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Form

990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 04-01-2012 , and ending 03-31-2013

Name of foundation LOEB FAMILY FOUNDATION INC C/O REGIONS MORGAN KEEGAN TRUST		A Employer identification number 63-0960783	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2450		B Telephone number (see instructions) (334) 230-6100	
City or town, state, and ZIP code MONTGOMERY, AL 361022450		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ☒ \$ 5,615,580		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	193,405	193,405		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	52,670			
	b Gross sales price for all assets on line 6a _____ 1,122,418				
	7 Capital gain net income (from Part IV , line 2)		52,670		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	246,075	246,075		
	13 Compensation of officers, directors, trustees, etc	4,290	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,420	0		0
	c Other professional fees (attach schedule)	25,111	25,111		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,250	3,689		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	37,071	28,800		0
	25 Contributions, gifts, grants paid	273,085			273,085
	26 Total expenses and disbursements. Add lines 24 and 25	310,156	28,800		273,085
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-64,081			
	b Net investment income (if negative, enter -0-)		217,275		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	165,659	294,185	294,185
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,494,347	2,905,055	3,956,018
	c	Investments—corporate bonds (attach schedule).	1,844,561	1,241,246	1,365,377
	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) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,504,567	4,440,486	5,615,580
	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)			
Net Assets or Fund Balances	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	3,072,791	3,072,791	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,431,776	1,367,695	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,504,567	4,440,486	
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,504,567	4,440,486	

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	4,504,567
2	Enter amount from Part I, line 27a	2	-64,081
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,440,486
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,440,486

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,120,278		1,069,748	50,530
b 2,140			2,140
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			50,530
b			2,140
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	52,670
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	265,756	5,381,892	0 049380
2010	275,633	5,413,302	0 050918
2009	238,010	5,115,391	0 046528
2008	241,100	5,116,354	0 047123
2007	303,070	6,479,267	0 046775

2 Total of line 1, column (d).	2	0 240724
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 048145
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,454,926
5 Multiply line 4 by line 3.	5	262,627
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,173
7 Add lines 5 and 6.	7	264,800
8 Enter qualifying distributions from Part XII, line 4.	8	273,085

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,173	
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3		Add lines 1 and 2.		3	2,173	
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	2,173	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,480		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c			
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments. Add lines 6a through 6d.		7	2,480	
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	1	
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	306	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒	306	Refunded ☒	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶REGIONS BANK TRUST DEPARTMENT Telephone no ▶(334) 230-6171 Located at ▶201 MONROE STREET 4TH FLOOR MONTGOMERY AL ZIP +4 ▶36104			
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

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

2

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

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

Total

number of other employees paid over \$50,000.

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,204,775
b	Average of monthly cash balances.	1b	333,221
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,537,996
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,537,996
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	83,070
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,454,926
6	Minimum investment return. Enter 5% of line 5.	6	272,746

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	272,746
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,173
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,173
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	270,573
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	270,573
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	270,573

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	273,085
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	273,085
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	2,173
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	270,912
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				270,573
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			957	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 273,085				
a Applied to 2011, but not more than line 2a			957	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				270,573
e Remaining amount distributed out of corpus	1,555			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,555			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1,555			
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.	1,555			

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

JOAN B LOEB

b

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

2

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

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

a

The name, address, and telephone number 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 Additional Data Table				
Total			3a	273,085
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	193,405	
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	52,670	
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). . .		0		246,075	0
13 Total. Add line 12, columns (b), (d), and (e).			13	246,075	246,075

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[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

