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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning FEB 1, 2014, and ending JAN 31, 2015

Name of foundation A.S. MITCHELL FOUNDATION, INC.		A Employer identification number 63-0368954
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1126	Room/suite	B Telephone number 251-432-1711
City or town, state or province, country, and ZIP or foreign postal code MOBILE, AL 36633		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 16,744,463.	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH BAS	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		68.	68.		STATEMENT 1
4 Dividends and interest from securities		485,968.	485,968.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,263,884.			
b Gross sales price for all assets on line 6a		8,138,846.			
7 Capital gain net income (from Part IV, line 2)			1,263,884.		
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		1,749,920.	1,749,920.		
13 Compensation of officers, directors, trustees, etc		218,130.	109,065.		109,065.
14 Other employee salaries and wages		36,000.	18,000.		18,000.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,250.	2,250.		0.
c Other professional fees STMT 4		87,727.	87,727.		0.
17 Interest					
18 Taxes STMT 5		50,536.	44,564.		5,972.
19 Depreciation and depletion					
20 Occupancy		14,377.	0.		14,377.
21 Travel, conferences, and meetings		2,649.	0.		2,649.
22 Printing and publications					
23 Other expenses STMT 6		6,491.	2,164.		4,327.
24 Total operating and administrative expenses. Add lines 13 through 23		418,160.	263,770.		154,390.
25 Contributions, gifts, grants paid		660,000.			660,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,078,160.	263,770.		814,390.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		671,760.			
b Net investment income (if negative, enter -0-)			1,486,150.		
c Adjusted net income (if negative, enter -0-)				N/A	

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED JUN 30 2015

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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			
	2	Savings and temporary cash investments	300,170.	92,078.	92,078.
	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 STMT 7	1,048,413.	385,716.	399,397.
	b	Investments - corporate stock STMT 8	7,943,777.	8,612,245.	7,625,656.
	c	Investments - corporate bonds STMT 9	6,776,668.	7,650,741.	8,627,332.
	11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other				
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)	16,069,028.	16,740,780.	16,744,463.	
Liabilities	17	Accounts payable and accrued expenses	3,813.	3,805.	
	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)	3,813.	3,805.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	6,983,410.	6,983,410.	
	29	Retained earnings, accumulated income, endowment, or other funds	9,081,805.	9,753,565.	
30	Total net assets or fund balances	16,065,215.	16,736,975.		
31	Total liabilities and net assets/fund balances	16,069,028.	16,740,780.		

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	16,065,215.
2	Enter amount from Part I, line 27a	2	671,760.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,736,975.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,736,975.

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				
b SEE ATTACHED STATEMENTS				
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				
b				
c				
d				
e 8,138,846.		6,874,962.	1,263,884.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			1,263,884.	
2 Capital gain net income or (net capital loss)		2		1,263,884.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		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))
2013	783,758.	15,819,834.	.049543
2012	752,969.	15,439,117.	.048770
2011	723,507.	15,677,196.	.046150
2010	756,996.	15,291,320.	.049505
2009	924,574.	14,506,744.	.063734
2 Total of line 1, column (d)			2 .257702
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 .051540
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 16,156,846.
5 Multiply line 4 by line 3			5 832,724.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,862.
7 Add lines 5 and 6			7 847,586.
8 Enter qualifying distributions from Part XII, line 4			8 814,390.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	29,723.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	29,723.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	29,723.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	12,500.	
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	12,500.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	404.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	17,627.	
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	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>DAVID D. DUKES</u> Telephone no ► <u>251-432-1711</u> Located at ► <u>107 ST. FRANCIS STREET, SUITE 1990, MOBILE, AL</u> ZIP+4 ► <u>36602</u>			
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 ► <u>15</u> N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) 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 2014?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		218,130.	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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 THE FOUNDATION'S CHARTERED ACTIVITY IS TO DISTRIBUTE INCOME FOR EDUCATION, RELIGIOUS, SCIENTIFIC, LITERARY OR OTHER CHARITABLE PURPOSES.	0.
2 THE FOUNDATION MADE DISTRIBUTIONS TO ELIGIBLE 501(C)(3) ORGANIZATIONS DURING THIS TAX YEAR.	0.
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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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	15,817,936.
b	Average of monthly cash balances	1b	584,953.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,402,889.
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	16,402,889.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	246,043.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,156,846.
6	Minimum investment return. Enter 5% of line 5	6	807,842.

