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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Allyrae Wallace Educational Trust		A Employer identification number 63-6192432
Number and street (or P O box number if mail is not delivered to street address) P.O. Box 433	Room/suite	B Telephone number (see instructions) 334-682-4155
City or town, state, and ZIP code Camden AL 36726		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return, <input type="checkbox"/> Initial return of a former public charity, <input type="checkbox"/> Final return, <input type="checkbox"/> Amended return, <input type="checkbox"/> Address change, <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,973,485	J Accounting method: <input type="checkbox"/> Cash, <input checked="" type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	46,667	46,667		
	4 Dividends and interest from securities				
	5a Gross rents	39,001	39,001		
	b Net rental income or (loss) 30,354				
	6a Net gain or (loss) from sale of assets not on line 10	176,010			
	b Gross sales price for all assets on line 6a 441,010				
	7 Capital gain net income (from Part IV, line 2)		176,010		
	8 Net short-term capital gain			0	
	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	261,678	261,678	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	84,000	42,000		42,000
	14 Other employee salaries and wages	5,748	2,874		2,874
	15 Pension plans, employee benefits	1,075	537		538
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) Stmt 1	4,150	4,150		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion Stmt 2	1,295	1,295		
	20 Occupancy	8,773	8,773		
	21 Travel, conferences, and meetings	1,059	1,059		
	22 Printing and publications	739			739
	23 Other expenses (att sch) Stmt 3	19,403	14,058		5,345
	24 Total operating and administrative expenses. Add lines 13 through 23	126,242	74,746	0	51,496
	25 Contributions, gifts, grants paid	390,731			390,731
26 Total expenses and disbursements. Add lines 24 and 25	516,973	74,746	0	442,227	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-255,295				
b Net investment income (if negative, enter -0-)		186,932			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

ENVELOPE POSTMARK DATE NOV 15 2013

SCANNED NOV 27 2013

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash – non-interest-bearing		9,181	42,503	42,503
	2	Savings and temporary cash investments		144,636	259,620	259,620
	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 (att schedule) ▶ See Wrk	166,841			
		Less allowance for doubtful accounts ▶	0	304,147	166,841	166,841
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule) Stmt 4		1,338,558	1,073,558	1,198,939
	b	Investments – corporate stock (attach schedule)				
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis ▶	6,027,629				
	Less accumulated depreciation (attach sch) ▶ Stmt 5	4,967,849	1,061,075	1,059,780	4,305,582	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		2,857,597	2,602,302	5,973,485	
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. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		2,857,597	2,602,302	
30	Total net assets or fund balances (see instructions)		2,857,597	2,602,302		
31	Total liabilities and net assets/fund balances (see instructions)		2,857,597	2,602,302		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,857,597
2	Enter amount from Part I, line 27a	2	-255,295
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,602,302
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,602,302

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 Fed Natl Mtg Asso Bonds		P	08/11/07	12/15/12
b Timber		P	02/15/91	06/01/12
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 251,125		265,000	-13,875	
b 189,885			189,885	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				-13,875
b				189,885
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		2 176,010
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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,739
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	3,739
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	3,739
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,916
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	8,916
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,177
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 5,177 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
b	N/A	
5		X
6	X	
7	X	
8a		
b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► None	X		
14	The books are in care of ► Bruce Owens, Jr CPA P O Box 638 Located at ► Camden AL ZIP+4 ► 36726 Telephone no ► 334-682-4173			
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	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►			X

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes 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? **N/A** **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
R. J. Browder P.O. Box 638 Camden AL 36726	Trustee 19.00	42,000	0	0
Haas Strother P.O. Box 638 Camden AL 36726	Trustee 20.00	42,000	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		▶

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 The foundation awards cash scholarships to Wilcox County residents to attend college or vocational schools. The foundation awarded over 350 scholarships this year.	500,432
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,271,971
b	Average of monthly cash balances	1b	302,123
c	Fair market value of all other assets (see instructions)	1c	4,472,423
d	Total (add lines 1a, b, and c)	1d	6,046,517
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	6,046,517
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	90,698
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,955,819
6	Minimum investment return. Enter 5% of line 5	6	297,791

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	297,791
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,739
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,739
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	294,052
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	294,052
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	294,052

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	442,227
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	442,227
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	442,227

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				294,052
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010			96,178	
e From 2011			173,100	
f Total of lines 3a through e	269,278			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 442,227				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				294,052
e Remaining amount distributed out of corpus	148,175			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	417,453			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	417,453			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010			96,178	
d Excess from 2011			173,100	
e Excess from 2012			148,175	

