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 DEC 1, 2012 , and ending NOV 30, 2013

Name of foundation: THE MARY AND YETTA SAMFORD FOUNDATION

A Employer identification number: 58-6355963

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1348 | Room/suite:

B Telephone number: 251-433-3234

City or town, state, and ZIP code: MOBILE, AL 36633

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) ▶$ 2,151,481.

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).)

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17.	17.		STATEMENT 1
	4 Dividends and interest from securities	63,677.	63,677.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	91,186.			
	b Gross sales price for all assets on line 6a 1,716,565.				
	7 Capital gain net income (from Part IV, line 2)		91,186.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	154,880.	154,880.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,258.	0.		2,258.
	c Other professional fees STMT 4	23,732.	23,732.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	447.	0.		447.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	26,437.	23,732.		2,705.
	25 Contributions, gifts, grants paid	99,750.			99,750.
	26 **Total expenses and disbursements.** Add lines 24 and 25	126,187.	23,732.		102,455.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	28,693.			
	b **Net investment income** (if negative, enter -0-)		131,148.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED FEB 28 2014

RECEIVED FEB 27 2014 OGDEN, UT

616 25

223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	126,354.	82,594.	82,594.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,752,773.	1,825,226.	2,068,887.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,879,127.	1,907,820.	2,151,481.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,879,127.	1,907,820.	
	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			
	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**	1,879,127.	1,907,820.	
	31 **Total liabilities and net assets/fund balances**	1,879,127.	1,907,820.	

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	1,879,127.
2	Enter amount from Part I, line 27a	2	28,693.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,907,820.
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	1,907,820.

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 - STERNE AGEE	P		
b	PUBLICLY TRADED SECURITIES - MORGAN STANLEY	P		
c	PUBLICLY TRADED SECURITIES - MORGAN STANLEY	P		
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	870,615.		842,972.	27,643.
b	140,069.		131,856.	8,213.
c	702,465.		650,551.	51,914.
d	3,416.			3,416.
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				27,643.
b				8,213.
c				51,914.
d				3,416.
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 — 91,186.

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	101,309.	1,972,473.	.051361
2010	91,542.	1,431,461.	.063950
2009	72,257.	1,873,346.	.038571
2008	58,866.	1,528,417.	.038514
2007	85,749.	1,979,380.	.043321

2	**Total** of line 1, column (d)	2	.235717
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	.047143
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,036,326.
5	Multiply line 4 by line 3	5	95,999.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,311.
7	Add lines 5 and 6	7	97,310.
8	Enter qualifying distributions from Part XII, line 4	8	102,455.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	1,311.
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	1,311.
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	1,311.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,178.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	2,178.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	867.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		867. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
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		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6	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.*	7	X	
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	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ N/A

14 The books are in care of ▶ VICTOR H LOTT JR Telephone no. ▶ 251-433-3234

Located at ▶ P O BOX 1348, MOBILE, AL ZIP+4 ▶ 36633

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		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 ▶			

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 instructions)? N/A	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		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	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? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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?	N/A	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.

(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
MARY A SAMFORD 615 TERRACEWOOD DRIVE OPELIKA AL 36801	DIRECTOR 1.00	0.	0.	0.
AUSTILL S LOTT 211 E CARMEL DRIVE MOBILE AL 36608	CO-TRUSTEE 1.00	0.	0.	0.
KATHERINE S ALFORD 1875 DELONG ROAD LEXINGTON KY 40515	CO-TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Form **990-PF** (2012)

223551
12-05-12

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See 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	1,962,861.
b	Average of monthly cash balances	1b	104,475.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,067,336.
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	2,067,336.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,010.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,036,326.
6	**Minimum investment return.** Enter 5% of line 5	6	101,816.

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	101,816.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 1,311.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,311.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,505.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	100,505.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	100,505.

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	102,455.
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	102,455.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,311.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	101,144.

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				100,505.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 2,269.				
f Total of lines 3a through e	2,269.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 102,455.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				100,505.
e Remaining amount distributed out of corpus	1,950.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,219.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	4,219.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 2,269.				
e Excess from 2012 1,950.				

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

1 a 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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).)

NONE

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.

