Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE

A Employer identification number
63-6075470

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P. O. BOX 450

B Telephone number
(251)694-1957

City or town, state, and ZIP code
MOBILE, AL 36601

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 33,932,857.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	58.	58.		STATEMENT 1
	4 Dividends and interest from securities	527,196.	527,196.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	147,708.			
	b Gross sales price for all assets on line 6a 8,495,774.				
	7 Capital gain net income (from Part IV, line 2)		147,708.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<72,138.>	0.		STATEMENT 3
	12 **Total** Add lines 1 through 11	602,824.	674,962.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	187,956.	93,978.		93,978.
	14 Other employee salaries and wages	26,500.	13,250.		13,250.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	15,770.	7,385.		8,385.
	c Other professional fees STMT 5	208,990.	208,990.		0.
	17 Interest	5,122.	5,122.		0.
	18 Taxes STMT 6	7,148.	2,148.		0.
	19 Depreciation and depletion	8,882.	0.		
	20 Occupancy	21,144.	10,572.		10,572.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	59,583.	0.		100.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	541,095.	341,445.		126,285.
	25 Contributions, gifts, grants paid	1,755,000.			1,755,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,296,095.	341,445.		1,881,285.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,693,271.>			
	b **Net investment income** (if negative, enter -0-)		333,517.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	47,538.	92,924.	92,924.
	2	Savings and temporary cash investments	147,357.	177,992.	177,992.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	16,326,465.	14,470,642.	25,996,506.
	c	Investments - corporate bonds STMT 9	1,177,903.	1,189,718.	1,301,055.
	11	Investments - land, buildings, and equipment basis ▶ 74,368.			
		Less accumulated depreciation ▶ 45,972.	37,279.	28,396.	28,396.
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	1,956,972.	2,040,571.	6,308,015.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 11)	27,969.	27,969.	27,969.
	16	**Total assets** (to be completed by all filers)	19,721,483.	18,028,212.	33,932,857.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	21,505,248.	21,505,248.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	<1,783,765.>	<3,477,036.>	
	30	**Total net assets or fund balances**	19,721,483.	18,028,212.	
	31	**Total liabilities and net assets/fund balances**	19,721,483.	18,028,212.	

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	19,721,483.
2	Enter amount from Part I, line 27a	2	<1,693,271.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,028,212.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,028,212.

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	SEE ATTACHED SCHEDULE	P		
b	CAPITAL GAIN FROM LP INVESTMENTS	P		
c	1231 GAIN FROM LP INVESTMENTS	P		
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8,472,496.		8,348,066.	124,430.
b	24,694.			24,694.
c	<1,416.>			<1,416.>
d				
e				

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

	(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))
a				124,430.
b				24,694.
c				<1,416.>
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	147,708.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,608,432.	35,378,260.	.045464
2010	1,452,324.	32,471,241.	.044726
2009	1,494,682.	28,692,746.	.052093
2008	1,628,064.	33,534,496.	.048549
2007	1,488,527.	34,078,414.	.043679

2	**Total** of line 1, column (d)	2	.234511
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	.046902
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	34,161,632.
5	Multiply line 4 by line 3	5	1,602,249.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,335.
7	Add lines 5 and 6	7	1,605,584.
8	Enter qualifying distributions from Part XII, line 4	8	1,881,285.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	3,335.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,335.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	3,335.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 9,803.		
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	9,803.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,468.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 6,468. **Refunded** ▶	11	0.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ N/A

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ (251)694-1957
Located at ▶ P. O. BOX 450, MOBILE, AL ZIP+4 ▶ 36601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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		X
	See the 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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS B. VAN ANTWERP P. O. BOX 450 MOBILE, AL 36601	TRUSTEE 20.00	187,956.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MCMURREY INVESTMENT ADVISORS, LLC - 600 TRAVIS STREET, SUITE 7500, HOUSTON, TX 77002	INVESTMENT ADVISORY SERVICES	208,990.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

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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	34,254,683.
b	Average of monthly cash balances	1b	427,177.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	34,681,860.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	34,681,860.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	520,228.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,161,632.
6	**Minimum investment return** Enter 5% of line 5	6	1,708,082.

