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

Name of foundation
CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

A Employer identification number
63-6181261

Number and street (or P O box number if mail is not delivered to street address)
P O DRAWER 1628

Room/suite

B Telephone number (see instructions)
(251) 690-1411

City or town, state, and ZIP code
MOBILE, AL 366331628

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 ☑ 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)* ▶$ 18,142,357

J Accounting method ☑ 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))*

		Line	(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				
	4	Dividends and interest from securities	447,389	447,389		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	372,697			
	b	Gross sales price for all assets on line 6a 5,792,300				
	7	Capital gain net income (from Part IV, line 2)		372,697		
	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)		-261		
	12	**Total.** Add lines 1 through 11	820,086	819,825		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	118,722	118,722		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,378	0		1,378
	b	Accounting fees (attach schedule)	3,035	0		3,035
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	19,354	3,612		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,311	0		3,295
	24	**Total operating and administrative expenses.** Add lines 13 through 23	145,800	122,334		7,708
	25	Contributions, gifts, grants paid	881,515			881,515
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,027,315	122,334		889,223
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-207,229			
	b	**Net investment income** (if negative, enter -0-)		697,491		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (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	750,179	499,716	499,716
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,078,103	976,347	1,008,646
	b	Investments—corporate stock (attach schedule)	6,132,338	5,957,758	8,678,791
	c	Investments—corporate bonds (attach schedule)	2,564,251	2,402,452	2,595,498
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,315,344	4,795,513	5,359,706
	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)	14,840,215	14,631,786	18,142,357
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	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 ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	14,840,215	14,631,786	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	14,840,215	14,631,786	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,840,215	14,631,786	

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	14,840,215
2	Enter amount from Part I, line 27a	2	-207,229
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	14,632,986
5	Decreases not included in line 2 (itemize) ▶	5	1,200
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,631,786

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS	P		
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	5,752,067		5,419,603	332,464
b	40,233			40,233
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				332,464
b				40,233
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	372,697
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	845,183	18,055,972	0 046809
2010	786,668	17,166,491	0 045826
2009	952,560	16,006,779	0 059510
2008	967,929	18,947,085	0 051086
2007	950,604	20,914,856	0 045451

2	**Total** of line 1, column (d)	2	0 248682
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 049736
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,790,125
5	Multiply line 4 by line 3	5	884,810
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,975
7	Add lines 5 and 6	7	891,785
8	Enter qualifying distributions from Part XII, line 4	8	889,223

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	13,950
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	13,950
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	13,950
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,685		
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	15,685
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	1,735
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,735	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶REGIONS BANK TRUST DEPARTMENT Telephone no ▶(251) 690-1411

Located at ▶11 NORTH WATER STREET 28TH FLOOR MOBILE AL ZIP +4 ▶36602

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 |

		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		No

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

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

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

		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 page 20 of the instructions)?	1b		No
	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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ 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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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
	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 PO DRAWER 1628 MOBILE,AL 366331628	TRUSTEE 2 10	118,722	0	0
T BESTOR WARD 107 PLACE LE VERT MOBILE,AL 36608	DISTR COMM 0 15	0	0	0
GILBERT F DUKES JR 3800 AIRPORT BLVD MOBILE,AL 36608	DISTR COMM 0 38	0	0	0
JOHN C JOHNSON 3601 LONGVIEW LN MOBILE,AL 36608	DISTR COMM 0 15	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		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	
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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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	17,377,895
b	Average of monthly cash balances	1b	640,050
c	Fair market value of all other assets (see instructions)	1c	43,096
d	**Total** (add lines 1a, b, and c)	1d	18,061,041
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	18,061,041
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	270,916
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,790,125
6	**Minimum investment return.** Enter 5% of line 5	6	889,506

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	889,506
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 13,950		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	13,950
3	Distributable amount before adjustments Subtract line 2c from line 1	3	875,556
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	875,556
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	875,556

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	889,223
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	889,223
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	889,223

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				875,556
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			881,515	
b Total for prior years 20___, 20___, 20___		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 ▶ $ 889,223				
a Applied to 2011, but not more than line 2a			881,515	
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.				7,708
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				867,848
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	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)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 organization 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))