NONE

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:

SEE STATEMENT 7

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				
INFIRMARY FOUNDATION FOR THE BENEFIT OF THE E A ROBERTS CENTER	N/A	PUBLIC	SUPPORT FOR OPERATING EXPENSES OF THE ALZHEIMER'S CENTER	5,000.
ALABAMA STATE BAR FOUNDATION	N/A	PUBLIC	SUPPORT FOR THE EXPENSES OF THE FOUNDATION	500.
BABY HEALTH SERVICES	N/A	PUBLIC	SUPPORT FOR MEDICAL AND DENTAL CARE FOR NEWBORN THROUGH 9 YEAR OLD INDIGENT CHILDREN	500.
BELLINGRATH GARDENS AND HOME FOUNDATION	N/A	PUBLIC	SUPPORT FOR OPERATING EXPENSES OF GARDENS AND HISTORIC HOME ;LISTTOTAL 1000	500.
CAMPUS OUTREACH	N/A	PUBLIC	SUPPORT FOR CHRISTIAN OUTREACH PROGRAMS AT THE UNIVERSITY OF KENTUCKY	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	99,750.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DAUPHIN ISLAND FOUNDATION	N/A	PUBLIC	SUPPORT TO FOUNDATION EXPENSES	500.
DAUPHIN ISLAND SEA LAB	N/A	PUBLIC	SPONSORSHIP OF FUNDRAISING EVENT AND TO HELP FUND EXHIBITS AND OPERATING COSTS ;LISTTOTAL 2000	500.
FARRAH LAW ALUMNI SOCIETY	N/A	PUBLIC	SUPPORT FOR SCHOLARSHIPS AT THE UNIVERSITY OF ALABAMA LAW SCHOOL	1,000.
MARKEY CANCER CENTER FOUNDATION	N/A	PUBLIC	SUPPORT FOR CANCER CENTER OPERATING EXPENSES AND RESEARCH	20,000.
MOBILE MUSEUM OF ART	N/A	PUBLIC	SUPPORT FOR OPERATING EXPENSES ;LISTTOTAL 3000	6,000.
PRESIDENT'S CABINET	N/A	PUBLIC	SUPPORT FOR SCHOLARSHIP FUND	6,000.
SOUTH ALABAMA VOLUNTEER LAWYERS PROGRAM	N/A	PUBLIC	SUPPORT FOR THE PRO BONO PROGRAM	500.
ST PAUL'S EPISPOCAL CHURCH	N/A	PUBLIC	SUPPORT FOR CHURCH OPERATING EXPENSES	12,750.
T C PRESBYTERIAN CHURCH	N/A	PUBLIC	SUPPORT FOR CHURCH'S MISSIONARY WORK AND OPERATING EXPENSES	12,000.
THE CHILD ADVOCACY CENTER	N/A	PUBLIC	SUPPORT FOR FUNDRAISING EVENT ;LISTTOTAL 0	1,000.
Total from continuation sheets				90,750.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE UNIVERSITY OF THE SOUTH - SEWANEE FUND	N/A	PUBLIC	SUPPORT FOR SCHOOL'S ANNUAL FUND FOR SCHOLARSHIPS, RESEARCH, ETC.	500.
THE VILLAGE OF SPRING HILL	N/A	PUBLIC	SUPPORT TO HELP IMPROVE PEDESTRIAN, AESTHETIC AND COMMERCIAL AMENITIES OF THE AREA	5,000.
UMS WRIGHT PREPARATORY SCHOOL	N/A	PUBLIC	SUPPORT FOR ANNUAL OPERATING EXPENSES AT SCHOOL	500.
WILMER HALL	N/A	PUBLIC	SUPPORT FOR OPERATING EXPENSES	500.
THE UNIVERSITY OF ALABAMA	N/A	PUBLIC	SUPPORT FOR RENOVATIONS OF THE SAMFORD ROOM AT LAW SCHOOL	24,000.
Total from continuation sheets				

223631
05-01-12

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		17.
4 Dividends and interest from securities			14		63,677.
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		91,186.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	154,880.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 154,880.

