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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year **2012** or tax year beginning **10/01, 2012**, and ending **09/30, 2013**

Name of foundation J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND		A Employer identification number 63-6055718
1155000555		B Telephone number (see instructions) 251- 690-1024
Number and street (or P.O. box number if mail is not delivered to street address) Room/suite REGIONS BANK, TRUST DEPT. P O BOX 2886		
City or town, state, and ZIP code MOBILE, AL 36652-2886		

C If exemption application is pending, check here <input type="checkbox"/>	
D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **2,975,813.** J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	105,795.	95,704.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	68,311.			
	b Gross sales price for all assets on line 6a 991,573.				
	7 Capital gain net income (from Part IV, line 2)		68,311.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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)	266.			STMT 2
	12 Total. Add lines 1 through 11	174,372.	164,015.		
	13 Compensation of officers, directors, trustees, etc.	5,375.	4,300.		1,075.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	175.	NONE	NONE	175.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	4,352.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	80.			80.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,982.	4,300.	NONE	1,330.
	25 Contributions, gifts, grants paid	121,500.			121,500.
	26 Total expenses and disbursements. Add lines 24 and 25	131,482.	4,300.	NONE	122,830.
	27 Subtract line 26 from line 12 2014	42,890.			
	a Excess of revenue over expenses and disbursements		159,715.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		143,703.	79,546.	79,546.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 6	420,622.	375,565.	381,769.
	b	Investments - corporate stock (attach schedule)	STMT 7	592,802.	722,393.	961,591.
	c	Investments - corporate bonds (attach schedule)	STMT 10	1,499,284.	1,511,173.	1,552,907.
	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)		2,656,411.	2,688,677.	2,975,813.	
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)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		2,656,411.	2,688,677.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		2,656,411.	2,688,677.	
31	Total liabilities and net assets/fund balances (see instructions)		2,656,411.	2,688,677.		

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	2,656,411.
2	Enter amount from Part I, line 27a	2	42,890.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	945.
4	Add lines 1, 2, and 3	4	2,700,246.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	11,569.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,688,677.

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a PUBLICLY TRADED SECURITIES**

b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 991,573.		923,262.	68,311.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			68,311.
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	68,311.
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	{ 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 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	99,995.	2,850,325.	0.035082
2010	89,564.	2,704,608.	0.033115
2009	107,872.	2,568,979.	0.041990
2008	147,294.	2,398,115.	0.061421
2007	195,581.	2,858,507.	0.068421

2 Total of line 1, column (d)	2	0.240029
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	0.048006
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,957,366.
5 Multiply line 4 by line 3	5	141,971.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,597.
7 Add lines 5 and 6	7	143,568.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	122,830.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,194.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	3,194.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,194.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,084.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,340.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,424.	
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	3,230.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 3,196. Refunded <input type="checkbox"/> 34.	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>REGIONS BANK, TRUST DEPT</u> Telephone no. <u>(251) 690-1024</u> Located at <u>11 N. WATER STREET, 25TH FLOOR, MOBILE, AL</u> ZIP+4 <u>36602</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

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

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

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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
REGIONS BANK 201 MONROE STREET, MONTGOMERY, AL 36104	TRUSTEE 2	5,375.	- 0 -	- 0 -
LEE COUNTY BOARD OF EDUCATION 2410 SOCIETY HILL ROAD, OPELIKA, AL 36804	SCHOLARSHIP COMM 1			
BOARD OF EDUCATION, OPELIKA CITY 300 SIMMONS STREET, OPELIKA, AL 36801	SCHOLARSHIP COMM 1			
BOARD OF EDUCATION, AUBURN CITY 855 E. SAMFORD AVE., AUBURN, AL 36831	SCHOLARSHIP COMM 1			

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,002,402.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,002,402.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,002,402.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,036.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,957,366.
6	Minimum investment return. Enter 5% of line 5	6	147,868.

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	147,868.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,194.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,194.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	144,674.
4	Recoveries of amounts treated as qualifying distributions	4	250.
5	Add lines 3 and 4	5	144,924.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	144,924.

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	122,830.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	122,830.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	122,830.

