Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: ROBERT R MEYER FOUNDATION 1055000030

A Employer identification number: 63-6019645

Number and street (or P.O. box number if mail is not delivered to street address): P O BOX 2886

Room/suite:

B Telephone number (see instructions): 205-326-5382

City or town, state or province, country, and ZIP or foreign postal code: MOBILE, AL 36652-2886

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 42,744,169.

J Accounting method: ☒ Cash ☐ Accrual ☐ 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 ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	141.	141.		STMT 1
	4 Dividends and interest from securities	895,060.	890,416.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,538,885.			
	b Gross sales price for all assets on line 6a 19,461,648.				
	7 Capital gain net income (from Part IV, line 2)		3,538,885.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less. Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	756,881.	235,495.		STMT 3
	12 **Total.** Add lines 1 through 11	5,190,967.	4,664,937.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	200,050.	160,040.		40,010.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	950.	NONE	NONE	950.
	c Other professional fees (attach schedule) STMT 5	4,230.			4,230.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	32,502.	11,702.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	237,732.	171,742.	NONE	45,190.
	25 Contributions, gifts, grants paid	1,922,142.			1,922,142.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,159,874.	171,742.	NONE	1,967,332.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	3,031,093.			
	b **Net investment income** (if negative, enter -0-)		4,493,195.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 17 2014
3036 IRS-OSC
OGDEN, UT

SCANNED NOV 19 2014

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	204,124.	1,029,897.	1,029,897.
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 ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S. and state government obligations (attach schedule)	2,034,195.	2,165,595.	2,172,811.
b	Investments - corporate stock (attach schedule)	20,097,454.	23,189,450.	29,709,558.
c	Investments - corporate bonds (attach schedule)	6,812,134.	6,576,960.	6,782,160.
11	Investments - land, buildings, and equipment. basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	3,988,820.	2,427,227.	3,049,743.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	33,136,727.	35,389,129.	42,744,169.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	33,136,727.	35,389,129.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	33,136,727.	35,389,129.	
31	**Total liabilities and net assets/fund balances** (see instructions)	33,136,727.	35,389,129.	

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	33,136,727.
2	Enter amount from Part I, line 27a	2	3,031,093.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	36,167,820.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	778,691.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,389,129.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
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	19,461,648.		15,922,763.	3,538,885.
b				
c				
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				3,538,885.
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** 3,538,885.

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 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	1,806,802.	37,635,252.	0.048008
2011	1,851,731.	38,472,857.	0.048131
2010	1,730,257.	36,759,059.	0.047070
2009	1,710,332.	34,289,189.	0.049880
2008	1,856,795.	39,165,732.	0.047409

2	**Total** of line 1, column (d)	2	0.240498
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	0.048100
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	40,385,033.
5	Multiply line 4 by line 3	5	1,942,520.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	44,932.
7	Add lines 5 and 6	7	1,987,452.
8	Enter qualifying distributions from Part XII, line 4	8	1,967,332.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	89,864.
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	
3	Add lines 1 and 2	3	89,864.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	89,864.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	29,170.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	80,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	109,170.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	19,306.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 19,306. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ REGIONS BANK Telephone no. ▶ (205) 326-5382			
	Located at ▶ P.O. BOX 11647, BIRMINGHAM, AL ZIP+4 ▶ 35202-1647			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____ , ____ , ____ , ____			
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		X
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.)*	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)*

			Yes	No
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)? (see instructions)	☐ 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ 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?	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
SEE STATEMENT 8		200,050.		

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments. See instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	41,000,033.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	41,000,033.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	41,000,033.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	615,000.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,385,033.
6	**Minimum investment return.** Enter 5% of line 5	6	2,019,252.

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	2,019,252.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	89,864.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	89,864.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,929,388.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,929,388.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,929,388.

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	1,967,332.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,967,332.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,967,332.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,929,388.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			180,711.	
b Total for prior years: 20 11 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 NONE				
b From 2009 NONE				
c From 2010 NONE				
d From 2011 NONE				
e From 2012 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 1,967,332.				
a Applied to 2012, but not more than line 2a			180,711.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				1,786,621.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				142,767.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 NONE				
b Excess from 2010 NONE				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				1,922,142.
Total ▶ **3a**				1,922,142.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	141.	
4 Dividends and interest from securities			14	895,060.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,538,885.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b PARTNERSHIP DIST			14	756,881.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				5,190,967.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 5,190,967.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

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

Julie S Chmka | 11/13/2014 | TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	141.	141.
TOTAL	141.	141.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	642,409.	637,765.
CORPORATE BOND INTEREST	229,333.	229,333.
U.S. TREASURY INTEREST	23,318.	23,318.
TOTAL	895,060.	890,416.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP DISTRIBUTIONS/INC		756,881.	235,495.
	TOTALS	756,881.	235,495.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	950.			950.
TOTALS	950.	NONE	NONE	950.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
REVIEW OF GRANT REQUESTS	4,230.	4,230.
TOTALS	4,230.	4,230.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX FOR 2012	1,000.	
ESTIMATED EXCISE TAX FOR 2013	19,800.	
FOREIGN TAXES	11,702.	11,702.
TOTALS	32,502.	11,702.

