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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 07-01-2012 , and ending 06-30-2013

Name of foundation MW SMITH JR FOUNDATION		A Employer identification number 63-6018078	
Number and street (or P O box number if mail is not delivered to street address) PO DRAWER 1628		B Telephone number (see instructions) (251) 342-0402	
City or town, state, and ZIP code MOBILE, AL 366331628		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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) <input checked="" type="checkbox"/> \$ 3,066,514		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15	15		
	4 Dividends and interest from securities.	78,743	78,743		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	37,734			
	b Gross sales price for all assets on line 6a _____ 1,112,212				
	7 Capital gain net income (from Part IV , line 2)		37,734		
	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	116,492	116,492		
	13 Compensation of officers, directors, trustees, etc	11,033	3,404		7,629
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	<input checked="" type="checkbox"/> 154	77		77
	b Accounting fees (attach schedule)	<input checked="" type="checkbox"/> 5,575	2,788		2,788
	c Other professional fees (attach schedule)	<input checked="" type="checkbox"/> 15,114	15,114		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 910	910		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	<input checked="" type="checkbox"/> 1,602	0		1,602
	24 Total operating and administrative expenses. Add lines 13 through 23	34,388	22,293		12,096
	25 Contributions, gifts, grants paid	136,500			136,500
	26 Total expenses and disbursements. Add lines 24 and 25	170,888	22,293		148,596
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-54,396			
	b Net investment income (if negative, enter -0-)		94,199		
	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	32,347	173,735	173,735
	2	Savings and temporary cash investments			
	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)	490,156	429,101	438,021
	b	Investments—corporate stock (attach schedule)	1,343,998	1,172,929	1,825,409
	c	Investments—corporate bonds (attach schedule).	571,753	608,020	629,349
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,438,254	2,383,785	3,066,514	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,438,254	2,383,785	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,438,254	2,383,785	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,438,254	2,383,785	

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	2,438,254
2	Enter amount from Part I, line 27a	2	-54,396
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,383,858
5	Decreases not included in line 2 (itemize) ▶ _____	5	73
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,383,785

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	PUBLICLY TRADED 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 1,110,934		1,074,478	36,456
b 1,278			1,278
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			36,456
b			1,278
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	37,734
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	117,839	2,825,191	0 041710
2010	136,977	2,884,924	0 047480
2009	123,983	2,561,412	0 048404
2008	108,759	2,262,113	0 048079
2007	151,276	2,866,483	0 052774

2 Total of line 1, column (d).	2	0 238447
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 047689
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,984,584
5 Multiply line 4 by line 3.	5	142,332
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	942
7 Add lines 5 and 6.	7	143,274
8 Enter qualifying distributions from Part XII, line 4.	8	148,596

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 <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	942
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	942
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	942
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,840	
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	1,840
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	898
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 898	Refunded <input type="checkbox"/>	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 <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" 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 checked="" 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.	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) <input checked="" 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 .	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 ▶(251) 438-8387 Located at ▶11 NORTH 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 ▶ <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?. <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? (<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	2,933,776
b	Average of monthly cash balances.	1b	96,259
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,030,035
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	3,030,035
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	45,451
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,984,584
6	Minimum investment return. Enter 5% of line 5.	6	149,229

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	149,229
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	942
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	942
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	148,287
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	148,287
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	148,287

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	148,596
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	148,596
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	942
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	147,654
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				148,287
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			2,331	
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 ▶ \$ 148,596				
a Applied to 2011, but not more than line 2a			2,331	
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.				146,265
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				2,022
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.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

1a

b

2a

Part XV

1

a

b

2

Check here ☐

a

b

C

d

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	136,500
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			14	15	
4	Dividends and interest from securities. . . .			14	78,743	
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	37,734	
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		116,492	0
13	Total. Add line 12, columns (b), (d), and (e).			13	116,492	

[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.

*****	2013-11-15	*****	
Signature of officer or trustee	Date	Title	<div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see Instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
	CLIFTON T JACKSON	CLIFTON T JACKSON	2013-10-21		P01269673
	Firm's name <input type="checkbox"/>	SMITH DUKES & BUCKALEW LLP		Firm's EIN <input type="checkbox"/> 63-0191630	
		3800 AIRPORT BLVD			
Firm's address <input type="checkbox"/>	MOBILE, AL 366081667			Phone no (251) 343-1200	


