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## 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 separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                 |                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>HEARIN - CHANDLER FOUNDATION</b><br><b>C/O THOMAS B. VAN ANTWERP, TRUSTEE</b>                                                                                                                                                                                                          |                                                                                                                                                                 | A Employer identification number<br><b>63-6075470</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>P. O. BOX 450</b>                                                                                                                                                                                                       | Room/suite                                                                                                                                                      | B Telephone number<br><b>(251) 694-1957</b>                                                                                                                                  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>MOBILE, AL 36601</b>                                                                                                                                                                                                             |                                                                                                                                                                 | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                                 | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |                                                                                                                                                                 | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><b>\$ 42,299,592.</b> (Part I, column (d) must be on cash basis)                                                                                                                                                          | J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b> | 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<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |                                                                                                | (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                                                 |                                    |                           | N/A                     |                                                             |
|                                                                                                                                                    | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 3 Interest on savings and temporary cash investments                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 4 Dividends and interest from securities                                                       | 493,869.                           | 493,869.                  |                         | STATEMENT 1                                                 |
|                                                                                                                                                    | 5a Gross rents                                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                    | b Net rental income or (loss)                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                                       | 4,818,029.                         |                           |                         |                                                             |
|                                                                                                                                                    | b Gross sales price for all assets on line 6a                                                  | 12,718,493.                        |                           |                         |                                                             |
|                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2)                                               |                                    | 4,818,029.                |                         |                                                             |
|                                                                                                                                                    | 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)                                                                                                                           |                                                                                                |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                    | <60,193.>                                                                                      | 0.                                 |                           | STATEMENT 2             |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                   | 5,251,705.                                                                                     | 5,311,898.                         |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                              | 13 Compensation of officers, directors, trustees, etc.                                         | 175,263.                           | 87,632.                   |                         | 87,631.                                                     |
|                                                                                                                                                    | 14 Other employee salaries and wages                                                           | 29,500.                            | 14,750.                   |                         | 14,750.                                                     |
|                                                                                                                                                    | 15 Pension plans, employee benefits                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 16a Legal fees                                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                    | b Accounting fees                                                                              | 15,670.                            | 7,335.                    |                         | 8,335.                                                      |
|                                                                                                                                                    | c Other professional fees                                                                      | 251,865.                           | 251,865.                  |                         | 0.                                                          |
|                                                                                                                                                    | 17 Interest                                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 18 Taxes                                                                                       | 352.                               | 352.                      |                         | 0.                                                          |
|                                                                                                                                                    | 19 Depreciation and depletion                                                                  | 8,528.                             | 0.                        |                         |                                                             |
|                                                                                                                                                    | 20 Occupancy                                                                                   | 22,673.                            | 11,336.                   |                         | 11,337.                                                     |
|                                                                                                                                                    | 21 Travel, conferences, and meetings                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 22 Printing and publications                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 23 Other expenses                                                                              | 71,905.                            | 0.                        |                         | 100.                                                        |
|                                                                                                                                                    | 24 Total operating and administrative expenses. Add lines 13 through 23                        | 575,756.                           | 373,270.                  |                         | 122,153.                                                    |
|                                                                                                                                                    | 25 Contributions, gifts, grants paid                                                           | 1,521,000.                         |                           |                         | 1,521,000.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           | 2,096,756.                                                                                     | 373,270.                           |                           | 1,643,153.              |                                                             |
| 27 Subtract line 26 from line 12:                                                                                                                  |                                                                                                |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                | 3,154,949.                                                                                     |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |                                                                                                | 4,938,628.                         |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |                                                                                                |                                    | N/A                       |                         |                                                             |

**HEARIN - CHANDLER FOUNDATION**

Form 990-PF (2013)

**C/O THOMAS B. VAN ANTWERP, TRUSTEE**

**63-6075470**

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| <b>Part II Balance Sheets</b>      |                                                                                                      | Attached schedules and amounts in the description column should be for end-of-year amounts only |              | Beginning of year | End of year    |                       |
|------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------|-------------------|----------------|-----------------------|
|                                    |                                                                                                      |                                                                                                 |              | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                      | 1                                                                                                    | Cash - non-interest-bearing                                                                     |              | 92,924.           | 116,407.       | 116,407.              |
|                                    | 2                                                                                                    | Savings and temporary cash investments                                                          |              | 177,992.          | 544,998.       | 544,998.              |
|                                    | 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              |              |                   |                |                       |
|                                    | 7                                                                                                    | Other notes and loans receivable ▶                                                              |              |                   |                |                       |
|                                    |                                                                                                      | 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                                             |              |                   |                |                       |
|                                    | b                                                                                                    | Investments - corporate stock                                                                   | STMT 7       | 14,470,642.       | 17,012,026.    | 31,255,251.           |
|                                    | c                                                                                                    | Investments - corporate bonds                                                                   | STMT 8       | 1,189,718.        | 983,902.       | 1,037,654.            |
|                                    | 11                                                                                                   | Investments - land, buildings, and equipment basis ▶                                            | 74,368.      |                   |                |                       |
|                                    | Less accumulated depreciation ▶                                                                      | 54,500.                                                                                         | 28,396.      | 19,868.           | 19,868.        |                       |
| 12                                 | Investments - mortgage loans                                                                         |                                                                                                 |              |                   |                |                       |
| 13                                 | Investments - other                                                                                  | STMT 9                                                                                          | 2,040,571.   | 2,477,991.        | 9,265,885.     |                       |
| 14                                 | Land, buildings, and equipment: basis ▶                                                              |                                                                                                 |              |                   |                |                       |
|                                    | Less accumulated depreciation ▶                                                                      |                                                                                                 |              |                   |                |                       |
| 15                                 | Other assets (describe ▶)                                                                            | STATEMENT 10)                                                                                   | 27,969.      | 27,969.           | 59,529.        |                       |
| 16                                 | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1) |                                                                                                 | 18,028,212.  | 21,183,161.       | 42,299,592.    |                       |
| <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                                                               |              |                   |                |                       |
|                                    | 22                                                                                                   | Other liabilities (describe ▶)                                                                  |              |                   |                |                       |
| 23                                 | <b>Total liabilities</b> (add lines 17 through 22)                                                   |                                                                                                 | 0.           | 0.                |                |                       |
| <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, check here ▶ <input checked="" type="checkbox"/>            |                                                                                                 |              |                   |                |                       |
|                                    | and complete lines 27 through 31                                                                     |                                                                                                 |              |                   |                |                       |
|                                    | 27                                                                                                   | Capital stock, trust principal, or current funds                                                |              | 21,505,248.       | 21,505,248.    |                       |
|                                    | 28                                                                                                   | Paid-in or capital surplus, or land, bldg., and equipment fund                                  |              | 0.                | 0.             |                       |
| 29                                 | Retained earnings, accumulated income, endowment, or other funds                                     |                                                                                                 | <3,477,036.> | <322,087.>        |                |                       |
| 30                                 | <b>Total net assets or fund balances</b>                                                             |                                                                                                 | 18,028,212.  | 21,183,161.       |                |                       |
| 31                                 | <b>Total liabilities and net assets/fund balances</b>                                                |                                                                                                 | 18,028,212.  | 21,183,161.       |                |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 18,028,212. |
| 2 | Enter amount from Part I, line 27a                                                                                                                            | 2 | 3,154,949.  |
| 3 | Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 | Add lines 1, 2, and 3                                                                                                                                         | 4 | 21,183,161. |
| 5 | Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.          |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 21,183,161. |

