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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation HEARIN - CHANDLER FOUNDATION C/O THOMAS B. VAN ANTWERP, TRUSTEE		A Employer identification number 63-6075470
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 450	Room/suite	B Telephone number (251) 694-1957
City or town, state or province, country, and ZIP or foreign postal code MOBILE, AL 36601		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) \$ 42,925,244. (Part I, column (d) must be on cash basis)	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	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))		(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 ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		830,658.	830,658.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,526,505.			
b Gross sales price for all assets on line 6a 4,860,945.			1,526,505.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		28,141.	0.		STATEMENT 2
12 Total Add lines 1 through 11		2,385,304.	2,357,163.		
13 Compensation of officers, directors, trustees, etc		221,457.	93,655.		93,656.
14 Other employee salaries and wages		51,000.	20,400.		20,400.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		17,675.	8,338.		8,337.
c Other professional fees STMT 4		209,785.	209,785.		0.
17 Interest					
18 Taxes STMT 5		18,744.	13,640.		5,104.
19 Depreciation and depletion		4,048.	0.		
20 Occupancy		23,978.	11,989.		11,989.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		33,252.	16,647.		12,694.
24 Total operating and administrative expenses Add lines 13 through 23		579,939.	374,454.		152,180.
25 Contributions, gifts, grants paid		1,976,500.			1,976,500.
26 Total expenses and disbursements. Add lines 24 and 25		2,556,439.	374,454.		2,128,680.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<171,135.>			
b Net investment income (if negative, enter -0-)			1,982,709.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		105,961.	95,760.	95,760.
	2	Savings and temporary cash investments		403,891.	52,556.	52,556.
	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		23,322,188.	23,998,357.	38,000,690.
	c	Investments - corporate bonds STMT 8		963,644.	865,210.	856,840.
	11	Investments - land, buildings, and equipment basis ▶ 74,368.				
	Less: accumulated depreciation ▶ 69,308.		9,108.	5,060.	5,060.	
12	Investments - mortgage loans					
13	Investments - other STMT 9		899,098.	515,812.	3,886,369.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)		27,969.	27,969.	27,969.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		25,731,859.	25,560,724.	42,925,244.	
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				
	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				
	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		21,505,248.	21,505,248.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		4,226,611.	4,055,476.		
30	Total net assets or fund balances		25,731,859.	25,560,724.		
31	Total liabilities and net assets/fund balances		25,731,859.	25,560,724.		

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	25,731,859.
2	Enter amount from Part I, line 27a	2	<171,135.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	25,560,724.
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	25,560,724.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAIN FROM LP INVESTMENTS	P		
b 1231 LOSS FROM LP INVESTMENTS	P		
c SEE ATTACHED SCHEDULES	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,590.			12,590.
b		1,807.	<1,807.>
c 4,848,355.		3,332,633.	1,515,722.
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))
a			12,590.
b			<1,807.>
c			1,515,722.
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	1,526,505.
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	2,055,383.	42,471,060.	.048395
2014	1,770,680.	44,594,792.	.039706
2013	1,643,153.	38,748,279.	.042406
2012	1,877,950.	34,161,632.	.054972
2011	1,608,432.	35,378,260.	.045464

2 Total of line 1, column (d)	2	.230943
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	.046189
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	40,199,031.
5 Multiply line 4 by line 3	5	1,856,753.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,827.
7 Add lines 5 and 6	7	1,876,580.
8 Enter qualifying distributions from Part XII, line 4	8	2,128,680.

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.

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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	19,827.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	19,827.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	19,827.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	28,343.	
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	28,343.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,516.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 8,516. Refunded ☐	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?	X	
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) ☒ AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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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)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14 The books are in care of ► THE ORGANIZATION Telephone no. ► (251) 694-1957 Located at ► P. O. BOX 450, MOBILE, AL ZIP+4 ► 36601			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A	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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16		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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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 ► _____, _____, _____	☐ Yes ☒ No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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) N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A
▶ ☐

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

N/A

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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? ☐ Yes ☒ No

N/A

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
THOMAS B. VAN ANTWERP P. O. BOX 450 MOBILE, AL 36601	TRUSTEE 40.00	221,457.	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

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	40,451,701.
b	Average of monthly cash balances	1b	359,498.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	40,811,199.
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	40,811,199.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	612,168.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,199,031.
6	Minimum investment return Enter 5% of line 5	6	2,009,952.

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	2,009,952.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	19,827.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,827.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,990,125.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,990,125.
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	1,990,125.

