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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

Open to Public Inspection

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

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

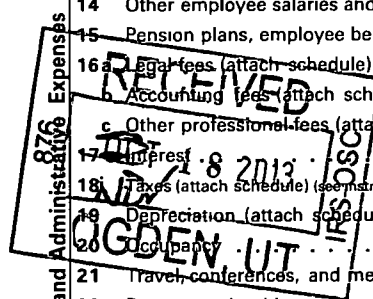
Name of foundation LUCILLE S. BEESON CHARITABLE TRUST (M00521)		A Employer identification number 72-6278911
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 205- 326-5382
C/O REGIONS BANK, P O BOX 2886 City or town, state, and ZIP code MOBILE, AL 36652-2886		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) ▶ \$ 180,261,278.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,522.	1,522.		STMT 1
4 Dividends and interest from securities		5,960,109.	5,903,282.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,379,054.			
b Gross sales price for all assets on line 6a 101,300,692.					
7 Capital gain net income (from Part IV, line 2)			9,379,054.		
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)		103,760.	103,760.		STMT 2
12 Total. Add lines 1 through 11		15,444,445.	15,387,618.		
13 Compensation of officers, directors, trustees, etc.		952,414.	761,931.		190,483.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 3		1,500.	NONE	NONE	1,500.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		73,787.	14,486.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT 4		45,515.	45,515.		
24 Total operating and administrative expenses. Add lines 13 through 23		1,073,216.	821,932.	NONE	191,983.
25 Contributions, gifts, grants paid		8,732,094.			8,732,094.
26 Total expenses and disbursements. Add lines 24 and 25		9,805,310.	821,932.	NONE	8,924,077.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		5,639,135.			
b Net investment income (if negative, enter -0-)			14,565,686.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,293,926.	1,282,736.	1,282,736.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)	12,341,006.	12,216,110.	13,064,514.
	b	Investments - corporate stock (attach schedule)	73,825,841.	81,021,349.	91,858,780.
	c	Investments - corporate bonds (attach schedule)	60,895,933.	61,260,128.	65,315,339.
	Liabilities	11	Investments - land, buildings, and equipment basis		
		Less accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)	STMT 5		
14		Land, buildings, and equipment basis			
		Less accumulated depreciation ▶ (attach schedule)			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	157,585,415.	163,089,393.	180,261,278.
Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	157,585,415.	163,089,393.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	157,585,415.	163,089,393.		
31	Total liabilities and net assets/fund balances (see instructions)	157,585,415.	163,089,393.		

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	157,585,415.
2	Enter amount from Part I, line 27a	2	5,639,135.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	163,224,550.
5	Decreases not included in line 2 (itemize) ▶	5	135,157.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	163,089,393.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 101,300,692.		91,921,638.	9,379,054.		
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			9,379,054.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	9,379,054.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	8,746,390.	176,829,461.	0.049462
2010	8,453,851.	171,012,472.	0.049434
2009	7,658,458.	158,529,136.	0.048309
2008	6,814,611.	176,256,287.	0.038663
2007			
2 Total of line 1, column (d)			2 0.185868
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 0.046467
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 179,135,205.
5 Multiply line 4 by line 3			5 8,323,876.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 145,657.
7 Add lines 5 and 6			7 8,469,533.
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 8,924,077.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	145,657.
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	145,657.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	145,657.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	46,845.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	100,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	146,845.	
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	1,188.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,188. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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)	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 <u>N/A</u>				
14	The books are in care of <u>REGIONS BANK</u> Telephone no. <u>(205) 326-5382</u> Located at <u>1901 SIXTH AVENUE NORTH, BIRMINGHAM, AL</u> ZIP+4 <u>35203</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 <u></u>	16	Yes	No 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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> <u>1b</u>		X
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? <input type="checkbox"/> <u>1c</u>		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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.) <input type="checkbox"/> <u>2b</u>		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. <u></u>		
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) <input type="checkbox"/> <u>3b</u>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> <u>4a</u>		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? <input type="checkbox"/> <u>4b</u>		X

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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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK 1901 6TH AVENUE NORTH, BIRMINGHAM, AL 35203	TRUSTEE 999	952,414.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments See instructions

3 NONE

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	181,863,152.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	181,863,152.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	181,863,152.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,727,947.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	179,135,205.
6	Minimum investment return. Enter 5% of line 5	6	8,956,760.

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	8,956,760.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	145,657.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	145,657.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,811,103.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	8,811,103.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,811,103.

