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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 09-01-2013, and ending 08-31-2014

Name of foundation THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION		A Employer identification number 72-1399703			
Number and street (or P O box number if mail is not delivered to street address) 600 LUCKIE DRIVE		B Telephone number (see instructions) (205) 879-2121			
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 352232429		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>			
H Check type of organization Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,569,101		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			
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)	270,000			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18,656	18,656	18,656	
	4 Dividends and interest from securities.	71,713	71,713	71,713	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	190,782			
	b Gross sales price for all assets on line 6a 638,250				
	7 Capital gain net income (from Part IV, line 2)		188,938		
	8 Net short-term capital gain			32,763	
	9 Income modifications				
	10a Gross sales less returns and allowances	9,441			
b Less Cost of goods sold	14,923				
c Gross profit or (loss) (attach schedule)	-5,482		-5,482		
11 Other income (attach schedule)	72	72	72		
12 Total. Add lines 1 through 11	545,741	279,379	117,722		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	23,385	0	0	0
	c Other professional fees (attach schedule)	16,217	16,217	0	0
	17 Interest	120	120	0	0
	18 Taxes (attach schedule) (see instructions)	3,242	0	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	17,412	0	0	0
	24 Total operating and administrative expenses.				
Add lines 13 through 23	60,376	16,337	0	0	
25 Contributions, gifts, grants paid.	128,442			128,442	
26 Total expenses and disbursements. Add lines 24 and 25	188,818	16,337	0	128,442	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	356,923				
b Net investment income (if negative, enter -0-)		263,042			
c Adjusted net income (if negative, enter -0-)			117,722		

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	185,798	117,459	117,459	
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)				
b	Investments—corporate stock (attach schedule)	1,946,741	2,283,504	2,684,383	
c	Investments—corporate bonds (attach schedule)	122,245	169,377	172,885	
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	355,291	364,503	594,374	
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)	2,610,075	2,934,843	3,569,101	
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					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
27	Capital stock, trust principal, or current funds	0	0		
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	2,610,075	2,934,843		
30	Total net assets or fund balances (see page 17 of the instructions)	2,610,075	2,934,843		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,610,075	2,934,843		

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	2,610,075
2	Enter amount from Part I, line 27a	2	356,923
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	2,966,998
5	Decreases not included in line 2 (itemize) ►	5	32,155
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,934,843

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.)
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1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2	188,938
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	32,763

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

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	104,285	2,787,458	0 037412
2011	87,590	2,285,058	0 038332
2010	83,685	2,020,694	0 041414
2009	90,050	1,657,509	0 054329
2008	65,656	1,183,127	0 055494

2 Total of line 1, column (d).	2	0 226981
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 045396
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,315,265
5 Multiply line 4 by line 3.	5	150,500
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,630
7 Add lines 5 and 6.	7	153,130
8 Enter qualifying distributions from Part XII, line 4.	8	128,442

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 <input type="checkbox"/> and enter "N/A" on line 1		
b	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	5,261
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	5,261
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	5,261
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	72
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,333
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"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> 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)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> 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 ► JOHN WILSON CPA	Telephone no ► (205) 802-7212
	Located at ► 2101 HIGHLAND AVE S SUITE 500 BIRMINGHAM AL	ZIP +4 ► 35205

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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	Yes	No
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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.

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 type="checkbox"/> Yes	<input checked="" 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 page 20 of the instructions)?		1b	
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	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))?	<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)?		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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
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		7b	
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
ROBERT E LUCKIE III 600 LUCKIE DRIVE BIRMINGHAM, AL 35223	PRESIDENT 0 00	0	0	0
THOMAS G LUCKIE 600 LUCKIE DRIVE BIRMINGHAM, AL 35223	VICE PRESIDENT 0 00	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		

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 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

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

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	3,131,924
b	Average of monthly cash balances.	1b	233,827
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,365,751
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	3,365,751
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	50,486
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,315,265
6	Minimum investment return. Enter 5% of line 5.	6	165,763