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**HEARIN - CHANDLER FOUNDATION**

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**C/O THOMAS B. VAN ANTWERP, TRUSTEE**

**63-6075470**

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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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a SEE ATTACHED SCHEDULE</b>                                                                                                    | <b>P</b>                                         |                                      |                                  |
| <b>b CAPITAL GAIN FROM LP INVESTMENTS</b>                                                                                          | <b>P</b>                                         |                                      |                                  |
| <b>c 1231 GAIN FROM LP INVESTMENTS</b>                                                                                             | <b>P</b>                                         |                                      |                                  |
| <b>d</b>                                                                                                                           |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                           |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 12,704,300.</b>  |                                            | <b>7,900,464.</b>                               | <b>4,803,836.</b>                            |
| <b>b 12,221.</b>      |                                            |                                                 | <b>12,221.</b>                               |
| <b>c 1,972.</b>       |                                            |                                                 | <b>1,972.</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 |                                      |                                                 | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| <b>a</b>                                                                                    |                                      |                                                 | <b>4,803,836.</b>                                                                               |
| <b>b</b>                                                                                    |                                      |                                                 | <b>12,221.</b>                                                                                  |
| <b>c</b>                                                                                    |                                      |                                                 | <b>1,972.</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<br>If (loss), enter -0- in Part I, line 7             } | <b>2</b> | <b>4,818,029.</b> |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |                                                                                                 | <b>3</b> | <b>N/A</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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2012                                                              | 1,877,950.                            | 34,161,632.                               | .054972                                                  |
| 2011                                                              | 1,608,432.                            | 35,378,260.                               | .045464                                                  |
| 2010                                                              | 1,452,324.                            | 32,471,241.                               | .044726                                                  |
| 2009                                                              | 1,494,682.                            | 28,692,746.                               | .052093                                                  |
| 2008                                                              | 1,628,064.                            | 33,534,496.                               | .048549                                                  |

|                                                                                                                                                                                       |          |                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | <b>.245804</b>     |
| <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> | <b>.049161</b>     |
| <b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5                                                                                                 | <b>4</b> | <b>38,748,279.</b> |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | <b>1,904,904.</b>  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | <b>49,386.</b>     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | <b>1,954,290.</b>  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | <b>1,643,153.</b>  |

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.

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**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.<br>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        | 98,773. |
| 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        | 98,773. |
| 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        | 98,773. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |          |         |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                                                                                                    | 6a | 6,468.   |         |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b |          |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c | 97,500.  |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d |          |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  | 103,968. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  | 1,977.   |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9  |          |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           | 10 | 3,218.   |         |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 3,218. Refunded <input type="checkbox"/>                                                                                                 | 11 | 0.       |         |

**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?                                                                                                                                                                       |                                     | <input checked="" type="checkbox"/> |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>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. |                                     | <input checked="" type="checkbox"/> |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                        |                                     | <input checked="" type="checkbox"/> |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(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?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                               |                                     | <input checked="" type="checkbox"/> |
| 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                                                                                                                  |                                     | <input checked="" type="checkbox"/> |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                | <input checked="" type="checkbox"/> |                                     |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                            | <input checked="" type="checkbox"/> |                                     |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                         |                                     | <input checked="" type="checkbox"/> |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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 checked="" type="checkbox"/> |                                     |
| 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                                                                                                                                                                                                           | <input checked="" type="checkbox"/> |                                     |
| 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? If "No," attach explanation                                                                                                                                 | <input checked="" type="checkbox"/> |                                     |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                        |                                     | <input checked="" type="checkbox"/> |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                         |                                     | <input checked="" type="checkbox"/> |

Form 990-PF (2013)

**HEARIN - CHANDLER FOUNDATION**

Form 990-PF (2013)

**C/O THOMAS B. VAN ANTWERP, TRUSTEE**

**63-6075470**

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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 |            | <b>X</b>              |
| 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 |            | <b>X</b>              |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>N/A</b>                                                                                                                                                                               | 13 | <b>X</b>   |                       |
| 14 The books are in care of ► <b>THE ORGANIZATION</b> Telephone no. ► <b>(251) 694-1957</b><br>Located at ► <b>P. O. BOX 450, MOBILE, AL</b> ZIP+4 ► <b>36601</b>                                                                                                                                                                    |    |            |                       |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                               | 15 | <b>N/A</b> |                       |
| 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | <b>Yes</b> | <b>No</b><br><b>X</b> |

**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.**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |    | <b>Yes</b> | <b>No</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------|-----------|
| 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? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                                   |    |            |           |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                           |    |            |           |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                               |    |            |           |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float:right"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                                                                     |    |            |           |
| (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)? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                            |    |            |           |
| (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.) <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                          |    |            |           |
| 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)?<br>Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">► <input type="checkbox"/></span>                                                                                                                                                                      | 1b |            | <b>X</b>  |
| 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 |            | <b>X</b>  |
| 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? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span><br>If "Yes," list the years ► _____ , _____ , _____ , _____                                                                                                                                                                                                                          |    |            |           |
| b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <span style="float:right"><b>N/A</b></span>                                                                                                                                                                                | 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.<br>► _____ , _____ , _____ , _____                                                                                                                                                                                                                                                                                                                                                                                         |    |            |           |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>                                                                                                                                                                                                                                                                                                            |    |            |           |
| 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.) <span style="float:right"><b>N/A</b></span> | 3b |            |           |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                            | 4a |            | <b>X</b>  |
| 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 |            | <b>X</b>  |

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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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? **N/A** ☐ **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? **N/A** ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ ☒ **X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

| (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 |
|-----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| THOMAS B. VAN ANTWERP | TRUSTEE                                                   |                                           |                                                                       |                                       |
| P. O. BOX 450         |                                                           |                                           |                                                                       |                                       |
| MOBILE, AL 36601      | 20.00                                                     | 175,263.                                  | 0.                                                                    | 0.                                    |
|                       |                                                           |                                           |                                                                       |                                       |
|                       |                                                           |                                           |                                                                       |                                       |
|                       |                                                           |                                           |                                                                       |                                       |
|                       |                                                           |                                           |                                                                       |                                       |
|                       |                                                           |                                           |                                                                       |                                       |
|                       |                                                           |                                           |                                                                       |                                       |
|                       |                                                           |                                           |                                                                       |                                       |
|                       |                                                           |                                           |                                                                       |                                       |
|                       |                                                           |                                           |                                                                       |                                       |

**2 Compensation of five highest-paid employees (other than those included on line 1). 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 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 | 38,875,777. |
| b | Average of monthly cash balances                                                                            | 1b | 462,577.    |
| c | Fair market value of all other assets                                                                       | 1c |             |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 39,338,354. |
| 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  | 39,338,354. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 590,075.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 38,748,279. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6  | 1,937,414.  |

**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  | 1,937,414. |
| 2a | Tax on investment income for 2013 from Part VI, line 5                                                    | 2a | 98,773.    |
| b  | Income tax for 2013. (This does not include the tax from Part VI.)                                        | 2b | 1,546.     |
| c  | Add lines 2a and 2b                                                                                       | 2c | 100,319.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 1,837,095. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                         | 5  | 1,837,095. |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6  | 0.         |
| 7  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 1,837,095. |

**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 | 1,643,153. |
| 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 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 1,643,153. |
| 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 | 5  | 0.         |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | 6  | 1,643,153. |

**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.

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**Part XIII Undistributed Income** (see instructions)

