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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE ERNESTINE L LENOIR CHARITABLE TRUST		A Employer identification number 31-6632596	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 32		B Telephone number (see instructions)	
City or town, state or province, country, and ZIP or foreign postal code BUTLER, AL 36904		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,398,019	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	372	372		
	4 Dividends and interest from securities.	115,803	115,803		
	5a Gross rents	10,570	10,570		
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-219,429			
	b Gross sales price for all assets on line 6a 2,913,610				
	7 Capital gain net income (from Part IV, line 2) . . .				
	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) (attach schedule)				
	11 Other income (attach schedule)	136	136		
	12 Total. Add lines 1 through 11	-92,548	126,881		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	120,000	4,000		108,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	9,218	307		8,296
	16a Legal fees (attach schedule)	509			255
	b Accounting fees (attach schedule)	3,651			1,826
	c Other professional fees (attach schedule)				
	17 Interest	19,622	19,622		
	18 Taxes (attach schedule) (see instructions)	5,471	4,331		
	19 Depreciation (attach schedule) and depletion . . .	3,892	3,695		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	42,397	37,940		199
	24 Total operating and administrative expenses. Add lines 13 through 23	204,760	69,895		118,576
	25 Contributions, gifts, grants paid	86,000			86,000
	26 Total expenses and disbursements. Add lines 24 and 25	290,760	69,895		204,576
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-383,308			
	b Net investment income (if negative, enter -0-)		56,986		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,136,961	80,065	80,065
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,267,309	3,502,423	3,502,423
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	113,094	2,736,676	2,736,676
	14	Land, buildings, and equipment basis ▶ _____ 71,922 Less accumulated depreciation (attach schedule) ▶ 4,483	1,381	67,439	71,922
15	Other assets (describe ▶ _____)		6,933	6,933	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,518,745	6,393,536	6,398,019	
Liabilities	17	Accounts payable and accrued expenses	2,249	1,840	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)		2,635,627	
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	2,249	2,637,467	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,516,496	3,756,069	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,516,496	3,756,069	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,518,745	6,393,536		

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	3,516,496
2	Enter amount from Part I, line 27a	2	-383,308
3	Other increases not included in line 2 (itemize) ▶ _____	3	622,881
4	Add lines 1, 2, and 3	4	3,756,069
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,756,069

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-219,429
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	500,795	3,671,454	0 136402
2011	266,439	3,814,375	0 069851
2010			
2009			
2008			

2	Total of line 1, column (d).	2	0 206254
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 068751
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,582,512
5	Multiply line 4 by line 3.	5	246,301
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	570
7	Add lines 5 and 6.	7	246,871
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	204,576

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	1,140
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	1,140
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	1,140
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,500
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	3,000
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,860
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 1,860 Refunded		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			
AL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?			
If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of Michael E Williams Telephone no (205) 459-2152 Located at P O BOX 32 Butler AL ZIP +4 36904			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Michael E Williams	Trustee	40,000	0	0
P O BOX 32	30 00			
Butler,AL 36904				
Patricia W Harris	Trustee	40,000	0	0
5476 Arrow Lake Rd	30 00			
Meridian,MS 39301				
Jennifer W Clark	Trustee	40,000	0	0
324 Timberlane Rd	30 00			
Butler,AL 36904				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,169,050
b	Average of monthly cash balances.	1b	440,289
c	Fair market value of all other assets (see instructions).	1c	27,729
d	Total (add lines 1a, b, and c).	1d	3,637,068
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,637,068
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	54,556
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,582,512
6	Minimum investment return. Enter 5% of line 5.	6	179,126

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	179,126
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,140
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,140
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	177,986
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	177,986
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	177,986

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	204,576
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	204,576
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	204,576
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				177,986
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				76,117
e From 2012.				318,725
f Total of lines 3a through e.	394,842			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 204,576				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				177,986
e Remaining amount distributed out of corpus	26,590			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	421,432			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	421,432			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				76,117
d Excess from 2012. . . .				318,725
e Excess from 2013. . . .				26,590

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

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

Michael E Williams
P O Box 32
Butler,AL 36904
(205) 459-2152

b

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

Foundation applications provided upon request

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

None

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes	
1. Name of the exempt organization	2. Name of the activity
3. Description of the activity	4. How the activity furthers the exempt purposes of the organization
5. How the activity is financed	6. How the activity is managed
7. How the activity is evaluated	8. How the activity is reported to the public
9. How the activity is reported to the IRS	10. How the activity is reported to the public