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	1,708,082.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 3,335.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3,335.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,704,747.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,704,747.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,704,747.

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	1,881,285.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,881,285.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,335.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	1,877,950.

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				1,704,747.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,618,223.	
b Total for prior years: ___ , ___ , ___		0.		
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	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,881,285.				
a Applied to 2011, but not more than line 2a			1,618,223.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				263,062.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,441,685.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
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) N/A

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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:

THOMAS B. VAN ANTWERP, TRUSTEE, 251-694-1957
P.O. BOX 450, MOBILE, AL 36601

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

LETTER FORMAT - 501(C)(3) ORG - PURPOSE OF GRANT - HISTORY OF ORGANIZATION

c Any submission deadlines:

OCTOBER 1 OF EACH YEAR

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AFRICAN UNIVERSAL CHURCH 8355 JONESBORO ROAD DAPHNE, AL 36526		PUBLIC	OPERATING	25,000.
ALABAMA ARCHIVES AND HISTORY FOUNDATION P.O. BOX 300100 MONTGOMERY, AL 36130		PUBLIC	OPERATING	40,000.
ALABAMA COASTAL FOUNDATION P.O. BOX 1073 MOBILE, AL 36633		PUBLIC	OPERATING	25,000.
ALABAMA SHAKESPEARE FESTIVAL 1 FESTIVAL DRIVE MONTGOMERY, AL 36117		PUBLIC	OPERATING	10,000.
AMERICAN RED CROSS 35 N SAGE AVE MOBILE, AL 36607		PUBLIC	OPERATING	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,755,000.
b Approved for future payment				
AFRICAN UNIVERSAL CHURCH 8355 JONESBORO ROAD DAPHNE, AL 36526		PUBLIC	OPERATING	25,000.
ALABAMA ARCHIVES AND HISTORY FOUNDATION P.O. BOX 300100 MONTGOMERY, AL 36130		PUBLIC	OPERATING	40,000.
ALABAMA SCHOOL OF MATH AND SCIENCE 1255 DAUPHIN STREET MOBILE, AL 36604		PUBLIC	OPERATING	27,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	3,109,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	58.	
4 Dividends and interest from securities			14	527,196.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	147,708.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OIL ROYALTIES	211110	18,833.			
b LP INVESTMENT INCOME	211110	<90,971.>			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<72,138.>		674,962.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 602,824.

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

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

Line No. ▼	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).

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

		Yes	No
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 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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

