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## Return of Private Foundation

OMB No. 1545-0052

2013

Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation  
► Do not enter Social Security numbers on this form as it may be made public.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation 1055000147		A Employer identification number 63-6121522			
Number and street (or P.O. box number if mail is not delivered to street address) C/O REGIONS BANK, P.O. BOX 2886		B Telephone number (see instructions) 251-690-1024			
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 ► <input type="checkbox"/>			
G Check all that apply: Initial return Final return Address change		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization: X Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 4,679,876.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	23	23		STMT 1
	4 Dividends and interest from securities	101,599	106,264		STMT 2
	5a Gross rents				
	b Net rental income or (loss)	528,702			RECEIVED
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	5,159,228			
	7 Capital gain net income (from Part IV, line 2)		556,925		
	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)	84,610			STMT 3	
12 Total, Add lines 1 through 11	714,934	663,212			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	35,042	28,033		7,008
	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)	900	900	NONE	NONE
	c Other professional fees (attach schedule)	6,861	6,861		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,629	572		
	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)	149	1,726		
	24 Total operating and administrative expenses.	44,581	38,092	NONE	7,008
Add lines 13 through 23	238,723			238,723	
25 Contributions, gifts, grants paid	283,304	38,092	NONE	245,731	
26 Total expenses and disbursements Add lines 24 and 25					
27 Subtract line 26 from line 12:	431,630				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		625,120			
c Adjusted net income (if negative, enter -0-)					

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	80,494.	377,147.	377,147.
	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) . . . . .	272,640.	367,265.	356,905.
	b Investments - corporate stock (attach schedule) . . . . .	1,167,053.	1,858,000.	2,281,921.
	c Investments - corporate bonds (attach schedule) . . . . .	1,111,858.	1,262,165.	1,290,567.
	11 Investments - land, buildings, and equipment basis . . . . .			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .	1,342,935.	364,300.	373,336.
	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) . . . . .	3,974,980.	4,228,877.	4,679,876.
	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
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds . . . . .	3,974,980.	4,228,877.	
	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) . . . . .	3,974,980.	4,228,877.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	3,974,980.	4,228,877.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	3,974,980.
2 Enter amount from Part I, line 27a . . . . .	2	431,630.
3 Other increases not included in line 2 (itemize) ► OTHER ADJUSTMENTS AND ACCRUALS	3	1,229.
4 Add lines 1, 2, and 3 . . . . .	4	4,407,839.
5 Decreases not included in line 2 (itemize) ► PARTNERSHIP BASIS ADJUSTMENTS	5	178,962.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,228,877.

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**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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 5,131,005.		4,602,303.	528,702.		
b 28,223.			28,223.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			528,702.		
b			28,223.		
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	556,925.	
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			
2011			
2010			
2009			
2008			

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

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	12,502.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2 . . . . .			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .			
6	<b>Credits/Payments</b>			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	3,600.	
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	21,600.	
d	Backup withholding erroneously withheld . . . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . . . .			25,200.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .			
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ►			
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ►			12,698.
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> ►		12,698. Refunded ►	
				11

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .	X	
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	X	
4b	<i>If "Yes," has it filed a tax return on Form 990-T for this year?</i> . . . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	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? . . . . .		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . . . .		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	<u>AI</u>		
b	<i>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.</i> . . . . .	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)? <i>If "Yes," complete Part XIV.</i> . . . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	X	

**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? . . . . .	13	X
Website address ► N/A			
14	The books are in care of ► REGIONS BANK Telephone no. ► (251) 690-1024 Located at ► 11 NORTH WATER STREET, 25TH FLOOR, MOBILE, AL ZIP+4 ► 36602		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► 15		
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? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.) . . . . .	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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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)**

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945-5(d) or in a current notice regarding disaster assistance (see instructions)? . . . . .	<input type="checkbox"/>		5b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)					
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/>		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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/>		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 12		35,042.		
-----				
-----				
-----				
-----				

**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

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**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
-----		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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
<b>1</b>	NONE	
-----		
<b>2</b>		
-----		
<b>3</b>		
-----		
<b>4</b>		
-----		

**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
<b>1</b>	NONE
-----	
<b>2</b>	
-----	
All other program-related investments. See instructions.	
<b>3</b>	NONE
-----	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**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	4,617,431.
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	4,617,431.
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	4,617,431.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	69,261.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	4,548,170.
6 Minimum investment return. Enter 5% of line 5 . . . . .	6	227,409.

**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	227,409.
2a Tax on investment income for 2013 from Part VI, line 5 . . . . .	2a	12,502.
b Income tax for 2013. (This does not include the tax from Part VI) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	12,502.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	214,907.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	214,907.
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	214,907.

**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	245,731.
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	245,731.
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	245,731.

**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 . . . . .				214,907.
2 Undistributed income, if any, as of the end of 2013			120,233.	
a Enter amount for 2012 only . . . . .		NONE		
b Total for prior years 20 11 ,20 ,20 . . . . .				
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 ► \$ 245,731.			120,233.	
a Applied to 2012, but not more than line 2a . . . . .				
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 . . . . .				125,498.
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 . . . . .				89,409.
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

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
2b 85% of line 2a . . . . .					
2c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
2d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
2e 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					
3a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
3b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
3c "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:

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

**c** Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i>				
UNIVERSITY OF ALABAMA AT BIRMINGHAM DIABETES UNIVERSITY STATION BIRMINGHAM AL 35294	NONE	EXEMPT	SUPPORT OF RECIPIENT'S FUNCTIONS	238,723.
<b>Total</b>				► 3a 238,723.
<i>b Approved for future payment</i>				
<b>Total</b>				► 3b

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

**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 PARTNERSHIP DIST'S  
 c \_\_\_\_\_  
 d \_\_\_\_\_  
 e \_\_\_\_\_

**12 Subtotal. Add columns (b), (d), and (e) . . . . .****13 Total. Add line 12, columns (b), (d), and (e) . . . . .**

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

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments			14	23	
4 Dividends and interest from securities . . . . .			14	101,599	
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	528,702	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue. a					
b <u>PARTNERSHIP DIST'S</u>			14	84,610	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e) . . . . .				714,934	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .				13	714,934

**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**

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>D</b> If "Yes," complete the following schedule.		
<b>(a)</b> Name of organization	<b>(b)</b> Type of organization	<b>(c)</b> Description of relationship

<p>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</p>	
<p><b>Sign Here</b></p>	 <b>11/03/2014</b>
<p>Signature of officer or trustee</p>	<p>Date</p>
<p><b>REGIONS BANK TRUSTEE</b></p>	
<p><b>► TRUST OFFICER</b></p>	
<p>Title</p>	
<p>May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	

PAYER'S NAME, TRUSTEE		Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
<b>Paid Preparer Use Only</b>	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	23.	23.
TOTAL	23.	23.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	520.	520.
FOREIGN DIVIDENDS	6,119.	6,119.
DOMESTIC DIVIDENDS	36,243.	36,243.
CORPORATE INTEREST	38,667.	38,667.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABL	2,545.	2,545.
NONQUALIFIED FOREIGN DIVIDENDS	6,974.	6,974.
NONQUALIFIED DOMESTIC DIVIDENDS	10,531.	10,531.
OID INCOME ON USGI	363.	363.
INCOME FROM PARTNERSHIPS	4,302.	4,302.
TOTAL	101,599.	106,264.

