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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

**2014**Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation  
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Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

REGIONS FOUNDATION 2055000921

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

Room/suite

REGIONS BK TR DEPT CUSTODIAN PO BCX 2886

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

MOBILE, AL 36652-2886

A Employer identification number

58-2071018

B Telephone number (see instructions)

251-690-1024

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

G Check all that apply:

☒ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ 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

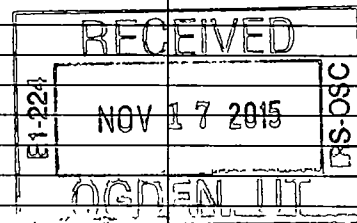
16) \$ 5,615,553.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	8.	8.		STMT 1
4 Dividends and interest from securities	138,697.	135,708.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,305,172.			
b Gross sales price for all assets on line 6a	6,999,546.			
7 Capital gain net income (from Part IV, line 2)		1,305,172.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,443,877.	1,440,888.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule) STMT 4	29,521.	29,521.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	2,212.	2,436.		
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) STMT 6	770.	770.		
24 Total operating and administrative expenses. Add lines 13 through 23.	33,503.	32,727.	NONE	1,000.
25 Contributions, gifts, grants paid	335,000.			335,000.
26 Total expenses and disbursements. Add lines 24 and 25	368,503.	32,727.	NONE	336,000.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,075,374.			
b Net investment income (if negative, enter -0-)		1,408,161.		
c Adjusted net income (if negative, enter -0-)				



<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .		104,341.	84,976.	84,976.
	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 . . . . .				
	10a	Investments - U.S. and state government obligations (attach schedule) . . . . .	STMT 7	619,267.	740,456.	743,015.
	b	Investments - corporate stock (attach schedule) . . . . .	STMT 8	2,416,016.	3,103,856.	3,618,176.
	c	Investments - corporate bonds (attach schedule) . . . . .	STMT 19	892,892.	1,163,046.	1,169,386.
	11	Investments - land, buildings, and equipment basis . . . . .				
	Less accumulated depreciation ▶ . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis . . . . .					
	Less accumulated depreciation ▶ . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		4,032,516.	5,092,334.	5,615,553.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				NONE	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .		4,032,516.	5,092,334.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		4,032,516.	5,092,334.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		4,032,516.	5,092,334.	

**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	4,032,516.
2	Enter amount from Part I, line 27a . . . . .	2	1,075,374.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 21 . . . . .	3	1,133.
4	Add lines 1, 2, and 3 . . . . .	4	5,109,023.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 22 . . . . .	5	16,689.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	5,092,334.

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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**

(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)
<b>a</b> 6,999,546.		5,694,374.	1,305,172.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			
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))
<b>a</b>			1,305,172.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	1,305,172.
<b>3</b> 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	<b>3</b>	

**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))
2013	355,107.	5,456,323.	0.065082
2012	211,000.	4,953,134.	0.042599
2011	283,500.	4,949,917.	0.057274
2010	333,500.	4,853,760.	0.068710
2009	225,900.	4,425,632.	0.051044

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.284709
<b>3</b> 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	<b>3</b>	0.056942
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	<b>4</b>	5,679,081.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	323,378.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	14,082.
<b>7</b> Add lines 5 and 6	<b>7</b>	337,460.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.	<b>8</b>	336,000.

**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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	28,163.
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	28,163.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	28,163.
6	<b>Credits/Payments</b>		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . .	6a	896.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	41,349.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	42,245.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	14,082.
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> ▶ 14,082. <b>Refunded</b> ▶	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b 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		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> 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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN		
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 . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SEE STATEMENT 23</u> Telephone no. <u></u> Located at <u></u> ZIP+4 <u></u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <u></u> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? <u></u>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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) <u></u>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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 2014 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 2014.) <u></u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 24				

**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		-0-	-0-	-0-

**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

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

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

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**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	5,765,564.
b	Average of monthly cash balances . . . . .	1b	NONE
c	Fair market value of all other assets (see instructions). . . . .	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	5,765,564.
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	5,765,564.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	86,483.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	5,679,081.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	283,954.

**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	283,954.
2a	Tax on investment income for 2014 from Part VI, line 5 . . . . .	2a	28,163.
b	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	2b	
c	Add lines 2a and 2b . . . . .	2c	28,163.
3	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	255,791.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5	Add lines 3 and 4 . . . . .	5	255,791.
6	Deduction from distributable amount (see instructions). . . . .	6	NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	255,791.

**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	336,000.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	336,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	5	N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	336,000.