(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).
	N/A

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)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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: [signature] Date: 2/17/2014 Title: Trustee

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
MICHAEL C. THOMPSON	Michael C Thompson	2-8-14		P00510175
Firm's name ▶ RUSSELL THOMPSON BUTLER & HOUSTON LLP			Firm's EIN ▶ 63-0965059	
Firm's address ▶ P O BOX 70106 MOBILE, AL 36670			Phone no. 251-473-5550	

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

SOURCE	AMOUNT
MORGAN STANLEY	9.
STERNE AGEE	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THRU MORGAN STANLEY	9,308.	3,416.	5,892.
THRU STERNE AGEE	57,785.	0.	57,785.
TOTAL TO FM 990-PF, PART I, LN 4	67,093.	3,416.	63,677.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING	599.	0.		599.
TAX RETURN PREPARATION	1,659.	0.		1,659.
TO FORM 990-PF, PG 1, LN 16B	2,258.	0.		2,258.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	23,732.	23,732.		0.
TO FORM 990-PF, PG 1, LN 16C	23,732.	23,732.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	447.	0.		447.
TO FORM 990-PF, PG 1, LN 23	447.	0.		447.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHMENT	1,825,226.	2,068,887.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,825,226.	2,068,887.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 7
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

AUSTILL S LOTT
211 EAST CARMEL DRIVE
MOBILE AL 36608

TELEPHONE NUMBER

251-433-3234

EMAIL ADDRESS

VICTOR.LOTT@ARLAW.COM

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST IN LETTER FORM STATING TYPE OF ORGANIZATION, BRIEF HISTORY, AND NEED FOR CONTRIBUTIONS.

ANY SUBMISSION DEADLINES

SEPTEMBER 30 OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

CHARITABLE PURPOSES OF THE INTENDED CHARITABLE ORGANIZATION

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KATHERINE S ALFORD
1875 DELONG ROAD
LEXINGTON KY 40515

TELEPHONE NUMBER

251-433-3234

EMAIL ADDRESS

VICTOR.LOTT@ARLAW.COM

FORM AND CONTENT OF APPLICATIONS

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

The Mary and Yetta Samford Foundation
EIN: 58-6355963
Form 990-PF, Attachment to Statement 7
November 30, 2013

	# of shares	Cost	Fair Market Value
3M Company	110	9,783 02	14,686.10
Advent Software Inc	185	5,150.00	6,502.75
Albemarle Corporation	144	8,632.59	9,894.24
Alexander & Baldwin Inc.	110	3,635.53	4,156.90
Allian Techsystem	85	6,352.24	10,304 55
Allianceber Sel Us	6,703.8850	77,630.99	79,843.27
American Electric Power Co	110	4,340 60	5,176.60
American Tower REIT Com	130	9,204.74	10,110.10
Apple Inc	30	13,115 80	16,682.10
AT & T	360	10,879.22	12,675.60
Atwood Oceanics Inc.	150	7,509.99	7,884 00
Automatic Data Processing	140	6,704 37	11,202.80
Bank of New York Mellon Corp	353	9,813.30	11,896 10
Brown Forman Corp	75	5,304.24	5,626.50
Cabelas Inc	90	5,785.39	5,512.50
Carmax Inc.	190	8,697.40	9,566.50
Caterpillar Inc	65	5,522.12	5,499.00
Check Point Software Tech	77	3,592 78	4,763.22
Chevron Corp	85	8,528.34	10,407.40
Chubb Corp	68	5,984.19	6,558 60
Cisco Sys Inc	376	7,712.71	7,990.00
CME Group Inc	40	2,427.73	3,278.00
Coca Cola Co	202	8,464 63	8,118.38
Comcast Corp	250	5,840.29	12,037.50
Decker Outdoor Corporation	145	7,805 09	11,982.80
Discovery Communications	99	7,028.07	7,996.23
Dollar Tree Inc.	136	7,356.98	7,568.40
Dover Corp	76	5,203.18	6,896 24
Du Point El De Nemmours & Co	190	9,289.35	11,662.20
Eaton Vance	165	6,427 13	6,898 65
Energizer Holdings	95	9,478.28	10,483.25
Everest Re Group Ltd	67	8,980.98	10,507 61
Express Scripts Holdg Co	99	6,035.33	6,667.65
Exxon Mobil Corp	200	9,990.18	18,696.00
First Indust Realty TR Inc.	240	4,024.18	4,190.40
Franklin Resources Inc	223	10,983 49	12,351.97
General Electric Co	570	11,617 94	15,196.20
Google Inc	5	4,101.08	5,297.95
Hasbro Inc	130	6,325.50	6,996.60
Home Depot Inc	85	3,099 55	6,856.95
Honda Motor Company	200	7,587.83	8,472.00
Intel Corp	480	10,368.81	11,443.20
Intercontl Hotels GP	357	10,573.36	11,120.55
Invesco Premier	55,263 0000	-	55,263.00
JP Morgan Core Bond	9,171.0470	108,143 39	106,750.99
JP Morgan Strat Inc	4,892.6880	58,222 99	58,222.99
Kinder Morgan Mgmt	86	7,265 73	6,585.02
Lorillard Inc.	125	5,363 25	6,416.25
LVMH Moet Hennessy Louis Vuitt	61	2,138.65	2,306.41
M & T Bank Corp	41	4,152.10	4,729.76
Mainstay Marketfield	4,320.0330	77,630 99	78,667.80
Marriott Intl	199	9,236 59	9,356.98
Martin Marietta Materials	30	3,088.30	2,896.80
Mastercard Inc CL A	12	6,448 76	9,129 72
MBIA Inc.	550	4,945 64	7,089.50