## FORM 990PF, PART I - OTHER INCOME

=====

## DESCRIPTION

-----

PARTNERSHIP DIST'S

84,610.

TOTALS

84,610.

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

=====

STATEMENT 3

## 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	900.	900.	-	-
TOTALS	900.	900.	NONE	NONE

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	6,861.	6,861.
TOTALS	6,861.	6,861.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	313.	313.
FEDERAL ESTIMATES - PRINCIPAL	1,316.	
FOREIGN TAXES ON QUALIFIED FOR		128.
FOREIGN TAXES ON NONQUALIFIED		131.
TOTALS	1,629.	572.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE - DEDUCTIONS FROM PARTNERSHIPS	149.	149. 1,577.
TOTALS	=====	=====

BEACH FDN TR C FOR UAB DIABETES HOSP

63-6121522

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U S TREASURY SECURITIES	367,265.	356,905.
TOTALS	367,265.	356,905.

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STATEMENT 8

BEACH FDN TR C FOR UAB DIABETES HOSP

63-6121522

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE SECURITIES	1,298,250.	1,660,341.
INTERNATIONAL SECURITIES	559,750.	621,580.
TOTALS	1,858,000.	2,281,921.

BEACH FDN TR C FOR UAB DIABETES HOSP

FORM 990PF, PART II - CORPORATE BONDS

63-6121522

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	1,262,165.	1,290,567.
TOTALS	1,262,165.	1,290,567.

BEACH FDN TR C FOR UAB DIABETES HOSP

FORM 990PF, PART II - OTHER INVESTMENTS

63-6121522

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS	C	329,241.	330,505.
HARBERT PRIVATE EQUITY FUND II	C	35,059.	42,831.
ROUNDING ADJUSTMENT	C		
TOTALS		364,300.	373,336.

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STATEMENT 11  
29



REGIONS BANK

Run on 11/03/2014 12:04:05 PM

Chronological Statement

Start Date 12/31/2013

End Date 12/31/2013

Account: 1055000147

Administrator: BARBARA HAYS WATSON @ 205-264-5754

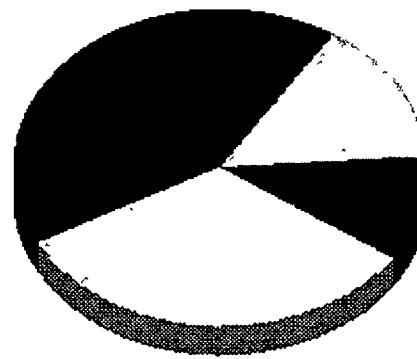
TRUSTEE FOR UAB DIABETES  
HOSPITAL UNDER TERMS OF THE  
THOMAS AND MILDRED BEACH  
FOUNDATION TRUST

**SUMMARY**

Category	Book Value	Market Value	Est Income	% of Portfolio
CASH AND EQUIVALENTS	377,146.86	377,146.86	37.72	8.06
EQUITIES	1,298,250.26	1,660,340.82	28,278.78	35.49
FIXED	1,958,670.64	1,977,976.91	77,129.21	42.25
INTERNATIONAL	559,749.72	621,579.74	13,618.46	13.28
PARTNERSHIPS	35,059.10	42,831.30		0.92
<b>TOTAL PORTFOLIO</b>	<b>4,228,876.58</b>	<b>4,679,875.63</b>	<b>119,064.17</b>	<b>100.00</b>

**Market Value**

\$377,146.86	8.06%	<input checked="" type="checkbox"/> CASH AND EQUIVALENTS
\$1,660,340.82	35.49%	<input type="checkbox"/> EQUITIES
\$1,977,976.91	42.25%	<input type="checkbox"/> FIXED
\$621,579.74	13.28%	<input type="checkbox"/> INTERNATIONAL
\$42,831.30	0.92%	<input type="checkbox"/> PARTNERSHIPS

**ASSET SCHEDULE**

Ticker	Description	Units	Price	Book Value	Market Value	Est Income	% of Port
<b>CASH AND EQUIVALENTS</b>							
	CASH			0.00	0.00		0.00
	REGIONS TRUST CASH SWEEP	377,146.860	1.000	377,146.86	377,146.86	37.72	8.06
	<b>TOTAL FOR CASH AND EQUIVALENTS</b>			<b>377,146.86</b>	<b>377,146.86</b>	<b>37.72</b>	<b>8.06</b>
<b>EQUITIES</b>							
<u>AAN</u>	AARON'S, INC.	103.000	29.400	2,913.87	3,028.20	8.65	0.06
<u>ABAX</u>	ABAXIS, INC.	233.000	40.012	9,440.30	9,322.80	0.20	
<u>ATVI</u>	ACTIVISION BLIZZARD INC	259.000	17.830	3,563.84	4,617.97	49.21	0.10
<u>ABCO</u>	ADVISORY BOARD CO	42.000	63.670	2,410.80	2,674.14	0.06	
<u>A</u>	AGILENT TECHNOLOGIES INC	73.000	57.190	3,119.29	4,174.87	38.54	0.09
<u>AKAM</u>	AKAMAI TECHNOLOGIES INC	119.000	47.180	4,883.76	5,614.42	0.12	
<u>ATI</u>	ALLEGHENY TECHNOLOGIES INC	122.000	35.630	3,371.68	4,346.86	87.84	0.09
<u>AXP</u>	AMERICAN EXPRESS CO	264.000	90.730	19,176.96	23,952.72	242.88	0.51

