Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation CHARLES M. & JOAN R. TAYLOR FOUNDATION, INC.
C/O REGIONS BANK

A Employer identification number
71-0799820

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

B Telephone number (see instructions)
(501) 371-6714

City or town, state, and ZIP code
LITTLE ROCK, AR 72201

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)* ▶ $ 20,616,793.

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))*

		(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)	266,635.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,250.	5,250.		ATCH 1
	4 Dividends and interest from securities	566,864.	566,864.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	384,670.			
	b Gross sales price for all assets on line 6a 10,385,742.				
	7 Capital gain net income (from Part IV, line 2)		384,670.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,223,419.	956,784.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	70,122.	70,122.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	28,599.	3,599.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	7,607.			2,204.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	106,328.	73,721.		2,204.
	25 Contributions, gifts, grants paid	125,000.			125,000.
	26 Total expenses and disbursements Add lines 24 and 25	231,328.	73,721.		127,204.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	992,091.			
	b **Net investment income** (if negative, enter -0-)		883,063.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 1 5 2013
OGDEN, UT

SCANNED NOV 22 2013

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	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	159,510.	512,082.	512,082.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	4,180,595.	4,418,629.	4,550,489.
	b	Investments - corporate stock (attach schedule)	8,819,063.	8,715,141.	10,449,133.
	c	Investments - corporate bonds (attach schedule)	4,301,595.	4,754,660.	5,002,218.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 6)	50,529.	102,871.	102,871.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	17,511,292.	18,503,383.	20,616,793.
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	17,511,292.	18,503,383.	
	30	**Total net assets or fund balances** (see instructions)	17,511,292.	18,503,383.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	17,511,292.	18,503,383.	

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	17,511,292.
2	Enter amount from Part I, line 27a	2	992,091.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,503,383.
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	18,503,383.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	384,735.
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	0

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	533,720.	19,182,325.	0.027824
2010	1,554,299.	18,956,545.	0.081993
2009	1,848,248.	17,781,683.	0.103941
2008	1,156,726.	20,888,144.	0.055377
2007	1,104,625.	24,275,936.	0.045503

2 **Total** of line 1, column (d)	2	0.314638
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	0.062928
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19,869,777.
5 Multiply line 4 by line 3	5	1,250,365.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,831.
7 Add lines 5 and 6	7	1,259,196.
8 Enter qualifying distributions from Part XII, line 4	8	127,204.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	17,661.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	17,661.
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	17,661.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,824.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,500.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	22,324.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	35.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,628.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,628. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AR,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ MS. KAREN NARRELL Telephone no ▶ (501)371-6714			
	Located at ▶ REGIONS BANK LITTLE ROCK, AR ZIP+4 ▶ 72201			
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** — No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT ATTACHED		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 ▶

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
ATCH 7		70,122.
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 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	19,305,760.
b	Average of monthly cash balances	1b	866,602.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	20,172,362.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,172,362.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	302,585.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,869,777.
6	**Minimum investment return.** Enter 5% of line 5	6	993,489.

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	993,489.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,661.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	17,661.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	975,828.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	975,828.
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	975,828.

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	127,204.
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	127,204.
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	127,204.

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				975,828.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010 163,596.				
e	From 2011				
f	**Total** of lines 3a through e	163,596.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 127,204.				
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				127,204.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	163,596.			163,596.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				685,028.
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	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) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(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))

NOT APPLICABLE

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 ▶ [X] 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
ATCH 8				
Total . . . . ▶ **3a**				125,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,250.	
4 Dividends and interest from securities			14	566,864.	
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	384,670.	
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)				956,784.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 956,784.

(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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Sam Hopkins — 11/14/13 — Vice President

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Mary V. Joyce	Mary V. Joyce	11/11/13		P00047157

Firm's name ▶ FRIEDMAN & HUEY ASSOC. LLP — Firm's EIN ▶ 36-3382360

Firm's address ▶ 1313 WEST 175TH STREET HOMEWOOD, IL 60430 — Phone no 708-799-6800

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
CHARLES M. & JOAN R. TAYLOR FOUNDATION, INC. C/O REGIONS BANK	71-0799820

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization CHARLES M. & JOAN R. TAYLOR FOUNDATION, INC.
C/O REGIONS BANK