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012       | (d)<br>2013       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------------|-------------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7                                                                                                                       |               |                            |                   | <b>1,837,095.</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2013                                                                                                                      |               |                            |                   |                   |
| <b>a</b> Enter amount for 2012 only                                                                                                                                               |               |                            | <b>1,441,685.</b> |                   |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | <b>0.</b>                  |                   |                   |
| <b>3</b> Excess distributions carryover, if any, to 2013:                                                                                                                         |               |                            |                   |                   |
| <b>a</b> From 2008                                                                                                                                                                |               |                            |                   |                   |
| <b>b</b> From 2009                                                                                                                                                                |               |                            |                   |                   |
| <b>c</b> From 2010                                                                                                                                                                |               |                            |                   |                   |
| <b>d</b> From 2011                                                                                                                                                                |               |                            |                   |                   |
| <b>e</b> From 2012                                                                                                                                                                |               |                            |                   |                   |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | <b>0.</b>     |                            |                   |                   |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <b>1,643,153.</b>                                                                                          |               |                            |                   |                   |
| <b>a</b> Applied to 2012, but not more than line 2a                                                                                                                               |               |                            | <b>1,441,685.</b> |                   |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | <b>0.</b>                  |                   |                   |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | <b>0.</b>     |                            |                   |                   |
| <b>d</b> Applied to 2013 distributable amount                                                                                                                                     |               |                            |                   | <b>201,468.</b>   |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | <b>0.</b>     |                            |                   |                   |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | <b>0.</b>     |                            |                   | <b>0.</b>         |
| <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                                                                                                                          | <b>0.</b>     |                            |                   |                   |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | <b>0.</b>                  |                   |                   |
| <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 |               | <b>0.</b>                  |                   |                   |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | <b>0.</b>                  |                   |                   |
| <b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | <b>0.</b>         |                   |
| <b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014                                                              |               |                            |                   | <b>1,635,627.</b> |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | <b>0.</b>     |                            |                   |                   |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7                                                                                                 | <b>0.</b>     |                            |                   |                   |
| <b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a                                                                                              | <b>0.</b>     |                            |                   |                   |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |                   |                   |
| <b>a</b> Excess from 2009                                                                                                                                                         |               |                            |                   |                   |
| <b>b</b> Excess from 2010                                                                                                                                                         |               |                            |                   |                   |
| <b>c</b> Excess from 2011                                                                                                                                                         |               |                            |                   |                   |
| <b>d</b> Excess from 2012                                                                                                                                                         |               |                            |                   |                   |
| <b>e</b> Excess from 2013                                                                                                                                                         |               |                            |                   |                   |

|                 |                                                                                    |
|-----------------|------------------------------------------------------------------------------------|
| <b>Part XIV</b> | <b>Private Operating Foundations</b> (see instructions and Part VII-A, question 9) |
|-----------------|------------------------------------------------------------------------------------|

N/A

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

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

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 2 a** 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**

[illegible]

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

### 1 Information Regarding Foundation Managers:

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

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

THOMAS B. VAN ANTWERP, TRUSTEE, 251-694-1957  
P.O. BOX 450, MOBILE, AL 36601

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

LETTER FORMAT - 501(C)(3) ORG - PURPOSE OF GRANT - HISTORY OF ORGANIZATION

- c Any submission deadlines:

OCTOBER 1 OF EACH YEAR

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

**NONE**

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**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                                                                         |                                                                                                           |                                |                                  |               |
| AFRICAN UNIVERSAL CHURCH<br>8355 JONESBORO ROAD<br>DAPHNE, AL 36526                            |                                                                                                           | PUBLIC                         | OPERATING                        | 25,000.       |
| ALABAMA ARCHIVES AND HISTORY FOUNDATION<br>P.O. BOX 300100<br>MONTGOMERY, AL 36130             |                                                                                                           | PUBLIC                         | OPERATING                        | 40,000.       |
| ALABAMA SCHOOL OF MATH AND SCIENCE<br>1255 DAUPHIN STREET<br>MOBILE, AL 36604                  |                                                                                                           | PUBLIC                         | OPERATING                        | 27,000.       |
| ANGEL FLIGHT<br>1515 EAST 71ST STREET STE 312<br>TULSA, OK 74136                               |                                                                                                           | PUBLIC                         | OPERATING                        | 1,900.        |
| AUSTIM AVENUE, INC.<br>164 ST. FRANCIS STREET, SUITE 210<br>MOBILE, AL 36602                   |                                                                                                           | PUBLIC                         | OPERATING                        | 50,000.       |
| Total                                                                                          |                                                                                                           |                                | SEE CONTINUATION SHEET(S)        | 3a 1,521,000. |
| b Approved for future payment                                                                  |                                                                                                           |                                |                                  |               |
| ALABAMA SCHOOL OF MATH AND SCIENCE<br>1255 DAUPHIN STREET<br>MOBILE, AL 36604                  |                                                                                                           | PUBLIC                         | OPERATING                        | 750,000.      |
| AUGUSTA EVANS SCHOOL FOUNDATION, INC.<br>11 NORTH WATER STREET SUITE 30200<br>MOBILE, AL 36602 |                                                                                                           | PUBLIC                         | CAPITAL                          | 50,000.       |
| BARTON ACADEMY<br>PO BOX 571<br>MOBILE, AL 36601                                               |                                                                                                           | PUBLIC                         | CAPITAL                          | 250,000.      |
| Total                                                                                          |                                                                                                           |                                | SEE CONTINUATION SHEET(S)        | 3b 4,565,000. |



## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes | No       |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----------|
| <b>1</b> | 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?                                                                                                                                          |     |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |     |          |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     |     | <b>X</b> |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             |     | <b>X</b> |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |     |          |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   |     | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             |     | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         |     | <b>X</b> |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               |     | <b>X</b> |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 |     | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       |     | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             |     | <b>X</b> |
| <b>d</b> | 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. |     |          |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

and belief, it is true, correct, and complete Declaration of preparer (other than the taxpayer) if the preparer is not the taxpayer's principal preparer. If the preparer is the taxpayer's principal preparer, the preparer must also sign the declaration.