Form **990-PF** (2013)

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5260 shares ATT	P	2011-07-29	2013-12-11
20000 shares Alcoa Corp	P	2012-01-19	2013-05-09
88 shares Altria Group	P	2011-07-29	2013-12-11
957 shares Astrazeneca	P	2011-08-01	2013-12-11
4068 shares BP PLC	P	2012-01-19	2013-12-11
1605 shares BHP Billiton	P	2011-08-01	2013-10-31
5300 shares Cameco	P	2011-08-01	2013-05-09
80 shares Copmpanhia	P	2011-08-04	2013-05-09
1006 shares Du Pont	P	2011-08-04	2013-10-31
3000 shares Freeport McMoran	P	2011-08-01	2013-05-09
88 shares Intel Corp	P	2012-10-24	2013-12-11
2428 Ely Lilly Co	P	2011-08-01	2013-10-31
60 shares National Grid	P	2011-08-04	2013-09-13
12 shares Novartis	P	2011-08-01	2013-12-11
10000 shares Pan American Silver	P	2012-03-02	2013-05-09
5 shares Southern Co	P	2011-08-04	2013-06-07
8 shares Southern Copper	P	2011-07-29	2013-05-09
4673 shares Vodafone	P	2011-08-04	2013-12-11
63 shares Waste Mgt	P	2011-07-29	2013-12-13
5200 shares YPF	P	2011-08-04	2013-05-09
6100 shares Natural Resources LP	P	2011-08-01	2013-05-09
26 shares ABM Industries	P	2013-05-09	2013-12-11
228 shares Abbvie Inc	P	2013-05-09	2013-12-11
26 shares Altria Group	P	2013-05-09	2013-12-11
24 shares Ameren Corp	P	2013-06-05	2013-12-11
14 shares American Elec	P	2013-05-09	2013-12-11
23 shares Anheuser Busch	P	2013-05-09	2013-10-31
4 shares Apple Inc	P	2013-05-09	2013-10-31
344 shares Automatic Data	P	2013-05-09	2013-10-31
32 shares Avista Corp	P	2013-05-09	2013-12-11

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
85 shares BAE Systems	P	2013-05-09	2013-12-11
10 shares BASF SE	P	2013-05-09	2013-12-11
226 shares BCE Inc	P	2013-05-09	2013-12-11
84 shares Bayer A G	P	2013-05-09	2013-05-30
16 shares Beckton Dickinson	P	2013-05-09	2013-12-11
37 shares Bemis Inc	P	2013-05-09	2013-12-11
7 shares Blackrock Inc	P	2013-05-09	2013-12-11
18 shares Bob Evans Farms	P	2013-05-09	2013-12-11
1072 shares Bristol Myrers	P	2013-05-09	2013-12-11
11 shares British Amern	P	2013-05-09	2013-10-31
145 shares CME Group	P	2013-05-09	2013-12-11
363 shares CMS Energy	P	2013-05-09	2013-09-26
67 shares CA Inc	P	2013-05-09	2013-12-11
51 shares Centrica PLC	P	2013-05-09	2013-12-11
24 shares CenturyLink	P	2013-05-09	2013-12-11
20 shares Chevron	P	2013-05-09	2013-12-11
66 shares Coach Inc	P	2013-05-09	2013-12-11
144 shares Coca Cola	P	2013-05-09	2013-12-11
71 shares Comcast	P	2013-05-09	2013-10-31
295 shares Commerce Bancshares	P	2013-05-09	2013-06-28
8 shares Commonwealth Bank	P	2013-05-24	2013-10-31
45 shares Compass Group	P	2013-05-09	2013-12-11
122 shares ConcoPhillips	P	2013-05-09	2013-12-11
118 shares Corning Inc	P	2013-05-09	2013-12-11
6 shares Corrections Corp	P	2013-08-20	2013-10-31
37 shares Darden Restaurants	P	2013-05-09	2013-12-11
4 shares Deere Co	P	2013-05-09	2013-10-31
113 shares Deutsche Telekom	P	2013-05-09	2013-12-11
259 shares Deutsche Post	P	2013-05-09	2013-12-13
2 shares Diageo PLC	P	2013-05-09	2013-10-31

