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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

For calendar year 2014 or tax year beginning and ending Name of foundation A Employer identification number HEARIN - CHANDLER FOUNDATION C/O THOMAS B. VAN ANTWERP, TRUSTEE 63-6075470 Number and street (or P O box number if mail is not delivered to street address) B Telephone number P. O. BOX 450 (251)694-1957 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here 36601 MOBILE, AL Initial return G Check all that apply: Initial return of a former public charity D 1 Foreign organizations, check here Final return Amended return 2 Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J | Accounting method: Accrual If the foundation is in a 60-month termination X Other (specify) MODIFIED CASH (from Part II, col (c), line 16) under section 507(b)(1)(B), check here 45,027,362. (Part I, column (d) must be on cash basis) ▶\$ Part I Analysis of Revenue and Expenses (d) Disbursements (b) Net investment (c) Adjusted net (a) Revenue and (The total of amounts in columns (b), (c), and (d) may not for charitable purposes (cash basis only) expenses per books income income necessarily equal the amounts in column (a)) Contributions, gifts, grants, etc., received N/A 1 Check X If the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 874,944 874,944 STATEMENT Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6,269,475 6a Net gain or (loss) from sale of assets not on line 10 9,914,359. 6,269,475 7 Capital gain net income (from Part IV, line 2) ö Net short-term capital gain NUN 2 5 2015 Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) <233,143 STATEMENT 11 Other income 6,911,276. Total Add lines 1 through 11 144,419. 12 223,340 100,503. 100,503. Compensation of officers, directors, trustees, etc 31,650 12,660. 14 Other employee salaries and wages 12,660. 15 Pension plans, employee benefits 16a Legal fees STMT 3 20,210 9,605 9,605. **b** Accounting fees 263,180 263,180 c Other professional fees STMT 0. 8,599 8,599. 0. STMT 5 3,774 <u> 223,536</u>. 18 Taxes 0. 6,712. 0. 19 Depreciation and depletion 22,772 11,386. 11,386. 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications Operating STMT 6 53,843 <u>24,</u>513. 14,026. 23 Other expenses 24 Total operating and administrative 853,842 expenses Add lines 13 through 23 434,220 148,180. 622,500 25 Contributions, gifts, grants paid 1,622,500. 26 Total expenses and disbursements 2,476,342 434,220 1,770,680. Add lines 24 and 25 27 Subtract line 26 from line 12: 4,434,934 a Excess of revenue over expenses and disbursements 6,710,199 b Net investment income (if negative, enter -0-) N/A C Adjusted net income (if negative, enter -0-) Form **990-PF** (2014)

LHA For Paperwork Reduction Act Notice, see instructions

HEARIN - CHANDLER FOUNDATION

For	m 99	0-PF (2014) C/O THOMAS B. VAN ANTWER			50/54/0 Page 2
P	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of (b) Book Value	(c) Fair Market Value
					
		Cash - non-interest-bearing	116,407.	196,637.	<u>196,637.</u>
l	2	Savings and temporary cash investments	544,998.	514,489.	514,489.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ►	į		
		Less: allowance for doubtful accounts ▶	Ì		
	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			
					·
Assets	_	Inventories for sale or use			
Ass	9	Prepaid expenses and deferred charges			
		Investments - U.S. and state government obligations	15 010 006	22 456 246	25 615 025
		Investments - corporate stock STMT 7	17,012,026.	22,456,046.	35,617,935.
		Investments - corporate bonds STMT 8	983,902.	975,303.	1,030,439.
	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation $ \qquad $	19,868.	13,156.	13,156.
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	2,477,991.	1,434,495.	7,605,320.
	14	Land, buildings, and equipment; basis ▶			
		Less accumulated depreciation			
	15	Other assets (describe ► STATEMENT 10)	27,969.	27,969.	49,386.
	ŀ	Total assets (to be completed by all filers - see the			
	"	instructions. Also, see page 1, item I)	21,183,161.	25,618,095.	45,027,362.
	17	Accounts payable and accrued expenses	21/103/1011	23701070331	13702773021
	l	Grants payable			
	18	· -		-	
Liabilities	19	Deferred revenue			
Ē	20	Loans from officers, directors, trustees, and other disqualified persons			
Ē	21	Mortgages and other notes payable			
_	22	Other liabilities (describe)			
			•	_	
_	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
"		and complete lines 24 through 26 and lines 30 and 31.			
ĕ	24	Unrestricted			
<u>Jan</u>	25	Temporarily restricted		_ <u>_</u>	
Ва	26	Permanently restricted			
P		Foundations that do not follow SFAS 117, check here			
Ē		and complete lines 27 through 31.		;	
ō	27	Capital stock, trust principal, or current funds	21,505,248.	21,505,248.	
Assets or Fund Balances	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Ass	29	Retained earnings, accumulated income, endowment, or other funds	<322,087.>	4,112,847.	
Net.	30	Total net assets or fund balances	21,183,161.	25,618,095.	
Z	30	Total list assets of fully balances	22/200/2021	20,020,0300	
	24	Total liabilities and net assets/fund balances	21,183,161.	25,618,095.	
_	31			<u> </u>	
Р	art	III Analysis of Changes in Net Assets or Fund B	alances		
1	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30		
•		st agree with end-of-year figure reported on prior year's return)		1	21,183,161.
9	•	r amount from Part I, line 27a		2	4,434,934.
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	25,618,095.
		reases not included in line 2 (itemize)		5	0.
		· · · · · · · · · · · · · · · · · · ·	olumn (h) line 20	6	25,618,095.
0	ıota	I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	טנט אוווי , עט אוווי , עט אוווי ווויוויויי		Form 990-PF (2014)
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HEARIN - CHANDLER FOUNDATION 63-6075470 TRUSTEE Page 3 Form 990-PF (2014) C/O THOMAS B. VAN ANTWERP Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (d) Date sold (a) List and describe the kind(s) of property sold (e.g., real estate, P - Purchase D - Donation (mo., day, yr.) (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs. MLC Co.) 1a SEE ATTACHED SCHEDULE P P b CAPITAL GAIN FROM LP INVESTMENTS P 1231 LOSS FROM LP INVESTMENTS d MISCELLANEOUS LOSS P _ е (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price plus expense of sale (or allowable) (e) plus (f) minus (g) 6,265,339. 9,898,521 3,633,182. a 15,838. 15,838. b 2,326. <2,326.> C 9,376. <9,376.> d е Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or (j) Adjusted basis (k) Excess of col. (i) Losses (from col. (h)) (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (1), if any 6,265,339. 15,838. b <2,326.> C <9,376.> d е If gain, also enter in Part I, line 7 6,269,475. 2 Capital gain net income or (net capital loss) If (loss), enter -0- in Part I, line 7 2 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 N/<u>A</u> 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. 🗌 Yes 🕱 No Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. Enter the appropriate amount in each column for each year, see the instructions before making any entries. Distribution ratio (col. (b) divided by col. (c)) (a) Base period years (c) Adjusted qualifying distributions Net value of noncharitable-use assets Calendar year (or tax year beginning in) 1,643,153 38,748,279 2013 .042406 1,877,950. 2012 34,161,632. .054972 35,378,260 1,608,432 .045464 2011 1,452,324. 32,471,241. .044726 2010 494,682 2009 28,692,746. 052093 2 Total of line 1, column (d) .239661 2 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 .047932 3 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 44,594,792. 4 Multiply line 4 by line 3 2,137,518. 5 Enter 1% of net investment income (1% of Part I, line 27b) 67,102. 6 7 Add lines 5 and 6 7 2,204,620. 1,770,680. 8 Enter qualifying distributions from Part XII, line 4 8