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				144,924.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	46,130.			
b From 2008	21,344.			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	67,474.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>122,830.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				122,830.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	22,094.			22,094.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	45,380.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
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)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	24,036.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	21,344.			
10 Analysis of line 9				
a Excess from 2008	21,344.			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE SCHEDULE A	NONE	PC	EDUCATIONAL	121,500.
Total			3a	121,500.
b Approved for future payment				
Total			3b	

Form 990-PF (2012)

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

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

05/13/2014
Date

► TRUST OFFICER
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDEND AND INTEREST	105,795.	95,704.
-----	-----	-----
TOTAL	105,795.	95,704.
=====	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
2011 FEDERAL REFUND	16.
SCHOLARSHIP REFUND	250.

TOTALS	266.
	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	175.			175.
TOTALS	175.	NONE	NONE	175.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TAX PAID WITH PRIOR YEAR EXTEN	4,352.

TOTALS	4,352.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER EXPENSES	80.	80.
TOTALS	80.	80.
	=====	=====

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
FNMA 5% 0/15/16 (MH89)	33,524.	29,748.	30,996.
US TREASURY 6.25% 8/15/23 EQ7	44,511.	43,873.	47,644.
US TREASURY 0.75% 8/15/2013	35,979.		
CITIGROUP INC 2.25%	26,283.		
US TREASURY 2.625% 11/15/20	66,720.	62,782.	64,480.
US TREASURY 0.625% 07/29/2011	51,556.	48,155.	47,466.
US TREASURY 1%	108,149.		
FHLM (EACH0)	53,900.	47,579.	47,633.
US TREASURY 2.875% 5/15/43 RB6		15,828.	16,126.
US TREASURY 1.375% 11/30/15 PJ		95,204.	94,992.
US TREASURY 1.75% 5/15/23 VB3		32,396.	32,432.
	-----	-----	-----
TOTALS	420,622.	375,565.	381,769.
	=====	=====	=====

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
AT&T INC	12,501.	14,642.	17,079.
ABBOTT LABS	11,699.		
AUTOMATIC DATA PROCESSING INC	10,633.	12,817.	19,181.
BB&T CORP	10,194.	16,425.	22,275.
CHEVRON CORP	10,799.	23,152.	29,160.
COCA COLA CO	10,313.	15,863.	20,076.
CONAGRA FOODS INC	13,601.	11,120.	16,535.
DOMINION RES INC VA NEW	11,554.	16,778.	23,430.
EXELON CORP	25,110.		
EXXON MOBIL CORP	11,026.	15,901.	18,929.
GALLAGHER ARTHUR J & CO	9,010.	12,210.	18,333.
GENERAL ELECTRIC CO	11,123.	23,078.	28,787.
ILLINOIS TOOL WORKS INC	10,439.	6,840.	9,915.
INTEL CORP	9,456.	28,001.	31,860.
JP MORGAN CHASE & CO	9,237.	20,098.	26,362.
JOHNSON & JOHNSON	17,132.	13,094.	18,638.
KIMBERLY CLARK CORP	11,303.	11,303.	17,902.
MCDONALDS CORP	10,086.	22,608.	31,268.
MERCK & CO INC	12,225.	16,411.	21,900.
MICROSOFT CORP	10,376.	17,701.	23,462.
OCCIDENTAL PETE CORP	10,471.	16,633.	20,579.
PAYCHEX INC	11,517.	13,496.	19,507.
PRAXAIR INC	9,297.		
PRUDENTIAL FINANCIAL INC	7,762.	10,967.	21,834.
SOUTHERN CO	14,512.		
SPECTRA ENERGY CORP	8,432.	12,616.	17,800.
3M CO	10,033.	6,865.	9,553.
US BANCORP DEL	9,495.	14,523.	22,131.
VERIZON COMMUNICATIONS	15,130.	13,960.	19,604.

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
AFLAC INC	14,678.	15,395.	24,176.
MATTEL INC	8,436.	8,436.	17,171.
NORFOLK SOUTHERN CORP	11,655.		
NUCOR CORP	11,293.	14,744.	19,853.
PHILIP MORRIS INTERNATIONAL	7,679.	13,651.	19,916.
WASTE MANAGEMENT INC	12,216.	14,616.	19,589.
LEGGETT & PLATT INC	11,897.		
MEADWESTVACO CORPORATION	9,287.	13,132.	21,877.
NEXTRA ENERGY INC.	11,509.	11,509.	18,036.
TRAVELERS COMPANIES INC	15,249.	11,194.	19,073.
BLACKROCK INC	11,894.	13,417.	20,297.
NSYE EURONEXT	13,156.		
PNC BANK CORP	12,290.	14,554.	18,837.
DR PEPPER SNAPPLE INC	13,935.		
ACCO BRANDS	1,240.		
AMERICAN EAGLE	11,026.		
BAXTER INTERNATIONAL	12,443.	12,443.	15,437.
DARDEN RESTAURANTS	12,869.	19,933.	19,905.
HASBRO	12,790.	14,089.	19,092.
HEINZ	14,246.		
PEPSICO	14,368.	14,906.	17,490.
RAYTHEON	14,180.	14,579.	21,194.
ALLIANT CORP		18,911.	17,340.
CME GROUP		15,368.	18,470.
CARDINAL HEALTH		9,490.	9,909.
CISCO SYSTEMS		15,060.	17,573.
DU PONT		19,285.	22,838.
PINNACLE WEST CAP		7,460.	7,937.
REPUBLIC SERVICES		18,744.	20,019.

