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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

A Employer identification number
63-6181261

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O DRAWER 1628

B Telephone number (see instructions)
(251) 690-1411

City or town, state or province, country, and ZIP or foreign postal code
MOBILE, AL 366331628

C If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

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)* ▶$ 20,369,655

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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

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				
	4	Dividends and interest from securities	418,957	418,957		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,047,332			
	b	Gross sales price for all assets on line 6a 5,068,232				
	7	Capital gain net income (from Part IV, line 2)		1,047,332		
	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)		-12,052		
	12	**Total.** Add lines 1 through 11	1,466,289	1,454,237		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	123,256	123,256		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,845	0		2,845
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	15,535	3,310		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,210	0		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	144,846	126,566		2,845
	25	Contributions, gifts, grants paid	867,734			867,734
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,012,580	126,566		870,579
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	453,709			
	b	**Net investment income** (if negative, enter -0-)		1,327,671		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	499,716	593,554	593,554
	3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	976,347	954,912	953,890
	b	Investments—corporate stock (attach schedule)	5,957,758	5,480,204	9,418,561
	c	Investments—corporate bonds (attach schedule)	2,402,452	2,754,907	2,866,522
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,795,513	5,302,489	6,537,128
	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)	14,631,786	15,086,066	20,369,655
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)	0	0	
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	14,631,786	15,086,066	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	14,631,786	15,086,066	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,631,786	15,086,066	

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	14,631,786
2	Enter amount from Part I, line 27a	2	453,709
3	Other increases not included in line 2 (itemize) ▶ ______	3	600
4	Add lines 1, 2, and 3	4	15,086,095
5	Decreases not included in line 2 (itemize) ▶ ______	5	29
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,086,066

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		2013-12-31
b	CAPITAL GAINS DIVIDENDS	P		
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	4,968,485		4,020,900	947,585
b	99,747			99,747
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				947,585
b				99,747
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	1,047,332
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	889,223	17,790,125	0 049984
2011	845,183	18,055,972	0 046809
2010	786,668	17,166,491	0 045826
2009	952,560	16,006,779	0 059510
2008	967,929	18,947,085	0 051086

2	**Total** of line 1, column (d)	2	0 253215
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 050643
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,930,622
5	Multiply line 4 by line 3	5	958,703
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,277
7	Add lines 5 and 6	7	971,980
8	Enter qualifying distributions from Part XII, line 4	8	870,579

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 page 18 of the 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	26,553
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	26,553
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	26,553
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,960		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	13,960
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	12,593
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶REGIONS BANK TRUST DEPARTMENT Telephone no ▶(251) 690-1411

Located at ▶11 NORTH WATER STREET 28TH 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 |

			Yes	No
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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **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 page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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
REGIONS BANK PO DRAWER 1628 MOBILE, AL 366331628	TRUSTEE 2 10	123,256	0	0
T BESTOR WARD 107 PLACE LE VERT MOBILE, AL 36608	DISTR COMM 0 15	0	0	0
GILBERT F DUKES JR 3800 AIRPORT BLVD MOBILE, AL 36608	DISTR COMM 0 38	0	0	0
JOHN C JOHNSON 3601 LONGVIEW LN MOBILE, AL 36608	DISTR COMM 0 15	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	18,550,134
b	Average of monthly cash balances	1b	368,284
c	Fair market value of all other assets (see instructions)	1c	300,488
d	**Total** (add lines 1a, b, and c)	1d	19,218,906
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	19,218,906
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	288,284
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,930,622
6	**Minimum investment return.** Enter 5% of line 5	6	946,531

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	946,531
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 26,553		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	26,553
3	Distributable amount before adjustments Subtract line 2c from line 1	3	919,978
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	919,978
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	919,978

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	870,579
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	870,579
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	870,579

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				919,978
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			867,848	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 870,579				
a Applied to 2012, but not more than line 2a			867,848	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				2,731
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				917,247
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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))

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

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

REGIONS BANK ATTN ROGER COLE
PO DRAWER 1628
MOBILE,AL 366331628
(251) 431-8309

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

NO PRESCRIBED FORM

c Any submission deadlines

NONE

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

ONLY SECTION 501(C)(3) ORGANIZATIONS THAT ARE NOT PRIVATE FOUNDATIONS AND WHICH ARE LOCATED IN THAT PART OF SOUTHWEST ALABAMA, INCLUDING THE COUNTIES OF BALDWIN, CLARKE, ESCAMBIA, MOBILE, MONROE, AND WASHINGTON