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.

HEARIN - CHANDLER FOUNDATION C/O THOMAS B. VAN ANTWERP. TRUSTEE 63-6075470 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 \(\bigcup \) and enter 1% 134,204. of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add lines 1 and 2 3 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-5 134,204. 6 Credits/Payments: 122,630. a 2014 estimated tax payments and 2013 overpayment credited to 2014 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 122,630. 8 Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached 1,106. 8 12,680. 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 11 ▶ 9 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 2015 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 Х any political campaign? 1a Х b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 1b 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? Х 1c d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: O . (2) On foundation managers. ➤ \$ (1) On the foundation. > \$ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. > \$ 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 2 X If "Yes," attach a detailed description of the activities. 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 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? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 X If "Yes," attach the statement required by General Instruction T. 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: · By language in the governing instrument, or By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? Х 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 8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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)

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of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar

year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

HEARIN - CHANDLER FOUNDATION C/O THOMAS B. VAN ANTWERP, 63-6075470 Page 5 Part VII-A Statements Regarding Activities (continued) 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) X 11 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 Website address ► N/A 14 The books are in care of ► THE ORGANIZATION Telephone no. \triangleright (251)694-1957 Located at ▶ P. O. BOX 450, MOBILE, AL ZIP+4 ►36601 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/Aand enter the amount of tax-exempt interest received or accrued during the year No 16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, Yes securities, or other financial account in a foreign country? X See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country 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): Yes X No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No a disqualified person? Yes X No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available Yes X No for the benefit or use of a disqualified person)? (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 Yes X No termination of government service, if terminating within 90 days.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations Х section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1h 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 X before the first day of the tax year beginning in 2014? 1c 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(1)(3) or 4942(1)(5)): a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes X 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 N/A statement - see instructions.) 2b c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time Yes X No during the year? b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, N/A Form 4720, to determine if the foundation had excess business holdings in 2014.) 3ь Х 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a

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b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

had not been removed from jeopardy before the first day of the tax year beginning in 2014?

HEARIN - CHANDLER FOUNDATION Form 990-PF (2014) C/O THOMAS B. VAN ANTWERP TRUSTEE 63-6075470 Page 6 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: Yes X No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, Yes X No any voter registration drive? Yes X No (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section Yes X No 4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for Yes X No the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations N/A5b section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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 __ Yes __ No expenditure responsibility for the grant? N/A 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 Yes X No a personal benefit contract? 6b X b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870. Yes X No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors List all officers, directors, trustees, foundation managers and their compensation. (d) Contributions to employee benefit plans and deferred compensation (e) Expense account, other (c) Compensation (b) Title, and average hours per week devoted to position (If not paid, (a) Name and address enter -0-) allowances THOMAS B. VAN ANTWERP TRUSTEE P. O. BOX 450 20.00 223,340. 0 0. MOBILE, AL 36601 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE." (d) Contributions to employee benefit plans and deferred compensation (b) Title, and average hours per week devoted to position (e) Expense account, other allowances (c) Compensation (a) Name and address of each employee paid more than \$50,000 NONE

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Total number of other employees paid over \$50,000

numb	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.		
3		
·		
Total. Add lines 1 through 3	>	. 0

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[P	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations	s, see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		<u> </u>
а	Average monthly fair market value of securities	1a	44,857,279.
	Average of monthly cash balances	1b	416,622.
	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	45,273,901.
е	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	45,273,901.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	679,109.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,594,792.
6	Minimum investment return. Enter 5% of line 5	6	2,229,740.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	ıd certaın	I
1	Minimum investment return from Part X, line 6	1	2,229,740.
	Tax on investment income for 2014 from Part VI, line-5		
b	Income tax for 2014. (This does not include the tax from Part VI.)		
c	Add lines 2a and 2b	2c	134,204.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,095,536.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,095,536.
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	2,095,536.
P	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		1 770 600
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	1,770,680.
ь	- 0	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		3a 3b	
b	,	4	1,770,680.
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	-	I, 110,000.
5	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,770,680.
U	Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation		
	4940(e) reduction of tax in those years.	404111169	or the socion

