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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 separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2013 or tax year beginning

, and ending

Name of foundation PROTECTIVE LIFE FOUNDATION		A Employer identification number 63-1129596
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 13008	Room/suite	B Telephone number 205-268-1395
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35202		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 27,440.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,520,000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		2,520,000.	0.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employer benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		26,959.	0.		0.
22 Printing and publications		42,209.	0.		0.
23 Other expenses STMT 1		18,131.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23		87,299.	0.		0.
25 Contributions, gifts, grants paid		2,524,303.			2,524,303.
26 Total expenses and disbursements Add lines 24 and 25		2,611,602.	0.		2,524,303.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<91,602.>			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	119,527.	27,144.	27,144.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 296.			
	Less: allowance for doubtful accounts ▶		296.	296.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	119,527.	27,440.	27,440.
	17 Accounts payable and accrued expenses	485.		
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	485.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶ ☐			
	24 Unrestricted			
Net Assets or Fund Balances	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	119,042.	27,440.	
	30 Total net assets or fund balances	119,042.	27,440.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances	119,527.	27,440.	

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	119,042.
2 Enter amount from Part I, line 27a	2	<91,602.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	27,440.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,440.

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				
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			
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			
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,338,743.	256,707.	9.110554
2011	2,501,148.	385,080.	6.495139
2010	1,719,398.	313,892.	5.477674
2009	1,681,502.	373,991.	4.496103
2008	2,134,082.	361,330.	5.906185

2 Total of line 1, column (d)	2	31.485655
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	6.297131
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	232,611.
5 Multiply line 4 by line 3	5	1,464,782.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	1,464,782.
8 Enter qualifying distributions from Part XII, line 4	8	2,524,303.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	0.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	0.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>AL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.PROTECTIVE.COM</u>	13	X	
14	The books are in care of ► <u>KATE H. COTTON</u> Telephone no. ► <u>205-268-4434</u> Located at ► <u>1209 MONTGOMERY HIGHWAY, BIRMINGHAM, AL</u> ZIP+4 ► <u>35223</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

☐ Yes ☒ No

5b

X

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN D. JOHNS 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223	DIRECTOR/PRESIDENT 0.00	0.	0.	0.
KATE H. COTTON 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223	DIRECTOR/SECRETARY 0.00	0.	0.	0.
CHARLES D. EVERS, JR. 2801 HIGHWAY 280 SOUTH BIRMINGHAM, AL 35223	ASSISTANT TREASURER 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	236,153.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	236,153.
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	236,153.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,542.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	232,611.
6	Minimum investment return. Enter 5% of line 5	6	11,631.

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	11,631.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,631.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,631.
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	11,631.

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	2,524,303.
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	2,524,303.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	2,524,303.

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				11,631.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	2,116,015.			
b From 2009	1,662,802.			
c From 2010	1,703,703.			
d From 2011	2,481,894.			
e From 2012	2,325,908.			
f Total of lines 3a through e	10,290,322.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,524,303.				
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				11,631.
e Remaining amount distributed out of corpus	2,512,672.			
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	12,802,994.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,116,015.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	10,686,979.			
10 Analysis of line 9:				
a Excess from 2009	1,662,802.			
b Excess from 2010	1,703,703.			
c Excess from 2011	2,481,894.			
d Excess from 2012	2,325,908.			
e Excess from 2013	2,512,672.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE P.O. BOX 13008 BIRMINGHAM, AL 35202	NONE	501(C)(3) EXEMPT ORGANIZATION	SEE ATTACHED SCHEDULE	2,447,720.
SEE ATTACHED SCHEDULE P.O. BOX 13008 BIRMINGHAM, AL 35202	SEE PART XV	N/A	ACADEMIC SCHOLARSHIPS	76,583.
Total			▶ 3a	2,524,303.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		0.		0.
13 Total Add line 12, columns (b), (d), and (e)					13	0.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

DIRECTOR/SECRET

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

JAMES L. RICHARDSON

Firm's name ► **SELLERS RICHARDSON HOLMAN & WEST, LLP**

Firm's EIN ► 26-2732677

Firm's address ▶ 216 SUMMIT BOULEVARD, STE 300
BIRMINGHAM, AL 35243

Phone no. 205-278-0001

Form **990-PF** (2013)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

PROTECTIVE LIFE FOUNDATION**63-1129596**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization PROTECTIVE LIFE FOUNDATION	Employer identification number 63-1129596
---	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>PROTECTIVE LIFE INSURANCE COMPANY</u> <u>2801 HIGHWAY 280 SOUTH</u> <u>BIRMINGHAM, AL 35223</u>	\$ <u>2,520,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

63-1129596

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

PROTECTIVE LIFE FOUNDATION**63-1129596****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	OTHER EXPENSES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	11,296.	0.		0.	
POSTAGE	230.	0.		0.	
SUPPLIES	1,047.	0.		0.	
BOOKS & PERIODICALS	4,124.	0.		0.	
BUREAU & ASSOCIATION DUES	394.	0.		0.	
ADVERTISING	1,040.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	18,131.	0.		0.	

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KATE H. COTTON
P.O. BOX 2606
BIRMINGHAM, AL 35202

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
205-268-4434	PROTECTIVE LIFE FOUNDATION

FORM AND CONTENT OF APPLICATIONS

NO PARTICULAR FORM

ANY SUBMISSION DEADLINES

THE SCHOLARSHIP PROGRAM HAS A 4-15 DEADLINE TO ALLOW FOR THE SELECTION PROCESS & FUND DISTRIBUTIONS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO RESTRICTIONS OR LIMITATIONS WITH THE EXEPTION OF THE SCHOLARSHIP PROGRAM WHICH IS LIMITED TO THE CHILDREN OF THE EMPLOYEES OF PROTECTIVE LIFE ENTITIES. THE SCHOLARSHIP PROGRAM HAS RECEIVED APPROVAL FROM THE IRS.

