Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation		A Employer identification number
THE BEN MAY CHARITABLE TRUST REGIONS BANK TRUSTEE #1255000027		23-7145009
Number and street (or P O box number if mail is not delivered to street address) P.O. DRAWER 1628	Room/suite	B Telephone number (251)438-8260
City or town, state or province, country, and ZIP or foreign postal code MOBILE, AL 36633-1628		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)* ▶$ 31,971,541.

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	183.	183.		STATEMENT 1
	4 Dividends and interest from securities	303,506.	303,506.		STATEMENT 2
	5a Gross rents	30,743.	30,743.		STATEMENT 3
	b Net rental income or (loss) 30,743.				
	6a Net gain or (loss) from sale of assets not on line 10	1,669,750.			
	b Gross sales price for all assets on line 6a 8,841,869.				
	7 Capital gain net income (from Part IV, line 2)		1,669,750.		
	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	<36,538.>	<67,939.>		STATEMENT 4
	12 **Total** Add lines 1 through 11	1,967,644.	1,936,243.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	153,341.	30,837.		122,504.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	3,150.	1,575.		1,575.
	b Accounting fees STMT 6	22,775.	10,400.		12,200.
	c Other professional fees STMT 7	19,000.	19,000.		0.
	17 Interest				
	18 Taxes STMT 8	25,918.	19,926.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	33,344.	0.		33,344.
	22 Printing and publications				
	23 Other expenses STMT 9	51,454.	49,615.		1,839.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	308,982.	131,353.		171,462.
	25 Contributions, gifts, grants paid	1,158,713.			1,158,713.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,467,695.	131,353.		1,330,175.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	499,949.			
	b **Net investment income** (if negative, enter -0-)		1,804,890.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,688,404.	58,011.	58,011.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 11	2,079,667.	1,961,363.	1,961,363.
	b Investments - corporate stock STMT 12	8,992,075.	12,741,444.	12,741,444.
	c Investments - corporate bonds STMT 13	2,287,096.	2,319,701.	2,319,701.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	17,029,403.	14,891,022.	14,891,022.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	32,076,645.	31,971,541.	31,971,541.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	32,076,645.	31,971,541.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	32,076,645.	31,971,541.	
	31 **Total liabilities and net assets/fund balances**	32,076,645.	31,971,541.	

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	32,076,645.
2	Enter amount from Part I, line 27a	2	499,949.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	32,576,594.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	605,053.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,971,541.

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	TIMBER SALES	P		
b	REAL ESTATE	P	VARIOUS	03/26/13
c	PUBLICLY TRADED SECURITIES	P		
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	729,330.		37,541.	691,789.
b	108,100.		100,049.	8,051.
c	8,004,344.		7,034,529.	969,815.
d	95.			95.
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				691,789.
b				8,051.
c				969,815.
d				95.
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 — 1,669,750.

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))
2012	571,496.	26,495,856.	.021569
2011	547,343.	11,263,854.	.048593
2010	567,703.	11,891,635.	.047740
2009	609,156.	10,599,643.	.057469
2008	601,829.	12,051,855.	.049937

2	**Total** of line 1, column (d)	2	.225308
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	.045062
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	30,700,834.
5	Multiply line 4 by line 3	5	1,383,441.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,049.
7	Add lines 5 and 6	7	1,401,490.
8	Enter qualifying distributions from Part XII, line 4	8	1,330,175.

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	36,098.
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	36,098.
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	36,098.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,440.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	29,093.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	36,533.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	1.
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	434.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 434. **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 the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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?	4b	X	
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 2013 or the taxable year beginning in 2013 (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 ▶ KEN NIEMEYER; REGIONS BANK TRUSTEE Telephone no. ▶ 251-438-8260
Located at ▶ 11 NORTH WATER STREET, 28TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
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 2013, 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

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? ☐ 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

			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)?	1b		X
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No
If "Yes," list the years ▶ ______ , ______ , ______ , ______

			Yes	No
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

			Yes	No
b	If "Yes," did it have excess business holdings in 2013 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 2013.)* 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 2013?	4b		X

Form **990-PF** (2013)

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** No: 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
SEE STATEMENT 15		153,341.	0.	0.

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

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

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

Part 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	17,038,095.
b	Average of monthly cash balances	1b	940,653.
c	Fair market value of all other assets	1c	13,189,611.
d	**Total** (add lines 1a, b, and c)	1d	31,168,359.
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	31,168,359.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	467,525.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,700,834.
6	**Minimum investment return.** Enter 5% of line 5	6	1,535,042.

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	1,535,042.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 36,098.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b: 1,635.		
c	Add lines 2a and 2b	2c	37,733.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,497,309.
4	Recoveries of amounts treated as qualifying distributions	4	2,000.
5	Add lines 3 and 4	5	1,499,309.
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	1,499,309.

