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

OMB No. 1545-0052

2016Department of the Treasury
Internal Revenue Service

► 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.

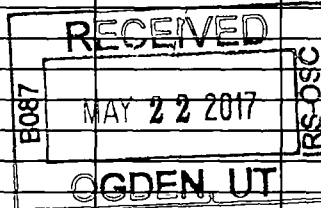
Open to Public Inspection

For calendar year **2016** or tax year beginning , 2016, and ending , 20

Name of foundation Elaine's Reading is Fun Foundation		A Employer identification number 45-5414350
Number and street (or P O box number if mail is not delivered to street address) 1900 Greenvale Rd	Room/suite	B Telephone number (see instructions) 205-542-2323
City or town, state or province, country, and ZIP or foreign postal code Hoover, AL 35226-3609		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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"/> E If private foundation status was terminated under section 507(b)(1)(A), check here . ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . ► <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 type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 157,041	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	300000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	300000	0	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	25			25
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	25	0	0	25
	25 Contributions, gifts, grants paid	198296			198296
26 Total expenses and disbursements. Add lines 24 and 25	198321	0	0	198321	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	101679				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing	55362	157041	157041		
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment: basis ▶					
Less: accumulated depreciation (attach schedule) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	55362	157041	157041			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)					
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	52862	154541			
	26 Permanently restricted	2500	2500			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see instructions)	55362	157041			
	31 Total liabilities and net assets/fund balances (see instructions)	55362	157041			

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	55362
2 Enter amount from Part I, line 27a	2	101679
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	157041
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	157041

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				
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			

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

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) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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))
2015	0	0	0
2014	0	0	0
2013	0	0	0
2012	0	0	0
2011			

2 Total of line 1, column (d)	2	0
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	0
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4	8	198296

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		0
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3 Add lines 1 and 2	3		0
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		0
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
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		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Alabama</u>		
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? <i>If "No," attach explanation</i>	✓	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <u>H. E. Smith Jr., 1900 Greenvale Rd., Hoover, AL 35226</u> <u>\$300,000.</u>	✓	

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		✓
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)		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	✓	
14 The books are in care of ► H.E. Smith Jr Telephone no. ► 205-542-2323 Located at ► 1900 Greenvale Rd-Hoover, AL ZIP+4 ► 35226-3609		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16 At any time during calendar year 2016, 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? <input type="checkbox"/> See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	✓	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2016? <input type="checkbox"/>		✓
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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.) <input type="checkbox"/>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
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 2016 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 2016.) <input type="checkbox"/>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		✓
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 2016?		✓

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)? **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? ☐ 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** ☒

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? **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
H.E. Smith Jr 1900 Greenvale Rd-Hoover, AL 35226	President 2	0	0	0
H.E. Smith III 1080 Magnolia Run-Hoover, AL 35244	Director 0	0	0	0
Virginia S Rawls 283 Sawyers Cove Rd-Calera, AL 35040	Director 0	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

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 In 2015, purchased 172 second grade classroom libraries (75 titles each) to be delivered as soon as possible to the elementary schools we designated. \$50,000 paid with order in 2015. Balance of \$48,296 paid in 2016 after proof of delivery.	48296
2 In 2016, purchased 525 second grade classroom libraries (75 titles each) to be delivered to the elementary schools we designated. \$150,000 paid with order in 2016. Balance of \$149,644 paid in 2017 after proof of delivery.	150000
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	198296

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	90094
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	90094
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	90094
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) <i>deposit amount required for a no fee checking account</i>	4	2500
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	87594
6	Minimum investment return. Enter 5% of line 5	6	4380

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	4380
2a	Tax on investment income for 2016 from Part VI, line 5	2a	0
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4380
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	4380
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4380

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	198321
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	0
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	198321
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	198321

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				4380
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			101679	
b Total for prior years: 20 <u>15</u> , 20 <u> </u> , 20 <u> </u>		0		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015 50002				
f Total of lines 3a through e	50002			
4 Qualifying distributions for 2016 from Part XII, line 4. ► \$ 198321				
a Applied to 2015, but not more than line 2a			50002	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				148319
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)				101679
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2015. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	101679			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016 101679				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling **N/A**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter.					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

H.E. Smith Jr, President

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year See attached list of Names & addresses of elementary schools with number of second grade libraries distributed to each. Final payment for 2015 Libraries paid in 2016 Down payment paid in 2016 for Libraries.					48296 150,000
Total					198296
b Approved for future payment					
Total					