Payments Made, by Grantee Organization

7/17/2014

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Community Food Bank of Central Alabama 2013 Expenses for UW Work Projects \$ 257 30	4312	11/8/2013	\$257 30	Protective Life Foundation	1004157
100 Black Men of Greater Mobile, Inc. 2013 Gala - 100% donation; no tickets \$ 2,500 00	4134	5/23/2013	\$2,500.00	Protective Life Foundation	1003982
A+ Coalition and/or A+ Education Foundation 2011 Matching Funds \$ 75,000 00	3588	9/25/2013	\$25,000.00	Protective Life Foundation	1004115
Renewal of five-year pledge. 2010 - 2014 \$ 125,000.00	3285	12/11/2013	\$25,000.00	Protective Life Foundation	1004182
Total A+ Coalition and/or A+ Education Foundation (2 items)			\$50,000.00		
Addiction Coalition 2013 Drug Awareness Walk \$ 10,000 00	4249	8/9/2013	\$10,000.00	Protective Life Foundation	1004077
Alabama Archives and History Foundation Capital Campaign - "Alabama Voices" \$ 250,000 00	3736	11/8/2013	\$50,000.00	Protective Life Foundation	1004150
Alabama Association of Nonprofits (formerly the Nonprofit Resource Center of Alabama)					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2013 - Harvard Business School \$ 500.00	4200	6/27/2013	\$500.00	Protective Life Foundation	1004000
Alabama Ballet 2013 Junior Board Support \$ 500.00	4109	4/18/2013	\$500.00	Protective Life Foundation	1003937
Alabama Bridge Crossing Jubilee 2013 Crossing of Edmund Pettus Bridge in Selma \$ 25,000.00	4042	3/27/2013	\$25,000.00	Protective Life Foundation	1003919
Alabama Forever 2013 Programming Support \$ 5,000.00	4076	4/10/2013	\$5,000.00	Protective Life Foundation	1003930
Alabama Heritage 2013 Sponsorship \$ 10,000.00	4229	8/12/2013	\$10,000.00	Protective Life Foundation	1004080
Alabama Humanities Foundation 2013 Programming Support \$ 5,000.00	4155	7/1/2013	\$5,000.00	Protective Life Foundation	1004004
Alabama School of Fine Arts Foundation 2013 - 2014 Friday Night Lights Series \$ 5,000.00	4287	10/7/2013	\$5,000.00	Protective Life Foundation	1004128
Alabama Sports Festival 2013 - Honoring Boy Scouts and their sponsors \$ 1,000.00	4130	5/24/2013	\$1,000.00	Protective Life Foundation	1003989

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Alabama Symphony Orchestra					
2013 Programming Support \$ 50,000.00	4081	4/29/2013	\$50,000.00	Protective Life Foundation	1003951
2013 Emergency Funding \$ 6,500.00	4133	5/23/2013	\$6,500.00	Protective Life Foundation	1003983
Total Alabama Symphony Orchestra (2 items)			<u>\$56,500.00</u>		
Aldridge Gardens					
2013 Operating Support \$ 5,000.00	4052	4/9/2013	\$5,000.00	Protective Life Foundation	1003924
American Cancer Society					
2013 Relay for Life - Oak Mountain \$ 500.00	3982	2/15/2013	\$500.00	Protective Life Foundation	1003886
2013 Relay for Life - Mountain Brook High School \$ 500.00	4099	4/18/2013	\$500.00	Protective Life Foundation	1003940
2013 Memorial Gift \$ 50.00	4102	4/18/2013	\$50.00	Protective Life Foundation	1003938
2013 Aerotek Golf Tournament \$ 200.00	4110	4/18/2013	\$200.00	Protective Life Foundation	1003939
Total American Cancer Society (4 items)			<u>\$1,250.00</u>		
American Foundation for Suicide Prevention					
2013 "Out of the Darkness" Walk \$ 1,000.00	4309	10/23/2013	\$1,000.00	Protective Life Foundation	1004135