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C/O THOMAS B. VAN ANTWERP, TRUSTEE

Page 9 Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI,	-			0.005.506
line 7	•			2,095,536.
2 Undistributed income, if any, as of the end of 2014			4 605 605	
a Enter amount for 2013 only	-		1,635,627.	
b Total for prior years:				
,,,,		0.		
3 Excess distributions carryover, if any, to 2014:			-	
a From 2009			İ	
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from				
Part XII, line 4: \triangleright \$ 1,770,680.				
a Applied to 2013, but not more than line 2a			1,635,627.	
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 2014 distributable amount	-			135,053.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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.	1	
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2013. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2015				1,960,483.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election				
may be required - see instructions)	0.			
8 Excess distributions carryover from 2009				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015.		+		
-	0.			
Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011		[
c Excess from 2012				
d Excess from 2013				
e Excess from 2014		<u> </u>		

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NONE

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

OCTOBER 1 OF EACH YEAR

C/O THOMAS B. VAN ANTWERP, TRUSTEE Supplementary Information (continued)

Part XV Supplementary Information	(continued)			
3 Grants and Contributions Paid During the Y		Payment		
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year				
		DUDY 10	ODER A MILVO	
ALABAMA HUMANITIES FOUNDATION 100 IRLAND WAY #202		PUBLIC	OPERATING	
BIRMINGHAM, AL 35205				17,000
IRMINGHAM, AL 33203				17,000
LABAMA SCHOOL OF MATH AND SCIENCE		PUBLIC	OPERATING	
1255 DAUPHIN STREET			1	
MOBILE, AL 36604				75,000
AUGUSTA EVANS SCHOOL FOUNDATION, INC.		PUBLIC	CAPITAL	
1 NORTH WATER STREET SUITE 30200				
MOBILE, AL 36602				25,000
BALDWIN COUNTY YOUTH ORCHESTRA		PUBLIC	OPERATING	
10967 SKY LANE				
FAIRHOPE, AL 36532				10,000
DADMON AGADIMY		PUBLIC	CAPITAL	
BARTON ACADEMY PO BOX 571		PUBLIC	CAPITAL	
MOBILE AL 36601				50,000
	NTINUATION SHE	ET(S)	▶ 3a	1,622,500
b Approved for future payment				1,000,000
ALABAMA SCHOOL OF MATH AND SCIENCE		PUBLIC	OPERATING	
1255 DAUPHIN STREET			1	
MOBILE, AL 36604				675,000
AUGUSTA EVANS SCHOOL FOUNDATION, INC.		PUBLIC	CAPITAL	
11 NORTH WATER STREET SUITE 30200				
MOBILE, AL 36602				25,000
BARTON ACADEMY		PUBLIC	CAPITAL	
PO BOX 571				
MOBILE, AL 36601				200,000
	NTINUATION SHE		▶ 3b	4.335.000

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Enter gross amounts unless otherwise indicated.	Unrelate	Unrelated business income Excluded by sect			(e)
Program service revenue:	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
a	3333		1 1		
b					
C					
d	, ,				
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments					
4 Dividends and interest from securities			14	874,944.	
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	6,269,475.	
9 Net income or (loss) from special events					
O Gross profit or (loss) from sales of inventory					
1 Other revenue:					
a SEE STATEMENT 13		<u><233,143</u>	•>		···
b					
C	l l	 			
d					
۵					
e				7,144,419.	(
12 Subtotal. Add columns (b), (d), and (e)		<233,143	• >		
2 Subtotal. Add columns (b), (d), and (e)		<233,143		13	
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e)	.)	<233,143	• • • • •		
2 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.				13	
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities	s to the Acco	mplishment of I	Exempt	13 : Purposes	6,911,276
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities	s to the Acco	emplishment of l	Exempt	13 : Purposes	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes uted importantly to the accom	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes uted importantly to the accom	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes uted importantly to the accom	6,911,276
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes uted importantly to the accom	6,911,276
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes uted importantly to the accom	6,911,276
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes uted importantly to the accom	6,911,276
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes uted importantly to the accom	6,911,276
2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations. Part XVI-B Relationship of Activities Line No. Explain below how each activity for which in	s to the Acco	emplishment of l	Exempt	13 : Purposes uted importantly to the accom	6,911,276

Form 990			THOMAS				TRUST		63-607			ge 13
Part >	(VII			Transfers	To and	l Transa	ctions ar	nd Relations	hips With Noncha	ritable	•	
		Exempt Orga										
		anization directly or in							ion 501(c) of		Yes	No
		ther than section 501					litical organiz	zations?				ı
a Trai	nsfers f	om the reporting four	ndation to a none	charitable exer	npt organi	zation of:						
٠.	Cash									1a(1)		<u>X</u>
• •	Other a									1a(2)		X
_		actions:								l		
		of assets to a nonchar		_						1b(1)		<u>X</u>
٠,		ises of assets from a			ition					1b(2)		X
		of facilities, equipmer		S -						1b(3)		X
٠.		ursement arrangemer	nts							1b(4)		X
		or loan guarantees								1b(5)		X
		mance of services or i				1000				1b(6)		X
	-	facilities, equipment, i					A aboutd also	ava about the foir r	norket value of the goods	1c	L	
		•				•	•		market value of the goods, a n or sharing arrangement, s		ets,	
		the value of the good	-			uss man ian	market value	in any transaction	Tor snaring arrangement, a	11011		
(a) Line no	 	b) Amount involved		ame of nonch	_	empt organiz	zation	(d) Description	n of transfers, transactions, and	sharing ar	rangeme	nts
(4) 20	,	• • • • • • • • • • • • • • • • • • • •	(-,		/A			(4)	,,			
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					-							
								-				
		dation directly or indi	•	-			empt organiz	ations described	_	_		٦
		501(c) of the Code (of		501(c)(3)) or	in section	527?			L	Yes	LX] No
<u>b If "\</u>	Yes," co	mplete the following s			- 10	A Tuna of as			(a) December of relations	hin		
		(a) Name of		 	0)) Type of or	ganization		(c) Description of relations	пр		
		N/A	<u> </u>					••		-		
												