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

**Sign
Here**

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

*****	2013-05-29	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00187607
	RITA O BROWN	RITA O BROWN	2013-05-29		
	Firm's name ☐	JACKSON THORNTON & CO PC		Firm's EIN ☐ 63-1035228	
		P O BOX 96			
	Firm's address ☐	MONTGOMERY, AL 361010096		Phone no (334) 834-7660	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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 TRUST DEPARTMENT	TRUSTEE 2 00	4,290	0	0
60 COMMERCE STREET MONTGOMERY,AL 36104				
JOAN B LOEB	BOARD OF DIRECTORS 0 00	0	0	0
2244 FERNWAY DRIVE MONTGOMERY,AL 36111				
ELIZABETH L FRIEDMAN	BOARD OF DIRECTORS 0 00	0	0	0
1306 WASHINGTON AVENUE SANTA MONICA,CA 90403				
HELEN R LOEB	BOARD OF DIRECTORS 0 00	0	0	0
2921 CANTERBURY COURT MONTGOMERY,AL 36111				
PATRICIA L ROSENBAUM	BOARD OF DIRECTORS 0 00	0	0	0
4278 LAKEHAVEN DRIVE NE ATLANTA,GA 30319				
JAMES L LOEB JR	BOARD OF DIRECTORS 0 00	0	0	0
PO BOX 909 MONTGOMERY,AL 36101				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
A-PLUS EDUCATION PO BOX 4433 MONTGOMERY,AL 36103			EDUCATIONAL	200
AIM PO BOX 986 MONTGOMERY,AL 361010986			HUMANITARIAN	200
ADL 3490 PIEDMONT ROAD NE SUITE 610 ATLANTA,GA 30305			HUMANITARIAN	500
ALABAMA ARCHIVES & HISTORY FOUNDATION 624 WASHINGTON AVENUE MONTGOMERY,AL 36130			CULTURAL/EDUCATIONAL	25,000
ALABAMA FOLKLIFE ASSOCIATION PO BOX 4697 MONTGOMERY,AL 36103			CULTURAL/EDUCATIONAL	100
ALABAMA HERITAGE - UNIVERSITY OF ALABAMA PO BOX 870122 TUSCALOOSA,AL 35487			CULTURAL/EDUCATIONAL	150
ALABAMA HISTORICAL COMMISSION 468 SOUTH PERRY STREET MONTGOMERY,AL 36104			CULTURAL/EDUCATIONAL	400
ALABAMA INSTITUTE FOR DEAF & BLIND 2629 EASTERN BLVD MONTGOMERY,AL 36117			HUMANITARIAN	250
ALABAMA PUBLIC TELEVISION PO BOX 2153 BIRMINGHAM,AL 35287			EDUCATIONAL	240
ALABAMA SHAKESPEARE FESTIVAL 1 FESTIVAL DRIVE MONTGOMERY,AL 36117			CULTURAL/EDUCATIONAL	22,500
ALABAMA SPECIAL OLYMPICS PO BOX 1087 MONTGOMERY,AL 361011087			HUMANITARIAN	150
ALABAMA TRUST FOR HISTORIC PRESERVATION STATION 45 LIVINGSTON,AL 35470			CULTURAL/EDUCATIONAL	100
ALEXIS DETOQUEVILLE SOCIETY PO BOX 868 MONTGOMERY,AL 36101			CULTURAL/EDUCATIONAL	10,000
ALLIANCE THEATRE COMPANY 1280 PEACHTREE STREET NE ATLANTA,GA 30309			CULTURAL/EDUCATIONAL	6,000
ALZHEIMER'S ASSOCIATION PO BOX 96011 WASHINGTON,DC 200906011			HUMANITARIAN	200