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
American Heart Association					
2013 Heart Walk - Mr. David Atkinson \$ 500.00	4034	3/13/2013	\$500.00	Protective Life Foundation	1003905
2013 Gift - Judy Wilson \$ 5,000.00	4138	5/23/2013	\$5,000.00	Protective Life Foundation	1003984
Total American Heart Association (2 items)			<u>\$5,500.00</u>		
American Red Cross					
2013 Heroes Breakfast - Chicago \$ 2,500.00	4036	2/21/2013	\$2,500.00	Protective Life Foundation	1339986
2013 Disaster Relief Fund - Oklahoma \$ 25,000.00	4140	5/22/2013	\$25,000.00	Protective Life Foundation	1003980
Total American Red Cross (2 items)			<u>\$27,500.00</u>		
American Red Cross - Central Illinois Chapter					
2013 Donation on behalf of the Elgin office \$ 2,500.00	4346	12/23/2013	\$2,500.00	Protective Life Foundation	1004202
The American Village Citizenship Trust					
2013 "Living Legacy" Capital Campaign \$ 75,000.00	4178	7/25/2013	\$25,000.00	Protective Life Foundation	1004036
Apollo Theater Foundation, Inc.					
2013 gift in support of the City of Birmingham's traveling Civil Rights exhibit in November \$ 25,000.00	4305	10/23/2013	\$25,000.00	Protective Life Foundation	1004136
Arthritis Foundation					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2013 Jingle Bell Run \$ 2,200.00	4317	12/11/2013	\$2,200.00	Protective Life Foundation	1004184
Associated Builders & Contractors of Alabama 2013 Awards Banquet - 100% donation \$ 3,000.00	4261	9/19/2013	\$3,000.00	Protective Life Foundation	1004106
Associates for Breast and Prostate Cancer Studies 2013 Gala - 100% donation. \$ 2,000.00	4342	12/11/2013	\$2,000.00	Protective Life Foundation	1004198
Athletes Committed to Educating Students (ACES) 2013 Races for the Aces \$ 3,500.00	4277	10/4/2013	\$3,500.00	Protective Life Foundation	1004124
Auburn University Three-year gift for PLUS program \$ 81,000.00	3637	7/1/2013	\$27,000.00	Protective Life Foundation	1004003
Autism2Ability (formerly Autism Avenue) 2013 Operating Support \$ 5,000.00	4092	4/29/2013	\$5,000.00	Protective Life Foundation	1003954
Be the Match Foundation Bone Marrow Registry for PLC EEs \$ 1,200.00	4232	8/12/2013	\$1,200.00	Protective Life Foundation	1004082
The Bell Center for Early Intervention Programs (The Service Guild of Birmingham)					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2013 BelRunners \$ 500.00	4033	3/13/2013	\$500.00	Protective Life Foundation	1003914
Beta Kappa Boule Charitable Foundation 2013 Scholarship Beautillion \$ 2,500.00	4108	4/23/2013	\$2,500.00	Protective Life Foundation	1003947
Bethel Baptist Church 2012 Capital Campaign - Phase II \$ 25,000.00	3933	12/11/2013	\$5,000.00	Protective Life Foundation	1004185
Better Basics Birmingham Reads 2013 \$ 1,000.00	4000	2/15/2013	\$1,000.00	Protective Life Foundation	1003887
Big Brothers Big Sisters of Greater Birmingham 2013 funding for its school-based program with Minor Elementary School \$ 8,000.00	4180	7/25/2013	\$8,000.00	Protective Life Foundation	1004022
2013 Matching on PLC's involvement with Bowl for Kids' Sake \$ 1,200.00	4228	8/9/2013	\$1,200.00	Protective Life Foundation	1004070
Total Big Brothers Big Sisters of Greater Birmingham (2 items)			\$9,200.00		
Birmingham AIDS Outreach 2013 The Magic City Acceptance Project (MCAP) \$ 10,000.00	4181	7/25/2013	\$10,000.00	Protective Life Foundation	1004031
Birmingham Athletic Partnership					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<i>Renewal of the Business Partners Program</i> \$ 100,000.00	3210	11/8/2013	\$25,000.00	Protective Life Foundation	1004155
Birmingham Bar Foundation <i>2013 "Journey for Justice" project</i> \$ 10,000 00	3978	1/17/2013	\$ 10,000 00	Protective Life Foundation	1003871
Birmingham Botanical Gardens <i>2013 Memorial Gift</i> \$ 100 00	4152	6/11/2013	\$100.00	Protective Life Foundation	1003994
<i>2013 Men's Committee</i> \$ 10,000.00	4204	7/11/2013	\$10,000 00	Protective Life Foundation	1004005
Total Birmingham Botanical Gardens (2 items)			\$10,100.00		
Birmingham Civil Rights Institute <i>2011 - Multi-year operating gift</i> \$ 150,000.00	3378	10/4/2013	\$50,000.00	Protective Life Foundation	1004123
Birmingham Historical Society <i>2013 Corporate Membership</i> \$ 1,000.00	4007	2/15/2013	\$1,000.00	Protective Life Foundation	1003888
<i>2013 Publication of Mountain Brook - A Historic American Landscape</i> \$ 2,500 00	4296	11/8/2013	\$2,500 00	Protective Life Foundation	1004156
Total Birmingham Historical Society (2 items)			\$3,500.00		
Birmingham Holocaust Education Center					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<i>2013 Operating Support</i> \$ 5,000.00	4213	7/25/2013	\$5,000.00	Protective Life Foundation	1004032
Birmingham Kiwanis Foundation <i>2012 Signature Projects</i> \$ 40,000 00	3754	7/1/2013	\$10,000.00	Protective Life Foundation	1004011
Birmingham Museum of Art <i>2013 Civil Rights 50th Anniversary exhibits</i> \$ 50,000 00	3970	5/31/2013	\$50,000.00	Protective Life Foundation	1003992
Birmingham United Soccer Association <i>2013 TOPSoccer Program</i> \$ 1,000.00	4289	10/7/2013	\$1,000.00	Protective Life Foundation	1004129
Birmingham-Southern College <i>2013 Sustainability Gift</i> \$ 250,000 00	4094	5/24/2013	\$50,000.00	Protective Life Foundation	1003987
Black Belt Community Foundation <i>Three-Year Programming Support</i> \$ 100,000 00	3445	11/8/2013	\$33,333.34	Protective Life Foundation	1004151
The Bo Johnson Charitable Foundation <i>2013 Bo Johnson Memorial Golf Tournament</i> \$ 2,500 00	4071	4/10/2013	\$2,500 00	Protective Life Foundation	1003933
Boys & Girls Clubs of Central Alabama <i>2013 "Back a Youth" Campaign</i> \$ 1,000 00	4063	4/10/2013	\$1,000.00	Protective Life Foundation	1003931

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Breakthrough Birmingham 2013 Operating Support \$ 5,000.00	4151	6/12/2013	\$5,000.00	Protective Life Foundation	1003996
Camp Bridges Foundation 2013 Operating Support \$ 500.00	4032	3/13/2013	\$500.00	Protective Life Foundation	1003906
Camp Smile-A-Mile 2013 Matching on Life and Health Administration's (AA) Fundraising Efforts \$ 6,000.00	4329	12/11/2013	\$6,000.00	Protective Life Foundation	1004186
Cystic Fibrosis (CF) Foundation - Georgia Chapter 2013 Great Strides Walk - Mike DeKoning \$ 500.00	4103	4/23/2013	\$500.00	Protective Life Foundation	
ChildrenFirst Alliance of Alabama, Inc. 2013 Operating Support \$ 10,000.00	3987	2/15/2013	\$10,000.00	Protective Life Foundation	1003889
Children's Aid Society 2012 Capital Campaign \$ 250,000.00	3934	1/24/2013	\$50,000.00	Protective Life Foundation	1003883
Children's Harbor Family Center 2013 "Friends of Children's Harbor" fundraiser - 100% donation; no tickets. \$ 5,000.00	4132	5/23/2013	\$5,000.00	Protective Life Foundation	1003985