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
CASH					
001055AC6 AFLAC INC DTD 5/21/09 8.5% 05/15/2019	59,000.00	127.72	69,367.10	69,367 10	75,355
00206RAM4 AT&T INC DTD 05/13/08 5.6% 05/15/2018	67,000.00	113.561	68,849.04	68,849.04	76,086
25076845 AMERICAN CENTURY SMALL CAP VALUE INST CL	99,504.26	9.79	897,850.00	897,850.00	974,147
25816109 AMERICAN EXPRESS CO	3,500.00	90 73	139,782.60	139,782.60	317,555
0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES: MTN DTD 09/13/2010 2.75% 9/15/2015	78,000.00	103.486	79,242 86	79,242.86	80,719
31999998 AMSOUTH TIMBER COMPANY TE, LLC	10,000.00	95.607	827,358 00	827,358.00	956,071
32171993 SUNBELT TIMBER OPPORTUNITY FUND LLC	10,000.00	132 319	929,933.00	929,933.00	1,323,185
32511107 ANADARKO PETROLEUM CORP	3,000.00	79 32	222,803 40	222,803.40	237,960
03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875% 02/15/2016	78,000.00	104 1	78,868 61	78,868.61	81,198
037833AJ9 APPLE INC DTD 05/03/2013 1% 05/03/2018	83,000.00	96.695	82,899.20	82,899.20	80,257
52769106 AUTO DESK INC	4,000.00	50.319	160,839.60	160,839 60	201,276
055451AN8 BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	160,000.00	100.548	159,984.77	159,984 77	160,877
06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015	76,000.00	104 083	76,466.88	76,466.88	79,103
09247X101 BLACKROCK INC	550	316.47	108,034.75	108,034 75	174,059
126408GN7 CSX CORP DTD 3/27/08 6.25% 04/01/2015	72,000.00	106.884	75,140.05	75,140.05	76,956

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
12673PAC9 CA INC DTD 11/13/09 5 375% 12/01/2019	72,000.00 F	111 193	72,963.92	72,963.92	80,059
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	124,000.00	125.332	145,673.80	145,673 80	155,412
166764100 CHEVRON CORP	3,500.00	124.91	158,465.71	158,465 71	437,185
17275R102 CISCO SYSTEMS INC	8,000.00	22 43	166,399.20	166,399.20	179,440
17275RAC6 CISCO SYSTEMS INC CALLABLE 5.5% 02/22/2016	72,000.00	110 013	80,295.05	80,295.05	79,209
172967424 CITIGROUP INC	7,100.00	52.11	366,755.00	366,755.00	369,981
172967GG0 CITIGROUP INC DTD 01/10/2013 1.25% 01/15/2016	79,000.00 F	100.332	79,240 99	79,240 99	79,262
191216100 COCA COLA CO	8,000.00	41.31	304,400 00	304,400.00	330,480
20030NAZ4 COMCAST CORP DTD 06/18/09 5 7% 07/01/2019	66,000.00	115 577	68,335.10	68,335.10	76,281
205887102 CONAGRA FOODS INC	8,000.00	33.7	202,728.00	202,728 00	269,600
22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014	157,000.00	101.63	158,583 95	158,583 95	159,559
235851102 DANAHER CORP DEL	4,500.00	77.2	247,639.50	247,639.50	347,400
25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3 55% 03/15/2015	75,000.00	103.297	76,192.38	76,192.38	77,473
25459HAY1 DIRECTV HOLDGS/FING DTD 03/10/2011 3 5% 03/01/2016	77,000.00	104.969	81,594.10	81,594 10	80,826
254687106 WALT DISNEY CO	6,400.00	76.4	380,801 50	380,801.50	488,960

1055000030 ROBERT R MEYER FOUNDATION 63-6019645

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	78,000.00	102.485	78,385.06	78,385.06	79,938
268648102 E M C CORP MASS	6,800.00	25.15	87,558.84	87,558 84	171,020
30219G108 EXPRESS SCRIPTS HOLDING CO	4,500.00	70.24	282,350.40	282,350.40	316,080
30231G102 EXXON MOBIL CORP	4,750.00	101 2	365,039.82	365,039 82	480,700
3128M74W3 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040 OFV 114,000	36,901.58	105 94	39,346.32	39,346.32	39,094
3128M7KV7 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036 OFV 197,000	33,900.74	107.846	36,734.65	36,734.65	36,561
312943WG4 FEDERAL HOME LOAN MORTGAGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040 OFV 86,000	54,042.38	102.789	58,011 14	58,011.14	55,550
31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	145,000.00	109.907	149,271 16	149,271.16	159,365
3137EACH0 FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015	233,000.00 F	102 924	241,006 33	241,006.33	239,813
3138A4Y58 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH3431 DTD 01/01/2011 3.5% 01/01/2026 OFV 32,000	14,507.32	104 639	15,266 68	15,266.68	15,180
3138A7FR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02/01/2041 OFV 129,000	70,326.15	103.004	72,765 61	72,765.61	72,439
3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 165,000	60,578.64	106 002	63,645.42	63,645 42	64,215
3138EGNK6	41,041.56	106.229	43,657.96	43,657.96	43,598

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 OFV 75,000					
3138EGP40	48,617.78	109.881	53,661.86	53,661.86	53,422
FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0442 DTD 06/01/2011 5 5% 06/01/2040 OFV 164,000					
3138MFTC1	77,940 16	99 44	77,757.49	77,757.49	77,504
FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3.5% 11/01/2042 OFV 87,000					
31402C4H2	141,849.27	110.187	141,206.49	141,206.49	156,299
FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 OFV 1,804,191					
31402CVZ2	8,847.38	108.771	9,566.24	9,566.24	9,623
FEDERAL NATIONAL MORTGAGE ASSN POOL #725232 DTD 02/01/2004 5% 03/01/2034 OFV 82,000					
31402DDB3	23,938.09	110.038	23,724.88	23,724.88	26,341
FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5 5% 07/01/2034 OFV 221,757					
31402RFV6	55,307.43	108.621	59,654.24	59,654 24	60,075
FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 427,000					
31403CXG1	88,176.65	107 604	85,186.90	85,186.90	94,882
FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020 OFV 651,000					
31404XT87	103,752.60	110.099	113,576.69	113,576.69	114,231
FEDERAL NATIONAL MORTGAGE ASSN POOL #781875 DTD 02/01/2005 5 5% 07/01/2034 OFV 780,000					
31408DA87	12,353.18	107.714	12,269.21	12,269.21	13,306
FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020 OFV 146,953					
31410FSS5	54,262.56	111.057	54,669.54	54,669.54	60,262
FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036 OFV 700,601					
31410GJW4	42,120.32	109 691	41,968 94	41,968 94	46,202
FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022 OFV 638,000					