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
19 shares Diamond Offshore	P	2013-05-09	2013-10-31
71 shares Dominion Res	P	2013-05-09	2013-12-11
71 shares Donnelley	P	2013-05-09	2013-12-11
11 shares Dow Chemical	P	2013-05-09	2013-10-31
58 shares Dr Pepper	P	2013-05-09	2013-12-11
3877 shares Du Pont	P	2012-10-24	2013-08-19
52 shares Duke Energy	P	2013-05-09	2013-12-11
38 shares Electricite	P	2013-05-31	2013-06-20
28 shares Emerson Elec	P	2013-05-09	2013-12-11
3000 shares Freeport McMoran	P	2012-10-24	2013-05-09
48 shares Geo Group	P	2013-05-09	2013-12-11
7 shares Gallagher	P	2013-05-09	2013-10-31
31 shares General Dynamics	P	2013-05-09	2013-12-11
416 shares General Mills	P	2013-05-09	2013-12-11
157 shares Genuine Parts	P	2013-05-09	2013-07-12
57 shares GlaxoSmithKline	P	2013-05-09	2013-12-11
13 shares HCP Inc	P	2013-05-09	2013-12-11
51 shares Hasbro Inc	P	2013-05-09	2013-12-11
19 shares Health Care	P	2013-05-09	2013-12-11
221 shares Hillenbrand	P	2013-05-09	2013-11-13
41 shares Honeywell	P	2013-05-09	2013-10-31
30 shares Imperial Tobacco	P	2013-05-09	2013-12-11
8 shares Innophos Holdings	P	2013-05-09	2013-06-20
8758 shares Intel Corp	P	2012-10-24	2013-06-20
11 shares Intergys Energy	P	2013-05-09	2013-12-11
50 shares Iron Man	P	2013-05-09	2013-12-11
292 shares Johnson Johnson	P	2013-05-09	2013-12-13
27 shares J2 Global	P	2013-05-09	2013-12-11
12 shares Kla Tencor	P	2013-05-09	2013-10-31
115 shares Kimberly Clark	P	2013-05-09	2013-12-11

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
32 shares Kohls Corp	P	2013-05-09	2013-12-11
27 shares Kraft Foods	P	2013-05-09	2013-12-11
66 shares Lockheed Martin	P	2013-05-09	2013-12-11
57 shares Lorillard Inc	P	2013-05-09	2013-12-11
17 shares Mattel Inc	P	2013-05-09	2013-12-11
20 shares McDonalds Corp	P	2013-05-09	2013-12-11
457 shares Medtronic	P	2013-05-09	2013-11-08
19 shares Merck	P	2013-05-09	2013-12-11
146 shares Microsoft	P	2013-05-09	2013-12-11
187 shares Microchip Tech	P	2013-05-09	2013-10-31
33 shares Molson Coors	P	2013-05-09	2013-12-11
165 shares Munich RE	P	2013-05-09	2013-12-12
33 shares National Fuel	P	2013-05-09	2013-12-11
76 shares National Grid	P	2013-05-09	2013-12-11
66 shares Nestles	P	2013-05-09	2013-12-11
105 shares Nisource Inc	P	2013-05-09	2013-05-14
156 shares Norfolk Southern	P	2013-05-09	2013-12-26
33 shares Nucor Corp	P	2013-05-09	2013-12-11
37 shares Occidental Pete	P	2013-05-09	2013-12-11
58 shares Owens Minor	P	2013-05-09	2013-12-11
38 shares PNC Finl Svcs	P	2013-05-09	2013-12-11
60 shares PPL Corp	P	2013-05-09	2013-12-11
327 shares Paychex Inc	P	2013-05-09	2013-12-06
42 shares Pearson PLC	P	2013-05-09	2013-12-11
44 shares Pepsico	P	2013-05-09	2013-12-11
629 shares Pfizer Inc	P	2013-05-09	2013-11-27
86 shares Philip Morris	P	2013-05-09	2013-12-11
15 shares Philippine Long	P	2013-05-09	2013-12-11
31 shares Proctor Gamble	P	2013-05-09	2013-12-11
19 shares Qualcomm Inc	P	2013-08-29	2013-12-11