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	8,924,077.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,924,077.
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	145,657.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,778,420.

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				8,811,103.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			2,014,020.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>8,924,077.</u>			2,014,020.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				6,910,057.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,901,046.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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).)

N/A

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.

N/A

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:

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	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 12				8,732,094.
Total			3a	8,732,094.
b Approved for future payment				
Total			3b	

Form **990-PF** (2012)

[illegible]

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

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
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Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

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

[illegible]

- 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.

b. If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Julie S Chmka
Signature of officer or trustee

10/23/2013

► TRUST OFFICER
Title

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

REGIONS BANK, TRUSTEE					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Assets as of 12/31/2012			
M00521			
AS TRUSTEE OF THE LUCILLE S BEESON CHARITABLE TRUST UNDER			
ITEM 17 OF WILL DATED 5/11/93 AS AMENDED 5/27/94			
CUSIP/ Description	Units	Tax Cost	Market Value
Cash			
CASH			
Total For Cash	0		
Short Term Investments			
999990484 REGIONS TRUST CASH SWEEP	1,282,735.57	1,282,735.57	1,282,736
Total For Short Term Investments	1,282,735.57	1,282,735.57	1,282,736
U S Government Obligations			
31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	1,250,000	1,432,699.07	1,430,438
3137EACH0 FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015	2,000,000	2,111,518.44	2,107,220
912810EQ7 UNITED STATES TREASURY 6.25% 08/15/2023	1,600,000	1,865,106.83	2,294,000
912828HR4 UNITED STATES TREASURY NOTE DTD 02/15/08 3.5% 02/15/2018	700,000	796,960.93	797,069
912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	2,625,000	2,620,657.34	2,880,938
912828PJ3 UNITED STATES TREASURY DTD 11/30/2010 1.375% 11/30/2015	1,300,000	1,340,093.30	1,338,194
912828QV5 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 OFV 1900000	1,950,046	2,049,074.42	2,216,656
Total For U S Government Obligations	11,425,046	12,216,110.33	13,064,514
Mortgage Backed Securities			
31283HXM2 FEDERAL HOME LOAN MORTGAGE CORP POOL #G01584 DTD 07/01/03 5% 08/01/2033 OFV 990000	130,867.93	129,559.25	142,130
31283K6E3 FEDERAL HOME LOAN MORTGAGE CORP POOL #G11769 DTD 09/01/05 5% 10/01/2020 OFV 3734550	561,458.01	583,007.92	602,478
3128JRP75 FED HOME LN MTG CORP PARTN CTF POOL #847646 FLT RT 5.731% 11/01/2036 OFV 1115000	154,440.77	154,102.93	166,944
3128LXUK4 FEDERAL HOME LOAN MTG CORP POOL #G02386 6% 11/01/2036 OFV 3538440	451,526.22	444,330.01	492,078
3128M1CK3 FEDERAL HOME LOAN MTG CORP POOL #G11974 DTD 04/01/06 5.5% 05/01/2021 OFV 1160000	147,474.60	148,672.83	159,160
3128M1DN6 FEDERAL HOME LOAN MTG CORP POOL# G12009 DTD 05/01/06 5.5% 07/01/2020 OFV 2459149	382,941.79	387,848.23	411,850
3128M1N47 FEDERAL HOME LOAN MTG CORP POOL #G12311 DTD 08/01/06 5% 12/01/2020 OFV 1300000	252,482.16	250,430.73	271,641
3128M43N1 FEDERAL HOME LOAN MTG CORP POOL G03205 5.5% 07/01/2035 OFV 3567312	1,017,088.29	1,043,032.25	1,107,955
3128M5GR5 FEDERAL HOME LOAN MORTGAGE CORP POOL #G03508 DTD 10/01/07 6% 07/01/2037 OFV 1750000	503,846.22	515,632.61	554,291
3128PFEH4 FED HM LN MTG CORP PARTN CTFS POOL #J03736 5.5% 11/01/2021 OFV 1307341	364,337.03	364,564.71	395,484
312966VL5 FEDERAL HOME LOAN MTG CORP GOLD POOL #B14219 15-YR 5% 05/01/2019 OFV 790000	102,773.26	103,752.83	111,150
31296MWX3 FEDERAL HOME LOAN MTG CORP GOLD POOL #A13362 30-YR 5.5% 11/01/2033 OFV 1150000	163,476.23	165,417.50	180,993
31296S5T9 FEDERAL HOME LOAN MTG CORP POOL #A18058 30-YR 6% 01/01/2034 OFV 1131364	33,076.84	34,379.24	36,781
31349UB56 FEDERAL HOME LOAN MORTGAGE CORP POOL #782760 VAR RT DTD 11/01/06 6.101% 11/01/2036 OFV 670000	71,613.90	72,016.73	77,526
31371MCG0 FEDERAL NATIONAL MORTGAGE ASSN POOL #255771 6% 07/01/2035 OFV 4543941	929,661.02	936,197.70	1,024,338
31371NU86 FEDERAL NATIONAL MORTGAGE ASSN POOL #257207 DTD 04/01/08 6% 05/01/2038 OFV 800000	179,504.73	179,448.63	196,130
31385XM87 FEDERAL NATIONAL MORTGAGE ASSN POOL #555783 4.5% 10/01/2033 OFV 2300000	480,338.35	512,235.81	521,441
31391PVE3 FEDERAL NATIONAL MTG ASSN POOL #673013 15-YR 5% 11/01/2017 OFV 1125000	99,418.96	100,335.48	106,679