**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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .				255,791.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>12</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009 . . . . .	6,872.			
<b>b</b> From 2010 . . . . .	92,787.			
<b>c</b> From 2011 . . . . .	39,385.			
<b>d</b> From 2012 . . . . .	NONE			
<b>e</b> From 2013 . . . . .	84,077.			
<b>f</b> Total of lines 3a through e . . . . .	223,121.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>336,000.</u>				
<b>a</b> Applied to 2013, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2014 distributable amount . . . . .				255,791.
<b>e</b> Remaining amount distributed out of corpus . . . . .	80,209.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	303,330.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	6,872.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	296,456.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010 . . . . .	92,787.			
<b>b</b> Excess from 2011 . . . . .	39,385.			
<b>c</b> Excess from 2012 . . . . .	NONE			
<b>d</b> Excess from 2013 . . . . .	84,077.			
<b>e</b> Excess from 2014 . . . . .	80,209.			

## 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 2014, enter the date of the ruling: ▶

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

		Tax year	Prior 3 years		(e) Total
		(a) 2014	(b) 2013	(c) 2012	
2 a	Enter the lesser of the ad-justed 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 invest-ment 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 sup-port 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:

**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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>  SEE STATEMENT 35				335,000.
<b>Total</b> .....			▶ <b>3a</b>	335,000.
<b>b Approved for future payment</b>				
<b>Total</b> .....			▶ <b>3b</b>	

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

**Enter gross amounts unless otherwise indicated.**

Enter gross amounts unless otherwise indicated.		Unrelated business income		Exclude by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	<b>Program service revenue</b>					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>			14	8.	
<b>4</b>	<b>Dividends and interest from securities</b>			14	138,697.	
<b>5</b>	<b>Net rental income or (loss) from real estate:</b>					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>			13	1,305,172.	
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue</b>					
a						
b						
c						
d						
e						
<b>12</b>	<b>Subtotal. Add columns (b), (d), and (e)</b>				1,443,877.	
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e)</b>				1,443,877.	

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

[illegible]



REGIONS FOUNDATION 2055000921

58-2071018

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INTEREST	8.	8.
	-----	-----
TOTAL	8.	8.
	=====	=====

REGIONS FOUNDATION 2055000921

58-2071018

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	138,697.	135,708.
	-----	-----
TOTAL	138,697.	135,708.
	=====	=====



REGIONS FOUNDATION 2055000921

58-2071018

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	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

REGIONS FOUNDATION 2055000921

58-2071018

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	29,521.	29,521.
	-----	-----
TOTALS	29,521.	29,521.
	=====	=====

REGIONS FOUNDATION 2055000921

58-2071018

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2,212.	2,212.
FOREIGN TAXES ON QUALIFIED FOR		72.
FOREIGN TAXES ON NONQUALIFIED		152.
	-----	-----
TOTALS	2,212.	2,435.
	=====	=====

REGIONS FOUNDATION 2055000921

58-2071018

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NONALLOCABLE EXPENSES -	770.	770.
TOTALS	----- 770. =====	----- 770. =====

REGIONS FOUNDATION 2055000921

58-2071018

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

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
UNITED STATES TREASURY 4.125	16,388.	15,712.	15,222.
US TREASURY N/B 2.625%	27,400.	27,183.	30,271.
FNMA 5% 3/15/2016	84,795.	86,373.	83,311.
US TREAS INFL IN .625% 7/15/21	44,625.		
FHLM 2.875% 2/9/15	86,466.	70,344.	68,150.
FHLM 1% 7/30/14	38,499.		
US TREAS 1.375% 11/30/15	321,094.	253,020.	252,500.
US TREASURY 2.375% 7/31/17		151,785.	151,304.
US TREASURY 1.75% 5/15/23		97,934.	104,183.
US TREASURY N/B .625% 7/15/16		38,105.	38,074.
	-----	-----	-----
TOTALS	619,267.	740,456.	743,015.
	=====	=====	=====

REGIONS FOUNDATION 2055000921

58-2071018

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
AT&T INC	59,457.	39,052.	36,848.
CVS/CAREMARK CORPORATION	40,767.	11,960.	42,473.
ILLIONIS TOOL WORKS INC	30,048.		
J P MORGAN CHASE & CO	44,179.	30,731.	39,613.
MICROSOFT CORP	33,326.		
MONSANTO CO NEW	50,866.		
THERMO FISHER SCIENTIFIC, INC	39,686.	7,228.	19,671.
TRAVELERS COMPANIES, INC	61,608.		
VERIZON COMMUNICATIONS	53,334.	34,193.	35,646.
WELLS FARGO & CO	66,339.	38,749.	59,699.
ISHARES S&P MIDCAP	348,731.		
ISHARES S&P SMALL CAP 600	212,527.		
AMERICAN EXPRESS CO.	17,132.	8,369.	40,007.
CHEVRON CORP	82,038.	27,282.	36,010.
CISCO SYSTEMS, INC.	24,653.	2,549.	21,696.
EMC CORP MASS	24,270.	7,132.	19,628.
EXXON MOBIL CORP.	44,684.	28,217.	36,333.
GENERAL ELECTRIC CO.	39,429.	11,494.	18,321.
HOME DEPOT, INC.	27,265.		
INTEL CORP.	32,433.	12,826.	40,681.
JOHNSON & JOHNSON	30,334.	33,708.	56,572.
LOWES COMPANIES, INC.	19,152.		
ORACLE CORPORATION	17,046.	14,342.	43,126.
PEPSICO, INC.	23,331.	15,467.	37,162.
PROCTER & GAMBLE CO.	31,216.	33,496.	59,573.
PRUDENTIAL FINANCIAL INC	19,190.	7,484.	19,901.
QUALCOMM, INC.	34,615.	20,064.	36,347.
SCHLUMBERGER LTD	17,690.	36,304.	48,940.
STRYKER CORP.	37,519.	7,550.	20,847.