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
21 shares Raytheon Co	P	2013-05-09	2013-12-11
10 shares Realty Income	P	2013-07-08	2013-12-11
599 shares Reckitt Benckiser	P	2013-05-09	2013-06-07
43 shares Regal Entertainment	P	2013-05-09	2013-12-11
48 shares Republic Svcs	P	2013-05-09	2013-12-11
159 shares Reynolds American	P	2013-05-09	2013-12-11
171 shares Roche Hldg	P	2013-05-09	2013-12-11
164 shares Rogers Comm	P	2013-05-09	2013-12-11
27 shares Royal Dutch Shell	P	2013-05-09	2013-12-11
33 shares Royal Dutch Shell	P	2013-05-09	2013-12-11
102 shares SSE PLC	P	2013-05-09	2013-12-11
14 shares Sanofi Sponsored	P	2013-05-09	2013-10-31
22 shares Senior Hsg	P	2013-05-09	2013-12-11
168 shares Severn Trent	P	2013-05-09	2013-12-11
54 shares Shaw Communications	P	2013-05-09	2013-10-31
59 shares Southern Co	P	2013-05-09	2013-12-11
218 shares Spectra Energy	P	2013-05-09	2013-06-06
93 shares Staples Inc	P	2013-05-09	2013-12-11
20 shares Svenska Handelsbanken	P	2013-05-09	2013-12-11
48 shares Swisscomm	P	2013-05-09	2013-12-11
74 shares Sysco	P	2013-05-09	2013-12-11
53 shares Teco Energy	P	2013-05-09	2013-10-31
45 shares Target	P	2013-05-09	2013-12-11
582 shares Telefonica Brasil	P	2013-05-09	2013-08-27
59 shares Telstra	P	2013-05-09	2013-10-31
126 shares Turna Rete	P	2013-05-09	2013-12-11
60 shares Thompson Reuters	P	2013-05-09	2013-12-11
109 shares 3M	P	2013-05-09	2013-09-20
86 shares Time Warner	P	2013-05-09	2013-10-31
38 shares Total S A	P	2013-05-09	2013-12-11

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
118 shares Travelers	P	2013-05-09	2013-05-21
56 shares US Bancorp	P	2013-05-09	2013-12-11
240 shares UNS Energy	P	2013-05-09	2013-06-28
9 shares Unilever	P	2013-05-09	2013-10-31
32 shares UPS	P	2013-05-09	2013-12-11
44 shares United Utilities	P	2013-05-09	2013-12-11
164 shares Verizon	P	2013-05-09	2013-12-11
234 shares Vinci S A	P	2013-05-09	2013-12-12
77 shares Vivendi S A	P	2013-05-09	2013-12-11
18 shares Wm Morrison	P	2013-05-09	2013-10-31
25 shares Wal Mart	P	2013-05-09	2013-12-11
429 shares Walgreen	P	2013-05-09	2013-12-11
101 shares Waste Mgt	P	2013-05-09	2013-12-17
11 shares Wells Fargo	P	2013-05-21	2013-10-31
111 shares Western Union	P	2013-05-09	2013-12-11
13 shares Westpac	P	2013-05-09	2013-10-31
9 shares Williams Co	P	2013-12-05	2013-12-11
855 shares Windstream	P	2013-05-09	2013-06-06
29 shares Yara International	P	2013-05-09	2013-12-11
116 shares Daimler	P	2013-05-09	2013-12-11
41 shares Aircastle	P	2013-06-27	2013-12-11
14 shares Ensco PLC	P	2013-11-13	2013-12-11
28 shares Partnerre Lmtd	P	2013-05-09	2013-12-11
26 shares Amerigas Partners LP	P	2013-05-09	2013-12-11
745 shares Breitburn Energy Partner	P	2013-05-09	2013-07-31
20 shares Enterprise Products	P	2013-05-09	2013-12-11
14 shares Kinder Morgan	P	2013-05-09	2013-12-11
32 shares Memorial Prodt n	P	2013-10-29	2013-12-11
29 shares Williams Partners	P	2013-05-09	2013-12-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
195,876		154,454	41,422
176,396		204,622	-28,226
3,171		2,322	849
50,915		47,010	3,905
176,369		182,589	-6,220
111,961		133,555	-21,594
109,178		135,809	-26,631
3,368		2,371	997
55,499		48,707	6,792
98,439		145,420	-46,981
2,167		1,899	268
132,348		91,866	40,482
3,484		2,955	529
109,283		90,407	18,876
127,014		252,671	-125,657
221		200	21
268		264	4
141,575		128,833	12,742
2,550		1,900	650
70,165		199,769	-129,604
140,574		178,886	-38,312
656		575	81
9,114		8,868	246
974		943	31
849		818	31
641		685	-44
2,250		2,210	40
1,992		1,830	162
12,762		12,510	252
850		913	-63