State	Board of Education	School Name	Address	City/State	Zip	# Libraries	Partner	Pre-Order
AL	Northport City	Crestmont Elementary	2400 34th Avenue	Northport, AL	35476	3	North River Finance Co.	8/31/2015
AL	Decatur City	Frances Nungester Elementary	726 Tammy Street, SW	Decatur, AL	35603	3	Decatur Finance Co.	8/31/2015
AL	Gadsden City	Eura Brown Elementary	1231 Alcott Road	Gadsden, AL	35901	3	Gadsden Finance Co.	8/31/2015
AL	Gadsden City	Thompson Elementary	236 Golden Rod Avenue	Gadsden, AL	35901	1	Gadsden Finance Co.	8/31/2015
AL	Etowah Co.	Gaston School	4550 U.S. Highway 411	Gadsden, AL	35901	2	Gadsden Finance Co.	8/31/2015
AL	Gadsden City	Striplin Elementary	600 Cleveland Avenue	Gadsden, AL	35901	3	Gadsden Finance Co.	8/31/2015
AL	Gadsden City	Donehoo Elementary	1109 East Broad Street	Gadsden, AL	35903	2	Gadsden Finance Co.	8/31/2015
AL	Etowah Co.	Hokes Bluff Elementary	5375 Main Street	Hokes Bluff, AL	35903	6	Gadsden Finance Co.	8/31/2015
AL	Gadsden City	Adams Elementary	919 Raley Street	Gadsden, AL	35903	3	Gadsden Finance Co.	8/31/2015
AL	Gadsden City	Mitchell Elementary	1501 Nocculla	Gadsden, AL	35904	3	Gadsden Finance Co.	8/31/2015
AL	Etowah Co.	Highland School	3156 Tabor Road	Gadsden, AL	35904	2	Gadsden Finance Co.	8/31/2015
AL	Gadsden City	Walnut Park Elementary	3200 Walnut Street	Gadsden, AL	35904	2	Gadsden Finance Co.	8/31/2015
AL	Gadsden City	Floyd Elementary	601 Black Creek Road	Gadsden, AL	35904	3	Gadsden Finance Co.	8/31/2015
AL	Etowah Co.	Glencoe Grammar School	207 North College Street	Glencoe, AL	35905	4	Gadsden Finance Co.	8/31/2015
AL	Etowah Co.	John Jones Elementary	301 Lumley Road	Rainbow City, AL	35906	6	Gadsden Finance Co.	8/31/2015
AL	Attalla City	Duck Springs Elementary	10180 Duck Springs Road	Attalla, AL	35954	1	Gadsden Finance Co.	8/31/2015
AL	Attalla City	Attalla Elementary	300 Coleman Avenue	Attalla, AL	35954	5	Gadsden Finance Co.	8/31/2015
AL	Attalla City	Ivalee Elementary	840 Gallant Road	Attalla, AL	35954	2	Gadsden Finance Co.	8/31/2015
TN	Bradley Co.	Calhoun Elementary	150 Sherwood Avenue	Calhoun, TN	37309	6	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Charleston Elementary	8797 Hiwassee Street	Charleston, TN	37310	6	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Black Fox School	3119 Varnell Road, SW	Cleveland, TN	37311	4	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Arnold Memorial Elementary	473 8th Street, NW	Cleveland, TN	37311	3	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Blythe-Bower Elementary	604 20th Street, SE	Cleveland, TN	37311	5	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Stuart Elementary	802 20th Street, NW	Cleveland, TN	37311	4	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	North Lee Elementary	205 Sequoia Road	Cleveland, TN	37312	4	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Prospect Elementary	2450 Prospect Road	Cleveland, TN	37312	3	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Oak Grove Elementary	400 Durkee Road	Cleveland, TN	37312	4	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Mayfield Elementary	501 20th Street	Cleveland, TN	37312	5	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Hopewell Elementary	5350 Freewill Road	Cleveland, TN	37312	3	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Yates Primary	750 Mouse Creek Road	Cleveland, TN	37312	6	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Valley View Elementary	5607 Spring Place Rd.	Cleveland, TN	37323	3	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Michigan Ave. Elementary	188 Michigan Avenue	Cleveland, TN	37323	3	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Park View Elementary	300 Minnis Road	Cleveland, TN	37323	4	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Waterville Elementary	4081 Dalton Pike	Cleveland, TN	37323	5	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Taylor Elementary	5265 Bates Pike	Cleveland, TN	37323	2	Cleveland Finance Co.	8/31/2015
TN	Bradley Co.	Riceville Elementary	3592 Highway 11, South	Riceville, TN	37370	4	Cleveland Finance Co.	8/31/2015
TN	Hamilton Co.	Orchard Knob Elementary	2000 East 3rd Street	Chattanooga, TN	37404	6	Capstone Finance Co.	9/1/2015
TN	Hamilton Co.	Red Bank Elementary	1100 Mountain Creek Road	Chattanooga, TN	37405	5	Capstone Finance Co.	9/1/2015
TN	Hamilton Co.	Hardy Elementary	2100 Glass Street	Chattanooga, TN	37406	4	Capstone Finance Co.	9/1/2015
TN	Hamilton Co.	Clifton Hills Elementary	1815 East 32nd Street	Chattanooga, TN	37407	5	Capstone Finance Co.	9/1/2015
TN	Hamilton Co.	East Lake Elementary	3600 13th Avenue	Chattanooga, TN	37407	4	Capstone Finance Co.	9/1/2015
TN	Hamilton Co.	Woodmore Elementary	800 Woodmore Lane	Chattanooga, TN	37411	4	Capstone Finance Co.	9/1/2015