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	2,128,680.
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	2,128,680.
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	19,827.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,108,853.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,990,125.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,981,403.	
b Total for prior years:		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: ► \$ 2,128,680.				
a Applied to 2015, but not more than line 2a			1,981,403.	
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				147,277.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
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 instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,842,848.
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	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
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				

Page 10

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2016.04020 HEARIN - CHANDLER FOUNDATIO 719000_1

HEARIN - CHANDLER FOUNDATION

Form 990-PF (2016)

C/O THOMAS B. VAN ANTWERP, TRUSTEE

63-6075470 Page 11

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALABAMA FREE CLINIC 212 COURTHOUSE SQUARE BAY MINETTE, AL 36507		PUBLIC	OPERATING	10,000.
ALABAMA HISTORICAL ASSOCIATION P.O. BOX 456 LIVINGSTON, AL 35470		PUBLIC	OPERATING	1,000.
ALABAMA HUMANITIES FOUNDATION 1100 IRLAND WAY #202 BIRMINGHAM, AL 35205		PUBLIC	OPERATING	17,500.
ALABAMA SCHOOL OF MATH AND SCIENCE 1255 DAUPHIN STREET MOBILE, AL 36604		PUBLIC	OPERATING	75,000.
ALABAMA SHAKESPEARE FESTIVAL 1 FESTIVAL DRIVE MONTGOMERY, AL 36117		PUBLIC	OPERATING	10,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	1,976,500.
b Approved for future payment				
ALABAMA SCHOOL OF MATH AND SCIENCE 1255 DAUPHIN STREET MOBILE, AL 36604		PUBLIC	OPERATING	525,000.
BARTON ACADEMY PO BOX 571 MOBILE, AL 36601		PUBLIC	CAPITAL	350,000.
CATHOLIC SOCIAL SERVICES 400 GOVERNMENT ST MOBILE, AL 36602		PUBLIC	CAPITAL	50,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3b	5,225,000.

Form **990-PF** (2016)

Part XVI-A

- 1 Program service revenue:
 - a _____
 - b _____
 - c _____
 - d _____
 - e _____
 - f _____
 - g Fees and contracts from government agencies
- 2 Membership dues and assessments
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5 Net rental income or (loss) from real estate:
 - a Debt-financed property
 - b Not debt-financed property
- 6 Net rental income or (loss) from personal property
- 7 Other investment income
- 8 Gain or (loss) from sales of assets other than inventory
- 9 Net income or (loss) from special events
- 10 Gross profit or (loss) from sales of inventory
- 11 Other revenue:
 - a **SEE STATEMENT 11** _____
 - b _____
 - c _____
 - d _____
 - e _____

12 Subtotal. Add columns (b), (d), and (e)	28,141.	2,357,163.	0.
13 Total. Add line 12, columns (b), (d), and (e)		13 2,385,304.	

Part XVI-B

623621 11-23-16

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

and belief, it is true, correct, and complete. Declaration of preparer (other than the taxpayer) is based on all information of which preparer has knowledge.

 Thomas B. Van Tine
Signature of officer or trustee

Date 10/12/17

TRUSTEE
Title

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

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

TIMOTHY B. SMITH

Preparer's signature

John Smith

Date

09/25/17

Check ☐ self-employed

PTIN

P00420972

Firm's name ► SMITH DUKES & BUCKALEW LLP

Firm's EIN ► 63-0191630

Firm's address ► 3800 AIRPORT BLVD
MOBILE, AL 36608-1667

Phone no. (251) 343-1200

Form **990-PF** (2016)

HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE

63-6075470

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANDREWS CHAPEL 2350 DEAD LAKE ROAD 57 CREOLA, AL 36525		PUBLIC	OPERATING	5,000.
BALDWIN COUNTY YOUTH ORCHESTRA 10967 SKY LANE FAIRHOPE, AL 36532		PUBLIC	OPERATING	15,000.
BARTON ACADEMY PO BOX 571 MOBILE, AL 36601		PUBLIC	CAPITAL	50,000.
BELLINGRATH GARDENS AND HOME 12401 BELLINGRATH GARDENS ROAD THEODORE, AL 36582		PUBLIC	OPERATING FUND	7,500.
BIG BROTHERS BIG SISTERS SO. - ALA YMCA 101 NORTH WATER STREET MOBILE, AL 36602		PUBLIC	OPERATING FUND	15,000.
BOY SCOUTS OF AMERICA COUNCIL 2587 GOVERNMENT BLVD MOBILE, AL 36606		PUBLIC	OPERATING	20,000.
CATHOLIC SOCIAL SERVICES 400 GOVERNMENT ST MOBILE, AL 36602		PUBLIC	CAPITAL	50,000.
CHRIST CHURCH CATHEDRAL 115 S CONCEPTION ST MOBILE, AL 36602		PUBLIC	CAPITAL	200,000.
COMMUNITY SERVICES FOR VISION REHAB (CSV) 600 BEL AIR BLVD STE 110 MOBILE, AL 36606		PUBLIC	OPERATING	15,000.
CRESCENT THEATER FILM SOCIETY 261 DAUPHIN ST MOBILE, AL 36602		PUBLIC	OPERATING	5,000.
Total from continuation sheets				1,863,000.