<u>AMT</u>	AMERICAN TOWER CORPORATION CL A	111.000	79.820	7,984.23	8,860.02	128.76	0.19
<u>ABC</u>	AMERISOURCEBERGEN CORP	74.000	70.310	4,042.62	5,202.94	69.56	0.11
<u>APC</u>	ANADARKO PETROLEUM CORP	264.000	79.320	21,844.02	20,940.48	190.08	0.45
<u>ANSS</u>	ANSYS INC	181.000	87.200	14,391.22	15,783.20		0.34
<u>AAPL</u>	APPLE INC	58.000	561.020	23,956.32	32,539.16	707.60	0.70
<u>ATR</u>	APTARGROUP INC	125.000	67.810	7,359.78	8,476.25	125.00	0.18
<u>ADSK</u>	AUTO DESK INC	344.000	50.319	12,270.21	17,309.74		0.37
<u>BCR</u>	CR BARD INC	29.000	133.940	3,198.70	3,884.26	24.36	0.08
<u>BIO</u>	BIO-RAD LABORATORIES INC CL A	25.000	123.610	2,830.25	3,090.25		0.07
<u>BLKB</u>	BLACKBAUD INC	144.000	37.650	5,177.71	5,421.60	69.12	0.12
<u>BLK</u>	BLACKROCK INC	37.000	316.470	7,061.85	11,709.39	248.64	0.25
<u>BWA</u>	BORG WARNER INC	122.000	55.910	5,082.52	6,821.02	61.00	0.15
<u>BXP</u>	BOSTON PROPERTIES INC	38.000	100.370	3,883.60	3,814.06	98.80	0.08
<u>BRO</u>	BROWN & BROWN INC	328.000	31.390	10,317.43	10,295.92	131.20	0.22
<u>CBG</u>	CBRE GROUP INC	246.000	26.300	5,291.46	6,469.80		0.14
<u>CSX</u>	CSX CORP	223.000	28.770	5,256.11	6,415.71	133.80	0.14
<u>CVS</u>	CVS HEALTH CORPORATION	327.000	71.570	18,939.84	23,403.39	359.70	0.50
<u>CBT</u>	CABOT CORP	65.000	51.400	2,774.58	3,341.00	52.00	0.07
<u>CVX</u>	CHEVRON CORP	271.000	124.910	14,774.07	33,850.61	1,084.00	0.72
<u>CSCO</u>	CISCO SYSTEMS INC	539.000	22.430	8,170.41	12,089.77	366.52	0.26
<u>C</u>	CITIGROUP INC	650.000	52.110	32,605.84	33,871.50	26.00	0.72
<u>CTXS</u>	CITRIX SYSTEM INC	191.000	63.250	11,203.49	12,080.75		0.26
<u>CLC</u>	CLARCOR INC	114.000	64.350	5,893.80	7,335.90	77.52	0.16
<u>COH</u>	COACH INC	57.000	56.130	3,265.53	3,199.41	76.95	0.07
<u>CNS</u>	COHEN & STEERS INC.	159.000	40.060	5,307.41	6,369.54	127.20	0.14
<u>CPSI</u>	COMPUTER PROGRAMS & SYSTEMS INC	169.000	61.810	9,219.57	10,445.89	344.76	0.22
<u>CPRT</u>	COPART INC	367.000	36.650	11,806.28	13,450.55		0.29
<u>CVD</u>	COVANCE INC	58.000	88.060	4,409.74	5,107.48		0.11
<u>CMI</u>	CUMMINS INC	51.000	140.970	5,720.67	7,189.47	127.50	0.15
<u>DHI</u>	D R HORTON INC	362.000	22.320	7,515.12	8,079.84		0.17
<u>DHR</u>	DANAHER CORP DEL	297.000	77.200	16,344.20	22,928.40	29.70	0.49
<u>DRI</u>	DARDEN RESTAURANTS INC	78.000	54.370	3,924.96	4,240.86	171.60	0.09
<u>DIS</u>	WALT DISNEY CO	475.000	76.400	30,049.36	36,290.00	408.50	0.78
<u>EMC</u>	E M C CORP MASS	478.000	25.150	6,373.21	12,021.70	191.20	0.26
<u>EMN</u>	EASTMAN CHEMICAL CO	91.000	80.700	6,372.73	7,343.70	127.40	0.16
<u>EV</u>	EATON VANCE CORP COM NON VTG	139.000	42.790	5,256.40	5,947.81	122.32	0.13
<u>SATS</u>	ECHOSTAR CORPORATION	92.000	49.720	3,597.20	4,574.24		0.10
<u>EXPO</u>	EXPONET INC	145.000	77.274	9,546.15	11,204.73	87.00	0.24
<u>ESRX</u>	EXPRESS SCRIPTS HOLDING CO	410.000	70.240	25,441.71	28,798.40		0.62
<u>XOM</u>	EXXON MOBIL CORP	347.000	101.200	26,515.81	35,116.40	874.44	0.75
<u>FDS</u>	FACTSET RESH SYSTEM INC	94.000	108.580	9,849.43	10,206.52	131.60	0.22
<u>FII</u>	FEDERATED INVS INC PA CL B	425.000	28.800	11,621.60	12,240.00	425.00	0.26
<u>F</u>	FORD MOTOR COMPANY COM	1,346.000	15.430	21,513.29	20,768.78	538.40	0.44
<u>GMT</u>	GATX CORP	101.000	52.170	4,717.80	5,269.17	125.24	0.11
<u>GD</u>	GENERAL DYNAMICS CORP	41.000	95.550	3,140.60	3,917.55	91.84	0.08
<u>GE</u>	GENERAL ELECTRIC CO	831.000	28.030	12,055.57	23,292.93	731.28	0.50
<u>GILD</u>	GILEAD SCIENCES INC	158.000	75.100	7,857.91	11,865.80		0.25
<u>GPN</u>	GLOBAL PMTS INC	60.000	64.990	2,803.80	3,899.40	4.80	0.08
<u>GOOGL</u>	GOOGLE INC CL A	8.000	1,120.710	7,043.44	8,965.68		0.19
<u>HAE</u>	HAEMONETICS CORP	239.000	42.130	9,592.75	10,069.07		0.22
<u>JKHY</u>	HENRY JACK & ASSOC INC	276.000	59.210	13,009.87	16,341.96	220.80	0.35
<u>HIBB</u>	HIBBETT SPORTS INC	129.000	67.152	7,498.19	8,662.61		0.19
<u>HITT</u>	HITTITE MICROWAVE CORP	200.000	61.730	12,427.83	12,346.00		0.26
<u>HON</u>	HONEYWELL INTERNATIONAL INC	256.000	91.370	19,955.20	23,390.72	460.80	0.50
<u>INTC</u>	INTEL CORP	901.000	25.955	18,474.41	23,385.46	810.90	0.50

