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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation DUNN-FRENCH FOUNDATION		A Employer identification number 63-1234807	
Number and street (or P O box number if mail is not delivered to street address) PO DRAWER 247		Room/suite	B Telephone number (see instructions) (205) 592-8908
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35201		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,789,149	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	294,780			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	74,671	74,671		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	82,291			
	b Gross sales price for all assets on line 6a 414,646				
	7 Capital gain net income (from Part IV, line 2)		367,120		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	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	451,742	441,791		
	13 Compensation of officers, directors, trustees, etc	4,800	2,400		2,400
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,800	2,800		0
	c Other professional fees (attach schedule)	18,050	18,050		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,603	1,145		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	250	0		250
	24 Total operating and administrative expenses. Add lines 13 through 23	30,503	24,395		2,650
	25 Contributions, gifts, grants paid	238,250			238,250
	26 Total expenses and disbursements. Add lines 24 and 25	268,753	24,395		240,900
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	182,989			
	b Net investment income (if negative, enter -0-)		417,396		
c Adjusted net income (if negative, enter -0-)					

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	46,277	1,164	1,164
	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)	2,946,615	3,174,717	3,777,856
	c	Investments—corporate bonds (attach schedule)	10,129	10,129	10,129
	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)	3,003,021	3,186,010	3,789,149	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	3,003,021	3,186,010	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	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)	3,003,021	3,186,010	
	31	Total liabilities and net assets/fund balances (see instructions) .	3,003,021	3,186,010	

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	3,003,021
2	Enter amount from Part I, line 27a	2	182,989
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,186,010
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	3,186,010

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)
1 a DFA GLOBAL REAL ESTATE	P	2010-06-21	2016-08-24
b VANGUARD UTILITIES IND	P	2012-04-10	2016-08-24
c ENERGEN CORP COM, EGN	P	1988-09-14	2016-08-19
d CAPITAL GAINS DIVIDENDS	P		
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 22,975		16,716	6,259
b 27,975		20,859	7,116
c 335,733		9,951	325,782
d 27,963			27,963
e			

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			6,259
b			7,116
c			325,782
d			27,963
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	367,120
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 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	230,037	3,441,938	0 066834
2014	96,850	3,063,123	0 031618
2013	89,400	2,351,160	0 038024
2012	84,050	2,040,407	0 041193
2011	91,503	1,820,032	0 050275

2 Total of line 1, column (d)	2	0 227944
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 045589
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,518,073
5 Multiply line 4 by line 3	5	160,385
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,174
7 Add lines 5 and 6	7	164,559
8 Enter qualifying distributions from Part XII, line 4	8	240,900

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	4,174
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	4,174
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,174
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,240
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	3,240
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	934
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 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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>	2	No
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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
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>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
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>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>JUDY MARTIN</u> Telephone no ► <u>(205) 510-0234</u>			

Located at ► 3900 AIRPORT HIGHWAY BIRMINGHAM AL ZIP+4 ► 35205

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
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?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
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?		☐ Yes ☒ 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)	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 ► 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?		☐ Yes ☒ 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)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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)?	☐ Yes ☒ No	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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
	b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	☐ Yes ☒ No		
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
	b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No		

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

[illegible][illegible]

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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 (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. ►		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	
2	
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 ►	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	3,506,293
b	Average of monthly cash balances.	1b	65,355
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,571,648
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	3,571,648
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	53,575
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,518,073
6	Minimum investment return. Enter 5% of line 5.	6	175,904

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	175,904
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	4,174
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,174
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	171,730
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	171,730
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	171,730

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	240,900
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	240,900
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	4,174
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	236,726

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				171,730
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			42,892	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 240,900				
a Applied to 2015, but not more than line 2a			42,892	
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 2016 distributable amount.				171,730
e Remaining amount distributed out of corpus	26,278			
5 Excess distributions carryover applied to 2016 (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	26,278			
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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	26,278			
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.	26,278			