AL	Morgan County	Danville-Neel Elementary	8688 Danville Road	Davnille, AL	35619	3	Decatur Finance
AL	Morgan County	Priceville Elementary	438 Cave Springs Road	Decatur, AL	35603	6	Decatur Finance
AL	Morgan County	Lacy's Spring School	48 School Road	Lacey's Spring, AL	35754	2	Decatur Finance
AL	Morgan County	Falkville Elementary	72 Clark Drive	Falkville, AL	35622	3	Decatur Finance
AL	Morgan County	Union Hill School	2221 Union Hill Road	Somerville, AL	35670	3	Decatur Finance
AL	Morgan County	Cataco School	100 Cataco School Road	Somerville, AL	35670	3	Decatur Finance
AL	Morgan County	West Morgan Elementary	571 Old Highway 24	Trinity, AL	35673	6	Decatur Finance
AL	Auburn City	Cary Woods Elementary	715 Sanders Street	Auburn, AL	36630	9	Capstone Finance
AL	Auburn City	Dean Road Elementary	335 South Dean Road	Auburn, AL	36830	7	Capstone Finance
AL	Auburn City	Richland Elementary	70 South Yarbrough Farms Blvd	Auburn, AL	36832	9	Capstone Finance
AL	Auburn City	Auburn Early Education Center	721 East University Drive	Auburn, AL	36830	9	Capstone Finance
AL	Opelika City	Carver Primary School	307 Carver Avenue	Opelika, AL	36801	8	Capstone Finance
AL	Opelika City	Jeter Primary School	700 Jeter Avenue	Opelika, AL	36801	6	Capstone Finance
AL	Opelika City	Southview Primary	2712 Marvyn Parkway	Opelika, AL	36801	7	Capstone Finance
AL	Muscle Shoals City	Highland Park Elementary	714 Elmhurst Avenue	Muscle Shoals, AL	35661	6	Capstone Finance
AL	Muscle Shoals City	Webster Elementary	200 Webster Street	Muscle Shoals, AL	35661	6	Capstone Finance
AL	Colbert County	New Bethel Elementary	900 New Bethel Road	Tuscumbia, AL	35674	1	Capstone Finance
AL	Colbert County	Colbert Heights Elementary	1551 Sunset Drive	Tuscumbia, AL	35674	3	Capstone Finance
AL	Colbert County	Leighton Elementary	8100 Old Highway 20	Leighton, AL	35646	2	Capstone Finance
AL	Colbert County	Cherokee Elementary	1305 North Pike	Cherokee, AL	35616	3	Capstone Finance
AL	Colbert County	Hatton Elementary	2130 Hatton School Road	Leighton, AL	35646	2	Capstone Finance
AL	Sheffield City	W A Threadgill Primary School	900 Annapolis Avenue	Sheffield, AL	35660	6	Capstone Finance
AL	Florence City	Forest Hills Elementary	101 Stoval Drive	Florence, AL	35633	10	Capstone Finance
AL	Florence City	Weeden Elementary	400 Baldwin Street	Florence, AL	35630	6	Capstone Finance
AL	Florence City	Harlan Elementary	2233 McBurney Drive	Florence, AL	35630	6	Capstone Finance
AL	Montgomery City	Bear Exploration	2525 Churchill Drive	Montgomery, AL	36111	4	First-Sun Finance
AL	Montgomery City	Carver Elementary School	3100 Mobile Drive	Montgomery, AL	36108	4	First-Sun Finance
AL	Montgomery City	Catoma Elementary School	1780 Mitchell Young Road	Montgomery, AL	36108	3	First-Sun Finance
AL	Montgomery City	Chisholm Elementary School	307 E Vandiver Blvd	Montgomery, AL	36110	5	First-Sun Finance
AL	Montgomery City	Dalraida Elementary School	440 Dalraida Road	Montgomery, AL	36109	8	First-Sun Finance
AL	Montgomery City	Dannelly Elementary School	3425 Carter Hill Road	Montgomery, AL	36111	5	First-Sun Finance
AL	Montgomery City	Davis Elementary	3605 Rosa L Parks Avenue	Montgomery, AL	36105	4	First-Sun Finance
AL	Montgomery City	Flowers Elementary School	3510 Harrison Road	Montgomery, AL	36109	3	First-Sun Finance
AL	Montgomery City	Floyd Elementary School	630 August Avenue	Montgomery, AL	36111	3	First-Sun Finance
AL	Montgomery City	King Elementary	4655 Gateway Drive	Montgomery, AL	36108	4	First-Sun Finance
AL	Montgomery City	Morningview Elementary	2849 Pelzer Avenue	Montgomery, AL	36109	6	First-Sun Finance
AL	Montgomery City	Nixon Elementary School	100 Edgar D Nixon Blvd	Montgomery, AL	36104	3	First-Sun Finance
AL	Montgomery City	Southlawn Elementary	5225 Patricia Lane	Montgomery, AL	36108	3	First-Sun Finance
AL	Montgomery City	Thelma S Morris Elementary	801 Hill Street	Montgomery, AL	36108	5	First-Sun Finance
AL	Montgomery City	Blount Elementary	1650 Ray Thorington Road	Montgomery, AL	36117	4	Capstone Finance