Signature of officer or trustee Thomas B. Van Antwerp

Date \_\_\_\_\_

**TRUSTEE**

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

TIMOTHY B. SMITH

Preparer's signature

John Smith

|      |  |
|------|--|
| Date |  |
|------|--|

08/07/14

Check ☐ self-employed

PTIN

P00420972

Firm's name ► **SMITH DUKES & BUCKALEW LLP**

Firm's EIN ► 63-0191630

Firm's address ► 3800 AIRPORT BLVD  
MOBILE, AL 36608-1667

Phone no. (251) 343-1200

**HEARIN - CHANDLER FOUNDATION  
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                         | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount            |
|------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-------------------|
| BALDWIN COUNTY YOUTH ORCHESTRA<br>10967 SKY LANE<br>FAIRHOPE, AL 36532                   |                                                                                                                    | PUBLIC                               | OPERATING                           | 10,000.           |
| BELLINGRATH GARDENS AND HOME<br>12401 BELLINGRATH GARDENS ROAD<br>THEODORE, AL 36582     |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 25,000.           |
| BIG BROTHERS BIG SISTERS SO. - ALA<br>YMCA<br>101 NORTH WATER STREET<br>MOBILE, AL 36602 |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 25,000.           |
| CAHABA FOUNDATION, INC.<br>719 TREMONT STREET<br>SELMA, AL 36701                         |                                                                                                                    | PUBLIC                               | CAPITAL                             | 25,000.           |
| CATHOLIC SOCIAL SERVICES<br>400 GOVERNMENT ST<br>MOBILE, AL 36602                        |                                                                                                                    | PUBLIC                               | CAPITAL                             | 50,000.           |
| CHRIST CHURCH CATHEDRAL<br>115 S CONCEPTION ST<br>MOBILE, AL 36602                       |                                                                                                                    | PUBLIC                               | CAPITAL                             | 100,000.          |
| COASTAL CONSERVATION ASSOCIATION<br>ALABAMA<br>PO BOX 16987<br>MOBILE, AL 36616          |                                                                                                                    | PUBLIC                               | OPERATING                           | 2,000.            |
| COVENANT HOSPICE<br>3201 DAUPHIN ST<br>MOBILE, AL 36606                                  |                                                                                                                    | PUBLIC                               | OPERATING                           | 2,000.            |
| DAWES INTERMEDIATE PTA<br>10451 W LAKE RD<br>MOBILE, AL 36695                            |                                                                                                                    | PUBLIC                               | CAPITAL                             | 5,000.            |
| DISTINGUISHED YOUNG WOMEN<br>751 GOVERNMENT STREET<br>MOBILE, AL 36602                   |                                                                                                                    | PUBLIC                               | OPERATING                           | 5,000.            |
| <b>Total from continuation sheets</b>                                                    |                                                                                                                    |                                      |                                     | <b>1,377,100.</b> |

**HEARIN - CHANDLER FOUNDATION**  
**C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                               | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| DUMBARTON HOUSE<br>2715 QUE STREET N.W.<br>WASHINGTON, DC 20007-3071                           |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 25,000. |
| GIRL SCOUTS OF SOUTHERN ALABAMA<br>3483 SPRINGHILL AVENUE<br>MOBILE, AL 36608                  |                                                                                                                    | PUBLIC                               | OPERATING                           | 10,000. |
| GULF COAST EXPLOREUM SCIENCE CENTER<br>65 GOVERNMENT ST<br>MOBILE, AL 36602                    |                                                                                                                    | PUBLIC                               | CAPITAL                             | 25,000. |
| GULF COAST EXPLOREUM SCIENCE CENTER<br>65 GOVERNMENT ST<br>MOBILE, AL 36604                    |                                                                                                                    | PUBLIC                               | OPERATING                           | 7,000.  |
| HISTORIC MOBILE PRESERVATION SOCIETY<br>300 OAKLEIGH PL<br>MOBILE, AL 36604                    |                                                                                                                    | PUBLIC                               | CAPITAL                             | 7,500.  |
| HOME OF GRACE<br>394 ALDOCK RD<br>EIGHT MILE, AL 36613                                         |                                                                                                                    | PUBLIC                               | CAPITAL                             | 50,000. |
| INFIRMARY FOUNDATION<br>P.O. BOX 2226<br>MOBILE, AL 36652                                      |                                                                                                                    | PUBLIC                               | OPERATING                           | 1,000.  |
| JACKSON COUNTY MISSISSIPPI HISTORICAL<br>SOCIETY<br>1119 PINE HURST PLACE<br>JACKSON, MS 39202 |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 10,000. |
| JAYNE WARREN MCGOWAN SCHOLARSHIP FUND<br>400 RAY C. HUNT DRIVE<br>CHARLOTTESVILLE, VA 22904    |                                                                                                                    | PUBLIC                               | CAPITAL                             | 50,000. |
| KEEP MOBILE BEAUTIFUL<br>1451 GOVERNMENT STREET<br>MOBILE, AL 36604                            |                                                                                                                    | PUBLIC                               | OPERATING                           | 20,000. |
| <b>Total from continuation sheets</b>                                                          |                                                                                                                    |                                      |                                     |         |

**HEARIN - CHANDLER FOUNDATION**  
**C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                             | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| L'ARCHE MOBILE, INC.<br>151 S ANN ST<br>MOBILE, AL 36604                     |                                                                                                                    | PUBLIC                               | OPERATING                           | 25,000.  |
| LITTLE FLOWER CATHOLIC SCHOOL<br>2053 GOVERNMENT ST<br>MOBILE, AL 36606      |                                                                                                                    | PUBLIC                               | OPERATING                           | 25,000.  |
| MERCY LIFE OF ALABAMA<br>2900 SPRING HILL AVE<br>MOBILE, AL 36607            |                                                                                                                    | PUBLIC                               | CAPITAL                             | 30,000.  |
| MLK AVENUE REDEVELOPMENT CORP.<br>P.O. BOX 2204<br>MOBILE, AL 36652          |                                                                                                                    | PUBLIC                               | CAPITAL                             | 20,000.  |
| MOBILE AREA CHAMBER OF COMMERCE<br>451 GOVERNMENT STREET<br>MOBILE, AL 36602 |                                                                                                                    | PUBLIC                               | CAPITAL                             | 100,000. |
| MOBILE CARNIVAL ASSOCIATION FLORAL<br>P.O. BOX 2121<br>MOBILE, AL 36652      |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 20,000.  |
| MOBILE CARNIVAL ASSOCIATION<br>P.O. BOX 2121<br>MOBILE, AL 36652             |                                                                                                                    | PUBLIC                               | OPERATING                           | 20,000.  |
| MOBILE CARNIVAL ASSOCIATION/MUSEUM<br>P.O. BOX 2121<br>MOBILE, AL 36652      |                                                                                                                    | PUBLIC                               | OPERATING                           | 5,000.   |
| MOBILE MUSEUM OF ART<br>4850 MUSEUM DRIVE<br>MOBILE, AL 36608                |                                                                                                                    | PUBLIC                               | CAPITAL                             | 100,000. |
| MOBILE SAENGER<br>250 CONTI STREET<br>MOBILE, AL 36602                       |                                                                                                                    | PUBLIC                               | CAPITAL                             | 25,000.  |
| <b>Total from continuation sheets</b>                                        |                                                                                                                    |                                      |                                     |          |

**HEARIN - CHANDLER FOUNDATION**  
**C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                               | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| OSSIPEE LAKE ALLIANCE, INC.<br>PO BOX 173<br>FREEDOM, NH 03836                                 |                                                                                                                    | PUBLIC                               | OPERATING                           | 7,500.   |
| PIEDMONT ENVIRONMENTAL COUNCIL<br>45 HORNER STREET<br>WARRENTON, VA 20186                      |                                                                                                                    | PUBLIC                               | OPERATING                           | 10,000.  |
| PLAYHOUSE IN THE PARK<br>4851 MUSEUM DRIVE<br>MOBILE, AL 36608                                 |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 5,000.   |
| PROVIDENCE HOSPITAL FOUNDATION<br>6801 AIRPORT BOULEVARD<br>MOBILE, AL 36685                   |                                                                                                                    | PUBLIC                               | CAPITAL                             | 15,000.  |
| SOCIETY OF 1842<br>P.O. BOX 1566<br>MOBILE, AL 36633                                           |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 30,000.  |
| SOCIETY OF 1868<br>P.O. BOX 25<br>MOBILE, AL 36601                                             |                                                                                                                    | PUBLIC                               | CAPITAL/OPERATING                   | 25,000.  |
| SPRINGHILL COLLEGE<br>4000 DAUPHIN STREET<br>MOBILE, AL 36608                                  |                                                                                                                    | PUBLIC                               | CAPITAL                             | 100,000. |
| ST. FRANCIS ASSISI PARISH CHURCH -<br>TUSCALOOSA, AL<br>811 5TH AVENUE<br>TUSCALOOSA, AL 35401 |                                                                                                                    | PUBLIC                               | OPERATING                           | 50,000.  |
| ST. MARY PARISH<br>107 N LAFAYETTE STREET<br>MOBILE, AL 36604                                  |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 35,000.  |
| ST. PAUL'S EPISCOPAL SCHOOL<br>161 DOGWOOD LANE<br>MOBILE, AL 36608                            |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 45,000.  |
| <b>Total from continuation sheets</b>                                                          |                                                                                                                    |                                      |                                     |          |

