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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 09-01-2012 , and ending 08-31-2013

Name of foundation
THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

A Employer identification number
72-1399703

Number and street (or P O box number if mail is not delivered to street address)
600 LUCKIE DRIVE

Room/suite

B Telephone number (see instructions)
(205) 879-2121

City or town, state, and ZIP code
BIRMINGHAM, AL 352232429

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,927,128

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	270,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	91,622	91,622	91,622	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	94,753			
	b	Gross sales price for all assets on line 6a 749,714				
	7	Capital gain net income (from Part IV, line 2)		94,753		
	8	Net short-term capital gain			42,232	
	9	Income modifications				
	10a	Gross sales less returns and allowances 1,555				
	b	Less Cost of goods sold 11,317				
	c	Gross profit or (loss) (attach schedule)	-9,762		-9,762	
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	446,613	186,375	124,092	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,461	0	0	0
	c	Other professional fees (attach schedule)	28,707	28,707	0	0
	17	Interest	74	74	0	0
	18	Taxes (attach schedule) (see instructions)	1,046	0	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	13,604	0	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45,892	28,781	0	0
	25	Contributions, gifts, grants paid	104,285			104,285
	26	**Total expenses and disbursements.** Add lines 24 and 25	150,177	28,781	0	104,285
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	296,436			
	b	**Net investment income** (if negative, enter -0-)		157,594		
	c	**Adjusted net income** (if negative, enter -0-)			124,092	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	74,264	185,798	186,699
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,686,619	1,946,741	2,221,020
c	Investments—corporate bonds (attach schedule)	50,998	122,245	111,769
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	460,015	355,291	407,640
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)	2,271,896	2,610,075	2,927,128
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	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	2,271,896	2,610,075	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,271,896	2,610,075	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,271,896	2,610,075	

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	2,271,896
2	Enter amount from Part I, line 27a	2	296,436
3	Other increases not included in line 2 (itemize) ▶	3	41,743
4	Add lines 1, 2, and 3	4	2,610,075
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,610,075

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	94,753
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	42,232

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	87,590	2,285,058	0 038332
2010	83,685	2,020,694	0 041414
2009	90,050	1,657,509	0 054329
2008	65,656	1,183,127	0 055494
2007	84,768	1,363,113	0 062187

2	**Total** of line 1, column (d)	2	0 251756
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 050351
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,787,458
5	Multiply line 4 by line 3	5	140,351
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,576
7	Add lines 5 and 6	7	141,927
8	Enter qualifying distributions from Part XII, line 4	8	104,285

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,152
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	3,152
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	3,152
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	72
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	3,224
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JOHN WILSON CPA Telephone no ▶(205) 802-7212

Located at ▶2101 HIGHLAND AVE S SUITE 500 BIRMINGHAM AL ZIP+4 ▶35205

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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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
ROBERT E LUCKIE III 600 LUCKIE DRIVE BIRMINGHAM, AL 35223	PRESIDENT 0 00	0	0	0
THOMAS G LUCKIE 600 LUCKIE DRIVE BIRMINGHAM, AL 35223	VICE PRESIDENT 0 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 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	2,677,019
b	Average of monthly cash balances	1b	152,888
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,829,907
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	2,829,907
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,449
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,787,458
6	**Minimum investment return.** Enter 5% of line 5	6	139,373

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

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	104,285
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	104,285
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	104,285

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				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20___ , 20___ , 20___				
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.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ ____________				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶ 1999-05-25

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	124,092	76,629	61,021	52,157	313,899
b 85% of line 2a	105,478	65,135	51,868	44,333	266,814
c Qualifying distributions from Part XII, line 4 for each year listed	104,285	87,590	83,685	90,050	365,610
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	104,285	87,590	83,685	90,050	365,610
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .	92,915	76,169	67,357	55,250	291,691
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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* See Additional Data Table				
Total . . . . ▶ **3a**				104,285
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	91,622	
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	94,753	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .			14	-9,762	
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		176,613	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 176,613

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

****** 2014-01-09 ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JOHN M WILSON CPA	JOHN M WILSON CPA	2014-01-09		P00744312