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	807,842.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	29,723.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	29,723.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	778,119.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	778,119.
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	778,119.

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	814,390.
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	814,390.
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	814,390.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				778,119.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013	17,680.			
f Total of lines 3a through e	17,680.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 814,390.				
a Applied to 2013, 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 2014 distributable amount				778,119.
e Remaining amount distributed out of corpus	36,271.			
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	53,951.			
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 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				0.
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. Subtract lines 7 and 8 from line 6a	53,951.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	17,680.			
e Excess from 2014	36,271.			

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

Recipient 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				
ALABAMA BICENTENNIAL COMMISSION FOUNDATION 410 ADAMS AVENUE, SUITE 126 MONTGOMERY, AL 36104		PC	HISTORICAL PUBLICATION	25,000.
ALABAMA COASTAL FOUNDATION P.O. BOX 1073 MOBILE, AL 36633		PC	EDUCATION INITIATIVE	5,000.
ALABAMA HUMANITIES FOUNDATION 1100 IRELAND WAY, SUITE 101 BIRMINGHAM, AL 35205		PC	PROGRAM COSTS	5,000.
ALABAMA LIGHTHOUSE ASSOCIATION P.O. BOX 250 MOBILE, AL 36601		PC	CAPITAL IMPROVEMENTS	5,000.
ALLIANCE MINISTRIES 7215 PINE STATION RD. S. MOBILE, AL 36695		PC	ONGOING MINISTRIES	10,000.
Total	SEE CONTINUATION SHEET(S)			660,000.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

SEC/TREAS

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOHN J. SHELDON,
CPA

Preparer's signature

JOHN J. SHELDON,

Date	
------	--

06/09/15

Check ☐ self-employed

PTIN

P00168042

Firm's name ► **SHELDON, ROGERS & BRYAN, P.C.**

Firm's EIN ▶ 46-4120276

Firm's address ► P.O. BOX 70226
MOBILE, AL 36670

Phone no. 251-345-1251

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	WELLS FARGO 2361-3480 MAY LTCG		06/15/11	05/31/14
b	WELLS FARGO 2361-3480 JUL LTCG		06/15/11	07/31/14
c	WELLS FARGO 2361-3480 AUG LTCG		06/15/11	08/31/14
d	WELLS FARGO 2361-3480 DEC LTCG	P	06/15/11	12/31/14
e	WELLS FARGO 2361-3480 JAN LTCG	P	06/15/11	01/31/15
f	WELLS FARGO 3105-1243 FEB STCG		01/31/14	02/28/14
g	WELLS FARGO 3105-1243 FEB LTCG		06/15/11	02/28/14
h	WELLS FARGO 3105-1243 MAR STCG	P	01/31/14	03/31/14
i	WELLS FARGO 3105-1243 MAR LTCG	P	06/15/11	03/31/14
j	WELLS FARGO 3105-1243 APR STCG	P	01/31/14	04/30/14
k	WELLS FARGO 3105-1243 APR LTCG		06/15/11	04/30/14
l	WELLS FARGO 3105-1243 MAY STCG		04/30/14	05/31/14
m	WELLS FARGO 3105-1243 MAY LTCG		06/15/11	05/31/14
n	WELLS FARGO 3105-1243 JUNE STCG		05/31/14	06/30/14
o	WELLS FARGO 3105-1243 JUNE LTCG		06/15/11	06/30/14

