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Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

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

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

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning DEC 1, 2013 , and ending NOV 30, 2014

Name of foundation

THE JOHN RUSSELL THOMAS FOUNDATION

**A Employer identification number** 63-1214388

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

200 ALIANT PARKWAY

**B** Telephone number 256-329-7467

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

ALEXANDER CITY, AL 35010

**C** If exemption application is pending, check here ▶ ☐

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

**D** 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

**I** Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,203,155.

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

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

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

| | | (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 | | | | |
| | 2 Check ▶ ☒ if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 1,589. | 1,589. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 11,422. | 11,422. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 97,136. | | | |
| | b Gross sales price for all assets on line 6a 517,363. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 97,136. | | |
| | 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 | | | | |
| | 12 **Total.** Add lines 1 through 11 | 110,147. | 110,147. | 0. | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | 0. | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees STMT 3 | 10,647. | 10,647. | 0. | 0. |
| | b Accounting fees STMT 4 | 2,310. | 2,310. | 0. | 0. |
| | c Other professional fees STMT 5 | 8,536. | 8,536. | 0. | 0. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 6 | 193. | 193. | 0. | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 7 | 75. | 75. | 0. | 0. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 21,761. | 21,761. | 0. | 0. |
| | 25 Contributions, gifts, grants paid | 16,500. | | | 16,500. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 38,261. | 21,761. | 0. | 16,500. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 71,886. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 88,386. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | 0. | |

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17290513 759094 00888761A 2013.05080 THE JOHN RUSSELL THOMAS FOU 00888701

**Part II Balance Sheets** 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 |
| Assets | 1 Cash - non-interest-bearing | 164. | 37,696. | 37,696. |
| | 2 Savings and temporary cash investments | | 46,531. | 46,531. |
| | 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 9 | 21,694. | 21,694. | 61,200. |
| | c Investments - corporate bonds | | | |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 10 | 0. | 875,309. | 1,057,728. |
| | 14 Land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 21,858. | 981,230. | 1,203,155. |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 21,858. | 981,230. | |
| | 30 Total net assets or fund balances | 21,858. | 981,230. | |
| | 31 Total liabilities and net assets/fund balances | 21,858. | 981,230. | |

**Part III Analysis of Changes in Net Assets or Fund Balances**

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 21,858. |
| 2 | Enter amount from Part I, line 27a | 2 | 71,886. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8 | 3 | 898,110. |
| 4 | Add lines 1, 2, and 3 | 4 | 991,854. |
| 5 | Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS | 5 | 10,624. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 981,230. |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | STERNE AGEE-0727 - SEE ATTACHED | P | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 517,363. | | 420,227. | 97,136. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | 97,136. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 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 | 2 | 97,136. |
| 3 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 | | 3 | N/A |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---|---|---|
| 2012 | 7,000. | 53,256. | .131441 |
| 2011 | 1,000. | 54,632. | .018304 |
| 2010 | 12,000. | 42,976. | .279226 |
| 2009 | 59,500. | 95,490. | .623102 |
| 2008 | 115,843. | 100,257. | 1.155460 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | 2.207533 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .441507 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 730,057. |
| 5 Multiply line 4 by line 3 | 5 | 322,325. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 884. |
| 7 Add lines 5 and 6 | 7 | 323,209. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 16,500. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

| | | | | |
|---|---|---|---|---|
| 1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)** | | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | | 1 | 1,768. |
| 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 | 1,768. |
| 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 | 1,768. |
| 6 Credits/Payments: | | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 770. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | | |
| d Backup withholding erroneously withheld | 6d | | | |
| 7 Total credits and payments. Add lines 6a through 6d | | | 7 | 770. |
| 8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | | | 8 | 20. |
| 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | 1,018. |
| 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | |
| 11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ | | **Refunded** ▶ | 11 | |

**Part VII-A Statements Regarding Activities**

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ JOHN RUSSELL THOMAS Telephone no. ▶ 256-329-7467
Located at ▶ P.O. BOX 86, ALEXANDER CITY, AL ZIP+4 ▶ 35010

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 | N/A

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ______ , ______ , ______ , ______ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A | 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. ▶ ______ , ______ , ______ , ______ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | | X |

**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 [X] 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 [X] No | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | [ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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 |
|---|---|---|---|---|
| JOHN RUSSELL THOMAS<br>P.O. BOX 86<br>ALEXANDER CITY, AL 35010 | PRESIDENT<br>1.00 | 0. | 0. | 0. |
| RUSSELL L. THOMAS<br>P.O. BOX 86<br>ALEXANDER CITY, AL 35010 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| JOHN J. THOMAS<br>P.O. BOX 86<br>ALEXANDER CITY, AL 35010 | DIRECTOR<br>1.00 | 0. | 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 VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

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

**Part IX-B** **Summary of Program-Related Investments**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions.<br>3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

Form **990-PF** (2013)

323561
10-10-13



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

| | | | | |
|---|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | | |
| a | Average monthly fair market value of securities | | 1a | 0. |
| b | Average of monthly cash balances | | 1b | 42,527. |
| c | Fair market value of all other assets | | 1c | 698,648. |
| d | **Total** (add lines 1a, b, and c) | | 1d | 741,175. |
| 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 | 741,175. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | | 4 | 11,118. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | 5 | 730,057. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | 6 | 36,503. |

## 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 | 36,503. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a 1,768. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | | |
| c | Add lines 2a and 2b | | 2c | 1,768. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | 3 | 34,735. |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | 0. |
| 5 | Add lines 3 and 4 | | 5 | 34,735. |
| 6 | Deduction from distributable amount (see instructions) | | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | 7 | 34,735. |

## 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 | 16,500. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 16,500. |
| 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 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 16,500. |

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

## Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|---|---|---|---|---|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 34,735. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 0. | |
| b Total for prior years: ____ , ____ , ____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 110,830. | | | | |
| b From 2009 54,725. | | | | |
| c From 2010 9,851. | | | | |
| d From 2011 | | | | |
| e From 2012 4,337. | | | | |
| f **Total** of lines 3a through e | 179,743. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 16,500. | | | | |
| a Applied to 2012, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2013 distributable amount | | | | 16,500. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 18,235. | | | 18,235. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 161,508. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 | 92,595. | | | |
| 9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | 68,913. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 54,725. | | | | |
| b Excess from 2010 9,851. | | | | |
| c Excess from 2011 | | | | |
| d Excess from 2012 4,337. | | | | |
| e Excess from 2013 | | | | |

**Part XIV Private Operating Foundations** (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(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | (e) Total |
| 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 | | | | | |

**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).)

JOHN RUSSELL THOMAS

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:

JOHN RUSSELL THOMAS, PRESIDENT, 256-329-7467
200 ALIANT PARKWAY, ALEXANDER CITY, AL 35010

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

WRITTEN GRANT REQUEST

c Any submission deadlines:

