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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 **APR 1, 2012**, and ending **MAR 31, 2013**

Name of foundation BELLE G ROBERTS CHARITABLE TR REGIONS BANK TRUST DEP'T #1255001017		A Employer identification number 72-6214520
Number and street (or P O box number if mail is not delivered to street address) P.O. DRAWER 1628	Room/suite	B Telephone number 251-431-8309
City or town, state, and ZIP code MOBILE, AL 36633-1628		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 15,131,345.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	111.	111.		STATEMENT 1
4 Dividends and interest from securities	309,964.	309,301.		STATEMENT 2
5a Gross rents	79,125.	79,125.		STATEMENT 3
b Net rental income or (loss) 53,083.				STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10	342,831.			
b Gross sales price for all assets on line 6a 3,881,811.				
7 Capital gain net income (from Part IV, line 2)		342,831.		
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)				
11 Other income	<401.>	<401.>		STATEMENT 5
12 Total. Add lines 1 through 11	731,630.	730,967.		
13 Compensation of officers, directors, trustees, etc	195,098.	151,710.		43,388.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 6	445.	445.		0.
b Accounting fees STMT 7	13,335.	7,125.		6,210.
c Other professional fees				
17 Interest				
18 Taxes STMT 8	24,660.	9,159.		0.
19 Depreciation and depletion	11,136.	11,136.		
20 Occupancy	162.	162.		0.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 9	10,897.	10,897.		0.
24 Total operating and administrative expenses Add lines 13 through 23	255,733.	190,634.		49,598.
25 Contributions, gifts, grants paid	637,031.			637,031.
26 Total expenses and disbursements. Add lines 24 and 25	892,764.	190,634.		686,629.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<161,134.>			
b Net investment income (if negative, enter -0-)		540,333.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		537,836.	438,237.	438,237.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 11	1,409,710.	1,341,104.	1,376,417.	
	b	Investments - corporate stock STMT 12	8,212,481.	7,925,985.	10,864,613.	
	c	Investments - corporate bonds STMT 13	1,352,275.	1,269,619.	1,357,000.	
11	Investments - land, buildings, and equipment basis ▶ 696,122.					
	Less accumulated depreciation STMT 14 ▶ 87,811.	700,242.	608,311.	630,000.		
12	Investments - mortgage loans					
13	Investments - other STMT 15	0.	468,474.	462,319.		
14	Land, buildings, and equipment: basis ▶ 5.					
	Less accumulated depreciation ▶	5.	5.	2,759.		
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	12,212,549.	12,051,735.	15,131,345.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted	12,212,549.	12,051,735.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances	12,212,549.	12,051,735.			
31	Total liabilities and net assets/fund balances	12,212,549.	12,051,735.			

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	12,212,549.
2	Enter amount from Part I, line 27a	2	<161,134.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	370.
4	Add lines 1, 2, and 3	4	12,051,785.
5	Decreases not included in line 2 (itemize) ▶ NONTAXABLE DIVIDENDS	5	50.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,051,735.

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 REAL ESTATE SALE - 2005 GOVERNMENT ST,			
b MOBILE, AL	P	05/31/11	07/02/12
c PUBLICALLY TRADED SECURITIES	P		
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 425,000.	19,514.	174,544.	269,970.
c 3,455,004.		3,383,950.	71,054.
d 1,807.			1,807.
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			269,970.
c			71,054.
d			1,807.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	342,831.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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	685,857.	14,091,757.	.048671
2010	636,542.	13,786,265.	.046172
2009	683,017.	13,336,256.	.051215
2008	812,112.	14,391,443.	.056430
2007	777,624.	16,474,095.	.047203

2 Total of line 1, column (d)	2	.249691
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	.049938
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,204,554.
5 Multiply line 4 by line 3	5	709,347.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,403.
7 Add lines 5 and 6	7	714,750.
8 Enter qualifying distributions from Part XII, line 4	8	686,629.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	10,807.
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	10,807.
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	10,807.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,710.	
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	13,710.	
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	2,903.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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		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) <input type="checkbox"/> 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

N/A

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 **▶ NONE**

14 The books are in care of **▶ REGIONS BANK TRUST DEPARTMENT** Telephone no. **▶ 251-431-8309**
 Located at **▶ 11 N WATER STREET, 28TH FLOOR, MOBILE, AL** ZIP+4 **▶ 36602**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **▶ 15** **N/A**

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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)? ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No

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** ☐ 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		195,098.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 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	13,030,789.
b	Average of monthly cash balances	1b	524,448.
c	Fair market value of all other assets	1c	865,630.
d	Total (add lines 1a, b, and c)	1d	14,420,867.
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	14,420,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	216,313.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,204,554.
6	Minimum investment return. Enter 5% of line 5	6	710,228.