(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	345,000.	349,375.	-4,375.
b	164,766.	154,253.	10,513.
c	250,000.	253,825.	-3,825.
d	96,904.	100,814.	-3,910.
e	100,000.	98,474.	1,526.
f	35,145.	22,367.	12,778.
g	38,681.	37,745.	936.
h	16,642.	15,101.	1,541.
i	84,303.	63,744.	20,559.
j	115,045.	104,941.	10,104.
k	145,717.	87,557.	58,160.
l	410,374.	399,696.	10,678.
m	1,719,491.	1,269,281.	450,210.
n	62,416.	56,972.	5,444.
o	54,233.	38,646.	15,587.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-4,375.
b			10,513.
c			-3,825.
d			-3,910.
e			1,526.
f			12,778.
g			936.
h			1,541.
i			20,559.
j			10,104.
k			58,160.
l			10,678.
m			450,210.
n			5,444.
o			15,587.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

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

3

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	WELLS FARGO 3105-1243 JULY STCG		06/30/14	07/31/14
b	WELLS FARGO 3105-1243 JULY LTCG		06/15/11	07/31/14
c	WELLS FARGO 3105-1243 AUG STCG	P	07/31/14	08/31/14
d	WELLS FARGO 3105-1243 AUG LTCG	P	06/15/11	08/31/14
e	WELLS FARGO 3105-1243 SEP STCG	P	08/31/15	09/30/14
f	WELLS FARGO 3105-1243 SEP LTCG		06/15/11	09/30/14
g	WELLS FARGO 3105-1243 OCT STCG		09/30/14	10/31/14
h	WELLS FARGO 3105-1243 OCT LTCG	P	06/15/11	10/31/14
i	WELLS FARGO 3105-1243 NOV STCG	P	10/31/14	11/30/14
j	WELLS FARGO 3105-1243 NOV LTCG	P	06/15/11	11/30/14
k	WELLS FARGO 3105-1243 DEC STCG	P	11/30/14	12/31/14
l	WELLS FARGO 3105-1243 DEC LTCG	P	06/15/11	12/31/14
m	WELLS FARGO 3105-1243 JAN STCG	P	12/31/14	01/31/15
n	WELLS FARGO 3105-1243 JAN LTCG	P	06/15/11	01/31/15
o	WELLS FARGO 2361-3480 OTHER GAINS & LOSSES	P	06/15/11	01/31/15