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY 3054 MCGEHEE ROAD MONTGOMERY,AL 36111			HUMANITARIAN	100
AMERICAN DIABETES ASSOCIATION PO BOX 1834 MERRIFIELD,VA 221168034			HUMANITARIAN	150
AMERICAN HEART ASSOCIATION PO BOX 78851 PHOENIX,AZ 850628851			HUMANITARIAN	100
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK,NY 10022			RELIGIOUS	2,000
AMERICAN LUNG ASSOCIATION PO BOX 7000 ALBERT LEQ,MN 56007			HUMANITARIAN	200
AMERICAN PARKINSONS DISEASE ASSOCIATION 135 PARKINSON AVENUE STATEN ISLAND,NY 10305			HUMANITARIAN	250
AMERICAN RED CROSS PO BOX 96454 WASHINGTON,DC 200906454			HUMANITARIAN	250
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK,NY 10001			CULTURAL/EDUCATIONAL	500
ARTHRITIS FOUNDATION PO BOX 96280 WASHINGTON,DC 200906280			HUMANITARIAN	200
ATLANTA HISTORY CENTER 130 WEST PACES FERRY ROAD NW ATLANTA,GA 30305			EDUCATIONAL	500
ATLANTA SYMPHONY ORCHESTRA 1293 PEACHTREE STREET NE SUITE 300 ATLANTA,GA 30309			CULTURAL/EDUCATIONAL	1,500
AWAC PO BOX 244023 MONTGOMERY,AL 361244023			HUMANITARIAN	250
BABSON COLLEGE 231 FOREST STREET BABSON PARK,MA 02457			EDUCATIONAL	1,950
BIG SUNDAY 6111 MELROSE AVENUE LOS ANGELES,CA 90038			HUMANITARIAN	1,000
BOY SCOUTS OF AMERICA- TUKABATCHEE 3067 CARTER HILL ROAD MONTGOMERY,AL 36111			HUMANITARIAN	500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BOYS AND GIRLS CLUB 5995 CHRISTY LANE MONTGOMERY,AL 36116			CULTURAL/EDUCATIONAL	200
BRADY CENTER TO PREVENT GUN VIOLENCE PO BOX 96627 WASHINGTON,DC 20090			HUMANITARIAN	1,200
BRANTWOOD CHILDREN'S HOME 1309 UPPER WETUMPKA ROAD MONTGOMERY,AL 36107			HUMANITARIAN	1,200
CAMP ASCCA COUNTY ROAD 83 JACKSON GAP,AL 36861			HUMANITARIAN/EDUCATIONAL	200
CAMP SUNSHINE 145 COLISEUM BLVD MONTGOMERY,AL 36109			HUMANITARIAN	900
CAPRI COMMUNITY FILM SOCIETY 1045 EAST FAIRVIEW AVENUE MONTGOMERY,AL 36117			CULTURAL/EDUCATIONAL	300
CARE ALABAMA 2544 WILLOW POINT ROAD ALEXANDER CITY,AL 35011			HUMANITARIAN	200
CENTRAL ALABAMA LAUBACH LITERACY COUNCIL 2048 WEST FAIRVIEW AVENUE MONTGOMERY,AL 36108			CULTURAL/EDUCATIONAL	50
CHILD PROTECT 935 SOUTH PERRY STREET MONTGOMERY,AL 36104			HUMANITARIAN	800
CHILDREN'S FOUNDATION 1687 TULLIE CIRCLE NE ATLANTA,GA 30329			HUMANITARIAN	1,250
COLONIAL WILLIAMSBURG FOUNDATION PO BOX 1776 WILLIAMSBURG,VA 23187			CULTURAL/EDUCATIONAL	100
EASTER SEALS PO BOX 1482 HAGERSTOWN,MD 217419953			HUMANITARIAN	100
EMORY EYE INSTITUTE 875 JOHNSON FERRY ROAD NE ATLANTA,GA 30342			EDUCATIONAL	1,500
FAITH RESCUE MISSION 108 CAMDEN STREET MONTGOMERY,AL 36104			HUMANITARIAN	200
FATHER WALTER MEMORIAL CENTER 2815 FORBES DRIVE MONTGOMERY,AL 36110			HUMANITARIAN	500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FOCAL 3703 ROSA L PARKS AVENUE MONTGOMERY,AL 36105			HUMANITARIAN	100
FRIENDS OF MONTGOMERY PUBLIC LIBRARY 245 HIGH STREET MONTGOMERY,AL 36101			CULTURAL/EDUCATIONAL	200
FRIENDS OF THE ALABAMA ARCHIVES 624 WASHINGTON AVENUE MONTGOMERY,AL 361300100			CULTURAL/EDUCATIONAL	200
FULFULLMENT FUND 6100 WILSHIRE BLVD STE 600 LOS ANGELES,CA 900489112			HUMANITARIAN	500
GENTLE BARN 15825 SIERRA HIGHWAY SANTA CLARITA,CA 91390			HUMANITARIAN	1,000
GIRLS SCOUTS PO BOX 5046 NEW YORK,NY 100875046			CULTURAL/EDUCATIONAL	200
GLAUCOMA FOUNDATION 80 MAIDEN LN STE 700 NEW YORK,NY 102730672			HUMANITARIAN	1,000
GOLDRING-WOLDENBERG INSTITUTE OF SOUTHERN JEWISH LIFE PO BOX 16528 JACKSON,MS 392366528			RELIGIOUS	1,000
HIGH MUSEUM OF ART 1280 PEACHTREE STREET NE ATLANTA,GA 30309			CULTURAL/EDUCATIONAL	1,000
HOSPICE OF MONTGOMERY 1111 HOLLOWAY PARK MONTGOMERY,AL 36117			HUMANITARIAN	300
HUMANE SOCIETY 1150 JOHN OVERTON DRIVE MONTGOMERY,AL 36110			HUMANITARIAN	1,100
INDIAN SPRINGS SCHOOL 190 WOODWARD DRIVE INDIAN SPRINGS,AL 35124			CULTURAL/EDUCATIONAL	1,000
INTERFAITH ALLIANCE 1212 NEW YORK AVENUE NW SUITE 1250 WASHINGTON,DC 20005			HUMANITARIAN	150
INTERNATIONAL RESCUE COMMITTEE PO BOX 98152 WASHINGTON,DC 200908152			CULTURAL/EDUCATIONAL	500
JBI INTERNATIONAL 110 E 30TH STREET NEW YORK,NY 100167375			RELIGIOUS	200