N/A

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

NONE

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| GREAT BETHEL MISSIONARY BAPTIST CHURCH<br>P.O. BOX 459<br>ALEXANDER CITY, AL 35011 | N/A | 501(C)(3) | GENERAL SUPPORT | 6,000. |
| SAMFORD UNIVERSITY BROCK SCHOOL OF BUSINESS<br>800 LAKESHORE DRIVE<br>BIRMINGHAM, AL 35229 | N/A | 501(C)(3) | GENERAL SUPPORT | 1,000. |
| SOZO CHILDREN<br>P.O. BOX 382586<br>BIRMINGHAM, AL 35238 | N/A | 501(C)(3) | GENERAL SUPPORT | 2,500. |
| THE CULINARY INSTITUTE OF AMERICA<br>1946 CAMPUS DRIVE<br>HYDE PARK, NY 12538-1499 | N/A | 501(C)(3) | GENERAL SUPPORT | 1,000. |
| THE UNIVERSITY OF ALABAMA<br>BOX 870100<br>TUSCALOOSA, AL 35487-0100 | N/A | 501(C)(3) | GENERAL SUPPORT | 5,000. |
| **Total** SEE CONTINUATION SHEET(S) | | | ▶ 3a | 16,500. |
| *b Approved for future payment* | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 0. |

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

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 1,589. | |
| 4 Dividends and interest from securities | | | 14 | 11,422. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 97,136. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 110,147. | 0. |

13 **Total**. Add line 12, columns (b), (d), and (e) 13 110,147.

(See worksheet in line 13 instructions to verify calculations.)

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|---|---|
| | |

**Part XVII** **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |

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

John Russell Thomas | May 15, 2015 | PRESIDENT

Signature of officer or trustee | Date | Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| GREGORY E. SELLERS, CPA, AEP | | 05/13/15 | | P00112282 |
| Firm's name ▶ WARREN AVERETT, LLC | | | Firm's EIN ▶ 45-4084437 | |
| Firm's address ▶ 3815 INTERSTATE CT. MONTGOMERY, AL 36109 | | | Phone no. (334)271-2200 | |

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| ALIANT BANK | 11. | 11. | 11. |
| STERNE AGEE-0183 | 1,578. | 1,578. | 1,578. |
| TOTAL TO PART I, LINE 3 | 1,589. | 1,589. | 1,589. |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|---|---|
| STERNE AGEE-0183 | 787. | 0. | 787. | 787. | 787. |
| STERNE AGEE-0727 | 10,635. | 0. | 10,635. | 10,635. | 10,635. |
| TO PART I, LINE 4 | 11,422. | 0. | 11,422. | 11,422. | 11,422. |

## FORM 990-PF LEGAL FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES | 10,647. | 10,647. | 0. | 0. |
| TO FM 990-PF, PG 1, LN 16A | 10,647. | 10,647. | 0. | 0. |

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING FEES | 2,310. | 2,310. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 2,310. | 2,310. | 0. | 0. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| INVESTMENT MANAGEMENT FEES | 8,536. | 8,536. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 8,536. | 8,536. | 0. | 0. |

FORM 990-PF TAXES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FOREIGN TAXES WITHHELD | 103. | 103. | 0. | 0. |
| TAXES PAID | 90. | 90. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 193. | 193. | 0. | 0. |

FORM 990-PF OTHER EXPENSES STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| BANK SERVICE CHARGES | 75. | 75. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 75. | 75. | 0. | 0. |

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

| DESCRIPTION | AMOUNT |
|---|---|
| NET ASSETS TRANSFERRED FROM ALIANT FOUNDATION AT MERGER | 898,110. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 898,110. |

**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, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| UNITED WAY OF CENTRAL ALABAMA, INC.<br>P.O. BOX 320189<br>BIRMINGHAM, AL 35232 | N/A | 501(C)(3) | GENERAL SUPPORT | 1,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| **Total from continuation sheets** | | | | 1,000. |

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FORM 990-PF CORPORATE STOCK STATEMENT 9

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| USAMERIBANCORP STOCK | 21,694. | 61,200. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 21,694. | 61,200. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| OTHER INVESTMENTS | COST | 875,309. | 1,057,728. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 875,309. | 1,057,728. |

# REALIZED TAX LOTS REPORT FOR ACCOUNT 86340727

FOR PERIOD 04/01/2014 TO 11/30/2014

## EQUITIES

**458999380** — *CUSIP:458999380* — *8INTERCONTL HOTELS ADR*

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 07/14/2014 | 680 | 26.4455 | $17982.97 | 2.92 | $1985.60 | ($15997.37) | -88.960% |
| **Subtotal** | | **680** | **26.4455** | **$17982.97** | **2.92** | **$1985.60** | **($15997.37)** | **-88.958%** |

**AAPL** — *CUSIP:037833100* — *APPLE INC*

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 04/29/2014 | 39 | 532.4444 | $20765.33 | 592.4985 | $23107.44 | $2342.11 | 11.280% |
| 12/13/2012 | 08/25/2014 | 14 | 76.0629 | $1064.88 | 101.7979 | $1425.17 | $360.29 | 33.830% |
| 12/14/2012 | 08/25/2014 | 133 | 72.9526 | $9702.70 | 101.7986 | $13539.21 | $3836.51 | 39.540% |
| 01/24/2013 | 08/25/2014 | 42 | 65.8193 | $2764.41 | 101.7988 | $4275.55 | $1511.14 | 54.660% |
| **Subtotal** | | **228** | **150.4268** | **$34297.32** | **185.7341** | **$42347.37** | **$8050.05** | **23.471%** |

**ABDNY** — *CUSIP:00300A104* — *ABERDEEN ASSET MGMT PLC*

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 02/04/2014 | 06/06/2014 | 367 | 12.9768 | $4762.50 | 15.6043 | $5726.79 | $964.29 | 20.250% |
| 02/04/2014 | 07/03/2014 | 1347 | 12.9768 | $17479.80 | 15.6914 | $21136.37 | $3656.57 | 20.920% |
| **Subtotal** | | **1714** | **12.9768** | **$22242.30** | **15.6728** | **$26863.16** | **$4620.86** | **20.775%** |

**AET** — *CUSIP:00817Y108* — *AETNA INC NEW*

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 05/05/2014 | 09/03/2014 | 144 | 71.2424 | $10258.90 | 82.2837 | $11848.85 | $1589.95 | 15.500% |
| **Subtotal** | | **144** | **71.2424** | **$10258.90** | **82.2837** | **$11848.85** | **$1589.95** | **15.498%** |

**BEN** — *CUSIP:354613101* — *FRANKLIN RESOURCES INC*

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 06/06/2014 | 98 | 42.275 | $4142.95 | 56.6286 | $5549.60 | $1406.65 | 33.950% |
| **Subtotal** | | **98** | **42.275** | **$4142.95** | **56.6286** | **$5549.60** | **$1406.65** | **33.953%** |