(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 168,632.		166,130.	2,502.
b 138,889.		103,924.	34,965.
c 4,219.		4,350.	-131.
d 81,350.		71,959.	9,391.
e 95,236.		101,747.	-6,511.
f 15,452.		17,652.	-2,200.
g 1,210,695.		1,114,882.	95,813.
h 1,850,067.		1,426,433.	423,634.
i 202,560.		216,054.	-13,494.
j 21,313.		21,288.	25.
k 313,723.		320,660.	-6,937.
l 288,424.		201,447.	86,977.
m 49,432.		41,266.	8,166.
n 14,090.		14,379.	-289.
o 46,047.			46,047.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2,502.
b			34,965.
c			-131.
d			9,391.
e			-6,511.
f			-2,200.
g			95,813.
h			423,634.
i			-13,494.
j			25.
k			-6,937.
l			86,977.
m			8,166.
n			-289.
o			46,047.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,263,884.
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 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient 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
ANIMAL RESCUE FOUNDATION 590 STEMBRIDGE ROAD MILLEDGEVILLE, GA 31061		PC	SUPPLIES & EQUIPMENT	3,000.
ARKANSAS STATE UNIVERSITY P.O. BOX 1990 STATE UNIVERSITY, AR 72467		PC	RESTORATION WORK	10,000.
AUTISM AVENUE (DBA AUTISM TO ABILITY) 164 ST. FRANCIS STREET, SUITE 210 MOBILE, AL 36602		PC	CURRICULUM DEVELOPMENT	5,000.
BAY AREA FOOD BANK 5248 MOBILE SOUTH STREET THEODORE, AL 36582		PC	CAPITAL IMPROVEMENTS	14,000.
BELLINGRATH GARDENS 12401 BELLINGRATH GARDENS RD. THEODORE, AL 36582		PC	SECRET GARDEN PROJECT	10,000.
BIG BROTHERS BIG SISTERS OF SOUTH AL 9 DAUPHIN ST., SUITE 101 MOBILE, AL 36602		PC	PROGRAM COSTS	5,000.
BLUE LAKE CAMP 8500 OAKWOOD LANE ANDALUSIA, AL 36420		PC	CAPITAL IMPROVEMENTS	5,000.
CAMP SEAFARER 218 SEA GULL LANDING ARAPHOE, NC 28510		PC	CAPITAL IMPROVEMENTS	5,000.
CARMEL HEALTH NETWORK 1835 OLD SHELL ROAD MOBILE, AL 36607		PC	PROGRAM COSTS	5,000.
CHURCH OF GOD WORLD MISSIONS P.O. BOX 8016 CLEVELAND, TN 37320		PC	MISSION MINISTRIES	15,000.
Total from continuation sheets				610,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient 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
DALLAS FIRST UNITED METHODIST CHURCH 141 E. MEMORIAL DRIVE DALLAS, GA 30132		PC	CHILDREN'S EDUCATION BUILDING	25,000.
DAUPHIN WAY UNITED METHODIST CHURCH 1507 DAUPHIN ST. MOBILE, AL 36604		PC	CAPITAL IMPROVEMENTS	20,000.
DAUPHIN WAY UMC FOUNDATION 1507 DAUPHIN ST. MOBILE, AL 36604		PC	DILL LECTURE FUND	20,000.
DUMAS WESLEY COMMUNITY CTR PO BOX 7325 MOBILE, AL 36670		PC	PROGRAM COSTS	10,000.
FAMILY PROMISE OF COASTAL AL P.O. BOX 40881 MOBILE, AL 36604		PC	OPERATIONAL SUPPORT	5,000.
FOUNDATION FOR NEW MEDIA P.O. BOX 218 STONE RIDGE, NY 12484		PC	MEDIA PRODUCTION	5,000.
FRANKLIN LANDMARK FOUNDATION 211 LANIER AVENUE MOBILE, AL 36607		PC	OPERATIONAL SUPPORT	34,340.
FRIENDS OF THE CATHOLIC CEMETERY C/O HOLY FAMILY CHURCH 1400 JOYCE ROAD MOBILE, AL 36618		PC	GATE & FENCE WORK	3,000.
FRIENDS OF MAGNOLIA CEMETERY, INC. PO BOX 6383 MOBILE, AL 36660		PC	CAPITAL IMPROVEMENTS	5,000.
GULF COAST EXPLOREUM, INC. DBA THE EXPLORE CENTER, INC. PO BOX 1968 MOBILE, AL 36633		PC	BRAGG MITCHELL HOME PRESERVATION	70,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient 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
HEART OF GEORGIA HUMANE SOCIETY 385 NUNN WHEELER ROAD MCINTYRE, GA 31054		PC	SUPPLIES & EQUIPMENT	3,000.
HISTORIC RESTORATION SOCIETY, INC. P.O. BOX 1566 MOBILE, AL 36633		PC	OPERATIONAL SUPPORT	5,000.
INFIRMARY FOUNDATION, INC. P.O. BOX 2226 MOBILE, AL 36652		PC	BOUNCE BACK PROGRAM	2,500.
LAURENS WILDLIFE RESCUE 742 MORTON DRIVE GLENWOOD, GA 30428		PC	SUPPLIES & EQUIPMENT	4,500.