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	710,228.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,807.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,807.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	699,421.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	699,421.
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	699,421.

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	686,629.
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	686,629.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	686,629.

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.

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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				699,421.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			637,031.	
b Total for prior years:		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: ► \$ 686,629.				
a Applied to 2011, but not more than line 2a			637,031.	
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				49,598.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				649,823.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year INFIRMARY HEALTH SYSTEMS 5 MOBILE INFIRMARY CIRCLE MOBILE, AL 36607		PUBLIC	DIGITAL IMAGING EQUIPMENT	318,515.
UMS-WRIGHT CORPORATION 65 N MOBILE ST. MOBILE, AL 36607		PUBLIC	CAPITAL IMPROVEMENT CAMPAIGN	318,516.
Total			3a	637,031.
b Approved for future payment NONE				
Total			3b	0.

Belle G. Roberts Charitable Trust
EIN: 72-6214520
Tax Year: 2012

Schedule of Government Securities	Par	Book Value	Market Value
FHLMC POOL G01840 5% 7/1/35	29,209	31,751.53	31,563.09
FHLMC POOL G04774 4 5% 1/1/38	19,418	20,883.66	20,810.08
FHLMC POOL G08344 4 5% 5/1/39	13,424	14,246.15	14,360.93
FHLMC POOL G08463 4% 10/1/41	18,771	19,880.05	19,952.65
FHLMC POOL #G14056 4% 8/1/25	29,600	31,320.54	31,458.91
FHLMC POOL #J16353 3 5% 8/1/26	32,799	34,305.24	34,607.39
FNMA POOL #255319 5% 8/1/19	23,200	24,150.20	25,066.20
FHLMC 2 875% 2/9/15	113,000	118,040.33	118,392.36
FHLMC 1% 7/30/14	77,000	77,706.38	77,810.81
FNMA POOL #AH6827 4% 3/1/26	31,141	32,717.89	33,339.00
FNMA POOL #AL0393 4 5% 6/1/41	17,996	19,142.96	19,757.31
FNMA POOL #725228 6% 3/1/34	6,294	6,946.03	6,985.01
FNMA POOL #735516 5% 2/1/20	11,542	12,281.30	12,470.10
FNMA POOL #735580 5% 6/1/35	30,234	32,610.14	32,885.46
FNMA POOL #745640 6% 6/1/36	134,121	140,847.79	148,093.49
FNMA POOL #889291 5% 4/1/23	7,083	7,598.17	7,647.66
FNMA POOL #985615 5 5% 4/1/34	9,152	9,972.77	10,088.19
FNMA POOL #AA7236 4% 6/1/39	18,033	19,072.90	19,234.01
FNMA POOL #AE0207 4 5% 11/1/33	19,862	21,363.88	21,423.17
FNMA POOL #AE0981 3 5% 3/1/41	31,944	33,735.83	33,752.97
FNMA POOL #AE3066 3 5% 9/1/25	30,086	31,214.58	31,905.36
US TREASURY NB 2 625% 11/15/20	84,000	81,728.73	91,618.80
US TREASURY 1 375% 11/30/15	269,000	277,115.47	276,440.54
US TREASURY INFLATION INDEX 625%	80,709	84,826.48	92,310.66
FNMA 5% 3/15/16	145,000	157,644.88	164,443.05
		<u>1,341,103.88</u>	<u>1,376,417.20</u>