<u>TEG</u>	INTEGRYS ENERGY GROUP INC	78.000	54.410	4,402.32	4,243.98	212.16	0.09
<u>ICE</u>	INTERCONTINENTALEXCHANGE	34.000	224.920	5,874.86	7,647.28	88.40	0.16
<u>IGT</u>	INTERNATIONAL GAME TECHNOLOGY	194.000	18.160	3,173.84	3,523.04	85.36	0.08
<u>INTU</u>	INTUIT INC	260.000	76.320	15,153.84	19,843.20	197.60	0.42
<u>JPM</u>	J P MORGAN CHASE & CO	587.000	58.480	5,833.49	34,327.76	892.24	0.73
<u>JNJ</u>	JOHNSON & JOHNSON	242.000	91.590	12,251.80	22,164.78	638.88	0.47
<u>JOY</u>	JOY GLOBAL INC	87.000	58.490	4,437.00	5,088.63	60.90	0.11
<u>KEY</u>	KEYCORP	389.000	13.420	4,088.39	5,220.38	85.58	0.11
<u>LSTR</u>	LANDSTAR SYS INC COM	175.000	57.450	9,143.86	10,053.75	0.21	
<u>LECO</u>	LINCOLN ELEC HLDGS INC	41.000	71.340	2,303.96	2,924.94	37.72	0.06
<u>LOW</u>	LOWE'S COMPANIES INC	470.000	49.550	18,626.10	23,288.50	338.40	0.50
<u>MAS</u>	MASCO CORP	238.000	22.770	4,679.80	5,419.26	71.40	0.12
<u>MCD</u>	MCDONALDS CORP	115.000	97.030	10,938.79	11,158.45	372.60	0.24
<u>MCK</u>	MCKESSON CORP	141.000	161.400	15,842.01	22,757.40	135.36	0.49
<u>MD</u>	MEDNAX, INC MEDNAX	76.000	53.380	3,382.76	4,056.88	0.09	
<u>MRK</u>	MERCK & CO. INC. NEW	457.000	50.050	15,787.75	22,872.85	804.32	0.49
<u>MORN</u>	MORNINGSTAR INC	106.000	78.090	8,169.38	8,277.54	72.08	0.18
<u>MUR</u>	MURPHY OIL CORP	50.000	64.880	2,653.91	3,244.00	62.50	0.07
<u>NVR</u>	NVR INC	9.000	1,026.010	8,322.45	9,234.09	0.20	
<u>NFX</u>	NEWFIELD EXPL CO	142.000	24.630	3,407.30	3,497.46	0.07	
<u>NEE</u>	NEXTERA ENERGY, INC.	266.000	85.620	14,352.11	22,774.92	702.24	0.49
<u>ORCL</u>	ORACLE CORPORATION	657.000	38.260	13,850.47	25,136.82	315.36	0.54
<u>OMI</u>	OWENS & MINOR INC	236.000	36.560	8,045.24	8,628.16	226.56	0.18
<u>PEP</u>	PEPSICO INC	271.000	82.940	12,418.48	22,476.74	615.17	0.48
<u>PM</u>	PHILIP MORRIS INTERNATIONAL INC	442.000	87.130	39,054.66	38,511.46	1,661.92	0.82
<u>PSX</u>	PHILLIPS 66	309.000	77.130	17,862.38	23,833.17	482.04	0.51
<u>POOL</u>	POOL CORPORATION	98.000	58.140	5,171.95	5,697.72	74.48	0.12
<u>PX</u>	PRAXAIR INC	177.000	130.030	16,598.14	23,015.31	424.80	0.49
<u>PG</u>	PROCTER & GAMBLE CO	268.000	81.410	20,539.52	21,817.88	644.81	0.47
<u>PGR</u>	PROGRESSIVE CORP OHIO	163.000	27.270	4,004.91	4,445.01	46.29	0.09
<u>PRU</u>	PRUDENTIAL FINANCIAL INC	125.000	92.220	8,982.05	11,527.50	265.00	0.25
<u>QCOM</u>	QUALCOMM INC	303.000	74.250	10,572.03	22,497.75	424.20	0.48
<u>RLI</u>	RLI CORP	109.000	97.380	8,152.85	10,614.42	148.24	0.23
<u>RES</u>	RPC INC	416.000	17.850	6,054.21	7,425.60	166.40	0.16
<u>RJF</u>	RAYMOND JAMES FINL INC	114.000	52.190	4,841.58	5,949.66	72.96	0.13
<u>ROLL</u>	RBC BEARINGS INC.	111.000	70.750	6,734.34	7,853.25	0.17	
<u>RGA</u>	REINSURANCE GROUP OF AMERICA	61.000	77.410	4,065.04	4,722.01	73.20	0.10
<u>RSG</u>	REPUBLIC SVCS INC CL A	182.000	33.200	5,645.62	6,042.40	189.28	0.13
<u>ROL</u>	ROLLINS INC	94.000	30.290	2,364.40	2,847.26	33.84	0.06
<u>SLB</u>	SCHLUMBERGER LTD	253.000	90.110	18,291.90	22,797.83	316.25	0.49
<u>SMG</u>	SCOTTS MIRACLE-GRO CO	63.000	62.220	3,031.56	3,919.86	110.25	0.08
<u>SEE</u>	SEALED AIR CORP NEW	213.000	34.050	5,031.06	7,252.65	110.76	0.15
<u>SIRO</u>	SIRONA DENTAL SYSTEMS INC	128.000	70.200	8,890.53	8,985.60	0.19	
<u>SNA</u>	SNAP ON INC	73.000	109.520	6,443.71	7,994.96	128.48	0.17
<u>SCCO</u>	SOUTHERN COPPER CORPORATION	145.000	28.710	3,951.19	4,162.95	98.60	0.09
<u>SBUX</u>	STARBUCKS CORP	145.000	78.390	10,350.18	11,366.55	150.80	0.24
<u>SE</u>	STIFEL FINL CORP	112.000	47.920	4,609.42	5,367.04	0.11	
<u>SYK</u>	STRYKER CORP	154.000	75.140	10,090.08	11,571.56	187.88	0.25
<u>SNPS</u>	SYNOPSYS INC	104.000	40.570	3,684.72	4,219.28	0.09	
<u>TJX</u>	TJX COS INC NEW	345.000	63.730	17,022.30	21,986.85	200.10	0.47
<u>TGT</u>	TARGET CORP	351.000	63.270	24,124.06	22,207.77	603.72	0.47
<u>TECH</u>	TECHNE CORP	155.000	94.670	11,816.39	14,673.85	192.20	0.31
<u>TXN</u>	TEXAS INSTRS INC	520.000	43.910	18,172.34	22,833.20	624.00	0.49
<u>TMO</u>	THERMO FISHER SCIENTIFIC, INC.	110.000	111.350	9,088.20	12,248.50	66.00	0.26
<u>THO</u>	THOR INDs INC	66.000	55.230	3,083.53	3,645.18	60.72	0.08
<u>MMM</u>	3M CO	174.000	140.250	13,683.20	24,403.50	595.08	0.52