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Children's of Alabama					
2013 Honorarium - James Spann's visit to PLC \$ 2,000.00	4267	8/30/2013	\$2,000.00	Protective Life Foundation	1004094
2013 matching on LAD's fundraising \$ 2,700.00	4276	10/7/2013	\$2,700.00	Protective Life Foundation	1004130
	Total Children's of Alabama (2 items)		\$4,700.00		
College Admissions Made Possible					
2013 Programming Support \$ 2,500.00	4174	7/1/2013	\$2,500.00	Protective Life Foundation	1004006
Community Grief Support Service					
2013 Programming Support \$ 5,000.00	4171	7/1/2013	\$5,000.00	Protective Life Foundation	1004007
Concepts for Adaptive Learning					
2013 Gift \$ 2,500.00	4270	9/19/2013	\$2,500.00	Protective Life Foundation	1004107
Cornerstone Schools of Alabama					
2013 Back-to-School Initiative \$ 2,351.68	4250	8/9/2013	\$2,351.68	Protective Life Foundation	1004071
2013 Operating Support \$ 70,000.00	4297	11/8/2013	\$70,000.00	Protective Life Foundation	1004152
	Total Cornerstone Schools of Alabama (2 items)		\$72,351.68		
Cultural Alliance of Greater Birmingham					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2013 Operating Support \$ 10,000.00	3927	1/24/2013	\$10,000.00	Protective Life Foundation	1003884
Distinguished Your Women (formerly America's Junior Miss)					
2012 States Club Sponsor \$ 1,000.00	3994	2/18/2013	\$1,000.00	Protective Life Foundation	1003894
Divine Threads					
2013 Gift \$ 500.00	4173	7/1/2013	\$500.00	Protective Life Foundation	1004008
Duchesne Society					
2013 Programming Support \$ 2,500.00	4124	5/21/2013	\$2,500.00	Protective Life Foundation	1003970
Emergency Shelter of Northern Kentucky					
2013 Matching Gift - Cincinnati's fundraising efforts \$ 1,100.00	4101	4/23/2013	\$1,100.00	Protective Life Foundation	
The Exceptional Foundation					
2013 Programming Support \$ 7,500.00	3936	1/17/2013	\$7,500.00	Protective Life Foundation	1003875
The Faith & Politics Institute					
2013 - Congressional Pilgrimage to Alabama - BCRI \$ 5,000.00	4041	3/27/2013	\$5,000.00	Protective Life Foundation	1003920
Faith United Methodist Church					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<i>Mission Trip to Ecuador</i> \$ 500.00	4069	4/9/2013	\$500.00	Protective Life Foundation	1003925
Firehouse Shelter <i>2013 Matching Funds on IT's Charity Golf Tournament</i> \$ 14,692.00	4246	8/7/2013	\$14,692.00	Protective Life Foundation	1004064
First Light <i>2013 Matching Funds on IT's Charity Golf Tournament</i> \$ 14,692.00	4245	8/7/2013	\$14,692.00	Protective Life Foundation	1004062
Freshwater Land Trust <i>2013 Corporate Partners Program</i> \$ 10,000.00	4147	7/1/2013	\$10,000.00	Protective Life Foundation	1004009
Gardendale Mt. Vernon United Methodist Church <i>2013 Memorial Gift</i> \$ 50.00	4153	6/12/2013	\$50.00	Protective Life Foundation	1003997
Gateway (Years 2001 & after) <i>2013 - United Way Agency Work Visit</i> \$ 2,071.62	4343	12/11/2013	\$2,071.62	Protective Life Foundation	1004187
Glenwood, Inc. <i>2013 Expenses for UYW Work Projects</i> \$ 1,113.74	4313	11/8/2013	\$1,113.74	Protective Life Foundation	1004158
Greater Alabama Council					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2011 Capital and Endowment Campaign \$ 250,000 00	3457	5/21/2013	\$50,000.00	Protective Life Foundation	1003969
Holy Family Cristo Rey Catholic High School					
2013 Emergency Funding - Tuition for graduating seniors \$ 6,550 00	4128	5/21/2013	\$6,550 00	Protective Life Foundation	1003972
2012 Strategic Plan \$ 30,000.00	3835	12/11/2013	\$10,000.00	Protective Life Foundation	1004188
Total Holy Family Cristo Rey Catholic High School (2 items)			<u>\$16,550 00</u>		
Homewood Police Foundation					
2013 Inaugural Fundraiser - 100% donation \$ 800.00	4264	9/19/2013	\$800.00	Protective Life Foundation	1004108
The Horizons School					
2013 Junior Board - Mercedes Run \$ 1,000.00	3977	1/17/2013	\$1,000.00	Protective Life Foundation	1003878
IDEO					
2013 Gift - Immersion trip \$ 2,000.00	4043	3/13/2013	\$2,000.00	Protective Life Foundation	1003907
Impact Alabama: A Student Service Initiative					
2013 Operating Support/Trivia Contest \$ 20,000.00	3963	1/17/2013	\$20,000.00	Protective Life Foundation	1003879
2013 Trivia Competition \$ 2,000 00	4013	2/15/2013	\$2,000.00	Protective Life Foundation	1003890

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Total Impact Alabama: A Student Service Initiative (2 items)					
			\$22,000.00		
Inner-City Scholarship Fund					
2013 Annual Award Dinner \$ 10,000.00	4339	12/11/2013	\$10,000.00	Protective Life Foundation	1004199
Innovation Depot					
2011 Multi-Year Operational Support \$ 150,000.00	3448	1/17/2013	\$50,000.00	Protective Life Foundation	1003877
IPC Day School					
2013 HERO Scholarship Fund \$ 300.00	4199	5/8/2013	\$300.00	Protective Life Foundation	1003964
Jefferson State Community College					
Partners for Progress Capital Campaign \$ 50,000.00	3215	11/14/2013	\$10,000.00	Protective Life Foundation	1004172
Jones Valley Teaching Farm					
2013 Programming Support \$ 35,000.00	4095	4/29/2013	\$35,000.00	Protective Life Foundation	1003952
Junior Achievement of Greater Birmingham, Inc.					
2013 Operating Support \$ 2,500.00	4098	4/18/2013	\$2,500.00	Protective Life Foundation	1003941
2013 Matching Funds - JA Bowl-a-Thon					
\$ 2,501.00	4003	5/21/2013	\$2,500.00	Protective Life Foundation	1003973

