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 , 2012, and ending , 20

Name of foundation: SUSAN MOTT WEBB CHARITABLE TRUST 1055000110

A Employer identification number: 63-6112593

Number and street (or P.O. box number if mail is not delivered to street address): C/O REGIONS BANK, P.O. BOX 11647

Room/suite:

B Telephone number (see instructions): 205- 264-5754

City or town, state, and ZIP code: BIRMINGHAM, AL 35202-1647

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) ▶ $ 15,506,925.

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

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

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 ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	45.	45.		STMT 1
	4 Dividends and interest from securities	461,413.	461,413.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	250,006.			
	b Gross sales price for all assets on line 6a 5,030,336.				
	7 Capital gain net income (from Part IV, line 2)		250,006.		
	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	711,464.	711,464.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	78,002.	62,401.		15,600.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	20,469.	3,297.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	99,271.	65,698.	NONE	16,400.
	25 Contributions, gifts, grants paid	854,500.			854,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	953,771.	65,698.	NONE	870,900.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-242,307.			
	b **Net investment income** (if negative, enter -0-)		645,766.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	274,412.	334,613.	334,613.
3 Accounts receivable ▶			
Less. allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less· allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S. and state government obligations (attach schedule)	1,654,157.	1,004,624.	1,068,891.
b Investments - corporate stock (attach schedule)	7,282,847.	8,025,956.	9,449,774.
c Investments - corporate bonds (attach schedule)	4,762,355.	4,362,674.	4,653,647.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,973,771.	13,727,867.	15,506,925.
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)		NONE	
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 and complete lines 27 through 31. ▶ X			
27 Capital stock, trust principal, or current funds	13,973,771.	13,727,867.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	13,973,771.	13,727,867.	
31 **Total liabilities and net assets/fund balances** (see instructions)	13,973,771.	13,727,867.	

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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	13,973,771.
2 Enter amount from Part I, line 27a	2	-242,307.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	13,731,464.
5 Decreases not included in line 2 (itemize) ▶ ADJUSTMENT FOR MUTUAL FUND POSTINGS	5	3,597.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,727,867.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,030,336.		4,780,330.	250,006.
b				
c				
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				250,006.
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	250,006.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	811,997.	15,582,617.	0.052109
2010	777,668.	14,937,509.	0.052061
2009	718,622.	13,810,396.	0.052035
2008	826,770.	15,725,508.	0.052575
2007	906,673.	17,882,337.	0.050702

2 Total of line 1, column (d)	2	0.259482
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	0.051896
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,372,336.
5 Multiply line 4 by line 3	5	797,763.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,458.
7 Add lines 5 and 6	7	804,221.
8 Enter qualifying distributions from Part XII, line 4	8	870,900.

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	6,458.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	6,458.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	6,458.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 10,625.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	10,625.
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	4,167.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,167. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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. ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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		
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)*

			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 ▶ REGIONS BANK Telephone no. ▶ (205)264-5754

Located at ▶ P.O. BOX 11647, BIRMINGHAM, AL ZIP+4 ▶ 35202-1647

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

			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.

			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.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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.)*	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)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ 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** No: 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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK P.O. BOX 11647, BIRMINGHAM, AL 35202	CORP TTEE 2	78,002.	-0-	-0-
STEWART M. DANSBY 1330 21ST WAY SOUTH, SUITE 210, BIRMINGHAM, AL 35205	CO-TRUSTEE			
SUZANNE DANSBY 2561 BOHLER ROAD, ATLANTA, GA 30327	CO-TRUSTEE			
NINA BOTSFORD 3425 ARGYLE RD, BIRMINGHAM, AL 35213	CO-TRUSTEE			

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

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

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

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

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	15,606,432.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	15,606,432.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	15,606,432.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	234,096.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,372,336.
6	**Minimum investment return.** Enter 5% of line 5	6	768,617.

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	768,617.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,458.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,458.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	762,159.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	762,159.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	762,159.

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	870,900.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	870,900.
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	6,458.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	864,442.

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				762,159.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years 20 10 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ...... 47,158.				
b	From 2008 ...... 48,715.				
c	From 2009 ...... 35,612.				
d	From 2010 ...... 37,009.				
e	From 2011 ...... 42,178.				
f	**Total** of lines 3a through e	210,672.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 870,900.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				762,159.
e	Remaining amount distributed out of corpus	108,741.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	319,413.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	47,158.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	272,255.			
10	Analysis of line 9:				
a	Excess from 2008 ... 48,715.				
b	Excess from 2009 ... 35,612.				
c	Excess from 2010 ... 37,009.				
d	Excess from 2011 ... 42,178.				
e	Excess from 2012 ... 108,741.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a 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:

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
SEE ATTACHED SCHEDULE				854,500.
Total . . . . . . ▶ **3a**				854,500.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	45.	
4 Dividends and interest from securities			14	461,413.	
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	250,006.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				711,464.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 711,464.