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
31412XV35 FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037 OFV 382,000	36,679.76	110.74	37,063.73	37,063.73	40,619
31413YRR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037 OFV 524,000	30,445.34	110.625	30,659.42	30,659.42	33,680
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039 OFV 100,000	37,272.57	102.98	39,421.58	39,421.58	38,383
31418AFC7 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027 OFV 77,000	55,100.91	102.163	57,700.97	57,700.97	56,293
31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5% 06/01/2040 OFV 107,000	35,455.48	105.985	37,771.16	37,771 16	37,577
31419BCH6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0971 DTD 02/01/2011 4% 05/01/2025 OFV 32,000	10,381.99	106 047	11,016.27	11,016.27	11,010
31419BCT0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5% 03/01/2041 OFV 114.000	65,157.81	99 452	68,812.76	68,812.76	64,801
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 OFV 180,000	60,565.26	104 624	62,836.47	62,836.47	63,366
345370860 FORD MOTOR COMPANY COM PAR $0.01	15,000.00	15.43	231,644.00	231,644.00	231,450
369604103 GENERAL ELECTRIC CO	11,400.00	28.03	168,915.10	168,915.10	319,542
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	71,000.00	111.862	73,023.29	73,023.29	79,422
375558103 GILEAD SCIENCES INC	3,000.00	75.1	153,269 70	153,269 70	225,300
38141EA25	66,000.00	121 797	70,487 07	70,487.07	80,386

1055000030 ROBERT R MEYER FOUNDATION 63-6019645

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019					
38141EA33	77,000.00	101.786	77,184.61	77,184 61	78,375
GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014					
38259P508	175	1,120.71	152,916.75	152,916.75	196,124
GOOGLE INC CL A					
411457997	342,652.31 F	1	280,474.85	280,474.85	342,652
HARBERT PRIVATE EQUITY FUND II LLC					
42809HAB3	62,000.00	124.211	69,746.01	69,746 01	77,011
HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019					
428236BE2	79,000.00	102.201	79,056.86	79,056.86	80,739
HEWLETT-PACKARD CO DTD 12/02/2010 2 2% 12/01/2015					
452308109	4,250.00	84.08	222,886.15	222,886.15	357,340
ILLINOIS TOOL WORKS INC					
458140100	12,000.00	25 955	252,086.00	252,086.00	311,460
INTEL CORP					
458140AJ9	78,000 00	99.349	78,732.34	78,732.34	77,492
INTEL CORP DTD 09/19/2011 3.3% 10/01/2021					
459200GX3	156,000.00 F	102 735	160,079 71	160,079.71	160,267
INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1 95% 07/22/2016					
461202103	2,500 00	76.32	147,597.75	147,597.75	190,800
INTUIT INC					
464287465	50,850.00	67 095	3,193,742.25	3,193,742.25	3,411,781
ISHARES MSCI EAFE ETF					
464287507	26,000.00	133.81	3,095,729.00	3,095,729 00	3,479,060
ISHARES CORE S&P MID-CAP ETF					
466000122	21,003.47	8.64	182,190.00	182,190.00	181,470
IVY HIGH INCOME FUND CL I					
46625H100	6,250 00	58.48	227,492.50	227,492.50	365,500
J P MORGAN CHASE & CO					
46625HHL7	66,000.00	118.025	67,343.47	67,343 47	77,897
J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019					
478160104	3,100 00	91.59	34,139 52	34,139.52	283,929
JOHNSON & JOHNSON					

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
482728995 K2 SUMMIT INVESTORS LTD	86.965208	1,463 95	86,960.84	86,960.84	127,312
50075NBB9 MONDELEZ INTERNATIONAL DTD 02/08/2010 4 125% 02/09/2016	74,000.00	106.016	74,982.24	74,982.24	78,452
50076QAK2 KRAFT FOODS INC DTD 12/04/2012 1.625% 06/04/2015	76,000.00	101.27	76,877.07	76,877.07	76,965
548661107 LOWE'S COMPANIES INC	6,300.00	49.55	248,950.93	248,950.93	312,165
552983470 MFS RESH INTL FD CL I	87,969.02	18.45	1,469,685.00	1,469,685.00	1,623,028
565849AJ5 MARATHON OIL CORP DTD 10/29/2012 .9% 11/01/2015	80,000.00	100.083	79,974.38	79,974.38	80,066
580135101 MCDONALDS CORP	1,600.00	97.03	146,151.70	146,151 70	155,248
58155Q103 MCKESSON CORP	2,400.00	161.4	279,109.32	279,109.32	387,360
58933Y105 MERCK & CO INC. NEW	6,000.00	50.05	207,279.00	207,279 00	300,300
59018YN64 MERRILL LYNCH & CO INC SERIES. MTN DTD 04/25/08 6.875% 4/25/2018	68,000.00	118.237	70,618 55	70,618 55	80,401
59022CAJ2 MERRILL LYNCH & CO 6 11% 01/29/2037	75,000.00 F	107.847	72,108.65	72,108.65	80,885
61747YCJ2 MORGAN STANLEY SERIES: MTN DTD 9/23/09 5 625% 09/23/2019	69,000.00	113.669	69,155.56	69,155.56	78,432
61747YCK9 MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014	77,000.00	103 18	78,143.07	78,143 07	79,449
65339F101 NEXTERA ENERGY, INC	4,000.00	85.62	215,821.20	215,821.20	342,480
68323AAE4 ONTARIO (PROVINCE OF) DTD 01/27/2011 1.375% 01/27/2014	158,000.00	100.078	158,162.74	158,162 74	158,123