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
JEWISH CHAUTAUQUA SOCIETY 633 3RD AVENUE FL 7 NEW YORK,NY 10164			RELIGIOUS	100
JEWISH FAMILY SERVICES OF LOS ANGELES 330 NORTH FAIRFAX AVENUE LOS ANGELES,CA 90036			RELIGIOUS	500
JEWISH FEDERATION PO BOX 54269 LOS ANGELES,CA 90054			RELIGIOUS	15,400
JEWISH FEDERATION OF CENTRAL ALABAMA PO BOX 20058 MONTGOMERY,AL 36120			RELIGIOUS	26,500
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING STREET NW ATLANTA,GA 30309			RELIGIOUS	1,050
JOY TO LIFE 5401 TAYLOR ROAD MONTGOMERY,AL 36117			HUMANITARIAN	200
LANDMARKS FOUNDATION 301 COLUMBUS STREET MONTGOMERY,AL 36104			HUMANITARIAN	6,250
LEADERSHIP MONTGOMERY 600 S COURT STREET SUITE 455 MONTGOMERY,AL 361044106			CULTURAL/EDUCATIONAL	150
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BLVD LOS ANGELES,CA 90036			CULTURAL/EDUCATIONAL	500
LOS ANGELES LIBRARY FOUNDATION 630 WEST FIFTH STREET LOS ANGELES,CA 90071			CULTURAL/EDUCATIONAL	250
LOS ANGELES PARKS FOUNDATION 11973 SAN VICENTE BLVD 200 LOS ANGELES,CA 90049			HUMANITARIAN	1,000
LOS ANGELES REGIONAL FOODBANK 1734 EAST 41ST STREET VERNON,CA 90058			HUMANITARIAN	1,000
MACOA - MEALS ON WHEELS 115 E JEFFERSON STREET MONTGOMERY,AL 36104			HUMANITARIAN	4,000
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG,MD 20871			HUMANITARIAN	500
MAKE-A-WISH FOUNDATION PO BOX 97104 WASHINGTON,DC 200907104			HUMANITARIAN	100