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
CRITTENTON YOUTH SERVICES 30 SCHILLINGER RD STE 105 MOBILE, AL 36608		PUBLIC	OPERATING	15,000.
CYSTIC FIBROSIS FOUNDATION 857 DOWNTOWNER BLVD #D1 MOBILE, AL 36609		PUBLIC	OPERATING FUND	20,000.
DAUPHIN WAY UNITED METHODIST CHURCH 1507 DAUPHIN ST MOBILE, AL 36604		PUBLIC	CAPITAL	10,000.
DISTINGUISHED YOUNG WOMEN 751 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	OPERATING	5,000.
DUMAS WESLEY COMMUNITY CENTER P.O. BOX 7325 MOBILE, AL 36670		PUBLIC	OPERATING	10,000.
EPILEPSY CHAPTER OF MOBILE AND GULF COAST INC 3929 AIRPORT BLVD STE 3-310 MOBILE, AL 36609		PUBLIC	OPERATING	5,000.
EVENTS MOBILE, INC. 2900 DAUPHIN ST MOBILE, AL 36606		PUBLIC	OPERATING	25,000.
FAIRHOPE FILM FESTIVAL 101 N SECTION S SUITE 108 FAIRHOPE, AL 36532		PUBLIC	OPERATING	10,000.
FEEDING THE GULF COAST 5248 MOBILE SOUTH ST THEODORE, AL 36582		PUBLIC	OPERATING	15,000.
FIRED UP, INC. 7420 SPANISH FORT BLVD SUITE C SPANISH FORT, AL 36527		PUBLIC	OPERATING	2,500.
Total from continuation sheets				

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF MOBILE ANIMAL SHELTER 855 OWENS ST MOBILE, AL 36604		PUBLIC	OPERATING	30,000.
FUSE PROJECT P.O. BOX 1134 MOBILE, AL 36633		PUBLIC	OPERATING	5,000.
HISTORIC RESTORATION SOCIETY INC PO BOX 70047 MOBILE, AL 36607		PUBLIC	OPERATING	100,000.
HOME OF GRACE 394 ALDOCK RD EIGHT MILE, AL 36613		PUBLIC	CAPITAL	25,000.
JACKSON COUNTY CIVIC ACTION COMMITTEE, INC. 5343 JEFFERSON ST MOSS POINT, MS 39563		PUBLIC	OPERATING	15,000.
JOE JEFFERSON PLAYERS INC P.O. BOX 66065 MOBILE, AL 36660		PUBLIC	OPERATING	20,000.
KEEP MOBILE BEAUTIFUL 1451 GOVERNMENT STREET MOBILE, AL 36604		PUBLIC	OPERATING	20,000.
LA POINTE-KREBS FOUNDATION, INC 4602 FORT ST PASCAGOULA, MS 39567		PUBLIC	OPERATING	25,000.
MAIN STREET MOBILE PO BOX 112 MOBILE, AL 36601		PUBLIC	OPERATING	5,000.
MAIN STREET PASCAGOULA P.O. BOX 1203 PASCAGOULA, AL 39568		PUBLIC	OPERATING	5,000.
Total from continuation sheets				

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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)				
MCGILL-TOOLEN 1501 OLD SHELL ROAD MOBILE, AL 36604		PUBLIC	CAPITAL	20,000.
MISSISSIPPI MARITIME MUSEUM 339 HOWARD AVENUE BILOXI, MS 39530		PUBLIC	OPERATING	50,000.
MLK AVENUE REDEVELOPMENT CORP. P.O. BOX 2204 MOBILE, AL 36652		PUBLIC	CAPITAL	20,000.
MOBILE AREA CHAMBER OF COMMERCE 451 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	CAPITAL	100,000.
MOBILE ARTS COUNCIL 318 DAUPHIN ST MOBILE, AL 36602		PUBLIC	OPERATING	20,000.
MOBILE CARNIVAL ASSOCIATION FLORAL P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING FUND	20,000.
MOBILE CARNIVAL ASSOCIATION P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING	20,000.
MOBILE HISTORIC DEVELOPMENT COMMISSION 205 GOVERNMENT ST MOBILE, AL 36644		PUBLIC	OPERATING	30,000.
MOBILE MUSEUM OF ART 4850 MUSEUM DRIVE MOBILE, AL 36608		PUBLIC	CAPITAL	100,000.
MOBILE RESCUE MISSION 279 N WASHINGTON AVE MOBILE, AL 36603		PUBLIC	OPERATING	30,000.
Total from continuation sheets				