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<i>Total Junior Achievement of Greater Birmingham, Inc</i> (2 items)					
			\$5,000.00		
Juvenile Diabetes Research Foundation 2013 Night of Hope Gala \$ 3,500.00	4121	5/21/2013	\$3,500.00	Protective Life Foundation	1003974
King's Home (formerly The King's Ranch and Hannah Homes) 2013 Operating Support \$ 15,000.00	3923	1/17/2013	\$15,000.00	Protective Life Foundation	1003880
Kiwanis Club of Greater Tuscaloosa 2013 "Run Toward Recovery" \$ 1,000.00	3956	1/24/2013	\$1,000.00	Protective Life Foundation	1003885
Lakeshore Foundation 2013 Amazing Race \$ 2,500.00	4104	4/22/2013	\$2,500.00	Protective Life Foundation	1003944
Laps for CF Foundation, Inc. 2013 Sips for CF \$ 2,500.00	4223	8/9/2013	\$2,500.00	Protective Life Foundation	1004072
Laura Crandall Brown Ovarian Cancer Foundation 2013 Corporate Sponsorship \$ 500.00	4059	4/9/2013	\$500.00	Protective Life Foundation	1003926
2013 Matching Gift \$ 1,000.00	4233	8/9/2013	\$1,000.00	Protective Life Foundation	1004073

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<i>Total Laura Crandall Brown Ovarian Cancer Foundation</i> (2 items)					
			\$1,500.00		
Leadership Alabama 2013 Tuition - Frank Sottosanti \$ 2,500.00	4107	4/22/2013	\$2,500.00	Protective Life Foundation	1003945
2013 Operating Support \$ 10,000.00	4125	5/21/2013	\$10,000.00	Protective Life Foundation	1003975
2013 - 2014 Membership Dues - KHC \$ 175.00	4344	12/11/2013	\$175.00	Protective Life Foundation	1004189
<i>Total Leadership Alabama</i> (3 items)					
			\$12,675.00		
Leadership Birmingham 2013 Operating Support \$ 10,000.00	4021	3/13/2013	\$10,000.00	Protective Life Foundation	1003908
2013 - 2014 Tuition - Wendy Evesque \$ 1,250.00	4216	7/25/2013	\$1,250.00	Protective Life Foundation	1004024
<i>Total Leadership Birmingham</i> (2 items)					
			\$11,250.00		
The Leading Edge Institute 2013 Winter Summit \$ 2,500.00	4026	3/13/2013	\$2,500.00	Protective Life Foundation	1003909
The Literacy Council 2013 Programming Support \$ 5,000.00	4087	4/29/2013	\$5,000.00	Protective Life Foundation	1003955
The Literacy Network of Greater Cincinnati					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2013 Matching Gift on EEs' contributions \$ 1,000.00	4214	7/25/2013	\$1,000.00	Protective Life Foundation	1004037
Magic City Art Connection 2013 Corporate Sponsorship \$ 10,000.00	4066	4/10/2013	\$10,000.00	Protective Life Foundation	1003932
Magic City Choral Society 2013 Programming Support \$ 2,000.00	4310	11/11/2013	\$2,000.00	Protective Life Foundation	1004167
Magic Moments 2013 Programming Support \$ 500.00	4119	5/22/2013	\$500.00	Protective Life Foundation	1003977
Main Street Alabama 2012 Capital Campaign \$ 50,000.00	3837	11/8/2013	\$16,666.67	Protective Life Foundation	1004159
Manhattan Institute for Policy Research 2013 Programming Support \$ 2,000.00	4143	7/1/2013	\$2,000.00	Protective Life Foundation	1004013
March of Dimes, Alabama Chapter 2013 March for Babies \$ 1,000.00	3990	2/15/2013	\$1,000.00	Protective Life Foundation	1003891
2013 March for Babies \$ 1,000.00	4056	4/9/2013	\$1,000.00	Protective Life Foundation	1003927

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2013 Citizen of the Year Testimonial Dinner - 100% donation \$ 2,500.00	4280	10/4/2013	\$2,500.00	Protective Life Foundation	1004125
Total March of Dimes, Alabama Chapter (3 items)					
			\$4,500.00		
The McWane Science Center					
Minor's 2013 visit to McWane \$ 10,000.00	4049	4/9/2013	\$10,000.00	Protective Life Foundation	1003928
2013 Family Memberships \$ 7,500.00	4141	7/1/2013	\$7,500.00	Protective Life Foundation	1004014
2012 Capital Campaign - Children's Museum \$ 250,000.00	3834	12/11/2013	\$50,000.00	Protective Life Foundation	1004179
Total The McWane Science Center (3 items)					
			\$67,500.00		
Minor Elementary School					
2013 - 2014 Financial Support \$ 30,000.00	4150	6/11/2013	\$30,000.00	Protective Life Foundation	1003993
MOMENTUM					
2013 Class Sponsorship \$ 2,500.00	4285	10/4/2013	\$2,500.00	Protective Life Foundation	1004126
Moody Miracle League					
2013 Operating Gift \$ 2,500.00	4211	7/25/2013	\$2,500.00	Protective Life Foundation	1004033
Mountain Brook YMCA					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<i>2013 Healthy Communities Campaign</i> \$ 1,000.00	4009	2/18/2013	\$1,000.00	Protective Life Foundation	1003895
M-POWER Ministries <i>2013 Corporate Partner</i> \$ 2,500.00	4224	8/9/2013	\$2,500.00	Protective Life Foundation	1004074
The NAILBA Charitable Foundation <i>2013 Contribution in honor of Tori VanDusen Roos, Field Advisory Council</i> \$ 1,000.00	4304	10/23/2013	\$1,000.00	Protective Life Foundation	1004139
National Alliance on Mental Illness <i>2013 NAMI Birmingham Walk</i> \$ 1,000.00	4262	9/12/2013	\$1,000.00	Protective Life Foundation	1004100
National Multiple Sclerosis Society <i>2013 Legacy of Leadership Campaign honoring Anne & Neal Berte</i> \$ 15,000.00	4330	12/11/2013	\$15,000.00	Protective Life Foundation	1004190
The Nature Conservancy of Alabama <i>2013 Earth Day Picnic</i> \$ 1,000.00	4031	3/13/2013	\$1,000.00	Protective Life Foundation	1003915
<i>2013 Operating Support</i> \$ 15,000.00	4088	4/29/2013	\$15,000.00	Protective Life Foundation	1003956
<i>2013 Gift - Carolyn King</i> \$ 5,000.00	4139	5/23/2013	\$5,000.00	Protective Life Foundation	1003986