Firm's name ▶ BORLAND BENEFIELD

Firm's EIN ▶ 63-0721243

Firm's address ▶ 2101 HIGHLAND AVE SUITE 500 BIRMINGHAM, AL 35205

Phone no (205) 802-7212

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PROTECTIVE LIFE COPR 7 25%			2012-09-04
ARIO INTERNATIONAL EQUITY FUND II CL I		2011-12-29	2012-09-26
ARIO INTERNATIONAL EQUITY FUND II CL I		2008-12-30	2012-09-26
ARIO INTERNATIONAL EQUITY FUND II CL I		2008-12-30	2012-09-26
ARIO INTERNATIONAL EQUITY FUND II CL I		2010-12-30	2012-09-26
ARIO INTERNATIONAL EQUITY FUND II CL I		2008-04-04	2012-09-26
THOMAS WHITE INTERNATIONAL FD			2012-10-01
THOMAS WHITE INTERNATIONAL FD		2011-10-26	2012-10-01
PRUDENTIAL JENNISON 20/20 FOCUS FD		2008-02-11	2012-10-01
PROTECTIVE LIFE COPR 7 25%			2012-10-12
EXXON MOBIL CORPORATION		1989-06-05	2012-12-07
EXXON MOBIL CORPORATION		2012-06-08	2012-12-07
EATON VANCE LARGE CAP VALUE FD CL A		2008-02-11	2013-01-04
CREE INCORPORATED		2004-07-14	2013-05-15
FPA CRESCENT INSTITUTIONAL		2012-12-18	2013-03-22
FPA CRESCENT INSTITUTIONAL		2012-12-18	2013-04-22
BANK OF AMERICA PRD		2009-12-18	2013-06-06
FPA CRESCENT INSTITUTIONAL		2012-12-18	2013-06-06
EATON VANCE LARGE CAP VALUE FD CL A			2013-06-11
EATON VANCE LARGE CAP VALUE FD CL A			2013-06-11
EATON VANCE LARGE CAP VALUE FD CL A		2012-03-09	2013-06-11
EATON VANCE LARGE CAP VALUE FD CL A		2008-02-11	2013-06-11
GUGGENHEIM ENHANCED EQUITY		2012-04-24	2013-06-25
SOUTHERN COMPANY		2006-09-18	2013-06-26
SOUTHERN COMPANY		2003-07-25	2013-06-26
FPA CRESCENT INSTITUTIONAL			2013-07-23
FPA CRESCENT INSTITUTIONAL			2013-08-15
PRUDENTIAL JENNISON			2013-08-16
FPA CRESCENT INSTITUTIONAL		2013-12-18	2013-08-16
FEDERATED STRATAEGIC VALUE FD			2013-08-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
EATON VANCE LARGE CAP VALUE FD CL A		2008-02-11	2012-11-11
MORGAN KEEGAN PRIVATE EQUITY FD			
ENTERPRISE PRODUCTS PARTNERS LP			
CAPITAL GAIN DISTRIBUTIONS RAYMOND JAMES/MORGAN KEEGAN			
ENTERPRISE PRODUCTS PARTNERS LP			
KINDER MORGAN ENERGY PARTNERS			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
46,800		36,224	10,576
973		884	89
1,686		1,590	96
2,238		2,560	-322
1,001		1,196	-195
20,141		31,192	-11,051
19,469		20,500	-1,031
366		340	26
15,777		13,385	2,392
4,223		3,858	365
43,772		41,965	1,807
43,772		30,684	13,088
2,197		2,286	-89
22,436		12,250	10,186
50,000		49,052	948
2,280		2,280	0
50,000		48,595	1,405
75,000		70,594	4,406
1,775		1,543	232
5,211		3,718	1,493
265		219	46
91,255		85,387	5,868
16,802		19,326	-2,524
42,651		34,683	7,968
21,326		17,680	3,646
2,350		2,206	144
35,000		32,169	2,831
25,000		19,972	5,028
50,000		45,493	4,507
25,000		21,747	3,253

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
725		759	-34
10,201			10,201
854			854
19,168			19,168
		25	-25
		599	-599