(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). (See instructions.)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Julie S Chmka | 11/06/2013 | TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST		45.	45.
	TOTAL	45.	45.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS FROM SECURITIES	243,297.	243,297.
U.S. TREASURY INTEREST	19,044.	19,044.
CORPORATE BOND INTEREST	199,072.	199,072.
TOTAL	461,413.	461,413.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ESTIMATED EXCISE TAX	10,625.	
2012 EXCISE TAX	6,547.	
FOREIGN TAXES ON DIVS	3,297.	3,297.
TOTALS	20,469.	3,297.

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units		Price	Tax Cost	Book Value	Market Value
	CASH						
	001055AC6 AFLAC INC DTD 5/21/09 8.5% 05/15/2019	43,000.00	P	136.193	51,702.92	51,702.92	58,563
	00206RAM4 AT&T INC DTD 05/13/08 5.6% 05/15/2018	49,000.00	P	120.628	49,697.98	49,697.98	59,108
ABT	2824100 ABBOTT LABS	900		65.500	47,169.00	47,169.00	58,950
AGN	18490102 ALLERGAN INC	1,300.00		91.730	46,771.27	46,771.27	119,249
AXP	25816109 AMERICAN EXPRESS CO	2,000.00		57.480	81,045.00	81,045.00	114,960
	0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES: MTN DTD 09/13/2010 2.75% 9/15/2015	56,000.00	P	104 838	56,829.39	56,829.39	58,709
	03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2 875% 02/15/2016	55,000.00	P	105.910	55,223.20	55,223.20	58,251
APA	37411105 APACHE CORPORATION	850		78.500	92,479.74	92,479.74	66,725
ARTVX	04314H501 ARTISAN SMALL CAP VALUE FD-INV	20,355.47		15.350	305,240.00	305,240.00	312,456
ARTQX	04314H709 ARTISAN MID CAP VALUE FD INV SHS	21,436.64		20.790	414,835.00	414,835 00	445,668
	055451AN8 BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	115,000.00	P	100.741	114,836.84	114,836.84	115,852
	06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015	55,000.00	P	106.048	55,186.91	55,186.91	58,326
BAX	71813109 BAXTER INTERNATIONAL INC	1,450.00		66.660	85,101 52	85,101.52	96,657
BMY	110122108 BRISTOL MYERS SQUIBB CO	1,600.00		32.590	50,223.20	50,223.20	52,144
BRCM	111320107 BROADCOM CORP CL A	3,000.00		33.210	102,645 90	102,645.90	99,630
BUFSX	119804102 BUFFALO SMALL CAP FUND	18,200.18		28.170	499,565.00	499,565.00	512,699

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units		Price	Tax Cost	Book Value	Market Value
	126408GN7 CSX CORP DTD 3/27/08 6 25% 04/01/2015	53,000.00	P	111 976	56,584.97	56,584.97	59,347
	12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	52,000.00	P	113.884	53,190.09	53,190.09	59,220
CAT	149123101 CATERPILLAR INC	975		89.609	50,421.05	50,421.05	87,368
	149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	41,000.00	P	135.646	41,885.92	41,885.92	55,615
CVX	166764100 CHEVRON CORP	975		108.140	35,699.10	35,699.10	105,437
	166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017	57,000.00		100.698	57,210.21	57,210.21	57,398
CSCO	17275R102 CISCO SYSTEMS INC	5,100.00		19.649	84,911.41	84,911.41	100,212
	17275RAC6 CISCO SYSTEMS INC CALLABLE 5.5% 02/22/2016	50,000.00	P	114.305	57,363.85	57,363.85	57,153
	172967FE6 CITIGROUP INC DTD 06/15/2010 6% 12/13/2013	55,000.00		104.786	56,738.68	56,738 68	57,632
CLX	189054109 CLOROX CO	1,000.00		73.220	65,670.60	65,670.60	73,220
KO	191216100 COCA COLA CO	2,800.00		36.250	94,219.86	94,219.86	101,500
	20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	46,000.00	P	121.844	46,666.18	46,666.18	56,048
CAG	205887102 CONAGRA FOODS INC	2,900.00		29.500	72,403.75	72,403.75	85,550
COP	20825C104 CONOCOPHILLIPS	700		57.990	38,562.79	38,562.79	40,593
	22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5 5% 05/01/2014	108,000.00	P	106.399	111,403.62	111,403 62	114,911
	25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3.55% 03/15/2015	56,000.00	P	105.196	57,259.27	57,259 27	58,910
DPS	26138E109	2,400.00		44.180	93,257.16	93,257.16	106,032