	Under	penalties of perjury, I decl	lare that I have exam	nined this return,	including ac	companying s	chedules and s	statements, and to the	best of my knowledge	. 11 - 150		
Sign	and be	lief, it is true, comet, and	complete Declarat	on of preparer (c	ther than tax	xpayer) is base	ed on all informa	ation of which prepare	ret	y the IRS urn with th own below	e prepar	er
Here		/ nous	2 B. Va	n un	ways	"//	12/15	TRUST	EE I	X Yes		
	Sign	ature of officer or trus	 			Date		Title			_	
	<u>. </u>	Print/Type preparer's		Prepa	arer's signa	ature		Date	Check if PTIN			
					<u>a</u> `	_			self- employed			
Paid		TIMOTHY E	B. SMITH	ɪ	7h	Pujl		11/10/15	P0	0420	972	
Prep		Firm's name ► SN			UCKAI	LEW LI	_		Firm's EIN ► 63-0			
Use (Only											

Form **990-PF** (2014)

Phone no. (251)343-1200

Firm's address ► 3800 AIRPORT BLVD

MOBILE, AL 36608-1667

C/O THOMAS B. VAN ANTWERP, TRUSTEE

63-6075470

Part XV **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or Amount status of contribution any foundation manager Name and address (home or business) or substantial contributor recipient CATHOLIC SOCIAL SERVICES PUBLIC CAPITAL 400 GOVERNMENT ST MOBILE AL 36602 50 000. CENTRE OF THE LIVING ARTS PUBLIC CAPITAL 301 CONTI ST MOBILE, AL 36602 50,000. CHRIST CHURCH CATHEDRAL PUBLIC CAPITAL 115 S CONCEPTION ST MOBILE AL 36602 100,000. COASTAL CONSERVATION ASSOCIATION PUBLIC **DPERATING** PO BOX 16987 2,000. MOBILE, AL 36616 DAUPHIN WAY UNITED METHODIST CHURCH PUBLIC CAPITAL 1507 DAUPHIN ST MOBILE, AL 36604 15,000. DISTINGUISHED YOUNG WOMEN PUBLIC **DPERATING** 751 GOVERNMENT STREET MOBILE, AL 36602 5,000. FRIENDS OF THE MAGNOLIA CEMETERY PUBLIC **DPERATING** PO BOX 6383 12,000. MOBILE, AL 36660 HOME OF GRACE PUBLIC CAPITAL 394 ALDOCK RD EIGHT MILE, AL 36613 50,000. PUBLIC OPERATING INFIRMARY FOUNDATION P.O. BOX 2226 1,000. MOBILE, AL 36652 PUBLIC OPERATING FUND JACKSON COUNTY MISSISSIPPI HISTORICAL SOCIETY 1119 PINE HURST PLACE JACKSON, MS 39202 10,000. Total from continuation sheets 445 500

Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or Amount any foundation manager or substantial contributor status of contribution Name and address (home or business) recipient JAYNE WARREN MCGOWAN SCHOLARSHIP FUND PUBLIC CAPITAL 400 RAY C. HUNT DRIVE CHARLOTTESVILLE VA 22904 50,000. KEEP MOBILE BEAUTIFUL PUBLIC OPERATING 1451 GOVERNMENT STREET MOBILE, AL 36604 20,000. L'ARCHE MOBILE, INC. PUBLIC OPERATING 151 S ANN ST MOBILE, AL 36604 25,000. LITTLE FLOWER CATHOLIC SCHOOL PUBLIC OPERATING 2053 GOVERNMENT ST MOBILE AL 36606 25,000. PUBLIC OPERATING MCKEMIE PLACE 913 SOUTH BROAD STREET MOBILE, AL 36603 4 500. MERCY LIFE OF ALABAMA PUBLIC CAPITAL 2900 SPRING HILL AVE MOBILE, AL 36607 40,000. MISSISSIPPI MARITIME MUSEUM PUBLIC **DPERATING** 339 HOWARD AVENUE BILOXI MS 39530 50,000. MLK AVENUE REDEVELOPMENT CORP. PUBLIC CAPITAL P.O. BOX 2204 MOBILE, AL 36652 20,000. MOBILE AREA CHAMBER OF COMMERCE PUBLIC CAPITAL **451 GOVERNMENT STREET** MOBILE, AL 36602 100,000. MOBILE AREA INTERFAITH CONFERENCE PUBLIC CAPITAL 328 S SAGE AVE STE 210 MOBILE, AL 36606 20,000. Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual. Recipient show any relationship to Foundation Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient MOBILE ARTS COUNCIL PUBLIC **DPERATING** 318 DAUPHIN ST 25,000. MOBILE AL 36602 MOBILE CARNIVAL ASSOCIATION FLORAL PUBLIC OPERATING FUND P.O. BOX 2121 MOBILE, AL 36652 20,000. MOBILE CARNIVAL ASSOCIATION PUBLIC OPERATING P.O. BOX 2121 MOBILE, AL 36652 20,000. MOBILE CARNIVAL ASSOCIATION/MUSEUM PUBLIC OPERATING P.O. BOX 2121 MOBILE AL 36652 5,000. MOBILE MUSEUM OF ART PUBLIC CAPITAL 4850 MUSEUM DRIVE 50,000. MOBILE, AL 36608 MOBILE RESCUE MISSION PUBLIC OPERATING 279 N WASHINGTON AVE 5,000. MOBILE AL 36603 OZANAM CHARITABLE PHARMACY PUBLIC OPERATING FUND 571 DAUPHIN STREET MOBILE AL 36602 5,000. PLAYHOUSE IN THE PARK PUBLIC OPERATING FUND 4851 MUSEUM DRIVE MOBILE, AL 36608 5,000. PROVIDENCE FESTIVAL OF FLOWERS PUBLIC OPERATING 6801 AIRPORT BOULEVARD MOBILE, AL 36608 25,000. PUBLIC PROVIDENCE HOSPITAL FOUNDATION CAPITAL 6801 AIRPORT BOULEVARD MOBILE, AL 36685 127,500. Total from continuation sheets

