193	159
2,021		1,999	22
20,007		20,130	-123

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
427		462	-35
297		319	-22
61		64	-3
66		66	
574		619	-45
622		670	-48
273		302	-29
2,249		2,282	-33
171		183	-12
313		341	-28
145		157	-12
299		316	-17
535		555	-20
699		734	-35
326		347	-21
1,310		1,149	161
1,204		1,040	164
1,061		994	67
1,174		1,070	104
2,477		2,014	463

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-50
			3,597
			-28
			98
			-5
			-2
			-43
			-55
			-37
			-12
			-15
			-56
			-6
			-17
			-24
			-32
			-3
			83
			66
			131
			-12
			245
			2,022
			185
			-23
			97
			-5
			-3
			-1
			-56

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-34
			-25
			-9
			-35
			-13
			-20
			-24
			-29
			-4
			-3
			101
			279
			-19
			14,766
			469
			5,151
			-24
			-24
			-6
			-2
			-1
			-51
			-1
			-32
			-6
			-33
			-5
			-11
			-27
			-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-5
			170
			3,666
			-437
			-1
			209
			1
			12
			-25
			-22
			-5
			-4
			-1
			-55
			-30
			-10
			-49
			-12
			-14
			-26
			-11
			-7
			248
			16
			-57
			-1
			-349
			-155
			2,741

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-26
			-22
			-5
			-41
			-2
			-53
			-1
			-32
			-10
			-41
			-5
			-28
			-22
			-12
			-8
			81
			14
			262
			37
			47
			84
			5
			-27
			-21
			-5
			-41
			-1
			-51
			-1
			-38

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-11
			-5
			-11
			-30
			-23
			-11
			-19
			40
			132
			74
			2
			124
			-8,830
			-25
			-27
			-7
			-45
			-2
			-55
			-1
			-36
			-11
			-12
			-4
			-28
			-33
			-20
			-10
			40
			100

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			74
			1
			5,861
			-2,074
			-27
			-24
			-1
			-45
			-2
			-50
			-1
			-26
			-8
			-5
			-11
			-27
			-34
			-10
			161
			30
			57
			74
			9
			78
			-475
			-24
			-25
			-3
			-45
			-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-56
			-1
			-24
			-17
			-12
			-4
			-19
			-29
			-15
			117
			10
			58
			100
			9
			6,278
			7
			-11
			-21
			-3
			-46
			-2
			-44
			-27
			-36
			-5
			-10
			-23
			-31
			-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			98
			2,314
			164
			89
			84
			338
			-39
			-16
			-4
			-4
			-47
			-1
			-33
			-1
			-43
			-16
			-12
			-4
			-22
			-33
			-13
			7,964
			10,275
			160
			422
			83
			6
			-40
			-16
			-4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-2
			-43
			-2
			-32
			-9
			-58
			-5
			-10
			-27
			-25
			-17
			72
			2,404
			4,010
			217
			95
			4
			-38
			-14
			-4
			-4
			-49
			-2
			-36
			-1
			-11
			-37
			-13
			-4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-26
			-23
			-23
			25
			36
			2,425
			262
			203
			-35
			-38
			-23
			-4
			-3
			-45
			-60
			-37
			-10
			-63
			-5
			-9
			-20
			-31
			-32
			39
			64
			77
			159
			22
			-123

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-35
			-22
			-3
			-45
			-48
			-29
			-33
			-12
			-28
			-12
			-17
			-20
			-35
			-21
			161
			164
			67
			104
			463