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

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	128,442
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	128,442
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	128,442

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				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
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.	► 1999-05-25							
b	Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.								
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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	128,442
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	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							
4 Dividends and interest from securities.					14	18,656	
5 Net rental income or (loss) from real estate					14	71,713	
a Debt-financed property.							
b Not debt-financed property.							
6 Net rental income or (loss) from personal property.							
7 Other investment income.					15	72	
8 Gain or (loss) from sales of assets other than inventory					18	190,782	
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory.					14	-5,482	
11 Other revenue a _____ b _____ c _____ d _____ e _____							
12 Subtotal Add columns (b), (d), and (e).			0			275,741	
13 Total. Add line 12, columns (b), (d), and (e).					13	275,741	

Part XII-B: Relationship of Activities to the Accomplishment of Exempt Purposes

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
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization or to a charitable organization that is not a public charity

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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

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.

* * * * *

2014-12-12

* * * * *

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

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name	Preparer's Signature	Date 2014-12-10	Check if self-employed <input checked="" type="checkbox"/>	PTIN P0074431
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JOHN M WILSON CPA	2014-12-10	employed	FO0744312
Firm's name ► BORLAND BENEFIELD		Firm's EIN ► 63-0721243	
Firm's address ► 2101 HIGHLAND AVE SUITE 500 BIRMINGHAM, AL 35205		Phone no (205) 802-7212	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
JP MORGAN CHASE & COMPANY		2010-06-08	2013-09-03
COCA COLA COMPANY		2010-08-07	2013-11-07
PROTECTIVE LIFE CORP		2011-11-19	2013-11-07
COCA COLA COMPANY		2010-11-07	2014-01-27
GENERAL ELECTRIC		2012-10-02	2014-01-27
CENTURY LINK		2012-01-13	2014-01-27
US BANCORP PERPETUAL PFD		2013-04-26	2014-01-27
SEADRILL LTD		2011-01-07	2014-02-21
PROTECTIVE LIFE CORP		2011-10-19	2014-06-09
BBT 5 26		2012-07-24	2014-06-23
BBT PFD 5 2		2013-04-24	2014-06-23
AFLAC		2012-09-19	2014-06-23
ORCHIDS PAPER PRODUCTS		2012-09-05	2014-08-04
FPA CRESCENT FUND		2013-06-30	2013-10-08
FPA CRESCENT FUND		2013-06-30	2013-10-08
FPA CRESCENT FUND		2013-06-30	2013-11-08
FPA CRESCENT FUND		2013-06-30	2014-04-22
INVESCO COMSTOCK FUND CLASS		2013-06-30	2014-07-22
CULLEN SMALL CAP VALUE FUND	P	2013-06-30	2014-07-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,000		27,731	-2,731
38,999		22,635	16,364
45,396		17,510	27,886
39,508		22,635	16,873
21,031		25,000	-3,969
29,171		36,792	-7,621
10,339		12,505	-2,166
34,648		34,045	603
137,715		35,019	102,696
22,773		25,000	-2,227
14,900		17,505	-2,605
23,844		25,000	-1,156
26,845		18,276	8,569
11,164		9,693	1,471
31,436		28,751	2,685
12,000		9,978	2,022
2,050		2,006	44
3,900		3,002	898
107,531		76,229	31,302

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,731
			16,364
			27,886
			16,873
			-3,969
			-7,621
			-2,166
			603
			102,696
			-2,227
			-2,605
			-1,156
			8,569
			1,471
			2,685
			2,022
			44
			898
			31,302