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOST PURE HEART OF MARY SCHOOL 304 SENGSTAK ST MOBILE, AL 36603		PUBLIC	OPERATING	10,000.
MT. VERNON HISTORICAL PRESERVATION SOCIETY P.O. BOX 1082 MOUNT VERNON, AL 36560		PUBLIC	OPERATING	25,000.
MT. VERNON VETERANS MEMORIAL P.O. BOX 1082 MOUNT VERNON, AL 36560		PUBLIC	OPERATING	5,000.
MULHERIN CUSTODIAL HOME 2496 HALLS MILLS ROAD MOBILE, AL 36606		PUBLIC	OPERATING	20,000.
NSCDA (NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA) 1630 LATIMER ST PHILADELPHIA, PA 19103		PUBLIC	OPERATING	5,000.
PROVIDENCE FESTIVAL OF FLOWERS 6801 AIRPORT BOULEVARD MOBILE, AL 36608		PUBLIC	OPERATING	25,000.
PROVIDENCE HOSPITAL FOUNDATION 6801 AIRPORT BOULEVARD MOBILE, AL 36685		PUBLIC	CAPITAL	155,000.
RECTOR & VISITORS OF THE UNIVERSITY OF VIRGINIA 1001 EMMET ST N CHARLOTTESVILLE, VA 22903		PUBLIC	OPERATING	50,000.
RILEIGH & RAYLEE ANGEL RIDE FOUNDATION INC P.O. BOX 209 MONTROSE, AL 36559		PUBLIC	OPERATING	3,000.
RONALD MCDONALD HOUSE 1626 SPRINGHILL AVE MOBILE, AL 36604		PUBLIC	OPERATING	4,000.
Total from continuation sheets				

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SALVATION ARMY 1424 NE EXPRESS WAY ATLANTA, GA 30329		PUBLIC	OPERATING	50,000.
SOCIETY OF 1842 P.O. BOX 1566 MOBILE, AL 36633		PUBLIC	OPERATING FUND	30,000.
SOCIETY OF 1868 P.O. BOX 25 MOBILE, AL 36601		PUBLIC	CAPITAL/OPERATING	25,000.
ST. FRANCIS AT THE POINT ANGLICAN CHURCH 17280 SCENIC HIGHWAY 98 POINT CLEAR, AL 36564		PUBLIC	CAPITAL	50,000.
ST. MARY CATHOLIC SCHOOL 110 ROBINWOOD DR SW FORT WALTON, FL 32548		PUBLIC	OPERATING	1,000.
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE, AL 36608		PUBLIC	OPERATING FUND	15,000.
ST. VINCENT'S FOUNDATION 810 ST. VINCENT'S DR. BIRMINGHAM, AL 35205		PUBLIC	CAPITAL	10,000.
THE ALABAMA FOREST RESOURCES CENTER 8 SAINT JOSEPH ST SECOND FLOOR MOBILE, AL 36602		PUBLIC	OPERATING	15,000.
THE ALABAMA STATE VETERANS MEMORIAL CEMETERY AT SPANISH FORT FOUNDATION P.O. BOX 8086 SPANISH FORT, AL 36527		PUBLIC	OPERATING	25,000.
THE CENTRE 1256 FRANCES ST DAPHNE, AL 36526		PUBLIC	OPERATING	15,000.
Total from continuation sheets				

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
THE LEARNING TREE 101 S DUBOIS ST TALLAHASSEE, FL 36078		PUBLIC	OPERATING	5,000.
THE REFUGE FOR WOMEN 23790 US HIGHWAY 90 ROBERTSDALE, AL 36567		PUBLIC	OPERATING	50,000.
THE VILLAGE OF SPRING HILL 4354-A OLD SHELL ROAD #145 MOBILE, AL 36608		PUBLIC	CAPITAL	10,000.
UMS-WRIGHT PREPARATORY SCHOOL 65 MOBILE ST MOBILE, AL 36607		PUBLIC	OPERATING	50,000.
UNIVERSITY OF SOUTH ALABAMA 5828 OLD SHELL ROAD MOBILE, AL 36608		PUBLIC	CAPITAL	20,000.
USA CHILDREN'S & WOMEN'S HOSPITAL 1700 CENTER ST. MOBILE, AL 36604		PUBLIC	OPERATING	5,000.
WILMER HALL 3811 OLD SHELL RD MOBILE, AL 36608		PUBLIC	OPERATING	25,000.
Total from continuation sheets				

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHRIST CHURCH CATHEDRAL 115 S CONCEPTION ST MOBILE, AL 36602		PUBLIC	CAPITAL	2,100,000.
DAUPHIN WAY UNITED METHODIST CHURCH 1507 DAUPHIN ST MOBILE, AL 36604		PUBLIC	CAPITAL	10,000.
DISTINGUISHED YOUNG WOMEN 751 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	OPERATING	5,000.
DUMAS WESLEY COMMUNITY CENTER P.O. BOX 7325 MOBILE, AL 36670		PUBLIC	OPERATING	5,000.
HISTORIC RESTORATION SOCIETY INC PO BOX 70047 MOBILE, AL 36607		PUBLIC	OPERATING	400,000.
HOME OF GRACE 394 ALDOCK RD EIGHT MILE, AL 36613		PUBLIC	CAPITAL	25,000.
JACKSON COUNTY CIVIC ACTION COMMITTEE, INC. 5343 JEFFERSON ST MOSS POINT, MS 36563		PUBLIC	OPERATING	30,000.
LA POINTE-KREBS FOUNDATION, INC 4602 FORT ST PASCAGOULA, MS 36567		PUBLIC	OPERATING	50,000.
MCGILL-TOOLEN 1501 OLD SHELL ROAD MOBILE, AL 36604		PUBLIC	CAPITAL	60,000.
MISSISSIPPI MARITIME MUSEUM 339 HOWARD AVENUE BILOXI, MS 36530		PUBLIC	OPERATING	100,000.
Total from continuation sheets				4,300,000.