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. ▶

b Check box to indicate whether the organization 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 organization 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))

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

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 email 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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	238,250
b <i>Approved for future payment</i>				
Total			3b	0

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.			14	74,671	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	82,291	
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		156,962	0
13 Total. Add line 12, columns (b), (d), and (e).			13		156,962

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name RICHARD J TUCKER	Preparer's Signature	Date 2017-05-10	Check if self-employed ☐	PTIN P00090780
Firm's name ▶ RSM US LLP				Firm's EIN ▶ 42-0714325
Firm's address ▶ 216 SUMMIT BOULEVARD STE 300 BIRMINGHAM, AL 35243				Phone no (205) 278-0001

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MARY DUNN FRENCH	VICE-PRESIDENT 1 00	1,800	0	0
PO DRAWER 247 BIRMINGHAM, AL 35201				
JUDY MARTIN	SECRETARY/TREASURER 1 00	0	0	0
PO DRAWER 247 BIRMINGHAM, AL 35201				
BEVERLY HOYT	VICE-PRESIDENT 1 00	1,800	0	0
PO DRAWER 247 BIRMINGHAM, AL 35201				
WILLIAM D FRENCH	PRESIDENT 1 00	0	0	0
PO DRAWER 247 BIRMINGHAM, AL 35201				
LUCY SPANN	VICE-PRESIDENT 1 00	1,200	0	0
301 DEXTER AVENUE BIRMINGHAM, AL 35213				
STEPHEN SPANN	VICE-PRESIDENT 1 00	0	0	0
301 DEXTER AVENUE BIRMINGHAM, AL 35213				

Form 990PF Part XV Line 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				
A EDUCATION PARTNERSHIP PO BOX 4433 MONTGOMERY, AL 36103		PC	GENERAL SUPPORT	1,500
ADDICTION PREVENTION COALITION 100 UNION HILL DR STE 150 BIRMINGHAM, AL 35209		PC	GENERAL SUPPORT	1,000
ALABAMA BALLET 2726 1ST AVENUE SOUTH BIRMINGHAM, AL 35233		PC	GENERAL SUPPORT	1,000
ALABAMA BICENTENNIAL COMMITTEE PO BOX 246 BIRMINGHAM, AL 36103		PC	GENERAL SUPPORT	2,000
ALABAMA FRIENDS OF CF PO BOX 591 TRUSSVILLE, AL 35173		PC	GENERAL SUPPORT	3,000
ALABAMA HERITAGE 1001 23RD AVE TUSCALOOSA, AL 35401		PC	GENERAL SUPPORT	1,000
ALABAMA KIDNEY FOUNDATION PO BOX 12505 BIRMINGHAM, AL 35202		PC	GENERAL SUPPORT	500
ALABAMA PUBLIC TELEVISION 2112 11TH AVE SOUTH SUITE 400 BIRMINGHAM, AL 35205		PC	GENERAL SUPPORT	1,000
ALABAMA SHAKESPEARE FESTIVAL 1 FESTIVAL DRIVE MONTGOMERY, AL 36117		PC	GENERAL SUPPORT	2,500
ALABAMA SYMPHONY ORCHESTRA 3621 SIXTH AVENUE SOUTH BIRMINGHAM, AL 35222		PC	GENERAL SUPPORT	1,000
ALABAMA SYMPHONY ORCHESTRA 3621 SIXTH AVENUE NORTH BIRMINGHAM, AL 35222		PC	GENERAL SUPPORT	2,500
ALTAMONT SCHOOL 4801 ALTAMONT ROAD SOUTH BIRMINGHAM, AL 35222		PC	GENERAL SUPPORT, CAPITAL CAMPAIGN, AND BILL DUNN SCHOLERSHIP	9,500
AMERICAN CANCER SOCIETY 1100 IRELAND WAY BIRMINGHAM, AL 35205		PC	GENERAL SUPPORT	1,000
AMERICAN HEART ASSOCIATION 1149 MEDICAL PARK DRIVE BIRMINGHAM, AL 35213		PC	GENERAL SUPPORT	2,500
AMERICAN RED CROSS 114 22ND STREET SOUTH BIRMINGHAM, AL 35233		PC	GENERAL SUPPORT	1,000
Total ► 3a				238,250