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,405		2,009	396
1,008		961	47
9,172		9,899	-727
9,081		9,097	-16
1,630		1,561	69
1,460		1,461	-1
2,002		1,925	77
899		804	95
49,458		42,816	6,642
1,216		1,252	-36
10,696		8,790	1,906
9,580		10,290	-710
2,050		1,797	253
1,148		1,202	-54
789		896	-107
2,413		2,454	-41
3,525		3,850	-325
5,813		5,855	-42
2,926		2,911	15
12,746		11,986	760
576		537	39
637		585	52
8,462		7,583	879
1,893		1,777	116
221		206	15
1,946		1,959	-13
330		368	-38
1,616		1,406	210
8,645		6,461	2,184
256		246	10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,210		1,332	-122
4,299		4,183	116
1,243		880	363
434		384	50
2,752		2,753	-1
213,882		174,871	39,011
3,535		3,722	-187
173		173	
1,784		1,617	167
98,439		117,387	-18,948
1,612		1,770	-158
331		311	20
2,610		2,331	279
21,090		20,594	496
13,032		12,170	862
2,974		2,888	86
497		548	-51
2,430		2,427	3
1,199		1,199	
6,299		5,470	829
3,266		3,189	77
2,239		2,149	90
391		423	-32
212,908		189,035	23,873
603		658	-55
1,415		1,625	-210
26,859		24,843	2,016
1,207		1,027	180
767		649	118
11,719		11,725	-6

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,733		1,545	188
1,451		1,485	-34
8,607		6,674	1,933
2,737		2,436	301
758		771	-13
1,940		1,975	-35
25,736		22,334	3,402
876		864	12
5,182		4,780	402
7,630		6,864	766
1,747		1,633	114
3,422		3,285	137
2,182		2,053	129
4,936		5,175	-239
4,448		4,650	-202
3,032		3,036	-4
13,699		12,258	1,441
1,550		1,498	52
3,438		3,258	180
2,053		1,928	125
2,752		2,609	143
1,732		1,910	-178
14,080		12,223	1,857
851		771	80
3,593		3,629	-36
19,965		17,982	1,983
7,616		7,964	-348
966		1,068	-102
2,505		2,416	89
1,380		1,272	108

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,540		1,332	208
371		425	-54
8,422		8,602	-180
814		802	12
1,624		1,654	-30
8,018		7,522	496
11,275		10,788	487
7,349		7,718	-369
1,853		1,930	-77
2,199		2,283	-84
2,289		2,497	-208
747		759	-12
519		581	-62
5,220		4,743	477
1,306		1,239	67
2,458		2,530	-72
6,526		6,688	-162
1,468		1,300	168
440		457	-17
2,337		2,179	158
2,556		2,528	28
900		979	-79
3,000		3,130	-130
11,427		15,219	-3,792
681		735	-54
1,749		1,739	10
2,133		2,049	84
13,128		12,018	1,110
5,273		5,239	34
2,182		1,915	267

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,877		10,202	-325
2,038		1,865	173
11,300		11,707	-407
371		382	-11
2,959		2,821	138
985		989	-4
7,969		8,578	-609
3,574		2,885	689
1,707		1,611	96
408		408	
1,929		1,954	-25
24,531		20,557	3,974
4,395		4,157	238
453		447	6
1,850		1,780	70
423		436	-13
313		313	
6,729		6,964	-235
1,256		1,256	
8,140		6,643	1,497
774		649	125
823		823	
2,623		2,571	52
1,152		1,196	-44
13,458		14,219	-761
1,249		1,227	22
1,122		1,226	-104
649		666	-17
1,445		1,443	2

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

[illegible]

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

[illegible]

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

[illegible]

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

[illegible]

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

[illegible]

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

[illegible]

Form **4562**
Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Name(s) shown on return
THE ERNESTINE L LENOIR CHARITABLE TRUST

Business or activity to which this form relates
FORM 990PF - 1

Identifying number

31-6632596

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,600,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	394

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A			
17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property		See Add'l Data				
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	3,892
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles) . . .	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year . . .												
32 Total other personal(noncommuting) miles driven . . .												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? . . .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . .		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
LOAN FEES	2013-05-08	6,800		20	227
43 Amortization of costs that began before your 2013 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	227

Additional Data

Software ID:
Software Version:
EIN: 31-6632596
Name: THE ERNESTINE L LENOIR CHARITABLE TRUST

Form 4562, Part III, Line 19, Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System:

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
d 10-year property		12,000	10	HY	S/L	600
d 10-year property		10,000	10	HY	S/L	500
d 10-year property		6,000	10	HY	S/L	300
d 10-year property		33,650	10	HY	S/L	1,683
d 10-year property		5,500	10	HY	S/L	275
d 10-year property		2,800	10	HY	S/L	140