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AL	Montgomery City	Crump Elementary School	3510 Woodley Road	Montgomery, AL	36116	6	Capstone Finance
AL	Montgomery City	Dozier Elementary School	200 Eastern By-pass	Montgomery, AL	36117	4	Capstone Finance
AL	Montgomery City	Dunbar-Ramer School	56 Naftel Ramer Road	Ramer, AL	36089	1	Capstone Finance
AL	Montgomery City	Fitzpatrick Elementary School	4055 Fitzpatrick Blvd	Montgomery, AL	36116	5	Capstone Finance
AL	Montgomery City	Forest Avenue Elementary	1700 W. Fifth Street	Montgomery, AL	36106	6	Capstone Finance
AL	Montgomery City	Garrett Elementary School	555 McLemore Drive	Montgomery, AL	36117	5	Capstone Finance
AL	Montgomery City	Halcyon Elementary School	1501 Parkview Drive	Montgomery, AL	36117	4	Capstone Finance
AL	Montgomery City	Highland Avenue Elementary	2024 Highland Avenue	Montgomery, AL	36107	3	Capstone Finance
AL	Montgomery City	Highland Gardens Elementary	2801 Willena Avenue	Montgomery, AL	36107	4	Capstone Finance
AL	Montgomery City	Johnson Elementary School	4550 Narrow Lane Road	Montgomery, AL	36116	4	Capstone Finance
AL	Montgomery City	Jacmillan International Academy	4015 McInnis Road	Montgomery, AL	36116	3	Capstone Finance
AL	Montgomery City	Pintala Elementary School	215 Federal Drive	Hope Hull, AL	36043	1	Capstone Finance
AL	Montgomery City	Vaughn Road Elementary	4407 Vaughn Road	Montgomery, AL	36106	4	Capstone Finance
AL	Montgomery City	Wares Ferry Elementary	6425 Wares Ferry Road	Montgomery, AL	36117	4	Capstone Finance
AL	Montgomery City	Wilson Elementary	8900 New Park Drive	Montgomery, AL	36117	5	Capstone Finance
AL	Decatur City	Austinville Elementary	2320 Clara Avenue SW	Decatur, AL	35601	3	Decatur Finance
AL	Decatur City	Banks-Caddell Elementary	211 Gordon Drive SE	Decatur, AL	35601	5	Decatur Finance
AL	Decatur City	Ben Davis Elementary	417 Monroe Drive	Decatur, AL	35601	6	Decatur Finance
AL	Decatur City	Chestnut Grove Elementary	3205 Cedarhurst Drive SW	Decatur, AL	35603	4	Decatur Finance
AL	Decatur City	Eastwood Elementary	1802 26th Avenue SE	Decatur, AL	35601	2	Decatur Finance
AL	Decatur City	Frances Nungester Elementary	726 Tammy Street SW	Decatur, AL	35603	1	Decatur Finance