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALABAMA PUBLIC TELEVISION P O BOX 2153 BIRMINGHAM, AL 35287	NONE	PUBLIC CHARI	GENERAL FUND	1,000
AMERICAN HEART ASSOCIATION 1449 MEDICAL PARK DR BIRMINGHAM, AL 35213	NONE	PUBLIC CHARI	GENERAL FUND	500
AMERICAN PRINTING HOUSE P O BOX 6389 LOUISVILLE, KY 40206	NONE	PUBLIC CHARI	GENERAL FUND	250
AMERICAN RED CROSS 5015 WOODS CROSSING MONTGOMERY, AL 36106	NONE	PUBLIC CHARI	GENERAL FUND	10,000
BOYS GIRLS CLUB OF MONT P O BOX 234 MONTGOMERY, AL 36101	NONE	PUBLIC CHARI	GENERAL FUND	3,000
BRANTWOOD CHILDREN'S HOME 1309 UPPER WETUMPKA RD MONTGOMERY, AL 36107	NONE	PUBLIC CHARI	GENERAL FUND	8,000
CAMP ASCCA P O BOX 21 JACKSON GAP, AL 36861	NONE	PUBLIC CHARI	GENERAL FUND	500
CAPRI COMMUNITY FILM SOCI 1045 E FAIRVIEW AVE MONTGOMERY, AL 36106	NONE	PUBLIC CHARI	GENERAL FUND	500
CHILDREN'S CENTER OF MONT 301 N MADISON TERRACE MONTGOMERY, AL 36107	NONE	PUBLIC CHARI	GENERAL FUND	500
EYE-BANK FOR SIGHT RESTOR 120 WALL STREET NEW YORK, NY 10289	NONE	PUBLIC CHARI	GENERAL FUND	1,000
FAMILY GUIDANCE CENTER 2358 FAIRLANE DRIVE MONTGOMERY, AL 36116	NONE	PUBLIC CHARI	GENERAL FUND	5,000
FAMILY SUNSHINE CEN - VIOLENCE CEN 858 S COURT STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	57,561
FRIENDS OF ALABAMA ARCHIV P O BOX 5160 MONTGOMERY, AL 36103	NONE	PUBLIC CHARI	GENERAL FUND	500
FRIENDS OF THE MONT PUB LIBR 245 HIGH STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	250
GIRLS SCOUT CAMPERSHIP FU 145 COLISEUM BLVD MONTGOMERY, AL 36109	NONE	PUBLIC CHARI	GENERAL FUND	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GOODWILL INDUSTRIES- CENT P O BOX 9349 MONTGOMERY, AL 36108	NONE	PUBLIC CHARI	GENERAL FUND	500
HOSPICE OF MONTGOMERY 1111 HOLLOWAY PARK MONTGOMERY, AL 36117	NONE	PUBLIC CHARI	GENERAL FUND	5,000
INTERNATIONAL RETINAL RES 1720 UNIVERSITY BLVD BIRMINGHAM, AL 35233	NONE	PUBLIC CHARI	GENERAL FUND	3,000
JOY TO LIFE FOUNDATION 5401 TAYLOR ROAD MONTGOMERY, AL 36116	NONE	PUBLIC CHARI	GENERAL FUND	5,000
LANDMARKS FOUNDATION 301 COLUMBUS STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	500
LIGHTHOUSE COUNSELING CEN 1415 E SOUTH BLVD MONTGOMERY, AL 36116	NONE	PUBLIC CHARI	GENERAL FUND	3,000
MANE 3699 WALLAHATCHIE ROAD PIKE ROAD, AL 36064	NONE	PUBLIC CHARI	GENERAL FUND	1,500
MARC 527 BUCKINGHAM DRIVE MONTGOMERY, AL 36116	NONE	PUBLIC CHARI	GENERAL FUND	1,000
MONTGOMERY AIDS OUTREACH 820 W SOUTH BLVD MONTGOMERY, AL 36105	NONE	PUBLIC CHARI	GENERAL FUND	3,000
MONTGOMERY AREA COUNCIL O 115 E JEFFERSON STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	11,000
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY, AL 36108	NONE	PUBLIC CHARI	GENERAL FUND	1,500
MONTGOMERY HABITAT FOR HU 123 JULIA STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	3,000
MONTGOMERY SYMPHONY ORCHE P O BOX 1864 MONTGOMERY, AL 36102	NONE	PUBLIC CHARI	GENERAL FUND	5,000
SALVATION ARMY 900 BELL STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	500
SAYNO IN MONTGOMERY AREA 492 S COURT STREET MONTGOMERY, AL 36104	NONE	PUBLIC CHARI	GENERAL FUND	250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACRE - AL CENTER FOR RURAL EN P O BOX 241504 MONTGOMERY, AL 36124	NONE	PUB CHARITY	GENERAL FUND	14,602
MONTGOMERY HUMANE SOCIETY 1150 JOHN OVERTON DR MONTGOMERY, AL 36110	NONE	PUB CHARITY	GENERAL FUND	1,000
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY, AL 36108	NONE	PUBLIC CHAR	GENERAL FUND	30,018
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY, AL 36108	NONE	PUBLIC CHAR	GENERAL FUND	20,014
FAMILY SUNSHINE CENTER P O BOX 5160 MONTGOMERY, AL 36103	NONE	PUBLIC CHAR	GENERAL FUND	49,876
Total			► 3a	248,321