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units		Price	Tax Cost	Book Value	Market Value
	DR PEPPER SNAPPLE GROUP INC						
DUK	26441C204 DUKE ENERGY CORPORATION	1,450.00		63.800	86,478.00	86,478.00	92,510
	26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	57,000.00	P	103.402	57,022.02	57,022.02	58,939
EMC	268648102 E M C CORP MASS	3,825.00		25.300	41,807.25	41,807.25	96,773
AEPFX	29875E100 AMERICAN EUROPACIFIC GRTH-F2	8,000.92		41.150	285,392.62	285,392.62	329,238
XOM	30231G102 EXXON MOBIL CORP	1,275.00		86.550	57,045.25	57,045.25	110,351
	3128M74W3 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040 OFV 85,000	41,266.54		107.684	44,000.46	44,000.46	44,437
	3128M7KV7 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036 OFV 149,000	43,826.68		107.981	47,490.32	47,490.32	47,324
	312943WG4 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040 OFV 65.000	51,527.86		109.037	55,311.94	55,311.94	56,184
	31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	101,000.00	P	114.435	103,363.36	103,363.36	115,579
	31371K3A7 FEDERAL NATIONAL MORTGAGE ASSN POOL #254693 DTD 03/01/03 5.5% 04/01/2033 OFV 175,000	17,003.18		109.903	17,678.00	17,678.00	18,687
	31371LSG5 FEDERAL NATIONAL MORTGAGE ASSN POOL # 255319 5% 08/01/2019 OFV 77,000	10,171.49		108.674	10,587.87	10,587.87	11,054
	3137EACH0 FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2 875% 02/09/2015	165,000.00	P	105.361	174,200.27	174,200.27	173,846
	3138A8SR8	78,002.85		107.143	81,951.75	81,951.75	83,575

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 137,000					
	3138EGNK6	44,492.69	110.182	47,329.09	47,329.09	49,023
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 OFV 61,000					
	31402C4H2	164,362.82	109.903	169,225.16	169,225.16	180,640
	FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 OFV 1,300,547					
	31402DDB3	17,313.49	109.403	17,159.29	17,159.29	18,941
	FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034 OFV 103,375					
	31402RFV6	75,359.61	109.157	81,282.40	81,282.40	82,260
	FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 354,000					
	31403CXG1	60,826.68	108.674	58,764.29	58,764.29	66,103
	FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020 OFV 310,000					
	31403DDX4	107,813.79	109.278	117,368.83	117,368.83	117,817
	FEDERAL NATIONAL MORTGAGE ASSN POOL #745418 DTD 03/01/06 5.5% 04/01/2036 OFV 549,000					
	31408DA87	7,982.03	108.674	7,927.79	7,927.79	8,674
	FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020 OFV 59,385					
	31410FSJ5	120,813.92	109.481	133,858.04	133,858 04	132,268
	FEDERAL NATIONAL MORTGAGE ASSN POOL #888021 DTD 11/01/2006 6% 12/01/2036 OFV 850,000					
	31410FSS5	49,160.76	109.481	49,529.46	49,529.46	53,822
	FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036 OFV 332,488					
	31410FX75	4,340.72	107.474	4,557.09	4,557.09	4,665
	FEDERAL NATIONAL MORTGAGE ASSN POOL #888202 DTD 02/01/07 5.5%					

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
	02/01/2017 OFV 38,000					
	31410GJW4	35,920.10	108.151	35,791.02	35,791.02	38,848
	FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5%					
	08/01/2022 OFV 302,000					
	31412QCL1	58,023.17	107.401	63,172.72	63,172.72	62,317
	FEDERAL NATIONAL MORTGAGE ASSN POOL #931675 DTD 07/01/2009 5.5%					
	01/01/2018 OFV 195,000					
	31412XV35	38,170.60	109.481	38,570.20	38,570.20	41,790
	FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037 OFV 200,000					
	31413YRR4	39,944.16	109.481	40,225.02	40,225.02	43,731
	FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037 OFV 255,000					
	31416RBE2	42,618.47	107.275	45,075.69	45,075.69	45,719
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4%					
	06/01/2039 OFV 71,000					
	31418AFC7	52,684.02	105.691	55,170.04	55,170 04	55,682
	FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3%					
	05/01/2027 OFV 59,000					
	31418MLS9	56,573.55	108.674	61,152.47	61,152.47	61,481
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AD0336 DTD 10/01/2009 5%					
	02/01/2024 OFV 180,000					
	31418UEE0	40,906.41	108.369	43,578.12	43,578 12	44,330
	FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 OFV 81,000					
	31419DMQ1	74,425.25	106.143	77,216.19	77,216.19	78,997
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5%					
	09/01/2025 OFV 150,000					
FTRBX	31428Q101	9,991.21	11.430	113,700.00	113,700 00	114,200