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
TEXAS INSTRUMENTS		9,668.	11,281.
WELLS FARGO		14,707.	18,181.
		-----	-----
TOTALS	592,802.	722,393.	961,591.
	=====	=====	=====

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
PIONEER BOND FUND CL Y	60,695.	97,613.	102,659.
FNMA POOL 1/1/2006 5.5% (C6U0)	45,302.	28,357.	30,755.
FNMA POOL 10/01/2005 5% HJB3)	15,917.	10,626.	11,242.
FNMA POOL 3/1/2007 5.5% (LFD7)	8,758.	5,022.	5,345.
FNMA POOL 8/1/2007 6.0% (ECR4	70,163.	40,290.	42,976.
AT&T INC DTD 5/13/08 5.6%	15,668.	14,564.	15,973.
MERRILL LYNCH 6.11%	17,090.	14,272.	15,449.
MORGAN STANLEY 11/20/2009 4.2%	18,540.	15,269.	15,518.
ORACLE CORP 4/9/2008 5.75%	15,855.	14,726.	16,304.
TARGET CORP 5.375%	15,799.	14,645.	15,941.
WACHOVIA CORP 6/8/2007 5.75%	15,412.	14,276.	16,101.
CATERPILLAR INC 12/5/2008 7.9%	14,260.	30,268.	31,909.
COMCAST CORP 6/18/2009 5.7%	15,856.	14,740.	16,261.
CREDIT SUISSE NEW YORK 5.5%	34,641.	30,819.	30,886.
GOLDMAN SACHS GROUP INC 6%	17,515.	15,253.	15,466.
HESS CORP 2/3/2009 8.125%	16,590.	13,992.	14,933.
MERRIL LYNCH & CO INC 6.875%	16,672.	13,581.	15,321.
TALISMAN ENERGY INC 7.75%	17,509.	14,973.	15,763.
TIME WARNER CABLE 6.75%	16,552.	15,260.	15,635.
DODGE & COX INC FD #147	60,030.	99,273.	102,402.
PIMCO TOTAL RETURN FD #35	60,131.	102,425.	101,808.
BARCLAYS BANK 4/7/2010 3.9%	18,200.	15,137.	15,666.
CSX CORP 3/27/2008 6.25%	17,428.	14,873.	15,126.
CA INC 11/13/2009 5.375%	16,600.	14,498.	15,533.
DIRECTV HOLDGS 3/11/2010 3.55%	17,455.	15,252.	15,533.
GOLDMAN SACHS 2/5/2009 7.5%	17,549.	14,144.	15,708.
JP MORGAN CHASE & CO 6.3%	15,765.	14,672.	16,403.
MONDELEZ 2/8/2010 4.125%	17,325.	15,240.	16,016.
MORGAN STANLEY 5.625%	18,028.	14,011.	15,623.