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	TRUSTEE 1 00	3,404	0	0
POST OFFICE BOX 1628 MOBILE,AL 36633				
MARY MARTIN RISER	CHAIRMAN 1 00	2,081	0	0
1809 YUILLE LANE DAPHNE,AL 36526				
JOHN H MARTIN III	COMMITTEE MEMBER 1 00	1,387	0	0
553 FAIRHOPE AVE FAIRHOPE,AL 36532				
MALCOLM PEARSON	COMMITTEE MEMBER 1 00	1,387	0	0
149 BOBBITT ROAD MEDINA,TN 38355				
LOUIS M FINLAY JR	COMMITTEE MEMBER 1 00	1,387	0	0
PO BOX 131 JACKSON,AL 36545				
SANDY SMITH	COMMITTEE MEMBER/SECRETARY 4 00	1,387	0	0
103 BROUGHTON ST MONROEVILLE,AL 36460				

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>				
ALABAMA PUBLIC RADIO BOX 870370 166 REESE PHIFER HALL TUSCALOOSA,AL 35487		509(A)(1)	COMMUNITY WELFARE	500
CAMP SEALE HARRIS PO BOX 21 5278 CAMP ASCRA DR JACKSONS GAP,AL 36861		501(C)(3)	COMMUNITY WELFARE	5,000
CANTON BEND CEMETERY ASSOCIATION 55-61 ALABAMA 28 CAMDEN WILCOX,AL 36726		509(A)(1)	COMMUNITY WELFARE	12,000
CLARKE COUNTY DEVELOPMENT FOUNDATION 114 COURT STREET SUITE 208 PO BOX 548 GROVE HILL,AL 36451		501(C)(3)	COMMUNITY WELFARE	10,000
KING'S KIDS FOUNDATION 2001 DARBY DR FLORENCE,AL 35630		501(C)(3)	EDUCATION	4,500
MOBILE SYMPHONY ORCHESTRA 257 DAUPHIN STREET MOBILE,AL 36602		501(C)(3)	COMMUNITY WELFARE	1,000
MONROE COUNTY PUBLIC LIBRARY 121 PINEVILLE ROAD MONROEVILLE,AL 36460		509(A)(1)	COMMUNITY WELFARE	3,000
FAIRHOPE FILM FESTIVAL 10 N SECTION ST SUITE 108 FAIRHOPE,AL 36532		501(C)(3)	COMMUNITY WELFARE	27,506
SOUTHERN CHOCTAW ELEMENTARY SCHOOL 10935 ALABAMA 17 GILBERTOWN,AL 36908		509(A)(1)	EDUCATION	7,500
SOUTHERN CHOCTAW HIGH SCHOOL 10941 HIGHWAY 17 GILBERTOWN,AL 36908		509(A)(1)	EDUCATION	7,500
GAINESTOWN UNITED METHODIST CHURCH 16626 WALKER SPRINGS RD GAINESTOWN,AL 36540		509(A)(1)	COMMUNITY WELFARE	3,000
GILBERTOWN PERFORMING ARTS CENTER 253 COLLEGE ST GILBERTOWN,AL 36908		501(C)(3)	COMMUNITY WELFARE	7,000
JACKSON INTERMEDIATE SCHOOL 2950 HIGHWAY 43 JACKSON,AL 36545		509(A)(1)	EDUCATION	1,500
MONROEVILLE AREA YMCA 2197 S MT PLEASANT AVE MONROEVILLE,AL 36460		501(C)(3)	COMMUNITY WELFARE	2,500
MONROEVILLE ELEMENTARY SCHOOL 297 SOUTH MOUNT PLEASANT AVENUE MONROEVILLE,AL 36460		509(A)(1)	EDUCATION	21,994

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>				
MONROEVILLE MIDDLE SCHOOL 201 YORK STREET MONROEVILLE,AL 36460		509(A)(1)	EDUCATION	17,000
USS ALABAMA BATTLESHIP FOUNDATION 2703 BATTLESHIP PARKWAY MOBILE,AL 36601		501(C)(3)	COMMUNITY WELFARE	5,000
Total  3a				136,500

TY 2012 Accounting Fees Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,575	2,788		2,788