▶ Thomas B. Van Antwerp | 8/6/13 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only				
Print/Type preparer's name: TIMOTHY B. SMITH	Preparer's signature	Date: 08/05/13	Check ☐ if self-employed	PTIN: P00420972
Firm's name ▶ SMITH DUKES & BUCKALEW LLP			Firm's EIN ▶ 63-0191630	
Firm's address ▶ 3800 AIRPORT BLVD MOBILE, AL 36608-1667			Phone no. (251)343-1200	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARTHRITIS FOUNDATION 2700 HWY 280 E, STE 180 BIRMINGHAM, AL 35223		PUBLIC	OPERATING	10,000.
AUSTIM AVENUE, INC. 164 ST. FRANCIS STREET, SUITE 210 MOBILE, AL 36602		PUBLIC	OPERATING	50,000.
BELLINGRATH GARDENS AND HOME 12401 BELLINGRATH GARDENS ROAD THEODORE, AL 36582		PUBLIC	OPERATING FUND	25,000.
BEVERLY M. BURTON SCHOLARSHIP TRUST 161 W. I-65 SERVICE RD. N. MOBILE, AL 36608		PUBLIC	OPERATING	25,000.
BIG BROTHERS BIG SISTERS SO. - ALA YMCA 101 NORTH WATER STREET MOBILE, AL 36602		PUBLIC	OPERATING FUND	25,000.
BOTTOM LINE 500 AMORY STREET, SUITE 3 JAMAICA PLAIN, MA 02130		PUBLIC	OPERATING	10,000.
BOYS AND GIRLS CLUB OF SOUTH ALABAMA 1102 GOVERNMENT ST MOBILE, AL 36604		PUBLIC	OPERATING	25,000.
CAHABA FOUNDATION, INC. 719 TREMONT STREET SELMA, AL 36701		PUBLIC	CAPITAL	25,000.
COTTAGE HILL CIVITAN CLUB 2816 DEL RIO ROAD WEST MOBILE, AL 36693		PUBLIC	CAPITAL	5,000.
CYSTIC FIBROSIS FOUNDATION 857 DOWNTOWNER BLVD #D1 MOBILE, AL 36609		PUBLIC	OPERATING FUND	10,000.
Total from continuation sheets				1,650,000.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DAUPHIN ISLAND SEA LAB 101 BIENVILLE BOULEVARD DAUPHIN ISLAND, AL 36528		PUBLIC	OPERATING FUND	25,000.
DOG RIVER CLEARWATER REVIVAL 2101 RIVER FOREST DRIVE MOBILE, AL 36605		PUBLIC	OPERATING FUND	12,500.
DUMBARTON HOUSE 2715 QUE STREET N.W. WASHINGTON, DC 20007-3071		PUBLIC	OPERATING FUND	25,000.
GOVERNMENT STREET UNITED METHODIST CHURCH 901 GOVERNMENT ST MOBILE, AL 36604		PUBLIC	OPERATING	35,000.
GULF COAST EXPLOREUM SCIENCE CENTER 65 GOVERNMENT ST MOBILE, AL 36602		PUBLIC	CAPITAL	25,000.
HABITAT FOR HUMANITY/BALDWIN COUNTY 851 E I65 SERVICE ROAD SOUTH #200 MOBILE, AL 36606		PUBLIC	OPERATING FUND	10,000.
INFIRMARY FOUNDATION P.O. BOX 2226 MOBILE, AL 36652		PUBLIC	OPERATING	5,000.
JACKSON COUNTY MISSISSIPPI HISTORICAL SOCIETY 1119 PINE HURST PLACE JACKSON, MS 39202		PUBLIC	OPERATING FUND	10,000.
JAYNE WARREN MCGOWAN SCHOLARSHIP FUND 400 RAY C. HUNT DRIVE CHARLOTTESVILLE, VA 22904		PUBLIC	CAPITAL	50,000.
KEEP MOBILE BEAUTIFUL 1451 GOVERNMENT STREET MOBILE, AL 36604		PUBLIC	OPERATING	20,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
L'ARCHE MOBILE, INC. 151 S ANN ST MOBILE, AL 36604		PUBLIC	OPERATING	25,000.
MAIN STREET MOBILE PO BOX 112 MOBILE, AL 36601		PUBLIC	OPERATING	15,000.
MARC 2424 GORDON SMITH DR MOBILE, AL 36617		PUBLIC	OPERATING	10,000.
MCGILL-TOOLEN 1501 OLD SHELL ROAD MOBILE, AL 36604		PUBLIC	CAPITAL	100,000.
MERCY LIFE OF ALABAMA 2900 SPRING HILL AVE MOBILE, AL 36607		PUBLIC	CAPITAL	30,000.