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
68381F409 OPPENHEIMER MAIN STREET MID-CAP FD CL Y	70,000.85	32.21	1,316,969.66	1,316,969.66	2,254,727
68389X105 ORACLE CORPORATION	8,500.00	38 26	183,005.00	183,005 00	325,210
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5 75% 04/15/2018	68,000.00	115.557	69,686.93	69,686.93	78,579
693390650 PIMCO HIGH YIELD FD ADMIN SHS	50,074.99	9.61	466,900.00	466,900.00	481,221
713448108 PEPSICO INC	3,825.00	82 94	159,048.30	159,048.30	317,246
71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5 75% 01/20/2020	149,000 00 F	102.894	155,702.25	155,702.25	153,312
717081DB6 PFIZER INC DTD 3/24/09 6.2% 03/15/2019	64,000.00	118.543	71,012.24	71,012.24	75,868
718172109 PHILIP MORRIS INTERNATIONAL INC	4,500.00	87 13	198,530.00	198,530 00	392,085
718546104 PHILLIPS 66	2,250.00	77.13	145,867.50	145,867 50	173,543
74005P104 PRAXAIR INC	2,400.00	130.03	257,504 40	257,504.40	312,072
742718109 PROCTER & GAMBLE CO	3,000.00	81.41	256,499 70	256,499.70	244,230
744320102 PRUDENTIAL FINANCIAL INC	2,000.00	92 22	45,315.60	45,315 60	184,440
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	73,000.00	107.279	72,515 14	72,515.14	78,314
747525103 QUALCOMM INC	4,800.00	74.25	167,477.76	167,477.76	356,400
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	162,000.00	99.083	162,119.61	162,119.61	160,514
806857108 SCHLUMBERGER LTD	3,500.00	90.11	147,862 05	147,862 05	315,385

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
855244109 STARBUCKS CORP	2,000.00	78.39	150,893.40	150,893 40	156,780
867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3 5% 01/20/2017	73,000.00	105.152	73,643.91	73,643.91	76,761
872540109 TJX COS INC NEW	2,000.00	63.73	110,459.80	110,459.80	127,460
87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	67,000.00	119.767	76,006.47	76,006.47	80,244
8 76E+110 TARGET CORP	4,500.00	63.27	261,624.75	261,624.75	284,715
87612EAP1 TARGET CORP CALLABLE 5 375% 05/01/2017	71,000.00	112 405	71,507.31	71,507 31	79,808
880208400 TEMPLETON GLOBAL BOND FUND ADV	41,992.18	13.09	548,800 00	548,800 00	549,678
882508104 TEXAS INSTRS INC	8,000.00	43 91	319,153.60	319,153 60	351,280
883556102 THERMO FISHER SCIENTIFIC, INC	1,500.00	111.35	51,998 75	51,998.75	167,025
88579Y101 3M CO	2,500.00	140.25	187,621.00	187,621 00	350,625
886547108 TIFFANY & CO	2,500.00	92.78	165,125.00	165,125 00	231,950
88732JAL2 TIME WARNER CABLE 6 75% 07/01/2018	70,000.00	112 144	74,548.54	74,548.54	78,501
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 9/15/2021	80,000.00	101 518	79,876.80	79,876 80	81,214
8.94E+113 TRAVELERS COMPANIES, INC.	1,600.00	90.54	24,600 00	24,600 00	144,864
912810EQ7 UNITED STATES TREASURY 6.25% 08/15/2023	181,000.00	128.453	219,793 35	219,793.35	232,500
912810RB6 UNITED STATES TREASURY DTD 05/15/2013 2.875% 05/15/2043	190,000.00 F	81 047	156,670 15	156,670 15	153,989

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	307,000.00	101.625	311,098.66	311,098.66	311,989
912828PJ3 UNITED STATES TREASURY DTD 11/30/2010 1.375% 11/30/2015	669,000.00	101.934	682,079 73	682,079.73	681,938
912828QV5 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 OFV 229,000	237,312.70	101.508	249,248.24	249,248 24	240,891
912828VB3 UNITED STATES TREASURY DTD 05/15/2013 1 75% 05/15/2023	169,000.00 F	90.133	156,427 59	156,427 59	152,325
913017109 UNITED TECHNOLOGIES CORP	1,500.00	113.8	77,628 75	77,628 75	170,700
92343V104 VERIZON COMMUNICATIONS	6,000.00	49.14	133,411.03	133,411.03	294,840
92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	75,000.00	109.793	78,535.92	78,535.92	82,345
92826C839 VISA INC - CLASS A SHRS	1,600.00	222.68	138,679.36	138,679 36	356,288
92828N528 VIRTUS SMALL-MID CAP FUND-I	45,903.49	25.7	962,745 00	962,745.00	1,179,720
92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	187,890.93	9.55	1,926,360.00	1,926,360 00	1,794,358
929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	68,000.00	114.07	69,631 57	69,631.57	77,568
931142103 WAL MART STORES INC	3,500.00	78.69	256,960.00	256,960 00	275,415
931142CM3 WAL MART STORES INC DTD 04/15/2008 6.2% 04/15/2038	66,000.00	120 185	88,572.50	88,572.50	79,322
949746101 WELLS FARGO & CO	10,750.00	45.4	405,563 77	405,563 77	488,050
999990484 REGIONS TRUST CASH SWEEP	1,029,897.33	1	1,029,897.33	1,029,897.33	1,029,897

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013

PART II BALANCE SHEET

CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value
G1151C101 ACCENTURE PLC SEDOL #B4BNMY3 ISIN #IE00B4NMY34	4,000.00	82.22	289,881 60	289,881 60	328,880
G491BT108 INVESCO LTD	5,000.00	36.4	163,499.50	163,499.50	182,000
LP3105626 REGIONS SOUTHEAST TIMBER FUNDS II, LLC	3,025.00	99.346	302,500.00	302,500 00	300,522
N53745100 LYONDELLBASELL INDUSTRIES - CL A SEDOL #B3SPX73 ISIN #NL0009434992	2,000.00	80.28	146,300.00	146,300.00	160,560
TOTAL PORTFOLIO			**35,389,128.99**	**35,389,128.99**	**42,744,169**

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PARTNERSHIP COST BASIS ADJ FOR DISTRIBUTIONS/INC & EXP	773,020.
RETURN OF CAPITAL ADJUSTMENTS	4,644.
TIMING OF MUTUAL FD POSTINGS	1,027.
TOTAL	778,691.