Belle G. Roberts Charitable Trust
EIN: 72-6214520
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Schedule of Corporate Stocks	Shares	Book Value	Market Value
ABB LTD	227	5,342 39	5,166 52
ABAXIS, INC	499	14,277 23	23,612 68
ADIDAS AG	151	3,795 02	7,847 02
ADVISORY BD CO	138	1,809 52	7,247 76
AGILENT TECHNOLOGIES	210	8,834 76	8,813 70
ALASKA AIR GROUP INC	250	6,582 00	15,990 00
ALLERGAN INC	1,893	119,281 91	211,315 59
ALEXION PHARMACEUTICALS	40	4,760 00	3,685 60
ALLIANCE DATA SYSTEMS	110	12,991 08	17,807 90
ALLIANZ SE ONE ADR	217	2,933 84	2,952 29
AMADEUS IT HOLDING	174	3,061 78	4,708 79
AMERICA MOVIL	113	2,526 08	2,368 48
AMERICAN EAGLE OUTFITTERS INC	440	7,603 20	8,228 00
AMERICAN EXPRESS CO	3,037	83,185 05	204,876 02
AMERIPRISE FINANCIAL INC	170	6,134 60	12,520 50
AMERISOURCEBERGEN CORP	230	8,404 08	11,833 50
ANADARKO PETROLEUM	2,190	147,269 94	191,515 50
ANSYS INC	277	10,678 32	22,553 34
APACHE CORP	1,940	191,129 64	149,690 40
APPLE INC	410	240,397 35	181,490 60
APTARGROUP INC	261	11,144 79	14,968 35
AUTOZONE INC	30	11,493 45	11,903 10
BG GROUP PLC	362	6,737 71	6,205 77
BHP BILLITON ADR	68	4,445 15	4,653 24
BAIDU INC	66	7,158 15	5,788 20
BANCO BRADESCO SA	429	6,999 57	7,301 58
BANK OF OZARKS INC	280	8,811 01	12,418 00
CR BARD INC	50	5,063 90	5,039 00
BARRICK GOLD CORP	210	8,170 90	6,174 00
BAXTER INTL INC	2,640	154,510 75	191,769 60
B/E AEROSPACE INC	200	9,367 64	12,056 00
BED BATH & BEYOND INC	140	9,823 78	9,018 80
BLACKBAUD INC	295	6,448 29	8,740 85
BLACKROCK INC	420	80,833 12	107,889 60
BRAMBLES LTD	437	6,295 42	7,717 86

Belle G. Roberts Charitable Trust
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Schedule of Corporate Stocks	Shares	Book Value	Market Value
BRINKER INTL	260	7,124 12	9,789 00
BRITISH AMERICAN TOBACCO	77	5,788 17	8,242 85
BRITISH SKY BROADCAST	82	3,640 05	4,397 74
BROADCOM CORP	5,010	176,048 96	173,741 79
BROWN & BROWN INC	676	12,511 35	21,659 04
BUNZL PLC	70	3,572 80	6,882 33
CBRE GROUP	720	11,155 46	18,180 00
CNOOC LTD	35	4,834 90	6,702 50
CVS/CAREMARK CORP	3,413	112,101 69	187,680 87
CANADIAN NATIONAL RAILWAY	44	2,211 00	4,413 20
CARPENTER TECHNOLOGY CORP	180	7,841 02	8,872 20
CELGENE CORP	60	3,195 56	6,954 60
CENOVUS ENERGY INC	112	3,306 96	3,470 88
CENTRICA PLC	206	3,501 24	4,600 60
CHEUNG KONG HOLDINGS LTD	356	4,571 04	5,255 63
CHEVRON CORP	2,154	74,675 38	255,938 28
CHICOS FAS INC	510	4,588 39	8,568 00
CHINA MOBILE LTD	59	2,849 80	3,134 67
CIELO CORP	100	1,966 67	2,949 40
CISCO SYS INC	9,660	182,902 51	201,845 70
CLARCOR INC	253	12,829 45	13,252 14
COCA-COLA AMATIL LTD	174	3,130 62	5,289 77
COHEN & STEERS INC	335	6,985 76	12,083 45
COMPASS GROUP PLC	777	4,506 60	9,916 85
COMPUTER PROGRAMS & SYSTEMS INC	416	18,627 24	22,509 76
CONAGRA FOODS INC	330	9,203 60	11,817 30
COPART INC	735	13,695 14	25,188 45
DANAHER CORP	3,010	163,720 90	187,071 50
DENSCO CORP	182	2,680 44	3,847 30
DEUTSCHE BOERSE AG	505	2,812 80	3,063 84
DEUTSCHE POST AG	123	2,907 72	2,839 09
DIGITAL REALTY	130	7,001 54	8,698 30
EMC CORP MASS	3,157	40,693 73	75,420 73
EMERSON ELECTRIC CO	1,530	92,334 58	85,481 10