MLK AVENUE REDEVELOPMENT CORP. P.O. BOX 2204 MOBILE, AL 36652		PUBLIC	CAPITAL	20,000.
MOBILE AREA CHAMBER OF COMMERCE 451 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	CAPITAL	100,000.
MOBILE ARTS COUNCIL 318 DAUPHIN ST MOBILE, AL 36602		PUBLIC	OPERATING	18,000.
MOBILE ASSOCIATION FOR THE BLIND, INC. 2440 GORDON SMITH DR MOBILE, AL 36617		PUBLIC	OPERATING	5,000.
MOBILE CARNIVAL ASSOCIATION FLORAL P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING FUND	20,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOBILE CARNIVAL ASSOCIATION P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING	20,000.
MOBILE MUSEUM OF ART 4850 MUSEUM DRIVE MOBILE, AL 36608		PUBLIC	CAPITAL	100,000.
MOBILE SYMPHONY 257 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	OPERATING FUND	50,000.
MULHERIN CUSTODIAL HOME 2496 HALLS MILLS ROAD MOBILE, AL 36606		PUBLIC	OPERATING	25,000.
NATIONAL MARITIME MUSEUM OF GULF OF MEXICO P.O. BOX 3005 MOBILE, AL 36652		PUBLIC	CAPITAL	120,000.
OZANAM CHARITABLE PHARMACY 571 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	OPERATING FUND	21,000.
PENELOPE HOUSE PO BOX 9127 MOBILE, AL 36691		PUBLIC	OPERATING	2,500.
PIEDMONT ENVIRONMENTAL COUNCIL 45 HORNER STREET WARRENTON, VA 20186		PUBLIC	OPERATING	10,000.
PLAYHOUSE IN THE PARK 4851 MUSEUM DRIVE MOBILE, AL 36608		PUBLIC	OPERATING FUND	5,000.
SERENITY CARE 5409 MALCOLM DRIVE MOBILE, AL 36693		PUBLIC	OPERATING FUND	15,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOCIETY OF 1842 P.O. BOX 1566 MOBILE, AL 36633		PUBLIC	OPERATING FUND	30,000.
SOCIETY OF 1868 P.O. BOX 25 MOBILE, AL 36601		PUBLIC	CAPITAL/OPERATING	20,000.
SOUTH MOBILE COUNTY EDUCATION FUND P.O. BOX 91 BAYOU LA BATRE, AL 36509		PUBLIC	OPERATING FUND	30,000.
SPRINGHILL COLLEGE 4000 DAUPHIN STREET MOBILE, AL 36608		PUBLIC	CAPITAL	100,000.
ST. MARY PARISH 107 N LAFAYETTE STREET MOBILE, AL 36604		PUBLIC	OPERATING FUND	20,000.
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE, AL 36608		PUBLIC	OPERATING FUND	45,000.
ST. VINCENT'S FOUNDATION 810 ST. VINCENT'S DR. BIRMINGHAM, AL 35205		PUBLIC	CAPITAL	10,000.
SURVIVORS OF MENTAL ILLNESS OUTREACH, INC. 4351 MIDMOST DRIVE MOBILE, AL 36609		PUBLIC	OPERATING	5,000.
THE CENTER FOR FAMILY AND COMMUNITY DEVELOPMENT 126 MOBILE STREET MOBILE, AL 36607		PUBLIC	OPERATING	10,000.
THE LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE, SUITE 310 WHITE PLAINS, NY 10605		PUBLIC	OPERATING	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1606		PUBLIC	CAPITAL	25,000.
THE VILLAGE OF SPRING HILL 4354-A OLD SHELL ROAD #145 MOBILE, AL 36608		PUBLIC	CAPITAL	20,000.
TRINITY EPISCOPAL CHURCH 1900 DAUPHIN STREET MOBILE, AL 36606		PUBLIC	OPERATING FUND	30,000.
UNIVERSITY OF MONTEVALLO PALMER HALL, STATION 6040 MONTEVALLO, AL 35115		PUBLIC	CAPITAL	25,000.
UNIVERSITY OF SOUTH ALABAMA 5828 OLD SHELL ROAD MOBILE, AL 36608		PUBLIC	CAPITAL	40,000.