Part XV **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) If recipient is an individual. Recipient show any relationship to Foundation Purpose of grant or any foundation manager or substantial contributor Amount status of contribution Name and address (home or business) recipient RESTORE MORILE PUBLIC **DPERATING** PO BOX 40037 MOBILE, AL 36640 10,000. ROTARY CLUB OF MOBILE PUBLIC OPERATING 107 ST FRANCIS ST #1202 MOBILE, AL 36602 1,000, SOCIETY OF 1842 PUBLIC OPERATING FUND P.O. BOX 1566 MOBILE, AL 36633 35,000. SOCIETY OF 1868 PUBLIC CAPITAL/OPERATING P.O. BOX 25 MOBILE AL 36601 25,000. SOMI(SURVIVORS OF MENTAL ILLNESS) PUBLIC OPERATING CLUB 4351 MIDMOST DRIVE MOBILE, AL 36609 10,000. ST. FRANCIS AT THE POINT ANGLICAN PUBLIC CAPITAL CHURCH 17280 SCENIC HIGHWAY 98 POINT CLEAR, AL 36564 50,000. ST. MARY PARISH PUBLIC OPERATING FUND 107 N LAFAYETTE STREET MOBILE AL 36604 35,000. ST. PAUL'S EPISCOPAL SCHOOL PUBLIC OPERATING FUND 161 DOGWOOD LANE MOBILE, AL 36608 45,000. ST. VINCENT'S FOUNDATION PUBLIC CAPITAL 810 ST. VINCENT'S DR. BIRMINGHAM AL 35205 10,000. THE ALABAMA FOREST RESOURCES CENTER PUBLIC **OPERATING** 8 SAINT JOSEPH ST SECOND FLOOR MOBILE AL 36602 30,000. Total from continuation sheets

C/O THOMAS B. VAN ANTWERP, TRUSTEE 63-6075470 **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Foundation status of Purpose of grant or contribution show any relationship to Amount any foundation manager Name and address (home or business) recipient or substantial contributor THE LEUKEMIA & LYMPHOMA SOCIETY PUBLIC OPERATING 1311 MAMARONECK AVENUE, SUITE 310 WHITE PLAINS, NY 10605 5,000. THE NATURE CONSERVANCY PUBLIC CAPITAL 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203 150,000, THE SHOULDER PUBLIC OPERATING 7400 ROPER LN DAPHNE AL 36526 25,000. TRINITY EPISCOPAL CHURCH PUBLIC OPERATING FUND 1900 DAUPHIN STREET MOBILE, AL 36606 30,000. VICTORY HEALTH PARTNERS PUBLIC OPERATING 3750 PROFESSIONAL PKWY MOBILE, AL 36609 12,500. WATERFRONT RESCUE MISSION PUBLIC **OPERATING** 206 STATE ST MOBILE, AL 36603 30,000. YOUNGLIFE PUBLIC OPERATING P.O. BOX 851025 MOBILE, AL 36685 5,000.

Total from continuation sheets

63-6075470

Part XV **Supplementary Information** Grants and Contributions Approved for Future Payment (Continuation) If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Foundation Purpose of grant or Amount status of contribution Name and address (home or business) recipient PUBLIC **DPERATING** BIENVILLE SQUARE 150 DAUPHIN ST 50,000. MOBILE, AL 36607 CATHOLIC SOCIAL SERVICES PUBLIC CAPITAL 400 GOVERNMENT ST 150,000. MOBILE, AL 36602 PUBLIC CAPITAL CENTRE OF THE LIVING ARTS 301 CONTI ST 50,000. MOBILE, AL 36602 CHRIST CHURCH CATHEDRAL PUBLIC CAPITAL 115 S CONCEPTION ST MOBILE AL 36602 100,000. DAUPHIN ISLAND SEA LAB PUBLIC OPERATING FUND 101 BIENVILLE BOULEVARD 25,000. DAUPHIN ISLAND, AL 36528 DAUPHIN WAY UNITED METHODIST CHURCH PUBLIC CAPITAL 1507 DAUPHIN ST 15,000. MOBILE AL 36604 DISTINGUISHED YOUNG WOMEN PUBLIC OPERATING 751 GOVERNMENT STREET MOBILE AL 36602 20,000. FAIRHOPE FILM FESTIVAL PUBLIC **OPERATING** 101 N SECTION S SUITE 108 10,000. FAIRHOPE, AL 36532 GOVERNMENT STREET PRESBYTERIAN CHURCH PUBLIC CAPITAL 300 GOVERNMENT STREET 25,000. MOBILE, AL 36602 PUBLIC OPERATING HABITAT FOR HUMANITY OF SOUTHWEST ALABAMA 3712 AIRPORT BLVD MOBILE AL 36608 5,000. Total from continuation sheets 3,435,000. C/O THOMAS B. VAN ANTWERP, TRUSTEE