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	1,330,175.
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	1,330,175.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,330,175.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,499,309.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,279,556.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,330,175.				
a Applied to 2012, but not more than line 2a			1,279,556.	
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 2013 distributable amount				50,619.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,448,690.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed:

THE BEN MAY CHARITABLE TRUST, ATTN: MR. KENNETH E. NIEMEYER, 251-438-8260
REGIONS BANK TRUST DEPT., P.O. DRAWER 1628, MOBILE, AL 36633-1628

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

NO PRESCRIBED FORM

c Any submission deadlines:

NONE

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

ONLY 501(C)(3) ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS

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				
ADOPTION ROCKS 750 DOWNTOWNER LOOP STE C MOBILE, AL 36609		PUBLIC	GENERAL PURPOSES	2,000.
ALABAMA POLICY INSTITUTE 402 OFFICE PARK DR STE 300 BIRMINGHAM, AL 35223		PUBLIC	GENERAL PURPOSES	10,000.
ALABAMA SHAKESPEARE FESTIVAL INC. 1 FESTIVAL DR. MONTGOMERY, AL 36117		PUBLIC	GENERAL PURPOSES	12,500.
ALABAMA FORESTRY FOUNDATION 555 ALABAMA ST MONTGOMERY, AL 36104-4395		PUBLIC	GENERAL PURPOSES	10,000.
AMERICAN CHESTNUT FDN. 160 ZILLICO ST STE D ASHEVILLE, NC 28801		PUBLIC	GENERAL PURPOSES	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,158,713.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	183.	
4 Dividends and interest from securities			14	303,506.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	30,743.	
6 Net rental income or (loss) from personal property					
7 Other investment income	531120	29,401.	14	<67,939.>	
8 Gain or (loss) from sales of assets other than inventory			18	1,669,750.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a RETURN OF CHARITABLE					
b DISTRIBUTION FROM 2012					2,000.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		29,401.		1,936,243.	2,000.

13 Total Add line 12, columns (b), (d), and (e) 13 1,967,644.

(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).
11A	VOIDED CHECK FROM PREVIOUS YEAR'S CHARITABLE DISTRIBUTIONS

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

▶ KENNETH E. NIEMEYER 11-12-14 ▶ VICE PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
J WILBERT JORDAN, JR		11/07/14		P00275848
Firm's name ▶ SMITH DUKES & BUCKALEW LLP			Firm's EIN ▶ 63-0191630	
Firm's address ▶ 3800 AIRPORT BLVD MOBILE, AL 36608-1667			Phone no. (251)343-1200	

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
AMERICAN SOCIETY OF THE MOST VENERABLE ORD OF HOSP OF ST JOHN OF JERUSALEM 1875 K ST NW STE 603 WASHINGTON, DC 20006		PUBLIC	GENERAL PURPOSES	10,000.
AVODAH THE JEWISH SERVICE CORPS 45 W 36TH ST, 8TH FLOOR NEW YORK, NY 10018		PUBLIC	GENERAL PURPOSES	10,000.
BEN MAY MAIN LIBRARY 704 GOVERNMENT ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	10,000.
CENTRE FOR THE LIVING ARTS 301 CONTI ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	5,000.
CHILDREN OF THE WORLD 811 FAIRHOPE AVE FAIRHOPE, AL 36532		PUBLIC	GENERAL PURPOSES	15,000.
DAUPHIN ISLAND SEA LAB PO BOX 82151 MOBILE, AL 36689		PUBLIC	GENERAL PURPOSES	5,000.
EMMANUEL CONNECTION PO BOX 53 DALEVILLE, MS 39326		PUBLIC	GENERAL PURPOSES	2,000.
FOUNDATION FOR NEW MEDIA PO BOX 218 STONE RIDGE, NY 12484		PUBLIC	GENERAL PURPOSES	7,500.
FRIENDS OF MAGNOLIA CEMETERY 1202 VIRGINIA ST MOBILE, AL 36660		PUBLIC	GENERAL PURPOSES	3,000.
GOVERNMENT STREET PRESBYTERIAN CHURCH 300 GOVERNMENT ST. MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	5,000.
Total from continuation sheets				1,122,213.

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
HISTORIC MOBILE PRESERVATION 350 OAKLEIGH PLACE MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	5,000.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027		PUBLIC	GENERAL PURPOSES	20,000.
LEARNING TREE PO BOX 1306 SEMMES, AL 36575		PUBLIC	GENERAL PURPOSES	10,000.
LEROY VOLUNTEER FIRE DEPT. HWY 43 LEROY, AL 36548		PUBLIC	GENERAL PURPOSES	2,500.
LITTLE SISTERS OF THE POOR 1655 MCGILL AVE MOBILE, AL 36604		PUBLIC	GENERAL PURPOSES	3,000.
MCGILL-TOOLEN CATHOLIC HIGH SCHOOL 1501 OLD SHELL RD. MOBILE, AL 36604		PUBLIC	GENERAL PURPOSES	50,000.
MOUNT VERNON LADIES ASSOC. OF THE UNION P.O. BOX 110 MOUNT VERNON, VA 22121		PUBLIC	GENERAL PURPOSES	5,000.
PINE GROVE UNITED METHODIST CHURCH 785 CARSON RD LEROY, AL 36548		PUBLIC	GENERAL PURPOSES	7,500.
RAMAH DAROM PLANNING CORP. 6400 POWERS FERRY RD, STE 215 ATLANTA, GA 30339		PUBLIC	MAINTAIN "BEN MAY CABIN" AT CAMP	5,000.
RONALD MCDONALD HOUSE 1626 SPRINGHILL AVE MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	4,380.
Total from continuation sheets				