AL	Decatur City	Julian Harris Elementary	1922 McAuliffe Drive SW	Decatur, AL	35603	3	Decatur Finance
AL	Decatur City	Somerville Road Elementary	1302 5th Avenue SW	Decatur, AL	35601	5	Decatur Finance
AL	Decatur City	Walter Jackson Elementary	1950 Park Street SE	Decatur, AL	35601	2	Decatur Finance
AL	Decatur City	West Decatur Elementary	708 Memorial Drive SW	Decatur, AL	35601	3	Decatur Finance
AL	Decatur City	Woodmeade Elementary	1400 19th Avenue SW	Decatur, AL	35601	3	Decatur Finance
AL	Chambers County	Five Points Elementary	10180 County Road 222	Lafayette, AL	36862	1	Capstone Finance
AL	Chambers County	Eastside Elementary	300 SE Avenue A	Lafayette, AL	36862	3	Capstone Finance
AL	Chambers County	Huguley Elementary	3011 Phillips Road	Lanett, AL	36863	3	Capstone Finance
AL	Chambers County	Bob Harding Elementary	3301 23rd Drive	Valley, AL	36854	2	Capstone Finance
AL	Chambers County	Lafayette Lanier Elementary	6001 20th Avenue	Valley, AL	36854	2	Capstone Finance
AL	Chambers County	Fairfax Elementary	502 Boulevard	Valley, AL	36854	4	Capstone Finance
TN	Hamilton County	Orchard Knob Elementary	2000 East 3rd Street	Chattanooga, TN	37404	6	Capstone Finance
TN	Hamilton County	Red Bank Elementary	1100 Mountain Creek Road	Chattanooga, TN	37405	5	Capstone Finance
TN	Hamilton County	Hardy Elementary	2100 Glass Street	Chattanooga, TN	37406	4	Capstone Finance
TN	Hamilton County	Clifton Hills Elementary School	1815 East 32nd Street	Chattanooga, TN	37407	5	Capstone Finance
TN	Hamilton County	East Lake Elementary	3600 13th Avenue	Chattanooga, TN	37407	4	Capstone Finance
TN	Hamilton County	Big Ridge Elementary	5210 Cassandra Smith Road	Chattanooga, TN	37343	4	Capstone Finance
TN	Hamilton County	East Side Elementary	1603 S Lyerly Street	Chattanooga, TN	37404	6	Capstone Finance
TN	Hamilton County	Falling Waters Elementary	715 Roberts Mill Road	Chattanooga, TN	37343	2	Capstone Finance
TN	Hamilton County	Janns Middle Valley Elementary	1609 Thrasher Pike	Chattanooga, TN	37343	5	Capstone Finance
TN	Hamilton County	Hixson Elementary	5637 Highway 58	Chattanooga, TN	37343	4	Capstone Finance