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

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

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

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

REGIONS BANK ATTN ROGER COLE
PO DRAWER 1628
MOBILE, AL 366331628
(251) 431-8309

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

NO PRESCRIBED FORM

c Any submission deadlines

NONE

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

ONLY SECTION 501(C)(3) ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS AND WHICH ARE LOCATED IN THAT PART OF SOUTHWEST ALABAMA, INCLUDING THE COUNTIES OF BALDWIN, CLARKE, ESCAMBIA, MOBILE, MONROE, AND WASHINGTON

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 Additional Data Table				
Total . . . . ▶ **3a**				881,515
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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					
4 Dividends and interest from securities. . . .			14	447,389	
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	372,697	
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). .		0		820,086	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 820,086

(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)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

****** | 2013-05-02 | ******

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	Preparer's Signature	Date	Check if self-employed ☐	PTIN
J WILBERT JORDAN JR	J WILBERT JORDAN JR	2013-05-02		P00275848

Firm's name ▶ SMITH DUKES & BUCKALEW LLP

Firm's EIN ▶ 63-0191630

Firm's address ▶ 3800 AIRPORT BLVD MOBILE, AL 366081667

Phone no (251) 343-1200

Form 990PF Part XV Line 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*				
AUGUSTA EVANS SCHOOL FOUNDATION 100 N FLORIDA STREET MOBILE,AL 36607		PUBLIC	PLAYGROUND EQUIPMENT	10,000
AUTISM AVENUE 164 ST FRANCES STREET MOBILE,AL 36602		PUBLIC	TALK COMPENANT OF CURRICLUM IN SCHOOLS SERVING AUTISTIC CHILDREN	20,000
BIG BROTHERS BIG SISTER OF S ALABAMA 101 N WATER STREET MOBILE,AL 36602		PUBLIC	CAPACITY BUILDING CAMPAIGN	40,000
CENTRE FOR THE LIVING ARTS 304 GOVERTMENT STREET MOBILE,AL 36603		PUBLIC	ASSISTANCE IN FUNDING THE MEMORY PROJECT	50,000
CITIZENS FOR A BETTER GRAND BAY HWY 90 GRAND BAY,AL 36541		PUBLIC	GRAND BAY LIBRARY PROJECT	25,000
CLARKE COUNTY DEVELOPMENT FOUNDATION PO BOX 305 THOMASVILLE,AL 36784		PUBLIC	SUPPORT FOR THE HIPPY PROGRAM	15,000
DEARBORN YMCA 321 N WARREN STREET MOBILE,AL 36603		PUBLIC	OPPERATIONAL SUPPORT	10,000
EDITH MURPHY FOUNDATION PO BOX 864 MOBILE,AL 36601		PUBLIC	INTERNATIONAL BACCALAUREATE PROGRAM	15,000
FAMILY COUNSELING CENTER OF MOBILE 705 OAK CIRCLE DR E MOBILE,AL 36609		PUBLIC	SUPPORT OF RAPE CRISIS CENTER AND VICTIMS OF HOMICIDE CENTER	5,000
GIRL SCOUTS OF SOUTHERN ALABAMA 3483 SPRING HILL AVANUE MOBILE,AL 36608		PUBLIC	GENERAL SUPPORT AND CAMP SCOUTSHIRE	5,000
GOODWILL EASTR SEALS 2440 GORDON SMITH DRIVE MOBILE,AL 36616		PUBLIC	EXPAND CAPACITY FOR EARLY HEAD START PROGRAM	10,000
HISTORIC MOBILE PRESERVATION SOCIETY 300 OAKLEIGH PLACE MOBILE,AL 36604		PUBLIC	THE COOK'S HOUSE RESTORATION PROJECT	5,000
MERCY MEDICAL 101 VILLA DR DAPHNE,AL 36526		PUBLIC	CARE FOR THE ELDERLY	5,000
MOBILE ARTS COUNCIL 316 DAUPHIN STREET MOBILE,AL 36602		PUBLIC	OPERATIONAL SUPPORT	5,000
MOBILE BALLET 4351 DOWNTOWNER LOOP N MOBILE,AL 36609		PUBLIC	FUNDING DISCOVER DANCE SERIES	3,000