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 Additional Data Table				
Total . . . . ▶ **3a**				867,734
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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. . . .			14	418,957	
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	1,047,332	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,466,289	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,466,289

(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)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-05-09	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
J WILBERT JORDAN JR		2014-05-09		P00275848
Firm's name ▶ SMITH DUKES & BUCKALEW LLP			Firm's EIN ▶ 63-0191630	
Firm's address ▶ 3800 AIRPORT BLVD MOBILE, AL 366081667			Phone no (251) 343-1200	

Form 990PF Part XV Line 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*				
ALABAMA SCHOOL OF MATH AND SCIENCE 1255 DAUPHIN STREET MOBILE,AL 36604		PC	REPLACEMENT OF A PASSENGER BUS FOR THE STUDENTS	7,500
BAY AREA FOOD BANK 5248 MOBILE S STREET THEODORE,AL 36582		PC	ELECTRIC PALLET JACK AND 12 5 TON HEATING AND A/C UNIT	18,000
BELLINGRATH GARDENS AND HOME FOUNDATION 12401 BELLINGRATH GARDENS ROAD THEODORE,AL 36582		PC	THE MIRROR LAKE BRIDGE RESTORATION PROJECT	10,000
BIG BROTHERS BIG SISTER OF S ALABAMA 101 N WATER STREET MOBILE,AL 36602		PC	INCREASE NUMBER OF SCHOOLS THAT ARE SERVED	10,000
CATHOLIC SOCIAL SERVICES 400 GOVERNMENT STREET MOBILE,AL 36602		PC	RENOVATION AND RELOCATION COSTS TO NEW BUILDING	10,000
CENTRE FOR THE LIVING ARTS 304 GOVERTMENT STREET MOBILE,AL 36603		PC	FUTURE PROJECTS	25,000
CHILD ADVOCACY CENTER 1351 SPRINGHILL AVE MOBILE,AL 36604		PC	CRITICAL COUNSELING, COURT ADVOCACY AND FAMILY SERVICES	10,000
CLARKE COUNTY DEVELOPMENT FOUNDATION PO BOX 305 THOMASVILLE,AL 36784		PC	SUPPORT FOR THE HIPPY PROGRAM	15,000
DUMAS WESLEY COMMUNITY CENTER 126 MOBILE STREET MOBILE,AL 36607		PC	SENIOR TRANSPORTATION PROGRAM	10,000
EDITH MURPHY FOUNDATION PO BOX 864 MOBILE,AL 36601		PC	INTERNATIONAL BACCALAUREATE PROGRAM	10,000
IMPACT ALABAMA 64 S WATER STREET MOBILE,AL 36602		PC	FOCUSFIRST EXPENSES	5,000
L'ARCHE MOBILE 151 S ANN STREET MOBILE,AL 36604		PC	GENERAL SUPPORT	20,000
MCKEMIE PLACE INC PO BOX 9082 MOBILE,AL 36691		PC	OPERATING COSTS	5,000
MLK REDEVELODMENT CORP 300 N JOACHIM STREET MOBILE,AL 36603		PC	PHASE 1 OF THE BROAD STREET RETAIL CENTER	100,000
MOBILE ARTS COUNCIL 316 DAUPHIN STREET MOBILE,AL 36602		PC	OPERATIONAL SUPPORT	5,000
Total . . . . ▶ **3a**				867,734