<u>TIF</u>	TIFFANY & CO	124.000	92.780	8,934.20	11,504.72	168.64	0.25
<u>TTC</u>	TORO CO	214.000	63.600	11,298.90	13,610.40	171.20	0.29
<u>TRV</u>	TRAVELERS COMPANIES, INC.	127.000	90.540	2,203.77	11,498.58	254.00	0.25
<u>URS</u>	URS CORP NEW	69.000	52.990	3,218.16	3,656.31	57.96	0.08
<u>UNP</u>	UNION PAC CORP	70.000	168.000	11,179.49	11,760.00	221.20	0.25
<u>UTX</u>	UNITED TECHNOLOGIES CORP	104.000	113.800	5,578.56	11,835.20	245.44	0.25
<u>VAL</u>	VALSPAR CORP	101.000	71.290	6,560.96	7,200.29	105.04	0.15
<u>VZ</u>	VERIZON COMMUNICATIONS	230.000	49.140	4,995.23	11,302.20	487.60	0.24
<u>V</u>	VISA INC - CLASS A SHRS	108.000	222.680	19,528.28	24,049.44	172.80	0.51
<u>WMT</u>	WAL MART STORES INC	281.000	78.690	20,720.94	22,111.89	528.28	0.47
<u>WFC</u>	WELLS FARGO & CO	760.000	45.400	26,581.40	34,504.00	912.00	0.74
<u>WLL</u>	WHITING PETROLEUM CORP	69.000	61.870	3,192.63	4,269.03	0.09	
<u>XLNX</u>	XILINX INC	129.000	45.920	4,976.01	5,923.68	129.00	0.13
<u>NBR</u>	NABORS INDUSTRIES LTD	303.000	16.990	4,715.47	5,147.97	48.48	0.11
<b>TOTAL FOR EQUITIES</b>				1,298,250.26	1,660,340.82	28,278.78	35.49
<b>FIXED</b>							
AFLAC INC DTD 5/21/09 8.5% 05/15/2019		13,000.000	127.720	15,773.28	16,603.60	1,105.00	0.35
AT&T INC DTD 05/13/08 5.6% 05/15/2018		15,000.000	113.561	16,026.14	17,034.15	840.00	0.36
AMERICAN EXPRESS CREDIT CORP SERIES: MTN DTD 09/13/2010 2.75% 09/15/2015		17,000.000	103.486	17,307.06	17,592.62	467.50	0.38
ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875% 02/15/2016		17,000.000	104.100	17,289.68	17,697.00	488.75	0.38
APPLE INC DTD 05/03/2013 1% 05/03/2018		18,000.000	96.695	17,850.74	17,405.10	180.00	0.37
BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015		35,000.000	100.548	35,030.65	35,191.80	350.00	0.75
BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015		17,000.000	104.083	17,332.87	17,694.11	663.00	0.38
CSX CORP DTD 3/27/08 6.25% 04/01/2015		16,000.000	106.884	16,893.96	17,101.44	1,000.00	0.37
CA INC DTD 11/13/09 5.375% 12/01/2019		16,000.000	111.193	16,913.45	17,790.88	860.00	0.38
CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018		27,000.000	125.332	32,394.97	33,839.64	2,133.00	0.72
CISCO SYSTEMS INC CALLABLE 5.5% 02/22/2016		16,000.000	110.013	17,821.73	17,602.08	880.00	0.38
CITIGROUP INC DTD 01/10/2013 1.25% 01/15/2016		18,000.000	100.332	18,060.85	18,059.76	225.00	0.39
COMCAST CORP DTD 06/18/09 5.7% 07/01/2019		15,000.000	115.577	16,203.53	17,336.55	855.00	0.37
CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014		35,000.000	101.630	35,479.78	35,570.50	1,925.00	0.76
DIRECTV HOLDGS/FING DTD 03/11/2010 3.55% 03/15/2015		17,000.000	103.297	17,350.63	17,560.49	603.50	0.38
DIRECTV HOLDGS/FING DTD 03/10/2011 3.5% 03/01/2016		17,000.000	104.969	17,974.32	17,844.73	595.00	0.38
DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016		17,000.000	102.485	17,160.99	17,422.45	365.50	0.37
FEDERAL HOME LOAN MORTGAGE CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040		7,768.750	105.940	8,283.43	8,230.21	349.59	0.18
FEDERAL HOME LOAN MORTGAGE CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036		6,022.970	107.846	6,526.46	6,495.53	301.15	0.14
FEDERAL HOME LOAN MORTGAGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040		9,425.990	102.789	10,118.22	9,688.88	377.04	0.21

FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	30,000.000	109.907	31,671.64	32,972.10	1,500.00	0.70
FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015	49,000.000	102.924	50,643.83	50,432.76	1,408.75	1.08
FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02/01/2041	4,361.300	103.004	4,512.59	4,492.31	174.45	0.10
FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	15,052.860	106.002	15,814.91	15,956.33	602.11	0.34
FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ5300 DTD 11/01/2011 4% 11/01/2041	23,158.940	103.174	24,374.78	23,894.00	926.36	0.51
FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041	9,849.980	106.229	10,477.94	10,463.54	443.25	0.22
FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3.5% 11/01/2042	13,437.950	99.440	13,406.45	13,362.70	470.33	0.29
FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034	40,330.540	110.187	42,325.98	44,439.01	2,218.18	0.95
FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034	2,699.750	110.038	2,675.72	2,970.75	148.49	0.06
FEDERAL NATIONAL MORTGAGE ASSN POOL #725946 DTD 10/01/04 5.5% 11/01/2034	11,564.620	110.048	12,493.41	12,726.63	636.05	0.27
FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	13,859.250	108.621	14,948.49	15,054.06	692.96	0.32
FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020	10,903.170	107.604	10,533.49	11,732.25	545.16	0.25
FEDERAL NATIONAL MTG ASSN POOL #847931 5% 12/01/2020	1,522.960	107.714	1,512.61	1,640.44	76.15	0.04
FEDERAL NATL MTG ASSN POOL #852029 6% 01/01/2036	1,729.230	110.684	1,753.01	1,913.98	103.75	0.04
FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036	6,939.570	111.057	6,991.63	7,706.88	416.37	0.16
FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022	5,347.560	109.691	5,328.34	5,865.79	294.12	0.13
FEDERAL NATIONAL MORTGAGE ASSN POOL #889579 DTD 05/01/08 6% 05/01/2038	7,128.560	110.711	7,726.69	7,892.10	427.71	0.17
FEDERAL NATIONAL MORTGAGE ASSN POOL #931675 DTD 07/01/2009 5.5% 01/01/2018	13,029.660	106.852	14,186.04	13,922.45	716.63	0.30
FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037	4,801.030	110.740	4,851.29	5,316.66	288.06	0.11
FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037	3,892.810	110.625	3,920.18	4,306.42	233.57	0.09
FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	7,454.510	102.980	7,884.30	7,676.65	298.18	0.16
FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027	11,449.540	102.163	11,989.79	11,697.19	343.49	0.25
FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040	7,952.620	105.985	8,472.04	8,428.58	357.87	0.18