Assets as of 12/31/2012			
M00521			
AS TRUSTEE OF THE LUCILLE S BEESON CHARITABLE TRUST UNDER			
ITEM 17 OF WILL DATED 5/11/93 AS AMENDED 5/27/94			
CUSIP/ Description	Units	Tax Cost	Market Value
31402C4H2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 OFV 7868060	994,363.61	995,926.01	1,092,835
31402CVZ2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725232 DTD 02/01/2004 5% 03/01/2034 OFV 4560000	786,246.87	843,004.07	856,616
31402DDB3 FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034 OFV 3500000	586,188.15	579,868.31	641,307
31402DMP2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725866 DTD 09/01/2004 4.5% 09/01/2034 OFV 2835000	647,463.72	688,854.09	701,650
31402GYW7 FEDERAL NATL MTGE ASSN POOL #728925 30-YR 6% 08/01/2033 OFV 1181192	40,257.66	41,874.25	44,968
31403C6L0 FEDERAL NATIONAL MORTGAGE ASSN POOL #745275 DTD 01/01/2006 5% 02/01/2036 OFV 3750000	854,759.18	916,711.42	929,610
31403TUQ5 FEDERAL NATL MTG ASSN POOL # 757591 4.5% 12/01/2018 OFV 2000000	282,881.18	268,825.52	305,076
31405VQR1 FEDERAL NATL MORTGAGE ASSN POOL #800664 30-YR 5 5% 10/01/2034 OFV 1000000	197,030.70	199,000.99	215,558
31410F3H6 FEDERAL NATIONAL MORTGAGE ASSN POOL #888300 FLT RT 2 499% 02/01/2036 OFV 2851146	443,448.89	441,508.79	473,608
31410GCT8 FEDERAL NATIONAL MORTGAGE ASSN POOL #888482 DTD 06/01/2007 4 5% 05/01/2035 OFV 1600000	449,635.06	480,266.46	488,110
31410GG72 FEDERAL NATIONAL MORTGAGE ASSN POOL #888622 FLT RT 5.626% 07/01/2037 OFV 1000000	150,103.91	149,025.05	161,357
31410GHD8 FEDERAL NATIONAL MORTGAGE ASSN POOL #888628 FLT RT 4 563% 07/01/2037 OFV 1000000	208,063.19	208,713.37	224,577
31412DUA4 FEDERAL NATIONAL MORTGAGE ASSOC POOL # 922277 6% 12/01/2036 OFV 3932000	814,873.78	822,161.94	895,057
31417YVG9 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA0614 DTD 12/01/2010 4% 01/01/2041 OFV 950000	624,479.35	666,826.86	670,104
31419AQ83 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0478 DTD 10/01/2010 4% 11/01/2040 OFV 1000000	590,337.48	631,753.33	633,468
Total For Mortgage Backed Securities	13,696,459.04	14,059,285.85	14,892,952
Collateralized Mortgage Obligations			
19458LAU4 COLLEGIATE FUNDING SVCS EDU SERIES: 2004-A CLASS: A3 FLOAT RT DTD 04/28/2004 4936% 09/28/2026 OFV 500000	486,969.87	480,578.39	484,270
3128HVZR3 FREDDIE MAC STRIP SERIES 239 CLASS F30 FLOAT RT DTD 07/15/2006 .4987% 08/15/2036 OFV 15000000	2,022,959.12	2,019,376.80	2,023,667
31394NGQ5 FREDDIE MAC SERIES 2739 CLASS PE DTD 01/01/04 5% 03/15/2032 OFV 1000000	355,508.45	350,286.92	360,674
38021BAB6 GOAL CAPITAL FUNDING TRUST SERIES 2006-1 CLASS: A2 FLOAT RT DTD 05/25/2006 .3881% 08/25/2023 OFV 1200000	354,694.65	353,974.18	352,787
466247AB9 JP MORGAN MORTGAGE TRUST SERIES 2003-A1 CLASS 2A1 2.5159% 10/25/2033 OFV 2500000	233,901.94	227,104.17	236,719
64031QCR0 NELNET STUDENT LOAN TRUST SERIES 2006-1 CLASS A4 VAR RT DTD 02/21/2006 .3781% 11/23/2022 OFV 500000	439,236.32	437,657.81	438,057
78443BAE6 SLMA STUDENT LOAN TRUST SERIES 2006-10 CLASS A4 FLOAT RT DTD 11/30/2006 .3456% 07/25/2023 OFV 500000	374,494.67	372,271.10	373,165
Total For Collateralized Mortgage Obligations	4,267,765.02	4,241,249.37	4,269,338
Municipal Obligations			
091059W68 BIRMINGHAM AL NEW PUBLIC HOUSING AUTHORITY REVENUE BOND CALLABLE, US GOVT GTD 5.25% 11/01/2013-2013	45,000	45,000.00	45,909
Total For Municipal Obligations	45,000	45,000.00	45,909
Corporate Bonds			
001055AC6 AFLAC INC DTD 5/21/09 8.5% 05/15/2019	550,000	661,480.53	749,062
00206RAM4 AT&T INC DTD 05/13/08 5 6% 05/15/2018	600,000	625,983.07	723,768