Form 990PF Part XV Line 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*				
MOBILE MUESEUM OF ART 4850 MUSEUM DRIVE MOBILE,AL 36608		PC	CAPITAL FUND PROGRAM DEBT REDUCTION	25,000
MOBILE OPERA 257 DAUPHIN STREET MOBILE,AL 36602		PC	PRODUCTION COSTS FOR THE 2013/2014 SEASON	5,000
MULHERIN CUSTODIAL HOME 2496 HALLS MILL ROAD MOBILE,AL 36606		PC	CAPITAL IMPROVEMENTS	10,000
MUSCULAR DYSTROPHY ASSOCIATION 681 5TH AVE MOBILE,AL 36602		PC	SEND 10 CHILDREN TO MDA SUMMER CAMP	5,000
PRICHARD PREPARATORY SCHOOL 2530 SHELTON BEACH RD EIGHT MILE,AL 36613		PC	RENOVATIONS TO NEWLY ACQUIRED BUILDING	20,000
PRODISEE PANTRY INC 6530 SPANISH FORT BLVD SPANISH FORT,AL 36527		PC	PURCHASE HEALTHY FOODS AT REDUCED COST FROM THE USDA	5,000
PROVIDENCE HOSPITAL FOUNDATION PO BOX 850429 MOBILE,AL 36685		PC	UPGRADING EQUIPMENT IN THE WOMENS HEALTH CENTER	20,000
RONALD MCDONALD HOUSE 1626 SPRINGHILL AVE MOBILE,AL 36607		PC	COST OF ONE GUEST ROOM FOR AN ENTIRE YEAR	4,000
SALVATION ARMY 1009 DAUPHIN STREET MOBILE,AL 36604		PC	NEEDIEST FAMILIES CAMPAIGN	9,355
SALVATION ARMY 1009 DAUPHIN STREET MOBILE,AL 36606		PC	PURCHASE OF TWO 12 PASSENGER VANS	30,000
SOUTH MOBILE COUNTY EDUCATION FOUNDATION 307 UNIVERSITY BLVD SOUTH MOBILE,AL 36608		PC	BUILD AN ARTS-IN-EDUCATION PROGRAM IN SOUTHERN MOBILE COUNTY	5,000
ST MARY PARISH 106 PROVIDENCE STREET MOBILE,AL 36604		PC	COMPLETE THE 2009 CAMPAIGN	12,500
ST LUKE'S EPISCOPAL SCHOOL 3975 JAPONICA LANE MOBILE,AL 36693		PC	OPERATIONS OS OTHER SPECIAL NEEDS OF THE SCHOOL	10,000
SURVIVORS OF MENTAL ILLNESS 4351 MIDMOST DRIVE MOBILE,AL 36609		PC	EXPAND SUPPORT SERVICES	3,000
THE BOYS AND GIRLS CLUBS OF S ALABAMA 1102 GOVERNMENT STREET MOBILE,AL 36604		PC	A PILOT READING PROGRAM PROGRAM	10,000
Total . . . . ▶ **3a**				867,734

Form 990PF Part XV Line 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*				
THE GULF COAST EXPLOREUM 65 GOVERNMENT STREET MOBILE,AL 36602		PC	STERNGTHNING FINANCIAL SITUATION	100,000
THE LEARNING TREE 205 LAMBERT AVE MOBILE,AL 36604		PC	PERSONEL COST FOR A NEW TEACHER UNIT AT WOODY'S SONG SCHOOL	25,000
THE MOBILE SYMPHONY 257 DAUPHIN STREET MOBILE,AL 36602		PC	YOUNG PEOPLE'S CONCERTS AND SCHOOL ASSEMBLY PROGRAMS	5,000
THE SHOULDER 4901 BATTLESHIP PKWY SPANISH FORT,AL 36526		PC	PURCHASE AND RENOVATE A SINGLE DORM ROOM	15,000
THOMAS HOSPITAL 750 MORPHY AVE FAIRHOPE,AL 36532		PC	NEW LABOR AND DELIVERY BED FOR THE BIRTH CENTER	7,500
UNIVERSITY OF MOBILE 5735 COLLEGE PKWY MOBILE,AL 36613		PC	FOR NURSING SCHLORSHIPS	25,000
UNIVERSITY OF SOUTH ALABAMA MEDICAL CENTER 307 UNIVERSITY BLVD NORTH MOBILE,AL 36688		PC	SUPPORT THE USA REGIONAL TRAUMA AND BURN CENTERS	100,000
UNIVERSITY OF SOUTH ALABAMA 307 UNIVERSITY BLVD NORTH MOBILE,AL 36688		PC	CRAMPTON CHAIR OF GERONTOLOGY DISTRIBUTION	20,879
UNIVERSITY OF SOUTH ALABAMA UNIVERSITY BLVD MOBILE,AL 36688		PC	CRAMPTON TRUST MEDICAL SCHLORSHIPS FOR ALABAMA RESIDENT	50,000
VICTORY HEALTH PARTNERS 3750 PROFESSIONAL PARKWAY MOBILE,AL 36609		PC	OPERATIONS AND WELLNESS CLINIC	30,000
WATERFRONT RESCUE MISSION 206 STATE STREET MOBILE,AL 36603		PC	BUILD A NEW HOMELESS FACILITY	25,000
WILMER HALL 3811 OLD SHELL ROAD MOBILE,AL 36608		PC	ASSIST WITH EXPANSION OF THE TRANSITIONAL FAMILY PROGRAM	20,000
YOUNG LEADERS OF AMERICA 273 AZALEA ROAD MOBILE,AL 36609		PC	TRAIN AND MENTOR APPROXIMATELY 400 TEENS	5,000
YOUNG LIFE YOUNGLIVES MINISTRY 7171 COTTAGE HILL ROAD MOBILE,AL 36695		PC	GENERAL OPERATING EXPENSES	5,000
Total . . . . ▶ **3a**				867,734