Form 990PF Part XV Line 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*				
MOBILE BAYKEEPERS 450 GOVERTMENT STREET MOBILE,AL 36604		PUBLIC	CREATION OF CITIZENS EDUCATION AND MONITORING CAMPAIGN, RESTORATION EFFORTS	5,000
MOBILE HISTORIC DEVELOPMENT COMMISSION 205 GOVERNMENT STREET MOBILE,AL 36633		PUBLIC	HELP RESTORE ORIGINAL GRANT CORPUS OF $300,000	5,000
MOBILE MUESEUM OF ART 4850 MUSEUM DRIVE MOBILE,AL 36608		PUBLIC	CAPITAL FUND PROGRAM DEBT REDUCTION	100,000
MOBILE OPERA 257 DAUPHIN STREET MOBILE,AL 36602		PUBLIC	PRODUCTION COSTS FOR THE 2012/2013 SEASON	5,000
OZANAM CHARITABLE PHARMACY 571 DAUPHIN STREET MOBILE,AL 36602		PUBLIC	PRESCRIPTION ASSISTANCE	5,000
PENELOPE HOUSE 111 SOUTH ROYAL STREET MOBILE,AL 36602		PUBLIC	GENERAL OPERATIONS	5,000
PHILLIPS PREPARATORY SCHOOL 3255 OLD SHELL ROAD MOBILE,AL 36607		PUBLIC	PURCHASE ONE OF THREE IPAD LEARNING LABS	16,500
PRICHARD PREPARATORY SCHOOL 2530 SHELTON BEACH RD EIGHT MILE,AL 36613		PUBLIC	TUITION ASSISTANCE PROGRAM	25,000
PRODISEE PANTRY INC 6530 SPANISH FORT BLVD SPANISH FORT,AL 36527		PUBLIC	EMERGENCY FOOD REFFERALS AND DISASTER RELIEF	5,000
PROVIDENCE HOSPITAL FOUNDATION PO BOX 850429 MOBILE,AL 36685		PUBLIC	UPGRADING EQUIPMENT IN THE HOSPITAL RADIOLOGY DEPARTMENT	20,000
RONALD MCDONALD HOUSE 1626 SPRINGHILL AVE MOBILE,AL 36607		PUBLIC	SHARE A NIGHT FUND	4,000
SALVATION ARMY 1009 DAUPHIN STREET MOBILE,AL 36606		PUBLIC	ASSIST IN FUNDING FOR A CASE WORKER	9,576
SALVATION ARMY 1023 DAUPHIN STREET MOBILE,AL 36604		PUBLIC	HOMELESS TRANSIENT SHELTER	25,000
SENIOR CITIZEN SERVICES 1717 DAUPHIN STREET MOBILE,AL 36606		PUBLIC	CAPITAL PROJECTS	10,000
ST PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE,AL 36608		PUBLIC	BUILDING & EQUIPPING A TECHNOLOGY & WRITING CENTER	20,000