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
SALVATION ARMY PO BOX 1025 MOBILE, AL 36633		PUBLIC	NEEDIEST FAMILIES CAMPAIGN	2,500.
SANSUM CLINIC 215 PESATAS LANE SANTA BARBARA, CA 93110		PUBLIC	GENERAL PURPOSES	10,000.
SHUBUTA MEMORIAL CEMETERY TRUST PO BOX 375 SHUBUTA, MS 39360		PUBLIC	GENERAL PURPOSES	2,500.
SHUBUTA UNITED METHODIST CHURCH PO BOX 375 SHUBUTA, MS 39360		PUBLIC	GENERAL PURPOSES	2,500.
SOCIETY OF 1868 PO BOX 25 MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	3,500.
ST. STEPHENS HISTORICAL COMMISSION P.O. BOX 78 ST STEPHENS, AL 36569		PUBLIC	GENERAL PURPOSES	10,000.
ST. STEPHENS NUTRITIONAL CENTER P.O. BOX 78 ST STEPHENS, AL 36569		PUBLIC	GENERAL PURPOSES	3,000.
ST. STEPHENS VOLUNTEER FIRE DEPT. CO RD 34 ST STEPHENS, AL 36569		PUBLIC	GENERAL PURPOSES	5,000.
STANFORD UNIVERSITY SCHOOL OF MEDICINE 269 CAMPUS DR W STANFORD, CA 94305		PUBLIC	GENERAL PURPOSES	40,000.
TECHNOSERVE 1120 19TH ST NW, 8TH FLOOR WASHINGTON, DC 20036		PUBLIC	GENERAL PURPOSES	2,000.
Total from continuation sheets				

323631
05-01-13

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 SHOULDER PO BOX 7130 SPANISH FORT, AL 36526		PUBLIC	GENERAL PURPOSES	5,000.
THE UNIVERSITY OF CHICAGO 929 E 57TH ST, W421C CHICAGO, IL 60637		PUBLIC	CANCER RESEARCH FUNDING	250,000.
UNITED JEWISH APPEAL 130 E 59TH STREET NEW YORK, NY 10018		PUBLIC	GENERAL PURPOSES	10,000.
UNIVERSITY OF SOUTH ALABAMA WOMEN & CHILDREN HOSPITAL 1700 CENTER ST MOBILE, AL 36604		PUBLIC	BEN MAY RESIDENT'S LOUNGE	10,000.
USS ALABAMA BATTLESHIP COMMISSION 2703 BATTLESHIP PKWY MOBILE, AL 36603		PUBLIC	GENERAL PURPOSES	1,000.
YMCA OF SOUTH ALABAMA, INC. 101 N WATER ST MOBILE, AL 36602		PUBLIC	BIG BROTHERS BIG SISTERS	10,000.
SURVIVORS OF MENTAL ILLNESS P.O. BOX 851747 MOBILE, AL 36685		PUBLIC	GENERAL PURPOSES	5,000.
SOUTH MOBILE COUNTY EDUCATION FDN P.O. BOX 91 BAYOU LA BATRE, AL 36509		PUBLIC	GENERAL PURPOSES	1,000.
MULHERIN CUSTODIAL HOME 2496 HALLS MILL RD MOBILE, AL 36606		PUBLIC	GENERAL PURPOSES	10,000.
VILLAGE OF SPRING HILL 4354 A OLD SHELL RD #145 MOBILE, AL 36608		PUBLIC	GENERAL PURPOSES	5,000.
Total from continuation sheets				

323631
05-01-13

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
ALABAMA COASTAL FOUNDATION 250 CONTI ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	5,000.
COMMUNITY FOUNDATION OF SOUTH ALABAMA 212 ST JOSEPH ST MOBILE, AL 36602		PUBLIC	BEN MAY MEMORIAL FUND	100,000.
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE 144 TENNESSEE AVE NE WASHINGTON, DC 20002		PUBLIC	FUNDING "BEN MAY PROFESSIONAL CHAIR"	200,000.
PROVIDENCE FOUNDATION P.O. BOX 850429 MOBILE, AL 36685		PUBLIC	GENERAL PURPOSES	5,000.
VICTORY HEALTH PARTNERS 3750 PROFESSIONAL PKWY MOBILE, AL 36609		PUBLIC	GENERAL PURPOSES	5,000.
MOBILE MUSEUM OF ART 4850 MUSEUM DR MOBILE, AL 36608		PUBLIC	GENERAL PURPOSES	2,500.
GOLDRING WOLDENBERG INSTITUTE OF SOUTHERN JEWISH LIFE P.O. BOX 16528 JACKSON, MS 39236		PUBLIC	GENERAL PURPOSES	25,000.
MOBILE ARTS COUNCIL 318 DAUPHIN ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	10,000.
ALABAMA HUMANITIES FOUNDATION 1100 IRELAND WAY #202 BIRMINGHAM, AL 35205		PUBLIC	GENERAL PURPOSES	5,000.
GULFQUEST NATIONAL MARITIME MUSEUM 250 N WATER ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	25,000.
Total from continuation sheets				