**BK** — *CUSIP:064058100* — *BNY MELLON CORP*

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 09/17/2014 | 176 | 24.7047 | $4348.03 | 40.4407 | $7117.56 | $2769.53 | 63.700% |
| 12/13/2012 | 10/30/2014 | 33 | 24.7048 | $815.26 | 37.4824 | $1236.92 | $421.66 | 51.720% |
| **Subtotal** | | **209** | **24.7047** | **$5163.29** | **39.9736** | **$8354.48** | **$3191.19** | **61.805%** |

**CHKP** — *CUSIP:M22465104* — *CHECK POINT SFTWARE TECH*

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 09/17/2014 | 55 | 46.4525 | $2554.89 | 70.8276 | $3895.52 | $1340.63 | 52.470% |
| 05/02/2013 | 09/17/2014 | 7 | 46.7286 | $327.10 | 70.8286 | $495.80 | $168.70 | 51.570% |
| **Subtotal** | | **62** | **46.4837** | **$2881.99** | **70.8277** | **$4391.32** | **$1509.33** | **52.371%** |

**CME** — *CUSIP:12572Q105* — *CME GROUP INC CLASS A*

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 05/01/2014 | 09/03/2014 | 136 | 69.4874 | $9450.29 | 77.0606 | $10480.24 | $1029.95 | 10.900% |
| 05/01/2014 | 09/10/2014 | 68 | 69.4875 | $4725.15 | 75.9472 | $5164.41 | $439.26 | 9.300% |
| 05/01/2014 | 10/31/2014 | 69 | 69.4872 | $4794.62 | 83.0193 | $5728.33 | $933.71 | 19.470% |
| 05/01/2014 | 10/31/2014 | 64 | 69.9798 | $4478.71 | 83.0195 | $5313.25 | $834.54 | 18.630% |
| **Subtotal** | | **337** | **69.5809** | **$23448.77** | **79.1876** | **$26686.23** | **$3237.46** | **13.807%** |

**CSCO** **CUSIP:17275R102** **CISCO SYSTEMS INC**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 08/25/2014 | 509 | 19.7741 | $10065.03 | 24.7096 | $12577.20 | $2512.17 | 24.960% |
| **Subtotal** | | **509** | **19.7741** | **$10065.03** | **24.7096** | **$12577.20** | **$2512.17** | **24.959%** |

**DIS** **CUSIP:254687106** **WALT DISNEY CO**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 09/17/2014 | 85 | 49.2304 | $4184.58 | 90.3792 | $7682.23 | $3497.65 | 83.580% |
| **Subtotal** | | **85** | **49.2304** | **$4184.58** | **90.3792** | **$7682.23** | **$3497.65** | **83.584%** |

**DISCK** **CUSIP:25470F302** **DISCOVERY COMMS NEW C**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 07/22/2014 | 47 | 56.6736 | $2663.66 | 82.7338 | $3888.49 | $1224.83 | 45.980% |
| 12/13/2012 | 08/04/2014 | 200 | 56.6735 | $11334.70 | 82.7345 | $16546.89 | $5212.19 | 45.980% |
| **Subtotal** | | **247** | **56.6735** | **$13998.36** | **82.7343** | **$20435.38** | **$6437.02** | **45.984%** |

**DOV** **CUSIP:260003108** **DOVER CORP COMMON**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 06/06/2014 | 133 | 53.6877 | $7140.47 | 88.2255 | $11733.99 | $4593.52 | 64.330% |
| **Subtotal** | | **133** | **53.6877** | **$7140.47** | **88.2255** | **$11733.99** | **$4593.52** | **64.331%** |

**EBAY** **CUSIP:278642103** **EBAY INC**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/05/2013 | 10/30/2014 | 374 | 51.0077 | $19076.89 | 51.3231 | $19194.83 | $117.94 | 0.620% |
| **Subtotal** | | **374** | **51.0077** | **$19076.89** | **51.3231** | **$19194.83** | **$117.94** | **0.618%** |

**HOT** **CUSIP:85590A401** **STARWOOD HTLS RSRTS WRLD**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 06/06/2013 | 04/29/2014 | 90 | 66.4072 | $5976.65 | 74.8017 | $6732.15 | $755.50 | 12.640% |
| 06/06/2013 | 08/25/2014 | 135 | 66.4073 | $8964.98 | 84.1796 | $11364.25 | $2399.27 | 26.760% |
| **Subtotal** | | **225** | **66.4072** | **$14941.63** | **80.4284** | **$18096.40** | **$3154.77** | **21.114%** |

**IHG** **CUSIP:45857P509** **INTERCONTL HOTELS ADR**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 07/09/2014 | 07/09/2014 | 0.69168 | 0 | $0.00 | 42.0136 | $29.06 | $29.06 | N/A |
| 12/13/2012 | 07/14/2014 | 390 | 28.681 | $11185.58 | 42.1438 | $16436.09 | $5250.51 | 46.940% |
| **Subtotal** | | **390.6917** | **28.6302** | **$11185.58** | **42.1436** | **$16465.15** | **$5279.57** | **46.940%** |

**KO** **CUSIP:191216100** **COCA COLA COMPANY**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 04/29/2014 | 451 | 37.7453 | $17023.13 | 40.698 | $18354.80 | $1331.67 | 7.820% |
| 12/13/2012 | 10/23/2014 | 229 | 37.7453 | $8643.67 | 40.9172 | $9370.05 | $726.38 | 8.400% |
| **Subtotal** | | **680** | **37.7453** | **$25666.80** | **40.7718** | **$27724.85** | **$2058.05** | **8.018%** |

**MA** **CUSIP:57636Q104** **MASTERCARD INC CLASS A**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 11/04/2014 | 138 | 48.4296 | $6683.29 | 83.9069 | $11579.15 | $4895.86 | 73.260% |
| **Subtotal** | | **138** | **48.4296** | **$6683.29** | **83.9069** | **$11579.15** | **$4895.86** | **73.255%** |

**MAR** **CUSIP:571903202** **MARRIOTT INTL INC NEW A**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 10/15/2013 | 04/29/2014 | 184 | 42.0901 | $7744.58 | 56.0166 | $10307.05 | $2562.47 | 33.090% |
| 10/15/2013 | 09/17/2014 | 92 | 42.0901 | $3872.29 | 71.664 | $6593.09 | $2720.80 | 70.260% |
| 10/15/2013 | 11/05/2014 | 110 | 42.0901 | $4629.91 | 74.5677 | $8202.45 | $3572.54 | 77.160% |
| **Subtotal** | | **386** | **42.0901** | **$16246.78** | **65.0326** | **$25102.59** | **$8855.81** | **54.508%** |

**NDAQ** **CUSIP:631103108** **NASDAQ OMX GROUP INC**

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 11/07/2014 | 479 | 24.2551 | $11618.17 | 43.9144 | $21035.01 | $9416.84 | 81.050% |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 04/05/2013 | 11/07/2014 | 17 | 28.6412 | $486.90 | 43.9147 | $746.55 | $259.65 | 53.330% |
| **Subtotal** | | **496** | **24.4054** | **$12105.07** | **43.9144** | **$21781.56** | **$9676.49** | **79.937%** |