Form 990PF Part XV Line 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*				
THE BOYS AND GIRLS CLUBS OF S ALABAMA 1102 GOVERNMENT STREET MOBILE, AL 36604		PUBLIC	MUSIC EDUCATION PROGRAM	10,000
THE EXCEPTIONAL FOUNDATION OF THE GULF COAST 28788 N MAIN STREET DAPHNE, AL 36532		PUBLIC	PROGRAM START UP COSTS & FIRST YEAR OPERATING EXPENSES FOR SPECIAL NEEDS ADULTS	5,000
THE GULF COAST EXPLOREUM 65 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	OVERTAKE ACCOUNTS PAYABLE AND BEGIN THE REBUILDING PROCESS	75,000
THE MARITIME MUSEUM OF THE GULF OF MEXICO S WATER STREET MOBILE, AL 36602		PUBLIC	THE "TAKE THE HELM" EXHIBIT	100,000
THE MOBILE SYMPHONY 257 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	PRELUDES/STRINGS PROGRAM	5,000
THE NATURE CONSERVANCY 257 ST FRANCIS STREET MOBILE, AL 36602		PUBLIC	COASTAL OPERATING EXPENSES	10,000
UMS-WRIGHT PREPARATORY SCHOOL 65 MOBILE STREET MOBILE, AL 36607		PUBLIC	WIRELESS INFRASTRUCTURE ACCESS POINTS	20,000
UNIVERSITY OF MOBILE 5735 COLLEGE PKWY MOBILE, AL 36613		PUBLIC	FOR NURSING SCHLORSHIPS	25,000
UNIVERSITY OF SOUTH ALABAMA 307 UNIVERSITY BLVD NORTH MOBILE, AL 36688		PUBLIC	CRAMPTON CHAIR OF GERONTOLOGY DISTRIBUTION	20,439
UNIVERSITY OF SOUTH ALABAMA MEDICAL CENTER 307 UNIVERSITY BLVD NORTH MOBILE, AL 36688		PUBLIC	SUPPORT THE USA REGIONAL TRAUMA AND BURN CENTERS	100,000
VICTORY HEALTH PARTNERS 3750 PROFESSIONAL PARKWAY MOBILE, AL 36609		PUBLIC	GIFT OF A WEEK PROGRAM DENTAL AND MEDICAL CARE	10,000
YMCA OF SOUTH ALABAMA 101 N WATER STREET MOBILE, AL 36602		PUBLIC	NEW READING AND MATH TUTORING PROGRAM	5,000
YOUNG LEADERS OF AMERICA 273 AZALEA ROAD MOBILE, AL 36609		PUBLIC	EXPAND THE YOUNG LEADERS PROGRAM IN MOBILE	5,000
YOUNG LIFE YOUNGLIVES MINISTRY 7171 COTTAGE HILL ROAD MOBILE, AL 36695		PUBLIC	GENERAL SUPPORT	8,000
Total . . . . ▶ **3a**				881,515

TY 2012 Accounting Fees Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SMITH, DUKES & BUCKALEW -- TAX RETURN PREPARATION	2,860	0		2,860
REGIONS BANK - TAX PRO	175	0		175

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TY 2012 Investments Corporate Bonds Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Name of Bond	End of Year Book Value	End of Year Fair Market Value
109,000 CREDIT SUISSE 5.5% 05/01/14	111,076	115,975
121,000 ONTARIO PROVINCE 1.375%	121,124	122,315
113,000 MOR STANLEY 4.2%	115,898	117,903
55,000 GE CAP CORP 5.3%	55,713	63,843
55,000 CITIGROUP INC 6% 12/13/13	56,708	57,632
43,000 CATERPILLAR INC 7.9% 12/15/18	42,928	58,328
47,000 TALSMAN ENERGY 7.75% 06/01/19	52,924	60,578
47,000 HESS CORP 8.125% 02/15/19	54,228	61,857
48,000 GOLDMAN SACHS GROUP 7.5% 02/15/19	51,742	60,396
50,000 AT&T INC 5.6% 05/15/18	48,909	60,314
50,000 COMCAST CORP 5.7% 07/01/19	50,421	60,922
60,000 HP CO 2.2% 12/01/15	60,085	60,082
50,000 ORACEL CORP 5.75% 04/15/18	50,840	60,851
49,000 TIME WARNER 6.75% 07/01/18	52,891	61,210
51,000 CSX CORP 6.25% 04/01/15	54,111	57,108
53,000 KRAFT FOODS 4.125% 02/09/16	53,002	57,744
49,000 TARGET CORP 5.375% 05/01/17	47,922	57,679
51,000 WACHOVIA CORO 5.75% 06/15/17	44,283	60,403
49,000 MERRILL LYNCH CO 6.875% 04/25/18	48,822	59,067
57,000 AM EXPRESS CC 2.75%	57,855	59,758
57,000 BARCLAYS BK 3.9% 04/07/15	57,031	60,447
57,000 DUKE ENERGY 2.15% 11/15/2016	57,034	58,939
58,000 GOLDMAN SACHS 6% 05/01/14	58,579	61,727
54,000 PETROBRAS INTL 5.75% 01/20/20	53,952	61,471
53,000 CA INC 5.37% 12/01/19	53,705	60,359
58,000 GE CO 5.00%	58,160	58,221
58,000 TEVA PHARMA 1.7%	58,004	59,335
55,000 INTEL CORP 3.3%	54,793	58,320
59,000 SUNTRUST BANK 3.5%	59,013	63,361
56,000 TOYOTO MOTOR 3.4%	55,859	60,987

