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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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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 STEPHENS FOUNDATION		A Employer identification number 63-1035698	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1943		B Telephone number (see instructions) (205) 991-6600	
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 352011943		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) <input checked="" type="checkbox"/> \$ 8,349,016		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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.)			

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	12	12		
	4 Dividends and interest from securities.	69,721	69,721		
	5a Gross rents	17,819	17,819		
	b Net rental income or (loss) _____ 14,871				
	6a Net gain or (loss) from sale of assets not on line 10	299,300			
	b Gross sales price for all assets on line 6a _____ 3,133,378				
	7 Capital gain net income (from Part IV, line 2) . . .		299,300		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	488	488		
	12 Total. Add lines 1 through 11	387,340	387,340		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,512	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,766	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	23,308	23,260		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	32,586	23,260		0
	25 Contributions, gifts, grants paid	1,074,000			1,074,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,106,586	23,260		1,074,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-719,246			
	b Net investment income (if negative, enter -0-)		364,080		
	c Adjusted net income (if negative, enter -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	148,825	45,387
	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)	5,095,649 	4,448,248
	c	Investments—corporate bonds (attach schedule).		
	11	Investments—land, buildings, and equipment basis ▶ _____ 2,600,000 Less accumulated depreciation (attach schedule) ▶ _____	2,600,000	2,600,000
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	4,461 	4,949
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,848,935	7,098,584
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
		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	11,724,106	11,724,106
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0
	29	Retained earnings, accumulated income, endowment, or other funds	-3,875,171	-4,625,522
	30	Total net assets or fund balances (see page 17 of the instructions)	7,848,935	7,098,584
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,848,935	7,098,584

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	7,848,935
2	Enter amount from Part I, line 27a	2	-719,246
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,129,689
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	31,105
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,098,584

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)
1 a	PUBLICLY TRADED SECURITIES-BHMCAP	P		
b	PUBLICLY TRADED SECURITIES-DANA	P		
c	PUBLICLY TRADED SECURITIES- REGIONS	P		
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 960,640		881,876	78,764
b 2,146,010		1,918,746	227,264
c 26,728		33,456	-6,728
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			78,764
b			227,264
c			-6,728
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	299,300
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	746,200	7,631,476	0 097779
2011	795,250	8,223,957	0 096699
2010	691,040	9,017,856	0 076630
2009	1,581,000	9,651,263	0 163813
2008	1,022,583	10,159,160	0 100656

2 Total of line 1, column (d).	2	0 535577
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 107115
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,924,196
5 Multiply line 4 by line 3.	5	848,800
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,641
7 Add lines 5 and 6.	7	852,441
8 Enter qualifying distributions from Part XII, line 4.	8	1,074,000

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 VIExcise 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	3,641
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 checked="" 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	3,641
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,641
6		Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,760		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments. Add lines 6a through 6d.		7	4,760
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	1,118
11		Enter the amount of line 10 to be Credited to 2014 estimated tax 1,118 Refunded		11	0

Part VII-AStatements 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	Yes	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)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶J DAVID WALKER Telephone no ▶(205) 991-6600 Located at ▶PO BOX 1943 BIRMINGHAM AL ZIP +4 ▶35201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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 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?				
		6b		No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
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
JAMES T STEPHENS	PRESIDENT	0	0	0
PO BOX 1943	0 00			
BIRMINGHAM,AL 352011943				
ELTON B STEPHENS JR	TREASURER	0	0	0
PO BOX 1943	0 00			
BIRMINGHAM,AL 352011943				
DELL S BROOKE	SECRETARY	0	0	0
PO BOX 1943	0 00			
BIRMINGHAM,AL 352011943				
JANE S COMER	VICE PRESIDENT	0	0	0
PO BOX 1943	0 00			
BIRMINGHAM,AL 352011943				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,347,763
b	Average of monthly cash balances.	1b	97,106
c	Fair market value of all other assets (see instructions).	1c	2,600,000
d	Total (add lines 1a, b, and c).	1d	8,044,869
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	8,044,869
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	120,673
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,924,196
6	Minimum investment return. Enter 5% of line 5.	6	396,210

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	396,210
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,641
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,641
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	392,569
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	392,569
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	392,569

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	1,074,000
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	1,074,000
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	3,641
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,070,359
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				392,569
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	520,812			
b From 2009.	1,100,922			
c From 2010.	243,651			
d From 2011.	353,121			
e From 2012.	369,384			
f Total of lines 3a through e.	2,587,890			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,074,000				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				392,569
e Remaining amount distributed out of corpus	681,431			
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	3,269,321			
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 instructions			0	
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).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	520,812			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,748,509			
10 Analysis of line 9				
a Excess from 2009. . . .	1,100,922			
b Excess from 2010. . . .	243,651			
c Excess from 2011. . . .	353,121			
d Excess from 2012. . . .	369,384			
e Excess from 2013. . . .	681,431			

Part XIV

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. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