63-6075470

3 Grants and Contributions Approved for Futu	· · · · · · · · · · · · · · · · · · ·		<u>-</u>	
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
varie and address (notife of business)	or substantial contributor	recipient		
IISTORIC RESTORATION SOCIETY INC		PUBLIC	OPERATING	
MOBILE_ AL 36607				500,00
	****			300,00
JAPANESE GARDEN FOUNDATION		PUBLIC	OPERATING	
PO BOX 91572				
MOBILE, AL 36691				40,00
JAYNE WARREN MCGOWAN SCHOLARSHIP FUND		DVID. 10		
100 RAY C. HUNT DRIVE		PUBLIC	CAPITAL	
CHARLOTTESVILLE, VA 22904				150,00
LA POINTE-KREBS FOUNDATION, INC		PUBLIC	OPERATING	
1602 FORT ST				
PASCAGOULA, MS 39567				100,00
4cgill-toolen		PUBLIC	CAPITAL	
L501 OLD SHELL ROAD			CALLIAN	
MOBILE, AL 36604				100,00
MISSISSIPPI MARITIME MUSEUM		PUBLIC	OPERATING	
339 HOWARD AVENUE BILOXI, MS 36530				200,00
, and 30330				200,00
ALK AVENUE REDEVELOPMENT CORP.		PUBLIC	CAPITAL	
P.O. BOX 2204				
MOBILE, AL 36652				40,00
MOBILE AREA CHAMBER OF COMMERCE		PUBLIC	CAPITAL	
151 GOVERNMENT STREET		CODDIC	CALLIAD	
MOBILE, AL 36602				400,00
MOBILE AREA INTERFAITH CONFERENCE		PUBLIC	CAPITAL	
328 S SAGE AVE STE 210 MOBILE AL 36606				22.22
10014B, AL 30000				20,00
MOBILE HISTORIC DEVELOPMENT		PUBLIC	OPERATING	
COMMISSION 205 GOVERNMENT ST				
MOBILE, AL 36644			<u> </u>	10,00
Total from continuation sheets				

Part XV Supplementary Information Grants and Contributions Approved for Future Payment (Continuation) 3 If recipient is an individual, Recipient Foundation show any relationship to Purpose of grant or **Amount** status of any foundation manager contribution Name and address (home or business) or substantial contributor recipient MOBILE MUSEUM OF ART PUBLIC CAPITAL 4850 MUSEUM DRIVE MOBILE, AL 36608 200,000. NSCDA (NATIONAL SOCIETY OF THE PUBLIC OPERATING COLONIAL DAMES OF AMERICA) 1630 LATIMER ST PHILADELPHIA, PA 19103 100,000. PROVIDENCE FESTIVAL OF FLOWERS PUBLIC OPERATING 6801 AIRPORT BOULEVARD 55,000. MOBILE, AL 36608 PROVIDENCE HOSPITAL PUBLIC CAPITAL 6801 AIRPORT BOULEVARD MOBILE, AL 36685 400,000. ST. FRANCIS AT THE POINT ANGLICAN PUBLIC CAPITAL CHURCH 17280 SCENIC HIGHWAY 98 POINT CLEAR, AL 36564 200,000. ST. VINCENT'S FOUNDATION PUBLIC CAPITAL 810 ST. VINCENT'S DR. 20,000. BIRMINGHAM, AL 35205 THE LEARNING TREE PUBLIC **DPERATING** 101 S DUBOIS ST TALLAHASSEE AL 36078 7,500. THE NATURE CONSERVANCY PUBLIC CAPITAL 4245 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203 150,000. UMS-WRIGHT PREPARATORY SCHOOL PUBLIC OPERATING 65 MOBILE ST MOBILE, AL 36607 150,000. VICTORY HEALTH PARTNERS PUBLIC OPERATING 3750 PROFESSIONAL PKWY MOBILE, AL 36609 12,500. Total from continuation sheets

HEARIN - CHANDLER FOUNDATION

· C/O THOMAS B. VAN ANTWERP, TRUSTEE 63-6075470

3 Grants and Contributions Approved for F)		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
VISITATION MONASTERY RENOVATION		PUBLIC	OPERATING	
PROJECT		00000		
300 SPRINGHILL AVE				
MOBILE, AL 36607				20,00
WATERFRONT RESCUE MISSION		PUBLIC	OPERATING	
206 STATE ST MOBILE, AL 36603				60,00
				00,00
VILMER HALL		PUBLIC	OPERATING	
3811 OLD SHELL RD				
MOBILE, AL 36608				50,00
***************************************				-
Total from continuation sheets		_	1	

PAGE 2, PART II, LINE (10B): 3 D SYSTEMS CORP: DDD		Number of Shares		Cost	Market Value 12/31/2014
S D SYSTEMS CORP: DDD	PAGE 2, PART II, LINE (10B):				
ABBUYEINC ACTAVIS PLC 3,650 525,631 939,547 ACTAVIS PLC 3,650 525,631 939,547 ALASKA AIR GROUP INC DE 3,000 147,046 115,300 147,046 179,280 ALBEMARBLE CORPORATION 1,500 102,187 90,195 ALLSTATE CORPORATION 3,000 157,894 210,750 ALTERA CORPORATION 3,300 121,9393 121,902 ALTERIA GROUP INC DE 5,500 248,669 270,985 AMAZON COM INC: AMZN 200 77,160 62,070 AMERICAN INTL GROUP NEW 15,000 529,206 840,150 AMERICAN TOWER REIT COM 4,250 AMGEN INCORPORATED 700 AMERICAN TOWER REIT COM 4,250 ANDAJARKO PETROLEUM CORP ANHEUSER-BUSC INBEV ADRF 1,300 146,298 146,016 APPLED MATERIALS INC 6,000 549,100 662,280 APPLED MATERIALS INC APPLED MATERIALS INC 6,000 549,100 662,280 ATMOS ENERGY CORP. 14,843 ARCHER DANIELS MIDLAND 3,500 170,538 182,000 AT&T INC NEW 5,000 173,634 167,950 ATMOS ENERGY CORP. 14,843 BANK OF AMERICA CORP BAXTER INTERNATIONAL INC BIOGEN IDEC INC: BIBB 600 169,709 203,670 BAXTER INTERNATIONAL INC BIOGEN IDEC INC: BIBB 600 169,709 203,670 BAXTER INTERNATIONAL INC BIOGEN IDEC INC: BIBB 600 169,709 203,670 BK MONTREAL QUEBEC 5,000 322,314 333,650 BK MONTREAL QUEBEC 5,000 323,314 333,650 BK MONTREAL QUEBEC 6,000 6,997 118,060 CK WAFER SERIES A COM STK CELANESE CORP SERIES A COM STK CELANESE CORP SERIES A COM STK CEL		2,000	S	132,583	\$ 65,740
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F M C CORP NEW: FMC 700 50,291 39,921	EXXON MOBIL CORPORATION	-			
	F M C CORP NEW: FMC				
FLUOR CORP NEW 8,250 538,035 500,198	FLUOR CORP NEW	8,250		538,035	500,198