Employer identification number 71-0799820

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES M TAYLOR IRREVOCABLE TRUST 400 WEST CAPITOL LITTLE ROCK, AR 72201	$ 266,635.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
CHARLES M. & JOAN R. TAYLOR FOUNDATION, INC. C/O REGIONS BANK	71-0799820

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization CHARLES M. & JOAN R. TAYLOR FOUNDATION, INC. C/O REGIONS BANK

Employer identification number 71-0799820

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REGIONS BANK		5,250.	5,250.
	TOTAL	5,250.	5,250.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REGIONS BANK	575,347.	575,347.
LESS: ACCRUED INTEREST	-8,483.	-8,483.
TOTAL	566,864.	566,864.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REGIONS MORGAN KEEGAN BANK	70,122.	70,122.
TOTALS	70,122.	70,122.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	25,000.	
FOREIGN TAXES	3,599.	3,599.
TOTALS	28,599.	3,599.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
DIRECTORS LIABILITY INSURANCE	2,146.	2,146.
POSTAGE	58.	58.
MISCELLANEOUS EXPENSE	5,403.	
TOTALS	7,607.	2,204.

THE CHARLES M & JOAN R TAYLOR FOUNDATION
FORM 990 - PF
YEAR ENDED DECEMBER 31, 2012
PART II, LINE 10a - GOVERNMENT OBLIGATIONS -
U S AND INSTRUMENTALITIES