REGIONS FOUNDATION 2055000921

58-2071018

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
UNITED TECHNOLOGIES CORP.	25,664.	26,684.	41,170.
WALMART STORES, INC.	13,468.		
3M CO	23,806.	12,488.	41,080.
NEXTERA ENERGY INC	31,157.	21,234.	40,178.
VF CORP	22,074.		
BAXTER INTL	24,726.		
BLACKROCK INC	26,772.	10,352.	20,738.
TEXAS INSTRS INC	26,875.		
APPLE INC	27,130.	22,802.	38,964.
MERCK & CO INC NEW	29,934.	28,791.	36,630.
OCCIDENTAL PETE CORP	29,951.		
VANGUARD FTSE DEVELOPED MKTS	421,632.		
VANGUARD FTSE EMERGING MKTS	149,922.		
AMAG PHARMACEUTICALS INC		1,374.	1,321.
AMN HEALTHCARE SERVICES INC		3,036.	4,077.
AZZ INC		2,954.	3,097.
ABBVIE INC		39,071.	40,311.
ACADIA HEALTHCARE CO INC		3,561.	4,285.
ACTIVISION BLIZZARD INC		5,824.	6,952.
AGILENT TECHNOLOGIES INC		4,426.	4,135.
AKAMAI TECHNOLOGIES INC		7,876.	10,137.
AKORN INC		4,430.	4,416.
ALLEGHENY TECHNOLOGIES INC		5,882.	5,841.
AMERICAN AXLE & MFG HLDGS INC		5,547.	6,574.
AMERICAN EQUITY INVT LIFE		4,532.	5,721.
AMERICAN INTL GROUP INC		38,621.	39,935.
AMERICAN STATES WATER CO		3,199.	3,841.
AMERICAN TOWER CORP CL A		12,483.	14,828.
AMERISOURCEBERGEN CORP		7,298.	9,286.

REGIONS FOUNDATION 2055000921

58-2071018

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
AMSURG CORP		4,632.	5,145.
AMTRUST FINANCIAL SERVICES		1,460.	2,194.
ANSYS INC		6,794.	6,560.
ARCBEST CORP		3,313.	4,220.
ARRIS GROUP INC		5,194.	4,861.
ASHFORD HOSPITALITY TRUST		3,820.	3,710.
AUTO DESK INC		25,685.	28,889.
CR BARD INC		5,437.	6,665.
BBCN BANCORP INC		4,780.	4,055.
BIO-RAD LABORATORIES INC CL A		4,519.	4,220.
BOISE CASCADE COMPANY		4,573.	6,130.
BORG WARNER INC		9,452.	9,342.
BOSTON PROPERTIES INC		4,983.	6,048.
BRANDYWINE RLTY TR		4,402.	4,890.
BRUNSWICK CORP		6,620.	7,945.
BUFFALO WILD WINGS INC		4,352.	5,231.
CBRE GROUP INC		8,864.	11,474.
CNO FINANCIAL GROUP, INC		6,661.	6,113.
CSX CORP		8,268.	11,050.
CABOT CORP		4,525.	3,860.
CARDTRONICS INC		6,247.	5,671.
CELGENE CORP		30,504.	40,270.
CENTENE CORP DEL		2,761.	4,466.
CHEMICAL FINANCE CORP		2,740.	2,666.
CHESAPEAKE LODGING TRUST		3,634.	5,209.
CINEMARK HOLDINGS INC		4,368.	5,052.
CITIGROUP INC		56,298.	58,276.
CITRIX SYSTEM INC		37,112.	36,111.
COGNIZANT TECHNOLOGY SOLUTIONS		18,979.	21,696.