Assets as of 12/31/2012			
M00521			
AS TRUSTEE OF THE LUCILLE S BEESON CHARITABLE TRUST UNDER			
ITEM 17 OF WILL DATED 5/11/93 AS AMENDED 5/27/94			
CUSIP/ Description	Units	Tax Cost	Market Value
0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES: MTN DTD 09/13/2010 2.75% 09/15/2015	700,000	710,399.08	733,866
03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875% 02/15/2016	700,000	702,752.76	741,370
055451AN8 BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	1,500,000	1,498,408.79	1,511,115
06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015	700,000	700,543.33	742,336
126408GN7 CSX CORP DTD 3/27/08 6.25% 04/01/2015	650,000	689,953.82	727,844
12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	650,000	660,502.35	740,246
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	550,000	549,076.00	746,053
166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017	700,000	702,567.11	704,886
17275RAC6 CISCO SYSTEMS INC CALLABLE 5.5% 02/22/2016	600,000	688,359.18	685,830
172967FE6 CITIGROUP INC DTD 06/15/2010 6% 12/13/2013	700,000	721,740.74	733,502
20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	600,000	614,492.49	731,064
22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014	1,400,000	1,458,083.37	1,489,586
25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3.55% 03/15/2015	690,000	704,304.55	725,852
26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	700,000	700,371.18	723,814
368710AG4 GENENTECH INC CALLABLE 4.75% 07/15/2015	750,000	747,975.00	827,115
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	650,000	654,815.64	754,507
36962G3P7 GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5.875% 01/14/2038	625,000	645,089.27	753,906
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	625,000	673,723.22	786,413
38141EA33 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	450,000	466,276.49	478,913
42809HAB3 HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	570,000	651,920.79	750,183
428236BE2 HEWLETT-PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	750,000	749,323.76	751,028
458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	700,000	697,295.20	742,252
459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	1,450,000	1,496,502.84	1,506,942
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	600,000	595,208.62	740,256
50075NBB9 MONDELEZ INTERNATIONAL DTD 02/08/2010 4.125% 02/09/2016	650,000	650,459.41	708,182
59018YN64 MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 04/25/2018	625,000	622,725.00	753,406
59022CAJ2 MERRILL LYNCH & CO 6.11% 01/29/2037	825,000	775,005.00	900,529
61747YCJ2 MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	700,000	701,790.66	791,686
61747YCK9 MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014	725,000	744,252.11	756,458
68323AAE4 ONTARIO (PROVINCE OF) DTD 01/27/2011 1.375% 01/27/2014	1,400,000	1,400,219.78	1,415,218
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	600,000	599,718.00	730,206
71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020	1,300,000	1,332,360.82	1,479,868
717081DB6 PFIZER INC DTD 3/24/09 6.2% 03/15/2019	575,000	628,398.83	726,789
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	675,000	657,942.75	753,678
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	1,000,000	1,000,033.47	1,002,400
867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3.5% 01/20/2017	700,000	699,638.21	751,744
87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	600,000	675,749.73	773,334
87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	450,000	475,064.79	529,704
88166HAA5 TEVA PHARMA FIN IV LLC DTD 11/10/2011 1.7% 11/10/2014	750,000	750,041.99	767,265
88732JAL2 TIME WARNER CABLE 6.75% 07/01/2018	600,000	642,146.88	749,508
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	675,000	673,299.00	735,116
92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	700,000	696,505.55	913,626
929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	625,000	629,013.72	740,231
931142CM3 WAL MART STORES INC DTD 04/15/2008 6.2% 04/15/2038	600,000	802,478.51	815,310
Total For Corporate Bonds	33,935,000	34,923,993.39	38,095,963
Common Stock			
001055102 AFLAC INC	34,000	1,512,769.60	1,806,080
00206R102 AT&T INC	42,300	1,434,609.50	1,425,933
02553E106 AMERICAN EAGLE OUTFITTERS INC	70,500	1,455,820.15	1,445,955
053015103 AUTOMATIC DATA PROCESSING INC	27,000	1,254,551.24	1,537,110
054937107 BB&T CORP	51,000	1,594,897.50	1,484,610
071813109 BAXTER INTERNATIONAL INC	23,600	1,398,885.28	1,573,176

