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EXTENDED TO NOVEMBER 15, 2017

## Return of Private Foundation

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

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OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation <b>D.W. MCMILLAN FOUNDATION</b>		A Employer identification number <b>63-6044830</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 867</b>	Room/suite	B Telephone number <b>(251) 867-4881</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BREWTON, AL 36427</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 28,911,258.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,084,070.	1,084,070.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		179,869.			
b Gross sales price for all assets on line 6a <b>6,347,208.</b>					
7 Capital gain net income (from Part IV, line 2)			179,869.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,263,939.	1,263,939.		
13 Compensation of officers, directors, trustees, etc		100,896.	65,583.		35,313.
14 Other employee salaries and wages		32,912.	21,393.		11,519.
15 Pension plans, employee benefits					
16a Legal fees STMT 2		9,235.	6,003.		3,232.
b Accounting fees STMT 3		21,375.	13,894.		7,481.
c Other professional fees STMT 4		120,544.	78,028.		42,016.
17 Interest					
18 Taxes STMT 5		19,837.	7,258.		3,579.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		5,914.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		310,713.	192,159.		103,140.
25 Contributions, gifts, grants paid		1,388,870.			1,388,870.
26 Total expenses and disbursements. Add lines 24 and 25		1,699,583.	192,159.		1,492,010.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-435,644.			
b Net investment income (if negative, enter -0-)			1,071,780.		
c Adjusted net income (if negative, enter -0-)				N/A	

920

6

<b>Part II</b>		<b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing			191,067.	266,330.	266,330.
	2	Savings and temporary cash investments				898,998.	898,998.
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 7		13,356,607.	13,096,333.	16,590,303.
	c	Investments - corporate bonds	STMT 8		11,509,319.	10,359,688.	10,629,399.
<b>Liabilities</b>	11	Investments - land, buildings, and equipment basis ▶					
		Less: accumulated depreciation ▶					
	12	Investments - mortgage loans					
	13	Investments - other					
	14	Land, buildings, and equipment: basis ▶					
		Less: accumulated depreciation ▶					
	15	Other assets (describe ▶ <b>TIMBERLAND</b> )			288,195.	288,195.	526,228.
	16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)			25,345,188.	24,909,544.	28,911,258.
	17	Accounts payable and accrued expenses					
	18	Grants payable					
<b>Net Assets or Fund Balances</b>	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
	23	<b>Total liabilities</b> (add lines 17 through 22)			0.	0.	
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>					
		<b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>					
		<b>and complete lines 27 through 31.</b>					
	27	Capital stock, trust principal, or current funds			25,032,963.	25,032,963.	
<b>Net Assets or Fund Balances</b>	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds			312,225.	-123,419.	
	30	<b>Total net assets or fund balances</b>			25,345,188.	24,909,544.	
	31	<b>Total liabilities and net assets/fund balances</b>			25,345,188.	24,909,544.	

**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	25,345,188.
2	Enter amount from Part I, line 27a	2	-435,644.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,909,544.
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	24,909,544.

**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.)
<b>1a SALE OF PUBLICLY TRADED SECURITIES</b>	<b>P</b>		
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)
<b>a 6,347,208.</b>		<b>6,167,339.</b>	<b>179,869.</b>
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<b>179,869.</b>
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** **179,869.**

**3** Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter -0- in Part I, line 8 **3** **N/A**

**Part 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	1,456,138.	27,772,603.	.052431
2014	1,378,973.	29,985,639.	.045988
2013	1,316,277.	28,362,593.	.046409
2012	1,325,971.	27,094,044.	.048940
2011	1,250,888.	26,579,169.	.047063

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.240831</b>
<b>3</b> 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	<b>3</b>	<b>.048166</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	<b>27,992,112.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>1,348,268.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>10,718.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>1,358,986.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>1,492,010.</b>

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	10,718.
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	10,718.
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	10,718.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	28,956.	
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	28,956.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,238.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 18,238. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>AL, FL</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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► <b>N/A</b>		
14 The books are in care of ► <b>DANIEL W. MCMILLAN</b> Telephone no. ► <b>2058674881</b>		
Located at ► <b>P.O. BOX 867, BREWTON, AL</b> ZIP+4 ► <b>36427</b>		
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 ► <b>15</b> <b>N/A</b>		
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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► , , ,	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <b>N/A</b>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.) <b>N/A</b>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT R SMITH JR P.O. BOX 867 BREWTON, AL 36427	TRUSTEE 10.00	12,480.	0.	0.
MICHAEL N HOKE III 1201 WELLINGTON CIRCLE BIRMINGHAM, AL 35243	TRUSTEE 11.00	14,568.	0.	0.
ALLISON R SINROD 4380 D'EVEROUX DRIVE PENSACOLA, FL 35204	TRUSTEE 15.00	22,884.	0.	0.
DANIEL W. MCMILLAN P.O. BOX 867 BREWTON, AL 36427	TRUSTEE 20.00	50,964.	0.	0.