TY 2013 Accounting Fees Schedule

Name: THE ERNESTINE L LENOIR CHARITABLE TRUST

EIN: 31-6632596

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	3,651	0	0	1,826

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Amortization Schedule

Name: THE ERNESTINE L LENOIR CHARITABLE TRUST

EIN: 31-6632596

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
LOAN FEES	2013-05-08	6,800	0	20	227	227	0	227

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE ERNESTINE L LENOIR CHARITABLE TRUST

EIN: 31-6632596

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SONY LAPTOP	2011-07-05	1,972	591	SL	5	394	197	0	
LARGE TRAILER	2013-05-08	12,000	0	SL	10	600	600	0	
SMALL TRAILER	2013-05-08	10,000	0	SL	10	500	500	0	
STORAGE UNIT	2013-05-08	6,000	0	SL	10	300	300	0	
KUBOTA TRACTOR	2013-06-21	33,650	0	SL	10	1,683	1,683	0	
KUBOTA LOADER	2013-06-21	5,500	0	SL	10	275	275	0	
BUSHOG CUTTER	2013-06-21	2,800	0	SL	10	140	140	0	

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE ERNESTINE L LENOIR CHARITABLE TRUST
EIN: 31-6632596

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABM Industries 220 shares comm	6,290	6,290
ATT Inc 1888 shares common	66,382	66,382
Abbvie Inc 933 shares common	49,272	49,272
ADR National 60 shares common	0	0
Alcoa 20000 shares common	0	0
Altri Group 1929 shares common	74,054	74,054
Ameren Corp 393 shares common	14,211	14,211
American Elec 259 shares comm	12,106	12,106
Anheuser Busch 70 shares comm	7,452	7,452
Apple Inc 17 shares common	9,537	9,537
Astrazeneca PLC 1157 shs comm	68,691	68,691
Automatic Data 102 shares comm	8,242	8,242
Avista Corp 301 shares common	8,485	8,485
BAE Systems 658 shares common	18,963	18,963
BASF SE Spons 156 shares comm	16,657	16,657
BCE Inc 825 shares common	35,732	35,732
BP PLC 932 shares common	45,305	45,305
Becton Dickinson 168 shs comm	18,562	18,562
Bemis Inc 383 shares common	15,688	15,688
BHP Billiton 135 shares comm	9,207	9,207
Blackrock Inc 71 shares common	22,469	22,469
Bob Evans Farms 271 shs common	13,710	13,710
Bristol Myers 249 shares comm	13,234	13,234
British Amern 69 shares Comm	7,412	7,412
CME Group 500 shares common	39,230	39,230
Cameco Corp 5300 shares common	0	0
CA Inc 618 shares common	20,796	20,796
Centruiylink 519 shares common	16,530	16,530
Chevron Corp 291 shares common	36,349	36,349
Coach Inc 336 shares common	18,860	18,860

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Coca Cola 278 shares common	11,484	11,484
Comcast 167 shares common	8,330	8,330
Commonwealth Bank 103 shs comm	7,169	7,169
Companhia 80 shares common	0	0
Compass Group 464 shares comm	7,439	7,439
ConcoPhillips 937 shares comm	66,199	66,199
Corning Inc 1462 shares common	26,053	26,053
Correction Corp 355 shs comm	11,385	11,385
Darden Rest 354 shares common	19,247	19,247
Deere Co 75 shares common	6,850	6,850
Deutsche Telekom 1308 shs comm	22,403	22,403
Diageo PLC 49 shares common	6,489	6,489
Diamond Offshore 214 shs comm	12,181	12,181
Dominion Res 503 shares common	32,539	32,539
Donnelley 559 shares common	11,337	11,337
Dow Chemical 258 shares common	11,455	11,455
Dr Pepper 597 shares common	29,086	29,086
Du Pont 117 shares common	7,601	7,601
Duke Energy 886 shares common	61,143	61,143
Electricite 2583 shares common	18,130	18,130
Eli Lilly 2640 shares common	0	0
Emerson Elec 469 shares common	32,914	32,914
Freeport Mc 6000 shares common	0	0
GEO Group 555 shares common	17,882	17,882
Gallagher Arthur 161 shs comm	7,556	7,556
General Dynamics 282 shs comm	26,945	26,945
General Mills 143 shares comm	7,137	7,137
Glaxosmithkline 1071 shs comm	57,181	57,181
HCP Inc 319 shares common	11,586	11,586
Hasbro Inc 517 shares common	28,440	28,440

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Health Care 704 shares common	37,713	37,713
Hillenbrand 96 shares common	2,824	2,824
Centrica PLC 574 shares common	13,222	13,222
Deutsche Post 208 shares comm	7,595	7,595
Honeywell 86 shares common	7,858	7,858
Imperial Tobacco 289 shs comm	22,382	22,382
Innophos Holdings 113 shs comm	5,492	5,492
Intel Corp 1429 shares common	37,090	37,090
Intergys Energy 146 shs comm	7,944	7,944
Iron Mtn 626 shares common	18,999	18,999
Johnson Johnson 482 shs comm	44,146	44,146
J2 Global 367 shares common	18,354	18,354
Kla Tencor 163 shares common	10,507	10,507
Kimberly Clark 629 shares comm	65,705	65,705
Kohls Corp 497 shares common	28,205	28,205
Kraft Foods 896 shares common	48,303	48,303
Eli Lilly 212 shares common	10,812	10,812
Lockheed Martin 260 shs common	38,652	38,652
Lorillard Inc 972 shares comm	49,261	49,261
Mattel Inc 300 shares common	14,274	14,274
Mcdonalds Corp 366 shares comm	35,513	35,513
Merck Co 1221 shares common	61,111	61,111
Microsoft 862 shares common	32,247	32,247
Microchip Tech 203 shares comm	9,084	9,084
Molson Coors 323 shares common	18,136	18,136
Munich Re Group 666 shs common	14,697	14,697
National Fuel 428 shares comm	30,559	30,559
National Grid 1046 shares comm	68,325	68,325
Nestle SA 101 shares common	7,433	7,433
Norfolk Southern 214 shs comm	19,866	19,866

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Novartis A G 155 shares common	12,459	12,459
Nucor Corp 333 shares common	17,776	17,776
Occidental Pete 336 shs comm	31,954	31,954
Orkla A S 1336 shares common	10,421	10,421
Owens Minor 543 shares common	19,852	19,852
PNC Finl 371 shares common	28,782	28,782
PPL Corp 1539 shares common	46,308	46,308
Pan Amern Silver 10000 shs com	0	0
Pearson PLC 609 shares common	13,642	13,642
Pepsico 523 shares common	43,378	43,378
Philip Morris 435 shares comm	37,902	37,902
Philippine Long 116 shs common	6,969	6,969
Potash Corp 287 shares common	9,460	9,460
Procter Gamble 370 shares comm	30,122	30,122
Qualcomm 332 shares common	24,651	24,651
Raytheon Co 234 shares common	21,224	21,224
Realty Income 350 shares comm	13,065	13,065
Regal Entetain 511 shares comm	9,939	9,939
Republic Svcs 489 shares comm	16,235	16,235
Reynolds Amer 1280 shares comm	63,987	63,987
Roche Hldg 130 shares common	9,107	9,107
Rogers Comm 899 shares common	40,690	40,690
Royal Dutch Shell 625 shs comm	46,944	46,944
Royal Dutch Shell 261 shs comm	18,601	18,601
SSE PLC 798 shares common	18,107	18,107
Sanofi Spons 189 shares common	10,136	10,136
Senior HSG 711 shares common	15,806	15,806
Severn Trent 273 shares comm	7,709	7,709
Shaw Comm 734 shares common	17,865	17,865
Southern Co 1282 shares common	52,703	52,703

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Southern Copper 8 shares comm	0	0
Staples Inc 1299 shares common	20,641	20,641
Statoil ASA 401 shares common	9,676	9,676
Svenska Hand 291 shares common	7,159	7,159
Swisscom AG 422 shares common	22,344	22,344
Sysco Corp 722 shares common	26,064	26,064
Teco Energy 855 shares common	14,740	14,740
Target Corp 369 shares common	23,347	23,347
Telstra Corp 744 shares common	17,473	17,473
Turna Rete 1362 shares common	20,851	20,851
Thompson Reuters 660 shs comm	24,961	24,961
Time Warner 111 shares common	7,739	7,739
Total S A 1243 shares common	76,159	76,159
US Bancorp 586 shares comm	23,674	23,674
Unilever PLC 286 shares comm	11,783	11,783
United Parcel 297 shares comm	31,209	31,209
United Utilities 727 shs comm	16,171	16,171
Ventas Inc 186 shares common	10,654	10,654
Verizon 1759 shares common	86,437	86,437
Vinci S A 1209 shares common	19,875	19,875
Vivendi S A 454 shares common	11,983	11,983
Vodafone Group 2582 shs comm	101,498	101,498
Wm Morrison 304 shares common	6,571	6,571
Wal Mart 261 shares common	20,538	20,538
Walgreen Co 218 shares common	12,522	12,522
Waste Mgt 163 shares common	7,314	7,314
Wells Fargo 217 shares common	9,852	9,852
Western Union 1357 shs common	23,408	23,408
Westpac Bkg 307 shares common	8,918	8,918
Williams Co 507 shares common	19,555	19,555