REGIONS FOUNDATION 2055000921

58-2071018

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
COHERENT INC		3,469.	3,461.
COMMUNITY TR BANCORP INC		2,115.	2,087.
COVANCE INC		7,693.	8,411.
CRANE CO		2,903.	2,348.
CUMMINS INC		9,815.	10,380.
CYBERONICS INC		5,381.	4,454.
D R HORTON INC		10,628.	12,519.
DARDEN RESTAURANTS INC		5,517.	6,332.
DEPOMED INC		3,154.	3,544.
WALT DISNEY CO		30,935.	39,466.
DOVER CORP		6,304.	5,164.
DUPONT FABROS TECHNOLOGY		4,785.	5,584.
EASTMAN CHEMICAL CO		10,039.	9,483.
EATON VANCE CORP COM NON VTG		7,769.	7,777.
ECHOSTAR CORPORATION		6,153.	6,720.
ECOLAB INC		34,523.	34,492.
ELECTRONICS FOR IMAGING INC		5,556.	5,525.
EMERGENT BIOSOLUTIONS INC		3,347.	3,404.
ENANTA PHARMACEUTICALS INC		1,688.	2,441.
ENERSYS		5,306.	4,506.
ENTEGRIS INC		3,108.	3,395.
EURONET WORLDWIDE INC		4,575.	4,996.
EXPRESS SCRIPTS HOLDING CO		7,862.	9,144.
FEDEX CORP		35,424.	36,990.
FINISAR CORPORATION		4,402.	3,649.
FIRSTMERIT CORP		5,256.	4,590.
FORD MOTOR COMPANY		43,151.	41,571.
GATX CORP		7,167.	7,883.
GENERAL DYNAMICS CORP		5,679.	8,120.

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STATEMENT 11

REGIONS FOUNDATION 2055000921

58-2071018

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
GILEAD SCIENCES INC		14,367.	16,873.
GLOBAL PMTS INC		5,793.	6,781.
GOOGLE INC CL A		8,897.	8,491.
GOOGLE INC CL C - W/I		9,800.	8,949.
GRAND CANYON EDUCATION INC		6,054.	6,159.
GRAPHIC PACKAGING HOLDING CO		3,128.	4,127.
GREENBRIER COMPANIES INC		3,685.	3,009.
THE HERSHEY COMPANY		37,522.	41,052.
HILLTOP HOLDINGS INC		7,051.	5,945.
HONEYWELL INTL INC		35,536.	39,269.
HORACE MANN EDUCATORS CORP N		2,319.	2,522.
ICONIX BRAND GROUP		2,559.	2,264.
IDACORP INC		1,977.	2,317.
IGATE CORP		4,421.	5,251.
INTEGRATED DEVICE TECH INC		3,378.	4,038.
INTEGRATED SILICON SOLUTION		2,376.	2,983.
INTEGRYS ENERGY GROUP INC		5,874.	8,408.
INTERCONTINENTALEXCHANGE		9,673.	10,087.
INTERNATIONAL GAME TECHNOLOGY		4,620.	4,502.
INTUIT INC		28,333.	34,018.
JOY GLOBAL INC		6,659.	5,582.
J2 GLOBAL INC		5,045.	6,200.
KAPSTONE PAPER AND PACKAGING		3,123.	2,960.
KEYCORP		7,536.	7,520.
KEYSIGHT TECHNOLOGIES INC		1,671.	1,689.
KITE REALTY GROUP TRUST REIT		3,540.	3,966.
KORN FERRY INTL COM NEW		5,365.	5,378.
LA-Z-BOY CHAIR CO		5,762.	5,985.
LAKELAND FINANCIAL CORP		3,735.	4,086.

REGIONS FOUNDATION 2055000921

58-2071018

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
LAS VEGAS SANDS CORP		22,380.	17,215.
LITHIA MOTORS INC CL A		4,633.	5,722.
LITTLEFUSE INC		5,525.	5,800.
STEVEN MADDEN, LTD.		4,819.	4,138.
MASCO CORP		7,152.	8,291.
MASTEC INC		4,809.	2,623.
MATRIX SERVICE CO		3,203.	2,143.
MAXIMUS INC		8,029.	9,487.
MCKESSON CORP		31,383.	38,402.
MEAD JOHNSON NUTRITION COMPANY		17,491.	18,097.
MEDASSETS INC		5,914.	4,762.
MEDNAX INC		5,381.	6,479.
MENTOR GRAPHICS CORP		4,284.	4,209.
MICROSEMI CORP		3,536.	4,087.
MURPHY OIL CORP		4,537.	3,637.
MYLAN, INC.		16,771.	20,462.
MYRIAD GENETICS INC		3,243.	3,236.
NEWFIELD EXPL CO		4,869.	5,180.
NORDSTROM INC		37,836.	38,980.
ORBITAL SCIENCES CORP		4,587.	4,356.
PENNYMAC MORTGAGE INVESTMENT		3,823.	3,417.
PHILLIPS 66		37,431.	34,846.
PLANTRONICS INC NEW		3,108.	3,287.
PORTLAND GEN ELC CO		3,137.	3,480.
PRAXAIR INC		38,342.	37,702.
PRIMORIS SERVICES CORPORATION		6,128.	4,485.
PROGRESSIVE CORP OHIO		5,691.	5,965.
RPX CORPORATION		3,064.	2,646.
RF MICRODEVICES INC		2,724.	4,529.