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
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)				
MOBILE AREA CHAMBER OF COMMERCE 451 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	CAPITAL	700,000.
MT. VERNON HISTORICAL PRESERVATION SOCIETY P.O. BOX 1082 MOUNT VERNON, AL 36560		PUBLIC	OPERATING	50,000.
PROVIDENCE FESTIVAL OF FLOWERS 6801 AIRPORT BOULEVARD MOBILE, AL 36608		PUBLIC	OPERATING	25,000.
PROVIDENCE HOSPITAL 6801 AIRPORT BOULEVARD MOBILE, AL 36685		PUBLIC	CAPITAL	245,000.
RECTOR & VISITORS OF THE UNIVERSITY OF VIRGINIA 1001 EMMET ST N CHARLOTTESVILLE, VA 22903		PUBLIC	OPERATING	50,000.
SALVATION ARMY 1424 NE EXPRESS WAY ATLANTA, GA 30329		PUBLIC	OPERATING	50,000.
SOCIETY OF 1868 P.O. BOX 25 MOBILE, AL 36601		PUBLIC	CAPITAL/OPERATING	150,000.
ST. FRANCIS AT THE POINT ANGLICAN CHURCH 17280 SCENIC HIGHWAY 98 POINT CLEAR, AL 36564		PUBLIC	CAPITAL	100,000.
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE, AL 36608		PUBLIC	OPERATING	15,000.
UMS-WRIGHT PREPARATORY SCHOOL 65 MOBILE ST MOBILE, AL 36607		PUBLIC	OPERATING	50,000.
Total from continuation sheets				

63-6075470

3 Grants and Contributions Approved for Future Payment (Continuation)**Total from continuation sheets**

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CORPORATE BONDS	47,904.	0.	47,904.	47,904.	
LP INVESTMENTS	15,846.	0.	15,846.	15,846.	
SECURITIES	766,908.	0.	766,908.	766,908.	
TO PART I, LINE 4	830,658.	0.	830,658.	830,658.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL ROYALTIES	2,597.	0.	
LP INVESTMENT INCOME	<127,709.>	0.	
MISCELLANEOUS REVENUE	548.	0.	
LP INVESTMENTS - DISTRIBUTION IN EXCESS OF BASIS	152,705.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	28,141.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,675.	8,338.		8,337.
TO FORM 990-PF, PG 1, LN 16B	17,675.	8,338.		8,337.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	209,785.	209,785.		0.	
TO FORM 990-PF, PG 1, LN 16C	209,785.	209,785.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	5,985.	5,985.		0.	
PAYROLL TAXES	12,759.	7,655.		5,104.	
TO FORM 990-PF, PG 1, LN 18	18,744.	13,640.		5,104.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	7,578.	3,789.		3,789.	
OIL PRODUCTION EXPENSES	3,911.	0.		0.	
OFFICE EXPENSES	16,618.	8,308.		8,310.	
LP INVESTMENTS EXPENSES	3,956.	3,956.		0.	
MISCELLANEOUS EXPENSE	1,189.	594.		595.	
TO FORM 990-PF, PG 1, LN 23	33,252.	16,647.		12,694.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SCHEDULE)	23,998,357.	38,000,690.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,998,357.	38,000,690.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SCHEDULE)	865,210.	856,840.
TOTAL TO FORM 990-PF, PART II, LINE 10C	865,210.	856,840.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN LTD PARTNERSHIPS (SCHEDULE)	COST	515,812.	3,886,369.
TOTAL TO FORM 990-PF, PART II, LINE 13		515,812.	3,886,369.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OPERATION INTEREST- OIL WELLS	16,750.	16,750.	16,750.
ART OBJECTS - RALPH CHANDLER BUSTS	11,219.	11,219.	11,219.
TO FORM 990-PF, PART II, LINE 15	27,969.	27,969.	27,969.

FORM 990-PF

OTHER REVENUE

STATEMENT 11

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
OIL ROYALTIES	211110	2,597.			
LP INVESTMENT INCOME	211110	<127,709.>			
MISCELLANEOUS REVENUE	900099	548.			
LP INVESTMENTS -	211110				
DISTRIBUTION IN EXCESS OF BASIS		152,705.			
TOTAL TO FORM 990-PF, PG 12, LN 11		28,141.			