	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3.5% 03/01/2041	10,859.630	99.452	11,468.79	10,800.12	380.09	0.23
	FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025	15,477.800	104.624	16,058.22	16,193.49	541.72	0.35
	GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	16,000.000	111.862	16,614.97	17,897.92	848.00	0.38
	GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	14,000.000	121.797	15,789.91	17,051.58	1,050.00	0.36
	GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	17,000.000	101.786	17,235.07	17,303.62	1,020.00	0.37
	HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	14,000.000	124.211	16,552.84	17,389.54	1,137.50	0.37
	HEWLETT-PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	17,000.000	102.201	17,089.66	17,374.17	374.00	0.37
	INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	18,000.000	99.349	18,001.49	17,882.82	594.00	0.38
	INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	34,000.000	102.735	34,920.54	34,929.90	663.00	0.75
<u>IVHIX</u>	IVY HIGH INCOME FUND CL I	12,748.448	8.640	111,050.47	110,146.59	8,159.01	2.35
	J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	15,000.000	118.025	16,190.51	17,703.75	945.00	0.38
	MONDELEZ INTERNATIONAL DTD 02/08/2010 4.125% 02/09/2016	17,000.000	106.016	17,491.08	18,022.72	701.25	0.38
	KRAFT FOODS INC DTD 12/04/2012 1.625% 06/04/2015	17,000.000	101.270	17,213.84	17,215.90	276.25	0.37
	MARATHON OIL CORP DTD 10/29/2012 .9% 11/01/2015	18,000.000	100.083	18,007.15	18,014.94	162.00	0.38
	MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 04/25/2018	15,000.000	118.237	16,111.21	17,735.55	1,031.25	0.38
	MERRILL LYNCH & CO 6.11% 01/29/2037	16,000.000	107.847	15,653.39	17,255.52	977.60	0.37
	MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	15,000.000	113.669	15,652.71	17,050.35	843.75	0.36
	MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014	17,000.000	103.180	17,319.71	17,540.60	714.00	0.37
	ONTARIO (PROVINCE OF) DTD 01/27/2011 1.375% 01/27/2014	35,000.000	100.078	35,031.71	35,027.30	481.25	0.75
	ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	15,000.000	115.557	16,203.99	17,333.55	862.50	0.37
	PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020	33,000.000	102.894	34,480.10	33,955.02	1,897.50	0.73
	PFIZER INC DTD 3/24/09 6.2% 03/15/2019	15,000.000	118.543	16,997.68	17,781.45	930.00	0.38
	PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	16,000.000	107.279	16,377.20	17,164.64	720.00	0.37
	ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	36,000.000	99.083	35,998.45	35,669.88	432.00	0.76
	SUNTRUST BKS INC DTD 11/01/2011 3.5% 01/20/2017	17,000.000	105.152	17,294.62	17,875.84	595.00	0.38
	TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	15,000.000	119.767	17,092.48	17,965.05	1,162.50	0.38
	TARGET CORP CALLABLE 5.375% 05/01/2017	16,000.000	112.405	16,869.91	17,984.80	860.00	0.38
<u>TGBAX</u>	TEMPLETON GLOBAL BOND FUND ADV	16,834.121	13.090	218,190.48	220,358.64	8,635.90	4.71
	TIME WARNER CABLE 6.75% 07/01/2018	15,000.000	112.144	16,474.97	16,821.60	1,012.50	0.36
	TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	13,000.000	101.518	13,033.67	13,197.34	442.00	0.28

UNITED STATES TREASURY 6.25% 08/15/2023	38,000.000	128.453	52,709.93	48,812.14	2,375.00	1.04
UNITED STATES TREASURY DTD 05/15/2013 2.875% 05/15/2043	42,000.000	81.047	34,643.94	34,039.74	1,207.50	0.73
UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	64,000.000	101.625	68,537.29	65,040.00	1,680.00	1.39
UNITED STATES TREASURY DTD 11/30/2010 1.375% 11/30/2015	134,000.000	101.934	136,693.17	136,591.56	1,842.50	2.92
UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021	39,379.400	101.508	41,359.97	39,973.24	246.12	0.85
UNITED STATES TREASURY DTD 05/15/2013 1.75% 05/15/2023	36,000.000	90.133	33,320.25	32,447.88	630.00	0.69
VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	17,000.000	109.793	17,630.19	18,664.81	1,020.00	0.40
WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	15,000.000	114.070	15,731.09	17,110.50	862.50	0.37
WAL MART STORES INC DTD 04/15/2008 6.2% 04/15/2038	15,000.000	120.185	19,290.10	18,027.75	930.00	0.39
<b>TOTAL FOR FIXED</b>			1,958,670.64	1,977,976.91	77,129.21	42.25
<b>INTERNATIONAL</b>						
<u>ABB</u> ABB LTD SPON ADR	400.000	26.560	8,545.15	10,624.00	281.60	0.23
<u>ADDYY</u> ADIDAS AG	163.000	63.826	8,523.27	10,403.64	103.02	0.22
<u>ALPMY</u> ASTELLAS PHARMA INC UNSP ADR	329.000	14.819	4,245.41	4,875.45	88.50	0.10
<u>ANZBY</u> AUSTRALIA & NEW ZEALAND BKG GR SPONSORED ADR ONE ADR RPRS 5 ORD SHS	304.000	28.835	7,725.18	8,765.84	442.93	0.19
<u>BBL</u> BHP BILLITON PLC SPONSORED ONE ADR REPRS 2 ORD SHARES	254.000	62.120	14,154.88	15,778.48	589.28	0.34
<u>BP</u> BP PLC SPONSORED ADR ONE ADR REPRS 6 ORDINARY SHS	134.000	48.610	5,551.62	6,513.74	305.52	0.14
<u>BNPOY</u> BNP PARIBAS SPONSORED ADR	133.000	39.030	4,284.50	5,190.99	90.31	0.11
<u>BBD</u> BANCO BRADESCO BANCO BRADESCO S.A.	361.000	12.530	4,785.85	4,523.33	12.27	0.10
<u>SAN</u> BANCO SANTANDER S.A. ADR ONE ADR REPRS ONE ORD SHS	707.000	9.070	6,065.50	6,412.49	444.00	0.14
<u>BACHY</u> BANK OF CHINA LTD -UNSPO ADR	522.000	11.511	5,173.02	6,008.74	306.41	0.13
<u>BCS</u> BARCLAYS PLC SPONSORED ADR ONE ADR REPRS 4 ORD SHARES	280.000	18.130	4,557.08	5,076.40	110.88	0.11
<u>BAYRY</u> BAYER A G SPONSORED ADRS ONE ADR REPRS 1 ORD SH	78.000	140.481	8,328.84	10,957.52	140.79	0.23
<u>BAMXY</u> BAYERISHE MOTOREN WERKE BMW - UNSPONSORED ADR	170.000	39.143	4,817.80	6,654.31	125.63	0.14
<u>BTI</u> BRITISH AMERN TOB PLC SPONSORED ADR EACH ADR REPRS TWO ORDINARY SHS	88.000	107.420	9,163.44	9,452.96	380.69	0.20
<u>CP</u> CANADIAN PACIFIC RAILWAY LTD COMPASS GROUP PLC COMPASS GROUP PLC SPON ADR NEW	75.000	151.320	8,907.75	11,349.00	99.60	0.24
<u>CS</u> CREDIT SUISSE GROUP SPONSORED ADR EACH ADR RPRS 1 REGISTERED SHR	551.000	16.033	7,041.78	8,834.18	192.30	0.19
<u>DTEGY</u> DEUTSCHE TELEKOM AG - SPON ADR	177.000	31.040	5,244.93	5,494.08	18.76	0.12
<u>DPSGY</u> DEUTSCHE POST AG	318.000	17.128	4,839.06	5,446.70	284.93	0.12
<u>RDY</u> DR REDDYS LABS LTD	179.000	36.516	4,492.90	6,536.36	158.77	0.14
<u>E</u> ENI S P A EACH ADR REPRS 10 ORD SHS	74.000	41.030	2,663.15	3,036.22	16.65	0.06
<u>ENGGY</u> ENAGAS UNSPON ADR	104.000	48.490	4,246.21	5,042.96	240.34	0.11
<u>FMS</u> FRESENIUS MED CARE AG & CO SPONSORED ADR ONE ADR	357.000	13.087	4,423.71	4,672.06	199.92	0.10
	141.000	35.580	4,934.07	5,016.78	47.09	0.11