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REGIONS FOUNDATION 2055000921

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
RADIAN GROUP INC		4,539.	4,932.
RAYMAND JAMES FINL INC		8,548.	9,052.
REINSURANCE GROUP OF AMERICA		6,402.	7,360.
REPUBLIC SVCS INC CL A		8,034.	10,022.
ROSETTA RES INC		6,161.	3,235.
RYMAN HOSPITALITY PPTYS INC		4,646.	5,116.
SCANSOURCE INC		3,069.	2,932.
SCOTTS MIRACLE-GRO CO		5,375.	5,484.
SEALED AIR CORP NEW		9,660.	12,432.
SINCLAIR BROADCAST GROUP INC		4,044.	4,131.
SNAP ON INC		10,687.	13,674.
STAMPS.COM INC.		1,547.	1,584.
STARBUCKS CORP		36,333.	40,287.
STERIS CORP		6,449.	7,587.
STIFEL FINL CORP		7,707.	7,959.
STONE ENERGY CORP		5,272.	2,718.
SUMMIT HOTEL PROPERTIES, INC		3,445.	4,528.
SWIFT TRANSPORTATION CO.		5,761.	6,384.
SYNAPTICS INC		4,308.	4,956.
SYNOPSIS INC		5,917.	6,216.
TJX COS INC NEW		13,681.	15,568.
TAL INTL GROUP INC		4,070.	4,313.
TENNECO AUTOMOTIVE INC		5,898.	5,435.
TEXAS ROADHOUSE INC		4,096.	5,300.
THOR INDS INC		5,580.	5,755.
TRIMAS CORP		4,613.	4,255.
TRIUMPH GROUP INC		6,311.	6,655.
TRUEBLUE INC		2,526.	2,181.
UBIQUITI NETWORKS INC		5,009.	3,083.

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REGIONS FOUNDATION 2055000921

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FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
UNION PAC CORP		30,774.	38,717.
VCA, INC.		4,405.	6,291.
VALSPAR CORP		9,904.	11,934.
WABASH NATL CORP		4,712.	4,289.
WASTE MANAGEMENT INC		17,967.	18,937.
WESBANCO INC		2,972.	3,376.
WESTERN ALLIANCE BANCORP		6,388.	7,534.
WHITING PETROLEUM CORP		5,810.	3,201.
WHOLE FOODS MKT INC		19,045.	24,857.
WILSHIRE BANCORP INC		4,579.	4,326.
WINTRUST FINANCIAL CORP		5,720.	5,658.
XILINX INC		8,438.	7,662.
ZUMIEZ INC		2,720.	3,168.
NABORS INDUSTRIES LTD		6,911.	5,114.
ARYZTA AG -UNSPON ADR		14,688.	12,205.
ASAHI CHEM INDUS		7,141.	8,464.
ASTELLAS PHARMA INC UNSP ADR		7,128.	8,412.
AUSTRALIA & NEW ZEALAND BKG GR		10,690.	10,242.
BASF SE SPONSORED ADR		7,622.	5,919.
BHP BILLITON PLC SPON ADR		18,878.	13,330.
BP PLC SPON ADR		13,358.	10,445.
BNP PARIBAS SPON ADR		7,583.	5,842.
BANCO BRADESCO S.A.		6,271.	7,166.
BANCO SANTANDER S.A. ADR		9,350.	8,597.
BANK OF CHINA LTD -UNSPON ADR		16,232.	20,132.
BAYER A G SPONSORED ADR		12,424.	12,170.
BAYERISHE MOTOREN WERKE BMW UN		9,535.	8,907.
BRITISH AMERN TOB PLC SPON ADR		17,074.	17,359.
CANADIAN NATIONAL RAILWAY		7,576.	7,098.

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
CANADIAN PACIFIC RAILWAY LTD		16,641.	21,389.
CARLSBERG A/S - B - SPON ADR		7,251.	5,213.
CREDIT SUISSE GROUP SPON ADR		8,347.	6,696.
DEUTSCHE TELEKOM AG- SPON ADR		8,125.	7,632.
EMBRAER SA - ADR		7,088.	7,483.
GRUPO FINANCIERO BANORTE -SPON		10,703.	8,567.
HITACHI LTD SPON ADR		6,619.	6,310.
HUTCHISON WHAMPOA LTD UNSPON		19,148.	16,481.
INFOSYS LIMITED SPON ADR		10,759.	11,514.
ING GROEP N V SPON ADR		8,208.	7,523.
INTESA SANPAOLO SPON ADR		5,745.	5,082.
ITOCHU CORP UNSPON ADR		9,561.	8,211.
KASIKORNBANK PUBLIC CO LMTD UN		5,180.	5,568.
KOC HOLDING AS UNSPON ADR		5,885.	6,392.
KOREA ELECTRIC POWER CORP SPON		6,554.	7,938.
L.G. DISPLAY COMPANY LTD ADR		7,296.	6,727.
LVMH MOET HENNESSY LOUIS VUITT		10,806.	9,890.
LENOVO GROUP LTD ADR		9,259.	9,312.
MAGNA INTERNATIONAL INC		9,300.	11,521.
METHANEX CORP		9,343.	7,195.
MICHELIN (CGDE) -UNSPON ADR		12,379.	10,274.
MITSUBISHI UF J FINL GRP- ADR		6,106.	5,547.
NETEASE, INC. ADR		3,374.	4,263.
NISSAN MOTOR CO LTD SPON ADR		13,852.	13,541.
NOMURA HLDGS INC ADR		4,841.	3,782.
LUKOIL SPON ADR		8,165.	5,155.
ORIX CORP		7,221.	5,503.
PT BANK RAKYAT INDONESIA UNSPN		4,592.	4,891.
PT BANK MANDIRI UNSPON ADR		4,545.	4,550.