Form 990FP Part XV Line 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				
BIG OAK RANCH 5625 JAKE MINTZ ROAD GADSDEN, AL 35905		PC	GENERAL SUPPORT	500
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK ROAD BIRMINGHAM, AL 35223		PC	GENERAL SUPPORT	10,000
BIRMINGHAM CIVIL RIGHTS INSTITUTE 520 16TH STREET NORTH BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	1,000
BIRMINGHAM HISTORICAL SOCIETY ONE SLOSS QUARTERS BIRMINGHAM, AL 35222		PC	GENERAL SUPPORT	1,000
BIRMINGHAM MUSEUM OF ART 2000 REV ABRAHAM WOODS JR BLVD BIRMINGHAM, AL 35203		PC	MUSEUM BALL	1,000
BIRMINGHAM PUBLIC LIBRARY FOUNDATION 2100 PARK PLACE BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	1,000
BIRMINGHAM SWIM LEAGUE 1025 MONTGOMERY HIGHWAY SUITE 106 BIRMINGHAM, AL 35216		PC	GENERAL SUPPORT	5,000
BIRMINGHAM ZOO 2630 CAHABA ROAD BIRMINGHAM, AL 35223		PC	GENERAL SUPPORT	6,500
BOY SCOUTS OF AMERICA 516 LIBERTY PARKWAY BIRMINGHAM, AL 35242		PC	GENERAL SUPPORT	1,000
BROTHER BRYAN MISSION 1616 2ND AVENUE N BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	1,000
CAHABA RIVER SOCIETY 2717 7TH AVENUE SOUTH SUITE 205 BIRMINGHAM, AL 35233		PC	GENERAL SUPPORT	2,500
CHILDCARE RESOURCES 244 W VALLEY AVENUE SUITE 200 BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	500
CHILDREN'S HARBOR 1600 6TH AVENUE SOUTH BIRMINGHAM, AL 35233		PC	GENERAL SUPPORT	2,500
CHILDREN'S HOSPITAL FOUNDATION 1600 7TH AVENUE SOUTH BIRMINGHAM, AL 35233		PC	GENERAL SUPPORT	5,000
CHILDREN'S OF ALABAMA 1600 7TH AVENUE SOUTH BIRMINGHAM, AL 35233		PC	GENERAL SUPPORT	2,500
Total ►				238,250
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CHILDRENS OF MISSISSIPPI 2500 NORTH STATE STREET JACKSON, MS 39216		PC	GENERAL SUPPORT	2,500
CHOROIDEREMIA RESEARCH FOUNDATION 23 EAST BRUNDRETH STREET SPRINGFIELD, MA 01109		PC	GENERAL SUPPORT	500
CHRIST EPISCOPAL CHURCH 4912 RICHARD M SCRUSHY PARKWAY FAIRFIELD, AL 35064		PC	GENERAL SUPPORT	500
CHRISTIAN UNION 240 NASSAU ST PRINCETON, NJ 08542		PC	GENERAL SUPPORT	6,000
CHURCH OF THE NATIVITY 208 EUSTIS AVENUE HUNTSVILLE, AL 35801		PC	GENERAL SUPPORT	7,500
CORNERSTONE SCHOOL OF ALABAMA 118 55TH STREET NORTH BIRMINGHAM, AL 35212		PC	GENERAL SUPPORT	2,500
CRIPPLED CHILDREN'S FOUNDATION 2019 4TH AVENUE NORTH BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	5,000
DARLINGTON SCHOOL 1014 CAVE SPRING ROAD ROME, GA 30161		PC	GENERAL SUPPORT	7,500
EMMA'S CIRCLE 1919 OXMOOR RD 381 BIRMINGHAM, AL 35209		PC	GENERAL SUPPORT	1,000
EMMET O'NEAL LIBRARY 50 OAK ST MOUNTAIN BROOK, AL 35213		PC	GENERAL SUPPORT	1,000
FIRST LIGHT 2230 4TH AVENUE N BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	1,000
FRENCH CAMP ACADEMY ONE PINE PLACE FRENCH CAMP, MS 39745		PC	GENERAL SUPPORT	500
FRESHWATER LAND TRUST 2308 FIRST AVE NORTH BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	1,000
FRIENDS OF WINNATASKA 260 WINNATASKA DR PELL CITY, AL 35128		PC	GENERAL SUPPORT	250
GIRLSPRING PO BOX 530284 BIRMINGHAM, AL 35253		PC	GENERAL SUPPORT	500
Total ▶ 3a				238,250