**HEARIN - CHANDLER FOUNDATION  
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                               | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| ST. VINCENT'S FOUNDATION<br>810 ST. VINCENT'S DR.<br>BIRMINGHAM, AL 35205                      |                                                                                                                    | PUBLIC                               | CAPITAL                             | 10,000. |
| THE ALS ASSOCIATION ALABAMA CHAPTER<br>PO BOX 2888<br>HUNTSVILLE, AL 35804                     |                                                                                                                    | PUBLIC                               | OPERATING                           | 5,000.  |
| THE LEUKEMIA & LYMPHOMA SOCIETY<br>1311 MAMARONECK AVENUE, SUITE 310<br>WHITE PLAINS, NY 10605 |                                                                                                                    | PUBLIC                               | OPERATING                           | 5,000.  |
| THE SHOULDER<br>7400 ROPER LN<br>DAPHNE, AL 36526                                              |                                                                                                                    | PUBLIC                               | OPERATING                           | 25,000. |
| THE VILLAGE OF SPRING HILL<br>4354-A OLD SHELL ROAD #145<br>MOBILE, AL 36608                   |                                                                                                                    | PUBLIC                               | CAPITAL                             | 25,000. |
| TRINITY EPISCOPAL CHURCH<br>1900 DAUPHIN STREET<br>MOBILE, AL 36606                            |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 30,000. |
| UNIVERSITY OF SOUTH ALABAMA<br>5828 OLD SHELL ROAD<br>MOBILE, AL 36608                         |                                                                                                                    | PUBLIC                               | CAPITAL                             | 40,000. |
| USS ALABAMA BATTLESHIP<br>2703 BATTLESHIP PKWY<br>MOBILE, AL 36603                             |                                                                                                                    | PUBLIC                               | CAPITAL                             | 100.    |
| WATERFRONT RESCUE MISSION<br>206 STATE ST<br>MOBILE, AL 36603                                  |                                                                                                                    | PUBLIC                               | OPERATING                           | 40,000. |
| YMCA OF SOUTH ALABAMA<br>6001 GRELOT ROAD<br>MOBILE, AL 36609                                  |                                                                                                                    | PUBLIC                               | CAPITAL                             | 50,000. |
| <b>Total from continuation sheets</b>                                                          |                                                                                                                    |                                      |                                     |         |

**HEARIN - CHANDLER FOUNDATION  
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

**63-6075470**

**Part XV Supplementary Information**

**3 Grants and Contributions Approved for Future Payment (Continuation)**

| Recipient<br>Name and address (home or business)                                               | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount            |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-------------------|
| CATHOLIC SOCIAL SERVICES<br>400 GOVERNMENT ST<br>MOBILE, AL 36602                              |                                                                                                                    | PUBLIC                               | CAPITAL                             | 200,000.          |
| CENTRE OF THE LIVING ARTS<br>301 CONTI ST<br>MOBILE, AL 36602                                  |                                                                                                                    | PUBLIC                               | CAPITAL                             | 100,000.          |
| CHRIST CHURCH CATHEDRAL<br>115 S CONCEPTION ST<br>MOBILE, AL 36602                             |                                                                                                                    | PUBLIC                               | CAPITAL                             | 200,000.          |
| DAUPHIN WAY UNITED METHODIST CHURCH<br>1507 DAUPHIN ST<br>MOBILE, AL 36604                     |                                                                                                                    | PUBLIC                               | CAPITAL                             | 30,000.           |
| GOVERNMENT STREET UNITED METHODIST<br>CHURCH<br>901 GOVERNMENT ST<br>MOBILE, AL 36604          |                                                                                                                    | PUBLIC                               | OPERATING                           | 40,000.           |
| HOME OF GRACE<br>394 ALDOCK RD<br>EIGHT MILE, AL 36613                                         |                                                                                                                    | PUBLIC                               | CAPITAL                             | 50,000.           |
| JACKSON COUNTY MISSISSIPPI HISTORICAL<br>SOCIETY<br>1119 PINE HURST PLACE<br>JACKSON, MS 39202 |                                                                                                                    | PUBLIC                               | OPERATING                           | 10,000.           |
| JAYNE WARREN MCGOWAN SCHOLARSHIP FUND<br>400 RAY C. HUNT DRIVE<br>CHARLOTTESVILLE, VA 22904    |                                                                                                                    | PUBLIC                               | CAPITAL                             | 200,000.          |
| L'ARCHE MOBILE, INC.<br>151 S ANN ST<br>MOBILE, AL 36604                                       |                                                                                                                    | PUBLIC                               | OPERATING                           | 25,000.           |
| LITTLE FLOWER CATHOLIC SCHOOL<br>2053 GOVERNMENT ST<br>MOBILE, AL 36606                        |                                                                                                                    | PUBLIC                               | OPERATING                           | 25,000.           |
| <b>Total from continuation sheets</b>                                                          |                                                                                                                    |                                      |                                     | <b>3,515,000.</b> |

**HEARIN - CHANDLER FOUNDATION**  
**C/O THOMAS B. VAN ANTWERP, TRUSTEE**

**63-6075470**

**Part XV Supplementary Information**

| <b>3 Grants and Contributions Approved for Future Payment (Continuation)</b>                              |                                                                                                                    |                                      |                                     |          |
|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| Recipient<br>Name and address (home or business)                                                          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
| MERCY LIFE OF ALABAMA<br>2900 SPRING HILL AVE<br>MOBILE, AL 36607                                         |                                                                                                                    | PUBLIC                               | CAPITAL                             | 40,000.  |
| MISSISSIPPI MARITIME MUSEUM<br>339 HOWARD AVENUE<br>BILOXI, MS 39530                                      |                                                                                                                    | PUBLIC                               | OPERATING                           | 250,000. |
| MLK AVENUE REDEVELOPMENT CORP.<br>P.O. BOX 2204<br>MOBILE, AL 36652                                       |                                                                                                                    | PUBLIC                               | CAPITAL                             | 60,000.  |
| MOBILE AREA CHAMBER OF COMMERCE<br>451 GOVERNMENT STREET<br>MOBILE, AL 36602                              |                                                                                                                    | PUBLIC                               | CAPITAL                             | 500,000. |
| MOBILE ARTS COUNCIL<br>318 DAUPHIN ST<br>MOBILE, AL 36602                                                 |                                                                                                                    | PUBLIC                               | OPERATING                           | 20,000.  |
| MOBILE MUSEUM OF ART<br>4850 MUSEUM DRIVE<br>MOBILE, AL 36608                                             |                                                                                                                    | PUBLIC                               | CAPITAL                             | 250,000. |
| NSCDA (NATIONAL SOCIETY OF THE<br>COLONIAL DAMES OF AMERICA)<br>1630 LATIMER ST<br>PHILADELPHIA, PA 19103 |                                                                                                                    | PUBLIC                               | OPERATING                           | 100,000. |
| PLAYHOUSE IN THE PARK<br>4851 MUSEUM DRIVE<br>MOBILE, AL 36608                                            |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 5,000.   |
| PROVIDENCE HOSPITAL<br>6801 AIRPORT BOULEVARD<br>MOBILE, AL 36685                                         |                                                                                                                    | PUBLIC                               | CAPITAL                             | 550,000. |
| ST. FRANCIS AT THE POINT ANGLICAN<br>CHURCH<br>17280 SCENIC HIGHWAY 98<br>POINT CLEAR, AL 36564           |                                                                                                                    | PUBLIC                               | CAPITAL                             | 250,000. |
| <b>Total from continuation sheets</b>                                                                     |                                                                                                                    |                                      |                                     |          |