TY 2012 Investments Corporate
 Bonds Schedule

Name: MW SMITH JR FOUNDATION
 EIN: 63-6018078

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AFLAC	10,942	11,502
AT&T	10,342	11,563
ANHEUSR-BUSCH	11,083	11,510
BARCLAYS BANK PLC	10,970	11,508
CA INC	11,363	11,962
CATERPILLER INC	20,229	21,928
CITIGROUP INC FDIC GUARANTEED	0	0
CITIGROUP INC.	11,037	10,869
COMCAST CORP	10,319	11,679
CREDIT SUISSE NEW YORK	23,485	23,936
CSX CORP	11,711	12,017
DIRECT TV HOLDGS/FING 25459HAN5	11,216	11,420
GENERAL ELECTRIC CAPITAL CORP 369622SM8	10,220	10,970
GENERAL ELECTRIC CAPITAL CORP 36962G3P7	10,386	11,008
GOLDMAN SACHS 38141EA25	9,889	10,688
GOLDMAN SACHS 38141EA33	11,131	11,458
HESS CORPORATION	10,338	11,281
HEWLETT-PACKARD CO.	11,999	12,186
JP MORGAN CHASE & CO.	10,306	11,617
MONDELEZ INTERNATIONAL	11,075	11,758
MERRILL LYNCH & CO. INC SERIES	10,326	11,509
MERRILL LYNCH & CO.	9,278	9,844
MORGAN STANLEY SERIES	10,085	10,748
MORGAN STANLEY	11,207	11,379
ONTARIO	24,029	24,138
ORACLE CORPORATION	10,389	11,636
PETROBAS INT'L FIN CO	21,830	21,848
PFIZER INC.	11,173	12,059
PRUDENTIAL FINANCIAL	10,054	10,659
TALISMAN ENERGY INC.	10,157	10,939

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TARGET CORP	9,908	11,335
TELEFONICA EMISIONES SAU	0	0
TIME WARNER CABLE	11,000	11,447
VERIZON COMMUNICATIONS	10,321	11,220
WACHOVIA CORP	10,097	11,351
AMERICAN EXPRESS CREDIT CORP SERIES	11,172	11,410
BHP BILLITON FIN USA LTD	23,988	24,132
DUKE ENERGY CORPORATION	12,039	12,277
INTEL CORP	10,995	11,040
INTERNATIONAL BUSINESS MACHINES	23,632	23,575
SUNTRUST BKS INC	10,999	11,511
TEVA PHARMA FIN IV LLC	0	0
TOYOTA MOTOR CREDIT CORP SERIES MTN	10,972	10,900
WAL MART STORES INC	11,999	11,044
APPLE INC	10,987	10,563
CHEVRON CORP	12,040	11,725
CISCO SYSTEMS INC.	11,379	11,167
DIRECT TV HOLDGS/FING 25459HAY1	11,733	11,556
KRAFT FOODS INC 50076QAK2	12,186	12,128
MARATHON OIL CORP	12,004	11,933
ROYAL BANK OF CANADA	24,000	23,416

**TY 2012 Investments Corporate
Stock Schedule**

Name: MW SMITH JR FOUNDATION
EIN: 63-6018078

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO.	2,168	3,826
ALLERGAN INC.	758	1,684
AMERICAN EUROPACIFIC GRTH-F2	0	0
AMERICAN EXPRESS CO	801	2,990
APACHE CORPORATION	0	0
ARTISAN FDS INC. MID CAP	0	0
ARTISAN FDS INC. SMALL CAP	0	0
AUTOZONE INC	18,318	65,671
BLACKROCK INC	2,051	2,568
BROOKFIELD ASSET MGMT	45,389	56,011
BUCKEYE TECHNOLOGIES INC.	21,720	66,672
BUFFALO SMALL CAP FUND	0	0
CVS/CAREMARK CORPORATION	1,878	2,859
CHEVRON CORP	2,685	5,325
CISCO SYSTEMS INC.	1,777	2,677
CORRECTIONS CORP OF AMERICA	44,451	79,561
EMC CORP MASS	760	1,653
EMERSON ELECTRIC	0	0
EXXON MOBIL CORP	4,740	5,421
FEDEX CORP	39,499	58,162
FISERV INC	29,776	52,446
FLOW SERVE CORP	35,996	80,205
GANNETT INC	49,821	91,725
GARDNER DENVER MACHY INC.	0	0
GENERAL ELECTRIC CO	2,050	2,551
GOLDMAN SACHS GROUP INC	0	0
GOOGLE INC CL A	3,127	4,402
HCC INS HLDGS INC.	48,915	75,443
HIGH MARK GENEVA MID CAP	13,026	13,989
HOWARD HUGHES CORP	34,152	67,814

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTEL CORP	2,556	3,271
JC PENNY CO INC	0	0
JOHNSON & JOHNSON	1,546	2,576
JP MORGAN CHASE & CO	2,352	4,487
JUNIPER NETWORKS INC	2,477	1,834
LIBERTY VENTURES 53071M104	27,347	69,835
MANTECH INTL CORP CL A	0	0
MATTEL INC.	0	0
MERCK & CO NEW	2,066	2,787
MONSANTO CO	1,792	2,668
MSC INDL DIRECT INC. CL A	35,484	68,939
NEXTERA ENERGY	2,772	4,074
NORFOLK SOUTHERN CORP	0	0
ORACLE CORPORATION	1,817	2,457
PEPSICO INC	1,736	2,863
PHILLIP MORRIS INTERNAITONAL	3,034	5,111
PLAINS EXPLORATION & PRODN CO	0	0
PROCTOR & GAMBLE	1,842	2,695
PRUDENTIAL FINANCIAL INC.	1,661	3,652
QUALCOMM INC	1,908	3,360
REPUBLIC SVCS INC CL A	0	0
SSCHLUMBERGER LTD	1,728	2,866
SCRIPPS NEWTORKS INTERACTIVE	19,245	54,076
SHIRE PLC SPONSORED ADR	34,422	55,164
SIRUS XM RADIO	40,101	75,375
STAPLES INC	0	0
STEWART ENTERPRISES INCL CL A	0	0
STRYKER CORP	984	1,617
TEVA PHARMACEUTICALS	0	0
TEXAS INSTRUMENTS	2,441	2,440