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

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

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

0



**Part 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	27,305,212.
b	Average of monthly cash balances	1b	586,948.
c	Fair market value of all other assets	1c	526,228.
d	<b>Total</b> (add lines 1a, b, and c)	1d	28,418,388.
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	28,418,388.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	426,276.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,992,112.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,399,606.

**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	1,399,606.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	10,718.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,718.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,388,888.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,388,888.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,388,888.

**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	1,492,010.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,492,010.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	10,718.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,481,292.

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				1,388,888.
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only			1,283,610.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2016:				
<b>a</b> From 2011				
<b>b</b> From 2012				
<b>c</b> From 2013				
<b>d</b> From 2014				
<b>e</b> From 2015				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,492,010.				
<b>a</b> Applied to 2015, but not more than line 2a			1,283,610.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2016 distributable amount				208,400.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,180,488.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2012				
<b>b</b> Excess from 2013				
<b>c</b> Excess from 2014				
<b>d</b> Excess from 2015				
<b>e</b> Excess from 2016				

<b>Part XIV</b>	<b>Private Operating Foundations</b> (see instructions and Part VII-A, question 9)
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N/A

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

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

- c** Qualifying distributions from Part XII,  
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:  
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income

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

- ### 1 Information Regarding Foundation Managers:

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

NONE

- 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:

SEE STATEMENT 9

- 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
SEE STATEMENT ATTACHED				1,388,870.
<b>Total</b>			<b>▶ 3a</b>	1,388,870.
<b>b</b> <i>Approved for future payment</i>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.





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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	496,796.	0.	496,796.	496,796.	
INTEREST	587,274.	0.	587,274.	587,274.	
TO PART I, LINE 4	1,084,070.	0.	1,084,070.	1,084,070.	

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FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	9,235.	6,003.		3,232.
TO FM 990-PF, PG 1, LN 16A	9,235.	6,003.		3,232.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,375.	13,894.		7,481.
TO FORM 990-PF, PG 1, LN 16B	21,375.	13,894.		7,481.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	79,171.	51,461.		27,710.
BOND PREMIUM AMORTIZATION	28,403.	18,462.		9,941.
INVESTMENT EXPENSES	12,970.	8,105.		4,365.
TO FORM 990-PF, PG 1, LN 16C	120,544.	78,028.		42,016.

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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	612.	612.		0.
PAYROLL TAXES	10,225.	6,646.		3,579.
FEDERAL EXCISE TAXES	9,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	19,837.	7,258.		3,579.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	3,000.	0.		0.
INSURANCE	2,598.	0.		0.
OFFICE EXPENSE	316.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5,914.	0.		0.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	13,096,333.	16,590,303.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,096,333.	16,590,303.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	10,359,688.	10,629,399.
TOTAL TO FORM 990-PF, PART II, LINE 10C	10,359,688.	10,629,399.

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FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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DANIEL W. MCMILLAN  
P.O. BOX 867  
BREWTON, AL 36427

TELEPHONE NUMBER

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251-867-4881

FORM AND CONTENT OF APPLICATIONS

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PROOF OF NEED AND QUALIFICATION AS POOR & NEEDY RESIDENT OF ESCAMBIA  
COUNTY, AL OR FL

ANY SUBMISSION DEADLINES

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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GEOGRAPHICAL AREA OF ESCAMBIA COUNTY, AL OR ESCAMBIA COUNTY, FL