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADDICTION COALITION 200 UNION HILL STE 101 BIRMINGHAM, AL 35209			CREATE AND SUPPORT PREVENTION PROGRAMS TO ELIMINATE ADDICTION	10,250
ALABAMA SCHOOL OF FINE ARTS 1800 REVEREND ABRAHAM WOODS JR BLVD BIRMINGHAM, AL 35203			SCHOLARSHIPS	2,500
ALABAMA SYMPHONY 3621 6TH AVENUE SOUTH BIRMINGHAM, AL 35222			ENDOWMENT OF THE MUSICAL ARTS	1,000
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231			CARDIOVASCULAR DISEASE RESEARCH	1,100
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849			DEVELOPE, SUPPORT AND ENCHANGE EDUCATIONAL INTEREST AND PROGRAM OF AUBURN UNIVERSITY	1,770
BIG BROTHERS BIG SISTERS BIRMINGHAM 1901 14TH AVENUE SOUTH BIRMINGHAM, AL 35205			NUTURE CHILDREN FACING ADVERSITY	500
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK RD BIRMINGHAM, AL 35223			CONSERVATION	500
BIRMINGHAM HOLOCAUST EDUCATION CENTER 2222 ARLINGTON AVE BIRMINGHAM, AL 35205			HISTORY EDUCATION	500
BIRMINGHAM MUSEUM OF ART 200 REV ABRAHAM WOODS JR BLVD BIRMINGHAM, AL 35203			CULTURAL AND EDUCATION PRESENTATION AND PRESERVICE WORKS OF ART	500
BIRMINGHAM ZOO 2630 CAHABA RD BIRMINGHAM, AL 35223			WILDLIFE EDUCATION AND PRESERVATION	500
BOY SCOUTS-GREATER AL COUNCIL 516 LIBERTY PKWY BIRMINGHAM, AL 35242			EDUCATION IN LEADERSHIP AND ENVIRONMENT	5,000
CAMPAIGN FOR ED 901 9TH AVE N BIRMINGHAM, AL 35204			SUPPORT IMPROVEMENT OF EDUCATION IN BIRMINGHAM AL	2,000
CANTERBURY UNITED METHODIST CHURCH 350 OVERBROOK ROAD BIRMINGHAM, AL 35213			SPIRITUAL TRAINING	1,000
CATHOLIC FAMILY SERVICES 2121 3RD AVENUE NORTH BIRMINGHAM, AL 35203			FAMILY ASSISTANCE PROGRAMS	250
CENTER FOR EXECUTIVE LEADERSHIP 200 UNION HILL STE 200 BIRMINGHAM, AL 35209			SPIRITUAL LEADERSHIP TRAINING OF MEN	3,300
Total			► 3a	128,442

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHILDREN'S HOSPITAL FOUNDATION 1600 7TH AVE S BIRMINGHAM, AL 35233			MEDICAL CARE	500
CIVIL RIGHTS INSTITUTE 520 SIXTEENTH STREET N BIRMINGHAM, AL 35203			PROMOTE CIVIL AND HUMAN RIGHTS WORLDWIDE THROUGH EDUCATION	250
COLLAT JEWISH FAMILY 3940 MONTCLAIR RD STE 205 BIRMINGHAM, AL 35213			MEETING NEEDS OF OF INDIVIDUAL AND FAMILIES	250
CORNERSTONE SCHOOL 118 55TH STREET NORTH BIRMINGHAM, AL 35212			PRIVATE SCHOOL FOCUSED ON AT RISK CHILDREN	750
CYSTIC FIBROSIS FOUNDATION- ALABAMA 200 CAHABA PARK CIRCLE SUITE 114 BIRMINGHAM, AL 35242			MEDICAL RESEARCH	500
DR ALBERT SMITH UNIV OF PA 1720 2ND AVE SOUTH BIRMINGHAM, AL 35294			EDUCATION HISTORY OF MINORITIES	500
EAGLE RANCH 115 WEST 1470 SOUTH ST GEORGE, UT 84770			SUPPORT ENVIORNMENTAL TEACHING TO YOUTH	500
EMMETT O NEAL LIBRARY 50 OAK STREET MOUNTAIN BROOK, AL 35213			SUPPORT READING AND EDUCATION OF THE COMMUNITY	500
ESPNBBVA COMPASS BOWL 2 RIVERCHASE OFFICE PLAZA BIRMINGHAM, AL 35244			SUPPORT LOCAL CHARITIES SUPPORTED BY BOWL GAME	1,125
EXCEPTIONAL FOUNDATION 1616 OXMOOR ROAD BIRMINGHAM, AL 35202			ASSITS SPECIAL NEEDS INDIVIDUALS WITH SOCIAL AND RECREATIONAL ACTIVITIES	2,000
FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 59267 BIRMINGHAM, AL 35259			SPIRITUAL TRAINING OF STUDENT ATHLETES	500
GATEWAY 411 WATTERSON PARKWAY TRUSSVILLE, AL 35173			CHURCH	1,000
GK1 WORLDWIDE (GLORIA LILLY) 2586 TULANE CT LEWIS CENTER, OH 43035			PHYSICAL EDITION TRAINING IN GOAL TENDING	250
HABITAT FOR HUMANITY - TUSCALOOSA 1120 35TH STREET SUITE B TUSCALOOSA, AL 35401			HOME BUILDING ASSISTANCE	1,500
HAVE A HEART ANIMAL RESCUE PO BOX 660766 BIRMINGHAM, AL 35266			ANIMAL PROTECTION AND ADOPTION SERVICES	250
Total			► 3a	128,442