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MEDICAL OUTREACH MINISTRIES 1301 EAST SOUTHERN BLVD MONTGOMERY,AL 36116			HUMANITARIAN	200
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK,NY 10130			CULTURAL/EDUCATIONAL	100
METROPOLITAN OPERA GUILD 30 LINCOLN CENTER NEW YORK,NY 101330037			CULTURAL/EDUCATIONAL	100
MIRACLE FLIGHTS FOR KIDS 2764 NORTH GREEN VALLEY PARKWAY 115 GREEN VALLEY,NV 89014			HUMANITARIAN	100
MONTGOMERY AIDS OUTREACH PO BOX 11087 MONTGOMERY,AL 361110087			HUMANITARIAN	200
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY,AL 361082107			HUMANITARIAN	6,000
MONTGOMERY BALLET COMPANY 3201 BOXWOOD DRIVE MONTGOMERY,AL 36111			CULTURAL/EDUCATIONAL	150
MONTGOMERY CHAMBER MUSIC ORG PO BOX 6454 MONTGOMERY,AL 36106			CULTURAL/EDUCATIONAL	500
MONTGOMERY MUSEUM OF FINE ARTS 1 MUSEUM DRIVE MONTGOMERY,AL 36117			CULTURAL/EDUCATIONAL	15,000
MONTGOMERY MUSIC PROJECT PO BOX 1864 MONTGOMERY,AL 36102			CULTURAL/EDUCATIONAL	150
MONTGOMERY SYMPHONY ASSOC 301 NORTH HULL STREET MONTGOMERY,AL 36104			CULTURAL/EDUCATIONAL	5,500
MUSEUM OF SOUTHERN JEWISH EXPERIENCE 4915 1-55 NORTH 100A JACKSON,MS 39206			CULTURAL/EDUCATIONAL	100
NAMI CALIFORNIA 1010 HURLEY WAY SUITE 195 SACRAMENTO,CA 958253218			HUMANITARIAN	250
NAMI MONTGOMERY 437 MULLIGAN DRIVE MONTGOMERY,AL 36117			HUMANITARIAN	750
NATIONAL COUNCIL OF JEWISH WOMEN PO BOX 1408 TOMS RIVER,NJ 087541408			RELIGIOUS	200

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
NATIONAL JEWISH HEALTH PO BOX 5898 DENVER,CO 802179171			RELIGIOUS	250
NATIONAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK,NY 10011			CULTURAL/EDUCATIONAL	100
NATIONAL TRUST FOR HISTORIC PRESERVATION PO BOX 5043 HAGERSTOWN,MD 21741			CULTURAL/EDUCATIONAL	500
NATURE CONSERVANCY PO BOX 6017 ALBERT LEA,MN 560078011			CULTURAL/EDUCATIONAL	400
NEWCOMB COLLEGE INSTITUTE OF TULANE UNIVERSITY 43 NEWSCOMB PLACE NEW ORLEANS,LA 70118			EDUCATIONAL	400
OXFAM PO BOX 7011 ALBERT LEA,MN 56007			HUMANITARIAN	250
PACE ACADEMY 966 WEST PACES FERRY ROAD NW ATLANTA,GA 30327			EDUCATIONAL	10,000
PEOPLE FOR THE AMERICAN WAY PO BOX 96200 WASHINGTON,DC 200777520			CULTURAL/EDUCATIONAL	100
PFLAG 957 CHURCH STREET MOBILE,AL 36604			CULTURAL/EDUCATIONAL	1,000
PLANNED PARENTHOOD PO BOX 60677 LOS ANGELES,CA 90060			HUMANITARIAN	2,000
PROJECT HOPE 255 CARTER HALL LANE MILLWOOD,VA 22646			HUMANITARIAN	200
RENASECENCE 215 CLAYTON STREET MONTGOMERY,AL 36104			CULTURAL/EDUCATIONAL	550
RESURRECTION CATHOLIC MISSIONS 2815 FORBES DRIVE MONTGOMERY,AL 36110			RELIGIOUS	100
SALVATION ARMY PO BOX 210307 MONTGOMERY,AL 36121			HUMANITARIAN	1,000
SAVANNAH JEWISH ARCHIVES 501 WHITAKER STREET SAVANNAH,GA 31401			CULTURAL/EDUCATIONAL	100