Assets as of 12/31/2012			
M00521			
AS TRUSTEE OF THE LUCILLE S BEESON CHARITABLE TRUST UNDER			
ITEM 17 OF WILL DATED 5/11/93 AS AMENDED 5/27/94			
CUSIP/ Description	Units	Tax Cost	Market Value
09247X101 BLACKROCK INC	8,900	1,614,665 65	1,839,719
166764100 CHEVRON CORP	21,400	1,541,482.86	2,314,196
17275R102 CISCO SYSTEMS INC	81,100	1,601,676 34	1,593,566
191216100 COCA COLA CO	41,000	1,031,491 30	1,486,250
205887102 CONAGRA FOODS INC	55,325	1,359,077.49	1,632,088
237194105 DARDEN RESTAURANTS INC	30,520	1,602,180.97	1,375,536
25746U109 DOMINION RES INC VA	29,000	1,198,684 55	1,502,200
26138E109 DR PEPPER SNAPPLE GROUP INC	35,000	1,451,014 25	1,546,300
30231G102 EXXON MOBIL CORP	18,000	917,681.58	1,557,900
363576109 GALLAGHER ARTHUR J & CO	43,800	1,302,586 26	1,517,670
369604103 GENERAL ELECTRIC CO	76,000	1,715,660 71	1,595,240
418056107 HASBRO INC	42,000	1,585,525.80	1,507,800
423074103 HJ HEINZ CO	28,000	1,498,562.00	1,615,040
452308109 ILLINOIS TOOL WORKS INC	27,500	1,276,846.44	1,672,275
458140100 INTEL CORP	114,875	2,306,510.89	2,368,723
46625H100 J P MORGAN CHASE & CO	58,500	2,150,912.34	2,572,192
478160104 JOHNSON & JOHNSON	23,500	1,414,911.14	1,647,350
494368103 KIMBERLY CLARK CORP	19,000	1,394,491 49	1,604,170
524660107 LEGGETT & PLATT INC	32,250	772,516.50	877,845
577081102 MATTEL INC	45,000	760,254 40	1,647,900
580135101 MCDONALDS CORP	26,025	1,846,141 38	2,295,665
583334107 MEADWESTVACO CORPORATION	55,500	1,556,679 83	1,768,785
58933Y105 MERCK & CO. INC. NEW	35,200	1,276,273 78	1,441,088
594918104 MICROSOFT CORP	51,660	1,338,246 37	1,379,823
629491101 NYSE EURONEXT	63,000	1,693,168 40	1,987,020
65339F101 NEXTERA ENERGY INC.	23,400	1,365,397.19	1,619,046
670346105 NUCOR CORP	41,000	1,540,189.30	1,769,560
674599105 OCCIDENTAL PETE CORP	18,200	896,943.04	1,394,302
693475105 PNC BANK CORP	25,000	1,483,653.00	1,457,750
704326107 PAYCHEX INC	48,150	1,714,949.98	1,497,465
713448108 PEPSICO INC	20,800	1,248,764 69	1,423,344
718172109 PHILIP MORRIS INTERNATIONAL INC	18,375	1,127,153 80	1,536,885
723484101 PINNACLE WEST CAP CORP	15,450	769,372.92	787,641
744320102 PRUDENTIAL FINANCIAL INC	29,500	1,698,599.15	1,573,235
755111507 RAYTHEON CO	28,000	1,568,072 80	1,611,680
842587107 SOUTHERN CO	33,000	1,095,649 70	1,412,730
847560109 SPECTRA ENERGY CORP	54,900	1,401,359 18	1,503,162
88579Y101 3M CO	17,260	1,268,578 54	1,602,591
89417E109 TRAVELERS COMPANIES INC.	24,500	1,414,896 34	1,759,590
902973304 US BANCORP DEL	48,375	1,494,079 66	1,545,098
92343V104 VERIZON COMMUNICATIONS	37,000	1,433,162.67	1,600,990
94106L109 WASTE MANAGEMENT INC	46,500	1,466,344 15	1,568,910
949746101 WELLS FARGO & CO	48,800	1,627,538.17	1,667,984
Total For Common Stock	1,888,665	69,473,480.27	78,951,168
Mutual Funds - Fixed Income			
466000122 IVY HIGH INCOME FUND CL I	235,070.175	2,008,100 00	2,007,499
693391559 PIMCO EMERGING MKTS BD FD INSTL CL	3,993.595	49,880 00	49,920
74440Y801 PRUDENTIAL HIGH YIELD FUND CL Z	350,017.606	1,988,100 00	2,002,101
880208400 TEMPLETON GLOBAL BOND FUND	296,226.101	3,944,520 00	3,951,656
Total For Mutual Funds - Fixed Income	885,307.477	7,990,600 00	8,011,176
Mutual Funds - Equity			
025076845 AMERICAN CENTURY SMALL CAP VALUE INST CL	169,196.217	1,431,400 00	1,446,628
339128100 JP MORGAN MID CAP VALUE FD CL I	49,018.027	1,332,310 00	1,372,015
431113505 HIGH MARK GENEVA MID CAP GROWTH FD CL FID	55,908.235	1,364,720 00	1,347,388