	Number of		Market Value
-	Shares	Cost	12/31/2014
FORD MOTOR COMPANY	3,900	68,321	60,450
GENERAL ELECTRIC COMPANY	5,200	80,805	131,404
GENERAL MOTORS CO	2,000	70,745	69,820
GILEAD SCIENCES INC	10,250	214,137	966,165
GOOGLE INC CLASS A (VOTING SHARES)	200	112,532	106,132
GOOGLE INC CLASS C (NON VOTING SHARES)	200	112,172	105,280
HEWLETT-PACKARD COMPANY	7,000	247,655	280,910
HOME DEPOT INC: HD	3,000	245,479	314,910
HONEYWELL INTL INC	7,000	317,310	699,440
INTEL CORP	11,800	389,508	428,222
INTERNATIONAL PAPER CO	2,600 750	124,517	139,308
INTL BUSINESS MACHINES CORP		64,133	120,330
JOHNSON & JOHNSON	3,000	98,683	313,710 145,020
JOHNSON CONTROLS INC: JCI LEVEL 3 COMMUNICATIONS INC NEW	3,000	144,819	130,166
	2,636	81,545 510,866	916,940
MEDTRONIC INC MERCK & CO INC NEW COM	12,700 3,750	519,866 221,240	212,963
	7,580	266,505	352,091
MICROSOFT CORP MIDDLESEX WATER CO	10,000	110,137	230,600
MORGAN STANLEY: MS	7,950	259,860	308,460
	200	90,211	68,322
NETFLIX INC NIKE INC CLASS B	1,950	151,908	187,493
PAYCHEX INC	3,370	122,021	155,593
PEPSICO INCORPORATED	4,162	97,947	393,559
PRAXAIR INC	5,000	244,270	647,800
PROCTER & GAMBLE CO	5,000	278,225	455,450
QUALCOMM INC	2,000	159,245	148,660
SCHLUMBERGER LTD	9,500	609,985	811,395
SHERWIN WILLIAMS CO	1,000	201,427	263,040
SOUTHWESTERN ENERGY COMPANY	12,000	16,017	327,480
ST JUDE MEDICAL INC	1,749	103,581	113,737
STARBUCKS CORP: SBUX	800	61,506	65,640
SYSCO CORPORATION	3,000	113,013	119,070
THERMO FISHER SCIENTIC	1,000	122,788	125,290
TIME WARNER INC NEW	3,000	214,698	256,260
TRAVELERS COMPANIES INC	2,000	185,006	211,700
TRIANGLE PETROLEUM NEW: TPLM	1,675	14,960	8,007
UNION PACIFIC CORP	11,000	219,055	1,310,430
UNITED RENTALS INC	2,700	234,642	275,427
UNITEDHEALTH GROUP INC	2,850	238,223	288,107
US BANCORP DEL NEW: USB	7,500	301,364	337,125
VERIZON COMMUNICATIONS	3,944	189,766	184,500
VF CORPORATION	2,000	122,149	149,800
VODAFONE GROUP PLC SPONS	3,000	129,616	102,510
WALT DISNEY CO	10,000	446,989	941,900
WELLPOINT INC (ANTHEM INC)	2,360	265,783	296,581
WELLS FARGO & CO NEW	12,000	486,285	657,840
WHITING PETROLEUM	8,751	452,031	288,783
WPX ENERGY	1,256	25,420	14,607
YUM BRANDS	8,000	369,192	582,800
		22,008,926	35,170,815
MERCHANTS & MARINES BANCORP, INC.		447,120	447,120
TOTAL	11,178	22,456,046	35,617,935

	Number of			Market Value	
	Shares	Cost		12/31/2014	
PAGE 2, PART II, LINE (10C):					
ENERGY TRANSFER PARTNERS 6.125%	160,000	\$	168,492	\$	173,329
ENTERPRISE PRODS OPER 7%	200,000		206,023		206,500
FREEPORT-MCMORA 6.625%	200,000		203,000		215,000
WESTERN GAS PARTNERS 5.375%	300,000		307,917		328,576
WEATHERFORD INTL INC. 6.35%	100,000		89,871		107,034
		\$	975,303	\$	1,030,439

	Number of			Market Valu		
	Shares		Cost		2/31/2014	
PAGE 2, PART II, LINE (13):				•		
Enterprise Products Partners LP	41,000	\$	161,821	\$	1,480,920	
Energy Transfer Partners LP	12,500		251,556		812,500	
Kinder Morgan Energy Partners LP	-		-		-	
Magellan Midstream Partners LP	16,000		178,828		1,322,560	
Western Gas Partners LP	17,200		-		1,256,460	
EnLink Midstream Partners LP	10,000		94,352		290,100	
Atlas Energy LP	, -		-		-	
Energy Transfer Equity LP	20,000		639,526		1,147,600	
Sunoco Logistics Partners, LP			108,412		1,295,180	
			1,434,495	_\$_	7,605,320	