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SAYNO 492 SOUTH COURT STREET MONTGOMERY,AL 36104			CULTURAL/EDUCATIONAL	3,000
SMILE TRAIN PO BOX 96231 WASHINGTON,DC 200906231			HUMANITARIAN	125
SOVA 16439 VANOWEN STREET VAN NUYS,CA 91406			CULTURAL/EDUCATIONAL	660
SPLC 400 WASHINGTON AVENUE MONTGOMERY,AL 36104			CULTURAL/EDUCATIONAL	200
ST JUDES CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PL MEMPHIS,TN 38105			HUMANITARIAN	300
SUNSHINE CENTER PO BOX 5160 MONTGOMERY,AL 36103			HUMANITARIAN	2,250
TEMPLE BETH OR 2246 ANRROW LANE ROAD MONTGOMERY,AL 36106			RELIGIOUS	34,750
TEMPLE ISAIAH 10345 WPICO BLVD LOS ANGELES,CA 90064			RELIGIOUS	4,600
TEMPLE MIKVAH ISRAEL PO BOX 816 SAVANNAH,GA 31402			RELIGIOUS	300
TEMPLE SINAI 5645 DUPRESS DRIVE NW ATLANTA,GA 30327			RELIGIOUS	3,500
US HOLOCAUST MUSEUM PO BOX 7023 ALBERT LEA,MN 560078023			CULTURAL/EDUCATIONAL	200
UNICEF PO BOX 27708 NEWARK,NJ 071017708			HUMANITARIAN	1,000
UNION OF COUNCILS FOR JEWS IN THE FORMER SOVIET UNION 2200 PENNSYLVANIA AVENUE WASHINGTON,DC 20037			CULTURAL/EDUCATIONAL	100
UNITED WAY OF METRO ATLANTA PO BOX 2692 ATLANTA,GA 30301			HUMANITARIAN	1,500
UNIVERSITY OF NORTH CAROLINA - CHAPEL HILL 208 W FRANKLIN STREET CHAPEL HILL,NC 27599			EDUCATIONAL	300

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WELLESLEY COLLEGE 106 CENTRAL ST WELLESLEY, MA 02481			EDUCATIONAL	2,000
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291			CULTURAL/EDUCATIONAL	1,000
WESTSIDE FAMILY YMCA 11311 LA GRANGE AVENUE LOS ANGELES, CA 90025			CULTURAL/EDUCATIONAL	3,000
WINWARD SCHOOL 11350 PALMS BLVD LOS ANGELES, CA 90066			EDUCATIONAL	12,340
WORLD VISION PO BOX 9716 FEDERAL WAY, WA 98063			HUMANITARIAN	320
YALE UNIVERSITY YALE UNIVERSITY NEW HAVEN, CT 06511			EDUCATIONAL	300
YOUNG AUDIENCES OF ATLANTA 1280 PEACHTREE STREET NE ATLANTA, GA 30309			CULTURAL/EDUCATIONAL	4,500
ZABAN NIGHT SHELTER 1589 PEACHTREE STREET NE ATLANTA, GA 30309			HUMANITARIAN	500
Total  3a				273,085

TY 2012 Accounting Fees Schedule

Name: LOEB FAMILY FOUNDATION INC
C/O REGIONS MORGAN KEEGAN TRUST
EIN: 63-0960783

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEE	1,420	0		0

TY 2012 Investments Corporate Bonds Schedule

Name: LOEB FAMILY FOUNDATION INC
C/O REGIONS MORGAN KEEGAN TRUST

EIN: 63-0960783

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	1,241,246	1,365,377

**TY 2012 Investments Corporate
Stock Schedule**

Name: LOEB FAMILY FOUNDATION INC
C/O REGIONS MORGAN KEEGAN TRUST

EIN: 63-0960783

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	2,905,055	3,956,018

TY 2012 Other Professional Fees Schedule**Name:** LOEB FAMILY FOUNDATION INC

C/O REGIONS MORGAN KEEGAN TRUST

EIN: 63-0960783

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEE	25,111	25,111		0

TY 2012 Taxes Schedule**Name:** LOEB FAMILY FOUNDATION INC

C/O REGIONS MORGAN KEEGAN TRUST

EIN: 63-0960783

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	3,689	3,689		0
FORM 990PF BAL DUE & ESTIMATES	2,561	0		0