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FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
PT ASTRA INTL TBK -UNSP ADR		5,297.	5,228.
PANDORA A/S - ADR		7,304.	8,895.
PETROLEO BRASILEIRO SA ADR		11,145.	5,241.
PRUDENTIAL PLC ADR		11,582.	12,050.
RICOH COMPANY, LTD ADR		7,804.	6,817.
ROCHE HOLDINGS LTD SPON ADR		14,416.	14,362.
ROLLS-ROYCE HLDGS PLC SPON ADR		11,148.	7,597.
ROYAL BANK OF CANADA		10,987.	11,258.
SK TELECOM LTD SPON ADR		10,228.	12,127.
SAMPO OYJ - A SHS-UNSP ADR		9,145.	8,972.
SANLAM LIMITED SPON ADR		7,488.	7,648.
SAP SE ONE ADR REPRS		18,203.	16,089.
SASOL LTD-SPON ADR		3,484.	2,734.
SEGA SAMMY HLDGS INC.		6,684.	3,745.
SEKISUI HOUSE SPONS- ADR		7,379.	6,777.
SEVEN & I HOLDINGS CO., LTD.		9,369.	8,434.
SMITH & NEPHEW P L C		8,235.	10,214.
SOCIETE GENERALE FRANCE SPON		8,305.	5,936.
SODEXHO -SPONSORED ADR		9,835.	8,851.
SOFTBANK CORPORATION - UNSPON		6,379.	5,172.
STATOIL ASA - SPON ADR		13,422.	9,228.
SUBSEA 7 SA -SPON ADR		5,451.	2,869.
SWEDBANK AB		7,297.	6,668.
TAIWAN SEMICONDUCTOR MFG LTD		5,757.	7,251.
TATA MOTORS LTD SPON ADR		6,035.	6,342.
TECHNIP - COFLEXIP ADR		8,812.	5,621.
TECHTRONIC INDUSTRIES COMPANY		10,690.	12,782.
TELENOR ASA - ADS		8,425.	7,214.
TENAGA NASIONAL SPONSORED ADR		7,863.	7,862.

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
TENCENT HOLDINGS LTD UNSP ADR		7,156.	7,747.
TOKIO MARINE HOLDINGS - ADR		7,027.	7,316.
UNITED OVERSEAS BK LTD SPON		4,397.	5,109.
VALEANT PHARMACEUTICALS INTL		8,806.	10,161.
WUXI PHARMATECH INC -ADR		5,383.	5,488.
HELEN OF TROY LTD		4,046.	4,294.
HOLLYSYS AUTOMATION TECH LTD		7,042.	8,404.
INVESCO LTD		34,748.	38,611.
RENAISSANCE RE HLDGS LTD		5,442.	5,833.
LYONDELLBASELL INDUSTRIES		35,734.	31,915.
BANCO LATINO AMERICANO DE COM		7,317.	6,622.
VIRTUS EMERGING MARKETS OPP-I		157,141.	162,916.
TOTALS	----- 2,416,016. =====	----- 3,103,856. =====	----- 3,618,176. =====



REGIONS FOUNDATION 2055000921

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FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
AT& T INC DTD	26,538.	26,473.	28,974.
CATERPILLAR INC DTD	26,930.	12,207.	14,631.
CISCO SYSTEMS INC CALLABLE	16,063.	15,336.	14,770.
CITIGROUP INC	15,050.	15,032.	15,015.
MERRILL LYNCH & CO	12,953.	15,274.	17,229.
MORGAN STANLEY 4.2% 11/20/14	31,254.		
ORACLE CORP DTD	13,217.	13,132.	14,696.
TARGET CORP CALLABLE	13,790.	15,959.	17,471.
WACHOVIA CORP DTD	12,531.	15,849.	17,664.
ABBOTT LABS	14,553.	13,213.	14,572.
CREDIT SUISSE NEW YORK	31,648.		
GOLDMAN SACHS GROUP INC DTD	13,176.	14,251.	15,463.
JP MORGAN CHASE & CO DTD	12,901.	12,901.	15,101.
BARCLAYS BANK PLC DTD	15,014.	15,011.	15,128.
GOLDMAN SACHS 6% 05/01/2014	15,363.		
FHLMC POOL G01840 5% 7/01/35	12,261.	9,497.	9,679.
FHLMC POOL G14056 4% 8/01/25	12,275.	9,454.	9,541.
FHLMC POOL J16353 3.5% 8/01/26	14,658.	12,414.	12,552.
FNMA POOL190370 6% 6/01/36	12,660.	9,083.	9,414.
FNMA POOL AH6827 4% 3/01/26	20,058.	16,039.	16,348.
FNMA POOL AL0393 4.5% 6/01/41	9,314.	8,027.	8,263.
FNMA POOL 735580 5% 6/01/35	12,434.	9,677.	9,934.
FNMA POOL 889579 6% 5/01/38	10,580.	7,127.	7,266.
FNMA POOL 938041 6% 7/01/37	39,832.	25,741.	29,928.
FNMA POOL AE3066 3.5% 9/01/25	19,858.	16,128.	16,442.
GEN ELEC CAP CORP 5.3% 2/11/21	14,236.	13,200.	14,846.
INTEL CORP DTD 3.3% 10/01/2021	14,942.	14,942.	15,729.
PFIZER INC 6.2% 3/15/2019	14,153.	15,076.	15,124.
QUEBEC PROVINCE 4.875% 5/05/14	32,933.		