***ORCL*** ***CUSIP:68389X105*** ***ORACLE CORP***

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 04/29/2014 | 537 | 31.5966 | $16967.36 | 40.2745 | $21627.40 | $4660.04 | 27.460% |
| 12/13/2012 | 09/17/2014 | 146 | 31.5966 | $4613.10 | 41.1748 | $6011.52 | $1398.42 | 30.310% |
| **Subtotal** | | **683** | **31.5966** | **$21580.46** | **40.4669** | **$27638.92** | **$6058.46** | **28.074%** |

***QCOM*** ***CUSIP:747525103*** ***QUALCOMM INC***

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 05/21/2013 | 04/22/2014 | 290 | 65.9286 | $19119.30 | 81.0765 | $23512.18 | $4392.88 | 22.980% |
| 05/21/2013 | 10/30/2014 | 232 | 65.9286 | $15295.43 | 77.3738 | $17950.72 | $2655.29 | 17.360% |
| 07/16/2013 | 10/30/2014 | 114 | 61.4406 | $7004.23 | 77.3739 | $8820.62 | $1816.39 | 25.930% |
| **Subtotal** | | **636** | **65.1242** | **$41418.96** | **79.0621** | **$50283.52** | **$8864.56** | **21.402%** |

***RE*** ***CUSIP:G3223R108*** ***EVEREST REINSURANCE GRP***

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 06/06/2014 | 64 | 107.9233 | $6907.09 | 162.0638 | $10372.08 | $3464.99 | 50.170% |
| **Subtotal** | | **64** | **107.9233** | **$6907.09** | **162.0638** | **$10372.08** | **$3464.99** | **50.166%** |

***STT*** ***CUSIP:857477103*** ***STATE STREET CORP***

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 05/06/2014 | 09/17/2014 | 83 | 63.4525 | $5266.56 | 74.5081 | $6184.17 | $917.61 | 17.420% |
| **Subtotal** | | **83** | **63.4525** | **$5266.56** | **74.5081** | **$6184.17** | **$917.61** | **17.423%** |

***TIME*** ***CUSIP:887228104*** ***TIME INC NEW***

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 06/13/2014 | 0.53369 | 15.1961 | $8.11 | 22.41 | $11.96 | $3.85 | 47.470% |
| 02/04/2014 | 06/13/2014 | 0.34131 | 20.0697 | $6.85 | 22.4136 | $7.65 | $0.80 | 11.680% |
| 12/13/2012 | 06/19/2014 | 31.71631 | 15.1906 | $481.79 | 22.8435 | $724.51 | $242.72 | 50.380% |
| 02/04/2014 | 06/19/2014 | 20.28369 | 20.0683 | $407.06 | 22.8435 | $463.35 | $56.29 | 13.830% |
| **Subtotal** | | **52.875** | **17.0933** | **$903.81** | **22.8363** | **$1207.47** | **$303.66** | **33.598%** |

***TSCDY*** ***CUSIP:881575302*** ***TESCO PLC SPONSORED ADR***

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 04/22/2014 | 2010 | 16.3535 | $32870.50 | 14.7216 | $29590.38 | ($3280.12) | -9.980% |
| **Subtotal** | | **2010** | **16.3535** | **$32870.50** | **14.7216** | **$29590.38** | **($3280.12)** | **-9.979%** |

***TWX*** ***CUSIP:887317303*** ***TIME WARNER NEW INC***

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 07/17/2014 | 240 | 44.9861 | $10796.67 | 86.038 | $20649.11 | $9852.44 | 91.250% |
| **Subtotal** | | **240** | **44.9861** | **$10796.67** | **86.038** | **$20649.11** | **$9852.44** | **91.254%** |

***UN*** ***CUSIP:904784709*** ***UNILEVER N V NY SHS NEW***

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 06/06/2014 | 178 | 38.3121 | $6819.56 | 43.0716 | $7666.75 | $847.19 | 12.420% |
| 04/30/2013 | 06/06/2014 | 79 | 42.287 | $3340.67 | 43.0718 | $3402.67 | $62.00 | 1.860% |
| **Subtotal** | | **257** | **39.534** | **$10160.23** | **43.0717** | **$11069.42** | **$909.19** | **8.949%** |

***V*** ***CUSIP:92826C839*** ***VISA INC CLASS A***

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 12/13/2012 | 11/04/2014 | 46 | 147.2867 | $6775.19 | 242.5243 | $11156.12 | $4380.93 | 64.660% |
| **Subtotal** | | **46** | **147.2867** | **$6775.19** | **242.5243** | **$11156.12** | **$4380.93** | **64.661%** |

***WLP*** ***CUSIP:94973V107*** ***WELLPOINT INC***

| Open Date | Close Date | Quantity | Open Price | Open Cost | Close Price | Proceeds | Gain/Loss | Gain/Loss % |
|---|---|---|---|---|---|---|---|---|
| 03/05/2014 | 09/04/2014 | 132 | 91.3567 | $12059.08 | 118.8397 | $15686.84 | $3627.76 | 30.080% |
| 03/05/2014 | 10/29/2014 | 107 | 91.3566 | $9775.16 | 122.6642 | $13125.07 | $3349.91 | 34.270% |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Subtotal | 239 | 91.3567 | $21834.24 | 120.5519 | $28811.91 | $6977.67 | 31.957% |
| TOTAL | | | $420226.68 | | $517363.04 | $97136.36 | 23.108% |

## END OF REPORT

FOR PERIOD 04/01/2014 TO 11/30/2014

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STATE OF ALABAMA )

: 

COUNTY OF TALLAPOOSA )

Alabama
Sec. Of State
Merger 000-732
Date 3/31/2014
Time 17:00
140410 9 Pg
File $100.00
Ackn $.00
Exp $.00
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Total $100.00
03/001

# ARTICLES OF MERGER
# OF
# THE JOHN RUSSELL THOMAS FOUNDATION
# AND
# ALIANT FOUNDATION

Pursuant to Article V of the ALABAMA NONPROFIT CORPORATION ACT, Section 10-3A-1, et. seq., CODE OF ALABAMA, 1975, as amended, the undersigned nonprofit corporations adopt the following Articles of Merger.

## ARTICLE I.
## PLAN OF MERGER

A copy of the Agreement and Plan of Merger adopted by each of the undersigned corporations is attached hereto as Exhibit A, and expressly incorporated herein and made a part hereof by reference.

## ARTICLE II.
## NO MEMBERS

THE JOHN RUSSELL THOMAS FOUNDATION was formed without members, and at no time subsequent to formation have there been any members. The ALIANT FOUNDATION was formed without members, and at no time subsequent to formation have there been any members. The sole governing body of each constituent is its Board of Directors.