STATEMENT 7

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
REGIONS BANK
ADDRESS:
P.O. BOX 11426
BIRMINGHAM, AL 35202
TITLE:
CORP TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 200,050.

OFFICER NAME:
HONORABLE SHARON L. BLACKBURN
ADDRESS:
1729 5TH AVENUE NORTH
BIRMINGHAM, AL 35203
TITLE:
ADVISORY COMMITTEE

OFFICER NAME:
ELMER E. HARRIS
ADDRESS:
1901 6TH AVE N, STE 2020
BIRMINGHAM, AL 35203
TITLE:
ADVISORY COMMITTEE

OFFICER NAME:
BEVERLY BAKER
ADDRESS:
420 20TH STREET NORTH, STE 1900
BIRMINGHAM, AL 35203
TITLE:
ADVISORY COMMITTEE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
RAYMOND HARBERT
ADDRESS:
P. O. BOX 1297
BIRMINGHAM, AL 35201-1297
TITLE:
ADVISORY COMMITTEE

TOTAL COMPENSATION: 200,050.

STATEMENT 9

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	39,506,246.		
FEBRUARY	39,854,412.		
MARCH	40,706,595.		
APRIL	41,205,998.		
MAY	41,179,509.		
JUNE	39,609,475.		
JULY	40,953,844.		
AUGUST	39,944,035.		
SEPTEMBER	41,199,620.		
OCTOBER	42,287,277.		
NOVEMBER	42,809,215.		
DECEMBER	42,744,169.		
TOTAL	492,000,395.		
AVERAGE FMV	41,000,033.		

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
SEE ATTACHED
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED
SUBMISSION DEADLINES:
SEE ATTACHED
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHED

1055000030 ROBERT R. MEYER FOUNDATION 63-6019645

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013
PART XV, Lines 2a – 2d

APPLICATION FOR ROBERT MEYER FOUNDATION GRANT

(No more than 2 pages, 8 1/2 x 11, size 9 font or larger will be accepted, excluding requested attachments)

NAME OF ORGANIZATION:

CONTACT PERSON:

ADDRESS:

PHONE AND FAX:

TAX I.D. #:

MISSION OF ORGANIZATION:

AGENCY BACKGROUND:

GEOGRAPHIC AREA OF OPERATION:

REQUEST, INCLUDING AMOUNT **(describe project/program, goals, objectives, and key personnel):**

DESCRIBE COLLABORATIONS, OR OTHER NONPROFITS INVOLVED IN THIS PROGRAM/PROJECT:

DESCRIBE ANTICIPATED FUNDING, INCLUDING SOURCES COMMITTED AND SOLICITED:

DESCRIBE PROJECT CONTINUATION, INCLUDING FUNDING:

HOW WILL PROJECT BE EVALUATED TO DETERMINE SUCCESS?

ATTACH: Budget for Project/Program and Budget for Organization; List of Board of Directors and Officers, Tax Determination Letter, One page of pictures or letter of support (optional) Include cover letter signed by Chairman of Board of Directors or the Executive Director, giving contact information for response to application, amount requested, and a short summary of the request.

Mail original plus 6 copies to: Carla B Gale, Senior Vice President and Trust Officer, Regions Bank, 1900 5th Avenue North, Ste 2500, Birmingham, AL 35203 (205-326-5382), on or before **March 1** for Spring grants cycle and **Sept. 1** for Fall grants cycle. *Include a copy of the most recent audited financials with the original request*

Robert R. Meyer Foundation Application continued:

BACKGROUND AND MISSION

The Robert R Meyer Foundation is a private foundation established 12/31/42 by Mr. Robert R. Meyer and further funded by bequests from the wills of Robert R. Meyer and his son, John Meyer. Mr. Meyer desired that assets from his foundation be used to address needs in Birmingham, Alabama and its vicinity The foundation has made awards in the areas of arts and culture, education, environment, health, human services, and public/society benefit.

Please fill out the attached application form and return an original and six copies by **March 1** (Spring cycle) or **September 1** (Fall cycle) of the year.

Should we need additional informational or want to schedule a visit to your facility, our grants research consultant will contact you to make arrangements During this same period, please advise us should circumstances arise that substantially change or affect any aspect of your request.

All organizations making application with the Robert R. Meyer Foundation are encouraged, but not required, to join the Alabama Association of Nonprofits, formerly the NonProfit Resource Center of Alabama, located on the Samford University campus in Birmingham, AL.

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013
PART XV, Line 3a Grants and Contributions Paid During the Year