LEARNING TREE P.O. BOX 1306 SEMMESE, AL 36575		PC	WOODY'S SONG PROGRAM	5,000.
L J CONAWAY ADULT DAYCARE CENTER P.O. BOX 7236 MOBILE, AL 36607		PC	CAPITAL IMPROVEMENTS	5,000.
MERCY MEDICAL P.O. BOX 1090 DAPHNE, AL 36526		PC	PROGRAM COSTS	10,000.
MOBILE MUSEUM OF ART 4850 MUSEUM DRIVE MOBILE, AL 36608		PC	CAPITAL IMPROVEMENTS	10,000.
MOBILE SYMPHONY ORCHESTRA 257 DAUPHIN ST MOBILE, AL 36602		PC	PROGRAM COSTS	5,000.
MOBILE UNITED 8 ST. JOSEPH ST MOBILE, AL 36602		PC	PROGRAM COSTS	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient 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
MONROE ACADEMY PTA 347 INDIAN SPRING DRIVE MONROEVILLE, AL 36464		PC	CAPITAL IMPROVEMENTS	10,000.
MULHERIN HOME 2496 HALLS MILL ROAD MOBILE, AL 36606		PC	OPERATIONAL SUPPORT	10,000.
NATIONAL SOCIETY OF COLONIAL DAMES OF AMERICA IN ALABAMA 213 LEVERT AVENUE MOBILE, AL 36607		PC	OPERATING EXPENSES	30,160.
NATURE CONSERVANCY 2100 FIRST AVE. N., SUITE 500 BIRMINGHAM, AL 35203		PC	CONSERVATION	10,000.
PINEY WOODS SCHOOL 5096 HIGHWAY 49 SOUTH PINEY WOODS, MS 39148		PC	CAPITAL IMPROVEMENTS	15,000.
PRICHARD PREPARATORY SCHOOL 743 MT. SINAI AVE EIGHT MILE, AL 36612		PC	TUITION ASSISTANCE	5,000.
PRODISSE PANTRY P.O. BOX 7403 SPANISH FORT, AL 36577		PC	FOOD EXPENSES	10,000.
RAVI ZACHARIAS INT'L. MINISTRIES 4725 PEACHTREE CORNERS CIRCLE SUITE 250 NORCROSS, GA 30092		PC	ONGOING MINISTRIES	10,000.
RIVER CHURCH P.O. BOX 31486 CHARLESTON, SC 29417		PC	ONGOING MINISTRIES	10,000.
RONALD MCDONALD HOUSE OF MOBILE 1626 SPRINGHILL AVENUE MOBILE, AL 36604		PC	SHARE A NIGHT PROGRAM	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient 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
ST. FRANCIS ST. CHURCH PRESERVATION FOUNDATION P.O. BOX 522 MOBILE, AL 36601		PC	HISTORIC PRESERVATION	1,500.
ST. JOSEPH ABBEY AND SEMINARY COLLEGE 75376 RIVER ROAD ST. BENEDICT, LA 70457		PC	OPERATIONAL SUPPORT	10,000.
ST. JUDE CHILDREN'S HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105		PC	OPERATIONAL SUPPORT	5,000.
ST. PETER THE APOSTLE PARISH PO BOX 456 MT VERNON, AL 36560		PC	RENOVATION & REPAIRS	10,000.
TEAM FOCUS PO BOX 91626 MOBILE, AL 36691		PC	PROGRAM COSTS	5,000.
THE EXCEPTIONAL FOUNDATION OF THE GULF COAST P.O. BOX 1267 FAIRHOPE, AL 36533		PC	PROGRAM COSTS	5,000.
THOMAS HOSPITAL FOUNDATION PO DRAWER 929 FAIRHOPE, AL 36533		PC	CAPITAL IMPROVEMENTS	10,000.
TULANE UNIVERSITY SCHOOL OF LAW 6823 ST CHARLES AVE NEW ORLEANS, LA 70118		PC	CAPITAL IMPROVEMENTS	10,000.
UMS-WRIGHT PREPARATORY SCHOOL 65 MOBILE STREET MOBILE, AL 36607		PC	CAPITAL IMPROVEMENTS	40,000.
UNIVERSITY OF GEORGIA SCHOOL OF LAW 225 HERTY DRIVE ATHENS, GA 30602		PC	ART RESTORATION PROJECT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient 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
UNIVERSITY OF MOBILE 5735 COLLEGE PARKWAY MOBILE, AL 36613		PC	HAND SCHOLARSHIP FUND	5,000.
VICTORY HEALTH PARTNERS 3750 PROFESSIONAL PARKWAY MOBILE, AL 36609		PC	OPERATIONAL SUPPORT	5,000.
WELLSPRING LIVING 860 JOHNSON FERRY RD, STE 140-331 ATLANTA, GA 30342		PC	PROGRAM COSTS	5,000.
WILMER HALL 3811 OLD SHELL ROAD MOBILE, AL 36608		PC	CAPITAL IMPROVEMENTS	15,000.
WORLD GOSPEL MISSION P.O. BOX 948 MARION, IN 46952		PC	MISSION MINISTRIES	4,000.
RANSOM MINISTRIES P.O. BOX 851854 MOBILE, AL 36685		PC	PROGRAM COSTS	5,000.
YOUNG LIFE - VALDOSTA 124 E. PARK AVENUE VALDOSTA, GA 31602		PC	OPERATING COSTS	5,000.
YOUNG LIFE - MOBILE P.O. BOX 851025 MOBILE, AL 36685		PC	OPERATING COSTS	20,000.
Total from continuation sheets				