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			10,576
			89
			96
			-322
			-195
			-11,051
			-1,031
			26
			2,392
			365
			1,807
			13,088
			-89
			10,186
			948
			0
			1,405
			4,406
			232
			1,493
			46
			5,868
			-2,524
			7,968
			3,646
			144
			2,831
			5,028
			4,507
			3,253

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-34
			10,201
			854
			19,168
			-25
			-599

Form 990PF Part XV Line 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*				
ADDICTION COALITION 200 UNION HILL STE 101 BIRMINGHAM, AL 35209			CREATE AND SUPPORT PREVENTION PROGRAMS TO ELIMINATE ADDICTION	500
ALABAMA FOREVER 2 DEXTER AVENUE MOUNTAIN BROOK, AL 35213			HELP COMMUNITIES IN NEED	250
ALABAMA GOLF ASSOCIATION 1025 MONTGOMERY HIGHWAY SUITE 210 BIRMINGHAM, AL 35216			SCHOLARSHIP	4,500
ALABAMA POLICY INSTITUTE 402 OFFICE PART DRIVE SUITE 300 MOUNTAIN BROOK, AL 35223			RESEARCH AND EDUCATION	1,000
ALABAMA SCHOOL OF FINE ARTS 1800 REVEREND ABRAHAM WOODS JR BLVD BIRMINGHAM, AL 35203			SCHOLARSHIPS	1,500
ALABAMA SPORTS FESTIVAL FOUNDATION P O BOX 20327 MONTGOMERY, AL 36120			MENTOR PROGRAM FOR TEACHING YOUTH IMPORTANCE OF ACADEMICS, HEALTHY LIEFESTYLE AND GOOD CITIZENSHIP	500
ALABAMA SYMPHONY 3621 6TH AVENUE SOUTH BIRMINGHAM, AL 35222			ENDOWMENT OF THE MUSICAL ARTS	1,500
ALYS STEPHENS CENTER 1200 10TH SVENUE SOUTH BIRMINGHAM, AL 35205			EDUCATE, INSPIRE AND NUTURE THE PERFORMING ARTS	250
AMERICAN CANCER SOCIETY 1104 IRELAND WAY BIRMINGHAM, AL 35205			CANCER RESEARCH AND TREATMENT	150
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231			CARDIOVASCULAR DISEASE RESEARCH	500
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849			DEVELOPE, SUPPORT AND ENCHANGE EDUCATIONAL INTEREST AND PROGRAM OF AUBURN UNIVERSITY	1,770
BALLET GUILD OF BIRMINGHAM P O BOX 530204 BIRMINGHAM, AL 35253			SUPPORT THE PERFORMING ARTS	250
BBVA COMPASS BOWL 505 20TH STREET NORTH BIRMINGHAM, AL 35203			SUPPORT OF LOCAL CHARITIES	1,125
BELL CENTER FOR EARLY INTERVENTION PROGRAMS 1700 29TH COURT SOUTH BIRMINGHAM, AL 35209			PROVIDE TREATMENT AND THERAPY FOR SPECIAL NEEDS CHIL	500
BENEDICTINE SISTERS 916 CONVENT ROAD CULLMAN, AL 35055			CHURCH	1,000