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HENRY MARIANNA GREENE SPECIAL EQUESTRIANS 29401 ALABAMA HWY 21 S TALLADEGA, AL 35160			HELPING CHILDREN WITH SPECIAL NEEDS THROUGH EQUESTRIAN PROGRAMS	2,000
HIGHLAND'S CASHIERS HOSPITAL FOUNDATION 190 HOSPITAL DRIVE HIGHLANDS, NC 28741			ADMINISTRATION OF GIFTS IN SUPPORT OF HEALTHCARE EXCELLENCE	250
JDRF - ALABAMA CHAPTER 600 BEACON PARKWAY WEST STE 860 BIRMINGHAM, AL 35209			JUVENILE DIABETES RESEARCH	250
JOHN CARROLL HIGH SCHOOL 300 LAKESHORE PARKWAY BIRMINGHAM, AL 35209			EDUCATION OF ALABAMA CHILDREN	500
JUNIOR LEAGUE OF BIRMINGHAM 2212 20TH AVE S BIRMINGHAM, AL 35223			MEETING SPECIAL NEEDS OF COMMUNITY	1,000
K-1 FLOW THROUGH CONTRIBUTIONS 1100 LOUISANA HOUSTON, TX 77002			PASSTHROUGH INFORMATION	12
K-1 FLOW THROUGH CONTRIBUTIONS 880 CARILLON PARKWAY ST PETERSBURG, FL 33716			PASSTHROUGH INFORMATION	1
KIWANIS CLUB 2019 4TH AVE N STE 101 BIRMINGHAM, AL 35203			DEVOTED TO THE PRINCIPLE OF SERVICE, TO THE ADVANCEMENT OF INDIVIDUAL, COMMUNITY AND NATIONAL WELFARE	500
LEADERSHIP BIRMINGHAM 1710 6TH AVENUE N 12TH FLOOR BIRMINGHAM, AL 35203			SEEKING INDIVIDUAL AND GROUP ACTION TO BETTER CONTRIBUTE TO THE COMMUNITY	100
LEGACY OF LEADERSHIP 1200 W MONTGOMERY ROAD TUSKEGEE, AL 36088			TRAINING OF SPIRITUAL LEADERS	500
LEUKEMIA & LYMPHOMA SOCIETY 100 CHASE PARK S SUITE 220 BIRMINGHAM, AL 35244			LEUKEMIA & LYMPHOMA MEDICAL RESEARCH	250
LIVE BEYOND MOBILE MEDICAL DISASTER RELIEF P O BOX 10486 NASHVILLE, TN 37212			PROVIDE DISASTER RELIEF	1,000
MAGIC MOMENTS 1600 7TH AVES S STE 219 BIRMINGHAM, AL 35205			GIVING SPECIAL EXPERIENCES TO CHILDREN IN NEED	250
MAKE WAY PARTNERS PO BOX 26367 BIRMINGHAM, AL 35260			ASSIST IN PREVENTING AND COMBATING HUMAN TRAFFICKING	500
MEDIA RESEARCH CENTER 325 S PATRICK STREET ALEXANDRIA, VA 22314			MEDIA EDUCATION	1,000
Total			► 3a	128,442