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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
Haas Strother 334-682-4155
P O Box 433 Camden AL 36726

b The form in which applications should be submitted and information and materials they should include
Scholarship application and grade transcripts.

c Any submission deadlines
February 1

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
See Statement 6

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 7				390,731
Total				390,731
b Approved for future payment N/A				
Total				3b

Form **4562**

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2012

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment Sequence No **179**

Name(s) shown on return

Allyrae Wallace Educational Trust

Identifying number

63-6192432

Business or activity to which this form relates

Land Rental

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	▶ 13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	1,295
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	▶ <input type="checkbox"/>	

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	1,295
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2012)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Professional Fees	\$ 4,150	\$ 4,150	\$	\$
Total	\$ 4,150	\$ 4,150	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 19 - Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Houses (2)	4/15/95	\$ 30,825	\$ 18,729	S/L	27.5	\$ 1,120	\$ 1,120	\$
Sheds	4/15/95	4,798	2,915	S/L	27.5	175	175	\$
Total		\$ 35,623	\$ 21,644			\$ 1,295	\$ 1,295	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Bank Charges	30			30
Interview Expense	5,315			5,315
Timber Management Expense	14,058	14,058		
Total	\$ 19,403	\$ 14,058	\$ 0	\$ 5,345

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FNMA 5-04-22	\$ 265,000		Market	\$ 500,000
Pacific Life 120979	500,000	500,000	Market	338,316
FHL 6-16-20	300,000	300,000	Market	134,853
CS First BOS 7-27-35	72,831	72,831	Market	225,770
Mun Bd - Scottsboro Al 11/1/30	200,727	200,727	Market	
Total	\$ 1,338,558	\$ 1,073,558		\$ 1,198,939

Statement 5 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
Camphouse	\$ 35,623	\$ 35,623	\$	\$ 35,623
Timber	4,944,910	4,944,910	4,944,910	1,006,660
Less: Timber Depletion			22,939	-303,040
Accumulated Depreciation	1,047,096	1,047,096		22,939
Land	6,027,629	6,027,629		3,543,400
Total	\$ 6,027,629	\$ 6,027,629	\$ 4,967,849	\$ 4,305,582

Federal Statements**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
None	\$ _____
Total	\$ <u>0</u>

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
None	\$ _____
Total	\$ <u>0</u>

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
Scholarship application and grade transcripts.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
February 1

Statement 6 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
Only that the applicant be a resident of Wilcox County and making progress towards a college degree.

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name		Address		Relationship	Status	Purpose	Amount
Alabama A & M University	Normal AL 35762	P.O. Box 907	Public	None	Educational Scholarship	23,650	
Alabama Southern	Monroeville AL 36460	P.O. Box 2000	Public	None	Educational Scholarship	15,250	
Alabama State University	Montgomery AL 36101	P.O. Box 271	Public	None	Educational Scholarship	38,250	
Ashford University	San Diego CA 92128	135 Evening Creek Drive	Public	None	Educational Scholarship	5,250	
Athens State University	Athens AL 35611	300 North Beatty Street	Public	None	Educational Scholarship	2,100	
Auburn University	Auburn AL 36849	115 Quad Center	Public	None	Educational Scholarship	37,950	
Auburn University at Montgomery	Montgomery AL 36124	P.O. Box 244023	Public	None	Educational Scholarship	20,845	
Austin Peavy University	Clarkesville TN 37044	601 College Street	Public	None	Educational Scholarship	2,100	
Birmingham Southern University	Birmingham AL 35254	P.O. Box 549016	Public	None	Educational Scholarship	1,050	
Bishop State Community College	Mobile AL 36603	351 N. Broad Street	Public	None	Educational Scholarship	1,000	
Calhoun Community College	Decatur AL 35609	P.O. Box 2216	Public	None	Educational Scholarship	500	
Capella University	Minn MN 55402	225 South Sixth Street	Public	None	Educational Scholarship	750	
Columbia Southern University	Orange Beach AL 36561	21982 University Lane	Public	None	Educational Scholarship	2,025	
Concordia College	Selma AL 36701	1804 Green Street	Public	None	Educational Scholarship	17,100	
Cumberland Law School	Birmingham AL 35229	800 Lakeshore Drive	Public	None	Educational Scholarship	750	
Faulkner State Community College	Bay Minette AL 36507	1900 Hwy. 31 South	Public	None	Educational Scholarship	2,000	
Florida Institute of Ultra Sound	Pensacola FL 32514	8800 University Parkway	Public	None	Educational Scholarship	500	