HEARIN-CHANDLER FOUNDATION
FORM 990-PF
2016
63-6075470

	Number of Shares	Cost	Market Value 12/31/2016
PAGE 2, PART II, LINE (10B):			
ABBVIE INC	2,000	\$ 115,931	\$ 125,240
ALLERGAN (ACTAVIS PLC)	2,970	427,680	623,730
ADIANT PLC	250	11,646	14,650
ADOBE SYSTEMS INC	10,000	272,614	1,029,500
ADVANSIX INC	280	1,680	6,199
ALASKA AIR GROUP INC DE	3,000	147,046	266,190
ALBEMARBLE CORPORATION	1,500	102,187	129,120
ALLSTATE CORPORATION	3,000	157,894	222,360
ALPHABET INC CLASS A	630	411,709	499,244
ALPHABET INC CLASS C	200	111,867	154,364
ALTRIA GROUP INC	5,500	248,669	371,910
AMAZON COM INC: AMZN	540	294,424	404,930
AMERICAN INTL GROUP NEW	15,000	529,206	979,650
AMERICAN EXPRESS COMPANY	2,250	199,282	166,680
AMERICAN TOWER CORP	4,250	350,027	449,140
ANADARKO PETROLEUM CORP	6,300	486,733	439,299
ANHEUSER-BUSCH INBEV ADRF	1,600	183,231	168,704
ANTHEM INC	2,360	265,783	339,297
APACHE CORP	3,030	135,003	192,314
APPLE INC: AAPL	6,600	606,918	764,412
APPLIED MATERIALS INC	18,900	443,745	609,903
ARCHER DANIELS MIDLAND	3,500	170,538	159,775
AT&T INC NEW	6,500	223,514	276,445
ATMOS ENERGY CORP.	12,043	68,579	892,988
BANK OF AMERICA CORP	8,900	150,054	196,690
BAXTER INTERNATIONAL INC	2,000	83,068	88,680
BERKSHIRE HATHAWAY B	1,400	203,102	228,172
BOEING CO	3,000	263,388	467,040
BRISTOL MYERS SQUIBB CO	2,000	61,997	116,880
BROADCOM LTD	2,000	303,337	353,540
CA WATER SERVICE GROUP	8,280	30,500	280,692
CATERPILLAR INC	4,000	430,779	370,960
CELANESE CORP SERIES A COM STK	2,355	124,826	185,433
CELGENE CORP	6,750	207,848	781,313
CHEVRON CORPORATION	1,500	140,547	176,550
CHUBB CORP	3,370	374,340	445,244
CISCO SYSTEMS INC	12,980	349,578	392,256
CITIGROUP INC NEW	3,000	154,524	178,290
CLOROX COMPANY	5,000	280,820	600,100
CME GROUP INC	5,907	394,107	681,372
COMCAST CORP NEW CL A	12,000	224,608	828,600
CORNING INC	17,700	342,463	429,579
COSTCO WHSL CORP	1,000	143,667	160,110
CROWN CASTLE INTL	1,500	110,750	130,155
CVS CAREMARK CORP: CVS	2,000	149,384	157,820
DELL TECHNOLOGIES	1,109	52,345	60,962
DISCOVER FINANCIAL SERVICES	2,000	132,874	144,180
EBAY INC	11,800	203,892	350,342
ECOLAB INC	2,888	143,009	338,531
ELI LILLY & CO	8,000	334,817	588,400
ENERGEN CORP (ALA GAS CORP)	6,940	10,008	400,230
EXXON MOBIL CORPORATION	9,000	77,638	812,340
FIFTH 3RD BANCORP OHIO	7,500	146,674	202,275
FLUOR CORP NEW	8,250	538,035	433,290