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MOMEMTUM LEADERSIP 2821 2ND AVE S STE B-1 BIRMINGHAM, AL 35233			PROMOTE LEADERSHIP TRAINING AND COMMUNITY INVOLVEMENT FOR WOMEN	1,120
MONDAY MORNING QUARTERBACK CLUB 2019 4TH AVE N BIRMINGHAM, AL 35203			SCHOLARSHIPS	12,150
MOUNTAIN BROOK CITY SCHOOLS FOUNDATION 32 VINE STREET BIRMINGHAM, AL 35213			PROVIDE MATERIALS AND FINANCING FOR THE EDUCATION OF YOUTH	4,814
MULTIPLE SCLEROSIS 6520 N ANDREWS AVE FT LAUDERDALE, FL 333092130			PROVIDE SUPPORT FOR INDIVIDUALS WITH MS WITH HEALTH AND WELL BEING	250
NICK'S KIDS CHARITIES BOX 870323 TUSCALOOSA, AL 35487			PROMOTE AND SUPPORT CHILDREN'S CAUSES	4,000
PARKINSONS ASSOCIATION OF ALABAMA 912 TULIP POPLAR LN BIRMINGHAM, AL 35244			MEDICAL RESERACH	2,500
RED MOUNTIAN THEATRE 3028 7TH AVENUE SOUTH BIRMINGHAM, AL 35233			SUPPORT PERFORMING ARTS	2,500
REGIONS CHARITY CLASSIC FOUNDATION 100 GRANDVIEW PLACE BIRMINGHAM, AL 35243			PROMOTE CHARITIES	10,000
REV BIRMINGHAM 505 20TH STREET N SUITE 1010 BIRMINGHAM, AL 35203			REVITALIZING THE CITY OF BIRMINGHAM	1,250
RISE PROGRAM 25 BISHOP PLACE NEW BRUNSWICK, NJ 089011181			SCHOLARSHIPS	2,000
ROBERT REED ONCOLOGY RESEARCH FOUNDATION PO BOX 530186 BIRMINGHAM, AL 35253			CANCER RESEARCH	500
ROTARY CLUB 2019 4TH AVENUE NORTH SUITE 200 BIRMINGHAM, AL 35203			LEADERSHIP TRAINING IN BUSINESS AND PROFESSIONAL ORGANIZATION PROMOTING HUMANITARIAN SERVICES WITH HIGH ETHICAL STANDARDS	1,000
SAMFORD UNIVERSITY 800 LAKESHORE DRIVE BIRMINGHAM, AL 35229			COLLEGE EDUCATION	2,000
SISKIN CHILDREN'S INSTITUTE 1101 CARTER STREET CHATTANOOGA, TN 37402			PROVIDE EDUCATION AND ASSISTANCE FOR CHILDREN WITH SPECIAL NEEDS	2,000
ST BERNARD PREP SCHOOL 1600 ST BERNARD DRIVE SE CULLMAN, AL 35055			ACADEMIC AND SPIRITUAL EDUCATION OF YOUTH	1,000
Total			► 3a	128,442