Meadwestvaco Corp	169	5,749 60	5,933 59
Merck & Co Inc.	260	12,483.75	12,955.80
Metlife Incorporated	220	7,898.18	11,481.80
Metropolitan West	9,985 1390	106,840.99	106,841 28
MFS International Value I	4,192.7740	145,656.96	149,220.83
Microsoft Corp	270	7,345.41	10,295.10
Nasdaq OMX Group	252	7,390 03	9,901.08
Nestle	140	8,982.09	10,235.40
Newmarket Corp	37	9,890 44	11,986.15
Nextera Energy Inc	90	5,170 50	7,613.10
Nu Skin Enterprise	74	4,057.01	9,460.16
Occidental Petroleum Corp	55	4,946 65	5,222.80
Old Dominion Freight Line	130	4,942.88	6,698.90
Oracle Corp	468	15,436.88	16,515.72
Parker Hannifin Corp	40	3,494 72	4,713.60
Peoples United Financial Inc	360	4,569.41	5,450 40
Pepsico Inc	60	3,784.20	5,067.60
Pfizer Inc.	380	8,160 55	12,057.40
Pimco Unconstrained Bond	5,184.6330	59,788.33	58,119.74
Pioneer Strategic Income Y	7,147.7830	77,656 01	77,410.49
PPG Industries	45	4,034.09	8,282.70
Pricesmart Inc.	80	7,162.99	9,983 20
Proctor & Gamble	130	8,334 90	10,948 60
Qualcomm Inc	156	10,169.77	11,478.48
Quallcomm Inc.	150	9,430 38	11,037.00
Raytheon Co	130	5,926.20	11,528 40
RS Global Natural Res Y	1,543 5570	58,222 97	55,876.76
Schlumberger Ltd	170	11,774.93	15,031.40
Service Corp Intl	374	6,234.06	6,758 18
Spectra Energy Corp	300	8,650 71	10,065.00
Starwood Htls & Rsts WW Inc	165	10,925 74	12,289 20
Sturm Ruger & Co	140	6,834 84	10,770.20
Target Corporation	160	9,944.63	10,228 80
Templeton Global Bd Fd Adv	5,954 6770	78,654 41	77,529.89
Tempur-Pedic Intl Inc.	168	7,944.98	8,571.36
Tenet Healthcare Corp	230	10,409 17	9,924.50
Tesco PLC Sponsored	520	9,013.40	8,928.40
Texas Instruments	130	3,952.90	5,590.00
Thornburg Developing World	4,180 4520	77,630 99	78,968.74
Thornburg Intl Growth	6,771.5940	145,656.99	143,964 09
Time Warner Inc	68	4,033 95	4,468 28
Time Warner Inc	180	6,321 62	11,827.80
Travelers Companies Inc	120	7,117.73	10,888.80
Unilever	177	7,255 81	6,949.02
Union Pacific Corp	62	9,541.94	10,046.48
United Parcel Service	110	7,864.01	11,261.80
United Technologies	110	8,567.00	12,194.60
United Technologies	43	3,925 93	4,766.98
UnitedHealth GP Inc	170	10,661.03	12,661.60
Verizon Communications	260	10,022 83	12,901.20
Visa Inc Cl A	36	6,013.60	7,324.56
Walmart Stores Inc.	170	10,704 71	13,771.70
Walt Disney Co Hldg Co	150	6,965 54	10,581 00
Walt Disney Co Hldg Co	83	5,243 84	5,854.82
Waste Management Inc.	240	8,014.63	10,963.20
Weyerhauser Co	230	6,366.19	6,929.90
White Mountain Grp Bermuda	15	8,571 70	9,042 45
Wisconsin Energy Corp	190	6,449 79	7,936 30
		1,825,226	2,068,887