Belle G. Roberts Charitable Trust
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Schedule of Corporate Stocks	Shares	Book Value	Market Value
ERICSSON LM	394	4,068 05	4,510 80
EXPONET INC	519	16,267 62	27,994 86
EXPRESS SCRIPTS INC	170	6,707 55	9,795 40
EXXON MOBIL CORP	1,878	4,508 34	169,226 58
FANUC CORP	214	4,845 94	5,458 93
FACTSET RESH SYSTEMM INC	195	14,267 34	18,057 00
FEDERATED INVS INC	747	19,232 95	17,681 49
FLOWSERVE CORP	90	8,416 35	15,093 90
FOMENTO ECONOMICO MEX	29	1,439 78	3,291 50
FRESENIUS MED CARE AG & CO	108	2,764 17	3,656 88
GALAXY ENTERTAINMENT GROUP	86	2,600 11	3,589 47
GAP INC	240	4,312 03	8,496 00
GAO GAZPROM	300	3,554 88	2,570 40
GENERAL ELECTRIC CO	7,350	134,988 63	169,932 00
GOOGLE INC	110	67,450 00	87,360 63
GROUP CGI INC	176	4,002 24	4,780 16
GRUPO TELEVISIA	249	4,755 75	6,625 89
GUESS INC	350	10,467 65	8,690 50
HAEMONICS CORP	580	16,428 47	24,162 80
HARTFORD FINANCIAL SVCS GROUP	460	7,051 57	11,868 00
HEINZ H J CO	2,820	149,239 19	203,801 40
HENRY JACK & ASSOC	682	16,669 22	31,515 22
HITTITE MICROWAVE CORP	410	21,978 92	24,829 60
HUTCHISON WHAMPOA	209	3,072 30	4,356 19
IAC/INTERACTIVE CORP	100	5,175 90	4,468 00
IMPERIAL TOBACCO	114	6,679 46	7,959 25
IND & COMM BK OF CHINA	439	6,291 14	6,153 02
INTEL CORP	7,274	122,591 45	158,827 79
INTUIT INC	150	9,161 92	9,849 00
JABIL CIRCUITS	390	6,066 80	7,207 20
JACOBS ENGR GROUP INC	210	8,400 47	11,810 40
JANUS CAPITAL GROUP INC	1,030	8,044 75	9,682 00
JP MORGAN CHASE & CO	3,778	10,183 19	179,303 88
JOHNSON CTLS INC	5,940	192,091 11	208,315 80
JOHNSON & JOHNSON	2,399	9,064 50	195,590 47

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Schedule of Corporate Stocks	Shares	Book Value	Market Value
JULIUS BAER GROUP	594	3,409 95	4,630 82
JUNIPER NETWORKS INC	5,130	139,824 82	95,110 20
KEPPEL CORP	308	3,348 80	5,561 25
KINGFISHER PLC	514	3,419 98	4,492 36
KOMATSU LTD	152	2,950 51	3,610 00
KROGER CO	350	9,173 46	11,599 00
L'OREAL CO	81	1,582 74	2,573 29
LABORATORY CORP	1,830	151,856 85	165,066 00
LANDSTAR SYS INC	292	13,673 16	16,670 28
LINCOLN ELEC HLDGS INC	142	3,715 92	7,693 56
LOWE'S INC	4,770	158,677 87	180,878 40
MCDONALDS CORP	1,800	158,409 00	179,442 00
MCKESSON CORP	50	4,849 50	5,398 00
MERCK & CO	3,450	120,093 46	152,490 00
METLIFE INC	4,520	171,430 75	171,850 40
MONSANTO CO	1,789	148,018 91	188,972 07
MOSAIC CO	160	7,683 07	9,537 60
NATIONAL INTERSTATE CORP	267	6,942 15	8,004 66
NESTLE SA	96	4,080 00	6,959 62
NETAPP INC	200	10,473 97	6,832 00
NEWMONT MINING CORP	240	11,305 95	10,053 60
NEXTERA ENERGY INC	2,280	121,316 52	177,110 40
NOBLE ENERGY INC	100	6,995 82	11,566 00
NOVARTIS AG	67	3,115 04	4,773 08
NOVO NORDISK AS	24	1,548 96	3,876 00
NVIDIA CORP	650	7,358 45	8,339 50
OCCIDENTAL PETE CORP	2,020	183,988 33	158,307 40
ORACLE CORP	5,028	108,848 99	162,555 24
OWENS & MINOR	788	24,924 03	25,657 28
PALL CORP	80	5,206 32	5,469 60
PEABODY ENERGY CORP	320	11,333 38	6,768 00
PEPSICO INC	2,425	114,262 53	191,841 75
PHILIP MORRIS INTL INC	2,716	147,977 45	251,800 36
PIONEER NATURAL RESOURCES	90	5,604 88	11,182 50

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Schedule of Corporate Stocks	Shares	Book Value	Market Value
POOL CORP	397	7,338 82	19,056 00
POTASH CORP OF SASKATCHEWAN	121	4,991 83	4,749 25
PRAXAIR INC	1,440	132,598 08	160,617 60
PROCTER & GAMBLE CO	2,488	6,398 73	191,725 28
PRUDENTIAL FINANCIAL	2,767	142,051 14	163,225 33
PUBLICIS GROUP	447	5,795 20	7,506 47
QUALCOMM INC	2,753	117,364 33	184,285 82
RBC BEARINGS INC	242	5,582 07	12,235 52
RLI CORP	215	12,689 96	15,447 75
RPC INC	385	4,718 87	5,840 45
REED ELSEVIER PLC	219	6,981 44	10,409 07
ROCHE HOLDINGS	167	7,161 69	9,743 62
ROCKWELL COLLINS INC	160	8,836 80	10,099 20
ROLLINS INC	358	4,531 85	8,788 90
ROSS STORES INC	160	3,679 20	9,699 20
ROYAL DUTCH SHELL B	80	4,866 00	5,345 60
SAP AG	135	7,208 37	10,872 90
SVB FINANCIAL GROUP	80	4,982 80	5,675 20
SCHLUMBERGER LTD ADR	2,236	80,303 72	167,454 04
SCHNEIDER ELECTRIC	272	3,215 12	3,981 81
SEMPRA ENERGY	150	8,287 42	11,991 00
SHIRE PLC	36	1,871 64	3,288 96
SIGNATURE BANK	70	4,748 48	5,513 20
SMITH & NEPHEW PLC	64	3,162 71	3,694 72
SODEXHO	22	2,086 90	2,053 79
STRYKER CORP	2,991	142,917 03	195,132 84
SWEDBANK AB	228	3,718 22	5,196 80
SUNCOR ENERGY INC	174	6,274 33	5,221 74
SYNGENTA AG	92	4,578 98	7,705 00
TAIWAN SEMICONDUCTOR	311	3,374 22	5,346 09
TARGET CORP	2,640	153,991 20	180,708 00
TECHNE CORP	295	18,718 83	20,015 75
TERADYNE INC	580	5,556 40	9,407 60
TEVA PHARMACEUTICAL INDS	209	10,302 64	8,293 12
TEXAS INSTRS INC	5,310	181,546 86	188,398 80

Belle G. Roberts Charitable Trust
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Schedule of Corporate Stocks	Shares	Book Value	Market Value
THERMO FISHER SCIENTIFIC INC	2,550	122,441 05	195,049 50
THOR INDS INC	241	9,880 10	8,866 39
TORO CO	504	17,631 07	23,204 16
3M CO	1,760	24,302 42	187,105 60
TOYOTA MOTOR CORP	37	2,899 73	3,797 68
TRACTOR SUPPLY CO	50	5,117 32	5,206 50
TRANSCANADA CORP	119	3,655 54	5,698 91
TRAVELERS COMPANIES INC	2,257	113,651 68	190,016 83
UNILEVER NV	164	5,081 44	6,724 00
UNITED CONTINENTAL HLDGS	468	11,155 51	14,980 68
UNITED TECHNOLOGIES CORP	984	60,922 35	91,935 12
URBAN OUTFITTERS INC	120	2,681 94	4,648 80
VERIZON COMMUNICATIONS	3,585	111,741 87	176,202 75
VISA INC	1,110	96,386 52	188,522 40
VOLKSWAGEN AG	91	2,772 24	3,622 44
VOLVO AKTIEBOLAGET ADR	267	4,134 60	3,890 72
WPP PLC	84	3,633 84	6,730 08
WELLS FARGO & CO	6,950	236,469 70	257,080 50
WESTERN DIGITAL CORP	210	5,704 63	10,560 90
WISCONSIN ENERGY CORP	260	9,016 70	11,151 40
WORLEYPARSONS LTD	173	5,301 92	4,453 19
XCEL ENERGY INC	5,730	150,453 18	170,181 00
XILINX INC	250	6,389 97	9,542 50
ACCENTURE PLC	2,310	157,748 05	175,490 70
BUNGE LTD	130	8,224 88	9,597 90
HERBALIFE LTD	100	5,212 90	3,745 00
UBS AG	116	1,941 84	1,785 24
AVAGO TECHNOLOGIES	149	5,100 04	5,349 10
VANGUARD ST BOND INDEX	55,790	595,840 00	591,934 68
		<u>7,925,984 78</u>	<u>10,864,612 72</u>

Belle G Roberts Charitable Trust
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Schedule of Corporate Bonds	Par	Book Value	Market Value
AT&T INC 5 6% 5/15/2018	25,000	25,363 26	29,684 00
AMERICAN EXPRESS 2 75% 9/15/15	29,000	29,365 60	30,321 53
ANHEUSER-BUSCH 2 875% 2/15/16	29,000	29,098 31	30,732 46
BHP BILLITON 1% 2/24/15	63,000	62,953 31	63,609 21
BARCLAYS BANK 3 9% 4/7/15	30,000	30,014 24	31,730 40
CSX CORP 6 25% 4/1/15	26,000	27,597 80	28,789 28
CA INC 5 375% 12/1/19	26,000	26,332 90	29,425 50
CATERPILLAR INC 7 9% 12/15/18	22,000	23,971 86	29,556 78
CITIGROUP INC 6% 12/13/13	29,000	29,900 68	30,046 32
CHEVRON CORP 1 104% 12/5/17	32,000	32,114 66	32,027 20
CISCO SYSTEMS INC 5 5% 2/22/16	25,000	28,452 37	28,411 75
COMCAST CORP 5 7% 7/1/19	26,000	26,206 21	31,696 60
CREDIT SUISSE NY 5 5% 5/1/14	57,000	58,023 04	59,966 28
DIRECTV HLDGS 3 55% 3/15/15	30,000	30,501 98	31,404 60
DUKE ENERGY CORP 2 15% 11/15/16	29,000	29,017 21	29,967 73
GENERAL ELECTRIC CAPL CORP 5 3% 2/11/21	27,000	27,171 96	30,952 26
GOLDMAN SACHS GROUP 6% 5/1/14	29,000	29,206 30	30,567 74
GOLDMAN SACHS GROUP 7 5% 2/15/19	26,000	27,898 38	32,527 82
HESS CORP 8 125% 2/15/19	23,000	26,088 79	29,704 96
HEWLETT PACKARD 2 2% 12/1/15	31,000	31,027 78	31,607 91
INTEL CORP 3 3% 10/1/21	30,000	29,891 85	31,476 90
IBM 1 95% 7/22/16	59,000	60,658 04	61,198 93
KRAFT FOODS INC 1 625% 6/4/15	27,000	27,486 42	27,416 07
MONDOLEZ INTL 4 125% 2/9/16	29,000	28,986 04	31,570 56
MARATHON OIL 9% 11/1/15	23,000	22,991 18	22,943 88
MERRILL LYNCH & CO 6 875% 4/25/18	25,000	24,909 00	30,175 50
MORGAN STANLEY 4 2% 11/20/14	60,000	61,609 40	62,801 40
ONTARIO (PROVINCE OF) 1 375% 1/27/14	60,000	60,006 07	60,529 80
ORACLE CORP 5 75% 4/15/18	26,000	27,083 92	31,372 64
PETROBRAS INTL FIN CO 5 75% 1/20/20	27,000	27,508 78	29,736 99
PRUDENTIAL FINL 4 5% 11/15/20	29,000	28,807 97	32,594 55
ROYAL BK OF CANADA 1 2% 9/19/17	44,000	44,000 62	44,143 00
SUNTRUST BKS 3 5% 1/20/17	30,000	29,981 08	32,122 50
TALISMAN ENERGY INC 7 75% 6/1/19	25,000	28,120 05	31,689 50
TARGET CORP 5 375% 5/1/17	26,000	25,974 26	30,425 98
TIME WARNER CABLE 6 75% 7/1/18	26,000	27,690 66	31,994 82
TOYOTA MOTOR CREDIT 3 4% 9/15/21	30,000	29,924 40	32,141 70
VERIZON COMMUNICATION 5 55% 2/15/16	25,000	28,379 05	28,203 25
WACHOVIA CORP 5 75% 6/15/17	27,000	25,303 59	31,731 48
		<u>1,269,619 02</u>	<u>1,356,999 78</u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET FUND	111.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	111.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE DIVIDENDS	227,837.	1,807.	226,030.
CORPORATE INTEREST	79,618.	0.	79,618.
U.S. GOVERNMENT INTEREST	4,316.	0.	4,316.
TOTAL TO FM 990-PF, PART I, LN 4	311,771.	1,807.	309,964.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
2051 GOVERNMENT ST., MOBILE, AL	1	78,750.
2005 GOVERNMENT ST., MOBILE, AL	2	375.
TOTAL TO FORM 990-PF, PART I, LINE 5A		79,125.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		9,310.	
INSURANCE		57.	
MISC. FEES		13.	
REPAIRS AND MAINTENANCE		6,402.	
LEGAL FEES		445.	
AD VALOREM TAXES		5,178.	
- SUBTOTAL -	1		21,405.