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ST FRANCIS OF XAVIER CHURCH 2 XAVIER CR BIRMINGHAM, AL 35213			PROMOTE ACADEMIC AND SPIRITUAL TRAINING OF YOUTN	500
SUMMIT CHARTER SCHOOL 809 BROADWAY ST REDWOOD CITY, CA 94063			PROMOTE THE ACADEMIC AND PREPARATION FOR COLLEGE OF YOUTH	250
THE BELL CENTER 1700 29TH CT S BIRMINGHAM, AL 35209			EARLY INTERVENTION OF CHILDREN'S DEVELOPMENTAL NEEDS	1,500
THE FOUNDRY PO BOX 824 BESSEMER, AL 35021			HELPING HOMELESS AND DRUG, AND ACLCOHOL INTERVENTION	3,750
TRIUMP SERVICES 1025 23RD ST S STE 300 BIRMINGHAM, AL 35205			HELPING ADULTS WITH DEVELOPMENTAL DISABILITIES TO LIVE INDEPENDENTLY	250
UAB SCHOOL OF NURSING 1530 3RD AVENUE S BIRMINGHAM, AL 35294			SCHOLARSHIPS	1,200
UNITED WAY OF CENTRAL ALABAMA FOOD BANK 3600 8TH AVE S BIRMINGHAM, AL 35232			FEED THE HOMELESS	15,000
UNIVERSITY OF ALABAMA COMMUICATION AND INFORMATION PO BOX 870144 TUSCALOOSA, AL 35487			SCHOLARSHIP	750
UNIVERSITY OF ALABAMA PO BOX 870144 TUSCALOOSA, AL 35487			PROMOTE HIGHER EDUCATION	1,000
URBAN MINISTRY 1229 COTTON AVE SW BIRMINGHAM, AL 35211			ASSIST INTERCITY POOR AND LOWINCOME PERSONS	1,000
VULCAN PARK 1701 VALLEY VIEW DR BIRMINGHAM, AL 35209			ASSITS RESORTORATION AND MAINTEANCE OF HISTORIC LANDMARK	1,000
WILMER HALL CHILDRENS HOME 3811 OLD SHELL RD MOBILE, AL 36608			ASSIST CHILDREN NEEDING HOMES AND EMOTIONAL SUPPORT	2,500
WORKSHOPS 4244 3RD AVENUE S BIRMINGHAM, AL 35222			VOCATIONAL TRAINING AND EMPLOYMENT OPPORTUITIES FOR PEOPLE WITH DIABILITIES	2,000
WOUNDED WARRIORS PROJECT 3343 PEACHTREE ROAD NE M20 ATLANTA, GA 30326			ASSIST WOUNDED MILITARY VETERANS	1,500
Total			► 3a	128,442

Schedule of Contributors**2013**

► Attach to Form 990, 990-EZ, or 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990.**Schedule B**
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Name of the organization**

THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

Employer identification number

72-1399703

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization

THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

Employer identification number

72-1399703

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT E LUCKIE JR CHARITABLE LEAD TRUST 600 LUCKIE DRIVE BIRMINGHAM, AL 352232429	\$ 270,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION			Employer identification number 72-1399703
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