PAGE 3, PART IV, LINE 1a:	_			
		Gross Sales	Cost or	Gain
Description of Property Sold	Shares	Proceeds	Other Basis	(Loss)
ACTAVIS PLC	1,350	\$ 354,186	\$ 194,400	\$ 159,786
ALBEMARBLE CORPORATION	1,500	96,413	102,187	(5,774)
ANADARKO PETROLEUM CORP	7,700	772,092	280,308	491,784
CME GROUP INC	2,343	169,193	158,727	10,466
GULFPORT ENERGY CORP NEW	12,500	691,395	574,517	116,879
MEAD JOHNSON NUTRITION COMPANY	1,500	120,031	125,249	(5,218)
PAYCHEX INC	1,130	47,444	40,914	6,529
RANGE RESOURCES CORP	15,000	1,098,156	841,140	257,017
ROWAN COMPANIES PLC SHS CL A	6,700	200,190	250,191	(50,001)
SCHLUMBERGER LTD	3,000	305,239	152,664	152,575
SOUTHWESTERN ENERGY COMPANY	54,658	2,310,451	72,954	2,237,497
SPLUNK INC	1,320	60,586	82,044	(21,458)
TRIANGLE PETROLEUM NEW: TPLM	3,325	26,530	29,696	(3,167)
UNION PACIFIC CORP	3,000	350,444	55,815	294,629
VODAFONE GROUP PLC SPONS	5,181	178,328	216,050	(37,721)
Enterprise Products Partners LP	19,500	1,151,452	128,263	1,023,190
Kinder Morgan Energy Partners LP	10,000	733,475	-	733,475
Sunco Logistics Partners LP	5,000	249,150	27,365	221,785
Western Gas Partners LP	7,800	573,294	81,576	491,718
EnLink Midstream Partners LP	10,000	278,465	87,895	190,570
Atlas Energy LP	3,000	132,006	131,228	778
		9,898,521	3,633,182	6,265,339

FORM 990-PF	DIVIDENDS	AND INTE	REST	FROM SECU	RITIES S	TATEMENT	1
SOURCE	GROSS AMOUNT	CAPITA GAINS DIVIDEN		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME		
CORPORATE BONDS LP INVESTMENTS SECURITIES	59,638. 27,035. 788,271.		0. 0. 0.	59,638 27,035 788,271	. 27,035.		
TO PART I, LINE 4	874,944.		0.	874,944	874,944.		
FORM 990-PF		OTHER	INCO	ME	S	TATEMENT	2
DESCRIPTION			RE		(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	
OIL ROYALTIES LP INVESTMENT INCOM LP INVESTMENTS - DI		 IN		15,927. <293,598.>	0.		
EXCESS OF BASIS MISCELLANEOUS REVEN	UE			42,729. 1,799.	0. 0.		
TOTAL TO FORM 990-P	F, PART I,	LINE 11 =		<233,143.>	0.		
FORM 990-PF		ACCOUNT	ING	FEES	s	TATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS		(B) T INVEST- NT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAB PURPOSE	
ACCOUNTING FEES		20,210	•	9,605.		9,60	5.
TO FORM 990-PF, PG	1, LN 16B	20,210	•	9,605.		9,60	<u> </u>

FORM 990-PF C	OTHER PROFES	SIONAL FEES	STATEMENT 4			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT FEES	263,180.	263,180.		0.		
TO FORM 990-PF, PG 1, LN 16C	263,180.	263,180.		0.		
FORM 990-PF	TAX	ES	S'	FATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FOREIGN TAXES TAX ESTIMATES	3,774. 219,762.	3,774.		0.		
TO FORM 990-PF, PG 1, LN 18	223,536.	3,774.		0.		
FORM 990-PF	OTHER E	XPENSES	S	PATEMENT 6		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INSURANCE OIL PRODUCTION EXPENSES OFFICE EXPENSES LP INVESTMENTS EXPENSES MISCELLANEOUS EXPENSE	6,985. 15,304. 21,021. 10,490. 43.	3,492. 0. 10,510. 10,490. 21.		3,493. 0. 10,511. 0. 22.		
TO FORM 990-PF, PG 1, LN 23	53,843.	24,513.		14,026.		

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SCHEDULE)		22,456,046.	35,617,935.
TOTAL TO FORM 990-PF, PART II, L	INE 10B	22,456,046.	35,617,935.
FORM 990-PF	CORPORATE BONDS		STATEMENT 8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SCHEDULE)	975,303.	1,030,439.	
TOTAL TO FORM 990-PF, PART II, L	L TO FORM 990-PF, PART II, LINE 10C		1,030,439.
FORM 990-PF O	THER INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN LTD PARTNERSHIPS (SCHEDULE)	COST	1,434,495.	7,605,320.
TOTAL TO FORM 990-PF, PART II, L	INE 13	1,434,495.	7,605,320.
FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OPERATION INTEREST- OIL WELLS	16,750.	16,750.	16,750.
ART OBJECTS - RALPH CHANDLER BUSTS ACCRUED INCOME	11,219. 0.	11,219. 0.	11,219. 21,417.
TO FORM 990-PF, PART II, LINE 15	27,969.	27,969.	49,386.

FORM 990-PF	INTEREST	AND PENAL	TIES			STAT	PEMENT	11
TAX DUE FROM FORM 990- UNDERPAYMENT PENALTY LATE PAYMENT INTERES	•							74. 06. 76.
TOTAL AMOUNT DUE							12,8	56.
FORM 990-PF	LATE	PAYMENT I	NTERE	EST		STAT	EMENT	12
DESCRIPTION	DATE A	MOUNT	BAI	LANCE	RATE	DAYS	INTER	EST
	5/15/15 1/15/15	11,574.		11,574 11,750		184	1	76.
TOTAL LATE PAYMENT INTE	REST						1	76.
FORM 990-PF	TO	HER REVEN	UE			STAT	EMENT	13
DESCRIPTION	BUS CODE	UNRELAT: BUSINESS		EXCL CODE	EXCLUDE:	D EXE	ATED C EMPT FU ON INCC	NC-
	211110		927.					
OIL ROYALTIES LP INVESTMENT INCOME LP INVESTMENTS -	211110 211110	<293,	550.7					
LP INVESTMENT INCOME	211110	42,	729. 799.					