## ARTICLE III.
## ADOPTION OF PLAN OF MERGER

The Agreement and Plan of Merger was adopted by the unanimous written consents of each of the Boards of Directors of the Constituents dated March 28, 2014.

ARTICLE IV.
<u>ARTICLES OF INCORPORATION</u>

Articles of Incorporation for THE JOHN RUSSELL THOMAS FOUNDATION were filed in the Office of the Judge of Probate for Tallapoosa County, Alabama. Articles of Incorporation for the ALIANT FOUNDATION were filed in the Office of the Judge of Probate for Tallapoosa County, Alabama.

ARTICLE V.
<u>NAME OF CORPORATION</u>

Upon the issuance of the Certificate of Merger by the Secretary of State, and at all times thereafter until amended pursuant to law, THE JOHN RUSSELL THOMAS FOUNDATION shall be the survivor and the merged constituents shall be known as known as **"THE JOHN RUSSELL THOMAS FOUNDATION"**.

IN WITNESS WHEREOF, the undersigned constituent corporations have caused these Articles of Merger to be executed this 31st day of March, 2014.

**ALIANT FOUNDATION**

By: John Russell Thomas
John Russell Thomas - President

By: Russell L. Thomas
Russell L. Thomas - Secretary

**THE JOHN RUSSELL THOMAS FOUNDATION**

By: John Russell Thomas
John Russell Thomas - President

By: Russell L. Thomas
Russell L. Thomas - Secretary

[ACKNOWLEDGMENTS ON FOLLOWING PAGES]

## ACKNOWLEDGMENT

STATE OF ALABAMA )
:
TALLAPOOSA COUNTY )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that John Russell Thomas, whose name, as President of both the ALIANT FOUNDATION and THE JOHN RUSSELL THOMAS FOUNDATION, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily.

GIVEN under my hand and official seal this 31 day of march, 2014.

(SEAL)

Jeannine D Williams
Notary Public
My Commission Expires:__________

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Sept 17, 2015
BONDED THRU NOTARY PUBLIC UNDERWRITERS

## ACKNOWLEDGMENT

STATE OF ALABAMA )
:
TALLAPOOSA COUNTY )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Russell L. Thomas, whose name, as Secretary of both the ALIANT FOUNDATION and THE JOHN RUSSELL THOMAS FOUNDATION, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily.

GIVEN under my hand and official seal this 31 day of march, 2014.

(SEAL)

Jeannine D Williams
Notary Public
My Commission Expires:__________

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Sept 17, 2015
BONDED THRU NOTARY PUBLIC UNDERWRITERS

# AGREEMENT AND PLAN OF MERGER
# OF
# ALIANT FOUNDATION
# AND
# THE JOHN RUSSELL THOMAS FOUNDATION

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of the 31st day of March, 2014, by and between the ALIANT FOUNDATION, an Alabama nonprofit corporation (the "Aliant Foundation"), and THE JOHN RUSSELL THOMAS FOUNDATION, an Alabama nonprofit corporation ("The John Russell Thomas Foundation"). The parties to this Agreement and Plan of Merger are sometimes referred to as "Constituents."

## RECITALS

A. The Aliant Foundation and The John Russell Thomas Foundation share the goal of facilitating religious, charitable, scientific, literary and educational undertakings within the meaning of Section 501(c)(3) of the Code through the provision of financial support to organizations operating exclusively for such enumerated purposes and which are exempt organizations as defined under Section 501(c)(3);

B. The purposes, objectives and activities of the Aliant Foundation and The John Russell Thomas Foundation complement one another;

C. The Directors of the Aliant Foundation and the Directors of The John Russell Thomas Foundation have decided that the goals of each corporation would be most effectively achieved if the two nonprofit corporations were to merge;

D. Neither the Aliant Foundation nor The John Russell Thomas Foundation have members and the governance of each nonprofit corporation is vested in the Board of Directors of each of the Constituents; and

E. The Boards of Directors of both corporations, in considering the shared interests of the Aliant Foundation and The John Russell Thomas Foundation, the substantial commonality of membership with respect to the Boards of Directors of both corporations, and the efficiencies to be gained by combining the two corporations into one entity, deem it advisable and in the best interests of each corporation that the Aliant Foundation be merged into The John Russell Thomas Foundation, and in accordance therewith each corporation has adopted a resolution approving this Agreement and Plan of Merger;

NOW, THEREFORE, to effect the merger in consideration of the promises, covenants and agreements contained herein, the parties hereby set forth the terms and conditions of the merger and the mode of carrying the same as follows:

Section 1. THE MERGER

Upon the Effective Date, the Aliant Foundation shall be merged with and into The John Russell Thomas Foundation. The John Russell Thomas Foundation shall be the surviving nonprofit corporation, pursuant to the procedural provisions set forth in Section 9 of this Agreement. The corporate existence of The John Russell Thomas Foundation, along with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the merger. The separate corporate existence of the Aliant Foundation shall cease as of the Effective Date, and thereupon the Aliant Foundation and The John Russell Thomas Foundation shall continue as a single corporation, and shall continue to be known as **The John Russell Thomas Foundation** (hereinafter sometimes referred to as the "Surviving Corporation"). The Surviving Corporation shall be governed by the laws of the State of Alabama.

Section 2. VESTING OF ASSETS AND LIABILITIES

(a) Generally. Upon the Effective Date, the effect of the merger shall be as set forth in Code of Alabama §10A-3-5.05 including, but not limited to, the following: all rights, immunities, privileges, franchises and powers of each corporation, both of a public and a private nature, all property, real, personal and mixed, all debts due on account, and all other things in action or belonging to each of the corporations, and all and every other interest, shall vest in the Surviving Corporation without further act or deed. Title to any real estate, whether vested by deed or otherwise in either corporation, shall not revert or be in any way impaired by reason of the merger, and the Surviving Corporation shall assume and be responsible for all debts, liabilities, obligations and duties of each corporation. All such debts, liabilities, obligations and duties may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it; but the liabilities of each corporation or of their respective directors or officers shall not be affected, nor shall the rights of creditors thereof or any person dealing with either corporation. No lien upon the property of either corporation shall be impaired by the merger, and all rights of creditors and all liens upon the property of either corporation shall be preserved unimpaired, and any action or proceeding pending by or against either corporation may be prosecuted to judgment the same as if the merger had not taken place, which judgment shall bind the Surviving Corporation, or the Surviving Corporation may be proceeded against or substituted in its place.

(b) Further Assurances. If at any time after the effective date of the merger the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, on record or otherwise, in the Surviving Corporation, the title to any property or rights of the Aliant Foundation acquired or to be acquired by reason of, or as a result of, the merger, the Aliant Foundation and its proper officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Agreement, and the proper officers and directors of the Aliant Foundation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Aliant Foundation or otherwise to take any and all such action.

Section 3. NAME

Upon the Effective Date, the name of the Surviving Corporation shall be "THE JOHN RUSSELL THOMAS FOUNDATION".