TY 2013 Accounting Fees Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	23,385	0	0	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
KINDERIDGE ENERGY PARTNER	2013-09	PURCHASED	2014-08					0	-3	
KINDERIDGE ENERGY PARTNER	2013-09	PURCHASED	2014-08					0	-383	
ENTERPRISE PRODUCTS PARTNERS LP	2013-09	PURCHASED	2014-08					0	42	
LINN ENERGY LP	2013-09	PURCHASED	2014-08					0	-392	
KINDER MORGAN ENERGY	2013-09	PURCHASED	2014-08					0	-106	
MORGAN KEEGAN PRIVATE EQUITY FUND	2013-09	PURCHASED	2014-08					0	78	
MORGAN KEEGAN PRIVATE EQUITY FUND	2013-09	PURCHASED	2014-08					0	16,438	
MORGAN KEEGAN PRIVATE EQUITY FUND	2013-09	PURCHASED	2014-08					0	114	
NUVEEN CORE EQUITY ALPHA	2013-09	PURCHASED	2014-08					0	711	
MORGAN KEEGAN PE FOF II LP	2013-09	PURCHASED	2014-08					0	-40,008	
COHEN	2013-09	PURCHASED	2014-08					0	440	
VULCAN VALUE GAIN DISTRIBUTION	2013-09	PURCHASED	2013-12					0	773	
VULCAN VALUE GAIN DISTRIBUTION	2013-09	PURCHASED	2013-12					0	2,019	
FEDERAL STRATIGIC	2013-09	PURCHASED	2013-12					0	637	
MAINSTAY LARGE CAP GROWTH CAP GAIN DIST	2013-09	PURCHASED	2013-12					0	2,408	
PRUDENTIAL JENNISON CAPITAL GAIN DIST	2013-09	PURCHASED	2013-12					0	11,341	
PRUDENTIAL JENNISON CAPITAL GAIN DIST	2013-09	PURCHASED	2013-12					0	3,223	
FPA CRESCENT FUND CAPITAL GAIN DIST	2013-09	PURCHASED	2013-12					0	731	
FPA CRESCENT FUND CAPITAL GAIN DIST	2013-09	PURCHASED	2013-12					0	13	
PRINCIPAL SMALL MID CAP GAIN DISTRIBUTION	2013-09	PURCHASED	2013-12					0	972	
PRINCIPAL SMALL MID CAP GAIN DISTRIBUTION	2013-09	PURCHASED	2013-12					0	55	
PRINCIPAL SMALL MID CAP GAIN DISTRIBUTION	2013-09	PURCHASED	2013-12					0	941	
PRINCIPAL SMALL MID CAP GAIN DISTRIBUTION	2013-09	PURCHASED	2013-12					0	177	
CULLEN SMALL CAP GAIN DIST	2013-09	PURCHASED	2013-12					0	1,389	
FPA CRESCENT FUND CAPITAL GAIN DIST	2013-09	PURCHASED	2014-07					0	234	

TY 2013 Investments Corporate Bonds Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION
EIN: 72-1399703

Name of Bond	End of Year Book Value	End of Year Fair Market Value
RAYMOND JAMES/MORGAN KEEGAN CLOSED END BOND FUND	169,377	172,885

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION
EIN: 72-1399703

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RAYMOND JAMES/MORGAN KEEGAN PREFERRED STOCK	302,327	319,926
RAYMOND JAMES/MORGAN KEEGAN STOCK MUTUAL FUND	776,184	953,563
RAYMOND JAMES/MORGAN KEEGAN STOCK MUTUAL FUNDS	1,204,993	1,410,894

TY 2013 Investments - Other Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION**EIN:** 72-1399703

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RAYMOND JAMES/MORGAN KEEGAN REITS/TANGIBLES	FMV	203,647	386,120
RAYMOND JAMES/MORGAN KEEGAN PRIVATE EQUITY FUND	FMV	160,856	208,254

TY 2013 Other Decreases Schedule**Name:** THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION**EIN:** 72-1399703

Description	Amount
LIMITED PARTNERSHIP NON TAXABLE DISTRIBUTIONS	133
PENALTIES	65
RECORDING PRIOR PERIOD K-1 INVESTMENT BASIS CHANGES	31,957

TY 2013 Other Expenses Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION

EIN: 72-1399703

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS - MORGAN KEEGAN	3,839	0	0	0
INTANGIBLE DRILLING COSTS	3,538	0	0	0
SECTION 59(E)(2) EXPENDITURES	7,034	0	0	0
COST DEPLETION	2,829	0	0	0
SECTION 743(B)	172	0	0	0

TY 2013 Other Income Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION**EIN:** 72-1399703

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MORGAN KEEGAN PRIVATE	6	6	6
KINDER MORGAN ENERGY PARTNERS	66	66	66

TY 2013 Other Professional Fees Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION**EIN:** 72-1399703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	16,217	16,217	0	0

TY 2013 Taxes Schedule

Name: THE ROBERT AND LOIS LUCKIE CHARITABLE FOUNDATION**EIN:** 72-1399703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES - EXISE	3,224	0	0	0
FOREIGN TAXES PAID	18	0	0	0