Form 990PF Part XV Line 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*				
BIG BROTHERS BIG SISTERS BIRMINGHAM 1901 14TH AVENUE SOUTH BIRMINGHAM, AL 35205			NUTURE CHILDREN FACING ADVERSITY	450
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK RD BIRMINGHAM, AL 35223			CONSERVATION	500
BIRMINGHAM CIVIL RIGHTS INSTITUTE 520 16TH STREET NORTH BIRMINGHAM, AL 35203			CENTER FOR EDUCATION AND DISCUSSION ABOUT CIVIL AND HUMAN RIGHTS	1,000
BIRMINGHAM EDUCATION FOUNDATION PO BOX 1476 BIRMINGHAM, AL 35201			ACADEMIC EXCELLENCE FOR BIRMINGHAM PUBLIC SCHOOL	4,000
BIRMINGHAM MUSIC CLUB P O BOX 10486 BIRMINGHAM, AL 35202			SCHOLARSHIPS	500
CANTERBURY UNITED METHODIST CHURCH 350 OVERBROOK ROAD BIRMINGHAM, AL 35213			GENERAL CHURCH OPERATIONS	700
CATHOLIC CENTER FOR CONCERN BIRMINGHAM AL 712 4TH COURT WEST BIRMINGHAM, AL 35204			PROVIDE COMMUNITY SERVICES	1,000
CATHOLIC CHARITIES 2121 3RD AVENUE NORTH BIRMINGHAM, AL 35203			PROVIDE COMMUNITY SERVICES	1,500
CATHOLIC FAMILY SERVICES 2121 3RD AVENUE NORTH BIRMINGHAM, AL 35203			FAMILY ASSISTANCE PROGRAMS	500
CENTER FOR EXECUTIVE LEADERSHIP 200 UNION HILL STE 200 BIRMINGHAM, AL 35209			MISSIONS	1,440
CHANGED LIVES CHRISTIAN CENTER 1308 26TH AVE NORTH BIRMINGHAM, AL 35204			TRANSITIONAL HOUSING FOR HOMELESS MEN	500
CHILDCARE RESOURCES 1904 1ST AVE N BIRMINGHAM, AL 35203			PROMOTE CHILD CARE	1,000
CHILDREN'S HOSPITAL FOUNDATION 1600 7TH AVE S BIRMINGHAM, AL 35233			MEDICAL CARE	1,500
CYSTIC FIBROSIS FOUNDATION-ALABAMA 200 CAHABA PARK CIRCLE SUITE 114 BIRMINGHAM, AL 35242			TO ASSURE THE DEVELOPMENT OF THE MEANS TO CURE AND CONTROL CYSTIC FIBROSIS AND IMPROVE QUALITY OF LIFE OF THOSE WITH THE DISEASE	3,500
DELTA DELTA DELTA FOUNDATION PO BOX 862938 TUSCALOOSA, AL 35486			SCHOLARHIPS	1,000

Form 990PF Part XV Line 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*				
EXCEPTIONAL FOUNDATION 1616 OXMOOR ROAD BIRMINGHAM,AL 35202			CARE FOR MENTALLY AND/OR PHSICALLY CHALLENGED INDIVI	2,200
FRIENDS OF ALABAMA HERITAGE P O BOX 870342 TUSCALOOSA,AL 35487			SUPPORT PUBLICATION BY U OF A "ALABAMA HERITAGE" MASGAZINE	500
GATEWAY 411 WATTERSON PARKWAY TRUSSVILLE,AL 35173			CHURCH	500
HENRY MARIANNA GREENE SPECIAL EQUESTRIANS 29401 ALABAMA HWY 21 S TALLADEGA,AL 35160			SPECIAL EQUESTRIAN PROGRAM FOR DISABLED CHILDREN	1,000
HIGHLAND'S CASHIERS HOSPITAL FOUNDATION 190 HOSPITAL DRIVE HIGHLANDS,NC 28741			ADMINISTRATION OF GIFTS IN SUPPORT OF HEALTHCARE EXCELLENCE	250
HUMANE SOCIETY 300 SNOW DRIVE BIRMINGHAM,AL 35209			HOUSING FOR NEEDY PETS	250
JDRF - ALABAMA CHAPTER 600 BEACON PARKWAY WEST STE 860 BIRMINGHAM,AL 35209			JUVENILE DIABETES RESEARCH	500
JUNIOR LEAGUE OF BIRMINGHAM 2212 20TH AVE S BIRMINGHAM,AL 35223			PROMOTION OF VOLUNTARISM	1,000
KING'S HOME P O BOX 162 CHELSEA,AL 35043			SERVING YOUTH, WOMEN AND MOTHERS WITH AT RISK CHILDREN	1,000
LEGACY OF LEADERSHIP 1200 W MONTGOMERY ROAD TUSKEGEE,AL 36088			SCHOLARSHIP	1,000
LEUKEMIA & LYMPHOMA SOCIETY 100 CHASE PARK S SUITE 220 BIRMINGHAM,AL 35244			LEUKEMIA & LYMPHOMA MEDICAL RESEARCH	2,500
LIVE BEYOND MOBILE MEDICAL DISASTER RELIEF P O BOX 10486 NASHVILLE,TN 37212			MOBILE MEDICAL DISASTER RELIEF	500
MAGIC MOMENTS 1600 7TH AVE S STE 219 BIRMINGHAM,AL 35205			PROVIDING SERVICES FOR CRITICALLY ILL CHILDREN	250
MAHALAKSHMI FOUNDATION NO 21/10 2ND STREET KAMARAJ NAAGAR CHENNAI IN			PROVIDING SERVICES TO NEEDY CHILDREN IN CHENNAI	100
MAKE WAY PARTNERS PO BOX 26367 BIRMINGHAM,AL 35260			FIGHTING HUMAN TRAFFICKING	500