SHARES / PRINCIPAL BGINNING OF YEAR	SHARES / PRINCIPAL END OF YEAR	DESCRIPTION			BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	END OF YEAR FAIR MARKET VALUE
-	26,926	FD HM LN MTG POOL #A87580	5 000%	7/1/2039	-	29,013	28,974
-	67,272	FD HM LN MTG POOL #A95147	4 000%	11/1/2040	-	72,212	73,351
-	31,204	FD HM LN MTG POOL #G01853	4 500%	8/1/2035	-	33,457	33,543
-	57,817	FD HM LN MTG POOL #G05408	5 000%	12/1/2036	-	62,650	62,432
-	53,332	FD HM LN MTG POOL #G05937	4 500%	8/1/2040	-	56,865	57,430
-	80,631	FD NATL MTG ASSN POOL #254545	5 000%	12/1/2017	-	85,835	87,625
123,588	-	FD NATL MTG ASSN POOL #254545	5 000%	12/2/2021	131,563	-	-
-	175,511	FD NATL MTG ASSN POOL #254693	5 500%	4/1/2033	-	184,890	192,892
265,809	-	FD NATL MTG ASSN POOL #254693	5 500%	4/2/2037	280,013	-	-
-	144,114	FD NATL MTG ASSN POOL #725424	5 500%	4/1/2034	-	157,535	158,386
-	57,116	FD NATL MTG ASSN POOL #725544	5 500%	12/1/2017	-	61,284	61,343
88,890	-	FD NATL MTG ASSN POOL #725544	5 500%	12/2/2021	95,376	-	-
-	80,817	FD NATL MTG ASSN POOL #735580	5 000%	6/1/2035	-	87,169	88,217
126,009	-	FD NATL MTG ASSN POOL #735580	5 000%	6/2/2039	135,912	-	-
-	58,989	FD NATL MTG ASSN POOL #735912	5 500%	10/1/2035	-	62,123	64,528
94,243	-	FD NATL MTG ASSN POOL #735912	5 500%	10/2/2039	99,249	-	-
-	71,529	FD NATL MTG ASSN POOL #735997	5 500%	11/1/2035	-	78,942	78,035
-	84,741	FD NATL MTG ASSN POOL #745275	5 000%	2/1/2036	-	91,918	95,936
-	15,107	FD NATL MTG ASSN POOL #745950	6 000%	11/1/2036	-	16,148	16,539
23,520	-	FD NATL MTG ASSN POOL #745950	6 000%	11/2/2040	25,141	-	-
-	24,611	FD NATL MTG ASSN POOL #845126	5 000%	12/1/2020	-	26,068	26,746
39,497	-	FD NATL MTG ASSN POOL #845126	5 000%	12/2/2024	41,836	-	-
-	345,213	FD NATL MTG ASSN POOL #928480	6 000%	7/1/2037	-	366,896	388,947
504,477	-	FD NATL MTG ASSN POOL #928480	6 000%	7/2/2041	536,164	-	-
-	40,542	FD NATL MTG ASSN POOL #950796	6 000%	10/1/2037	-	43,045	44,386
70,810	-	FD NATL MTG ASSN POOL #950796	6 000%	10/2/2041	75,181	-	-
-	32,535	FD NATL MTG ASSN POOL #993733	5 500%	9/1/2023	-	34,822	35,187
43,380	-	FD NATL MTG ASSN POOL #993733	5 500%	9/2/2027	46,430	-	-
-	11,773	FD NATL MTG ASSN POOL #995018	5 500%	6/1/2038	-	12,505	12,806