TY 2013 Accounting Fees Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SMITH, DUKES & BUCKALEW -- TAX RETURN PREPARATION	2,670	0		2,670
REGIONS BANK - TAX PRO	175	0		175

TY 2013 Investments Corporate Bonds Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Name of Bond	End of Year Book Value	End of Year Fair Market Value
114,000 CREDIT SUISSE 5.5% 05/01/14	114,823	115,858
113,000 MOR STANLEY 4.2%	114,470	116,593
115,000 IBM BD	117,792	118,145
119,000 BHP BILLITON FINL	118,876	119,652
118,000 ONTARIO PROVINCE 1.375%	118,028	118,092
91,000 CATERPILLAR INC 7.9% 12/15/18	105,063	114,052
48,000 HESS CORP 8.125% 02/15/19	54,564	59,621
51,000 TALSMAN ENERGY 7.75% 06/01/19	57,155	61,081
54,000 CISCO SYSTEMS INC	60,256	59,407
49,000 GOLDMAN SACHS GROUP 7.5% 02/15/19	52,506	59,681
52,000 MERRILL LYNCH CO 6.875% 04/25/18	52,386	61,483
54,000 TARGET CORP 5.375% 05/01/17	53,648	60,699
52,000 TIME WARNER 6.75% 07/01/18	55,964	58,315
54,000 AT&T INC 5.6% 05/15/18	53,588	61,323
53,000 COMCAST CORP 5.7% 07/01/19	54,015	61,256
53,000 ORACEL CORP 5.75% 04/15/18	54,267	61,245
57,000 CSX CORP 6.25% 04/01/15	59,389	60,924
51,000 WACHOVIA CORP 5.75% 06/15/17	44,283	58,176
53,000 CA INC 5.37% 12/01/19	53,620	58,932
59,000 KRAFT FOODS 4.125% 02/09/16	59,684	59,749
58,000 PETROBRAS INTL 5.75% 01/20/20	58,383	59,679
58,000 ANHAU-BUSCH 2.875%	58,316	60,378
62,000 CITIGROUP INC	62,189	62,206
57,000 DIRECTV HDGS 3.55% 03/15/15	57,764	58,879
56,000 GE CAP CORP 5.3%	57,196	62,643
61,000 INTEL CORP 3.3%	61,056	60,603
54,000 PRUDENTIAL FINL 4.5% 11/15/20	53,642	57,931
61,000 TOYOTO MOTOR 3.4%	61,236	61,926
57,000 AM EXPRESS CC 2.75%	57,576	58,987
58,000 BARCLAYS BK 3.9% 04/07/15	58,063	60,368
58,000 DUKE ENERGY 2.15% 11/15/2016	58,057	59,441
58,000 GOLDMAN SACHS 6% 05/01/14	58,196	59,036
59,000 SUNTRUST BANK 3.5%	58,999	62,040
60,000 CHEVRON CORP	60,167	58,679
60,000 HP CO 2.2% 12/01/15	60,042	61,321
121,000 RBC	121,083	119,890
DIRECTV HOLDINGS - 57,000	60,401	59,832
MONDELEZ INTL - 55,000	55,134	58,309
MARATHON OIL CORP - 62,000	61,996	62,051
APPLE INC - 61,000 BD	60,925	58,984
54,000 VERIZON COMMUN BD	60,109	59,055

TY 2013 Investments Corporate Stock Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO - - 1,500 SHS	113,232	210,375
ACCENTURE PLC - 2,000	137,971	164,440
AMERICAN EXPRESS -- 2,500	19,220	226,825
ANADARKO PETROLEUM - 1,800	125,606	142,776
APPLE INC - 385	202,389	215,993
BLACK WARRIOR COAL CO -- 250	86,345	23,549
BLACKROCK INC - 350	63,717	110,765
CHEVRONTEXACO INC -- 2,000	119,119	249,820
CISCO SYS INC. - 3,000	47,100	67,290
COCA COLA CO -- 4,000	43,750	165,240
PHILLIPS 66 -- 2,000	122,114	154,260
CVS/CAREMARK CORP - 3,000	94,200	214,710
DANAHER CORP - 2,500	137,585	193,000
DOMINION RES INC -- 2,000	24,920	129,380
DU PONT EI DE NEMOURS -- 1,000	24,995	64,970
EMC CORP. MASS. - - 2,900	37,377	72,935
EXXON MOBIL CORP -- 2,500	39,102	253,000
FREEPORT-MCMORAN - - 2,000 SHS	61,590	75,480
GENERAL ELECTRIC CO-- 7,000	129,691	196,210
INTEL CORP -- 6,000	22,969	155,730
JOHNSON & JOHNSON -- 2,200	24,698	201,498
JP MORGAN CHASE & CO -- 4,100	96,334	239,768
JUNIPER NETWORKS INC - 4,200	102,912	94,794
LOWE'S CO. - 4,000	130,434	198,200
MCDONALDS CORP - 650	60,406	63,070
MERCK & CO-- 3,000	103,709	150,150
NEMONT MINING CORP. - 2,000	56,560	46,060
NEXTRA ENERGY INC-- 1,000	53,196	85,620
NORTHROP GRUMMAN -- 1,500	46,468	171,915
NUCOR CORP --2,000	107,130	106,760

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORACLE CORP - 5,000	95,674	191,300
PEPSICO INC. - 2,000	86,740	165,880
PFIZER -- 2,000	7,386	61,260
PHILLIP MORRIS IMTL INC - 2,400	61,877	209,112
PRAXAIR INC - 1,000	100,267	130,030
PROCTER & GAMBLE -- 2,400	30,124	195,384
PRUDENTIAL FINL INC - 900	43,704	82,998
QUALCOMM INC - - 2,500	105,595	185,625
RAYTHEON -- 1,500	47,231	136,050
SCHLUMBERGER LTD -- 2,000	27,955	180,220
SOUTHERN CO -- 4,000	107,789	164,440
STRYKER CORP - - 1,000 SHS	58,225	75,140
TARGET CORP - 2,500	146,159	158,175
TEXAS INSTRS. - 4,000	139,360	175,640
THERMO FISHER INC - 1,000	42,545	111,350
TRAVELERS CO - 900	43,044	81,486
UNION PACIFIC -- 1,000	18,987	168,000
UNITED TECH CORP - - 1,000 SHS	64,499	113,800
VERIZON COMMUNICATIONS -- 1,400	27,479	68,796
VISA INC-- 1,000	83,399	222,680
WELLS FARGO CO - 5,000	171,570	227,000
WALT DISNEY CO -- 2,900	162,930	221,560
FORD MOTOR CO -- 6,800	102,498	104,924
STARBUCKS CORP -- 750	56,665	58,793
TJX COS INC -- 1,300	66,143	82,849
TIFFANY & CO -- 900	57,303	83,502
WAL MART STORES INC -- 1,500	112,881	118,035
CITIGROUP INC -- 3,700	185,513	192,807
INVESCO LTD -- 3,800	126,426	138,320
EXPRESS SCRIPTS HOLDING -- 1,900	119,939	133,456

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GILEAD SCIENCES -- 1,200	64,920	90,120
MCKESSON CORP -- 1,150	124,326	185,610
HONEYWELL INTL INC --1,600	123,754	146,192
AUTO DESK INC -- 1,400	57,180	70,447
GOOGLE INC -- 95	57,234	106,467
INTUIT INC -- 1,000	63,492	76,320
LYONDELLBASELL INDUS -- 750	54,552	60,210

TY 2013 Investments Government Obligations Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

US Government Securities - End of Year Book Value:	954,912
US Government Securities - End of Year Fair Market Value:	953,890
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
292,000 FNMA 5%	AT COST	313,892	320,928
2,416 FNMA	AT COST	2,572	2,573
43,690 FNMA	AT COST	45,902	46,312
55,230 FNMA	AT COST	56,930	56,424
117,220 FNMA 6%	AT COST	120,572	130,273
30,097 FNMA	AT COST	32,016	31,972
231, 000 FHLMC 2.875%	AT COST	238,836	237,754
50,771 FNMA	AT COST	52,567	52,290
60,023 FNMA	AT COST	59,882	59,687
67,645 FNMA	AT COST	74,664	75,902
14,760 FNMA	AT COST	15,705	15,807
39,894 FNMA 5%	AT COST	43,029	43,333
38,988 FHLMC	AT COST	42,381	42,199
15,733 FNMA	AT COST	17,094	17,554
16,282 FNMA	AT COST	17,437	18,036
23,406 FNMA 6%	AT COST	24,876	26,059
26,405 FHLMC 4.5%	AT COST	28,398	27,992
40,280 FHLMC	AT COST	42,621	42,544
2,661 FNMA	AT COST	2,903	2,943
12,396 FNMA 6%	AT COST	13,161	13,713
20,799 FHLMC	AT COST	22,073	22,025
29,934 FHLMC 4%	AT COST	31,702	30,768
17,626 FNMA 5.5%	AT COST	19,207	19,417
7,832 FNMA 5%	AT COST	7,911	8,456
24,227 FNMA	AT COST	25,624	24,949
48,412 FHLMC 3.5%	AT COST	50,636	50,504
8,101 FNMA 6%	AT COST	8,815	9,007
AMER EUROPACIFIC GRTH FD - 17,550	AT COST	610,000	859,577
ARTISAN MID CAP VALUE FD - 14,675	AT COST	207,000	396,220
ARTISAN SMALL CAP VALUE FD - 19,066	AT COST	247,000	359,393

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BUFFALO SMALL CAP FD - 11,388	AT COST	227,000	425,011
ISHARES RUSSELL 1000 FD-- 4,000	AT COST	244,640	376,680
MFS RESH INTL FD - 4366.812	AT COST	50,000	80,568
REGIONS SE TIMBER FD - 3,025	AT COST	327,500	300,522
THORNBURG INTL VALUE FD - 25213	AT COST	605,000	808,315
VIRTUS EMERGING MKTS FD - 9,820	AT COST	100,000	93,776
AMERICAN CENTURY S.C. FD -14,062	AT COST	131,000	137,671
JP MORGAN MID CAP FD - 3,195	AT COST	97,400	112,194
NATIONWIDE MID CAP FD - 17,087	AT COST	414,700	510,383
VIRTUS SMALL CAP FD - 4,625	AT COST	100,300	118,867
FHLMC -- 149,000	AT COST	149,915	149,748
FNMA -- 29,176	AT COST	31,382	31,020
FNMA -- 49,726	AT COST	52,515	49,453
FNMA -- 44,078	AT COST	45,731	46,116
IVY HIGH INCOME FD - 9,645	AT COST	83,333	83,333
TEMPLETON GLOBAL BD FD - 12,900	AT COST	166,667	168,860

TY 2013 Other Decreases Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Description	Amount
PARTNERSHIP INTEREST INCOME NOT ON BOOKS	29

TY 2013 Other Expenses Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
D & O INSURANCE	3,110	0		0
COMMUNITY FDN DUES	100	0		0

TY 2013 Other Increases Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Description	Amount
BOOK/TAX TIMING DIFFERENCE	600

TY 2013 Taxes Schedule

Name: CRAMPTON TRUST #1255000731 REGIONS BANK TRUSTEE

EIN: 63-6181261

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN WITHHOLDING TAXES	3,310	3,310		0
EXCISE TAX PAYMENTS	12,225	0		0