WATERFRONT RESCUE MISSION 206 STATE ST MOBILE, AL 36603		PUBLIC	OPERATING	30,000.
YMCA OF SOUTH ALABAMA 6001 GRELOT ROAD MOBILE, AL 36609		PUBLIC	CAPITAL	50,000.
YOUNG LEADERS OF AMERICA 273 AZALEA ROAD MOBILE, AL 36609		PUBLIC	OPERATING	6,000.
YOUNGLIFE P.O. BOX 851025 MOBILE, AL 36685		PUBLIC	OPERATING	10,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AUSTIM AVENUE, INC. 164 ST. FRANCIS STREET, SUITE 210 MOBILE, AL 36602		PUBLIC	OPERATING	50,000.
BELLINGRATH GARDENS AND HOME 12401 BELLINGRATH GARDENS ROAD THEODORE, AL 36582		PUBLIC	OPERATING	25,000.
BIG BROTHERS BIG SISTERS SO. - ALA YMCA 101 NORTH WATER STREET MOBILE, AL 36602		PUBLIC	OPERATING	25,000.
CAHABA FOUNDATION, INC. 719 TREMONT STREET SELMA, AL 36701		PUBLIC	CAPITAL	25,000.
CATHOLIC SOCIAL SERVICES 400 GOVERNMENT ST MOBILE, AL 36602		PUBLIC	CAPITAL	250,000.
CHRIST CHURCH CATHEDRAL 115 S CONCEPTION ST MOBILE, AL 36602		PUBLIC	CAPITAL	300,000.
DAWES INTERMEDIATE PTA 10451 W LAKE RD MOBILE, AL 36695		PUBLIC	CAPITAL	5,000.
DUMBARTON HOUSE 2715 QUE STREET N.W. WASHINGTON, DC 20007-3071		PUBLIC	OPERATING FUND	25,000.
GULF COAST EXPLOREUM SCIENCE CENTER 65 GOVERNMENT ST MOBILE, AL 36602		PUBLIC	CAPITAL	25,000.
HOME OF GRACE 394 ALDOCK RD EIGHT MILE , AL 36613		PUBLIC	CAPITAL	100,000.
Total from continuation sheets				3,017,500.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JACKSON COUNTY MISSISSIPPI HISTORICAL SOCIETY 1119 PINE HURST PLACE JACKSON, MS 39202		PUBLIC	OPERATING	10,000.
JAYNE WARREN MCGOWAN SCHOLARSHIP FUND 400 RAY C. HUNT DRIVE CHARLOTTESVILLE, VA 22904		PUBLIC	CAPITAL	250,000.
KEEP MOBILE BEAUTIFUL 1451 GOVERNMENT STREET MOBILE, AL 36604		PUBLIC	OPERATING	20,000.
L'ARCHE MOBILE, INC. 151 S ANN ST MOBILE, AL 36604		PUBLIC	OPERATING	50,000.
LEADING EDGE 2275 CORPORATE CIRCLE DRIVE SUITE 220 HENDERSON, NV 89074		PUBLIC	OPERATING	25,000.
LITTLE FLOWER CATHOLIC SCHOOL 2053 GOVERNMENT ST MOBILE, AL 36606		PUBLIC	OPERATING	50,000.
MERCY LIFE OF ALABAMA 2900 SPRING HILL AVE MOBILE, AL 36607		PUBLIC	CAPITAL	70,000.
MLK AVENUE REDEVELOPMENT CORP. P.O. BOX 2204 MOBILE, AL 36652		PUBLIC	CAPITAL	80,000.
MOBILE AREA CHAMBER OF COMMERCE 451 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	CAPITAL	600,000.
MOBILE CARNIVAL ASSOCIATION FLORAL P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING FUND	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOBILE CARNIVAL ASSOCIATION P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING FUND	20,000.
MOBILE MUSEUM OF ART 4850 MUSEUM DRIVE MOBILE, AL 36608		PUBLIC	CAPITAL	100,000.
MOBILE SAENGER 250 CONTI STREET MOBILE, AL 36602		PUBLIC	CAPITAL	25,000.
NSCDA (NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA) 1630 LATIMER ST PHILADELPHIA, PA 19103		PUBLIC	OPERATING	100,000.
OSSIPEE LAKE ALLIANCE, INC. PO BOX 173 FREEDOM, NH 03836		PUBLIC	OPERATING	7,500.
PLAYHOUSE IN THE PARK 4851 MUSEUM DRIVE MOBILE, AL 36608		PUBLIC	OPERATING FUND	10,000.