Form 990PF Part XV Line 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				
GLENWOOD INC 150 GLENWOOD LANE BIRMINGHAM, AL 35242		PC	GENERAL SUPPORT	1,000
HIGHLANDS SCHOOL 4901 OLD LEEDS ROAD BIRMINGHAM, AL 35213		PC	GENERAL SUPPORT	5,000
HOLY FAMILY CRISTO REY CATHOLIC HIGH SCHOOL 2001 19TH STREET ENSLEY BIRMINGHAM, AL 35218		PC	RAY OF HOPE GALA	1,000
INDEPENDENT PRESBYTERIAN CHURCH DAY SCHOOL 3100 HIGHLAND AVENUE S BIRMINGHAM, AL 35205		PC	GENERAL SUPPORT	500
JIMMIE HALE MISSION PO BOX 10472 BIRMINGHAM, AL 35202		PC	GENERAL SUPPORT	1,000
JUNIOR LEAGUE OF BIRMINGHAM 2212 20TH AVENUE SOUTH BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	5,500
KINGS AND HANNAH HOME 221 KINGS HOME DRIVE CHELSEA, AL 35043		PC	GENERAL SUPPORT	1,000
KOWALIGA FIRE DEPARTMENT 1240 PROSPECT RD ECLECTIC, AL 36024		PC	GENERAL SUPPORT	1,000
LINLY HEFLIN 13 OFFICE PARK CIRCLE MOUNTAIN BROOK, AL 35223		PC	GENERAL SUPPORT	17,500
LIVING STONE BAPTIST CHURCH 6612 MARTIN LUTHER KING DRIVE FAIRFIELD, AL 35064		PC	GENERAL SUPPORT	2,000
M-POWER MINISTRIES 4022 4TH AVE S BIRMINGHAM, AL 35222		PC	GENERAL SUPPORT	1,000
MAGIC CITY HARVEST PO BOX 11292 BIRMINGHAM, AL 35202		PC	GENERAL SUPPORT	500
MARANATHAN FAMILY LEARNING CENTER & ACADEMY INC 10 67TH STREET N BIRMINGHAM, AL 35206		PC	GENERAL SUPPORT	2,500
MCLESTER ENDOWED MEDICAL SCHOLARSHIP 510 20TH ST S BIRMINGHAM, AL 35210		PC	GENERAL SUPPORT	10,000
MCWANE SCIENCE CENTER 200 19TH STREET NORTH BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	2,500
Total ►				238,250
3a				