	Number of Shares	Cost	Market Value 12/31/2016
F M C CORP NEW: FMC	700	50,291	39,592
FACEBOOK INC	600	77,607	69,030
FORD MOTOR COMPANY	3,900	68,321	47,307
GENERAL ELECTRIC COMPANY	5,200	80,805	164,320
GENERAL MOTORS CO	2,000	70,745	69,680
GILEAD SCIENCES INC	9,050	189,068	648,071
HEWLETT-PACKARD COMPANY	14,000	291,877	323,960
HP INC	7,000	116,770	103,880
HOME DEPOT INC: HD	3,000	245,479	402,240
HONEYWELL INTL INC	7,000	315,630	810,950
INTEL CORP	11,800	389,508	427,986
INTERNATIONAL PAPER CO	2,600	124,517	137,956
INTL BUSINESS MACHINES CORP (IBM)	1,430	167,605	237,366
JOHNSON & JOHNSON	3,000	98,683	345,630
JOHNSON CONTROLS INC: JCI	2,507	114,545	103,263
LEVEL 3 COMMUNICATIONS INC NEW	2,636	81,545	148,565
MEDTRONIC INC	10,360	798,932	737,943
MERCK & CO INC NEW COM	3,750	221,240	220,763
MICROSOFT CORP	7,580	266,505	471,021
MIDDLESEX WATER CO	10,000	110,137	429,400
MORGAN STANLEY: MS	7,950	259,860	335,888
NETFLIX INC	1,400	90,211	173,320
NIKE INC CLASS B	3,900	151,908	198,237
PAYCHEX INC	4,370	168,364	266,046
PAYPAL HOLDINGS	11,800	315,306	465,746
PEPSICO INCORPORATED	4,162	97,947	435,470
POTASH CORP	6,200	99,994	112,158
PRAXAIR INC	5,000	244,270	585,950
PROCTER & GAMBLE CO	5,000	278,225	420,400
QUALCOMM INC	5,800	357,639	378,160
SCHLUMBERGER LTD	9,500	609,984	797,525
SEALED AIR CORP	2,000	101,254	90,680
SHERWIN WILLIAMS CO	1,000	201,427	268,740
SOUTHWESTERN ENERGY COMPANY	12,000	16,017	129,840
SPECTRA ENERGY CORP	10,000	299,508	410,900
STARBUCKS CORP: SBUX	1,600	61,506	88,832
SYSCO CORPORATION	3,000	113,013	166,110
THERMO FISHER SCIENTIC	1,000	122,788	141,100
TIME WARNER INC NEW	3,000	214,698	289,590
TRAVELERS COMPANIES INC	4,000	404,555	489,680
UNION PACIFIC CORP	10,250	205,101	1,062,720
UNITED RENTALS INC	2,700	234,642	285,066
UNITEDHEALTH GROUP INC	2,850	238,223	456,114
US BANCORP DEL NEW: USB	7,500	301,364	385,275
VALERO ENERGY CORP	3,900	248,748	266,448
VANGUARD REIT ETF	3,500	299,352	288,855
VERIZON COMMUNICATIONS	4,944	239,491	263,911
VF CORPORATION	4,000	272,673	213,400
WALT DISNEY CO	8,250	386,197	859,815
WELLS FARGO & CO NEW	12,000	486,285	661,320
WPX ENERGY	1,256	25,420	18,300
YUM BRANDS	8,000	257,881	506,640
YUM CHINA HOLDINGS I	8,000	111,312	208,960
		<u>23,523,853</u>	<u>37,526,186</u>
MERCHANTS & MARINES BANCORP, INC.	11,830	474,504	474,504
TOTAL		<u>23,998,357</u>	<u>38,000,690</u>

HEARIN-CHANDLER FOUNDATION
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	Number of Shares	Cost	Market Value 12/31/2016
PAGE 2, PART II, LINE (10C):			
ENERGY TRANSFER PARTNERS 6.125%	160,000	\$ 151,858	\$ 160,831
ENTERPRISE PRODS OPER 7%	200,000	206,023	170,000
FREEPORT-MCMORA 6.625%	200,000	203,000	203,500
WESTERN GAS PARTNERS 5.375%	300,000	304,329	322,510
WEATHERFORD INTL INC. 6.35%	-	-	-
		<u>\$ 865,210</u>	<u>\$ 856,840</u>

HEARIN-CHANDLER FOUNDATION
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	Number of Shares	Cost	Market Value 12/31/2016
<u>PAGE 2, PART II, LINE (13):</u>			
Enterprise Products Partners LP	33,600	\$ 21,122	\$ 908,544
Energy Transfer Partners LP	12,500	112,704	447,625
Magellan Midstream Partners LP	12,950	105,542	979,409
Western Gas Partners LP	10,320	-	606,403
EnLink Midstream Partners LP	-	-	-
Energy Transfer Equity LP	24,725	276,444	477,440
Sunoco Logistics Partners, LP	19,440	-	466,949
		<u>\$ 515,812</u>	<u>\$ 3,886,369</u>