Section 4. ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of The John Russell Thomas Foundation.

Section 5. BYLAWS

The Bylaws of the Surviving Corporation shall be the existing Bylaws of The John Russell Thomas Foundation. Such Bylaws shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed from time to time in accordance with law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.

Section 6. DIRECTORS OF THE SURVIVING CORPORATION

The members of the Board of Directors of the Surviving Corporation as of the Effective Date shall be as follows:

| | | |
|---|---|---|
| John Russell Thomas | - | Executive Director and Director |
| Russell L. Thomas | - | Director |

Each member of the Board of Directors shall hold office on and after the Effective Date for a term of one (1) year or until the election of his or her successor, whichever shall occur later in time.

Section 7. OFFICERS

All Officers of The John Russell Thomas Foundation immediately prior to the Effective Date shall be Officers of the Surviving Corporation, in the same capacities and with the same powers, and shall hold office subject to the Bylaws of the Surviving Corporation from the Effective Date and for the same term and subject to the same conditions to which such Officers of The John Russell Thomas Foundation were subject immediately prior to the Effective Date of the merger.

Section 8. VACANCIES IN BOARD OF DIRECTORS OR OFFICES

If, on the Effective Date, a vacancy shall exist in the Board of Directors or in any of the Offices of the Surviving Corporation, such vacancy shall thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation.

Section 9. PROCEDURAL PROVISIONS

(a) Adoption by Unanimous Written Consent. This Agreement is intended to and shall comply with provisions of the Alabama Nonprofit Corporation Act, CODE OF ALABAMA § 10-3A-1.01, *et seq.* (the "Act"), and shall be signed by the members of the Board of Directors of each Constituent for the express purpose of approving and adopting this Agreement in accordance with and in the manner provided by the Act, Articles of Incorporation and Bylaws of each respective corporation.

(b) Effective Date. Provided that the members of Board of Directors of each Constituent shall have approved and adopted this Agreement by unanimous written consent, and provided further that this Agreement and all other documents have been filed and/or recorded in accordance with the Act, the merger shall become effective upon the date such documents are filed or recorded.

(c) Filings. This Agreement, or an appropriate certificate thereof, shall be filed with the Secretary of State of the State of Alabama along with the Articles of Merger, which shall have been executed by the president of each Constituent.

Section 10. ASSETS, LIABILITIES, RESERVES, ACCOUNTS, ETC.

Upon the Effective Date, the assets, liabilities, reserves and accounts of each Constituent shall be entered upon the books of the Surviving Corporation as then stated on the books of said corporations, subject to such adjustments, or eliminations of intercompany items, if any, as may be appropriate in giving effect to the merger.

Section 11. CORPORATE ACTS OF THE ALIANT FOUNDATION

All corporate acts, plans, policies, approval and authorizations of the Aliant Foundation, its Board of Directors, committees elected or appointed by the Board of Directors, Officers and agents, which were valid and effective immediately prior to the Effective Date of the merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation, and shall be as effective and binding thereon as the same were with respect to the Aliant Foundation.

Section 12. GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the laws of the State of Alabama, with the exception of its conflict of laws provisions.

Section 13. NOTICE OF MATERIAL FACTS

The John Russell Thomas Foundation and the Aliant Foundation shall each give to the other immediate notice of any claim, event or transaction that would or does materially and adversely affect its respective business, properties, operations or financial condition.

Section 14. <u>BEST EFFORTS</u>

The John Russell Thomas Foundation and the Aliant Foundation agree to cooperate in carrying out the provisions of this Agreement so that the merger contemplated hereby may be duly consummated, and to conduct their affairs in the usual and customary manner.

Section 15. <u>NO RIGHTS OR REMEDIES IN THIRD PARTIES</u>

Except as otherwise expressly provided in this Agreement, nothing herein expressed or implied is intended, or shall be construed, to confer upon or to give any person, firm or corporation other than The John Russell Thomas Foundation and the Aliant Foundation any rights or remedies under or by reason of this Agreement.

Section 16. <u>COUNTERPARTS</u>

This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute but one Agreement.

Section 17. <u>ENTIRE AGREEMENT</u>

This Agreement supersedes all prior agreements, written or oral, between the Aliant Foundation and The John Russell Thomas Foundation as of the date of the execution hereof, and shall constitute the entire agreement between the parties.

Section 18. <u>SEVERABILITY</u>

In the event that, for any reason, any provision of this Agreement and Plan of Merger is construed to be invalid, the invalidity of such provision is not to be considered or held to impair or invalidate any other provision of this Agreement and Plan of Merger.

Section 19. <u>REPRESENTATIONS, WARRANTIES, AND COVENANTS</u>

Each of the Aliant Foundation and The John Russell Thomas Foundation represents, warrants and covenants as follows, solely on its own behalf:

(a) it is a nonprofit, nonmember corporation duly organized, validly existing and in good standing under the laws of the State of Alabama having full power and authority to make and perform this Agreement;

(b) neither this Agreement nor the performance thereof will violate any provision of its Articles of Incorporation or Bylaws, or of any applicable law or regulation of any governmental authority;

(c) it is not subject to any charter, bylaw, mortgage, lien, indenture, judgment or other restriction which would prevent the consummation of the transactions contemplated by this Agreement; and

(d) it is not subject to any pending or threatened litigation or proceeding which might materially and adversely affect its financial condition or its continued operations.

Section 20. <u>Filing of Required Documents</u>

The Aliant Foundation and The John Russell Thomas Foundation each hereby agree to file in a timely manner such documents as are required, in the opinion of their counsel, to be filed with any applicable governmental authority.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on the day and year first above written.

**Aliant Foundation**

By: John Russell Thomas
John Russell Thomas – President and Executive Director

**The John Russell Thomas Foundation**

By: John Russell Thomas
John Russell Thomas – President and Executive Director

# ALIANT FOUNDATION
# UNANIMOUS WRITTEN CONSENT OF
# BOARD OF DIRECTORS
# IN LIEU OF SPECIAL MEETING MARCH 28, 2014

The undersigned, being all of the members of the Board of Directors of the **Aliant Foundation,** an Alabama non-profit corporation (the "Foundation"), unanimously agree in writing as permitted by Section 10A-3-2.14, Code of Alabama, 1994, to the following actions in lieu of a Special Meeting of the Board of Directors. This Unanimous Written Consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Foundation and shall have like force and effect as if the resolutions and actions taken herein had been duly adopted and taken at a Special Meeting of the Board of Directors with all members of the Board of Directors being present. This Foundation has no members and its sole governing body and authority is vested by law in its Board of Directors.

A purpose of this Unanimous Written Consent is to authorize and cause the merger of this Foundation with and into The John Russell Thomas Foundation. The surviving nonprofit corporation will be The John Russell Thomas Foundation. Both this Foundation and The John Russell Thomas Foundation are nonprofit corporations incorporated in the State of Alabama and both are exempt from income taxation pursuant to §501(c)(3) of the Internal Revenue Code.