Form 990FP Part XV Line 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				
MISSISSIPPI CHILDREN'S MUSEUM 2145 HIGHLAND DRIVE JACKSON, MS 39202		PC	GENERAL SUPPORT	1,000
MISTELTOE MARKETPLACE 805 RIVERSIDE DRIVE JACKSON, MS 39202		PC	GENERAL SUPPORT	1,000
MOUNTAIN BROOK BAPTIST CHURCH 3631 MONTEVALLO ROAD SOUTH BIRMINGHAM, AL 35213		PC	GENERAL SUPPORT	2,500
MT BROOK CITY SCHOOL FOUNDATION 32 VINE STREET MOUNTAIN BROOK, AL 35213		PC	GENERAL SUPPORT	2,000
MULTIPLE SCLEROSIS SOCIETY 6813 SHADES CREEK PARKWAY BIRMINGHAM, AL 35209		PC	GENERAL SUPPORT	2,500
MUSTARD SEED 180 MAIN STREET 132 BIRMINGHAM, AL 35244		PC	GENERAL SUPPORT	500
NATURE CONSERVANCY 2100 1ST AVENUE N BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	2,500
OPERA BIRMINGHAM 3601 SIXTH AVENUE SOUTH BIRMINGHAM, AL 35222		PC	GENERAL SUPPORT	500
RAILROAD PARK FOUNDATION 1600 1ST AVENUE SOUTH BIRMINGHAM, AL 35233		PC	GENERAL SUPPORT	5,000
RED MOUNTAIN PARK 2011 FRANKFURT DR BIRMINGHAM, AL 35211		PC	GENERAL SUPPORT	2,500
ROTARY CLUB OF BIRMINGHAM 2019 4TH AVENUE NORTH 200 BIRMINGHAM, AL 35203		PC	SMOKEY MOUNTAIN RELIEF	2,500
RUFFNER MT NATURE PRESERVE 1214 81ST STREET S BIRMINGHAM, AL 35206		PC	GENERAL SUPPORT	2,500
SALVATION ARMY 2100 11TH AVENUE NORTH BIRMINGHAM, AL 35234		PC	GENERAL SUPPORT	5,000
SAMFORD UNIVERSITY BEESON DIVINITY SCHOOL 800 LAKESHORE DR BIRMINGHAM, AL 35209		PC	GENERAL SUPPORT	5,000
SPRING VALLEY SCHOOL 605 HAGOOD STREET BIRMINGHAM, AL 35213		PC	GENERAL SUPPORT	500
Total ► 3a				238,250

Form 990PF Part XV Line 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				
ST GEORGE'S COLLEGE JERUSALEM PO BOX 12073 ALEXANDRIA, VA 22304		PC	GENERAL SUPPORT	1,000
ST ANDREW'S EPISCOPAL SCHOOL 370 OLD AGENCY ROAD RIDGELAND, MS 39157		PC	GENERAL SUPPORT	2,000
ST MARTINS IN THE PINES 100 WOODSIDE DRIVE IRONDALE, AL 35210		PC	GENERAL SUPPORT	5,000
ST MARY'S ON THE HIGHLANDS 1910 12TH AVENUE SOUTH BIRMINGHAM, AL 35205		PC	GENERAL SUPPORT	3,500
STAIR OF BIRMINGHAM 3100 HIGHLAND AVENUE BIRMINGHAM, AL 35205		PC	GENERAL SUPPORT	1,000
THE BELL CENTER 1700 29TH COURT SOUTH BIRMINGHAM, AL 35209		PC	GENERAL SUPPORT	1,500
THE FIREHOUSE SHELTER PO BOX 11722 BIRMINGHAM, AL 35202		PC	GENERAL SUPPORT	2,500
THE MOLLY FOUNDATION 3948 RANCHERO DRIVE ANN ARBOR, MI 48108		PC	GENERAL SUPPORT	1,000
THE NATIONAL ASSOCIATION OF THE CATECHESIS OF THE GOOD SHEPHERD 7655-A EAST MAIN STREET SCOTTSDALE, AZ 85251		PC	GENERAL SUPPORT	1,500
THE SKYLINE FOUNDATION PO BOX 287 MENTONE, AL 35984		PC	GENERAL SUPPORT	1,000
TRINITY COMMONS 1170 11TH AVENUE SOUTH BIRMINGHAM, AL 35205		PC	GENERAL SUPPORT	2,000
UNIVERSITY OF ALABAMA AT BIRMINGHAM - SCHOOL OF ENGINEERING 1075 13TH STREET SOUTH BIRMINGHAM, AL 35205		PC	GENERAL SUPPORT	5,000
UNIVERSITY OF ALABAMA AT BIRMINGHAM - SCHOOL OF NURSING 1701 UNIVERSITY BLVD BIRMINGHAM, AL 35233		PC	GENERAL SUPPORT	1,000
VULCAN PARK FOUNDATION 1701 VALLEY VIEW DR BIRMINGHAM, AL 35209		PC	GENERAL SUPPORT	1,000
WOMENS FUND 2201 5TH AVENUE S BIRMINGHAM, AL 35233		PC	GENERAL SUPPORT	5,000
Total ► 3a				238,250