<u>GBOOY</u>	REPRS 1/3RD OF AN ORD SH GRUPO FINANCIERO BANORTE - SPON ADR	152.000	34.878	4,134.40	5,301.46	69.46	0.11
<u>HSBC</u>	HSBC HOLDINGS PLC SPONS ADR NEW ONE ADR REPRS 5 ORD SHS	101.000	55.130	5,200.53	5,568.13	242.40	0.12
<u>HUWHY</u>	HUTCHISON WHAMPOA LTD UNSPONSORED ADR ONE ADR REPRES FIVE ORD SHS	454.000	27.187	10,647.39	12,342.90	217.47	0.26
<u>IDCBY</u>	IND & COMM BK OF CHINA UNSPONSOR ADR	255.000	13.516	2,998.80	3,446.58	165.24	0.07
<u>INFY</u>	INFOSYS LIMITED SPON ADR 1/4 SHARE	55.000	56.600	2,971.23	3,113.00	40.98	0.07
<u>ING</u>	ING GROEP N V SPONSORED ADR ONE ADR REPRS ONE ORDINARY SHS	422.000	14.010	4,926.36	5,912.22		0.13
<u>ITOCY</u>	ITOCHU CORP UNSPON ADR	348.000	24.718	8,792.42	8,601.86	232.46	0.18
<u>KHOLY</u>	KOC HOLDING AS UNSPON ADR	216.000	20.479	4,910.28	4,423.46	88.99	0.09
<u>KEP</u>	KOREA ELECTRIC POWER CORP SPONSORED ADR ONE ADR REPRS 1/2 ORD SHS	425.000	16.610	5,800.39	7,059.25		0.15
<u>LVMUY</u>	LVMH MOET HENNESSY LOUIS VUITTON - ADR	222.000	36.543	7,172.05	8,112.55	128.98	0.17
<u>LNVGY</u>	LENOVO GROUP LTD ADR	500.000	24.324	9,155.00	12,162.00	238.00	0.26
<u>MGA</u>	MAGNA INTERNATIONAL INC	85.000	82.060	6,029.80	6,975.10	108.80	0.15
<u>MEOH</u>	METHANEX CORP	114.000	59.240	4,988.22	6,753.36	91.20	0.14
<u>MTU</u>	MITSUBISHI UF J FINL GRP-ADR	1,159.000	6.680	7,044.36	7,742.12	147.19	0.17
<u>NTES</u>	NETEASE, INC. ADR	63.000	78.600	4,117.15	4,951.80		0.11
<u>NTT</u>	NIPPON TELE & TEL CORP SPONSORED ADR EACH ADR REPRS 1/200TH OF AN ORDINARY SH	336.000	27.040	8,751.09	9,085.44	245.28	0.19
<u>NSANY</u>	NISSAN MOTOR CO LTD SPONSORED ADR ONE ADR REPRESENTS 2 ORDINARY SH	334.000	16.821	7,000.64	5,618.21	155.31	0.12
<u>LUKQY</u>	LUKOIL SPONSORED ADR 1 ADR REPRS 4 COMMON SHS	160.000	62.072	8,879.88	9,931.52	584.96	0.21
<u>PEXNY</u>	PTT EXPLOATION & PR SP ADR	241.000	10.134	2,525.68	2,442.29	81.70	0.05
<u>PUK</u>	PRUDENTIAL PLC ADR	177.000	45.000	5,722.41	7,965.00	165.85	0.17
<u>RHHBY</u>	ROCHE HOLDINGS LTD SPONSORED ADR ONE ADR REPRS 1/100TH OF A GENUSSCHEIN SHS	150.000	70.051	9,120.87	10,507.65	243.60	0.22
<u>RYCEY</u>	ROLLS-ROYCE HOLDINGS PLC SPONSORED ADR ONE ADR REPRS 5 ORD SHS	72.000	105.587	6,582.32	7,602.26		0.16
<u>RY</u>	ROYAL BANK OF CANADA	149.000	67.230	9,109.61	10,017.27	373.99	0.21
<u>SKM</u>	SK TELECOM LTD SPONSORED ADR ONE ADR REPRS 1/90TH OF AN ORD SHS	293.000	24.620	6,138.43	7,213.66	16.99	0.15
<u>SAXPY</u>	SAMPO OYJ - A SHS-UNSP ADR	266.000	24.610	5,306.84	6,546.26	184.87	0.14
<u>SNY</u>	SANOFI	216.000	53.630	11,099.17	11,584.08	271.08	0.25
<u>SAP</u>	SAP SE ONE ADR REPRS 1/12TH OF A PREF SHARE	85.000	87.140	6,152.30	7,406.90	67.83	0.16
<u>SVNDY</u>	SEVEN & I HOLDINGS CO.,LTD. SEVEN & I HOLDINGS	135.000	79.540	9,787.50	10,737.90	149.99	0.23
<u>SGAPY</u>	SINGAPORE TELECOMMUNICATIONS LIMITED ADR	151.000	28.988	4,244.87	4,377.19	193.88	0.09
<u>SCGLY</u>	SOCIETE GENERALE FRANCE SPONSORED ADR ONE ADR REPRS 1/5TH OF A SHARE	499.000	11.635	5,261.63	5,805.87	43.91	0.12
<u>STO</u>	STATOIL ASA -SPON ADR	296.000	24.130	6,221.92	7,142.48	254.26	0.15
<u>SUBCY</u>	SUBSEA 7 SA -SPON ADR	214.000	19.137	4,663.15	4,095.32	124.12	0.09
<u>SWDBY</u>	SWEDBANK AB	190.000	28.182	4,305.40	5,354.58	244.15	0.12
<u>SSREY</u>	SWISS RE LTD. -SPN ADR	67.000	92.258	4,926.53	6,181.29	249.84	0.13