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units		Price	Tax Cost	Book Value	Market Value
	FEDERATED TOTAL RETURN BD FD INSTL SHS						
GE	369604103 GENERAL ELECTRIC CO	7,000.00		20 990	129,107.30	129,107.30	146,930
	369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	49,000.00	P	116.078	49,368.01	49,368.01	56,878
	36962G3P7 GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5.875% 01/14/2038	47,000.00	P	120.625	48,380.76	48,380.76	56,694
	38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	47,000.00	P	125.826	50,663.98	50,663.98	59,138
	38141EA33 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	55,000.00		106.425	55,714.06	55,714.06	58,534
HNZ	423074103 HJ HEINZ CO	2,000.00		57.680	106,940.40	106,940 40	115,360
	42809HAB3 HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	43,000.00	P	131.611	49,481.15	49,481.15	56,593
	428236BE2 HEWLETT-PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	59,000.00	P	100.137	58,985 31	58,985 31	59,081
PNMFX	431113505 HIGH MARK GENEVA MID CAP GROWTH FD CL FID	4,946.83		24.100	120,950.00	120,950.00	119,219
ITW	452308109 ILLINOIS TOOL WORKS INC	1,500.00		60.810	78,379.80	78,379.80	91,215
INTC	458140100 INTEL CORP	4,000.00		20.620	57,045.38	57,045.38	82,480
	458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	55,000.00	P	106.036	54,780 90	54,780.90	58,320
	459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	111,000.00	P	103.927	114,553.48	114,553.48	115,359
JPM	46625H100 J P MORGAN CHASE & CO	2,325.00		43.969	83,107.50	83,107.50	102,228
	46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	47,000.00	P	123.376	46,751.24	46,751.24	57,987

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units		Price	Tax Cost	Book Value	Market Value
JNJ	478160104 JOHNSON & JOHNSON	1,750.00		70.100	88,434.00	88,434.00	122,675
JCI	478366107 JOHNSON CTLS INC	2,000.00		30.670	64,729.50	64,729.50	61,340
KMB	494368103 KIMBERLY CLARK CORP	1,000.00		84.430	72,005 70	72,005.70	84,430
	50075NBB9 MONDELEZ INTERNATIONAL DTD 02/08/2010 4 125% 02/09/2016	53,000.00	P	108.951	53,196.62	53,196.62	57,744
LMT	539830109 LOCKHEED MARTIN CORP	1,200.00		92.290	99,508 38	99,508.38	110,748
MRSIX	552983470 MFS RESH INTL FD CL I	40,331.75		15.750	544,903.75	544,903.75	635,225
MAT	577081102 MATTEL INC	3,000.00		36.620	63,734.70	63,734.70	109,860
MWV	583334107 MEADWESTVACO CORPORATION	2,000.00		31.870	48,279.78	48,279.78	63,740
MRK	58933Y105 MERCK & CO. INC. NEW	3,000.00		40.940	103,639.50	103,639.50	122,820
	59018YN64 MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 4/25/2018	48,000.00	P	120.545	48,419.32	48,419 32	57,862
	59022CAJ2 MERRILL LYNCH & CO 6.11% 01/29/2037	51,000.00	P	109.155	47,909.40	47,909 40	55,669
MET	59156R108 METLIFE INC	2,300.00		32 940	87,376.65	87,376.65	75,762
	61747YCJ2 MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	51,000.00	P	113.098	51,130 47	51,130.47	57,680
	61747YCK9 MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014	55,000.00	P	104.339	56,460.51	56,460.51	57,386
NEE	65339F101 NEXTERA ENERGY, INC.	1,750.00		69.190	94,421.77	94,421.77	121,083
NSC	655844108 NORFOLK SOUTHERN CORP	1,475.00		61.840	85,417.83	85,417 83	91,214
OXY	674599105 OCCIDENTAL PETE CORP	1,000.00		76.610	98,320.35	98,320.35	76,610

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units		Price	Tax Cost	Book Value	Market Value
	68323AAE4 ONTARIO (PROVINCE OF) DTD 01/27/2011 1.375% 01/27/2014	114,000.00		101.087	114,037.06	114,037.06	115,239
OPMYX	68381F409 OPPENHEIMER MAIN ST SMALL CAP FD CL Y	14,986.28		24.130	264,964.12	264,964.12	361,619
ORCL	68389X105 ORACLE CORPORATION	2,975.00		33.320	64,051.75	64,051.75	99,127
	68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	48,000.00	P	121.701	49,085.44	49,085.44	58,416
PTTRX	693390700 PIMCO TOTAL RETURN INSTL FD #35	30,495.44		11.240	343,465.00	343,465.00	342,769
PNC	693475105 PNC BANK CORP	1,500.00		58.310	97,149.75	97,149.75	87,465
PEP	713448108 PEPSICO INC	1,525.00		68.430	56,958.50	56,958 50	104,356
	71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020	100,000.00	P	113.836	103,958.85	103,958 85	113,836
	717081DB6 PFIZER INC DTD 3/24/09 6.2% 03/15/2019	46,000.00	P	126.398	50,598.87	50,598.87	58,143
PFUIX	722005220 PIMCO FOREIGN BOND FUND-IN	61,541.33		10.890	669,832.00	669,832.00	670,185
PX	74005P104 PRAXAIR INC	850		109.450	79,708.58	79,708.58	93,033
PG	742718109 PROCTER & GAMBLE CO	1,700.00		67.890	91,509.98	91,509.98	115,413
PRU	744320102 PRUDENTIAL FINANCIAL INC	1,700.00		53.330	93,046.02	93,046.02	90,661
	74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	53,000.00	P	111.656	52,754.05	52,754.05	59,178
QCOM	747525103 QUALCOMM INC	1,975.00		61.860	68,282.86	68,282.86	122,173
	78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	86,000.00	P	100.240	85,995.52	85,995.52	86,206
SLB	806857108	1,200.00		69.299	50,722 92	50,722.92	83,158