63-6075470

The Hearin-Chandler Foundation
Comprehensive Depreciation [Depreciation]
GAAP

For the Period January 1, 2016 to December 31, 2016

Asset ID	Placed in Service Date	Asset Balances			Depreciable Basis	Current & Accum Depreciation			Net Book Value			
		Beginning	Additions	Deletions		Ending	Current Dep & 179E/MA	Net Sec 179E/MA		Ending Accum Dep		
000010	Upholster furniture 7/10/2007	1,305.00	0.00	0.00	1,305.00	7.0	100.00	0.00	1,305.00	0.00	1,305.00	0.00
000020	Refinish office furniture 7/10/2007	1,200.00	0.00	0.00	1,200.00	7.0	100.00	0.00	1,200.00	0.00	1,200.00	0.00
000030	Bronze's office furniture 8/23/2007	7,165.83	0.00	0.00	7,165.83	7.0	100.00	0.00	7,165.83	0.00	7,165.83	0.00
000040	Rugs 8/23/2007	7,886.40	0.00	0.00	7,886.40	7.0	100.00	0.00	7,886.40	0.00	7,886.40	0.00
000050	CEC office furniture 8/23/2007	11,469.84	0.00	0.00	11,469.84	7.0	100.00	0.00	11,469.84	0.00	11,469.84	0.00
000060	Stations 8/23/2007	6,203.20	0.00	0.00	6,203.20	10.0	100.00	0.00	6,203.20	620.32	5,582.88	361.85
000070	Television 9/19/2007	1,524.96	0.00	0.00	1,524.96	5.0	100.00	0.00	1,524.96	0.00	1,524.96	0.00
000080	Desk chair 9/19/2007	860.33	0.00	0.00	860.33	7.0	100.00	0.00	860.33	0.00	860.33	0.00
000090	Computer & printer 10/13/2007	1,004.57	0.00	0.00	1,004.57	5.0	100.00	0.00	1,004.57	0.00	1,004.57	0.00
000100	Office furniture 12/13/2007	1,468.23	0.00	0.00	1,468.23	7.0	100.00	0.00	1,468.23	0.00	1,468.23	0.00
000110	Office artwork 2/22/2008	7,500.00	0.00	0.00	7,500.00	10.0	100.00	0.00	7,500.00	750.00	6,750.00	812.50
000120	Office artwork 3/25/2008	4,000.00	0.00	0.00	4,000.00	10.0	100.00	0.00	4,000.00	400.00	3,600.00	468.67
000130	Office artwork 4/21/2008	5,928.44	0.00	0.00	5,928.44	10.0	100.00	0.00	5,928.44	592.84	5,335.60	741.09
000140	Office furnishings 3/25/2008	11,865.00	0.00	0.00	11,865.00	10.0	100.00	0.00	11,865.00	1,186.50	10,678.50	1,386.50
000150	Office furnishings 7/24/2008	1,051.70	0.00	0.00	1,051.70	10.0	100.00	0.00	1,051.70	105.17	946.53	157.75
000160	Laptop 8/1/2008	1,468.69	0.00	0.00	1,468.69	10.0	100.00	0.00	1,468.69	146.87	1,321.82	228.53
000170	Laptop 9/16/2010	2,468.89	0.00	0.00	2,468.89	10.0	100.00	0.00	2,468.89	246.89	2,222.00	904.52
Grand Total		74,368.06	0.00	0.00	74,368.06				74,368.06	10,048.49	64,319.57	5,000.49
						py			7B			

Form 990-PF
Page 2; Lines 11(c)
11(c)

HEARIN-CHANDLER FOUNDATION
FORM 990-PF
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PAGE 3, PART IV, LINE 1c:

Description of Property Sold	Shares	Gross Sales Proceeds	Cost or Other Basis	Gain (Loss)
ADOBE SYSTEMS INC	3,360	\$ 293,057	\$ 35,363	\$ 257,694
AMGEN INCORPORATED	700	101,211	98,243	2,967
ATMOS ENERGY CORP.	2,800	200,480	15,945	184,535
BAXALTA INCORPORATED	2,000	79,196	67,417	11,779
BIOGEN INDEC INC	600	155,516	169,709	(14,193)
CAMERON INTERNATIONAL CORP	8,000	531,740	391,574	140,166
CHUBB CORPORATION	5,600	726,819	347,623	379,195
DEVON ENERGY CP NEW	5,695	136,530	375,259	(238,729)
ECOLAB INC	850	99,456	42,725	56,731
EMC CORP-MASS	9,950	239,298	74,815	164,483
ENERGY TRANSFER EQUITY	32,700	100,004	99,633	371
ENLINK MIDSTREAM PARTNERS LP	10,000	163,894	50,680	113,214
EOG RESOURCES INC	4,000	364,691	202,477	162,214
EXXON MOBIL CORPORATION	1,904	160,858	29,785	131,074
GILEAD SCIENCES INC	1,200	99,802	25,070	74,733
HONEYWELL INTL INC	-	1,680	1,680	-
JABIL CIRCUIT INC	6,300	114,083	148,937	(34,854)
JOHNSON CONTROLS INC	3,000	131,737	144,819	(13,082)
MEDTRONIC INC	2,340	200,321	178,333	21,988
ST JUDE MEDICAL INC	1,749	97,562	103,581	(6,020)
SUNOCO LOGISTICS PARTNERS LP	6,660	200,025	-	200,025
TRIANGLE PETROLEUM NEW	1,675	778	14,960	(14,181)
WALT DISNEY CO	1,750	166,094	60,792	105,302
WEATHERFORD INTL INC	10,000	104,990	89,871	15,119
WESTERN GAS PARTNERS LP	3,980	200,698	-	200,698
WHITING PETROLEUM	8,751	66,523	452,031	(385,508)
YUM BRANDS	8,000	111,312	111,312	-
		<u>4,848,355</u>	<u>3,332,633</u>	<u>1,515,722</u>