TY 2012 Accounting Fees Schedule

Name: CAROL W & MYRON J ROTHSCHILD FUND

C/O REGIONS BANK

EIN: 63-6050756

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	1,435			1,435

TY 2012 Compensation Explanation

Name: CAROL W & MYRON J ROTHSCHILD FUND
C/O REGIONS BANK
EIN: 63-6050756

Person Name	Explanation
REGIONS BANK TRUST DEPARTMENT	

**TY 2012 Investments Corporate
Stock Schedule**

Name: CAROL W & MYRON J ROTHSCHILD FUND

C/O REGIONS BANK

EIN: 63-6050756

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	11,736	15,785
ABBOTT LABS		
AFLAC INC	13,121	18,008
ALLSTATE CORP	1,147	27,516
AMERICAN EAGLE OUTFITTERS INC	17,048	16,818
AT&T INC	15,621	16,686
AUTOMATIC DATA PROCESSING INC	13,585	18,787
BAXTER INTERNATIONAL	16,958	16,998
BB&T CORP	13,062	18,048
BLACKROCK INC	16,463	16,537
BRISTOL MYERS SQUIBB CO		
CATERPILLAR		
CHEVRON CORP	17,205	21,087
CISCO SYSTEMS INC	17,010	16,604
CLOROX CO		
COCA COLA COMPANY	4,047	1,415,526
CONAGRA FOODS INC	13,618	18,880
CONOCOPHILLIPS		
DARDEN RESTAURANTS	16,942	16,225
DISCOVER FINANCIAL SVS	144	11,064
DOMINION RES INC VA NEW	13,814	15,540
DUKE ENERGY CORP	70,086	85,045
EATON CORP		
EXELON CORP		
EXXONMOBIL CORP	18,942	21,205
GALLAGHER ARTHUR J & CO	13,450	18,711
GENERAL ELECTRIC COMPANY	16,150	19,311
GENUINE PARTS CO		
HASBRO INC	17,011	16,514
HEINZ H J CO	17,114	16,439

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ILLINOIS TOOL WORKS INC	13,835	18,243
INTEL CORP	20,070	20,105
INTERNATIONAL BUSINESS MACHINES	83,874	1,019,046
J.C. PENNEY, INC	506	5,913
JOHNSON & JOHNSON	15,139	16,123
JP MORGAN CHASE & CO	18,268	23,304
KIMBERLY CLARK CORP	13,587	19,419
LEGGETT & PLATT	15,337	19,871
LOCKHEED MARTIN CORP		
MATTEL INC	8,985	24,902
MCDONALDS CORP	16,613	22,494
MCGRAW HILL INC		
MEADWESTVACO CORP	11,907	20,237
MERCK & CO INC	14,401	15,967
MICROSOFT CORP	13,764	14,423
MORGAN STANLEY		
NEXTERA ENERGY INC	11,730	16,606
NORFOLK SOUTHERN CORP		
NUCOR CORP	14,426	15,322
NYSE EURONEXT	16,540	15,770
OCCIDENTAL PETE CORP	15,701	14,556
PAYCHEX INC	15,955	16,483
PFIZER INC	41,417	59,287
PHILIP MORRIS INTERNAIONAL	9,961	22,583
PINNACLE WEST CAP CORP	17,074	16,823
PNC BANK CORP	12,749	12,828
PRAXAIR INC		
PRUDENTIAL FINANCIAL INC	13,787	12,799
RAYTHEON CO	16,890	16,692
SOUTHERN CO	101,393	128,430