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WOODLAWN FOUNDATION 5529 1ST AVENUE S BIRMINGHAM, AL 35212		PC	GENERAL SUPPORT	5,000
YWCA OF CENTRAL ALABAMA 309 23RD STREET NORTH BIRMINGHAM, AL 35203		PC	GENERAL SUPPORT	2,500
Total ▶ 3a				238,250

TY 2016 Accounting Fees Schedule**Name:** DUNN-FRENCH FOUNDATION**EIN:** 63-1234807

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,800	2,800		0

TY 2016 Investments Corporate Bonds Schedule

Name: DUNN-FRENCH FOUNDATION

EIN: 63-1234807

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ENERGEN CORP	10,129	10,129

TY 2016 Investments Corporate Stock Schedule**Name:** DUNN-FRENCH FOUNDATION**EIN:** 63-1234807

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DFA SHORT TERM EXTENDED QUAL	477,055	473,859
DFA GLOBAL REAL ESTATE SEC	198,086	239,514
DFA INTERNATIONAL CORE EQUITY	216,143	232,154
DIMENSIONAL US VECTOR EQUITY	299,285	423,359
DFA US CORE EQUITY II	617,980	932,427
DFA EMERGING MKTS CORE EQUITY	270,525	246,466
DFA INT'L SMALL CAP VALUE	204,032	228,062
DIMENSIONAL ADVISOR US LG CAP	118,986	177,437
DIMENSIONAL INV'T GRP INC INTL	110,228	109,346
DFA 1 YR FIXED INC PRFT INSTL	482,410	480,117
VANGUARD UTILITIES INDEX ADMIR	179,987	235,115

TY 2016 Other Expenses Schedule**Name:** DUNN-FRENCH FOUNDATION**EIN:** 63-1234807**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EASTER BASKETS FOR COMMUNITY	250	0		250

TY 2016 Other Professional Fees Schedule**Name:** DUNN-FRENCH FOUNDATION**EIN:** 63-1234807

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDELITY ADVISOR FEES	18,050	18,050		0

TY 2016 Taxes Schedule**Name:** DUNN-FRENCH FOUNDATION**EIN:** 63-1234807

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	3,458	0		0
FOREIGN TAX PAID	1,145	1,145		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047 2016
	Name of the organization DUNN-FRENCH FOUNDATION	Employer identification number 63-1234807

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization DUNN-FRENCH FOUNDATION	Employer identification number 63-1234807
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DUNN INVESTMENT COMPANY 3900 MESSER AIRPORT HIGHWAY BIRMINGHAM, AL 35222	 \$ 294,780	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization DUNN-FRENCH FOUNDATION	Employer identification number 63-1234807
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Part II	Noncash Property
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	ENERGEN STOCK	\$ 294 780	2016-06-22
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____

Name of organization DUNN-FRENCH FOUNDATION	Employer identification number 63-1234807
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee