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Return of Private Foundation

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

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

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

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

MARY EMILY WILSON CHARITABLE TRUST

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

Room/suite

C/O REGIONS BANK, P O BOX 2886

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

601-354-8458

MOBILE, AL 36652-2886

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,397,473. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number

64-6179881

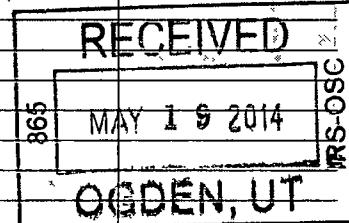
B Telephone number (see instructions)

601-354-8458

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ►

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3.	3.		STMT 1
4 Dividends and interest from securities	9,594.	9,614.		STMT 2
5a Gross rents	104,236.	104,236.	104,236.	
b Net rental income or (loss)	80,761.			
6a Net gain or (loss) from sale of assets not on line 10	11,907.			
b Gross sales price for all assets on line 6a	127,449.			
7 Capital gain net income (from Part IV, line 2)		11,907.		
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)	4,811.			STMT 3
12 Total. Add lines 1 through 11	130,551.	125,760.	104,236.	
13 Compensation of officers, directors, trustees, etc	18,676.	9,338.		9,338.
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)	800.	NONE	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	38.	38.		
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)	23,475.			
24 Total operating and administrative expenses				
Add lines 13 through 23	42,989.	9,376.	NONE	10,138.
25 Contributions, gifts, grants paid	81,750.			81,750.
26 Total expenses and disbursements Add lines 24 and 25	124,739.	9,376.	NONE	91,888.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	5,812.			
b Net investment income (if negative, enter -0-)		116,384.		
c Adjusted net income (if negative, enter -0-)			104,236.	



REVENUE & EXPENSES

SCANNED MAY 28 2014

2014

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	-27.	-7,650.	-7,650.
2	Savings and temporary cash investments		9,939.	9,939.
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)			
b	Investments - corporate stock (attach schedule)	117,554.	178,318.	209,931.
c	Investments - corporate bonds (attach schedule)	200,148.	143,563.	140,533.
11	Investments - land, buildings, and equipment basis ►	515,967.		
	Less accumulated depreciation ►		515,967.	1,044,720.
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	833,642.	840,137.	1,397,473.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, . . . ► <input checked="" type="checkbox"/>			
	check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	833,642.	840,137.	
28	Paid-in 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)	833,642.	840,137.	
31	Total liabilities and net assets/fund balances (see instructions)	833,642.	840,137.	

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	833,642.
2	Enter amount from Part I, line 27a	2	5,812.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	683.
4	Add lines 1, 2, and 3	4	840,137.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	840,137.

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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.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 127,449.		115,542.	11,907.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			11,907.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	11,907.	
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	39,903.	1,493,307.	0.026721
2011	82,253.	1,482,190.	0.055494
2010	48,000.	1,347,853.	0.035612
2009	77,250.	937,640.	0.082388
2008	42,528.	939,067.	0.045288
2 Total of line 1, column (d)			2 0.245503
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 0.049101
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,380,231.
5 Multiply line 4 by line 3			5 67,771.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,164.
7 Add lines 5 and 6			7 68,935.
8 Enter qualifying distributions from Part XII, line 4			8 91,888.
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 1,164.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2
3	Add lines 1 and 2	3 1,164.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 1,164.
6	Credits/Payments	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 624.
b	Exempt foreign organizations - tax withheld at source	6b NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE
d	Backup withholding erroneously withheld	6d
7	Total credits and payments. Add lines 6a through 6d	7 624.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9 540.
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 ► <input type="checkbox"/> NONE Refunded ► <input type="checkbox"/> 11	

Part VII-A Statements Regarding Activities

1a	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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? *If "Yes," complete Part II, col (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MS
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*

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*.

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	REGIONS BANK Located at ► P.O. BOX 23100, JACKSON, MS	Telephone no. ► (601) 354-8458 ZIP+4 ► 39225-3100
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► WY		

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 ► 		
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?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► 		
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.)		
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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	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?					

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 P.O. Box 23100, Jackson, MS 39225-3110	Co-Trustee 1	18,676.	-0-	-0-
John R. Pittman 201 W. Harding Street, Greenwood, MS 38930	Co-Trustee 1	-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		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

Total number of others receiving over \$50,000 for professional services ► **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1NONE	

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
1NONE	

2	

All other program-related investments. See instructions	
3NONE	

Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,401,250.
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	1,401,250.
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	1,401,250.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,019.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,380,231.
6	Minimum investment return. Enter 5% of line 5	6	69,012.

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	69,012.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,164.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,164.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,848.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	67,848.
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	67,848.

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	91,888.
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	91,888.
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	1,164.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	90,724.

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				67,848.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				NONE
b Total for prior years 20 11 ,20 ,20			NONE	
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	13,399.			
c From 2010	NONE			
d From 2011	16,217.			
e From 2012	NONE			
f Total of lines 3a through e	29,616.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 91,888.				
a Applied to 2012, but not more than line 2a				NONE
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				67,848.
e Remaining amount distributed out of corpus	24,040.			
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	53,656.			
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			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
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	53,656.			
10 Analysis of line 9				
a Excess from 2009	13,399.			
b Excess from 2010	NONE			
c Excess from 2011	16,217.			
d Excess from 2012	NONE			
e Excess from 2013	24,040.			

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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				
J Z George Chapter UDC/Confederate Memorial B 1303 MAGNOLIA STREET GREENWOOD MS 38930	NONE	PC	SERVICES AND FACILITIES FOR HANDICAPPED	5,000.
FIRST PRESBYTERIAN CHURCH 300 MAIN STREET GREENWOOD MS 38945	NONE	PC	SERVICES AND FACILITIES FOR HANDICAPPED	750.
GREENWOOD LEFLORE EDUCATIONAL FOUNDATION 69601 HWY 82 GREENWOOD MS 38930	NONE	PC	TO PROVIDE FOR SCHOLARSHIPS TO LOCAL SCHOOLS	5,000.
MUSEUM OF THE MS DELTA 1608 HWY 82 WEST GREENWOOD MS 38930	NONE	PC	SERVICES AND FACILITIES FOR HANDICAPPED	30,000.
DELTA STREETS MINISTRIES, INC. P. O. BOX 9895 GREENWOOD MS 38935-9895	NONE	PC	SERVICES AND FACILITIES FOR HANDICAPPED	5,000.
EPISCOPAL CHURCH OF THE NATIVITY FBO CARING A P.O. BOX 9052 GREENWOOD MS 38930	NONE	PC	TO ASSIST WITH COSTS OF CANCER TREATMENT	1,000.
BEACON HARBOR INC ATTN: MARIE MCNEER PO BOX 1505 GREENWOOD MS 38935-1505	NONE	PC	SERVICES AND FACILITIES FOR HANDICAPPED	5,000.
ART PLACE MISSISSIPPI 212 WEST WASHINGTON STREET GREENWOOD MS 38933	NONE	PC	PROGRAMS - AT RISK YOUTH, DISABLED & ELDERLY	10,000.
CITY OF GREENWOOD P. O. BOX 907 GREENWOOD MS 38935	NONE	PC	PROGRAMS - AT RISK YOUTH, DISABLED & ELDERLY	20,000.
Total			► 3a	81,750.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) 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		3.
4	Dividends and interest from securities			14		9,594.
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property			16		80,761.
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		11,907.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue	a				
b	FEDERAL TAX REFUND			14		4,811.
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					107,076.
13	Total. Add line 12, columns (b), (d), and (e)					107,076.

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

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

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

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

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.

**Sign
Here**

Julie Elmka

1 05/05/2014

Date

▶ ПРИЧАСТЬ СПОСИБОВ

Title

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

REGIONS BANK, TRUSTEE					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	14,902.

	14,902.
	=====

MARY EMILY WILSON CHARITABLE TRUST

64-6179881

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	3.	3.
TOTAL	3.	3.

MARY EMILY WILSON CHARITABLE TRUST

64-6179881

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM SECURITIES	9,594.	9,614.
TOTAL	9,594.	9,614.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

FEDERAL TAX REFUND

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

4,811.

4,811.

=====

STATEMENT 3

MARY EMILY WILSON CHARITABLE TRUST

64-6179881

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	800.	-----	-----	800.
TOTALS	800.	NONE	NONE	800.

MARY EMILY WILSON CHARITABLE TRUST

64-6179881

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAXES	38.	38.
TOTALS	38.	38.

=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION

RENT AND ROYALTY EXPENSES

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

23,475.

23,475.

=====

STATEMENT 6

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

=====

DESCRIPTION

AMOUNT

ROUNDING 4.
NONTAXABLE INCOME FROM STAPLE COTTON COOPERATIVE 679.

TOTAL

683.

=====

STATEMENT 7

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	1,381,755.		
FEBRUARY	1,384,786.		
MARCH	1,389,400.		
APRIL	1,393,968.		
MAY	1,388,294.		
JUNE	1,399,672.		
JULY	1,393,927.		
AUGUST	1,381,286.		
SEPTEMBER	1,389,022.		
OCTOBER	1,453,167.		
NOVEMBER	1,462,246.		
DECEMBER	1,397,474.		
TOTAL	16,814,997.		
AVERAGE FMV	1,401,250.		

MARY EMILY WILSON CHARITABLE TRUST
FORM 990PF, PART XV - LINES 2a - 2d

64-6179881

=====

RECIPIENT NAME:

LORRAINE BLEAKNEY, REGIONS BANK

ADDRESS:

P.O. BOX 23100

JACKSON, MS 39225-3100

RECIPIENT'S PHONE NUMBER: 601-354-8458

FORM, INFORMATION AND MATERIALS:

STUDENT GRANT APPLICATION SHOULD BE
OBTAINED FROM TRUSTEE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

LEFLORE COUNTY, MS, PHYSICALLY AND MENTALLY
HANDICAPPED PERSONS AND CHARITABLE ORGANIZATIONS
THAT PROVIDE PROGRAMS TO SUCH PERSONS

STATEMENT 9

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
435.3 ACRES IN N1/2;	104,236.		23,475.	80,761.
TOTALS	104,236.		23,475.	80,761.

STATEMENT 10

Assets As of 12/31/2013

4055000634

THE MARY EMILY WILSON CHARITABLE TRUST

TIN: 64-6179881

CUSIP/ Description	Units	Tax Cost	Market Value
Cash			
CASH		(7,649.67)	(7,650)
Total For Cash	-	(7,649.67)	(7,650)
Short Term Investments			
999990484 REGIONS TRUST CASH SWEEP	9,939	9,939.36	9,939
Total For Short Term Investments	9,939	9,939.36	9,939
Common Stock			
025816109 AMERICAN EXPRESS CO	40	2,297.60	3,629
032511107 ANADARKO PETROLEUM CORP	30	2,685.00	2,380
037833100 APPLE INC	10	4,324.00	5,610
052769106 AUTO DESK INC	39	1,405.70	1,962
071813109 BAXTER INTERNATIONAL INC	20	1,453.60	1,391
09247X101 BLACKROCK INC	5	996.55	1,582
126650100 CVS/CAREMARK CORPORATION	50	2,174.00	3,579
166764100 CHEVRON CORP	35	3,760.25	4,372
17275R102 CISCO SYSTEMS INC	56	1,116.64	1,256
172967424 CITIGROUP INC	80	4,153.16	4,169
177376100 CITRIX SYSTEM INC	26	1,525.21	1,645
235851102 DANAHER CORP DEL	45	2,440.33	3,474
254687106 WALT DISNEY CO	65	4,280.04	4,966
268648102 E M C CORP MASS	60	1,742.40	1,509
30219G108 EXPRESS SCRIPTS HOLDING CO	45	2,861.68	3,161
30231G102 EXXON MOBIL CORP	45	3,873.60	4,554
345370860 FORD MOTOR COMPANY COM PAR \$0.01	165	2,656.95	2,546
369604103 GENERAL ELECTRIC CO	125	2,381.19	3,504
375558103 GILEAD SCIENCES INC	27	1,355.13	2,028
38259P508 GOOGLE INC CL A	2	1,749.10	2,241
438516106 HONEYWELL INTERNATIONAL INC	35	2,813.30	3,198
458140100 INTEL CORP	120	3,233.59	3,115
461202103 INTUIT INC	23	1,339.75	1,755
46625H100 J P MORGAN CHASE & CO	85	3,958.35	4,971
478160104 JOHNSON & JOHNSON	35	2,232.30	3,206
548661107 LOWE'S COMPANIES INC	65	2,769.65	3,221
580135101 MCDONALDS CORP	15	1,518.90	1,455
58155Q103 MCKESSON CORP	25	2,897.50	4,035
58933Y105 MERCK & CO. INC. NEW	60	2,277.60	3,003
65339F101 NEXTERA ENERGY INC.	35	2,186.10	2,997
68389X105 ORACLE CORPORATION	80	2,288.80	3,061
713448108 PEPSICO INC	35	2,287.25	2,903
718172109 PHILIP MORRIS INTERNATIONAL INC	45	4,120.25	3,921
718546104 PHILLIPS 66	50	2,996.18	3,857
74005P104 PRAXAIR INC	25	2,827.30	3,251
742718109 PROCTER & GAMBLE CO	35	2,318.40	2,849
744320102 PRUDENTIAL FINANCIAL INC	20	1,205.80	1,844

Assets As of 12/31/2013			
4055000634			
THE MARY EMILY WILSON CHARITABLE TRUST			
TIN: 64-6179881			
CUSIP/ Description	Units	Tax Cost	Market Value
747525103 QUALCOMM INC	45	3,001.55	3,341
806857108 SCHLUMBERGER LTD	35	2,410.45	3,154
855244109 STARBUCKS CORP	20	1,419.27	1,568
863667101 STRYKER CORP	20	1,086.20	1,503
872540109 TJX COS INC NEW	30	1,528.20	1,912
87612E106 TARGET CORP	40	2,309.60	2,531
882508104 TEXAS INSTRS INC	70	2,275.00	3,074
883556102 THERMO FISHER SCIENTIFIC INC.	15	817.80	1,670
88579Y101 3M CO	25	2,154.50	3,506
886547108 TIFFANY & CO	20	1,552.60	1,856
89417E109 TRAVELERS COMPANIES INC.	15	877.20	1,358
907818108 UNION PAC CORP	9	1,419.68	1,512
913017109 UNITED TECHNOLOGIES CORP	15	1,206.15	1,707
92343V104 VERIZON COMMUNICATIONS	30	1,122.90	1,474
92826C839 VISA INC - CLASS A SHRS	15	1,841.40	3,340
931142103 WAL MART STORES INC	35	2,721.95	2,754
949746101 WELLS FARGO & CO	110	4,369.19	4,994
Total For Common Stock	2,307	124,616.79	153,452
Foreign Stock			
G1151C101 ACCENTURE PLC SEDOL #B4BNMY3 ISIN #IE00B4NMY34	35	2,861.25	2,878
G491BT108 INVESCO LTD	45	1,475.95	1,638
N53745100 LYONDELLBASELL INDUSTRIES - CL A SEDOL #B3SPXZ3 ISIN #NL0009434992	20	1,459.80	1,606
Total For Foreign Stock	100	5,797.00	6,121
Mutual Funds - Fixed Income			
025081704 AMERICAN CENTURY GOVT INCOME TR INFLATION-ADJ BD FD INV CL	551.0030	7,344.88	6,353
256210105 DODGE & COX INCOME FD FUND #147	4,155.4680	56,983.08	56,223
38141W679 GOLDMAN SACHS HIGH YIELD-INS	986.0010	7,168.23	7,040
723622403 PIONEER BOND FUND CLASS Y FD #0703	7,457.0170	72,066.94	70,916
Total For Mutual Funds - Fixed Income	13,149.4890	143,563.13	140,533
Mutual Funds - Equity			
025076845 AMERICAN CENTURY SMALL CAP VALUE INST CL	608.7690	6,008.55	5,960
339128100 JP MORGAN MID CAP VALUE FD CL I	183.2090	6,055.05	6,434
63868B690 NATIONWIDE GENEVA MID CAP GROWTH FUND	217.7470	5,953.20	6,504
92828N528 VIRTUS SMALL-MID CAP FUND-I	267.9430	5,980.50	6,886
Total For Mutual Funds - Equity	1,277.6680	23,997.30	25,784
Mutual Funds - International			
008882771 INVESCO INTERNATIONAL GROWTH FD CL R5	284.4550	8,926.20	9,757
552983470 MFS RESH INTL FD CL I	517.9020	8,985.60	9,555
92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	551.0110	5,995.00	5,262
Total For Mutual Funds - International	1,353.3680	23,906.80	24,574

Assets As of 12/31/2013

4055000634

THE MARY EMILY WILSON CHARITABLE TRUST

TIN: 64-6179881

CUSIP/ Description	Units	Tax Cost	Market Value
Real Estate			
RF0004240 435.3 ACRES IN N1/2; NE1/4 NW1/4 OF SW1/4 S25 T20N R6W BOLIVAR COUNTY MS	1	515,967.00	1,044,720
Total For Real Estate	1	515,967.00	1,044,720
Total Portfolio		840,137.71	1,397,474