Other purposes of this Unanimous Written Consent are (i) confirm the officers authorized to act for and on behalf of the Foundation, (ii) to ratify the acts of the officers of this Foundation and (iii) to authorize the designated officers of this Foundation to carry out the undertakings authorized by this Board of Directors.

A. **Ratifications of Actions**. The Board of Directors of this Foundation desires to approve and ratify the acts of its officers on behalf and in furtherance of the purposes of this Foundation through date hereof. The following resolution is hereby unanimously adopted:

> RESOLVED, That the Board of Directors of the Aliant Foundation does hereby ratify, approve and adopt the acts of the officers and Chairman of the Board for and on behalf of this Foundation from date of the last meeting through date of this Unanimous Written Consent.

B. **Election of Officers**. The Board of Directors desires to nominate and elect officers of this Foundation commencing on the date hereof and ending on the earlier of one year from date hereof or until such time as this Foundation shall be merged with and become a part of The John Russell Thomas Foundation. The following resolution is hereby unanimously adopted:

> RESOLVED, That the following are elected officers of the Aliant Foundation commencing from date hereof and ending on the earlier of one year from date hereof, or the merger of the Foundation into The John Russell Thomas Foundation:

| | | |
|---|---|---|
| John R. Thomas | - | President and Executive Director |
| Russell L. Thomas | - | Secretary-Treasurer |

C. **Election of Directors**. The Board of Directors desires to nominate and re-elect the Board of Directors for the period beginning October 29, 2013 and ending on the earlier of October 28, 2014 or the merger of this Foundation and The John Russell Thomas Foundation. The following resolution is hereby unanimously adopted:

> RESOLVED, That the following are elected the Board of Directors of the Aliant Foundation to serve from October 29, 2013 through October 28, 2014, resignation of such directorship or the merger of the Aliant Foundation and The John Russell Thomas Foundation whichever shall first occur:

John R. Thomas
Russell L. Thomas
James D. Nabors

Harlan Parrish

D. **Ratify Contributions**. The Board of Directors desires to ratify the charitable distributions for the period beginning October 31, 2012 through date hereof. The following resolution is hereby unanimously adopted:

> RESOLVED, That the Board of Directors of this Foundation does hereby ratify all charitable distributions for the period commencing October 31, 2012 and ending on date hereof to §501(c)(3) public charitable organizations totaling $160,856.00 and all investment fees and operating expenses paid.

It is the opinion of this Board of Directors and the Board of Directors of The John Russell Thomas Foundation that both of these Foundations have similar objectives and purposes. The merger of the two Foundations will reduce the cost of operation and therefore permit the survivor of such merger to make greater distributions to public charities.

The Board of Directors of the Aliant Foundation desires to adopt a plan of merger of the Aliant Foundation into The John Russell Thomas Foundation and upon such merger becoming effective, The John Russell Thomas Foundation will be the surviving constituent. The following resolution is hereby unanimously adopted:

> RESOLVED, That the Plan of Merger by and between the Aliant Foundation and The John Russell Thomas Foundation marked Exhibit "A," attached to and incorporated into this resolution is hereby adopted and approved; and
>
> FURTHER RESOLVED, That John R. Thomas as the President and Executive Director and Russell L. Thomas, the Secretary, are hereby authorized and instructed to execute the Plan of Merger for and on behalf of the Aliant Foundation; and
>
> FURTHER RESOLVED, this Board does hereby adopt the Articles of Merger marked Exhibit "B," attached hereto and incorporated herein, and John R. Thomas, the President, and Russell L. Thomas, the Secretary, are authorized and instructed to execute said Articles of Merger for and on behalf of the Foundation and deliver the Articles of Merger to the Secretary of State for filing pursuant to

§10A-1-4.11.

BE IT FURTHER RESOLVED, That John R. Thomas as Executive Director is authorized to make such deliveries, recordings and execute such additional contracts or amendments as he, in his sole discretion, deems necessary or desirable to effect and accomplish such merger.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of **Aliant Foundation**, an Alabama nonprofit corporation, do hereby unanimously consent to the adoption of the foregoing resolutions and all actions taken in accordance therewith, and have hereunto affixed their hands as of the day and year first above written.

John R. Thomas

John R. Thomas

Russell L. Thomas

Russell L. Thomas

James D. Nabors

James D. Nabors

Harlan Parrish

ALL OF THE DIRECTORS

## RESIGNATION AS DIRECTOR OF
## ALIANT FOUNDATION

The undersigned does hereby resign as a Director of the Aliant Foundation effective March 31, 2014.

James D. Nabors

**RESIGNATION AS DIRECTOR OF**
**ALIANT FOUNDATION**

The undersigned does hereby resign as a Director of the Aliant Foundation effective March 31, 2014.

Harlan Parrish

# THE JOHN RUSSELL THOMAS FOUNDATION
# UNANIMOUS WRITTEN CONSENT OF
# BOARD OF DIRECTORS
# IN LIEU OF SPECIAL MEETING MARCH 28, 2014

The undersigned, being all of the members of the Board of Directors of **The John Russell Thomas Foundation,** an Alabama non-profit corporation (the "Foundation"), unanimously agree in writing as permitted by Section 10A-3-2.14, Code of Alabama, 1994, to the following actions in lieu of a Special Meeting of the Board of Directors. This Unanimous Written Consent shall be filed with the Minutes of the proceedings of the Board of Directors of the Foundation and shall have like force and effect as if the resolutions and actions taken herein had been duly adopted and taken at a Special Meeting of the Board of Directors with all members of the Board of Directors being present. This Foundation has no members and its sole governing body and authority is vested by law in its Board of Directors.

A purpose of this Unanimous Written Consent is to authorize and cause the merger of this Foundation with the Aliant Foundation. The surviving nonprofit corporation will be The John Russell Thomas Foundation. Both this Foundation and the Aliant Foundation are nonprofit corporations incorporated in the State of Alabama and both are exempt from income taxation pursuant to §501(c)(3) of the Internal Revenue Code.

Other purposes of this Unanimous Written Consent are (i) confirm the officers authorized to act for and on behalf of the Foundation, (ii) to ratify the acts of the officers of this Foundation and (iii) to authorize the designated officers of this Foundation to carry out the undertakings authorized by this Board of Directors.

A. **Ratifications of Actions**. The Board of Directors of this Foundation desires to approve and ratify the acts of its officers on behalf and in furtherance of the purposes of this Foundation through date hereof. The following resolution is hereby unanimously adopted:

> RESOLVED, That the Board of Directors of The John Russell Thomas Foundation does hereby ratify, approve and adopt the acts of the officers and Chairman of the Board for and on behalf of this Foundation from date of the last meeting through date of this Unanimous Written Consent.