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
WELLS FARGO EQUITY 3105-1243	33.	33.	
WELLS FARGO FIXED 2361-3480	35.	35.	
TOTAL TO PART I, LINE 3	68.	68.	

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
WELLS FARGO EQUITY 3105-1243	167,231.	0.	167,231.	167,231.	
WELLS FARGO FIXED 2361-3480	318,737.	0.	318,737.	318,737.	
TO PART I, LINE 4	485,968.	0.	485,968.	485,968.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,250.	2,250.		0.
TO FORM 990-PF, PG 1, LN 16B	2,250.	2,250.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MONEY MANAGERS	87,727.	87,727.		0.
TO FORM 990-PF, PG 1, LN 16C	87,727.	87,727.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	38,592.	38,592.		0.
PAYROLL TAXES	11,944.	5,972.		5,972.
TO FORM 990-PF, PG 1, LN 18	50,536.	44,564.		5,972.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	1,738.	579.		1,159.
POSTAGE	794.	265.		529.
TELEPHONE	3,021.	1,007.		2,014.
VARIOUS OTHER EXPENSES	938.	313.		625.
TO FORM 990-PF, PG 1, LN 23	6,491.	2,164.		4,327.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT ASSET BACKED CMO	X		40,385.	43,245.
GOVERNMENT BONDS	X		345,331.	356,152.
TOTAL U.S. GOVERNMENT OBLIGATIONS			385,716.	399,397.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			385,716.	399,397.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MONEY MANAGER-WELLS FARGO	8,522,490.	7,571,652.
OPEN END MUTUAL FUNDS	89,755.	54,004.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,612,245.	7,625,656.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PREFERRED	1,094,277.	1,097,739.
CORPORATE BONDS	3,413,713.	3,423,872.
FOREIGN BONDS	104,140.	256,306.
CERTIFICATES OF DEPOSIT	3,038,611.	3,849,415.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,650,741.	8,627,332.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
AUGUSTINE MEAHER, III P.O. BOX 1126 MOBILE, AL 36633	PRESIDENT 6.00	45,000.	0.	0.
FRANK B. VINSON P.O. BOX 1126 MOBILE, AL 36633	VICE-PRESIDENT 6.00	30,130.	0.	0.
DAVID D. DUKES P.O. BOX 1126 MOBILE, AL 36633	SEC/TREAS 6.00	45,000.	0.	0.
KENNETH G. VINSON P.O. BOX 1126 MOBILE, AL 36633	DIRECTOR 2.00	20,000.	0.	0.
JOSEPH L. MEAHER P.O. BOX 1126 MOBILE, AL 36633	DIRECTOR 2.00	20,000.	0.	0.
BENJAMIN VINSON P.O. BOX 1126 MOBILE, AL 36633	DIRECTOR 2.00	12,000.	0.	0.
MARGARET MEAHER P.O. BOX 1126 MOBILE, AL 36633	DIRECTOR 2.00	14,000.	0.	0.
JANE DUKES P.O. BOX 1126 MOBILE, AL 36633	DIRECTOR 2.00	20,000.	0.	0.
JOANNA VINSON BLYTHE P.O. BOX 1126 MOBILE, AL 36633	DIRECTOR 2.00	12,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		218,130.	0.	0.