<u>TSM</u>	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	412.000	17.440	7,145.29	7,185.28	165.21	0.15
<u>TTNDY</u>	TECHTRONIC INDUSTRIES COMPANY	502.000	14.187	6,119.38	7,121.87	59.24	0.15
<u>TELNY</u>	TELENOR ASA-ADS	91.000	71.503	5,400.67	6,506.77	235.51	0.14
<u>TS</u>	TENARIS SA-ADR	92.000	43.690	3,680.92	4,019.48	79.12	0.09
<u>TCEHY</u>	TENCENT HOLDINGS LTD UNSPONSOR ADR	110.000	63.789	4,035.90	7,016.79	12.87	0.15
<u>TKOMY</u>	TOKIO MARINE HOLDINGS - ADR	143.000	33.443	4,580.35	4,782.35	69.36	0.10
<u>TM</u>	TOYOTA MOTOR CORP SPON ADR	97.000	121.920	11,530.39	11,826.24	227.56	0.25
<u>UNICY</u>	UNICHARM CORPORATION - SPN ADR	511.000	11.417	5,561.15	5,834.09	28.11	0.13
<u>UOVEY</u>	UNITED OVERSEAS BK LTD SPONSORED ADR	100.000	33.645	3,079.00	3,364.50	94.90	0.07
<u>HIEMX</u>	VIRTUS EMERGING MARKETS OPPORTUNITY-I	8,683.793	9.550	83,373.27	82,930.22	911.80	1.78
<u>WEIGY</u>	THE WEIR GROUP PLC UNSP ADR	250.000	17.656	4,508.58	4,414.00	71.25	0.10
<u>ACN</u>	ACCENTURE PLC SEDOL #B4BNMY3 ISIN #IE00B4NMY34	298.000	82.220	23,635.19	24,501.56	554.28	0.53
<u>IVZ</u>	INVESCO LTD	642.000	36.400	20,899.62	23,368.80	577.80	0.50
<u>RNR</u>	RENAISSANCE RE HLDGS LTD	42.000	97.340	3,835.73	4,088.28	47.04	0.09
<u>UBS</u>	UBS AG-NEW SEDOL #B18YFJ4	224.000	19.250	4,394.88	4,312.00	35.84	0.09
<u>LYB</u>	LYONDELLBASELL INDUSTRIES - CL A SEDOL #B3SPXZ3 ISIN #NL0009434992	144.000	80.280	10,565.68	11,560.32	345.60	0.25
<b>TOTAL FOR INTERNATIONAL</b>				559,749.72	621,579.74	13,618.46	13.28
<b>PARTNERSHIPS</b>							
HARBERT PRIVATE EQUITY FUND II LLC			42,831.300	1.000	35,059.10	42,831.30	0.92
<b>TOTAL FOR PARTNERSHIPS</b>				35,059.10	42,831.30		0.92
<b>TOTAL PORTFOLIO</b>				4,228,876.58	4,679,875.63	119,064.17	100.00

BEACH FDN TR C FOR UAB DIABETES HOSP

63-6121522

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

=====

OFFICER NAME:

REGIONS BANK

ADDRESS:

P.O. BOX 11426

BIRMINGHAM, AL 35203

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION ..... 35,042.

COMPENSATION EXPLANATION:

TRUSTEE FEES

TOTAL COMPENSATION: 35,042.

=====

STATEMENT 12

## 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	4,458,744.		
FEBRUARY	4,493,600.		
MARCH	4,563,663.		
APRIL	4,614,307.		
MAY	4,622,186.		
JUNE	4,533,433.		
JULY	4,655,465.		
AUGUST	4,569,542.		
SEPTEMBER	4,653,882.		
OCTOBER	4,757,410.		
NOVEMBER	4,807,063.		
DECEMBER	4,679,876.		
TOTAL	55,409,171.		
AVERAGE FMV	4,617,431.		

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://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](http://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.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. BEACH FDN TR C FOR UAB DIABETES HOSP 1055000147	Employer identification number (EIN) or 63-6121522
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. C/O REGIONS BANK, P.O. BOX 2886	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MOBILE, AL 36652-2886	

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

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

- The books are in the care of ► REGIONS BANK, TRUST DEPARTMENT

Telephone No. ► (251) 690-1024 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 08/15, 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 , 20 , and ending , 20 .

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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ 21,600.
b If this application is for Form 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 \$ 3,600.
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 \$ 18,000.

**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.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** and check this box . . . . . ►
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** (on page 1).

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

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.  BEACH FDN TR C FOR UAB DIABETES HOSP 1055000147	Employer identification number (EIN) or  63-6121522
	Number, street, and room or suite no. If a P.O. box, see instructions.  C/O REGIONS BANK, P.O. BOX 2886	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  MOBILE, AL 36652-2886	

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

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

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

- The books are in the care of ► REGIONS BANK, TRUST DEPARTMENT  
Telephone No. ► (251)690-1024 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.

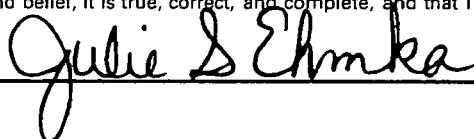
- I request an additional 3-month extension of time until 11/17, 20 14 .
- For calendar year 2013, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS REQUESTED IN ORDER TO  
GATHER THE NECESSARY INFORMATION TO PREPARE  
A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ 21,600.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ 25,200.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$

**Signature and Verification must be completed for Part II only.**

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

Signature ►



Title ► TRUST OFFICER

Date ► 08/12/2014

Form 8868 (Rev. 1-2014)