PROVIDENCE HOSPITAL 6801 AIRPORT BOULEVARD MOBILE, AL 36685		PUBLIC	CAPITAL	15,000.
SOCIETY OF 1842 P.O. BOX 1566 MOBILE, AL 36633		PUBLIC	OPERATING	30,000.
SOCIETY OF 1868 P.O. BOX 25 MOBILE, AL 36601		PUBLIC	CAPITAL/OPERATING	20,000.
SPRINGHILL COLLEGE 4000 DAUPHIN STREET MOBILE, AL 36608		PUBLIC	CAPITAL	100,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. FRANCIS ASSISI PARISH CHURCH - TUSCALOOSA, AL 811 5TH AVENUE TUSCALOOSA, AL 35401		PUBLIC	OPERATING	50,000.
ST. MARY'S PARISH 107 N LAFAYETTE STREET MOBILE, AL 36604		PUBLIC	OPERATING FUND	60,000.
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE, AL 36608		PUBLIC	OPERATING	90,000.
ST. VINCENT'S FOUNDATION 810 ST. VINCENT'S DR. BIRMINGHAM, AL 35205		PUBLIC	CAPITAL	40,000.
THE SHOULDER 7400 ROPER LN DAPHNE, AL 36526		PUBLIC	OPERATING	50,000.
THE VILLAGE OF SPRING HILL 4354-A OLD SHELL ROAD #145 MOBILE, AL 36608		PUBLIC	CAPITAL	25,000.
TRINITY EPISCOPAL CHURCH 1900 DAUPHIN STREET MOBILE, AL 36606		PUBLIC	OPERATING	60,000.
UNIVERSITY OF SOUTH ALABAMA 5828 OLD SHELL ROAD MOBILE, AL 36608		PUBLIC	CAPITAL	40,000.
WATERFRONT RESCUE MISSION 206 STATE ST MOBILE, AL 36603		PUBLIC	OPERATING	120,000.
YMCA OF SOUTH ALABAMA 6001 GRELOT ROAD MOBILE, AL 36609		PUBLIC	CAPITAL	50,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST ON SAVINGS & TEMPORARY INVESTMENTS	58.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	58.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS	75,640.	0.	75,640.
LP INVESTMENTS	18,704.	0.	18,704.
SECURITIES	432,852.	0.	432,852.
TOTAL TO FM 990-PF, PART I, LN 4	527,196.	0.	527,196.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OIL ROYALTIES	18,833.	0.	
LP INVESTMENT INCOME	<90,971.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<72,138.>	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,770.	7,385.		8,385.
TO FORM 990-PF, PG 1, LN 16B	15,770.	7,385.		8,385.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	208,990.	208,990.		0.
TO FORM 990-PF, PG 1, LN 16C	208,990.	208,990.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,148.	2,148.		0.
TAX ESTIMATES	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,148.	2,148.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	6,707.	0.		0.
OIL PRODUCTION EXPENSES	10,845.	0.		0.
MEMBERSHIP DUES	100.	0.		100.
OFFICE EXPENSES	18,363.	0.		0.
LP INVESTMENTS EXPENSES	20,637.	0.		0.
MISCELLANEOUS EXPENSE	2,931.	0.		0.
TO FORM 990-PF, PG 1, LN 23	59,583.	0.		100.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SCHEDULE)	14,470,642.	25,996,506.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,470,642.	25,996,506.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SCHEDULE)	1,189,718.	1,301,055.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,189,718.	1,301,055.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN LTD PARTNERSHIPS (SCHEDULE)	COST	2,040,571.	6,308,015.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,040,571.	6,308,015.