Date	Recipient Organization	Fdn Status of Recipient	Address	City, State, ZIP	Award Amount	Purpose of Grant
5/30/2013	Birmingham Southern College	PC	900 Arkadelphia Road	Birmingham, AL 35254	$ 100,000.00	a onetime award for debt reduction of college liabilities.
6/12/2013	Alabama Symphony Orchestra	PC	3621 Sixth Avenue South	Birmingham, AL 35222	$ 40,000 00	to support the ASO's educational and community engagement plan in 2013.
6/13/2013	Alabama Ballet	PC	2726 1st Avenue South	Birmingham, AL 35233	$ 45,000.00	to support educational programming, the Ballet's 2014 production of Ovation, and the Ballet's statewide touring.
6/13/2013	Alabama Ear Institute	PC	300 Office Park Drive, Ste 210	Birmingham, AL 35223	$ 15,000.00	to support the Alabama School of Hearing and provide services to those constituents that will benefit from the programs provided
6/13/2013	Alabama Public Television	PC	2112 11th Avenue South, Ste. 400	Birmingham, AL 35205	$ 5,000 00	to support Project C-Lessons from the American Civil Rights Movement.
6/13/2013	Alabama Shakespeare Festival	PC	1 Festival Drive	Montgomery, AL 36117	$ 15,000.00	to subsidize tickets for 1,000 students from Jefferson Co , to attend one of two productions: *Romeo and Juliet,* and *Cinderella.*
6/13/2013	Alabama Theatre	PC	1817 Third Avenue North	Birmingham, AL 35203	$ 20,000 00	to be used towards replacing the old roof.
6/13/2013	Alzheimer's of Central Alabama	PC	P.O. Box 2273	Birmingham, AL 35201	$ 10,000.00	to help fund the Adult Day Care Scholarship program.
6/13/2013	Americian Baseball Foundation	PC	2660 10th Avenue South, No. 620	Birmingham, AL 35205	$ 3,000 00	to support the BASIC programming.
6/13/2013	A+ College Ready	PC	1230 1st Avenue North	Birmingham, AL 35203	$ 50,000.00	third and final payment awarded May, 2011.
6/13/2013	Bell Center	PC	1700 29th Court South	Birmingham, AL 35209	$ 15,000.00	to help fund essential daily operations.
6/13/2013	Better Basics	PC	211 Summit Parkway, Suite 108	Birmingham, AL 35209	$ 20,000.00	to support Better Basics literacy programs in the Greater Birmingham area.
6/13/2013	Birmingham Children's Theatre	PC	P.O. Box 1362	Birmingham, AL 35201	$ 15,000.00	to support The Watson's Go To Birmingham-1963, a youth centered contribution to the 50th Anniversary commemoration of Birmingham's impact on Civil Rights in 1963.
6/13/2013	Birmingham Museum of Art	PC	2000 Rev. Abraham Woods, Jr. Blvd.	Birmingham, AL 35203	$ 50,000.00	to help fund the BMA's flagship exhibition in the series commemorating the Civil Rights Movement, Etched in Collective History
6/13/2013	Cahaba River Society	PC	2717 7th Avenue South, Suite 205	Birmingham, AL 35233	$ 15,000 00	to strengthen engagement with partners for water-smart growth and youth education, and to heighten support for Cahaba recreational and ecotourism development.
6/13/2013	Childcare Resources	PC	244 West Valley Ave , No 200	Birmingham, AL 35209	$ 5,000.00	to support training and development services provided by Childcare Resources to Central Alabama's child care teachers, directors and owners

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013
PART XV, Line 3a Grants and Contributions Paid During the Year

Date	Recipient Organization	Fdn Status of Recipient	Address	City, State, ZIP	Award Amount	Purpose of Grant
6/13/2013	Children's Aid Society	PC	2141 14th Avenue South	Birmingham, AL 35205	$ 100,000 00	to help purchase a new building to house the Chrildren's Aid Society offices as well as renovations of the interior, furnishings and equipment.
6/13/2013	Children's Dance Foundation	PC	1715 27th Court South	Birmingham, AL 35209	$ 10,000.00	to support Community Partnership Program
6/13/2013	Birmingham Education Foundation	PC	2100 1st Avenue North	Birmingham, AL 35203	$ 100,000.00	third and final payment awarded May, 2011.
6/13/2013	Children's Harbor	PC	1 Our Children's Highway	Alex City, AL 35010	$ 15,000.00	to provide counseling and support for patients and their families from the point of dagnosis, preparation for transplantation, waiting, and eventual transplantation to recovery and discharge.
6/13/2013	Collat Jewish Family Services	PC	3940 Montclair Road, No. 205	Birmingham AL 35213	$ 15,000.00	to assist with program funding
6/13/2013	Community Furniture Bank	PC	219 Distribution Drive	Birmingham, AL 35209	$ 20,000.00	for operating support.
6/13/2013	Community Grief Support Services	PC	1119 Oxmoor Road	Homewood, AL 35209	$ 10,000 00	for program development.
6/13/2013	First Light	PC	2230 Fourth Avenue North	Birmingham, AL 35203	$ 15,000.00	to support program for homeless women and children.
6/13/2013	The Foundry	PC	1800 Fourth Avenue North	Bessemer, AL 35021	$ 10,000.00	to purchase perishable food items for the Rescue Program to provide healthy meals for participants.
6/13/2013	Freshwater Land Trust	PC	2308 1st Avenue North	Birmingham, AL 35203	$ 12,000.00	to enhance education and outreach materials and produce a new, detailed, "land owner" brochure.
6/13/2013	Girls on the Run	PC	P.O. Box 530244	Birmingham, AL 35253	$ 10,000.00	to support programming to enable Girls on the Run to grow in lower income areas by providing scholarships and to recruit and train more volunteers.
6/13/2013	Impact Family Counseling	PC	1000 24th Street South	Birmingham, AL 35205	$ 5,000.00	to support the Mentoring Program.
6/13/2013	Jones Valley Teaching Farm	PC	701 25th Street North	Birmingham, AL 35203	$ 10,000 00	to continue refining and expanding the K-8 student education model.
6/13/2013	Junior League of Birmingham	PC	2212 20th Avenue South	Birmingham, AL 35223	$ 10,000 00	to launch the first-ever Mobile Kitchen.
6/13/2013	Lakeshore Foundation	PC	4000 Ridgeway Drive	Birmingham, AL 35209	$ 10,000.00	to continue Lakeshore's various training programs for individuals.
6/13/2013	Magic City Smooth Jazz	PC	P.O. Box 611178	Birmingham, AL 35261	$ 1,000.00	to support Jazz in the Park.
6/13/2013	Magic Moments	PC	1600 7th Avenue South	Birmingham, AL 35233	$ 3,750.00	to support Magic Moments Family Camp.
6/13/2013	McCoy Adult Day Care Center	PC	730 8th Avenue West, Ste 102	Birmingham, AL 35204	$ 1,100 00	to provide equipment and features that will enhance the safety of McCoy Adult Day Care Center clients.