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FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
TOYOTA MTR CREDIT 3.4% 9/15/21	14,962.	14,962.	15,776.
FHLM 4.5% 1/1/38	7,619.	5,987.	6,066.
FHLM 4.5% 5/1/39	5,396.	4,426.	4,520.
FHLM 4% 10/1/41	8,152.	7,172.	7,227.
FNMA 6% 7/1/37	8,476.	5,903.	6,325.
FNMA 5.5% 4/1/34	4,860.	3,738.	3,868.
FNMA 4% 6/1/39	7,056.	6,266.	6,330.
FNMA 4.5% 11/1/33	8,136.	6,619.	6,730.
BHP BILLITON FIN 1%	29,968.	29,963.	30,017.
CHEVRON CORP 1.104%	16,057.	18,038.	17,889.
INTL BUS MACHINES 1.95%	30,028.	30,804.	30,565.
ONTARIO 1.375%	29,977.		
ROYAL BK OF CAN 1.2%	24,000.	22,979.	22,869.
ISHARES BARCLAYS 1-3 YR CREDIT	99,778.		
FNMA AJ9355 3% 1/01/27	14,233.	12,193.	12,327.
FNMA A04144 4% 6/01/42	12,787.	11,336.	11,699.
FNMA AQ0546 3.5% 11/01/42	15,194.	13,843.	14,481.
FNMA AE0981 3.5% 3/01/41	13,280.	11,841.	11,708.
AMERICAN EXPRESS 2.75% 9/15/15	15,697.	15,402.	15,231.
APPLE INC 1% 5/03/18	15,981.	15,908.	15,763.
FNMA 2.5% 4/1/28		16,932.	17,243.
FNMA 3% 8/1/43		15,070.	15,273.
JOHN DEERE CAPITAL CORP 2.3%		14,996.	15,089.
MORGAN STANLEY 3.7% 10/23/24		31,079.	31,422.
JOHN HANCOCK FUNDS III		102,146.	95,825.
PIMCO FOREIGN BOND #103		195,325.	189,177.
TEMPLETON GLOBAL BOND FD ADV		199,075.	190,186.
TOTALS	892,892.	1,163,046.	1,169,386.

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

=====

DESCRIPTION	AMOUNT
-----	-----
OID INCOME FROM TIPS INFLATION INDEX ADJ	1,085.
ACCRETION ADJUSTMENT	48.
	-----
TOTAL	1,133.
	=====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	1.
AMORTIZATION	15,866.
RETURN OF CAPITAL	822.
	-----
TOTAL	16,689.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: REGIONS BANK, TRUST DEPARTMENT

ADDRESS: 11 NORTH WATER STREET, 25TH FLOOR  
MOBILE, AL 36602

TELEPHONE NUMBER: (251)690-1024

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

## OFFICER NAME:

DONNA CHEEK

## ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

DOUGLAS J. JACKSON

## ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

## TITLE:

TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

BERNARD WERTHAN, JR.

## ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

JIM SCHMITZ

## ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

## TITLE:

EXECUTIVE VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

## OFFICER NAME:

PAMELA R. WELCH

## ADDRESS:

150 4TH AVENUE NORTH  
NASHVILLE, TN 37219

## TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

DR. JOSEPH WALKER III

## ADDRESS:

150 4TH AVENUE NORTH  
NASHVILLE, TN 37219

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

RENATA SOTO

## ADDRESS:

150 4TH AVENUE NORTH  
NASHVILLE, TN 37219

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

RONALD G. SMITH

## ADDRESS:

150 4TH AVENUE NORTH  
NASHVILLE, TN 37219

## TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

LATRISHA STEWART

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

CHIEF OPERATING OFFICER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DAVID MAY