Name of Bond	End of Year Book Value	End of Year Fair Market Value
55,000 DIRECTV HDGS 3.55% 03/15/15	56,137	57,858
55,000 ANHAU-BUSCH 2.875%	55,216	58,250
55,000 PRUDENTIAL FINL 4.5% 11/15/20	54,636	61,411
60,000 CHEVRON CORP	60,223	60,419
88,000 RBC	88,004	88,211
48,000 CISCO SYSTEMS INC	55,070	54,866
114,000 IBM BD	117,655	118,477
118,000 BHP BILLITON FINL	117,899	118,874

TY 2012 Investments Corporate Stock Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO - - 1,500 SHS	113,232	139,275
ALLERGAN INC - - 2,000 SHS	110,860	183,460
ALTRIA GROUP -- 1,000	5,817	31,440
AMERICAN EXPRESS -- 3,000	23,064	172,440
APACHE CORP. - 1,500	83,324	117,750
BARRICK GOLD CORP -- 1,000	22,850	35,010
BLACK WARRIOR COAL CO -- 250	86,345	23,549
BLACKROCK INC - 400	73,475	82,684
BRISTOL MYERS SQUIBB -- 2,000	31,111	65,180
BROADCOM CORP - 3,500	123,449	116,235
CHEVRONTEXACO INC -- 2,000	119,119	216,280
CISCO SYS INC. - 6,500	106,815	127,722
COCA COLA CO -- 4,000	43,750	145,000
CONOCO/PHILLIPS -- 1,500	11,681	86,985
COSTCO WHSL -- 1,000	54,464	98,730
CVS/CAREMARK CORP - 3,000	94,200	145,050
DOMINION RES INC -- 2,000	24,920	103,600
DU PONT EI DE NEMOURS -- 1,000	24,995	44,979
DUKE ENERGY CORP. - 833	35,570	53,145
EMC CORP. MASS. - - 2,900	37,377	73,370
EMERSON ELECTRIC - 1,500	88,978	79,440
EXXON MOBIL CORP -- 2,500	39,102	216,375
FREEPORT-MCMORAN - - 2,000 SHS	61,590	68,400
GENERAL ELECTRIC CO-- 7,000	129,691	146,930
GOOGLE INC - 105	63,258	74,275
INTEL CORP -- 6,000	22,969	123,720
JOHNSON & JOHNSON -- 2,500	28,066	175,250
JP MORGAN CHASE & CO -- 3,500	66,946	153,892
JUNIPER NETWORKS INC - 4,200	102,912	82,614
LABORATORY CORP OF AMER - 1500	117,712	129,930

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK & CO-- 3,000	103,709	122,820
MONSANTO CO - 1,300	94,298	123,045
NEMONT MINING CORP. - 2,000	56,560	92,880
NEXTRA ENERGY INC-- 1,000	53,196	69,190
NORTHROP GRUMMAN -- 1,500	46,468	101,370
NUCOR CORP --2,000	107,130	86,320
ORACLE CORP - 5,000	95,674	166,600
PEPSICO INC. - 2,000	86,740	136,860
PFIZER -- 2,000	7,386	50,159
PHILLIP MORRIS IMTL INC - 2,400	61,877	200,736
PRAXAIR INC - 700	64,246	76,615
PROCTER & GAMBLE -- 2,500	31,379	169,725
PRUDENTIAL FINL INC - 2,000	97,120	106,660
QUALCOMM INC - - 2,500	105,595	154,649
RAYTHEON -- 1,500	47,231	86,340
SCHLUMBERGER LTD -- 2,000	27,955	138,597
SOUTHERN CO -- 4,000	107,789	171,240
STRYKER CORP - - 2,500 SHS	156,012	137,050
TEXAS INSTRS. - 4,000	139,360	123,560
THERMO FISHER INC - 3,000	127,634	191,340
TRAVELERS CO - 3,000	143,480	215,460
UNION PACIFIC -- 1,500	28,480	188,580
UNITED TECH CORP - - 1,000 SHS	64,499	82,010
VERIZON COMMUNICATIONS -- 4,000	84,172	173,080
VISA INC-- 1,400	118,011	212,212
ZIMMER HOLDINGS - 1,000	7,881	66,660
JOHNSON CONTROLS, INC -5,000	162,373	153,350
LOWE'S CO. - 4,300	140,217	152,736
MCDONALDS CORP - 1,500	139,398	132,315
TARGET CORP - 2,500	146,159	147,925