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<i>Total The Nature Conservancy of Alabama (3 items)</i>					
			\$21,000.00		
One Fund Boston 2013 Gift \$ 25,000.00	4129	5/22/2013	\$25,000.00	Protective Life Foundation	1003978
One-Way-2-Play Drug Free 2013 - Bama Coaches Clinic FCA Breakfast \$ 10,000.00	4100	4/18/2013	\$10,000.00	Protective Life Foundation	1003942
Operation Hope 2013 HOPE Inside Model for Birmingham \$ 150,000.00	4205	7/29/2013	\$50,000.00	Protective Life Foundation	1004038
2013 Hope Center at Ebenezer \$ 50,000.00	4198	7/29/2013	\$50,000.00	Protective Life Foundation	1004039
<i>Total Operation Hope (2 items)</i>			\$100,000.00		
Our Lady of Sorrows Catholic Church 2013 Memorial Gift - Mark Lynn McCrary \$ 500.00	4127	5/22/2013	\$500.00	Protective Life Foundation	1003979
Partners in Neighborhood Growth, Inc. (PING) 2013 Operating Support \$ 5,000.00	3916	1/17/2013	\$5,000.00	Protective Life Foundation	1003872
PLF Scholar - Alysha R. Barr					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
PLF Scholar 2009-2010, 2010-2011, 2011-2012, 2012-2013 \$ 10,000.00	2919	2/21/2013	\$188.05	Protective Life Foundation	1003899
PLF Scholar 2009-2010, 2010-2011, 2011-2012, 2012-2013 \$ 10,000.00	2919	2/21/2013	\$150.00	Protective Life Foundation	1003900
PLF Scholar 2009-2010, 2010-2011, 2011-2012, 2012-2013 \$ 10,000.00	2919	6/12/2013	\$245.00	Protective Life Foundation	1003998
Total PLF Scholar - Alysha R. Barr (3 items)			\$583.05		
PLF Scholar - Anna C. Davenport PLF Scholar - 2011 - 2012 Academic Year \$ 10,000.00	3501	8/28/2013	\$2,500.00	Protective Life Foundation	1004093
PLF Scholar - Anna Donze 2012 - 2013 PLF Scholarship \$ 10,000.00	3855	8/7/2013	\$2,500.00	Protective Life Foundation	1004060
PLF Scholar - Austin Barr 2012 - 2013 Academic Excellence Award \$ 1,000.00	3851	2/21/2013	\$1,000.00	Protective Life Foundation	1003898
PLF Scholar - Brian Bocian PLF Scholar for Academic Year 2011 - 2012 \$ 10,000.00	3498	8/7/2013	\$2,500.00	Protective Life Foundation	1004068
PLF Scholar - Carson M. Edge					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
PLF Scholar - 2011 - 2012 \$ 10,000.00	3504	8/7/2013	\$2,500.00	Protective Life Foundation	1004061
PLF Scholar - Danielle E. Harry 2013 - 2014 PLF Scholarship Award \$ 10,000.00	4238	8/7/2013	\$2,500.00	Protective Life Foundation	1004056
PLF Scholar - Hannah Davidson PLF Scholar 2013 - 2014 \$ 10,000.00	4247	8/12/2013	\$2,500.00	Protective Life Foundation	1004083
PLF Scholar - Jacob C. Balik 2013 - 2014 Academic Excellence \$ 1,000.00	4235	8/7/2013	\$1,000.00	Protective Life Foundation	1004053
PLF Scholar - Jana S. Davenport 2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3224	8/28/2013	\$2,500.00	Protective Life Foundation	1004092
PLF Scholar - Jason C. Gardner 2012 - 2013 PLF Scholar \$ 10,000.00	3856	8/12/2013	\$2,500.00	Protective Life Foundation	1004084
PLF Scholar - Jazmyne D. Williams PLF Scholar - 2011 - 2012 \$ 10,000.00	3511	9/12/2013	\$2,288.00	Protective Life Foundation	1004101
PLF Scholar - Jessica S. Bonnett					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2010 - 2011 PLF Scholar - Recipient of the PLF Scholarship Award \$ 10,000.00	3220	8/7/2013	\$2,500.00	Protective Life Foundation	1004055
PLF Scholar - John D. Williams 2013 - 2014 Doing the Right Thing Award \$ 1,000.00	4253	8/12/2013	\$1,000.00	Protective Life Foundation	1004081
2013 - 2014 PLF Scholar \$ 10,000.00	4254	8/12/2013	\$2,500.00	Protective Life Foundation	1004081
Total PLF Scholar - John D. Williams (2 items)			\$3,500.00		
PLF Scholar - Kaitlyn Traywick 2013 - 2014 Academic Excellence Award \$ 1,000.00	4248	8/9/2013	\$1,000.00	Protective Life Foundation	1004078
PLF Scholar - Karli M. Kurschardt 2012 - 2013 Academic Excellence Award \$ 1,000.00	3861	1/10/2013	\$1,000.00	Protective Life Foundation	1003868
PLF Scholar - Kelly E. West 2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3234	8/7/2013	\$2,500.00	Protective Life Foundation	1004052
PLF Scholar - Kevin Yang 2013 Academic Excellence Award \$ 1,000.00	4273	9/12/2013	\$1,000.00	Protective Life Foundation	1004102
PLF Scholar - Krystal L. Conway					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3222	8/21/2013	\$2,500.00	Protective Life Foundation	1004088
PLF Scholar - Kylie Taylor Hausch 2013 - 2013 Academic Scholar \$ 1,000.00	4217	7/25/2013	\$1,000.00	Protective Life Foundation	1004034
PLF Scholar - Laura Perez 2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3231	1/23/2013	\$631.50	Protective Life Foundation	1003882
2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3231	7/25/2013	\$2,023.50	Protective Life Foundation	1004025
Total PLF Scholar - Laura Perez (2 items)			\$2,655.00		
PLF Scholar - Mary Liz Eaton 2013 - 2014 Academic Excellence \$ 1,000.00	4236	8/7/2013	\$1,000.00	Protective Life Foundation	1004057
2013 - 2014 PLF Scholarship Award \$ 10,000.00	4237	8/7/2013	\$2,460.50	Protective Life Foundation	1004057
Total PLF Scholar - Mary Liz Eaton (2 items)			\$3,460.50		
PLF Scholar - Rebecca A. Payne 2010 - 2011 PLF Scholar - PLF Scholarship Award \$ 10,000.00	3230	10/23/2013	\$2,500.00	Protective Life Foundation	1004137