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013
PART XV, Line 3a Grants and Contributions Paid During the Year

Date	Recipient Organization	Fdn Status of Recipient	Address	City, State, ZIP	Award Amount	Purpose of Grant
6/13/2013	McWane Science Center	PC	200 19th Street North	Birmingham, AL 35203	$ 25,000.00	first payment to support the cost of a pilot mathematics and advanced STEM program, *If I Had A Hammer* for 2013-2015 years ($50,000 over two years).
6/13/2013	Oak Mountain Missions Ministries	PC	2699 Pelham Parkway	Birmingham, AL 35124	$ 5,000.00	to help fund the food distribution program.
6/13/2013	Oasis	PC	1900 14th Avenue South	Birmingham, AL 35205	$ 18,750 00	to subsidize approximately 250 counseling sessions for clients seeking treatment
6/13/2013	PreSchool Partners	SO I	3736 Montrose Road	Birmingham, AL 35213	$ 20,000 00	to enable PreSchool Partners to continue to provide a quality early education to families who would not receive one otherwise.
6/13/2013	Red Mountain Park	PC	277 Lyon Lane	Birmingham, AL 35211	$ 75,000.00	first payment to create the Adventure Activity Welcome Center ($150,000 over 2 years)
6/13/2013	Space One Eleven	PC	2409 Second Avenue North	Birmingham, AL 35203	$ 5,000 00	to support Space One Eleven programs: *City Center Art* and *Alabama Charcoal*
6/13/2013	Youth Leadership Forum	PC	P.O Box 2641	Birmingham, AL 35291	$ 10,000 00	to provide a leadership development and community awareness program for selected high school sophomores and juniors in the Greater Birmingham area.
7/26/2013	United Way of Central Alabama	PC	P.O. Box 320189	Birmingham, AL 35232	$ 100,000.00	For the 2011-2012 Alexis de Tocqueville Society campaign.
8/23/2013	Railroad Park	PC	1600 First Avenue South	Birmingham, AL 35233	$ 10,000 00	to help build Railroad Park's donor recruitment program, build fundraising capacity, and increase Railroad Park's revenue generation capability through implementation of new programs and events
12/18/2013	Alabama Goodwill Industries	PC	2350 Green Springs Highway	Birmingham, AL 35205	$ 25,000.00	to finance the new roof for the Green Springs Highway facility
12/18/2013	Alabama Humanities Foundation	PC	1100 Ireland Way, Suite 202	Birmingham, AL 35205	$ 7,500 00	for the new program, PRIME TIME Family Reading Time.
12/18/2013	Alabama Theatre for the Performing Arts	PC	1817 Third Avenue North	Birmingham, AL 35203	$ 50,000 00	first payment to restore the Lyric Theatre and adapt same for modern use. ($250,000 over 5 years) Birmingham Landmarks, Inc. is the parent company.
12/18/2013	American Cancer Society	PC	250 Williams Street N.W.	Atlanta, GA 30303	$ 5,000 00	to provide approximately 100 nights of lodging to help cancer patients access potentially life-saving treatment.
12/18/2013	Angel Flight	PC	7601 Robert Cardinal Airport Rd.	Tuscaloosa, AL 35401	$ 5,000 00	for the *Fly an Alabama Patient* Program.

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013
PART XV, Line 3a Grants and Contributions Paid During the Year

Date	Recipient Organization	Fdn Status of Recipient	Address	City, State, ZIP	Award Amount	Purpose of Grant
12/18/2013	American Village	PC	P.O. Box 611178	Montevallo, AL 35115	$ 25,000 00	to offer a one-day full scholarship character and civic education challenge program, *Freedom Quest,* to 1,000 at-risk students in the Greater Birmingham area spread over a 3-4 day period in February, 2014, coinciding with Black History Month.
12/18/2013	Better Basics	PC	211 Summit Parkway, Suite 108	Birmingham, AL 35209	$ 15,000 00	to support Better Basics literacy programs in the Greater Birmingham area.
12/18/2013	Big Brothers Big Sisters of Greater Birmingham	PC	1901 14th Avenue South	Birmingham, AL 35205	$ 20,000.00	to assist in providing Greater Birmingham youth with positive adult role models.
12/18/2013	Birmingham Aids Outreach	PC	P.O. Box 550070	Birmingham, AL 35255	$ 20,000.00	to replace the five 10-ton heat pump units for the Swann Building which Birmingham Aids Outreach owns.
12/18/2013	Birmingham Boys Choir	PC	3205 Monte Deste Eay	Birmingham, AL 35216	$ 10,000.00	to assist in funding one of the Collaborative Concert Series, *Traces of Blue,* a predominantly African American jazz ensamble.
12/18/2013	Birmingham Museum of Art	PC	2000 Rev. Abraham Woods, Jr. Blvd.	Birmingham, AL 35203	$ 30,000.00	to support the exhibition, *The Passions of Delacroix,* which will open in the Jemison Galleries in February, 2014.
12/18/2013	Cahaba Valley Health Care	PC	4515 Southlake Pkwy, Ste. 150	Birmingham, AL 35244	$ 10,000.00	to help fund the dental program which provides access to dental care by conducting 18 Sunday afternoon vision/dental/high blood pressure screenings annually at area churches.
12/18/2013	Cornerstone Schools of Alabama	PC	118 55th Street North	Birmingham, AL 35212	$ 15,000 00	for operating support to sustain the educational framework and serve over 280 inner-city students.
12/18/2013	Cultural Alliance (of Greater Birmingham)	PC	1731 First Ave. North, Suite 190	Birmingham, AL 35203	$ 10,000.00	to support Creative Birmingham.
12/18/2013	Exceptional Foundation	PC	1616 Oxmoor Road	Birmingham, AL 35209	$ 30,000.00	towards continuation of an $82,500 Transportation Project.
12/18/2013	Gateway	PC	1401 20th Street South	Birmingham, AL 35205	$ 25,000.00	for Family WrapAround Services: *Preventing Abuse and Neglect of Shelby County Children.*
12/18/2013	Girls, Inc.	PC	5201 8th Avenue South	Birmingham, AL 35212	$ 10,000.00	to fund *Health & Wellness Program* that addresses the emerging health needs of girls and boys ages 12-18 free of charge
12/18/2013	Grace House	PC	4923 Farrell Avenue	Fairfield, AL 35064	$ 15,000 00	to help cover educational expenses of the girls such as tuition, school supplies, school fees, school uniforms, technology, books, tutoring and other resources
12/18/2013	Hispanic Interest Coalition of Alabama	PC	P.O. Box 190299	Birmingham, AL 35219	$ 20,000 00	to support the *Strong Families, Immigration and Access to Justice, and Community Engagement & Education* programs
12/18/2013	Horizons School	PC	2018 15th Avenue South	Birmingham, AL 35205	$ 25,000 00	third and final payment awarded December, 2011