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units		Price	Tax Cost	Book Value	Market Value
	SCHLUMBERGER LTD						
SYK	863667101 STRYKER CORP	1,700.00		54.820	77,973 20	77,973.20	93,194
	867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3 5% 01/20/2017	53,000.00	P	107.392	52,934.28	52,934.28	56,918
	87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	46,000.00		128.889	52,194.87	52,194.87	59,289
	87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	50,000.00	P	117.712	50,237.74	50,237.74	58,856
	88166HAA5 TEVA PHARMA FIN IV LLC DTD 11/10/2011 1.7% 11/10/2014	58,000.00		102.302	57,981.39	57,981.39	59,335
TXN	882508104 TEXAS INSTRS INC	3,500.00		30.890	122,313.80	122,313.80	108,115
TMO	883556102 THERMO FISHER SCIENTIFIC, INC.	1,775.00		63.780	89,294.56	89,294.56	113,210
TGVIX	885215566 THORNBURG INTL VALUE FD CL I #209	20,000.69		28.090	506,512.68	506,512.68	561,819
MMM	88579Y101 3M CO	1,000.00		92.850	75,547.00	75,547.00	92,850
	88732JAL2 TIME WARNER CABLE 6.75% 07/01/2018	45,000.00	P	124.918	48,571.83	48,571 83	56,213
	89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 9/15/2021	52,000.00	P	108.906	51,868.96	51,868.96	56,631
TRV	89417E109 TRAVELERS COMPANIES, INC.	1,650.00		71.820	25,987.50	25,987.50	118,503
	912810EQ7 UNITED STATES TREASURY 6 25% 08/15/2023	119,000.00	P	143.375	141,827.46	141,827.46	170,616
	912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	209,000.00	P	109.750	209,663.39	209,663.39	229,378
	912828PJ3	439,000.00	P	102.938	452,539.20	452,539.20	451,898

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART II BALANCE SHEET

Ticker	CUSIP/ Description	Units		Price	Tax Cost	Book Value	Market Value
	UNITED STATES TREASURY DTD 11/30/2010 1.375% 11/30/2015						
	912828QV5 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 OFV 186,000	190,899.24	P	113 672	200,593.86	200,593.86	216,999
UTX	913017109 UNITED TECHNOLOGIES CORP	1,200.00		82.010	62,160.00	62,160.00	98,412
VZ	92343V104 VERIZON COMMUNICATIONS	2,725.00		43.270	57,522.89	57,522 89	117,911
	92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	43,000.00	P	130.518	42,704 81	42,704.81	56,123
V	92826C839 VISA INC - CLASS A SHRS	750		151.580	65,005.95	65,005.95	113,685
HIEMX	92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	20,083.25		10.310	193,000.00	193,000.00	207,058
	929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	48,000.00	P	118.437	48,780.19	48,780 19	56,850
	931142CM3 WAL MART STORES INC DTD 04/15/2008 6 2% 04/15/2038	41,000.00	P	135 885	54,836.04	54,836.04	55,713
	999990484 REGIONS TRUST CASH SWEEP	334,612.81		1.000	334,612.81	334,612.81	334,613
	Total Portfolio				**13,727,866.58**	**13,727,866.58**	**15,506,925**

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

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	15,485,457.		
FEBRUARY	15,829,879.		
MARCH	15,952,670.		
APRIL	15,974,122.		
MAY	15,310,103.		
JUNE	15,263,485.		
JULY	15,431,215.		
AUGUST	15,595,325.		
SEPTEMBER	15,813,020.		
OCTOBER	15,730,731.		
NOVEMBER	15,384,252.		
DECEMBER	15,506,925.		
TOTAL	187,277,184.		
AVERAGE FMV	15,606,432.		

FORM 990PF, PART XV - LINES 2a - 2d

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RECIPIENT NAME:
  BARBARA HAYS WATSON
ADDRESS:
  C/O REGIONS BANK, P.O. BOX 11426
  BIRMINGHAM, AL 35202-1426
RECIPIENT'S PHONE NUMBER: 205-264-5754
FORM, INFORMATION AND MATERIALS:
  SEE ATTACHED OUTLINE
SUBMISSION DEADLINES:
  SEE ATTACHED OUTLINE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  LIMITED TO THE GREATER BIRMINGHAM AREA

1055000110 Susan Mott Webb Charitable Trust **63-6112593**

ATTACHMENT TO FROM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART XV Lines 2a-2d

SUSAN MOTT WEBB CHARITABLE TRUST

THE DEADLINES ARE MARCH 1 AND SEPTEMBER 1 EACH YEAR.