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
PLF Scholar - Robert Tyler Waldrep 2013 - 2014 Academic Excellence \$ 1,000.00	4242	8/7/2013	\$1,000.00	Protective Life Foundation	1004054
2013 - 2014 PLF Scholarship Award \$ 10,000.00	4243	8/7/2013	\$956.00	Protective Life Foundation	1004054
2013 - 2014 PLF Scholarship Award \$ 10,000.00	4243	12/11/2013	\$1,544.00	Protective Life Foundation	1004197
Total PLF Scholar - Robert Tyler Waldrep (3 items)			\$3,500.00		
PLF Scholar - Robin Anderson 2012 - 2013 PLF Scholar \$ 10,000.00	3850	8/7/2013	\$2,500.00	Protective Life Foundation	1004059
PLF Scholar - Ryan J. Swain 2012 - 2013 PLF Scholarship Award \$ 10,000.00	3869	9/25/2013	\$2,500.00	Protective Life Foundation	1004117
PLF Scholar - Samantha M. Creamer 2013 - 2014 Academic Excellence Award \$ 1,000.00	4255	8/21/2013	\$1,000.00	Protective Life Foundation	1004090
2013 - 2014 PLF Scholarship \$ 10,000.00	4256	8/21/2013	\$2,500.00	Protective Life Foundation	1004090
Total PLF Scholar - Samantha M. Creamer (2 items)			\$3,500.00		
PLF Scholar - Shanden Taylor Martin					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2013 - 2014 Academic Excellence Award \$ 1,000.00	4244	8/7/2013	\$1,000.00	Protective Life Foundation	1004065
PLF Scholar - Taylor Marie Newman					
2013 - 2014 "Doing the Right Thing Award" \$ 1,000.00	4239	8/7/2013	\$1,000.00	Protective Life Foundation	1004063
2013 - 2014 PLF Scholarship Award \$ 10,192.00	4240	8/7/2013	\$846.00	Protective Life Foundation	1004063
2013 - 2014 PLF Scholarship Award \$ 10,192.00	4240	12/11/2013	\$1,846.00	Protective Life Foundation	1004195
Total PLF Scholar - Taylor Marie Newman			<u>\$3,692.00</u>		
		(3 items)			
PLF Scholar - Thomas Lassitter					
2013 - 2014 PLF Scholar \$ 10,000.00	4252	8/12/2013	\$2,500.00	Protective Life Foundation	1004085
PLF Scholar - Tonya M. Auxier					
2010 - 2011 PLF Scholar - PLC Scholarship Award \$ 10,000.00	3219	1/8/2013	\$1,260.00	Protective Life Foundation	1003867
2010 - 2011 PLF Scholar - PLC Scholarship Award \$ 10,000.00	3219	7/11/2013	\$144.88	Protective Life Foundation	1004010
2010 - 2011 PLF Scholar - PLC Scholarship Award \$ 10,000.00	3219	8/7/2013	\$2,500.00	Protective Life Foundation	1004067

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<i>Total PLF Scholar - Tonya M. Auxier (3 items)</i>					
			\$3,904.88		
PLF Scholar - William R. Mathe PLF Scholar - 2011 - 2012 \$ 10,000.00	3509	8/7/2013	\$2,500.00	Protective Life Foundation	1004066
PLF Scholar - Zachary Nichols 2013 - 2014 PLF Scholarship Award \$ 10,000.00	4241	8/7/2013	\$2,500.00	Protective Life Foundation	1004058
Positive Maturity 2013 Expenses for UW Work Projects \$ 195.54	4311	11/11/2013	\$195.54	Protective Life Foundation	1004168
Preschool Partners 2013 - Food Round Up \$ 15,000.00	4022	3/13/2013	\$15,000.00	Protective Life Foundation	1003910
2013 Back-to-School Initiative \$ 443.13	4251	8/9/2013	\$443.13	Protective Life Foundation	1004076
<i>Total Preschool Partners (2 items)</i>			\$15,443.13		
Project Horseshoe Farm 2012 - 2013 Operating Support \$ 15,000.00	3919	1/17/2013	\$15,000.00	Protective Life Foundation	1003873
Public Affairs Research Council of Alabama 2013 Operating Support \$ 10,000.00	4167	7/1/2013	\$10,000.00	Protective Life Foundation	1004015

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Railroad Park Foundation					
2013 - "Give the Gift of Green - The Campaign for Railroad Park" \$ 250,000.00	4089	7/29/2013	\$50,000.00	Protective Life Foundation	1004040
Red Mountain Park Fund					
2013 Capital Campaign \$ 100,000.00	4189	7/25/2013	\$33,333.33	Protective Life Foundation	1004030
Red Mountain Theatre Company					
2013 Season Sponsorship \$ 30,000.00	4090	4/29/2013	\$30,000.00	Protective Life Foundation	1003953
Restoration Academy					
2013 Scholarship Support \$ 5,500.00	3993	2/15/2013	\$5,500.00	Protective Life Foundation	1003892
REV Birmingham					
2013 Board and Investor Reception \$ 5,000.00	4336	12/11/2013	\$5,000.00	Protective Life Foundation	1344290
Rotary Club of Birmingham					
2013 Rotary Trail \$ 50,000.00	4182	12/11/2013	\$25,000.00	Protective Life Foundation	1004200
SafeHouse of Shelby County, Inc.					
2013 Memorial Gift \$ 150.00	4047	3/13/2013	\$150.00	Protective Life Foundation	1003912
The Salvation Army					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2013 Kettle Sponsorship Program \$ 6,000.00	4163	7/11/2013	\$6,000.00	Protective Life Foundation	1004016
2013 Matching Gift - EEs' fundraising \$ 200.00	4215	7/25/2013	\$200.00	Protective Life Foundation	1004027
Total The Salvation Army (2 items)			\$6,200.00		
The Scripps Research Institute 2013 Memorial Gift \$ 100.00	4271	9/19/2013	\$100.00	Protective Life Foundation	1004109
Shelby County Distinguished Young Women Program (formerly known as Junior Miss) 2013 Scholarship Funding \$ 1,000.00	4118	5/23/2013	\$1,000.00	Protective Life Foundation	1003981
Sight Savers America 2013 Programming Support \$ 10,000.00	4192	7/25/2013	\$10,000.00	Protective Life Foundation	1004035
Sixteenth Street Baptist Church 2013 - Birmingham's 50 Years Forward - 50th Anniversary of the Civil Rights Movement - Events scheduled at SSBC \$ 25,000.00	4268	9/6/2013	\$25,000.00	Protective Life Foundation	1004095
Society of St. Vincent de Paul 2013 Holiday Charity Drive \$ 3,970.00	4341	12/11/2013	\$3,970.00	Protective Life Foundation	1004192