Assets as of 12/31/2012			
M00521			
AS TRUSTEE OF THE LUCILLE S BEESON CHARITABLE TRUST UNDER			
ITEM 17 OF WILL DATED 5/11/93 AS AMENDED 5/27/94			
CUSIP/ Description	Units	Tax Cost	Market Value
92828N528 VIRTUS SMALL-MID CAP FUND-I	70,669 767	1,367,460 00	1,423,996
Total For Mutual Funds - Equity	344,792.246	5,495,890.00	5,590,027
Mutual Funds - International			
008882771 INVESCO INTERNATIONAL GROWTH FD CL R5	16,033 613	457,920.00	468,502
29875E100 AMERICAN EUROPACIFIC GRTH-F2	26,000 766	954,492.35	1,069,932
552983470 MFS RESH INTL FD CL I	200,000 607	2,228,159 16	3,150,010
885215566 THORNBURG INTL VALUE FD CL I #209	70,000 190	1,777,486 79	1,966,305
92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	64,290 628	633,920 00	662,836
Total For Mutual Funds - International	376,325 804	6,051,978.30	7,317,585
Partnerships			
031999998 AMSOUTH TIMBER COMPANY TE LLC	30,000.000	2,361,420.00	2,834,700
032171993 AMSOUTH OPPORTUNITY FUND	10,000.000	902,196.00	1,231,100
411457997 HARBERT PRIVATE EQUITY FUND II LLC	1,631,524 700	1,897,845.00	1,631,525
LP3105626 REGIONS SOUTHEAST TIMBER FUNDS II LLC	3,000 000	302,241.00	295,804
SM5588001 HARBERT EQUITY COMMITTED	4,000,000 000		
Total For Partnerships	5,676,370 912	5,463,702.00	8,739,909
Private Foreign Investment Company			
482725991 K2 OVERSEAS INVESTORS I LTD HEDGE FUND CL H	1,846.212	1,845,368.00	2,746,780
Total Portfolio		163,089,393 08	180,261,278