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
MAIN STREET MOBILE P.O. BOX 112 MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	7,000.
NATURE CONSERVANCY 56 ST JOSEPH ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	10,000.
MCKEMIE PLACE P.O. BOX 9082 MOBILE, AL 36691		PUBLIC	GENERAL PURPOSES	5,000.
MOBILE SYMPHONY 257 DAUPHIN ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	2,500.
BOYS & GIRLS CLUBS 1102 GOVERNMENT ST MOBILE, AL 36601		PUBLIC	GENERAL PURPOSES	3,000.
YOUNG LIFE 7171 COTTAGE HILL RD MOBILE, AL 36695		PUBLIC	GENERAL PURPOSES	3,000.
MOBILE ROTARY CHARITABLE FUND 107 ST FRANCIS ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	2,000.
METROPOLITAN COUNCIL ON JEWISH POVERTY 120 BROADWAY 7TH FLOOR NEW YORK, NY 10271		PUBLIC	GENERAL PURPOSES	3,333.
SPRINGHILL AVENUE TEMPLE 1769 SPRINGHILL AVE MOBILE, AL 36607		PUBLIC	TORNADO RELIEF	100,000.
PRICHARD PREPARATORY SCHOOL 743 MT SINAI AVE MOBILE, AL 36612		PUBLIC	GENERAL PURPOSES	1,000.
Total from continuation sheets				

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
HISTORY MUSEUM OF MOBILE 111 S ROYAL ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	5,000.
SANTA BARBARA HIGH SCHOOL THEATER FOUNDATION 700 E ANAPAMU ST SANTA BARBARA, CA 93103		PUBLIC	GENERAL PURPOSES	6,000.
SANTA BARBARA HIGH SCHOOL AQUATICS BOOSTER CLUB 700 E ANAPAMU ST SANTA BARBARA, CA 93103		PUBLIC	GENERAL PURPOSES	5,000.
SANTA BARBARA HIGH SCHOOL BAND BOOSTERS CORP 700 E ANAPAMU ST SANTA BARBARA, CA 93103		PUBLIC	GENERAL PURPOSES	2,000.
SANTA BARBARA HIGH SCHOOL BASKETBALL PROGRAM 700 E ANAPAMU ST SANTA BARBARA, CA 93103		PUBLIC	GENERAL PURPOSES	1,000.
SANTA BARBARA HIGH SCHOOL SCIENCE ACADEMY 700 E ANAPAMU ST SANTA BARBARA, CA 93103		PUBLIC	GENERAL PURPOSES	1,000.
COMMUNITY FOUNDATION OF SOUTH ALABAMA 212 ST JOSEPH ST MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	10,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SHORT TERM INVESTMENT FUNDS	183.	183.	
TOTAL TO PART I, LINE 3	183.	183.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BOND INTEREST	64,199.	0.	64,199.	64,199.	
CORPORATE DIVIDENDS	187,740.	95.	187,645.	187,645.	
US INTEREST INCOME	51,662.	0.	51,662.	51,662.	
TO PART I, LINE 4	303,601.	95.	303,506.	303,506.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
HUNTING LEASE INCOME	1	30,743.
TOTAL TO FORM 990-PF, PART I, LINE 5A		30,743.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
HARBERT REAL ESTATE FD	<67,939.>	<67,939.>	
HARBERT REAL ESTATE FD	29,401.	0.	
RETURN OF CHARITABLE DISTRIBUTION FROM 2012	2,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<36,538.>	<67,939.>	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,150.	1,575.		1,575.
TO FM 990-PF, PG 1, LN 16A	3,150.	1,575.		1,575.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	22,775.	10,400.		12,200.
TO FORM 990-PF, PG 1, LN 16B	22,775.	10,400.		12,200.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	19,000.	19,000.		0.
TO FORM 990-PF, PG 1, LN 16C	19,000.	19,000.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX, NET	5,992.	0.		0.
REAL ESTATE TAXES	18,703.	18,703.		0.
FOREIGN TAX	1,223.	1,223.		0.
TO FORM 990-PF, PG 1, LN 18	25,918.	19,926.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	2,122.	283.		1,839.
ROAD & TIMBER MAINTENANCE	22,814.	22,814.		0.
INSURANCE	8,603.	8,603.		0.
TIMBER APPRAISAL	17,000.	17,000.		0.
GIS MAPPING	915.	915.		0.
TO FORM 990-PF, PG 1, LN 23	51,454.	49,615.		1,839.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
INCREASE (DECREASE) IN UNREALIZED GAINS	605,048.
ROUNDING	5.
TOTAL TO FORM 990-PF, PART III, LINE 5	605,053.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS - SEE ATTACHED LIST	X		1,961,363.	1,961,363.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,961,363.	1,961,363.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,961,363.	1,961,363.