APPLICATION PROCEDURE

The Susan Mott Webb Charitable Trust concentrates its grant efforts in the Birmingham, Alabama area. It makes grants to corporations and organizations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes, including the encouragement of art and the prevention of cruelty to children or animals.

The Trustees meets twice a year in the spring and fall to review proposals. Please note that multi-year grant requests will *not* be accepted. Application is made to the Trust in writing using the attached application format. An original and four copies of a proposal must be submitted using only **8 ½ x 11 – inch paper printed on one side only**, without binders, notebooks, or folders. The proposals must include the following:

A ONE-PAGE COVER LETTER, ADDRESSED TO THE SUSAN MOTT WEBB CHARITABLE TRUST, SIGNED BY YOUR DIRECTOR AND/OR BOARD CHAIR, TO INCLUDE:

- Name, address, phone and fax numbers of your organization.
- Name and title of the contact person if other than the director.
- Amount of funds requested.
- A succinct summary of your project using no more than one paragraph.

IN COMPLETING THE ATTACHED GRANT APPLICATION, PLEASE ADDRESS THE FOLLOWING ITEMS:

A. YOUR AGENCY'S BACKGROUND
- Its history including major programs or accomplishments.
- Any links with similar organizations.

B. THE PROJECT OR PROGRAM YOU PROPOSE
- The need or issue you will address.
- The total cost of the project or program and the amount you are requesting.
- Your goals and objectives.
- The activities that will be carried out to accomplish the objectives.
- The qualifications of key personnel.
- Any other organizations involved in your project or providing similar services.

C. PROJECT CONTINUATION
- If the project is ongoing, your plans to continue after the funding period.
- Future funding sources.

D. PROJECT EVALUATION

- Your criteria for effectiveness.
- The methods you will use to analyze your results (measure your progress).
- Who will assess the results.

ADDITIONAL ITEMS TO BE ATTACHED TO THE GRANT APPLICATION

- Organization budget
- Project/program budget
- Latest audited financials
- List of Board of Directors
- List of organization officers
- Your organization's tax exempt letter from the IRS
- Names, titles, and telephone numbers of three professionals familiar with the work of your organization
- One page of pictures or letter of support (optional)

MAIL ORIGINAL PLUS 4 COPIES TO:

Barbara Watson
Vice President
Regions Bank
P. O. Box 1688
Birmingham, AL 35202
1900 5th Avenue North, 25th Floor
Birmingham, AL 35203

APPLICATION FOR SUSAN MOTT WEBB CHARITABLE TRUST GRANT

(No more than 2 pages, 8 1/2 x 11, size 9 font or larger will be accepted, excluding requested attachments)

NAME OF ORGANIZATION:

CONTACT PERSON:

ADDRESS:

PHONE AND FAX:

TAX I.D. #:

MISSION OF ORGANIZATION:

AGENCY BACKGROUND:

GEOGRAPHIC AREA OF OPERATION:

REQUEST, INCLUDING AMOUNT (describe project/program, goals, objectives, and key personnel):

DESCRIBE COLLABORATIONS, OR OTHER NONPROFITS INVOLVED IN THIS PROGRAM/PROJECT:

DESCRIBE ANTICIPATED FUNDING, INCLUDING SOURCES COMMITTED AND SOLICITED:

DESCRIBE PROJECT CONTINUATION, INCLUDING FUNDING:

HOW WILL PROJECT BE EVALUATED TO DETERMINE SUCCESS?

Attach the following items:

Organization budget
Project/program budget
Latest audited financials
List of director and officers
Tax Determination Letter
One page of pictures or letter of support (optional).

Mail original plus 4 copies to: Barbara H. Watson, VP
Regions Institutional Services
P O. Box 1688
Birmingham, AL 35202
Direct Line: 205-264-5754
E-Mail: barbara.watson@regions com

Proposals must be received or postmarked on or before **March 1st** for Spring grant cycle and **September 1st** for Fall grant cycle