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER INTEREST	1,522.	1,522.
	-----	-----
TOTAL	1,522.	1,522.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AMSOUTH OPPORTUNITY FUND	288.	288.
AMSOUTH TIMBER FUND	14,339.	14,339.
HARBERT PRIVATE EQUITY FUND	89,392.	89,392.
REGIONS SOUTHEAST TIMBER FUND	-259.	-259.
	-----	-----
TOTALS	103,760.	103,760.
	=====	=====

LUCILLE S. BEESON CHARITABLE TRUST (M00521)

72-6278911

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.
	=====	=====	=====	=====

LUCILLE S. BEESON CHARITABLE TRUST (M00521)

72-6278911

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AMSOUTH OPPORTUNITY FUND	13,033.	13,033.
HARBERT PE FUND	32,482.	32,482.
TOTALS	----- 45,515. =====	----- 45,515. =====

LUCILLE S. BEESON CHARITABLE TRUST (M00521)

72-6278911

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	---
AMSOUTH TIMBER CO	C	2,497,081.	2,361,420.	2,834,700.
AMSOUTH OPPORTUNITY FD	C	934,941.	902,196.	1,231,100.
HARBERT PRIVATE EQUITY FD	C	1,796,687.	1,897,845.	1,631,525.
K2 OVERSEAS INVESTORS	C	4,000,000.	1,845,368.	2,746,780.
REGIONS SOUTHEAST TIMBER FUNDS	C		302,241.	295,804.
		-----	-----	-----
TOTALS		9,228,709.	7,309,070.	8,739,909.
		=====	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
PARTNERSHIP DISTRIBUTION RECEIVED IN 2013	60,000.
ROC AND TIMING ADJUSTMENT	75,157.

TOTAL	135,157.
	=====

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

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	179,350,974.		
FEBRUARY	182,049,659.		
MARCH	182,324,719.		
APRIL	182,806,225.		
MAY	177,434,473.		
JUNE	179,941,544.		
JULY	182,369,269.		
AUGUST	183,321,491.		
SEPTEMBER	184,526,367.		
OCTOBER	184,113,084.		
NOVEMBER	183,931,616.		
DECEMBER	180,188,400.		
	-----	-----	-----
TOTAL	2,182,357,821.		
	=====	=====	=====
AVERAGE FMV	181,863,152.		
	=====	=====	=====

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
2100 11TH AVENUE NORTH
BIRMINGHAM, AL 35234
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF RECIPIENT'S FUNCTIONS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 925,602.

RECIPIENT NAME:
CANTERBURY UNITED
METHODIST CHURCH
ADDRESS:
350 OVERBROOK ROAD
BIRMINGHAM, AL 35213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIEF OF JEFFERSON COUNTY NEEDY ELDERLY
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 925,602.

RECIPIENT NAME:
BIRMINGHAM HUMANE
SOCIETY
ADDRESS:
300 SNOW DRIVE
BIRMINGHAM, AL 35209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF RECIPIENT'S FUNCTIONS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 375,480.

LUCILLE S. BEESON CHARITABLE TRUST (M00521) 72-6278911
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
GATEWAY, INC.
ATTN: TRACEY BECK
ADDRESS:
5201 AIRPORT HIGHWAY
BIRMINGHAM, AL 35212-3032
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF RECIPIENT'S FUNCTIONS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 925,602.

RECIPIENT NAME:
UNITED CEREBRAL PALSY
ADDRESS:
120 OSLO CIRCLE
BIRMINGHAM, AL 35211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF RECIPIENT'S FUNCTIONS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 925,602.

RECIPIENT NAME:
JUNIOR LEAGUE OF
BIRMINGHAM
ADDRESS:
2212 20TH AVENUE SOUTH
BIRMINGHAM, AL 35223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT COMMUNITY ORGANIZATIONS/PROJECTS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 375,480.

STATEMENT 9

RECIPIENT NAME:

JIMMIE HALE MISSION
TONY COOPER, EXEC. DIR.

ADDRESS:

P. O. BOX 10472
BIRMINGHAM, AL 35202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF RECIPIENT'S FUNCTIONS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 925,602.

RECIPIENT NAME:

ALABAMA SHERIFF'S BOYS
AND GIRLS RANCHES

ADDRESS:

P.O. BOX 240009
MONTGOMERY, AL 36124

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF RECIPIENT'S FUNCTIONS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 925,602.