FORM 990-PF	OTHER ASSETS	STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OPERATION INTEREST- OIL WELLS	16,750.	16,750.	16,750.
ART OBJECTS - RALPH CHANDLER BUSTS	11,219.	11,219.	11,219.
TO FORM 990-PF, PART II, LINE 15	27,969.	27,969.	27,969.

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PAGE 2, PART II, LINE (10B):	Number of Shares	Cost	Market Value 12/31/2012
Adobe Systems, Inc	15,300	$ 345.538	$ 576,504
Allegheny Technologies, Inc.	10.000	264,739	303.600
Amer Intl GP Inc New	15,000	529,206	529.500
Amencan Tower Corp-Class A	2.000	143,846	154.540
Anadarko Petroleum Corp	14,000	512,852	1,040.340
Apache Corp	7,000	272.851	549,500
Atmos Energy Corp.	19,370	110,302	680.274
Bnstol Myers Squibb Co	8.000	247,987	260.720
Broadcom Corp CL A	8,000	147,975	265,680
Califomia Water Service Group	8.280	30,500	151.938
Cameron International Corp	8,000	391,574	451.680
Celgene Corp	8,000	492,676	627,760
Chubb Corp.	5,000	289.218	376,600
Clorox Company	5,000	280,820	366,100
Comcast Corp.	20.000	361,079	747,200
Devon Energy New	6,000	432,542	312.240
Ebay Inc	10.000	415,047	509,977
Ecolab, Inc.	5,000	249,167	359.500
Eli Lilly & Co	10.600	438,451	522,792
EMC Corp-Mass	20,000	255,600	506,000
Energen Corp	24,000	34,611	1,082,160
EOG Resources Inc	2,000	202,477	241.580
Exxon Mobil Corp.	10,904	107,423	943,741
Fifth 3rd Bancorp Ohio	5.000	79,117	76,000
Freeport McMoran Copper & Gold	10,036	233.277	343.231
General Electnc Co	12,000	98,473	251.880
Gilead Scienecs Inc	12,500	521,060	918,125
Honeywell International, Inc	7.000	317.310	444.290
International Business Machines Corp	3,000	256.534	574,650
Johnson & Johnson	3,000	98,683	210.300
Medtronic Inc	12,700	519,866	520,954
Merchants & Manne Bank	11,178	447,120	447,120
Microsoft Corp	15,000	383,254	400,646
Middlesex Water Co	10.000	110,137	195,600
Oracle Corp	3.000	97,941	99,960
PepsiCo. Inc.	3.162	5.159	216.376
Pioneer Natural Resources Co	2.000	231,539	213,180
Praxair. Inc.	5.000	244.270	547.250
Procter & Gamble Co	5.000	278.225	339.450
Range Resoures Corp	15,000	841.140	942.450
Royal Gold, Inc	5.000	210.483	406.800
Schlumberger Ltd	10.000	550.925	692.986
Southwestern Energy Co	88,944	118.717	2.971.619
SPDR Gold Tr Gold Shrs	6.500	824,947	1.053.133
Union Pacific Corp	7.000	274,870	880.040
Vodafone Group PLC Spons	15.000	345.697	377.850
Walt Disney Co	5.000	173.691	248,950
Watson Pharmaceuticals. Inc	5.000	173.843	430.000
Wells Fargo & Co New	3.000	108,691	102.540
YUM Brands	8.000	369.192	531.200
		$ 14.470.642	$ 25.996.506