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2013 FORM 990-PF

Schedule of Government Obligations

Description	December 31, 2013 Par	Market Value
FHLMC #G05937, 4.5%	6,150	6,515 57
FHLMC #G05408, 5%	19,618	21,156 86
FHLMC #G08454, 4.5%	14,217	15,069 20
FHLMC #A95147, 4%	30,163	31,004 45
FNMA 5%, 3/15/16	78,000	85,727 46
FNMA Pool #255770, 5.5%	3,416	3,758 78
FNMA Pool #256200, 5.5%	892	974 41
FHLMC 2.875% 2/9/15	127,000	130,713 48
FNMA Pool #AH6827, 4%	14,319	15,177 99
FNMA Pool #AH2886, 3.5%	34,629	36,234 17
FNMA Pool #AH5575, 4%	39,797	40,992 47
FNMA Pool #AL0393 4.5%	7,661	8,138 31
FNMA Pool #AQ0548 3.5%	44,793	44,542 36
FNMA Pool #725424 5.5%	12,973	14,294 16
FNMA Pool #725773, 5 5%	23,456	25,810 28
FNMA Pool #725946, 5.5%	3,291	3,621 40
FNMA Pool #735484 5%	24,725	26,848 31
FNMA Pool #735580 5%	13,212	14,350 57
FNMA Pool #735881, 5.5%	1,443	1,560 99
FNMA Pool #735989 5 5%	16,175	10,943 09
FNMA Pool #745079, 5%	11,242	12,097 05
FNMA Pool #745428, 5.5%	104,286	114,680 88
FNMA Pool #811499, 5%	1,207	1,298 53
FNMA Pool #831124, 5%	1,454	1,564 44
FNMA Pool #849915, 6%	60,468	67,917 77
FNMA Pool #888356, 5.5%	4,021	4,393 42
FNMA Pool #888021 6%	9,597	10,645 98
FNMA Pool #889579 6%	25,568	28,308 33
FNMA Pool #890330 5%	21,081	14,593 68
FNMA Pool #931678 5.5%	9,048	9,668 36
FNMA Pool #932474 4.5%	39,742	42,111 43
FNMA Pool #932858 4%	27,554	29,203 32
FNMA Pool #995431, 5.5%	3,591	3,923 27
FNMA Pool #995960 5%	6,536	7,047 64
FNMA Pool #AA7236 4%	5,964	6,141 33
FNMA Pool #AB4115 4%	16,140	16,625 11
FNMA Pool #AD0338 5%	8,828	9,525 67
FNMA Pool #AE0981 3.5%	43,257	36,947 80
FNMA Pool #AE3066 3.5%	14,468	15,137 38
FNMA Pool #MA1062 3%	38,642	39,478 04
US Treasury 6.25%, 8/15/23	100,000	128,453 00
US Treasury Inflation Index	128,501	130,439 00
US Treasury 2.875% due 5/15/23	107,000	88,720.29
US Treasury N/B 2.625%, due 11/15/20	168,000	170,730 00
US Treasury 1.375%, 11/30/15	344,000	350,652 96
US Treasury 1 75% due 5/15/23	95,000	85,626 35
		1,961,363 34

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK - SEE ATTACHED LIST	12,289,247.	12,289,247.
EQUITY MUTUAL FUNDS	452,197.	452,197.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,741,444.	12,741,444.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS - SEE ATTACHED LIST	2,319,701.	2,319,701.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,319,701.	2,319,701.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIMBERLANDS & MINERALS	FMV	13,010,945.	13,010,945.
K2 OVERSEAS INVESTORS I LTD.	FMV	856,322.	856,322.
HARBERT REAL ESTATE FUND III	FMV	1,023,755.	1,023,755.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,891,022.	14,891,022.