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

EXECUTIVE VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

MIKE McNAMEE

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

EXECUTIVE VICE PRESICENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1



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	5,564,144.		
FEBRUARY	5,723,826.		
MARCH	5,747,604.		
APRIL	5,757,740.		
MAY	5,852,954.		
JUNE	5,965,059.		
JULY	5,890,318.		
AUGUST	5,992,897.		
SEPTEMBER	5,796,274.		
OCTOBER	5,610,244.		
NOVEMBER	5,670,158.		
DECEMBER	5,615,545.		
	-----	-----	-----
TOTAL	69,186,763.		
	=====	=====	=====
AVERAGE FMV	5,765,564.		
	=====	=====	=====

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

## RECIPIENT NAME:

EAST TENNESSEE STATE UNIVERSITY

## ADDRESS:

1276 GILBREATH DR

JOHNSON CITY, TN 70300

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORT EDUCATIONAL ACTIVITIES

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

TENNESSEE STATE UNIVERSITY

## ADDRESS:

3500 JOHN A MERRITT BLVD

NASHVILLE, TN 37209

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

EDUCATIONAL

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 50,000.

## RECIPIENT NAME:

KNOXVILLE SYMPHONY ORCHESTRA

## ADDRESS:

P. O. BOX 360

KNOXVILLE, TN 37901

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

CHARITABLE

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

=====

RECIPIENT NAME:

BLOUNT COUNTY HABITAT FOR HUMANITY

ADDRESS:

1015 HAMSHIRE DR  
MARYVILLE, TN 37801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITBLE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

TEACH FOR AMERICA - GREATER NASHVILLE

ADDRESS:

220 ATHENS WAY, SUITE 300  
NASHVILLE, TN 37228

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

NEW LEADERS

ADDRESS:

530 OAK COURT DRIVE, SUITE 155  
MEMPHIS, TN 38117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

=====

RECIPIENT NAME:

INITIATIVE FOR A COMPETITIVE INNER  
CITY

ADDRESS:

184 DUDLEY STREET - 4TH FLOOR, SUIT  
ROXBURY, MA 02119

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:

IMPACT AN ALABAMA STUDENT SERVICE  
INITIATIVE

ADDRESS:

PO BOX 111447  
MEMPHIS, TN 38111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:

MEMPHIS BOTANIC GARDEN FOUNDATION INC

ADDRESS:

750 CHERRY RD  
MEMPHIS, TN 38117

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

NATURE EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

=====

RECIPIENT NAME:

RISE FOUNDATION INC

ADDRESS:

2650 THOUSAND OAKS, STE 2400

MEMPHIS, TN 38118

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ECONOMIC EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

REBOOT COMBAT RECOVERY

ADDRESS:

1313 4TH AVE N

NASHVILLE, TN 37208

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COUNSELING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

LAUNCH

ADDRESS:

200 WEST 38TH STREET

CHATTANOOGA, TN 37410

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SMALL BUSINESS DEVELOPEMENT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

=====

RECIPIENT NAME:

WEST TENN HEALTHCARE FOUNDATION

ADDRESS:

620 SKYLINE DR  
JACKSON, TN 38305

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HEALTHCARE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

ADVENTURE SCIENCE CENTER

ADDRESS:

800 FORT NEGLEY BLVD  
NASHVILLE, TN 37203

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

JUNIOR ACHIEVEMENT OF MIDDLE TENNESSEE

ADDRESS:

120 POWELL PLACE  
NASHVILLE, TN 37204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ECONOMIC EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 20,000.

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RECIPIENT NAME:

EMORY VALLEY CENTER

ADDRESS:

715 EMORY VALLEY CENTER

OAK RIDGE, TN 37830

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DEVELOP MENTALLY DISABLED

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

URBAN LEAGUE OF MIDDLE TN

ADDRESS:

50 VANTAGE WAY, SUITE 201

NASHVILLE, TN 37228

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

MEMPHIS HEALTH CENTER

ADDRESS:

360 E H CRUMP BLVD

MEMPHIS, TN 38126

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HEALTHCARE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 10,000.

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RECIPIENT NAME:

EAST TENNESSEE PUBLIC COMMUNICATIONS  
CORPORATION

ADDRESS:

1611 E MAGNOLIA AVE  
KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PUBLIC TELEVISION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

HIGH HOPES, INC

ADDRESS:

301 HIGH HOPES CT  
FRANKLIN, TN 37064

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

CATHOLIC CHARITIES OF EAST TENNESSEE

ADDRESS:

3009 LAKE BROOK BLVD  
KNOXVILLE, TN 37909

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RELIGIOUS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.



FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

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## RECIPIENT NAME:

COUNSELING AND CONSULTATION SERVICES INC

## ADDRESS:

110 STEPPENSTONE BLVD

LIMESTONE, TN 37681

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

COUNSELING

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

SPECIAL KIDS

## ADDRESS:

202 ARNETTE STREET

MURFREESBORO, TN 37130

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

REHABILITATION CARE

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

ON POINT

## ADDRESS:

4509 HIXSON PIKE, SUITE 1

HIXSON, TN 37343

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PUBLIC HEALTH

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

TOTAL GRANTS PAID:

335,000.

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