1055000110 SUSAN MOTT WEBB CHARITABLE TRUST 63-6112593

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT	AMOUNT	PURPOSE
6/12/2012	A+ COLLEGE READY	25,000.00	To support the participation of 18 local high schools in the Advanced Placement Training and Incentive Program.
6/12/2012	ALABAMA BALLET	10,000.00	To support pointe shoe expenses for professional dancers, students and teachers.
6/12/2012	ALABAMA SYMPHONY ORCHESTRA	20,000.00	For operating funds associated with educational and community engagement programming for 2012.
6/12/2012	ASSISTANCE LEAGUE OF BIRMINGHAM	10,000.00	To support Operation School Bell
6/12/2012	BELL CENTER	15,000.00	For program expenses
6/12/2012	BETTER BASICS	10,000.00	To support youth literacy programs
6/12/2012	BIG BROTHERS BIG SISTERS	10,000.00	To help underwrite the costs associated with screening, matching, and supporting volunteer mentors in both community-based and school-based programs.
6/12/2012	BIRMINGHAM BOTANICAL GARDENS	15,000.00	In support of Discovery Field Trips for children from the Birmingham area.
6/12/2012	BIRMINGHAM MUSEUM OF ART	20,000.00	To support the upcoming exhibition of Norman Rockwell's America
6/12/2012	CHILDCARE RESOURCES	5,000.00	To support the "Parents as Teachers" program.
6/12/2012	CHILDREN'S HARBOR	10,000.00	To support The Children's Harbor Family Center Education, Career Development and Transition Program

1055000110 SUSAN MOTT WEBB CHARITABLE TRUST 63-6112593

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT	AMOUNT	PURPOSE
6/12/2012	FIRST LIGHT	10,000.00	To support the overall operations of emergency shelter programs and services.
6/12/2012	GATEWAY	10,000.00	To support the Breaking the Cycle of Violence Program.
6/12/2012	GIRL SCOUTS OF NORTH-CENTRAL ALABAMA	10,000.00	For program support in celebration of the 100th anniversary of girl scouting.
6/12/2012	HOLY FAMILY CHRISTO REY CATHOLIC HIGH SCHOOL	20,000.00	To support the Board's strategic plan to double the enrollment of the school and ultimately serve 400 high school students annually.
6/12/2012	JEFFERSON COUNTY SCHOOLS FOUNDATION	25,000.00	In support of the Lead Teacher Mentoring program.
6/12/2012	JONES VALLEY URBAN FARM	10,000.00	To build upon JVUF proven approach and recruit more schools and teachers to participate in the K-8 Seed to Plate program
6/12/2012	LITERACY COUNCIL OF CENTRAL ALABAMA	5,000.00	To assist with a marketing and communications campaign designed to reach the more than 92,000 illiterate adults in Central Alabama as well as volunteers who will be trained as tutors.
6/12/2012	OASIS	5,000.00	To subsidize counseling sessions for those women and children seeking support
6/12/2012	OPERATION NEW BIRMINGHAM	5,000.00	To support the cost of establishing the Vacant Art Gallery program.
6/12/2012	PRESCHOOL PARTNERS	10,000.00	To support the outreach program that provides a quality early education to families who would not receive on otherwise

1055000110 SUSAN MOTT WEBB CHARITABLE TRUST 63-6112593

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012
PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT	AMOUNT	PURPOSE
6/12/2012	RAILROAD PARK	30,000.00	To fund a portion of Railroad Park's "Enhance, Beautify and Secure Railroad Park" program
6/12/2012	SOUTHERN ENVIRONMENTAL LAW CENTER	10,000.00	To help sustain the Birmingham office and expanded work in Alabama.
6/12/2012	SPACE ONE ELEVEN	10,000.00	To support City Center Art and Alabama Charcoal programs.
6/12/2012	SPIRIT OF HOPE YOUTH RANCH	5,000.00	To support its Horsin' Around program
6/12/2012	TEACH FOR AMERICA	10,000.00	To help offset the cost to recruit, select, train, and provide ongoing support to Teach for America corps members.
6/12/2012	UNITED CEREBRAL PALSY OF GREATER BIRMINGHAM	20,000.00	To help support the Health and Wellness Program, which includes funding a dentist and dental assistant along with the necessary supplies to provide a weekly clinic.
6/12/2012	YOUTHSERVE	20,000.00	To support Service Education, Community Action, and Urban Service Camp programs
6/13/2012	BIRMINGHAM EDUCATION FOUNDATION	35,000.00	The second of three payments approved in June, 2011.
11/28/2012	ALABAMA ASSOCIATION OF NONPROFITS	5,000.00	To assist local nonprofit organizations in earning the national Standards for Excellence (SFX) Certification
11/28/2012	ALABAMA ENVIRONMENTAL COUNCIL	5,000.00	To create a dynamic educational outreach program for B'ham area schools and provide recycling bins to schools that lack the resources to purchase their own.
11/28/2012	ALABAMA GOODWILL INDUSTRIES	5,000.00	To help fund the 2013 Birmingham Sheltered Employee program