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2013 FORM 990-PF

Schedule of Common Stocks

Description	December 31, 2013 Shares	Market Value
ABB Ltd	1,767	46,931 52
Aaron's Inc	556	16,346.40
Abaxix Inc	1,328	53,135 94
Activision Blizzard Inc.	1,358	24,213 14
Adidas AG	760	48,507.76
Advisory Board Co	218	13,880 06
Agilent Technology	400	22,876 00
Akamai Technology	626	29,534 68
Allegheny Technologies Inc	651	23,195 13
American Express Co	1,575	142,899 75
American Tower Corp	590	47,093.80
Amerisourcebergen Corp	403	28,334.93
Anadarko Petroleum	1,485	117,790.20
Ansys Inc.	1,037	90,426 40
Aptargroup Inc	655	44,415 55
Apple Inc.	340	190,746 80
Astellas Pharma Inc.	1,538	22,791 62
Australia & New Zealand Bkg	1,302	37,543 17
Auto Desk Inc.	2,300	115,733 70
BHP Billiton PLC	1,059	65,785 08
BP PLC	613	29,797.93
BNP Paribas	612	23,886 36
Banco Bradesco	1,497	18,757 41
Banco Santander	3,099	28,107 93
Bank of China	2,363	27,200 49
CR Bard	149	19,957.06
Barclays PLC	1,292	23,423 96
Bayer AG	364	51,135 08
Bayerische Motoren Werke	742	29,044 11
Bio-rad Labs	134	16,563 74
Blackbaud Inc.	716	26,957 40
Blackrock Inc.	255	80,699 85
Borg Warner Inc	664	37,124 24
Boston Properties Inc	189	18,969 93
British American Tobacco	368	39,530 56
Brown & Brown Inc	1,726	54,179 14
CBRE Group Inc	1,311	34,479 30
CSX Corp	1,194	34,351 38
CVS/Caremark Corp.	2,020	144,571.40
Cabot Corp	347	17,835 80
Canadian Pacific Railway	370	55,988.40
Chevron Corp	1,550	193,610 50
Cisco Systems Inc.	2,700	60,561.00
Citigroup Inc	3,975	207,137.25
Citrix Systems Inc	1,180	74,635 00
Clarcor Inc	611	39,317.85
Coach Inc.	315	17,680 95
Cohen & Steers Inc	925	37,055 50
Compass Group PLC	2,568	41,172 74
Computer Programs & Systems	1,049	64,838 69
Copart Inc.	2,102	77,038 30
Covance Inc.	322	28,355 32
Credit Suisse Group	800	24,832 00
Cummins Inc.	282	39,753 54
DR Horton Inc.	1,956	43,657.92
Danaher Corp.	2,050	158,260 00
Darden Restaurants Inc	426	23,161.62
Deutsche Telekom AG	1,496	25,623.49
Deutsche Post AG	831	30,344 80
Disney Walt Co.	3,205	244,862.00
Dr Reddy's Labs Inc	337	13,827.11
EMC Corp.	2,551	64,157.65
ENI SPA	457	22,159.93
Eastman Chemical	492	39,704 40
Eaton Vance	747	31,964.13
Echostar Corp	494	24,561.68
Enagas	1,612	21,096 24
Exponet Inc.	677	52,314 50
Express Scripts Hldgs	2,695	189,296 80
Exxon Mobil	1,805	182,666 00
Factset Resh	486	52,769 88
Federated Invs Inc	1,972	56,793 60
Ford Motor Co	7,950	122,668.50

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2013 FORM 990-PF

Schedule of Common Stocks

Description	December 31, 2013 Shares	Market Value
Frenseius Med Care AG	693	24,656 94
GATX Corp.	535	27,910 95
General Dynamics Corp	240	22,932.00
General Electric	5,310	148,839 30
Gilead Sciences	1,280	96,128 00
Global Pmts Inc	377	24,501.23
Google Inc	75	84,053.25
Grupo Financiero Banorte	934	32,576 05
HSBC Hldgs PLC	408	22,493 04
Haemonics Corp	1,371	57,760 23
Henry Jack & Assoc.	1,636	96,867 56
Hibbett Sports Inc	397	26,659 34
Hittite Microwave Corp	1,166	71,977.18
Honeywell Intl Inc	1,300	118,781 00
Hutchison Whampoa Ltd	2,204	59,920 15
Ind & Comm Bk Of China	1,287	17,395 09
Infosys LTD	237	13,414 20
ING Groep	1,825	25,568 25
Integrys Energy Grp Inc	424	23,069.84
Intel Corp	5,235	135,874.43
Intercontinental Exchange Inc	198	44,534.16
International Game Technology	1,037	18,831 92
Intuit Inc	1,698	129,591.36
Itochu Corp.	1,573	38,881.41
JP Morgan Chase & Co	3,375	197,370 00
Johnson & Johnson	1,365	125,020 35
Joy Global Inc	463	27,080 87
Keycorp	2,096	28,128 32
KOC Hldgs AS	1,025	20,990.98
Korea Electric Power Co	2,183	36,259.63
LVMH Moet Hennessy Louis Vuitton	973	35,556.34
Landstar Sys Inc	724	41,593 80
Lenovo Group Ltd	2,401	58,401 92
Lincoln Elec Hldgs	214	15,266 76
Lowe's Co.'s	2,790	138,244 50
Magna Intl Inc	348	28,556 88
Masco Corp	1,324	30,147.48
McDonalds Corp	700	67,921.00
McKesson Corp	1,025	165,435 00
Mednax Inc	390	20,818.20
Merck & Co.	2,530	126,626.50
Methanex Corp	480	28,435.20
Mitsubishi UF Finl	5,272	35,216.96
Morningstar Inc.	538	42,012.42
Murphy Oil	283	18,361.04
NVR Inc.	38	38,988 38
Netease Inc	309	24,287 40
Newfield Expl Co	759	18,694.17
Nextera Energy Inc.	1,610	137,848 20
Nippon Teleg & Tele	1,531	41,398 24
Nissan Motor Co Ltd	1,619	27,233.20
Lukoil	739	45,871.21
Oracle Corp.	3,645	139,457.70
Owens & Minor Inc	1,982	72,461.92
PTT Exploration	1,160	11,755.44
Pepsico Inc	1,550	128,557.00
Philip Morris Intl Inc	2,224	193,777 12
Phillips 66	2,300	177,399 00
Pool Corp	876	50,930 64
Praxair Inc.	1,045	135,881.35
Proctor & Gamble Co	1,610	131,070.10
Progressive Corp	875	23,861.25
Prudential Financial Inc.	885	81,614.70
Prudential PLC	823	37,035 00
Qualcomm Inc.	1,970	146,272.50
RLI Corp.	546	53,169 48
RPC Inc.	2,430	43,375 50
Raymond James Financial	617	32,201 23
RBC Bearings Inc.	569	40,256 75
Reinsurance Grp of America	332	25,700 12
Republic Svc Inc.	982	32,602.40
Roche Hldgs Ltd	669	46,864.12
Rollins Inc.	535	16,205.15