Form 990PF Part XV Line 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*				
MEALS ON WHEELS 3712 4TH AVENUE SOUTH BIRMINGHAM, AL 35205			COMMUNITY SERVICES	500
MEDIA RESEARCH CENTER 325 S PATRICK STREET ALEXANDRIA, VA 22314			MEDIA EDUCATION	2,000
MONDAY MORNING QUARTERBACK CLUB 2019 4TH AVE N BIRMINGHAM, AL 35203			SCHOLARSHIPS	10,500
MOUNTAIN BROOK CITY SCHOOLS FOUNDATION 32 VINE STREET BIRMINGHAM, AL 35213			EDUCATIONAL SUPPLIES	500
NICK'S KIDS CHARITIES BOX 870323 TUSCALOOSA, AL 35487			PROMOTE AND SUPPORT CHILDREN'S CAUSES	2,700
PARKINSONS ASSOCIATION OF ALABAMA 912 TULIP POPLAR LN BIRMINGHAM, AL 35244			MEDICAL RESEARCH	3,700
PATHWAYS 409 RICHARD ARRINGTON JR BLVD N BIRMINGHAM, AL 35203			PROVIDE SERVICES FOR HOMELESS WOMEN AND CHILDREN	500
PUBLIC AFFAIRS RESEARCH PO BOX 293931 BIRMINGHAM, AL 35229			PROVIDE INFORMATION TO ADD TO THE IMPROVEMENT OF STATE AND LOCAL GOVERNMENTS IN ALABAMA	500
RED MOUNTIAN THEATRE 3028 7TH AVENUE SOUTH BIRMINGHAM, AL 35233			SUPPORTING OF THE ARTS	3,000
REGIONS CHARITY CLASSIC FOUNDATION 100 GRANDVIEW PLACE BIRMINGHAM, AL 35243			PROMOTE CHARITIES	4,000
RISE PROGRAM 25 BISHOP PLACE NEW BRUNSWICK, NJ 089011181			SCHOLARSHIPS	1,500
ROBERT REED ONCOLOGY RESEARCH FOUNDATION PO BOX 530186 BIRMINGHAM, AL 35253			CANCER RESEARCH	1,000
ROTARY CLUB BIRMINGHAM TRAIL 2019 4TH AVENUE NORTH SUITE 200 BIRMINGHAM, AL 35203			COMUNNITY SERVICE	1,000
SAMFORD UNIVERSITY 800 LAKESHORE DRIVE BIRMINGHAM, AL 35229			COLLEGE EDUCATION	500
SHOAL CREEK FOUNDATION 2830 CAHABA ROAD BIRMINGHAM, AL 35223			SCHOLARSHIPS	250