B. **Election of Officers**. The Board of Directors desires to nominate and elect officers of this Foundation commencing on the date hereof and ending on the earlier of one year from date hereof or until such time as this Foundation shall be merged with the Aliant Foundation. The following resolution is hereby unanimously adopted:

> RESOLVED, That the following are elected officers of The John Russell Thomas Foundation commencing from date hereof and ending on the earlier of one year from date hereof, or the merger of the Foundation with Aliant Foundation:

| | | |
|---|---|---|
| John R. Thomas | - | President and Executive Director |
| Russell L. Thomas | - | Secretary-Treasurer |

C. **Election of Directors**. The Board of Directors desires to nominate and re-elect the Board of Directors for the period beginning October 29, 2013 and ending on the earlier of October 28, 2014 or the merger of this Foundation and the Aliant Foundation. The following resolution is hereby unanimously adopted:

> RESOLVED, That the following are elected the Board of Directors of The John Russell Thomas Foundation to serve from October 29, 2013 through October 28, 2014, resignation of such directorship or the merger of the Aliant Foundation and The John Russell Thomas Foundation whichever shall first occur:

John R. Thomas
Russell L. Thomas
John J. Thomas

D. **Ratify Contributions**. The Board of Directors desires to ratify the charitable distributions for the period beginning October 31, 2012 through date hereof. The following resolution is hereby unanimously adopted:

> RESOLVED, That the Board of Directors of this Foundation does hereby ratify all charitable distributions for the period commencing October 31, 2012 and ending on date hereof to §501(c)(3) public charitable organizations totaling $7,000.00 and all investment fees and operating expenses paid.

It is the opinion of this Board of Directors and the Board of Directors of the Aliant Foundation that both of these Foundations have similar objectives and purposes. The merger of the two Foundations will reduce the cost of operation and therefore permit the survivor of such merger to make greater distributions to public charities.

The Board of Directors of The John Russell Thomas Foundation desires to adopt a plan of merger of The John Russell Thomas Foundation into the Aliant Foundation and upon such merger becoming effective, The John Russell Thomas Foundation will be the surviving constituent. The following resolution is hereby unanimously adopted:

> RESOLVED, That the Plan of Merger by and between the Aliant Foundation and The John Russell Thomas Foundation marked Exhibit "A," attached to and incorporated into this resolution is hereby adopted and approved; and
>
> FURTHER RESOLVED, That John R. Thomas as the President and Executive Director and Russell L. Thomas, the Secretary, are hereby authorized and instructed to execute the Plan of Merger for and on behalf of The John Russell Thomas Foundation; and
>
> FURTHER RESOLVED, this Board does hereby adopt the Articles of Merger marked Exhibit "B," attached hereto and incorporated herein, and John R. Thomas, the President, and Russell L. Thomas, the Secretary, are authorized and instructed to execute said Articles of Merger for and on behalf of the Foundation and deliver the Articles of Merger to the Secretary of State for filing pursuant to §10A-1-4.11.

BE IT FURTHER RESOLVED, That John R. Thomas as Executive Director is authorized to make such deliveries, recordings and execute such additional contracts or amendments as he, in his sole discretion, deems necessary or desirable to effect and accomplish such merger.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of **The John Russell Thomas Foundation**, an Alabama nonprofit corporation, do hereby unanimously consent to the adoption of the foregoing resolutions and all actions taken in accordance therewith, and have hereunto affixed their hands as of the day and year first above written.

John R. Thomas

John R. Thomas

Russell L. Thomas

Russell L. Thomas

John J. Thomas

John J. Thomas

ALL OF THE DIRECTORS

STATE OF ALABAMA )
:
COUNTY OF TALLAPOOSA )

# ARTICLES OF MERGER OF THE JOHN RUSSELL THOMAS FOUNDATION AND ALIANT FOUNDATION

Pursuant to Article V of the ALABAMA NONPROFIT CORPORATION ACT, Section 10-3A-1, et. seq., CODE OF ALABAMA, 1975, as amended, the undersigned nonprofit corporations adopt the following Articles of Merger.

## ARTICLE I. PLAN OF MERGER

A copy of the Agreement and Plan of Merger adopted by each of the undersigned corporations is attached hereto as Exhibit A, and expressly incorporated herein and made a part hereof by reference.

## ARTICLE II. NO MEMBERS

THE JOHN RUSSELL THOMAS FOUNDATION was formed without members, and at no time subsequent to formation have there been any members. The ALIANT FOUNDATION was formed without members, and at no time subsequent to formation have there been any members. The sole governing body of each constituent is its Board of Directors.

## ARTICLE III. ADOPTION OF PLAN OF MERGER

The Agreement and Plan of Merger was adopted by the unanimous written consents of each of the Boards of Directors of the Constituents dated March 28, 2014.

ARTICLE IV.
ARTICLES OF INCORPORATION

Articles of Incorporation for THE JOHN RUSSELL THOMAS FOUNDATION were filed in the Office of the Judge of Probate for Tallapoosa County, Alabama. Articles of Incorporation for the ALIANT FOUNDATION were filed in the Office of the Judge of Probate for Tallapoosa County, Alabama.

ARTICLE V.
NAME OF CORPORATION

Upon the issuance of the Certificate of Merger by the Secretary of State, and at all times thereafter until amended pursuant to law, THE JOHN RUSSELL THOMAS FOUNDATION shall be the survivor and the merged constituents shall be known as known as **"THE JOHN RUSSELL THOMAS FOUNDATION"**.

IN WITNESS WHEREOF, the undersigned constituent corporations have caused these Articles of Merger to be executed this 31st day of March, 2014.

**ALIANT FOUNDATION**

By: John Russell Thomas
John Russell Thomas - President

By: Russell L. Thomas
Russell L. Thomas - Secretary

**THE JOHN RUSSELL THOMAS FOUNDATION**

By: John Russell Thomas
John Russell Thomas - President

By: Russell L. Thomas
Russell L. Thomas - Secretary

[ACKNOWLEDGMENTS ON FOLLOWING PAGES]

## ACKNOWLEDGMENT

STATE OF ALABAMA )
:
TALLAPOOSA COUNTY )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that John Russell Thomas, whose name, as President of both the ALIANT FOUNDATION and THE JOHN RUSSELL THOMAS FOUNDATION, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily.

GIVEN under my hand and official seal this 31 day of March, 2014.

(SEAL)

Jannine D Williams
Notary Public
My Commission Expires:___________

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Sept 17, 2015
BONDED THRU NOTARY PUBLIC UNDERWRITERS

## ACKNOWLEDGMENT

STATE OF ALABAMA )
:
TALLAPOOSA COUNTY )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Russell L. Thomas, whose name, as Secretary of both the ALIANT FOUNDATION and THE JOHN RUSSELL THOMAS FOUNDATION, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily.

GIVEN under my hand and official seal this 31 day of March, 2014.

(SEAL)

Jannine D Williams
Notary Public
My Commission Expires:___________

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Sept 17, 2015
BONDED THRU NOTARY PUBLIC UNDERWRITERS