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HJ HEINZ CO - 3,000	160,450	173,040
ANADARKO PETROLEUM - 1,800	125,606	133,758
OCCIDENTAL PETROLEUM - 1,500	152,279	114,915
METLIFE INC - 3,800	144,134	125,172
WELLS FARGO CO - 4,000	136,350	136,720
BAXTER INTL INC - 1,700	100,821	113,322
DANAHER CORP - 2,500	137,585	139,750
APPLE INC - 385	202,389	204,887
ACCENTURE PLC - 2,000	137,971	133,000
XCEL ENERGY INC - 2,300	60,502	61,433

TY 2012 Investments Government Obligations Schedule

Name:	CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE
EIN:	63-6181261
US Government Securities - End of Year Book Value:	976,347
US Government Securities - End of Year Fair Market Value:	1,008,646
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 Investments - Other Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE
EIN: 63-6181261

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
281000 FNMA	AT COST	309,637	321,562
62882 FHLMC	AT COST	68,355	67,979
149,000 FNMA	AT COST	150,826	150,788
43,580 FHLMC	AT COST	46,869	46,848
67,754 FNMA	AT COST	71,184	72,594
3,878 FNMA	AT COST	4,129	4,215
40,116 FNMA	AT COST	42,674	44,201
98,718 FNMA 6%	AT COST	108,960	109,668
22,428 FNMA 5%	AT COST	23,865	24,374
65,567 FNMA 5%	AT COST	70,720	71,571
208,937 FNMA 6%	AT COST	214,912	228,747
15,331 FNMA 6%	AT COST	27,524	27,911
25,917 FNMA 6%	AT COST	27,756	28,941
40,745 FNMA 6%	AT COST	43,305	45,907
5,010 FNMA 6%	AT COST	5,467	5,485
24,697 FNMA 6%	AT COST	26,221	27,039
31,781 FNMA 5.5%	AT COST	34,631	34,928
14,061 FNMA 5%	AT COST	14,201	15,225
63,271 FHLMC 4%	AT COST	66,949	66,891
41,169 FHLMC 4%	AT COST	43,600	44,014
AMER EUROPACIFIC GRTH FD - 17,550	AT COST	610,000	722,164
ARTISAN MID CAP VALUE FD - 14,675	AT COST	207,000	305,089
ARTISAN SMALL CAP VALUE FD - 19,066	AT COST	247,000	292,663
BUFFALO SMALL CAP FD - 11,388	AT COST	227,000	320,808
HIGH MARK MID CAP FD - 13,650	AT COST	325,000	328,958
ISHARES RUSSELL 1000 FD-- 4,000	AT COST	244,640	291,280
MFS RESH INTL FD - 4366.812	AT COST	50,000	68,777
THORNBURG INTL VALUE FD - 25213	AT COST	605,000	708,221
VIRTUS EMERGING MKTS FD - 5,030	AT COST	50,000	51,861
35,069 FHLMC 4.5%	AT COST	37,217	37,632

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
73,563 FHLMC 3.5%	AT COST	76,943	77,358
225, 000 FHLMC 2.875%	AT COST	237,617	237,062
39,017 FNMA 4%	AT COST	41,266	41,855
14,676 FNMA 6%	AT COST	15,969	16,192
45,686 FNMA 4.5%	AT COST	49,141	49,407
64,998 FNMA 3.5%	AT COST	67,435	68,991
REGIONS SE TIMBER FD - 3,025	AT COST	302,500	302,500

TY 2012 Legal Fees Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,378	0		1,378

TY 2012 Other Decreases Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Description	Amount
BOOK/TAX TIMING DIFFERENCE	941
PARTNERSHIP LOSS NOT ON BOOKS	259

TY 2012 Other Expenses Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
D & O INSURANCE	3,175	0		3,175
POSTAGE	20	0		20
COMMUNITY FDN DUES	100	0		100
PENALTIES	16	0		0

TY 2012 Taxes Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN WITHHOLDING TAXES	3,612	3,612		0
EXCISE TAX PAYMENTS	15,742	0		0