**HEARIN - CHANDLER FOUNDATION  
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

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**Part XV Supplementary Information**

**3 Grants and Contributions Approved for Future Payment (Continuation)**

| Recipient<br>Name and address (home or business)                                          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|-------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| ST. MARY'S PARISH<br>107 N LAFAYETTE STREET<br>MOBILE, AL 36604                           |                                                                                                                    | PUBLIC                               | OPERATING FUND                      | 35,000.  |
| ST. PAUL'S EPISCOPAL SCHOOL<br>161 DOGWOOD LANE<br>MOBILE, AL 36608                       |                                                                                                                    | PUBLIC                               | OPERATING                           | 45,000.  |
| ST. VINCENT'S FOUNDATION<br>810 ST. VINCENT'S DR.<br>BIRMINGHAM, AL 35205                 |                                                                                                                    | PUBLIC                               | CAPITAL                             | 30,000.  |
| THE ALABAMA FOREST RESOURCES CENTER<br>8 SAINT JOSEPH ST SECOND FLOOR<br>MOBILE, AL 36602 |                                                                                                                    | PUBLIC                               | OPERATING                           | 30,000.  |
| THE NATURE CONSERVANCY<br>4245 NORTH FAIRFAX DRIVE, SUITE 100<br>ARLINGTON, VA 22203-1606 |                                                                                                                    | PUBLIC                               | CAPITAL                             | 300,000. |
| THE SHOULDER<br>7400 ROPER LN<br>DAPHNE, AL 36526                                         |                                                                                                                    | PUBLIC                               | OPERATING                           | 25,000.  |
| TRINITY EPISCOPAL CHURCH<br>1900 DAUPHIN STREET<br>MOBILE, AL 36606                       |                                                                                                                    | PUBLIC                               | OPERATING                           | 30,000.  |
| VICTORY HEALTH PARTNERS<br>3750 PROFESSIONAL PKWY<br>MOBILE, AL 36609                     |                                                                                                                    | PUBLIC                               | OPERATING                           | 25,000.  |
| WATERFRONT RESCUE MISSION<br>206 STATE ST<br>MOBILE, AL 36603                             |                                                                                                                    | PUBLIC                               | OPERATING                           | 90,000.  |
|                                                                                           |                                                                                                                    |                                      |                                     |          |
| <b>Total from continuation sheets</b>                                                     |                                                                                                                    |                                      |                                     |          |

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|             |                                        |           |   |
|-------------|----------------------------------------|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 1 |
|-------------|----------------------------------------|-----------|---|

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| SOURCE            | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| CORPORATE BONDS   | 59,923.         | 0.                            | 59,923.                     | 59,923.                           |                               |
| LP INVESTMENTS    | 34,582.         | 0.                            | 34,582.                     | 34,582.                           |                               |
| SECURITIES        | 399,364.        | 0.                            | 399,364.                    | 399,364.                          |                               |
| TO PART I, LINE 4 | 493,869.        | 0.                            | 493,869.                    | 493,869.                          |                               |

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|             |              |           |   |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 2 |
|-------------|--------------|-----------|---|

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| DESCRIPTION                                         | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-----------------------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| OIL ROYALTIES                                       | 18,088.                     | 0.                                |                               |
| LP INVESTMENT INCOME                                | <161,832.>                  | 0.                                |                               |
| LP INVESTMENTS - DISTRIBUTION IN<br>EXCESS OF BASIS | 83,551.                     | 0.                                |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11               | <60,193.>                   | 0.                                |                               |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 3 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 15,670.                      | 7,335.                            |                               | 8,335.                        |
| TO FORM 990-PF, PG 1, LN 16B | 15,670.                      | 7,335.                            |                               | 8,335.                        |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT 4                   |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| INVESTMENT FEES              | 251,865.                     | 251,865.                          |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 251,865.                     | 251,865.                          |                               | 0.                            |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT 5                   |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| FOREIGN TAXES               | 352.                         | 352.                              |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 352.                         | 352.                              |                               | 0.                            |

| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT 6                   |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| INSURANCE                   | 6,855.                       | 0.                                |                               | 0.                            |
| OIL PRODUCTION EXPENSES     | 15,720.                      | 0.                                |                               | 0.                            |
| MEMBERSHIP DUES             | 100.                         | 0.                                |                               | 100.                          |
| OFFICE EXPENSES             | 30,143.                      | 0.                                |                               | 0.                            |
| LP INVESTMENTS EXPENSES     | 20,920.                      | 0.                                |                               | 0.                            |
| MISCELLANEOUS EXPENSE       | <1,833.>                     | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 71,905.                      | 0.                                |                               | 100.                          |

| FORM 990-PF                             | CORPORATE STOCK | STATEMENT         | 7 |
|-----------------------------------------|-----------------|-------------------|---|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET VALUE |   |
| CORPORATE STOCK (SCHEDULE)              | 17,012,026.     | 31,255,251.       |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 17,012,026.     | 31,255,251.       |   |

| FORM 990-PF                             | CORPORATE BONDS | STATEMENT         | 8 |
|-----------------------------------------|-----------------|-------------------|---|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET VALUE |   |
| CORPORATE BONDS (SCHEDULE)              | 983,902.        | 1,037,654.        |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 983,902.        | 1,037,654.        |   |

| FORM 990-PF                               | OTHER INVESTMENTS | STATEMENT  | 9                 |
|-------------------------------------------|-------------------|------------|-------------------|
| DESCRIPTION                               | VALUATION METHOD  | BOOK VALUE | FAIR MARKET VALUE |
| INVESTMENT IN LTD PARTNERSHIPS (SCHEDULE) | COST              | 2,477,991. | 9,265,885.        |
| TOTAL TO FORM 990-PF, PART II, LINE 13    |                   | 2,477,991. | 9,265,885.        |

| FORM 990-PF                        | OTHER ASSETS               | STATEMENT              | 10                |
|------------------------------------|----------------------------|------------------------|-------------------|
| DESCRIPTION                        | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
| OPERATION INTEREST- OIL WELLS      | 16,750.                    | 16,750.                | 16,750.           |
| ART OBJECTS - RALPH CHANDLER BUSTS | 11,219.                    | 11,219.                | 11,219.           |
| ACCRUED INCOME                     | 0.                         | 0.                     | 31,560.           |
| TO FORM 990-PF, PART II, LINE 15   | 27,969.                    | 27,969.                | 59,529.           |