20,853	-	FD NATL MTG ASSN POOL #995018	5 500%	6/2/2042	22,150	-	-
-	42,174	FD NATL MTG ASSN POOL #995234	5 000%	7/1/2019	-	45,508	45,832
-	56,917	FD NATL MTG ASSN POOL #AA7236	4 000%	6/1/2039	-	60,199	61,058
-	43,515	FD NATL MTG ASSN POOL #AD6432	4 500%	6/1/2040	-	46,357	47,157
-	20,631	FD NATL MTG ASSN POOL #AE0375	4 000%	7/1/2025	-	21,814	22,099
-	26,304	FD NATL MTG ASSN POOL #AE0949	4 000%	2/1/2041	-	28,260	28,226
-	80,491	FD NATL MTG ASSN POOL #AE3066	3 500%	9/1/2025	-	83,510	85,436
123,799	-	FD NATL MTG ASSN POOL #AE3066	3 500%	9/2/2029	128,442	-	-
-	66,691	FD NATL MTG ASSN POOL #AE7731	4 500%	11/1/2040	-	72,277	72,273
-	65,309	FD NATL MTG ASSN POOL #AH3431	3 500%	1/1/2026	-	69,360	69,321
-	82,423	FD NATL MTG ASSN POOL #AH6827	4 000%	3/1/2026	-	86,596	88,311
123,883	-	FD NATL MTG ASSN POOL #AH6827	4 000%	3/2/2030	130,154	-	-
-	22,798	FD NATL MTG ASSN POOL #AJ9355	3 000%	1/1/2027	-	24,070	24,081
-	7,577	FD NATL MTG ASSN POOL #AL0065	4 500%	4/1/2041	-	8,069	8,211
-	49,626	FD NATL MTG ASSN POOL #AL0393	4 500%	6/1/2041	-	52,790	54,679
66,547	-	FD NATL MTG ASSN POOL #AL0393	4 500%	6/2/2045	69,946	-	-
-	24,642	FD NATL MTG ASSN POOL #MA0648	3 500%	2/1/2026	-	25,851	26,156
-	65,015	FD NATL MTG ASSN POOL #MA1062	3 000%	5/1/2027	-	68,083	68,715
-	273,000	FEDERAL NATL MORTGAGE ASSN	2 875%	2/9/2015	-	291,264	287,636
136,000	166,000	FEDERAL NATL MORTGAGE ASSN	5 000%	3/15/2016	150,202	185,007	189,962
-	252,480	U S TREAS INFLATION IDX	0 625%	7/15/2021	-	267,191	286,999
-	-	U S TREAS INFLATION IDX	1 375%	7/16/2022	-	-	-
234,088	-	U S TREAS INFLATION IDX	0 625%	7/16/2022	246,232	-	-
-	787,000	UNITED STATES TREASURY	1 375%	11/30/2010	-	811,272	810,122
-	-	UNITED STATES TREASURY	0 750%	12/1/2015	-	-	-
1,392,000	-	UNITED STATES TREASURY	0 750%	6/1/2016	1,396,860	-	-
154,000	-	UNITED STATES TREASURY	0 750%	8/16/2017	153,615	-	-
-	349,000	UNITED STATES TREASURY	2 625%	11/15/2020	-	356,797	383,028
-	198,000	UNITED STATES TREASURY	6 250%	8/15/2023	-	250,976	283,883
220,000	-	UNITED STATES TREASURY	2 625%	11/16/2024	212,585	-	-
166,000	-	UNITED STATES TREASURY	6 250%	8/16/2027	203,543	-	-
-	-	UNITED STATES TREASURY	5 375%	2/16/2035	-	-	-
TOTAL					4,180,596	4,418,629	4,550,489