**DWM Foundation**  
**Distributions to Charity**  
**12/31/16**

Catholic Charities of Northwest Florida	\$ 220,000
Escambia County, Alabama Department of Human Resources	140,000
Escambia County, Alabama Healthcare Authority	62,970
University of West Florida Foundation, Inc. Pensacola, Florida	50,000
Escambia County, Alabama Health Department	40,000
Escambia County, Florida Department of Health	40,000
Escambia County, Alabama Commission - Social Workers - Case Aids	36,500
West Florida Children's Home Society, Pensacola, Florida	35,000
Jefferson Davis Community College, Escambia County, Alabama	30,000
Escambia County, Alabama Christian Community Benevolent Fund	30,000
Sacred Heart Foundation, Escambia County, Florida, Neonatal Intensive Care Unit	30,000
Brewton Area YMCA	30,000
Greater Escambia County, Florida Community Foundation	30,000
Greater Brewton Community Foundation	5,000
Baptist Hospital, Escambia County, Florida	26,000
Sacred Heart Hospital, Escambia County, Florida	26,000
Gulf Coast Kids's House, Pensacola, Florida	25,000
YMCA of Northwest Florida	25,000
Escambia County, Alabama Extension Service - Hope Place	25,000
Salvation Army, Pensacola, Florida	22,000
Waterfront Rescue Mission, Inc., Pensacola, Florida	22,000
Escambia County, Alabama Dental Clinic	20,000
Escambia County, Alabama Commission - Victims Advocate	20,000
Nemours Children's Clinic, Pensacola, Florida	20,000
Gulf Coast Council Boy Scouts of America, Escambia County, Florida	15,000
United Way of Escambia County, Florida	15,000
Ronald McDonald House, Escambia County, Florida	16,200
United Way of Escambia County, Florida - Century, Florida Tornado Victims	10,000
Escambia County, Alabama Mental Health Association	10,000
Children's Hospital at Sacred Heart, Escambia County, Florida	10,000
Baptist Healthcare Foundation - Lakeview, Escambia County, Florida	10,000
Community Enabled, Inc., Escambia County, Alabama	16,800
Escambia County, Alabama Regional Child Advocacy Center	10,000
Escambia County, Alabama Commission - Community Service Work Program	10,000
Big Brothers/Big Sisters of Northwest Florida	10,000
Frederick Ozanam Charitable Pharmacy, Escambia County, Alabama	10,000
Covenant Hospice, Inc., Pensacola, Florida	10,000

Escambia County, Alabama Drug Court	10,000
ARC Gateway, Escambia County, Florida	10,000
Manna Food Bank, Inc., Pensacola, Alabama	10,000
Volunteers of America, Escambia County, Alabama	6,850
Lupus Support Network, Pensacola, Florida	6,000
Capstone Adaptive Learning and Therapy Center, Inc. , Pensacola, Florida	7,500
United Way of Brewton and East Brewton	7,500
Naval Aviation Museum Foundation, Pensacola, Florida	5,000
Compassion for Brewton Outreach Center	5,000
Appleton, Alabama Vounteer Fire Department	5,000
Southwest Alabama Behavioral Health Care Systems	5,000
Appetite for Life, Escambia County, Florida	7,500
Sav-A-Life, Escambia County, Alabama	5,000
Center for Independent Living of Northwest Florida, Inc.	6,500
Brewton Public Library	5,000
Pensacola Habitat for Humanity, Inc.	5,000
WRSE TV Foundation - Health Awareness Program, Pensacola, Florida	5,000
Alzheimer's Family Services, Inc., Escambia, County, Florida	5,000
Abundant Life Outreach, Century, Florida	5,000
Greater Brewton Area Lions Club	28,000
The United Fund of Atmore, Alabama	5,000
Escambia County, Alabama Association of Volunteer Fire Departments	5,500
Boys and Girls Clubs of Escambia County, Florida	5,000
Escambia County, Alabama Habitat for Humanity, Inc.	5,000
Flomaton, Alabama Volunteer Fire Department	500
American Red Cross of Escambia County, Alabama	5,000
Carlisa, Inc., Escambia County, Alabama	5,000
Alpha Center, Inc., Escambia County, Florida	5,000
Covenant Hospice, Inc., Brewton, Alabama	5,000
Bethany Christian Services, Pensacola, Florida	5,000
Lower Alabama Pediatrics, Brewton, Alabama	4,000
Brewton Kiwanis Club Christmas Fund	6,500
90 Works, Escambia County, Florida	3,500
W3Tech, Inc.	5,000
John L. Fisher Community Center, Brewton, Alabama	5,000
The First Tee of Northwest Florida	2,000
Brewton Head Start Program	1,000
Escambia County, Alabama All-Stars Basketball Camp	750
Distinguished Young Women of Escambia County, Alabama	500
T.R. Miller High School, Brewton, Alabama	1,300
	<hr/>
	\$ 1,388,870

6105

Distributed from:

Principle	602,543	6101
Income	<u>786,327</u>	7301
	1,388,870	