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THERMO FISHER SCIENTIFIC, INC.	61,786	97,663
THORNBURG INTL VALUE FD CL	0	0
TRAVELERS COMPANIES	887	2,398
UNITED TECHNOLOGIES CORP	1,180	2,138
VERIZON COMMUNICATIONS 92343V104	1,371	2,517
VISA INC. CLASS A SHS	1,743	3,655
WALTER ENERGY INC.	7,051	2,444
WEATHERFORD INTERNAITONAL LTD	0	0
WILLIS GROUP HOLDINGS	41,790	57,092
XCEL ENERGY INC	2,376	2,551
BROADCOM CORP CL A	3,161	3,042
DANAHER CORP DEL	2,183	2,532
DUN & BRADSTREET CORP DEL NE	26,140	37,518
HASBRO INC	0	0
HEINZ H J CO	0	0
JOHNSON CTLS INC	0	0
LABORATORY CORP AMER HLDGS COM NEW	0	0
METLIFE INC	2,001	2,517
OCCIDENTAL PETE CORP	0	0
PRAXAIR INC	1,974	2,303
STANLEY BLACK & DECKER INC.	39,138	49,859
TARGET CORP	2,325	2,754
WESTERN UNION CO	0	0
ENSCO PLC-CL A SEDOL #B4VLR19 ISINS #GB00B4LR192	24,201	39,231
ANADARKO PETROLEUM CORP	2,919	3,437
APPLE INC	5,486	3,965
BAXTER INTERNATIONAL INC	1,471	1,732
CITIGROUP INC RR	1,581	1,679
WALT DISNEY CO	1,978	2,526
FORD MOTOR COMPANY COM	1,329	1,547

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTERNATIONAL INC	3,120	3,174
LIBERTY VENTURES-SER A 53071M880	4,724	15,897
LIQUIDITY SERVICES INC	24,354	25,309
LOWE'S COMPANIES INC	2,196	2,863
MCDONALDS CORP	3,705	3,960
MCKESSON CORP	2,625	2,863
PHILLIPS 66	1,893	2,062
TJX COS INC NEW	1,535	1,502
TIFFANY & CO	1,150	1,457
WAL MART STORES INC	2,958	2,980
WELLS FARGO & CO	3,571	4,333
ZEBRA TECHNOLOGIES CORP CL A	39,232	44,960
AMERICAN CENTURY SMALL CAP VALUE INST CL	12,734	13,733
JP MORGAN MID CAP VALUE FD CL I	12,490	13,761
VIRTUS SMALL-MID CAP FUND-I	13,244	13,898
WALTER INVESTMENT MANAGEMENT (REIT)	48,909	48,348
INVESCO INTERNATIONAL GROWTH FD CL R5	20,369	20,146
MFS RESH INTL FD CL I	20,013	20,237
VIRTUS EMERGING MARKETS OPPORTUNITY-I	13,666	12,853
AMDOCS LTD ORD	55,701	58,788
ACCENTURE PLC SEDOL	3,463	3,598
OPEN TEXT CORP	54,037	67,785

TY 2012 Investments Government Obligations Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

**US Government Securities - End of
Year Book Value:**

429,101

**US Government Securities - End of
Year Fair Market Value:**

438,021

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Legal Fees Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	154	77		77

TY 2012 Other Decreases Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Description	Amount
TIMING DIFFERENCE BOOK AND TAX	73

TY 2012 Other Expenses Schedule**Name:** MW SMITH JR FOUNDATION**EIN:** 63-6018078

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES	600	0		600
SECRETARY EXPENSE	1,000	0		1,000
OFFICE EXPENSE	2	0		2

TY 2012 Other Professional Fees Schedule

Name: MW SMITH JR FOUNDATION

EIN: 63-6018078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	15,114	15,114		0

TY 2012 Taxes Schedule**Name:** MW SMITH JR FOUNDATION**EIN:** 63-6018078

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	579	579		0
FEDERAL INCOME TAX PAYMENTS	331	331		0