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
PETROBRAS INTL FIN CO 5.75%	33,482.	31,311.	31,172.
PFIZER INC 3/24/2009 6.2%	15,752.	14,430.	15,657.
FNMA 6/1/2018 5% (XEW3)	3,152.	2,032.	2,038.
FNMA 3/1/2006 5.5% (DDX4)	11,384.	6,390.	6,593.
FNMA 10/1/2006 6% (DWK1)	9,208.	5,333.	5,467.
FNMA 12/1/2005 5% (Y4K2)	1,798.	874.	880.
FNMA 2/1/2008 5.5% (G2Q5)	2,427.	1,606.	1,596.
FNMA 6/1/2008 5.5% (KZF4)	1,125.	709.	717.
FNMA 12/1/2006 6% (EYG6)	5,977.	4,166.	4,288.
FNMA 3/1/2011 4% (A8SR8)	23,976.	14,657.	14,804.
FNMA 4/1/2004 5.5% (C4H2)	25,620.	15,497.	15,476.
FNMA 5/1/2005 5% (RFV6)	24,321.	14,272.	14,362.
FNMA 11/1/2006 6% (FSJ5)	21,273.	10,680.	10,520.
FNMA 7/1/2009 5.5% (QCL1)	15,546.	9,576.	9,265.
FNMA 9/1/2010 3.5%	23,176.	14,632.	14,889.
AMERICAN EXPRESS 9/13/10 2.75%	17,300.	15,184.	15,566.
AFLAC INC 5/21/2009 8.5%	17,272.	14,492.	15,510.
ANHEUSER-BUSCH 2.875%	17,218.	15,152.	15,694.
VERIZON COMM 3/26/2011 6%	14,632.	14,625.	14,736.
CITIGROUP 06/15/2010 6%	17,823.		
GENERAL ELECTRIC 5.875%	15,696.	14,651.	15,454.
HEWLETT PACKARD CO 2.2%	18,041.	16,028.	16,270.
INTEL CORP 9/19/2011 3.3%	17,068.	16,060.	15,925.
ONTARIO 1/27/2011 1.375%	35,079.	32,026.	32,118.
PRUDENTIAL FINANCIAL 4.5%	17,088.	15,086.	16,116.
TOYOTA MOTOR CREDIT CORP 3.4%	17,069.	16,061.	16,125.
GENERAL ELEC 2/11/2011 5.3%	16,424.	15,373.	16,314.
FHLM (M74W3)	13,405.	8,338.	8,323.
FHLM (M7KV7)	16,674.	9,433.	9,386.

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
FHLM (MJQG8)	2,697.	1,584.	1,576.
FHLM (WG40)	17,349.	13,223.	12,887.
FNMA (A4F42)	8,984.	6,125.	6,108.
FNMA (EGNK6)	14,712.	10,279.	10,373.
FNMA (RCV9)	4,293.	2,471.	2,460.
FNMA (DD97)	26,056.	15,619.	15,396.
FNMA (Q6K0)	4,378.	2,883.	2,865.
FNMA (RE78)	8,439.	5,051.	5,018.
FNMA (BY44)	3,534.	2,324.	2,286.
FNMA (RBE2)	13,655.	7,744.	7,684.
FNMA (ASD2)	1,695.	1,077.	1,065.
FNMA (AFC7)	18,066.	13,933.	13,789.
FNMA (MLS9)	15,654.	10,461.	10,381.
FNMA (UEE0)	12,781.	7,715.	7,735.
BHP BILLITON USA	35,977.	31,974.	32,240.
DUKE ENERGY	18,077.	16,060.	16,457.
IBM	36,123.	31,749.	31,922.
ROYAL BANK OF CANADA	28,001.	32,992.	32,609.
SUNTRUST	17,085.	15,066.	15,862.
TEVA PHARMA	18,049.		
WAL MART	17,368.	17,287.	15,582.
FNMA 4% (7FR4)		15,153.	15,372.
FNMA 4.5% (MFTC1)		15,559.	15,888.
FNMA 3.5% (BCT0)		14,860.	14,334.
APPLE INC		16,981.	16,375.
CISCO		15,617.	15,561.
CITIGROUP 1.25%		16,049.	15,988.
DIRECTV HOLDGS 3/11/2010 3.5%		15,895.	15,637.
KRAFT FOODS		16,246.	16,249.

J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND

63-6055718

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
MARATHON OIL		15,995.	15,998.
VERIZON 6.55%		17,695.	19,192.
INVESCO LTD		18,761.	18,502.
		-----	-----
TOTALS	1,499,284.	1,511,173.	1,552,907.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
INFLATION INDEX OID ADJUSTMENT	897.
ACCRETION ADJUSTMENT	48.

TOTAL	945.
	=====

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

=====

DESCRIPTION	AMOUNT
-----	-----
AMORTIZATION ADJUSTMENT	10,821.
2012 & 2013 RETURN OF CAPITAL	745.
ROUNDING	3.