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PAGE 2, PART II, LINE (10C):	Number of Shares		Cost		Market Value 12/31/2012
Energy Transfer Partners	160,000	$	175,974	$	185,157
Enterprise Prods Oper	200,000		206,034		214,500
Plains Exploration and Production	200,000		202,765		220,250
Waste Management, Inc.	200,000		200,958		223,674
Weatherford Intl, Inc	100,000		89,871		114,457
Western Gas Partners	300,000		314,116		343,017
		$	1,189,718	$	1,301,055

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PAGE 2, PART II, LINE (13):	Number of Shares	Cost	Market Value 12/31/2012
Energy Transfer Partners LP	12,500	$ 285,741	$ 536,625
Enterprise Products Partners LP	35,000	519,478	1,752,800
Kinder Morgan Energy Partners LP	10,000	4,902	849,500
Linn Energy LLC	5,000	199,767	176,200
Magellan Midstream Partners LP	16,000	188,858	691,040
Oneok Partners LP	4,000	230,471	215,960
Sunco, Inc	18,000	229,648	895,140
Western Gas Partners	25,000	381,706	1,190,750
		$ 2,040,571	$ 6,308,015

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PAGE 3, PART IV, LINE (1a) & (1b)

Description of Property Sold	Shares	Gross Sales Price	Cost or Other Basis	Gain (Loss)	
American Tower Reit Com	5,000	308,022	291,099	16,923	ST
Cerner Corp.	2,000	145,532	156,420	(10,888)	ST
Chicago Bridge & Iron Co N V	3,000	114,840	132,273	(17,433)	ST
Clean Energy Fuels, Corp	15,000	201,775	334,021	(132,246)	ST
Denbury Resources Inc. New	12,000	221,030	252,356	(31,326)	ST
Elan PLC ADR	15,000	174,167	221,502	(47,335)	ST
Facebook Inc. CL-A	1,000	38,173	38,000	173	ST
Helix Energy Solutions GRP Inc.	5,000	88,856	97,023	(8,167)	ST
Hess Corp.	2,500	127,893	185,199	(57,306)	ST
Intel Corp.	10,000	232,638	269,906	(37,268)	ST
Lufkin Ind	5,000	258,190	397,375	(139,185)	ST
Monsanto Co/New	2,000	157,391	165,586	(8,195)	ST
Raytheon Co (New)	8,600	472,661	475,868	(3,207)	ST
Royal Dutch Shell PLC	6,700	461,855	471,670	(9,815)	ST
Stryker Corp.	800	42,728	44.217	(1,489)	ST
Vivus Incorporated	5,000	97,322	103,840	(6,518)	ST
		3,143,073	3,636,355	(493,282)	
AES Corp.	5,000	49,346	210,241	(160,895)	LT
AETNA Inc.	2,000	77,313	75,003	2,310	LT
Air Products & Chemicals Inc	4,000	361,567	329,965	31,602	LT
Cenovus Energy Inc.	15,000	468,355	440,245	28,110	LT
Citrix Systems, Inc.	5,000	334,991	322,466	12,525	LT
Cubic Corp DE	3,500	162,899	162,189	710	LT
Emerson Electric Co.	10,000	473,420	341,179	132,241	LT
Hess Corp.	2,500	127,893	143,296	(15,403)	LT
Honeywell Intl Inc.	7,000	412,060	297,850	114,210	LT
International Business Machines Corp.	3,000	601,459	219,374	382,085	LT
Kinder Morgan	200,000	230,304	189,101	41,203	LT
Nike Inc. CL B	5,000	463,835	388,323	75,512	LT
Norfolk Southern Corp.	2,000	113,658	116,858	(3.200)	LT
Occidental Petroleum Corp	4,000	297,800	384,691	(86,891)	LT
Oracle Corp	12,000	341,747	220,405	121,342	LT
SINA Corp.	1,000	46,901	112,046	(65,145)	LT
Texas Instruments Inc.	20,000	585,112	560,363	24,749	LT
Vanguard International Equity Fund	4,000	180,763	198,116	(17,353)	LT
		5,329,423	4,711,711	617,712	
		$ 8,472,496	$ 8,348,066	$ 124.430	