RECIPIENT NAME:

BIRMINGHAM BOTANICAL
SOCIETY INC., ATTN: PRES

ADDRESS:

2612 LANE PARK ROAD
BIRMINGHAM, AL 35223

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PURCHASE OF PLANTS, FACILITIES AND EQUIPMENT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 375,480.

RECIPIENT NAME:
CHRISTIAN SERVICE MISSION
TRACY HIPPS, EX. DIR.
ADDRESS:
3600 3RD AVENUE SOUTH
BIRMINGHAM, AL 35222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF RECIPIENT'S FUNCTIONS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 375,480.

RECIPIENT NAME:
THE BIRMINGHAM ZOO
ADDRESS:
2630 CAHABA ROAD
BIRMINGHAM, AL 35223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF ANIMALS, FACILITIES AND EQUIPMENT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 375,480.

RECIPIENT NAME:
COMMUNITY FOUNDATION OF
GREATER BIRMINGHAM
ADDRESS:
2100 FIRST AVE N STE 700
BIRMINGHAM, AL 35203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTH, WELFARE AND RELIEF OF THE POOR
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 375,480.

LUCILLE S. BEESON CHARITABLE TRUST (M00521) 72-6278911
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

BAPTIST HEALTH FOUNDATION
OF BIRMINGHAM, INC.

ADDRESS:

P.O. BOX 830605
BIRMINGHAM, AL 35283-0605

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

INDIGENT HEALTHCARE AT PRINCETON HOSPITAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 925,602.

TOTAL GRANTS PAID:

8,732,094.

=====

STATEMENT 12

LUCILLE S. BEESON CHARITABLE TRUST

72-6278911

Asset: K2 OVERSEAS LTD HEDGE FUND C (482725991)

428.2796 Units Acquired 7/31/2003 - Traded July 27, 2012

		AppORTIONED to 2003	AppORTIONED to 2004	AppORTIONED to 2005	AppORTIONED to 2006	AppORTIONED to 2007	AppORTIONED to 2008	AppORTIONED to 2009	AppORTIONED to 2010	AppORTIONED to 2011	AppORTIONED to 2012
Days Held	3,284	153	366	365	365	365	366	365	365	365	209
Gain on Sale	171,720.40	8,000.37	19,138.14	19,085.85	19,085.85	19,085.85	19,138.14	19,085.85	19,085.85	19,085.85	10,928.61

Asset: K2 OVERSEAS LTD HEDGE FUND C (482725991)

1726.3548 Units Acquired 7/31/2003 - Traded October 19, 2012

		AppORTIONED to 2003	AppORTIONED to 2004	AppORTIONED to 2005	AppORTIONED to 2006	AppORTIONED to 2007	AppORTIONED to 2008	AppORTIONED to 2009	AppORTIONED to 2010	AppORTIONED to 2011	AppORTIONED to 2012
Days Held	3,368	153	366	365	365	365	366	365	365	365	293
Gain on Sale	773,647.53	35,144.91	84,072.15	83,842.44	83,842.44	83,842.44	84,072.15	83,842.44	83,842.44	83,842.44	67,303.66
Total excess distribution	945,367.93	43,145.29	103,210.29	102,928.30	102,928.30	102,928.30	103,210.29	102,928.30	102,928.30	102,928.30	78,232.27

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- 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.

LUCILLE S. BEESON CHARITABLE TRUST
(M00521) 1055001761

Employer identification number (EIN) or

72-6278911

Number, street, and room or suite no. If a P.O. box, see instructions.

C/O REGIONS BANK, P O BOX 2886

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

MOBILE, AL 36652-2886

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

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 ► REGIONS BANK

Telephone No. ► (205) 326-5382

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:
- ☒ calendar year 2012 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 \$	136,203.
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 \$	46,845.
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 \$	100,000.

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

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1055001761

1 +

- 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).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions. LUCILLE S. BEESON CHARITABLE TRUST (M00521)	Employer identification number (EIN) or 72-6278911
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O REGIONS BANK, P O BOX 2886	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MOBILE, AL 36652-2886	

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 **REGIONS BANK**.
Telephone No. **(205) 326-5382** 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.

- I request an additional 3-month extension of time until **11/15, 2013**.
- For calendar year **2012**, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS REQUESTED IN ORDER TO GATHER THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.**

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 \$ 145,657.
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 \$ 146,845.
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 **Julie S. Ehmk** Title _____ Date _____

Form 8868 (Rev. 1-2013)