TOTAL	11,569.
	=====

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

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	2,983,551.		
FEBRUARY	3,013,403.		
MARCH	3,053,443.		
APRIL	3,100,640.		
MAY	3,084,302.		
JUNE	3,058,601.		
JULY	2,991,753.		
AUGUST	2,931,702.		
SEPTEMBER	2,975,813.		
OCTOBER	2,944,884.		
NOVEMBER	2,943,013.		
DECEMBER	2,947,723.		
	-----	-----	-----
TOTAL	36,028,828.		
	=====	=====	=====
AVERAGE FMV	3,002,402.		
	=====	=====	=====

JA & Ophelia Kilgore Scholarship #1155000555, EIN #63-6055718
Payments Made to Schools 2012-2013 School Year

SCHOOL	STUDENT	AMOUNT	FOUNDATION STATUS OF RECIPIENT
University of Alabama	Brooke V Boothe	\$ 1,500 00	PC
Chattahoochee Valley Comm College	Hayley Brooke Belcher	\$ 1,500 00	PC
University of Alabama	Amira Aglan	\$ 1,500 00	PC
University of Alabama	Baxter M Burke	\$ 1,000 00	PC
University of Alabama	Shelley Marie Campbell	\$ 500 00	PC
University of Alabama	Briana J Ford	\$ 1,500 00	PC
University of Alabama	Kristin M Hammock	\$ 1,500 00	PC
University of Alabama	Terra Mobley	\$ 1,500 00	PC
University of Alabama	Katherine C Humphrey	\$ 1,500 00	PC
University of Alabama	Carson E Perrella	\$ 1,500 00	PC
University of Alabama	Savannah Morgan	\$ 1,500 00	PC
Auburn University	Jessica Adams	\$ 1,500 00	PC
Auburn University	Breanna A Burkes	\$ 1,500 00	PC
Auburn University	Daniel Shelton Cason	\$ 1,000 00	PC
Auburn University	Erika J Crews	\$ 1,500 00	PC
Auburn University	Maggie L Jerome	\$ 1,500 00	PC
Auburn University	Jonathon M Kittle	\$ 1,000 00	PC
Auburn University	Rebecca L Nance	\$ 1,500 00	PC
Auburn University	Rebecca Kay Nylén	\$ 500 00	PC
Auburn University	Andrew Thomas Overstreet	\$ 1,000 00	PC
Auburn University	Johnathon C Prather	\$ 1,000 00	PC
Auburn University	Bryant K Ray	\$ 500.00	PC
Auburn University	Kelsey A Rushing	\$ 1,500 00	PC
Auburn University	Sarah T Sasser	\$ 1,500 00	PC
Auburn University	Kathryn R Spain	\$ 1,500 00	PC
Auburn University	Emma M Strickland	\$ 1,500 00	PC
Auburn University	Brian J Thorne	\$ 1,000 00	PC
Auburn University	Julia A White	\$ 750 00	PC
Auburn University	Andrew Wilkins	\$ 1,000 00	PC
University of Southern CA	Youssef Biaz	\$ 1,000 00	PC
Yale University	Kevin Xu	\$ 1,000 00	PC
School of Visual Arts	Rivers Plasketes	\$ 1,000 00	PC
University of Tampa	Dakota Nguyen	\$ 1,000 00	PC
Troy University	Shannon D Herold	\$ 1,500 00	PC
Troy University	Trevor J Pigg	\$ 1,000 00	PC
Samford University	Thomas W Ballew	\$ 1,000 00	PC
Samford University	Rachel Cason	\$ 1,500 00	PC
Southern Union State Comm College	Lauren E Barreto	\$ 1,500 00	PC
Southern Union State Comm College	Chelsea Joy Bassett	\$ 1,500 00	PC
Southern Union State Comm College	Marissa K McCormick	\$ 1,500 00	PC
Southern Union State Comm College	Carlye M Smith	\$ 1,000 00	PC
Southern Union State Comm College	Rachel M Taylor	\$ 1,500 00	PC
Southern Union State Comm College	Meagan M Wade	\$ 1,500 00	PC
Auburn University Montgomery	Jonathan Van Nguyen	\$ 1,000 00	PC
Auburn University	Tiffany J Pattillo	\$ 1,500 00	PC
Auburn University	Jordan Allen Price	\$ 1,000 00	PC
Auburn University	Zachary W Sollie	\$ 1,000 00	PC
University of North Carolina-Chapel Hill	Ellery (Nick) Beard	\$ 1,000 00	PC
University of North Carolina-Chapel Hill	Nathan L Smith	\$ 1,000 00	PC

JA & Ophelia Kilgore Scholarship #1155000555, EIN #63-6055718
Payments Made to Schools 2012-2013 School Year