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPECTRA ENERGY CORP	17,823	18,892
TORCHMARK CORPORATION	34,004	310,795
TRAVELERS COMPANIES INC	14,712	21,546
US BANCORP DEL	13,456	17,886
VERIZON COMMUNICATIONS	14,755	19,688
VF		
WADDELL & REED FINL INC CL A	5,315	63,198
WASTE MANAGEMENT	11,722	13,665
WELLS FARGO & CO.	17,012	16,748

TY 2012 Investments - Other Schedule

Name: CAROL W & MYRON J ROTHSCHILD FUND
 C/O REGIONS BANK
EIN: 63-6050756

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AFLAC INC 8.5% 5/15/2019	AT COST	12,024	13,619
AMERICAN EXPRESS 2/75% 09/15/2015	AT COST	13,196	13,629
ANHEUSER - BUSCH 2.875% 2/15/2016	AT COST	13,051	13,768
AT&T 5.6% 5/15/2018	AT COST	9,749	13,269
BARCLAYS BANK 3.9% 4/7/15	AT COST	13,011	13,786
BHP BILLITON FIN USA LTD DTD	AT COST	25,970	26,193
CA INC 5.375% 11/13/09	AT COST	12,202	13,666
CATERPILLAR INC 7.9% 12/15/2018	AT COST	10,105	13,565
CHEVRON CORP CALLABLE DTD 1.104% 12	AT COST	13,045	13,091
CISCO SYSTEMS INC CALLABLE 5.5% 02/2	AT COST	12,620	12,574
CITIGROUP INC 6% 12/13/13	AT COST	12,373	12,574
CITIGROUP INC FDIC 2.25% 12/10/2012	AT COST		
COMCAST CORP 5.7% 7/1/19	AT COST	11,093	13,403
CREDIT SUISSE NEW YORK 5.5% 5/1/14	AT COST	24,594	25,536
CSX CORP 6.25% 4/1/15	AT COST	12,750	13,437
CVS CAREMARK CORP 6.125% 9.15/39	AT COST		
DIRECTV HOLDGS/FING 3.55% 3/15/15	AT COST	13,268	13,675
DUKE ENERGY 2.15% 11/15/2016	AT COST	13,008	13,442
FHLM 2.875% 02/09/15	AT COST	38,007	37,930
FHLM 4% 11/01/40	AT COST	11,914	12,101
FHLM 4.5% 08/01/40	AT COST	9,835	9,932
FHLM 5% 12/01/36	AT COST	10,518	10,480
FNMA 3% 05/01/27	AT COST	11,222	11,325
FNMA 3.5% 09/01/25	AT COST	15,443	15,799
FNMA 4% 06/01/39	AT COST	10,158	10,303
FNMA 4.5% 06/01/40	AT COST	8,608	8,757
FNMA 5.5% 01/01/36	AT COST	8,523	8,424
FNMA 3.5% 9/1/2025	AT COST		
FNMA 4% 03/01/26	AT COST	16,749	17,081
FNMA 4% 3/1/2026	AT COST		