■ 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<div>a Paid during the year</div> See Additional Data Table				
<div>Total</div>			<div>3a</div>	1,074,000
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALABAMA BALLET 2726 1ST AVENUE SOUTH BIRMINGHAM,AL 35233		PUBLIC CHARITY	SUPPORT OF ARTS	5,000
ALABAMA ENVIRONMENTAL COUNCIL 2717 7TH AVE SOUTH BIRMINGHAM,AL 35203		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
ALABAMA HUMANITIES FOUNDATION 1100 IRELAND WAY STE 201 BIRMINGHAM,AL 35205		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	7,500
ALABAMA RIVERS ALLIANCE 2027 2ND AVENUE NORTH BIRMINGHAM,AL 35203		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	2,500
ALABAMA SUSTAINABLE AGRICULTURE NETWORK PO BOX 18782 HUNTSVILLE,AL 35804		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
ALABAMA SYMPHONY ENDOWMENT 3621 SIXTH AVENUE SOUTH BIRMINGHAM,AL 35222		PUBLIC CHARITY	SUPPORT OF ARTS	105,000
ALS ASSOCIATION - AL CHAPTER PO BOX 2888 HUNTSVILLE,AL 358042888		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
ALTAMONT SCHOOL PO BOX 131429 BIRMINGHAM,AL 35213		PUBLIC CHARITY	SUPPORT OF EDUCATION,LISTTOTAL 7250,LISTTOTAL 2250	7,250
AMERICAN RIVERS 1101 14TH STREET NW WASHINGTON,DC 20005		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
APPALACHIAN VOICES 191 HOWARD STREET BOONE,NC 28607		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
ARISE CITIZENS' POLICY PROJECT PO BOX 1188 MONTGOMERY,AL 36101		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,000
ATCHAFALAYA BASINKEEPER 162 CROYDON BATON ROUGE,LA 70764		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
BETTER BASICS 211 SUMMIT PARKWAY SUITE 108 BIRMINGHAM,AL 35209		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
BIRMINGHAM CIVIL RIGHTS INSTITUTE 520 16TH STREET N BIRMINGHAM,AL 35203		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
BIRMINGHAM MUSEUM OF ART 2000 8TH AVE N BIRMINGHAM,AL 35203		PUBLIC CHARITY	SUPPORT OF ARTS	65,000
Total			3a	1,074,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIRMINGHAM SOUTHERN COLLEGE PO BOX 549003 BIRMINGHAM,AL 35254		PUBLIC CHARITY	SUPPORT OF EDUCATION	500,000
BLACK WARRIOR RIVERKEEPER 712 37TH STREET SOUTH BIRMINGHAM,AL 35259		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	15,000
CAHABA RIVER KEEPER 4650 OLD LOONEY MILL RD BIRMINGHAM,AL 35243		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
CAHABA RIVER SOCIETY 2717 7TH AVE SOUTH BIRMINGHAM,AL 35203		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
CAMP MCDOWELL 105 DELONG ROAD NAUVOO,AL 35578		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
CHILDRENS HOSPITAL 1600 7TH AVENUE SOUTH BIRMINGHAM,AL 35233		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	25,000
CHOCTAWATCHEE RIVERKEEPER PO BOX 6734 BANKS,AL 36005		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
COOSA RIVER KEEPER PO BOX 373 RIVERSIDE,AL 35135		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE 32ND FLOOR NEWYORK,NY 100015004		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
FRESHWATER LAND TRUST PO BOX 549071 BIRMINGHAM,AL 35254		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
FRIENDS OF BIG CANOE CREEK PO BOX 10 SPRINGVILLE,AL 35146		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
FRIENDS OF HURRICANE CREEK PO BOX 40836 TUSCALOOSA,AL 35404		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	11,000
FRIENDS OF LOCUST FORK RIVER PO BOX 245 HAYDEN,AL 35079		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
GASP 732 MONTGOMERY HWY BIRMINGHAM,AL 35216		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
GIRLSPRING INC 2001 PARK PLACE BIRMINGHAM,AL 35203		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	100,000
Total ▶ 3a				1,074,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GLENWOOD FAMILY AND COMMUNITY SERVICES 150 GLENWOOD LANE BIRMINGHAM,AL 35242		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	10,000
GREATER BIRMINGHAM MINISTRIES 2304 12TH AVENUE NORTH BIRMINGHAM,AL 35234		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
IMPACT 1901 6TH AVE NORTH BIRMINGHAM,AL 35202		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,500
INDEPENDENT PRESBYTERIAN CHURCH 3100 HIGHLAND AVENUE BIRMINGHAM,AL 35205		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
LEADING EDGE PO BOX 59402 BIRMINGHAM,AL 35259		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	2,000
MAGIC CITY HARVEST PO BOX 11292 BIRMINGHAM,AL 35202		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
METROPOLITAN OPERA LINCOLN CENTER NEWYORK,NY 10023		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	2,500
MISSION WOLF PO BOX 1211 WESTCLIFFE,CO 81252		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,000
MS FOUNDATION 12 METRO TECH CENTER BROOKLYN,NY 11201		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	25,000
NATURE CONSERVANCY PO BOX 6017 ALBERT LEA,MN 560079823		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
RAILROAD PARK FOUNDATION 1600 1ST AVENUE S BIRMINGHAM,AL 35233		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
RED MOUNTAIN PARK FUND 277 LYON LANE BIRMINGHAM,AL 35211		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,000
RED MOUNTAIN THEATER PO BOX 278 BIRMINGHAM,AL 35201		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	10,000
RIVER NETWORK 520 SW 6TH AVE SUITE 1130 PORTLAND,OR 972041535		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
RUFFNER MOUNTAIN NATURE CENTER 1214 81ST STREET SOUTH BIRMINGHAM,AL 35206		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,000
Total  3a				1,074,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SAMPSON'S SANCTUARY 2229 COLD BRANCH RD BLOUNTSVILLE,AL 35031		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	2,500
SEARCH MINISTRIES PO BOX 17088 BALTIMORE,MD 21297		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
SOUTHERN ENVIRONMENT LAW CENTER PO BOX 320189 CHARLOTTESVILLE,VA 22902		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,000
SOUTHWINGS 35 HAYWOOD STREET SUITE 201 ASHEVILLE,NC 28801		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
STRAIGHT CARIBBEAN SPINE FOUNDATION 99 NEW ROAD RIDGEFIELD,CT 06877		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
UNICEF HOUSE 3 UNITED NATIONS PLAZA NEW YORK,NY 10017		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
UNITED WAY PO BOX 320189 BIRMINGHAM,AL 35232		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	65,000
WATERKEEPER ALLIANCE 50 SOUTH BUCKHOUT IRVINGTON,NY 10533		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
WBHM PUBLIC RADIO 650 11TH STREET SOUTH BIRMINGHAM,AL 35294		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	750
WILD SOUTH 16 EAGLE STREET ASHEVILLE,NC 28801		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,000
WILDERNESS SOCIETY 1615 M ST NW WASHINGTON,DC 20036		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
YWCA 309 NORTH 23RD STREET BIRMINGHAM,AL 35203		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	3,000
ALABAMA PUBLIC TELEVISION 2112 11TH AVENUE SOUTH BIRMINGHAM,AL 35282		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
BIG BROTHERS BIG SISTERS OF GREATER BIRMINGHAM 1901 14TH AVENUE SOUTH BIRMINGHAM,AL 35205		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	10,000
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK ROAD BIRMINGHAM,AL 35223		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
Total  3a				1,074,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIRMINGHAM LANDMARKS 1817 THIRD AVENUE NORTH BIRMINGHAM,AL 35203		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
CENTER FOR HEALTH & EVIROMENTAL JUSTICE PO BOX 6806 FALLS CHURCH,VA 22040		PUBLIC CHARITY	SUPPORT OF THE ORGAINZATION	250
CHILDFUND INTERNATIONAL 2821 EMERYWOOD PARKWAY RICHMOND,VA 23294		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	2,000
CHRISTIAN SERVICE MISSION 3600 3RD AVENUE SOUTH BIRMINGHAM,AL 35222		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,500
EARTH JUSTICE 50 CALIFORNIA STREET STE 500 SAN FRANCISCO,CA 94111		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
FOREST LAKE UNITED METHODIST CHURCH 1711 4TH AVENUE TUSCALOOSA,AL 35401		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	3,000
GATEWAY 1401 20TH STREET SOUTH BIRMINGHAM,AL 35205		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	3,000
NICARAGUAN HEALTH INC 3120 WARRINGTON ROAD BIRMINGHAM,AL 35223		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
NOLS 284 LINCOLN STREET LANDER,WY 82520		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
SOUTHERN ALLIANCE FOR CLEAN ENERGY PO BOX 1842 KNOXVILLE,TN 37901		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 900 SAN FRANCISCO,CA 94104		PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	250
Total			 3a	1,074,000

TY 2013 Accounting Fees Schedule

Name: STEPHENS FOUNDATION

EIN: 63-1035698

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	1,512	0		0

**TY 2013 Investments Corporate
Stock Schedule**

Name: STEPHENS FOUNDATION
EIN: 63-1035698

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS	4,448,248	5,698,680

TY 2013 Investments - Other Schedule

Name: STEPHENS FOUNDATION

EIN: 63-1035698

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STOWERS LEASEHOLD POOL	AT COST	4,949	4,949

TY 2013 Other Decreases Schedule

Name: STEPHENS FOUNDATION

EIN: 63-1035698

Description	Amount
PRIOR PERIOD ADJUSTMENT- RETURN OF CAPITAL DIVIDENDS	31,105

TY 2013 Other Expenses Schedule**Name:** STEPHENS FOUNDATION**EIN:** 63-1035698

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	3,033	3,033		0
INVESTMENT ADVISORY FEE	17,279	17,279		0
MISCELLANEOUS	48	0		0
FARM EXPENSE	2,948	2,948		0

TY 2013 Other Income Schedule

Name: STEPHENS FOUNDATION

EIN: 63-1035698

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
STOWERS LEASEHOLD	488	488	488

TY 2013 Taxes Schedule

Name: STEPHENS FOUNDATION

EIN: 63-1035698

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	7,766	0		0