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TN	Hamilton County	Lookout Mountain Elementary	321 North Bragg Avenue	Chattanooga, TN	37350	2	Capstone Finance
TN	Hamilton County	Lookout Valley Elementary	701 Browns Ferry Road	Chattanooga, TN	37419	2	Capstone Finance
TN	Hamilton County	McConnel Elementary	8629 Camp Columbus Road	Chattanooga, TN	37343	5	Capstone Finance
TN	Hamilton County	Ooltewah Elementary	8890 Snow Owl Road	Ooltewah, TN	37363	7	Capstone Finance
TN	Hamilton County	Snow Hill Elementary	9042 Career Lane	Ooltewah, TN	37363	5	Capstone Finance
TN	Knox County	Fountain City Elementary	2910 Montbelle Drive	Knoxville, TN	37918	4	Capstone Finance
TN	Knox County	Gap Creek Elementary	1920 Kimberlin Heights	Knoxville, TN	37920	2	Capstone Finance
TN	Knox County	Dogwood Elementary	705 Tipton Avenue	Knoxville, TN	37920	6	Capstone Finance
TN	Knox County	South Knoxville Elementary	801 Sevier Avenue	Knoxville, TN	37920	2	Capstone Finance
TN	Knox County	Sunnyview Primary	412 Bagwell Road	Knoxville, TN	37924	5	Capstone Finance
TN	Knox County	Inskip Elementary	4701 High School Road	Knoxville, TN	37912	5	Capstone Finance
TN	Knox County	Green Magnet Academy	801 Lula Powell Drive	Knoxville, TN	37915	4	Capstone Finance
TN	Knox County	Maynard Elementary School	737 College Street	Knoxville, TN	37921	2	Capstone Finance
TN	Knox County	Mount Olive Elementary School	2507 Maryville Pike	Knoxville, TN	37920	3	Capstone Finance
TN	Knox County	Marah Moore Greene Magnet A	3001 Brooks Avenue	Knoxville, TN	37914	6	Capstone Finance
TN	Knox County	Spring Hill Elementary School	4711 Mildred Drive	Knoxville, TN	37914	4	Capstone Finance
TN	Knox County	Sterchi Elementary School	900 Oaklett Drive	Knoxville, TN	37912	4	Capstone Finance
TN	Knox County	West Hills Elementary School	409 Vanosdale Road	Knoxville, TN	37921	6	Capstone Finance
TN	Knox County	Adrian Burnett Elementary	4521 Brown Gap Road	Knoxville, TN	37918	5	Capstone Finance
TN	Knox County	Baumont Magnet Academy	1211 Beaumont Avenue	Knoxville, TN	37921	5	Capstone Finance
TN	Knox County	Belle Morris Elementary School	2308 Washington Pike	Knoxville, TN	37917	5	Capstone Finance
TN	Knox County	Bonny Kate Elementary School	7608 Martin Mill Pike	Knoxville, TN	37920	3	Capstone Finance
TN	Knox County	Brickey-McCloud Elementary	1810 Dry Gap Pike	Knoxville, TN	37918	8	Capstone Finance
TN	Knox County	New Hopewell Elementary	757 Kimberlin Heights Road	Knoxville, TN	37920	3	Capstone Finance
TN	Knox County	West View Elementary School	1714 Mingle Avenue	Knoxville, TN	37921	2	Capstone Finance
AL	Tuscaloosa County	Lakeview Elementary	21610 Youngblood Parkway	McCalla, AL	35111	5	Bessemer Finance
AL	Bessemer City	Westhills Elementary	710 Glenn Road	Bessemer, AL	35022	3	Bessemer Finance
AL	Bessemer City	Greenwood Elementary	50112 Roselyn Road	Bessemer, AL	35022	3	Bessemer Finance
AL	Jefferson County	Oak Grove Elementary	9000 Tiger Cub Trail	Bessemer, AL	35023	5	Bessemer Finance
AL	Jefferson County	Pleasant Grove Elementary	601 Park Road	Pleasant Grove, AL	35127	5	Bessemer Finance
AL	Jefferson County	Brighton School	300 Brown Circle	Brighton, AL	35020	3	Bessemer Finance
AL	Jefferson County	Lipscomb Elementary	5605 10th Street	Lipscomb, AL	35120	2	Bessemer Finance
AL	Jefferson County	Center Point Elementary	4801 Indian Trail	Center Point, AL	35215	13	Parkway Finance
AL	Jefferson County	Snow Rogers Elementary	2636 Snow Rodgers Road	Gardendale, AL	35071	1	First Finance Co.
AL	Jefferson County	Gardendale Elementary	860 Balers Lane	Gardendale, AL	35071	8	First Finance Co.
AL	Jefferson County	Grantswood Community	5110 Grantswood	Irondale, AL	35210	6	First Finance Co.
AL	Jefferson County	Adamsville Elementary	4600 Hazelwood Road	Adamsville, AL	35005	3	First Finance Co.
AL	Jefferson County	Bagley Elementary	8581 Tate Mill Road	Dora, AL	35062	5	First Finance Co.
AL	Jefferson County	Bryan Elementary	600 Kimberly Cut Road	Morris, AL	35116	6	First Finance Co.
					525	Classroom Libraries	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		0	0
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 to the Accomplishment of Exempt Purposes
------------	---

[illegible]

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)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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

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.		
			President
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	