1055000110 SUSAN MOTT WEBB CHARITABLE TRUST 63-6112593

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012

PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT	AMOUNT	PURPOSE
11/28/2012	ALABAMA HUMANITIES	5,000.00	To support the SUPER (School & University Partners for Educational Renewal) Teacher Institutes
11/28/2012	ALABAMA RIVERS ALLIANCE	5,000.00	To support the ARA's work to ensure a secure water future for Alabama by advocating a state water management plan
11/28/2012	BIRMINGHAM BUSINESS ALLIANCE	15,000.00	To support a project aimed at aligning the workforce needs of B'ham regional employers with the skill sets of future graduates from two and four year colleges and universities
11/28/2012	BIRMINGHAM INTERNATIONAL CENTER	5,000.00	BIC's Arts in Education Program spotlighting the country of Poland
11/28/2012	BIRMINGHAM LANDMARKS, INC.	20,000.00	To go towards the cost of replacing the theatre's 23 year old roof and prevention of additional interior damage.
11/28/2012	CAMP FIRE	5,000.00	So CF can serve more area youth with the in-school programs by recruiting and training additional volunteers to deliver curricla.
11/28/2012	CHILDREN'S AID SOCIETY	20,000.00	For the CAS Center for Youth and Families to help with the building purchase, renovations of the interior, and furnishings and equipment
11/28/2012	CHILDREN'S VILLAGE	5,000.00	To fund expenditures on personal care items (toiletries), clothing, shoes, cleaning supplies and basic household needs.
11/28/2012	COMMUNITY GRIEF SUPPORT SERVICE	10,000.00	For 2012 Program Development to provide grief counseling and support services to bereaved adults in the Greater Birmingham area.

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012

PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT	AMOUNT	PURPOSE
11/28/2012	CORNERSTONE SCHOOLS OF ALABAMA	10,000.00	For operating support to sustain the educational framework and serve over 260 inner-city students this school year.
11/28/2012	EXCEPTIONAL FOUNDATION	10,000.00	To expand and enhance current programs to accommodate more mentally challenged individuals and to be able to serve them more efficiently.
11/28/2012	KID ONE TRANSPORT	5,000.00	To assist Kid One in continuing providing transportation to thousands of children and expectant mothers in the Birmingham area.
11/28/2012	KING'S HOME	10,000.00	To help offset expenses and continue providing the necessary services to youth, women and children.
11/28/2012	MCWANE SCIENCE CENTER	15,000.00	To support basic science learning for children, families and the community.
11/28/2012	MITCHELL'S PLACE	15,000.00	To assist with operating costs fo the Early Learning Program (ELP) for one year.
11/28/2012	PATHWAYS	10,000.00	To support the Downtown Day Center in providing food, clothing, showers, laundry facilities, and case management to homeless women and children.
11/28/2012	RED MOUNTAIN THEATRE CO.	10,000.00	To fund the Youth, Education, and Outreach Programs.
11/28/2012	RESTORATION ACADEMY	10,000.00	To provide scholarship support for three of the new students from the partnership with the Lovelady Center and Grace House Ministries.
11/28/2012	RONALD MCDONALD HOUSE CHARITIES	15,000.00	To help fund its "Adopt A Room" Program.

1055000110 SUSAN MOTT WEBB CHARITABLE TRUST 63-6112593

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012

PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT	AMOUNT	PURPOSE
11/28/2012	SALVATION ARMY, THE	12,000.00	To support the permanent housing program, Keys to Success. A Way Home, which supports individuals as they navigate the housing process.
11/28/2012	SPECIAL EQUESTRIANS	5,000.00	To help with expenses
11/28/2012	STUDIO BY THE TRACKS	5,000.00	To do necessaryt repairs to the SBTT building.
11/28/2012	SUSAN G. KOMEN NORTH CENTRAL ALABAMA AFFILIATE	10,000.00	In honor of Elizabeth Webb Collier and in memory of Julie Webb Poole.
11/28/2012	COMMUNITY FOUNDATION OF GREATER BIRMINGHAM	25,000.00	For the Tiger 4 Local Match.
11/28/2012	UNITED WAY TOCQUEVILLE SOCIETY	25,000.00	To the United Way of Central Alabama to promote good health, to help young people achieve their potential and to promote financial stability.
11/28/2012	UNIVERSITY OF MONTEVALLO	15,000.00	To provide prospective students from the Greater Birmingham area with a recruitment scholarship, that can be renewed on an annual basis for four years.
11/28/2012	VIRGINIA SAMFORD THEATRE	10,000.00	To expand the education programs of STARS and Camp VST to include 10 scholarships for undeserved students
11/28/2012	YMCA	2,500.00	To help support critical after-school programming for children of low-income families served by the Pelham YMCA
11/30/2012	BOY SCOUTS OF AMERICA	25,000.00	To help provide program support, program materials, and program development for Character Education/Youth Leadership Development during the 2012-2013 school year

1055000110 SUSAN MOTT WEBB CHARITABLE TRUST 63-6112593

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2012

PART XV Line 3a Grants and Contributions Paid During the Year

DATE	RECIPIENT	AMOUNT	PURPOSE
11/30/2012	HORIZON'S SCHOOL	20,000.00	The second of three payments awarded in December, 2011
11/30/2012	RED MOUNTAIN PARK	75,000.00	The second of two payments awarded in December, 2011
11/30/2012	VULCAN PARK AND MUSEUM	10,000.00	The second of three payments awarded in December, 2011.
	TOTAL GRANTS & CONTRIBUTIONS	$ 854,500.00	