THE CHARLES M & JOAN R TAYLOR FOUNDATION
FORM 990 - PF
YEAR ENDED DECEMBER 31, 2012
PART II, LINE 10b - INVESTMENTS IN
CORPORATE STOCKS

SHARES / PRINCIPAL BEGINNING OF YEAR	END OF YEAR	DESCRIPTION	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	END OF YEAR FAIR MARKET VALUE
1,570	1,655	3M CO	110,565	120,050	153,667
-	2,220	ACCENTRUE PLC - CL A	-	153,970	147,630
1,660	1,630	ALLERGAN INC	84,973	86,675	149,520
2,970	2,650	AMERICAN EXPRESS CO	49,565	47,430	152,322
-	2,060	ANADARKO PETROLEUM CORP	-	143,227	153,079
1,580	1,860	APACHE CORPORATION	168,086	189,584	146 010
-	400	APPLE INC	-	221,768	212,869
4,430		AUTO DESK INC	136,901		
-	2,290	BAXTER INTERNATIONAL INC	-	134,752	152,651
830	390	BLACKROCK INC	158,414	73,836	80,617
2,100	1,925	BOEING CO	77,589	71,123	145,068
4,910	4,760	BROADCOM CORP CL A	163,806	157,028	158,080
1,600		CATERPILLAR INC	82,742		
1,400	2,075	CHEVRON CORP	112,884	191,514	224,391
7,680	8,655	CISCO SYSTEMS INC	167,882	184,343	170,066
2,000	4,280	COCA COLA CO	81,625	92,941	155,150
3,700	3,180	CVS/CAREMARK CORP	64,147	48,234	153,753
-	2,815	DANAHER CORP DEL	-	154,560	157,359
6,220	3,030	EMC CORP MASS	85,028	37,771	76,659
2,180	1,450	EMERSON ELECTRIC CO	131,629	81,969	76,792
1,740	1,685	EXXON MOBIL CORP	48,009	45,691	145,837
7,280	6,950	GENERAL ELECTRIC	134,879	129,781	145,881
1,530		GOLDMAN SACHS GROUP INC	167,181		
220	115	GOOGLE INC	138,181	71,016	81,349
4,430		HALLIBURTON CO	86,655		
4,090		HASBRO INC	152 360		
-	2,540	HEINZ H J CO	-	135,720	146,507
5,970	7,020	INTEL CORP	100,046	124,499	144,752
17,400	18,320	ISHARES MSCI EAFE INDEX FUND	1,024,949	1,056,842	1,041,675
6,270	3,350	ISHARES MSCI EMERGING MKT IN	262,847	134,674	148,573
12,300	9,960	ISHARES S&P MIDCAP 400	923,497	743,343	1,012,932
6,700	4,670	ISHARES SMALL-CAP 600 INDEX	376,450	257,097	364,727
4,340	3,600	J P MORGAN CHASE & CO	137,404	108,202	158,289
-	5,690	JOHNSON CTLS INC	-	182,937	174,512
2,190	2,110	JOHNSON & JOHNSON	118,654	115,607	147,911
7,550	4,130	JUNIPER NETWORKS	160,471	72,719	81,237
1,690	1,730	LABORATORY CORP AMER HLDGS COM	130,888	135,252	149,853
-	4,610	LOWE'S COMPANIES, INC	-	144,061	163,747
5,010		MATTEL INC	115,011		
-	1,730	MCDONALDS CORP	-	159,178	152,603
3,270		MCGRAW HILL INC	112,840		
3,849	3,349	MERCK & CO INC NEW	140,344	122,724	137,108
-	4,540	METLIFE INC	-	168,652	149,548
2,050	1,695	MONSANTO CO NEW	148,109	122,518	160,432
2,410	2,185	NEXTERA ENERGY, INC	132,824	121,079	151,180
2,000		NORFOLK SOUTHERN CORP	121,634		
1,570	1,905	OCCIDENTAL PETE CORP	139,801	167,129	145,942
4,760	4,795	ORACLE CORPORATION	81,529	87,634	159,769
620	2,140	PEPSICO INC	29,815	135,004	146,440
1,850	2,580	PHILIP MORRIS INTL INC	70,777	153,666	215,791
1,350	1,355	PRAXAIR INC	133,278	134,635	148,305
2,140	2,185	PROCTER & GAMBLE CO	131,967	134,068	148,340
2,900	2,765	PRUDENTIAL FINL INC	85,979	88,160	147,457
2,640	2,385	QUALCOMM INC	95,420	88,944	147,535
2,100	2,140	SCHLUMBERGER LTD	124,362	125,476	148,299
9,920		STAPLES INC	195,518		
3,480		STATE STREET CORP	143,421		
3,010	2,805	STRYKER CORP	147,830	132,808	153,770
-	2,365	TARGET CORP	-	138,544	139,937
3,280		TEVA PHARMACEUTICAL ADR	144,233		
4,870	4,935	TEXAS INSTRS INC	163,867	159,693	152,442
3,180	2,425	THERMO FISHER SCIENTIFIC INC	138,406	102,689	154,667
2,440	2,130	TRAVELERS COMPANIES, INC	106,100	92,676	152,977
1,780	970	UNITED TECHNOLOGIES CORP	88,439	51,310	79,550
3,630	3,450	VERIZON COMMUNICATIONS	120,894	114,201	149,282
1,440	1,030	VISA INC - CLASS A SHRS	125,378	89,680	156,127
4,080		WALGREEN CO	142,979		
-	6,770	WELLS FARGO & CO	-	230,894	231,399
-	5,495	XCEL ENERGY INC	-	145,561	146,771
TOTAL			8,819,063	8,715,141	10,449,133