DEPRECIATION	1,826.	
AD VALOREM TAXES	2,705.	
REPAIRS AND MAINTENANCE	2,402.	
INSURANCE	<2,458.>	
UTILITIES	162.	
- SUBTOTAL -	2	4,637.
TOTAL RENTAL EXPENSES		26,042.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B		53,083.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REGIONS SE TIMBER FD II (27-2911665)	<401.>	<401.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<401.>	<401.>	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	445.	445.		0.
TO FM 990-PF, PG 1, LN 16A	445.	445.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION FEE	3,835.	0.		3,835.
AUDIT FEE	9,500.	7,125.		2,375.
TO FORM 990-PF, PG 1, LN 16B	13,335.	7,125.		6,210.

FORM 990-PF	TAXES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,276.	1,276.		0.
EXCISE TAX - 2011	1,791.	0.		0.
EXCISE TAX - 2012				
ESTIMATES	13,710.	0.		0.
AD VALOREM TAXES	5,178.	5,178.		0.
AD VALOREM TAXES	2,705.	2,705.		0.
TO FORM 990-PF, PG 1, LN 18	24,660.	9,159.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS FEES	280.	280.		0.
INVESTMENT MANAGEMENT FEES	4,201.	4,201.		0.
INSURANCE	57.	57.		0.
MISC. FEES	13.	13.		0.
REPAIRS AND MAINTENANCE	6,402.	6,402.		0.
REPAIRS AND MAINTENANCE	2,402.	2,402.		0.
INSURANCE	<2,458.>	<2,458.>		0.
TO FORM 990-PF, PG 1, LN 23	10,897.	10,897.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES		STATEMENT	10
DESCRIPTION				AMOUNT
TIMING DIFFERENCE - GAIN ON SALE				229.
TIMING DIFFERENCE - INTEREST AND DIVIDENDS				141.
TOTAL TO FORM 990-PF, PART III, LINE 3				370.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		1,341,104.	1,376,417.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,341,104.	1,376,417.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,341,104.	1,376,417.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	7,925,985.	10,864,613.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,925,985.	10,864,613.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,269,619.	1,357,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,269,619.	1,357,000.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND - 2051 GOVERNMENT & HOLCOMB	17,830.	0.	17,830.
LAND - 2051 GOVERNMENT	296,272.	0.	296,272.
BUILDING - 2051 GOVERNMENT	319,471.	85,333.	234,138.
LAND - 410 HOLCOMBE	11,366.	0.	11,366.
AIR CONDITIONER	10,198.	2,040.	8,158.
ROOF - 2051 GOVERNMENT	40,985.	438.	40,547.
TOTAL TO FM 990-PF, PART II, LN 11	696,122.	87,811.	608,311.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	15
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REGIONS SOUTHEAST TIMBER FUND	COST	468,474.	462,319.
TOTAL TO FORM 990-PF, PART II, LINE 13		468,474.	462,319.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	16
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS BANK P. O. BOX 2527 MOBILE, AL 36622	TRUSTEE 5.00	89,649.	0.	0.
J. MANSON MURRAY P. O. BOX 2568 MOBILE, AL 36652-2568	TRUSTEE 5.00	83,904.	0.	0.
REGIONS BANK - CUSTODIAN FEES P. O. BOX 2527 MOBILE, AL 36622	TRUSTEE 5.00	21,545.	0.	0.
SARAH L. DAMSON P.O. BOX 160947 MOBILE, AL 36616	DIST. COMM 0.10	0.	0.	0.
ALLEN LADD P. O. BOX 6989 MOBILE, AL 36660	DIST. COMM 0.10	0.	0.	0.
T.K. JACKSON III P.O. BOX 173 MOBILE, AL 36601-0173	DIST. COMM 0.10	0.	0.	0.
JOHN C. JOHNSON 3601 LONGVIEW LANE MOBILE, AL 36608	DIST. COMM 0.10	0.	0.	0.
JOY M. GRODNICK 112 PINEBROOK DRIVE WEST MOBILE, AL 36608	DIST. COMM 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		195,098.	0.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

2051 GOVERNMENT ST., MOBILE, AL

RENT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LAND - 2051 GOVERNMENT & HOLCOMBE	11/10/02	L			17,830.			17,830.			0.
2	LAND - 2051 GOVERNMENT BUILDING - 2051 GOVERNMENT	11/10/02	L			296,272.			296,272.			0.
3	LAND - 410 HOLCOMBE	11/10/02	SL	39.00	16	319,471.			319,471.	77,141.		8,192.
9	AIR CONDITIONER ROOF - 2051 GOVERNMENT	04/11/05	SL	15.00	16	10,198.			10,198.	1,360.		680.
14	* 990-PF RENTAL TOTAL OTHER	11/07/12	SL	39.00	16	40,985.			40,985.			438.
						696,122.		0.	696,122.	78,501.	0.	9,310.

2012 DEPRECIATION AND AMORTIZATION REPORT

2005 GOVERNMENT ST., MOBILE, AL

RENT

2

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
4	(D) 2005 GOVERNMENT LAND	1111002L				34,712.			34,712.			0.
5	(D) 2005 GOVERNMENT BLDG - TOWN & COUN	1111002SL		39.00	16							0.
6	(D) PARKING LOT	1111002SL		20.00	16	8,549.			8,549.	4,021.		107.
7	(D) NEW ROOF	1111002SL		39.00	16	10,084.			10,084.	2,439.		65.
8	(D) AIR CONDITIONER	1111002SL		7.00	16	448.			448.	448.		0.
10	(D) RENOVATIONS	022805SL		39.00	16	41,200.			41,200.	7,480.		264.
12	(D) 4 5-TON AC UNITS	082511SL		7.00	16	37,295.			37,295.	3,108.		1,332.
13	(D) BATHROOM RENOVATIONS	053111SL		39.00	16	9,006.			9,006.	192.		58.
	* TOTAL 990-PF RENTAL DEPR					141,294.		0.	141,294.	17,688.	0.	1,826.

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(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

18.2