**HEARIN-CHANDLER FOUNDATION**

**FORM 990-PF**

**2013**

**63-6075470**

|                                      | Number of<br>Shares | Cost      | Market<br>Value<br>12/31/2013 |
|--------------------------------------|---------------------|-----------|-------------------------------|
| <b>PAGE 2, PART II, LINE (10B):</b>  |                     |           |                               |
| 3 D Systems Corp.                    | 1,000               | \$ 74,629 | \$ 92,930                     |
| Actavis PLC                          | 5,000               | 720,000   | 840,000                       |
| Adobe Systems, Inc.                  | 15,300              | 345,538   | 916,149                       |
| Albemarle Corporation                | 3,000               | 204,375   | 190,170                       |
| Allegheny Technologies, Inc.         | -                   | -         | -                             |
| Altera CP                            | 3,300               | 123,939   | 107,286                       |
| Amazon Com Inc.                      | 200                 | 77,160    | 79,758                        |
| Amer Intl GP Inc New                 | 15,000              | 529,206   | 765,750                       |
| American Tower Corp-Class A          | 2,000               | 143,846   | 159,640                       |
| Anadarko Petroleum Corp.             | 18,400              | 914,487   | 1,459,488                     |
| Angie's List Inc.                    | -                   | -         | -                             |
| Apache Corp.                         | 1,750               | 68,213    | 150,395                       |
| Archer Daniels Midland               | 500                 | 18,132    | 21,700                        |
| Atmos Energy Corp.                   | 14,843              | 84,523    | 674,169                       |
| Biogen IDEC Inc                      | 300                 | 72,945    | 83,872                        |
| BK Montreal                          | 5,000               | 322,314   | 333,300                       |
| Boeing Co                            | 3,000               | 263,388   | 409,470                       |
| Bristol Myers Squibb Co              | 2,000               | 61,997    | 106,300                       |
| Broadcom Corp. CL A                  | -                   | -         | -                             |
| California Water Service Group       | 8,280               | 30,500    | 191,020                       |
| Cameron International Corp.          | 8,000               | 391,574   | 476,240                       |
| Celanese Corp Series A Com Stk       | 2,355               | 124,826   | 130,255                       |
| Celgene Corp.                        | 3,375               | 207,847   | 570,267                       |
| Chubb Corp.                          | 5,600               | 347,623   | 541,128                       |
| Citigroup Inc New                    | 1,500               | 79,624    | 78,165                        |
| Clorox Company                       | 5,000               | 280,820   | 463,800                       |
| CME Group Inc                        | 8,250               | 552,833   | 647,295                       |
| Comcast Corp.                        | 12,000              | 224,608   | 623,580                       |
| Corning Inc                          | 5,000               | 85,765    | 89,100                        |
| Cullen/Frost Bankers 5.375%-A        | -                   | -         | -                             |
| Devon Energy New                     | 5,695               | 375,258   | 352,350                       |
| Ebay Inc.                            | 10,000              | 415,047   | 548,650                       |
| Ecolab, Inc.                         | 3,738               | 185,733   | 389,761                       |
| Eli Lilly & Co.                      | 8,000               | 334,817   | 408,000                       |
| EMC Corp-Mass                        | 10,000              | 127,161   | 250,243                       |
| Energen Corp.                        | 11,940              | 17,219    | 844,755                       |
| EOG Resources Inc                    | 2,000               | 202,477   | 335,680                       |
| Exxon Mobil Corp.                    | 10,904              | 107,423   | 1,103,485                     |
| Fifth 3rd Bancorp Ohio               | 3,750               | 66,081    | 78,863                        |
| Fluor Corp New                       | 8,250               | 538,035   | 662,393                       |
| F M C Corp New                       | 700                 | 50,291    | 52,822                        |
| Ford Motor Company                   | 3,900               | 68,321    | 60,177                        |
| Freeport McMoran Copper & Gold       | -                   | -         | -                             |
| General Electric Co                  | 5,200               | 80,804    | 145,756                       |
| Gilead Sciences Inc                  | 10,250              | 214,137   | 769,775                       |
| Google Inc Class A                   | 100                 | 106,369   | 112,071                       |
| Gulfport Energy Corp New             | 12,500              | 574,517   | 789,125                       |
| Honeywell International, Inc.        | 7,000               | 317,310   | 639,590                       |
| International Business Machines Corp | 750                 | 64,134    | 140,678                       |
| Johnson & Johnson                    | 3,000               | 98,683    | 274,770                       |
| Level 3 Communications Inc New       | 1,600               | 41,805    | 53,072                        |
| Mead Johnson Nutrition Company       | 1,500               | 125,249   | 125,640                       |
| Medtronic Inc                        | 12,700              | 519,866   | 728,853                       |
| Merchants & Marine Bank              | 11,178              | 447,120   | 447,120                       |
| Merck & Co Inc New Com               | 250                 | 11,313    | 12,513                        |
| Microsoft Corp.                      | 3,750               | 95,814    | 140,288                       |
| Middlesex Water Co.                  | 10,000              | 110,137   | 209,400                       |

|                               |        |                      |                      |
|-------------------------------|--------|----------------------|----------------------|
| NASDAQ                        | -      | -                    | -                    |
| Oracle Corp.                  | -      | -                    | -                    |
| Paychex Inc                   | 4,500  | 162,935              | 204,885              |
| PepsiCo, Inc.                 | 3,162  | 5,159                | 262,256              |
| Pioneer Natural Resources Co. | -      | -                    | -                    |
| Praxair, Inc.                 | 5,000  | 244,270              | 650,150              |
| Procter & Gamble Co.          | 5,000  | 278,225              | 407,050              |
| Qualcomm Inc                  | -      | -                    | -                    |
| Range Resources Corp.         | 15,000 | 841,140              | 1,264,650            |
| Rowan Companies PLC SHS CL A  | 6,700  | 250,191              | 236,912              |
| Royal Gold, Inc               | -      | -                    | -                    |
| Schlumberger Ltd.             | 12,500 | 762,649              | 1,126,375            |
| Southwestern Energy Company   | 66,658 | 88,971               | 2,621,659            |
| SPDR Gold Tr Gold Shrs        | -      | -                    | -                    |
| Splunk                        | 1,320  | 82,045               | 90,644               |
| St Jude Medical Inc           | 1,000  | 52,281               | 61,950               |
| Starbucks Corp                | 800    | 61,506               | 62,712               |
| The Mosaic Co                 | -      | -                    | -                    |
| Triangle Petroleum            | 5,000  | 44,656               | 41,600               |
| Union Pacific Corp.           | 7,000  | 274,870              | 1,176,000            |
| US Bancorp Del New            | 2,500  | 91,681               | 101,000              |
| Vodafone Group PLC Spons      | 15,000 | 345,697              | 589,650              |
| Walt Disney Co.               | 10,000 | 446,989              | 764,000              |
| Wellcare Health Plans         | -      | -                    | -                    |
| Wells Fargo & Co. New         | 12,000 | 486,285              | 544,800              |
| Whiting Petroleum             | 8,751  | 452,031              | 541,424              |
| WPX Energy                    | 1,256  | 25,420               | 25,597               |
| YUM Brands                    | 8,000  | 369,192              | 604,880              |
|                               |        | <u>\$ 17,012,026</u> | <u>\$ 31,255,251</u> |