THE CHARLES M & JOAN R TAYLOR FOUNDATION
FORM 990 - PF
YEAR ENDED DECEMBER 31, 2012
PART II, LINE 10c-CORPORATE BONDS

SHARES / PRINCIPAL BGINNING OF YEAR	SHARES / PRINCIPAL END OF YEAR	DESCRIPTION			BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	END OF YEAR FAIR MARKET VALUE
63,000	71,000	AFLAC INC	8 500%	5/15/2019	78,058	89,105	96,697
76,000	92,000	AMERICAN EXPRESS	2 750%	9/15/2015	77,531	94,219	96,451
74,000	91,000	ANHEUSER-BUSCH I	2 875%	2/15/2016	74,411	92,539	96,378
-	80,000	AT&T INC	5 600%	5/15/2018	-	87,737	96,502
65,000	-	AT&T INC	5 600%	5/16/2022	69,352	-	-
100,000	-	BANNER BANK WALL	2 850%	3/30/2012	100,000	-	-
77,000	91,000	BARCLAYS BANK PL	3 900%	4/7/2015	77,101	92,091	96,504
100,000	100,000	BEACON FED EAST S	3 000%	3/28/2013	100,000	100,000	100,000
-	192,000	BHP BILLITON FIN US	1 000%	2/24/2015	-	192,088	193,423
70,000	85,000	CA INC	5 375%	12/1/2019	71,263	88,811	96,801
57,000	69,000	CATERPILLAR INC	7 900%	12/15/2018	70,543	87,126	93,596
-	97,000	CHEVERON CORP	1 104%	12/5/2017	-	97,548	97,677
-	83,000	CISCO SYSTEMS INC	5 500%	2/22/2016	-	95,224	94,873
68,000	90,000	CITIGROUP INC	6 000%	12/13/2013	74,189	97,274	94,307
229,000	-	CITIGROUP INC FDIC	2 250%	12/10/2012	232,902	-	-
68,000	78,000	COMCAST CORP	5 700%	7/1/2019	72,205	85,153	95,038
143,000	181,000	CREDIT SUISSE NY	5 500%	5/1/2014	156,801	196,644	192,582
67,000	86,000	CSX CORP	6 250%	4/1/2015	74,986	96,594	96,299
64,000	-	CVS/CAREMARK COI	6 125%	9/15/2039	64,712	-	-
73,000	92,000	DIRECTGV HOLDGS/	3 550%	3/15/2015	75,651	95,709	96,780
77,000	94,000	DUKE ENERGY OCRI	2 150%	11/15/2016	77,060	94,672	97,198
-	83,000	GENERAL ELECTRIC	5 300%	2/11/2021	-	85,410	96,345
71,000	79,000	GENERAL ELECTRIC	5 875%	1/14/2038	73,350	83,392	95,294
72,000	-	GENERAL ELECTRIC	5 300%	2/11/2021	72,625	-	-
72,000	90,000	GOLDMAN SACHS GI	6 000%	5/1/2014	78,644	97,511	95,783
67,000	76,000	GOLDMAN SACHS GI	7 500%	2/15/2019	73,567	84,346	95,628
59,000	72,000	HESS CORP	8 125%	2/15/2019	71,196	88,679	94,760
67,000	99,000	HEWLETT-PARKARD	2 200%	12/1/2015	66,939	98,782	99,136
78,000	90,000	INTEL CORP	3 300%	10/1/2021	77,714	90,786	95,432
-	185,000	INTERNATIONAL BUS	1 950%	7/22/2016	-	191,794	192,265
-	500	ISHARES CORE TOTAL U S MARKET ETF			-	55,259	55,540
70,000	78,000	J P MORGAN CHASE	6 300%	4/23/2019	77,699	87,607	96,233
230,000	-	JOHN DEERE CAP CO	2 875%	6/19/2012	238,028	-	-
74,000	88,000	KRAFT FOODS INC	4 125%	2/9/2016	74,167	89,480	95,877
71,000	80,000	MERRILL LYNCH & C	6 875%	4/25/2018	75,724	85,578	96,436
83,000	86,000	MERRILL LYNCH & C	6 110%	1/29/2037	77,970	79,199	93,873
76,000	93,000	MORGAN STANLEY	4 200%	11/20/2014	79,501	96,612	97,035
77,000	85,000	MORGAN STANLEY	5 625%	9/23/2019	77,209	84,653	96,133
155,000	190,000	ONTARIO (PROVINCI	1 375%	1/27/2014	155,047	190,612	192,065
68,000	79,000	ORACLE CORP	5 750%	4/15/2018	75,405	89,445	96,144
143,000	166,000	PETROBRAS INTL FII	5 750%	1/20/2020	147,972	174,820	188,968
62,000	75,000	PFIZER INC	6 200%	3/15/2019	69,609	86,443	94,799
77,000	87,000	PRUDENTIAL FINANC	4 500%	11/15/2020	76,494	87,611	97,141
	144,000	ROYAL BANK OF CAI	1 200%	9/19/2017	-	144,097	144,346
77,000	89,000	SUNTRUST BKS INC	3 500%	1/20/2017	77,031	89,797	95,579
64,000	75,000	TALISMAN ENERGY I	7 750%	6/1/2019	76,051	90,196	96,667
69,000	82,000	TARGET CORP	5 375%	5/1/2017	75,267	90,924	96,524
76,000	-	TELEFONICA EMISIC	5 462%	2/16/2021	77,160	-	-
221,000	-	TENNESSEE VALLEY	6 790%	5/23/2012	250,173	-	-
78,000	95,000	TEVA PHARMA FIN IV	1 700%	11/10/2014	78,034	95,395	97,187
64,000	76,000	TIME WARNER CABL	6 750%	7/1/2018	71,639	86,708	94,938
78,000	88,000	TOYOTA MOTOR CRI	3 400%	9/15/2021	77,803	88,874	95,837
63,000	73,000	VERIZON COMMUNIC	6 000%	4/1/2041	62,583	76,475	95,278
66,000	80,000	WACHOVIA CORP	5 750%	6/15/2017	70,230	87,266	94,750
-	70,000	WALMART STORES I	6 200%	4/15/2038	-	94,379	95,120
100,000		WEST COAST BK LAI	2 800%	3/27/2012	100,000	-	-
TOTAL					4,301,595	4,754,660	5,002,218

ATTACHMENT 6

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PURCHASED INTEREST RECEIVABLE	666.	1,222.	1,222.
ACCRUED INTEREST	7,753.	9,079.	9,079.
BROKER RECEIVABLE	42,110.	92,570.	92,570.
TOTALS	50,529.	102,871.	102,871.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P		
4,672,147.		4,690,829.					-18,682.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P		
5,713,595.		5,310,178.					403,417.	
TOTAL GAIN(LOSS)							384,735.	