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2013 FORM 990-PF

Schedule of Common Stocks

	December 31, 2013	
Description	Shares	Market Value
Rolls Royce Hldgs PLC	333	35,160 47
Royal Bank of Canada	640	43,027 20
SK Telecom Ltd.	1,386	34,123 32
Sampo OYJ	1,168	28,744 48
Sanofi	934	50,090 42
SAP AG	420	36,598 80
Schlumberger Ltd	1,620	145,978 20
Scotts Miracle Gro	345	21,465 90
Sealed Air Corp	1,147	39,055 35
Seven & I Hldgs	654	52,019 16
Singapore Telecpommunications	645	18,697.26
Sirona Dental Systems	640	44,928 00
Snap On Inc	397	43,479 44
Societe Generale France	2,241	26,074 04
Southern Copper Corp	577	16,565 67
Starbucks Corp	900	70,551 00
Statoil ASA	1,324	31,948.12
Stifel Finl Corp.	606	29,039.52
Stryker Corp	1,010	75,891 40
Subsea 7 SA	891	17,051.07
Swedbank AB	851	23,982 88
Swiss RE Ltd.	284	26,201 27
Syopsys Inc.	557	22,597.49
3M Co	1,185	166,196.25
TJX Cos	1,887	120,258.51
Taiwan Semiconductor Mfg	1,808	31,531 52
Target Corp.	1,740	110,089.80
Techne Corp	840	79,522.80
Techntronic Industries Co	2,424	34,389.29
Telenor ASA	378	27,028 13
Tenaris SA	398	17,388 62
Tencent Hldgs	569	36,295 94
Texas Instruments	3,605	158,295 55
Thermo Fisher Scientific	845	94,090 75
Thor Inds Inc	533	29,437.59
Tiffany & Co	700	64,946.00
Tokio Marine Hldg	665	22,239 60
Toro Co	1,182	75,175.20
Toyota Motor Corp	418	50,962.56
Travelers Cos Inc	863	78,136 02
URS Corp	376	19,924 24
Unicharm Corp	2,486	28,382 66
Union Pac Corp.	430	72,240.00
United Overseas Bk	450	15,140 25
United Technologies Corp	690	78,522.00
Valspar Corp.	542	38,639 18
Verizon Communications	1,500	73,710.00
Visa Inc	645	143,628.60
Wal Mart Stores Inc.	1,430	112,526.70
Weir Group	1,073	18,944.89
Wells Fargo	4,245	192,723 00
Whiting Petroleum Corp.	379	23,448 73
Xilinx Inc	691	31,730 72
Invesco Ltd.	3,710	135,044 00
Nabors Industries Ltd.	1,349	22,919 51
Renaissance RE Hldgs	240	23,361 60
UBS AG	1,000	19,250 00
Lyondellbasell Inds	900	72,252 00
Accenture PLC	1,600	131,552 00
		12,289,246 96