**HEARIN-CHANDLER FOUNDATION**  
**FORM 990-PF**  
**2013**  
**63-6075470**

|                                     | Number of<br>Shares | Cost              | Market<br>Value<br>12/31/2013 |
|-------------------------------------|---------------------|-------------------|-------------------------------|
| <b>PAGE 2, PART II, LINE (10C):</b> |                     |                   |                               |
| Energy Transfer Partners            | 160,000             | 172,295           | \$ 177,963                    |
| Enterprise Prods Oper.              | 200,000             | 206,023           | 204,750                       |
| Plains Exploration and Production   | 200,000             | 202,999           | 220,500                       |
| Waste Management, Inc.              | -                   | -                 | -                             |
| Weatherford Intl, Inc.              | 100,000             | 88,469            | 113,051                       |
| Western Gas Partners                | 300,000             | 314,116           | 321,390                       |
|                                     |                     | <u>\$ 983,902</u> | <u>\$ 1,037,654</u>           |

**HEARIN-CHANDLER FOUNDATION**  
**FORM 990-PF**  
**2013**  
**63-6075470**

|                                           | Number of<br>Shares | Cost                | Market<br>Value<br>12/31/2013 |
|-------------------------------------------|---------------------|---------------------|-------------------------------|
| <b><u>PAGE 2, PART II, LINE (13):</u></b> |                     |                     |                               |
| Atlas Energy LP                           | 3,000               | 145,493             | \$ 140,550                    |
| Crosstex Energy LP                        | 20,000              | 281,209             | 552,000                       |
| Energy Transfer Equity LP                 | 22,500              | 744,822             | 817,400                       |
| Energy Transfer Partners LP               | 12,500              | 241,839             | 715,625                       |
| Enterprise Products Partners LP           | 35,000              | 397,943             | 2,320,500                     |
| Kinder Morgan Energy Partners LP          | 10,000              | -                   | 806,600                       |
| Linn Energy LLC                           | -                   | -                   | -                             |
| Magellan Midstream Partners LP            | 16,000              | 179,734             | 1,012,320                     |
| Oneok Partners LP                         | -                   | -                   | -                             |
| Sunco Logistics Partners LP               | 18,000              | 225,489             | 1,358,640                     |
| Western Gas Partners LP                   | 25,000              | 261,462             | 1,542,250                     |
|                                           |                     | <u>\$ 2,477,991</u> | <u>\$ 9,265,885</u>           |

**HEARIN-CHANDLER FOUNDATION**  
**FORM 990-PF**  
**2013**  
**63-6075470**

**PAGE 3, PART IV, LINE (1c) & (1b)**

| Description of Property Sold    | Shares  | Gross Sales<br>Proceeds | Cost or<br>Other Basis | Gain<br>(Loss)      |    |
|---------------------------------|---------|-------------------------|------------------------|---------------------|----|
| Altera CP                       | 6,700   | 211,144                 | 251,634                | (40,490)            | ST |
| Angie's List Inc.               | 3,000   | 37,496                  | 62,268                 | (24,772)            | ST |
| Archer Daniels Midland          | 1,500   | 53,638                  | 54,396                 | (758)               | ST |
| Celanese Corp. Series A COM STK | 1,145   | 64,110                  | 60,691                 | 3,419               | ST |
| Corning Inc.                    | 5,000   | 76,965                  | 75,278                 | 1,687               | ST |
| Cullen/Frost Bankers 5.375%-A   | 4,000   | 83,350                  | 100,336                | (16,986)            | ST |
| Devon Energy Corp New           | 2,820   | 174,247                 | 191,907                | (17,660)            | ST |
| Fifth Third Bancorp             | 7,500   | 136,216                 | 138,905                | (2,689)             | ST |
| Gulfport Energy Corp. New       | 7,500   | 470,316                 | 344,710                | 125,606             | ST |
| Linn Energy LLC                 | 5,000   | 191,202                 | 191,002                | 200                 | ST |
| Merck & Co. Inc. New            | 750     | 35,432                  | 33,940                 | 1,492               | ST |
| NASDAQ                          | 3,000   | 106,882                 | 93,302                 | 13,580              | ST |
| Oneok Partners LP               | 4,000   | 214,957                 | 224,295                | (9,338)             | ST |
| Oracle Corp.                    | 3,000   | 94,226                  | 97,941                 | (3,715)             | ST |
| Pioneer Natural Resources Co    | 2,000   | 229,838                 | 231,539                | (1,701)             | ST |
| Qualcomm Inc.                   | 5,500   | 340,726                 | 363,984                | (23,258)            | ST |
| Rowan Companies PLC SHS CL A    | 3,300   | 113,717                 | 123,228                | (9,511)             | ST |
| SPDR Gold Tr Gold Shrs          | 6,500   | 974,133                 | 824,947                | 149,186             | ST |
| Splunk                          | 2,680   | 194,077                 | 166,574                | 27,503              | ST |
| The Mosaic Co                   | 8,000   | 425,871                 | 517,897                | (92,026)            | ST |
| Wellcare Health Plans           | 4,000   | 269,934                 | 293,872                | (23,938)            | ST |
| WPX Energy                      | 1,244   | 23,194                  | 25,177                 | (1,983)             | ST |
|                                 |         | 4,521,671               | 4,467,823              | 53,848              |    |
| Actavis PLC                     | 5,000   | 720,000                 | 173,843                | 546,157             | LT |
| Allegheny Technologies Inc.     | 10,000  | 307,329                 | 264,739                | 42,590              | LT |
| Apache Corp.                    | 5,250   | 410,869                 | 204,638                | 206,231             | LT |
| Atmos Energy Corp.              | 4,527   | 177,979                 | 25,779                 | 152,200             | LT |
| Bristol Myers Squibb Co.        | 6,000   | 249,257                 | 185,990                | 63,267              | LT |
| Broadcom Corp CL A              | 8,000   | 261,429                 | 147,975                | 113,454             | LT |
| Celgene Corp.                   | 4,625   | 603,657                 | 284,829                | 318,828             | LT |
| Comcast Corp                    | 8,000   | 337,747                 | 136,471                | 201,276             | LT |
| Devon Energy Corp. New          | 1,485   | 91,801                  | 101,058                | (9,257)             | LT |
| Ecolab Inc                      | 1,262   | 133,865                 | 63,434                 | 70,431              | LT |
| Eli Lilly & Co.                 | 2,600   | 132,078                 | 103,634                | 28,444              | LT |
| EMC Corp. Mass                  | 10,050  | 238,194                 | 128,439                | 109,755             | LT |
| Energen Corp                    | 12,060  | 961,996                 | 17,392                 | 944,604             | LT |
| Fifth Third Bancorp             | 3,750   | 68,108                  | 59,338                 | 8,770               | LT |
| Freeport McMoran Copp & Gold    | 10,036  | 330,693                 | 233,277                | 97,416              | LT |
| General Electric Company        | 9,000   | 207,484                 | 73,855                 | 133,629             | LT |
| Gilead Sciences Inc             | 14,750  | 821,317                 | 306,923                | 514,394             | LT |
| Intl Business Machines Corp.    | 2,250   | 412,752                 | 192,400                | 220,352             | LT |
| Microsoft Corp.                 | 11,250  | 350,941                 | 287,440                | 63,501              | LT |
| Royal Gold Inc.                 | 5,000   | 294,009                 | 210,483                | 83,526              | LT |
| Southwestern Energy Company     | 22,286  | 845,043                 | 29,746                 | 815,297             | LT |
| Waste Management Inc.           | 200,000 | 226,081                 | 200,958                | 25,123              | LT |
|                                 |         | 8,182,629               | 3,432,641              | 4,749,988           |    |
|                                 |         | <u>\$ 12,704,300</u>    | <u>\$ 7,900,464</u>    | <u>\$ 4,803,836</u> |    |