Charles M. and Joan R. Taylor Foundation, Inc.
List of Directors and Officers

Julia J. Taylor, President/Treasurer
C/O Regions Morgan Keegan Trust
400 W. Capitol
Little Rock, AR 72201

Rev. Al Shands, Vice President
609 W Main Street
Louisville, KY 40202

Phoebe Strudwick, Secretary
439 Swan Court
Chestertown, MD 21620

Sarah Hopkins, Vice President
2329 N. Spruce
Little Rock, AR 72207

Hanna Goss
109 Assembly Street
Waynesville, NC 28786

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 7

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
REGIONS MORGAN KEEGAN TRUST 400 WEST CAPITOL LITTLE ROCK, AR 72201	BANK FEES	70,122.
TOTAL COMPENSATION		70,122.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARKANSAS EDUCATIONAL TELECOMMUNICATIONS NETWORK 350 S DONAGHEY AVENUE CONWAY, AR 72034	NONE PUBLIC CHARITY	PROGRAM SERVICES	15,000
THE BUTLER CENTER FOR ARKANSAS STUDIES 100 ROCK STREET LITTLE ROCK, AR 72201	NONE PUBLIC CHARITY	ARK STUDIES FELLOWSHIP	10,000.
LITERACY ACTION OF CENTRAL ARKANSAS INC P O BOX 900 LITTLE ROCK, AR 72203	NONE PUBLIC CHARITY	PARENT EDUCATION & EDUCATIONAL MATERIALS	10,000
FRANCES A ALLEN SCHOOL FOR EXCEPTIONAL CHILDREN 824 N TYLER LITTLE ROCK, AR 72205	NONE PUBLIC CHARITY	CLASSROOM MATERIALS & EQUIPMENT	10,000
ARKANSAS RICE DEPOT, INC 3801 WEST 65TH STREET LITTLE ROCK, AR 72209	NONE PUBLIC CHARITY	FOOD FOR KIDS PROGRAM	10,000
CAMP ALDERSGATE C/O UNITED METHODIST FOUNDATION OF ARKANSAS 2000 ALDERSGATE ROAD LITTLE ROCK, AR 72205	NONE PUBLIC CHARITY	PROGRAM SERVICES	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRANSYLVANIA UNIVERSITY DR CHARLES MINOR TAYLOR SCHOLARSHIP FUND 300 NORTH BROADWAY LEXINGTON, KY 40508-1797	NONE PUBLIC CHARITY	SCHOLARSHIP FUND	50,000
ARKANSAS CHILDREN'S HOSPITAL FOUNDATION DR CHARLES MINOR TAYLOR MEMORIAL ENDOWMENT FUND 1 CHILDREN'S WAY, SLOT 661 LITTLE ROCK, AR 72202-3591	NONE PUBLIC CHARITY	ENDOWMENT FUND	10,000
		TOTAL CONTRIBUTIONS PAID	125,000

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. CHARLES M. & JOAN R. TAYLOR FOUNDATION, INC. C/O REGIONS BANK	Employer identification number (EIN) or 71-0799820
	Number, street, and room or suite no. If a P.O. box, see instructions. 400 W. CAPITOL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LITTLE ROCK, AR 72201	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MS. KAREN NARRELL

Telephone No. ▶ 501 371-6714 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 12 or

▶ [ ] tax year beginning ______, 20 __, and ending ______, 20 __.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] *Change in accounting period*

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 22,324.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 13,824.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 8,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 1-2013)

JSA
2F8054 2.000

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions CHARLES M. & JOAN R. TAYLOR FOUNDATION, INC. C/O REGIONS BANK	Employer identification number (EIN) or 71-0799820
	Number, street, and room or suite no If a P.O box, see instructions. 400 W. CAPITOL	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. LITTLE ROCK, AR 72201	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ MS. KAREN NARRELL

Telephone No. ▶ 501 371-6714 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ______ , 20 ____ , and ending ______ , 20 ____

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return
[ ] Change in accounting period

7 State in detail why you need the extension INFORMATION FROM THIRD PARTIES NECESSARY TO COMPLETE THE RETURN HAS NOT YET BEEN RECEIVED.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 22,324.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 22,324.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Mary V. Joyce Title ▶ C.P.A. Date ▶ 8/8/2013

Form **8868** (Rev 1-2013)