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
St. Anne's Home, Inc. 2013 Gift \$ 1,000 00	3976	1/17/2013	\$1,000.00	Protective Life Foundation	1003874
St. Francis Xavier Catholic Church 2013 Memorial Gift \$ 100.00	4046	3/13/2013	\$100.00	Protective Life Foundation	1003913
STAIR (Start the Adventure in Reading) 2013 Operating Support \$ 5,000 00	3996	2/15/2013	\$5,000.00	Protective Life Foundation	1003893
Stand Up 2013 Birmingham Leaders Education Policy Summit \$ 10,000 00	4315	11/11/2013	\$10,000.00	Protective Life Foundation	1004169
Teach for America & CMEF 2013 Multi-Year Operational Funding \$ 30,000.00	3965	1/17/2013	\$30,000.00	Protective Life Foundation	1003870
2013 Birmingham to Beijing Project \$ 5,000 00	4126	5/22/2013	\$5,000.00	Protective Life Foundation	1003976
2013 - Citizens of the World/Jesse Frank \$ 2,500 00	4293	9/25/2013	\$2,500.00	Protective Life Foundation	1004116
Total Teach for America & CMEF (3 items)			\$37,500.00		
Thompson Chapel Church					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<i>2013 Memorial Gift</i> \$ 100.00	4340	12/11/2013	\$ 100.00	Protective Life Foundation	1004201
Timothy House Ministries <i>2013 Memorial Gift</i> \$ 250.00	4045	3/13/2013	\$ 250.00	Protective Life Foundation	1003916
UAB Comprehensive Cancer Center <i>Endowed Chair in honor of Jim Hayes</i> \$ 50,000.00	3642	12/11/2013	\$ 25,000.00	Protective Life Foundation	1004193
UAB School of Health Professionals <i>2013 MSHA Classic</i> \$ 500.00	4060	4/10/2013	\$ 500.00	Protective Life Foundation	1003934
UAB School of Nursing <i>2013 No-Show Ball</i> \$ 5,000.00	4291	10/4/2013	\$ 5,000.00	Protective Life Foundation	1004127
United Cerebral Palsy of Greater Birmingham <i>2013 Programming Support</i> \$ 5,000.00	4195	7/25/2013	\$ 5,000.00	Protective Life Foundation	1004028
United Way of Central Alabama <i>2013 Corporate Gift + Matching Amount from EE increases/new gifts</i> \$ 420,725.00	4074	12/11/2013	\$ 420,725.00	Protective Life Foundation	1004180
United Way of Metropolitan Nashville					

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
2013 Corporate Gift \$ 28,000.00	4075	12/11/2013	\$28,000.00	Protective Life Foundation	1004181
The University of Alabama - College of Education Bryant Chair of Excellence \$ 5,000.00	3930	1/17/2013	\$5,000.00	Protective Life Foundation	1003876
The University of Alabama School of Law 2010 - Renewal of three-year gift in support of the Women's Leadership Event and the Moot Court Team \$ 45,000.00	3357	12/11/2013	\$15,000.00	Protective Life Foundation	1004194
The University of Alabama Multi-year funding for IRMAS (Insurance & Financial Services, Risk Management, and Actuarial Science) programs \$ 250,000.00	2842	9/12/2013	\$50,000.00	Protective Life Foundation	1004099
Urban Ministry, Inc. 2013 Summer Matching Program \$ 2,500.00	4148	7/1/2013	\$2,500.00	Protective Life Foundation	1004018
Vanderburgh Humane Society 2013 Memorial Gift \$ 100.00	4347	12/23/2013	\$100.00	Protective Life Foundation	1004203
The Virginia Samford Theatre and The Metropolitan Arts Center 2013 Programming Support \$ 2,500.00	4154	7/1/2013	\$2,500.00	Protective Life Foundation	1004017

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Washington Legal Foundation 2013 Programming Support \$ 5,000.00	4061	4/9/2013	\$5,000.00	Protective Life Foundation	1003929
Woodlawn Foundation 2012 Revitalization Efforts \$ 50,000.00	3745	2/21/2013	\$30,000.00	Protective Life Foundation	1003897
2013 Multi-Year Sustainability Grant \$ 150,000.00	4197	7/25/2013	\$50,000.00	Protective Life Foundation	1004021
Total Woodlawn Foundation (2 items)			\$80,000.00		
YWCA Central Alabama Three-Year Capacity Building Gift \$ 180,000.00	3643	11/8/2013	\$60,000.00	Protective Life Foundation	1004153
Grand Total (233 items)			\$2,524,303.78		

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

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

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number
	PROTECTIVE LIFE FOUNDATION	Employer identification number (EIN) or 63-1129596
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 13008	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BIRMINGHAM, AL 35202	

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

04

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

KATE H. COTTON

- The books are in the care of ► **1209 MONTGOMERY HIGHWAY - BIRMINGHAM, AL 35223**

Telephone No ► **205-268-4434**

Fax No ► ☐

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year **2013** or ☐ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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