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013
PART XV, Line 3a Grants and Contributions Paid During the Year

Date	Recipient Organization	Fdn Status of Recipient	Address	City, State, ZIP	Award Amount	Purpose of Grant
12/18/2013	Impact Alabama	PC	1000 24th Street South	Birmingham, AL 35205	$ 25,000.00	to expand *Focus First, Save First,* and *Speak First* initiatives.
12/18/2013	Jefferson County Schools Foundation	PC	2100 South 18th Street	Birmingham, AL 35209	$ 40,000.00	second payment of 5 payments awarded in December, 2012
12/18/2013	Jefferson State Community College	PC	2601 Carson Road	Birmingham, AL 35213	$ 30,000.00	to provide much needed equipment to develop workforce skills for the radiologic technology program.
12/18/2013	Kid One Transport	PC	P.O. Box 11864	Birmingham, AL 35202	$ 10,000 00	to help Kid One continue providing transportation to thousands of children and expectant mothers in the Birmingham area.
12/18/2013	King's Home	PC	P.O. Box 162	Chelsea, AL 35043	$ 22,500 00	to continue providing the necessary services to help youth, women, and children rise above their past circumstances to a life filled with hope and promise.
12/18/2013	Magic City Harvest	PC	1321 19th Street South	Birmingham, AL 35205	$ 15,000.00	to help with giving free food to emergency feeding programs, food pantries, homeless day and night shelters, transitional programs, children's after-school programs, residential treatment homes and those feeding persons with physical/mental disabilities.
12/18/2013	Mitchell's Place	PC	4778 Overton Road	Birmingham, AL 35210	$ 15,000 00	to assist with operating costs of ELP for one year, specifically the funding of two assistant teachers who work with lead teachers to provide a small student-to-teacher ratio, and the individualized programs the children need.
12/18/2013	Muscular Dystrophy Association	PC	700 Century Park South, Suite 225	Birmingham, AL 35226	$ 5,000 00	to benefit the MDA Clinic Program which provides medical care for patients and families with a neuromuscular disease and address physical, psychological, and social needs.
12/18/2013	The Nature Conservancy	PC	2100 1st Avenue North, Ste. 500	Birmingham, AL 35203	$ 60,000.00	first payment to support Capital Campaign to help restore and rehabilitate Alabama's forests and conservation efforts specifically in the Greater Birmingham area. ($300,000 over 5 years).
12/18/2013	Pathways	PC	409 Richard Arrington Jr. Blvd. N	Birmingham, AL 35203	$ 10,000.00	to support the Day Center which provides food, clothing, showers, laundry facilities, and case management seven days a week and is open to all homeless women and children.
12/18/2013	Red Mountain Theatre Company	PC	3028 7th Avenue South	Birmingham, AL 35233	$ 50,000.00	to sustain and grow professional productions and the extensive *Youth, Education & Outreach* Program.
12/18/2013	Restoration Academy	PC	P.O. Box 30	Fairfield, AL 35064	$ 22,542.00	to provide scholarship support for 3 new students.

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2013
PART XV, Line 3a Grants and Contributions Paid During the Year

Date	Recipient Organization	Fdn Status of Recipient	Address	City, State, ZIP	Award Amount	Purpose of Grant
12/18/2013	Ronald McDonald House Charities	PC	1700 4th Avenue South	Birmingham, AL 35233	$ 10,000 00	to fund the refurbishment of four of the guestrooms.
12/18/2013	Rotoract Club	PC	P O Box 13798	Birmingham, AL 35202	$ 10,000 00	to support the Ready to Read Program & other service initiatives
12/18/2013	Rotary Club of Birmingham	PC	2019 4th Avenue North	Birmingham, AL 35202	$ 40,000 00	to help fund the transformation of the submerged and abandoned railroad bed from the historic rail line down four city blocks between 20th and 24th Streets into a walking/biking trail with outdoor venues for individual and community activities.
12/18/2013	Salvation Army	SO I	2100 11th Avenue North	Birmingham, AL 35234	$ 35,000.00	to support ongoing social and emergency assistance programs in Birmingham
12/18/2013	Sight Savers America	PC	337 Business Circle	Pelham, AL 35124	$ 25,000 00	to provide follow up eye care for children failing a vision screening in Greater Birmingham for the 2013-14 school year.
12/18/2013	Special Equestrians	PC	1215 Woodward Drive	Indian Springs, AL 35124	$ 5,000.00	to support the Therapeutic Horseback Riding and Hippotherapy Programs which provide many physical, emotional and psychological benefits to riders.
12/18/2013	University of Alabama	PC	University Blvd.	Tuscaloosa, AL 35487	$ 15,000.00	fourth and final payment of grant awarded in December, 2010.
12/18/2013	Workshops, Inc	PC	4244 3rd Avenue South	Birmingham, AL 35222	$ 15,000 00	to be used toward the purchase and installation of an air filtration system in the Packaging Dept.
12/20/2013	The Lovelady Center	PC	7916 2nd Avenue North	Birmingham, AL 35206	$ 40,000.00	to be used toward the direct purchase of a van or vans for use by the Center.
	TOTAL GRANTS PAID DURING 2013				$ 1,922,142.00	