Name of Stock	End of Year Book Value	End of Year Fair Market Value
YPF 5200 shares common	0	0
Yara Intern 380 shares common	16,348	16,348
Daimler AG 199 shares common	17,266	17,266
Aircastle 616 shares common	11,803	11,803
Ensco PLC 325 shares common	18,584	18,584
Partnerre Lmt'd 224 shares comm	23,616	23,616

TY 2013 Investments - Other Schedule**Name:** THE ERNESTINE L LENOIR CHARITABLE TRUST**EIN:** 31-6632596

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Natural Resources Partners LP		0	0
Amerigas Partners LP		11,544	11,544
Enterprise Products Partners LP		9,481	9,481
Kinder Morgan Energy Partners LP		16,697	16,697
Markwest Energy Partners LP		7,473	7,473
Memorial Prodtm Partners LP		6,099	6,099
Targa Resources Partners LP		7,531	7,531
Williams Partners LP		24,158	24,158
Land Sumter County Alabama		2,652,693	2,652,693
FLCA 200 shares		1,000	1,000

TY 2013 Land, Etc. Schedule

Name: THE ERNESTINE L LENOIR CHARITABLE TRUST

EIN: 31-6632596

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Equipment	69,950	3,498	66,452	69,950
Office equipment	1,972	985	987	1,972

TY 2013 Legal Fees Schedule

Name: THE ERNESTINE L LENOIR CHARITABLE TRUST

EIN: 31-6632596

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal fees	509	0	0	255

TY 2013 Mortgages and Notes Payable Schedule

Name: THE ERNESTINE L LENOIR CHARITABLE TRUST
EIN: 31-6632596

Total Mortgage Amount:

Item No.	1
Lender's Name	Raymond James
Lender's Title	
Relationship to Insider	
Original Amount of Loan	694523
Balance Due	694523
Date of Note	2013-12
Maturity Date	
Repayment Terms	
Interest Rate	5
Security Provided by Borrower	Security acct
Purpose of Loan	Margin loan
Description of Lender Consideration	Cash
Consideration FMV	694523

Item No.	2
Lender's Name	Alabama Ag Credit FLCA
Lender's Title	
Relationship to Insider	
Original Amount of Loan	1971000
Balance Due	1941104
Date of Note	2013-05
Maturity Date	2033-05
Repayment Terms	semi annual
Interest Rate	4.8
Security Provided by Borrower	Land
Purpose of Loan	Purchase land
Description of Lender Consideration	Cash
Consideration FMV	1971000

TY 2013 Other Assets Schedule

Name: THE ERNESTINE L LENOIR CHARITABLE TRUST

EIN: 31-6632596

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Loan fees net	0	6,573	6,573
Prepaid excise tax	0	360	360

TY 2013 Other Expenses Schedule**Name:** THE ERNESTINE L LENOIR CHARITABLE TRUST**EIN:** 31-6632596

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank charges	72	0	0	0
Insurance	222	222	0	0
Office expense	143	0	0	71
Dues and subscriptions	165	165	0	0
Postage	48	0	0	24
Services	615	615	0	0
Maintenance and repairs	10,553	10,553	0	0
Supplies	207	0	0	104
Utilities	598	598	0	0
Investment fees and expense	25,424	25,424	0	0
Partnership loss	4,123	136	0	0

TY 2013 Other Income Schedule

Name: THE ERNESTINE L LENOIR CHARITABLE TRUST

EIN: 31-6632596

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalty income	136	136	0

TY 2013 Other Increases Schedule

Name: THE ERNESTINE L LENOIR CHARITABLE TRUST

EIN: 31-6632596

Description	Amount
Unrealized gains and losses	622,881

TY 2013 Taxes Schedule**Name:** THE ERNESTINE L LENOIR CHARITABLE TRUST**EIN:** 31-6632596

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign taxes	2,388	2,388	0	0
Property taxes	1,943	1,943	0	0
Excise taxes	1,140	0	0	0