SCHOOL	STUDENT	AMOUNT	FOUNDATION STATUS OF RECIPIENT
Columbus State University	Alyssa P Mumaw	\$ 1,500 00	PC
University of Alabama Birmingham	Rachel Breanna Morgan	\$ 1,500 00	PC
Jacksonville State University	Taylor N Lamb	\$ 1,500 00	PC
University of Chicago	Hae-in Kim	\$ 1,500 00	PC
Mars Hill College	Anjelika D Kidd	\$ 1,500 00	PC
Emory University	Chloe Chaudhury	\$ 1,500 00	PC
Judson College	Sara Bible	\$ 1,000 00	PC
University of Montevallo	Benjamin P Strickland	\$ 1,000 00	PC
Howard University	Alana C Jones	\$ 1,500 00	PC
Macalester College	Sinta Fergus	\$ 1,500 00	PC
McGill University	Min Ju You (Joanna)	\$ 1,500 00	PC
Bowdoin College	Yiran Zhang (Elina)	\$ 1,500 00	PC
Vanderbilt University	Pranjal B Gupta	\$ 1,000 00	PC
Vanderbilt University	Justin Yeh	\$ 1,000 00	PC
University of North Carolina-Chapel Hill	Alex Beale	\$ 1,000 00	PC
Georgia Institute of Technology	Lara E Tucci	\$ 500 00	PC
Cornell University	Lena Liu	\$ 1,500 00	PC
Cornell University	Lisa Liu	\$ 1,500 00	PC
Auburn University	Duncan Asbury	\$ 1,000 00	PC
Auburn University	Allison J Lazenby	\$ 1,500 00	PC
Auburn University Montgomery	Jerry Chanthongphio	\$ 1,000 00	PC
Troy University	Alec Madison Dwyer	\$ 1,000 00	PC
Troy University	Megan P Redmond	\$ 1,500 00	PC
University of Hungary	Zsafia Bezdek	\$ 750 00	PC
Columbus State University	Hannah Marie Koehler	\$ 1,000 00	PC
University of North Carolina-Chapel Hill	Joan Joung	\$ 1,500 00	PC
Jacksonville State University	Levi Holden Fitzwater	\$ 1,000 00	PC
Yale University	Kaiyi Shen	\$ 1,500 00	PC
Emory University	Adam Bezdek	\$ 1,000 00	PC
Southern Union State Comm College	Steven Kerr	\$ 1,000 00	PC
Northwestern University	Young-Hoon Kim	\$ 1,000 00	PC
University of Alabama Birmingham	Lashawn Alexander	\$ 1,500 00	PC
University of Alabama Birmingham	Emerald Chatman	\$ 1,500 00	PC
Harvey Mudd College	Bonny Chen	\$ 1,500 00	PC
University of California - Berkeley	Liang Wang	\$ 1,500 00	PC
New York University	Jeong Hyon Lee	\$ 500 00	PC
John Hopkins University	Irene Lee	\$ 1,500 00	PC
Washington University	Nancy Fang	\$ 1,500 00	PC
Auburn University	Tillie Drost	\$ 1,500 00	PC
Auburn University	Jeffrey Drury	\$ 1,000 00	PC
Auburn University	Natasha Yanan	\$ 1,500 00	PC
Auburn University	Katherine Parr	\$ 1,500 00	PC
Auburn University	Brandon L Powell	\$ 1,000 00	PC
Auburn University	Erin Slay	\$ 1,500 00	PC
University of Alabama	Lauren Hammock	\$ 1,500 00	PC
Southern Union State Comm College	Lashawn Alexander	\$ 1,500 00	PC
Troy University	Mallory Redmond	\$ 1,500 00	PC
Auburn University	Justin Lockhart	\$ 1,000 00	PC
		\$ 121,500 00	

JA & Ophelia Kilgore Scholarship #1155000555
Refunds Made from Schools 2012-2013 School Year

SCHOOL	STUDENT	AMOUNT
AUBURN UNIVERSITY	ZSOFIA BEZDEK	\$ 250 00

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Employer identification number (EIN) or
	J A & OPHELIA KILLGORE SCHOLARSHIP TRUST FUND 1155000555		63-6055718
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)
	REGIONS BANK, TRUST DEPT. P O BOX 2886		
City, town or post office, state, and ZIP code. For a foreign address, see instructions			
MOBILE, AL 36652-2886			

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► REGIONS BANK, TRUST DEPT

Telephone No. ► (251) 690-1024

FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 ____ or
- ☒ tax year beginning 10/01, 2012, and ending 09/30, 2013.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,188.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	4,084.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	2,340.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

JSA

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