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FNMA 4.5% 6/1/2041	AT COST	10,862	11,251
FNMA 5% 12/1/2019	AT COST	13,399	14,548
FNMA 5% 3/15/2016	AT COST	22,381	25,176
FNMA 5% 4/1/23	AT COST	3,790	3,842
FNMA 5% 6/1/2035	AT COST	16,302	16,499
FNMA 5.5% 1/1/2022	AT COST	6,165	6,599
FNMA 5.5% 11/1/35	AT COST	1,964	2,022
FNMA 5.5% 2/1/2035	AT COST	26,823	29,442
FNMA 5.5% 2/1/23	AT COST	5,641	5,661
FNMA 5.5% 9/1/34	AT COST	15,812	16,032
FNMA 6% 3/1/2037	AT COST	50,461	55,396
FNMA 6% 4/1/37	AT COST	11,208	11,358
GENERAL ELECTRIC 5.3% 2/11/2021	AT COST	12,087	13,929
GENERAL ELECTRIC 5.875% 1/14/2038	AT COST	11,354	13,269
GOLDMAN SACHS GROUP INC 6% 5/1/14	AT COST	12,085	12,771
GOLDMAN SACHS GROUP INC 7.5% 2/15/19	AT COST	11,858	13,841
HESS CORPORATION 8.125% 2/15/19	AT COST	11,437	13,161
HEWLETT-PACKARD 2.2% 12/1/15	AT COST	11,989	12,016
INTEL CORP 3.3% 10/1/2021	AT COST	11,954	12,724
INTERNATIONAL BUSINESS MACHINES	AT COST	25,801	25,982
JOHN DEERE CAPITAL CORP INSD 2.875%	AT COST		
JP MORGAN CHASE & CO 6.3% 4/23/19	AT COST	10,913	13,571
KRAFT FOODS 4.125% 2/9/16	AT COST	12,009	13,074
MERRILL LYNCH & CO 6.11% 1/29/37	AT COST	12,177	14,190
MERRILL LYNCH & CO 6.875% 4/25/18	AT COST	10,960	13,260
MORGAN STANLEY 4.2% 11/20/2014	AT COST	13,345	13,564
MORGAN STANLEY SERIES 5.625% 9/23/19	AT COST	11,995	13,572
ONTARIO 1.375% 1/27/2014	AT COST	26,004	26,283
ORACLE CORP 5.75% 4/15/18	AT COST	10,287	13,387
PETROBRAS INTL 5.75% 1/20/20	AT COST	23,614	26,182

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PFIZER INC 6.2% 3/15/19	AT COST	10,929	12,640
PRUDENTIAL FINANCIAL	AT COST	11,920	13,399
ROYAL BANK OF CANADA	AT COST	19,001	19,046
SUNTRUST BANK ATL 6.375% 4/1/2011	AT COST	13,004	13,961
TALISMAN ENERGY INC 7.75% 6/1/19	AT COST	11,260	12,889
TARGET CORP 5.375% 5/1/17	AT COST	9,136	12,948
TELEFONICA EMISIONES 5.462% 2/16/11	AT COST		
TEVA PHARMA FIN 1.7% 11/10/2011	AT COST	13,001	13,299
TIME WARNER CABLE 6.75% 7/1/18	AT COST	11,775	13,741
TN VALLEY AUTH 6.79% 5/23/2012	AT COST		
TOYOTA MOTOR CR CORP 3.4% 9/15/2021	AT COST	11,970	13,069
US TREASURY 1.375% 11/30/15	AT COST	237,902	237,787
US TREASURY .75% 6/1/2012	AT COST		
US TREASURY .75% 8/15/13	AT COST		
US TREASURY 2.625% 11/15/20	AT COST	46,762	51,583
US TREASURY 2.625% 11/15/2020	AT COST		
US TREASURY 6.25% 8/15/23	AT COST	30,471	37,278
US TREASURY INFLATION .625% 7/15/20	AT COST	36,668	39,666
VERIZON COMMUNICATIONS 6% 4/1/2041	AT COST	9,927	13,052
WACHOVIA CORP 5.75% 6/15/2017	AT COST	10,073	13,028
WAL MART STORES INC DTD 6.2% 04/15/3	AT COST	12,037	12,230

TY 2012 Other Assets Schedule

Name: CAROL W & MYRON J ROTHSCHILD FUND

C/O REGIONS BANK

EIN: 63-6050756

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	2		
INCOME RECEIVABLE	40	30	30
OTHER RECEIVABLE		500	500

TY 2012 Other Decreases Schedule

Name: CAROL W & MYRON J ROTHSCHILD FUND
C/O REGIONS BANK
EIN: 63-6050756

Description	Amount
DIFFERENCE IN FMV & BASIS OF SECURITIES	-99,633

TY 2012 Taxes Schedule

Name: CAROL W & MYRON J ROTHSCHILD FUND

C/O REGIONS BANK

EIN: 63-6050756

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	4,197			