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Name	Address	Relationship	Status				
Fortis College	Montgomery AL 36109	None	3376 Atlanta Hwy. Public	Educational Scholarship	1,000		
Georgia State University	Atlanta GA 30332	None	P.O. Box 4040 Public	Educational Scholarship	750		
Grupton Jones College	Decatur GA 30035	None	5141 Snapfinger Woods Dr. Public	Educational Scholarship	500		
Herzing University	Birmingham AL 35209	None	280 West Valley Avenue Public	Educational Scholarship	500		
Huntingdon College	Montgomery AL 36106	None	1500 E. Fairview Avenue Public	Educational Scholarship	1,050		
Intl Carrer Deve College	Seattle WA 98105	None	4530 Union Bay PI NE Public	Educational Scholarship	500		
Jacksonville State University	Jacksonville AL 36265	None	700 Pelham Road N Public	Educational Scholarship	4,725		
Kaplan University	Ft. Lauderdale FL 33309	None	6301 Kaplan Univ. Ave. Public	Educational Scholarship	450		
Lawson State Community College	Birmingham AL 35221	None	3060 Wilson Road SW Public	Educational Scholarship	4,500		
Life University	Marietta GA 30060	None	1269 Barclay Circle Public	Educational Scholarship	1,050		
Marion Military Institute	Marion AL 36756	None	1101 Washington Street Public	Educational Scholarship	500		
Medical University of S.C.	Charleston SC 29425	None	169 Ashley Avenue Public	Educational Scholarship	1,500		
Mississippi College	Clinton MS 39058	None	P.O. Box 4051 Public	Educational Scholarship	1,500		
Prince Institute	Montgomery AL 36117	None	7735 Atlanta Highway Public	Educational Scholarship	2,100		
Selma University	Selma AL 36701	None	1501 Lapsley Street Public	Educational Scholarship	750		
Shelton State Community College	Tuscaloosa AL 35405	None	9500 Old Greensboro Rd. Public	Educational Scholarship	2,832		
Southern Baptist Theological	Louisville KY 40280	None	2825 Lexington Road Public	Educational Scholarship	1,500		

Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
Southern Union State Comm College	Wadley AL 36276	None	P.O. Box 1000	Public	Educational Scholarship	3,250	
Spring Hill College	Mobile AL 36608	None	4000 Dauphin Street	Public	Educational Scholarship	2,100	
Stillman College	Tuscaloosa AL 35403	None	3601 Stillman Blvd.	Public	Educational Scholarship	8,400	
Talladega College	Talladega AL 35160	None	627 West Battle Street	Public	Educational Scholarship	6,300	
Trenholm State Technical College	Montgomery AL 36108	None	P.O. Box 10048	Public	Educational Scholarship	500	
Troy University	Troy AL 36082	None	155 Adams ADM Bldg.	Public	Educational Scholarship	28,725	
Tuskegee University	Tuskegee AL 36088	None	Carregie Hall 2nd Floor	Public	Educational Scholarship	12,600	
University of Alabama	Tuscaloosa AL 35487	None	P.O. Box 870120	Public	Educational Scholarship	45,000	
University of Alabama at Birmingham	Birmingham AL 35294	None	1720 2nd Ave. South	Public	Educational Scholarship	3,150	
University of Alabama at Huntsville	Huntsville AL 35899	None	212 University Center	Public	Educational Scholarship	3,150	
University of Mobile	Mobile AL 36613	None	5735 College Parkway	Public	Educational Scholarship	1,050	
University of Montevallo	Montevallo AL 35115	None	Stattion 6001	Public	Educational Scholarship	2,100	
University of South Alabama	Mobile AL 36688	None	307 University Blvd.	Public	Educational Scholarship	16,800	
University of West Alabama	Livingston AL 35470	None	Station 2	Public	Educational Scholarship	47,925	
Vanderbilt University	Nashville AL 37203	None	2309 West end Ave.	Public	Educational Scholarship	2,100	
Victoria College	Victoria TX 77901	None	2200 E. Red River	Public	Educational Scholarship	750	
Wallace Community College	Andalusia AL 36420	None	P.O. Box 1418	Public	Educational Scholarship	10,054	

99502012II Allyrae Wallace Educational Trust
63-6192432
FYE: 12/31/2012

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Federal Statements

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
Total					390,731