BEN MAY CHARITABLE TRUST
REGIONS BANK, TRUSTEE
23-7145009
2013 FORM 990-PF

Schedule of Corporate Obligations

Description	December 31, 2013 Par	Market Value
AT&T Inc. , 5.6%, due 5/15/18	38,000	43,153 18
AFLAC Inc. , 8.5%, due 5/1519	34,000	43 424 80
AMEX Credit Corp., 2.75%, due 9/15/15	42,000	43,464 12
Anheuser Busch Inbev 2.875%, due 2/15/16	43,000	44,763 00
Apple Inc., 1%, due 5/3/18	47,000	45,446 65
BHP Billiton Fin USA 1%, due 2/24/15	87,000	87,476 76
Barclay's Bank PLC, 3 9%, due 4/7/15	41,000	42,674 03
CSX Corp., 6.25%, due 4/1/15	41,000	43,822.44
CA Inc., 5.375%, due 12/1/19	40 000	44,477 20
Caterpillar Make Whole, 7 9%, due 12/15/18	68,000	85,225 76
Cisco Systems 5.5%, 2/22/16	39,000	42,905 07
Citigroup 1.25%, due 1/15/16	44,000	44,148 08
Comcast Corp., 5.7%, due 7/1/19	38 000	43,919 26
Credit Suisse FB, 5.5%, due 5/1/14	84,000	85,369 20
DirecTV Hldgs, 3 55%, due 3/15/15	43 000	44,417 71
DirecTV Hldgs, 3.5%, due 3/1/16	42 000	44,086 98
Duke Energy 2.15%, due 11/15/16	42,000	43,043 70
General Elec. Capl Corp., 5.3%, due 2/11/21	40,000	44,744 80
Goldman Sachs Grp, 7.5%, due 2/15/19	36,000	43 846 92
Goldman Sachs Grp, 6%, due 5/1/14	43,000	43,767 98
Hess Corp., 8 125%, due 2/15/19	35,000	43,473 85
Hewlett Packard Co., 2.2%, due 12/1/15	43,000	43,946 43
Intel Corp., 3.3%, due 10/1/21	44,000	43,713 56
IBM 1 95%, due 7/22/16	85,000	87,324 75
JP Morgan Chase 6.3%, due 4/23/19	37,000	43,669 25
Mondelez Intl, 4 125%, due 2/9/16	42,000	44,526 72
Kraft Foods Inc., 1.625%, due 6/4/15	43 000	43,546 10
Marathon Oil Corp. .9%, due 11/1/15	45,000	45,037 35
Merrill Lynch & Co., Inc., 6.875%, due 4/25/18	37,000	43,747 69
Merrill Lynch & Co., Inc , 6 11%, due 1/29/37	42,000	45,295 74
Morgan Stanley 5 625%, due 9/23/19	39,000	44,330 91
Morgan Stanley 4.2%, due 11/20/14	44 000	43,335 60
Ontario (Prov Of) 1.375%, due 1/27/14	87,000	87,067 86
Oracle Corp., 5 75%, due 4/15/18	38 000	43,911 68
Petrobras Intl Fin 5 75%, due 1/20/20	85,000	87,459 90
Pfizer Inc., 6.2%, due 3/15/19	36,000	42,675 48
Prudential Finl, 4.5%, due 11/15/20	40,000	42,911 60
Royal Bank of Canada 1.2%, 9/19/27	89,000	88,183 87
Suntrust Bks 3.5%, due 1/20/17	41,000	43,112.32
Talisman Energy 7.75%, due 6/1/19	36,000	43,116 12
Target Corp., 5.375%, due 5/1/17	39,000	43,837 95
Time Warner Cable 6 75%, due 7/1/18	40,000	44,857 60
Toyota Motor Credit 3.4% due 9/15/21	44 000	44,667 92
Verizon Communication, 6%, due 4/1/41	39,000	42,819 27
Wachovia Corp., 5.75%, due 6/15/17	39,000	44,487 30
Walmart Stores 6.2% due 4/15/38	37,000	44,468 45
		2,319,700 89

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS BANK P.O. DRAWER 1628 MOBILE, AL 36629	TRUSTEE 2.00	61,675.	0.	0.
MARTIN PERLMAN MD 4876 VIA LOS SANTOS SANTA BARBARA, CA 93111	DIST COMMITTEE-CHAIRMAN 0.50	25,000.	0.	0.
JOHN D. PEEBLES 118 N ROYAL ST MOBILE, AL 36602	DIST. COMMITTEE MEMBER 0.25	25,000.	0.	0.
LYNETTE P. KOPPEL 245 E 93RD ST NEW YORK, NY 10128	DIST. COMMITTEE MEMBER 0.25	0.	0.	0.
VIVIAN G. JOHNSTON III 813 DOWNTOWNER BLVD MOBILE, AL 36609	DIST. COMMITTEE MEMBER 0.25	25,000.	0.	0.
ALLISON H. PEEBLES 118 N ROYAL ST MOBILE, AL 36602	DIST. COMMITTEE MEMBER 0.25	8,333.	0.	0.
VIVIAN G. JOHNSTON V P.O. BOX 41105 MOBILE, AL 36640	DIST. COMMITTEE MEMBER 0.25	8,333.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		153,341.	0.	0.

Form **8868** (Rev. January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

- 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.

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number
	THE BEN MAY CHARITABLE TRUST REGIONS BANK TRUSTEE #1255000027	Employer identification number (EIN) or 23-7145009
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O box, see instructions P.O. DRAWER 1628	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MOBILE, AL 36633-1628	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 (other than individual)	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 ▶ KEN NIEMEYER; REGIONS BANK TRUSTEE 11 NORTH WATER STREET, 28TH FLOOR - MOBILE, AL 36602
  Telephone No ▶ 251-438-8260 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 AUGUST 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning ____, and ending ____.

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 35,319.
b	If this application is for Forms 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	$ 7,440.
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	$ 27,879.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

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. THE BEN MAY CHARITABLE TRUST REGIONS BANK TRUSTEE #1255000027	Employer identification number (EIN) or 23-7145009
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. DRAWER 1628	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MOBILE, AL 36633-1628	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ KEN NIEMEYER; REGIONS BANK TRUSTEE 11 NORTH WATER STREET, 28TH FLOOR - MOBILE, AL 36602
  Telephone No. ▶ 251-438-8260 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
MORE TIME IS NEEDED TO GATHER INFORMATION

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 36,533.
b	If this application is for Forms 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 and any amount paid previously with Form 8868.	**8b**	$ 35,319.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 1,214.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ *[signature]* Title ▶ CPA Date ▶ 8/14/14

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