Form 990PF Part XV Line 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*				
SISKIN CHILDREN'S INSTITUTE 1101 CARTER STREET CHATTANOOGA,TN 37402			MEDICAL SERVICES FOR CHILDREN WITH SPECIAL NEEDS	2,000
SOUTHEAST CANCER FOUNDATION PO BOX 43524 BIRMINGHAM,AL 35243			CANCER RESEARCH	250
ST FRANCIS OF ASSISI 3545 CAHABA VALLEY ROAD INDIAN SPRINGS,AL 35124			CHURCH	1,000
THE BIRMINGHAM ZOO 2630 CAHABA ROAD MOUNTAIN BROOK,AL 35213			ZOO	250
THE FOUNDRY PO BOX 824 BESSEMER,AL 35021			RESCUE MISSION AND RECOVERY CENTER	1,200
THE MUSEUM OF ART 2000 REV ABRAHAM WOODS JR BLVD BIRMINGHAM,AL 35203			ART MUSEUM	2,500
THE WORKSHOPS INC 2950 WHIPPLE AVENUE NW CANTON,OH 44708			PROVIDE A COMPREHENSIVE PROGRAM TO EMPLOY THOSE WITH DVELOPMENTAL DISABILITIES	2,050
UAB COLLEGE OF COMMERCE 1530 3RD AVENUE S BIRMINGHAM,AL 35294			SCHOLARSHIP	500
UAB COMP CANCER CENTER UNIVERSITY OF ALABAMA BIRMINGHAM,AL 35294			CANCER RESEARCH AND TREATMENT	2,500
UAB SCHOOL OF MEDICINE 1530 3RD AVENUE S BIRMINGHAM,AL 35294			SCHOLARSHIP	500
UAB SCHOOL OF NURSING 1530 3RD AVENUE S BIRMINGHAM,AL 35294			SCHOLARSHIPS	5,250
UNITED WAY OF CENTRAL ALABAMA FOOD BANK 3600 8TH AVE S BIRMINGHAM,AL 35232			FEED THE HOMELESS	3,500
UNIVERSITY OF ALABAMA COMMUICATION AND INFORMATION P O BOX 870144 TUSCALOOSA,AL 35487			SCHOLARSHIP	500
UNIVERSITY OF ALABAMA DIGITAL MEDIA CENTER P O BOX 870144 TUSCALOOSA,AL 35487			SCHOLARSHIP	2,000
UNIVERSITY OF ALABAMA P O BOX 870144 TUSCALOOSA,AL 35487			SCHOLARSHIP	1,000

Form 990PF Part XV Line 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*				
WOUNDED WARRIORS PROJECT 3343 PEACHTREE ROAD NE M20 ATLANTA, GA 30326			SERVICES FOR WOUNDED VETERANS OF MILITARY ACTIONS	700
Total . . . . ▶ **3a**				104,285

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

Employer identification number
72-1399703

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

Employer identification number
72-1399703

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT E LUCKIE JR CHARITABLE LEAD TRUST 600 LUCKIE DRIVE BIRMINGHAM, AL 352232429	$ 270,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	**Employer identification number**
THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION	72-1399703

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

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

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

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

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

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

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

Name of organization
THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

Employer identification number
72-1399703

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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TY 2012 Accounting Fees Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,461	0	0	0

TY 2012 Investments Corporate Bonds Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Name of Bond	End of Year Book Value	End of Year Fair Market Value
RAYMOND JAMES/MORGAN KEEGAN CLOSED END BOND FUND	122,245	111,769

TY 2012 Investments Corporate Stock Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RAYMOND JAMES/MORGAN KEEGAN PREFERRED STOCK	435,068	417,611
RAYMOND JAMES/MORGAN KEEGAN STOCK MUTUAL FUND	680,320	880,090
RAYMOND JAMES/MORGAN KEEGAN STOCK MUTUAL FUND	0	0
RAYMOND JAMES/MORGAN KEEGAN STOCK MUTUAL FUNDS	831,353	923,319
RAYMOND JAMES/MORGAN KEEGAN SPECIALITY MUTUAL FUNDS	0	0

TY 2012 Investments - Other Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RAYMOND JAMES/MORGAN KEEGAN REITS/TANGIBLES	FMV	192,791	235,390
RAYMOND JAMES/MORGAN KEEGAN PRIVATE EQUITY FUND	FMV	162,500	172,250

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TY 2012 Other Expenses Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS - MORGAN KEEGAN	4,821	0	0	0
INTANGIBLE DRILLING COSTS	590	0	0	0
SECTION 59(E)(2) EXPENDITURES	4,159	0	0	0
COST DEPLETION	4,034	0	0	0

TY 2012 Other Increases Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Description	Amount
LIMITED PARTNERSHIP NON TAXABLE DISTRIBUTIONS	41,743

TY 2012 Other Professional Fees Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	28,707	28,707	0	0

TY 2012 Taxes Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES - EXISE	1,032	0	0	0
FOREIGN TAXES PAID	14	0	0	0