

2949107601114 8

Form **990-PF**Department of the Treasury  
Internal Revenue Service**EXTENDED TO MAY 15, 2018**  
**Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

JUL 1, 2016

, and ending

JUN 30, 2017

Name of foundation

**THE BIRMINGHAM FOUNDATION**

A Employer identification number

**25-0965572**

Number and street (or P O box number if mail is not delivered to street address)

**BRASHEAR CENTER, 2005 SARAH ST**

Room/suite

B Telephone number

**4124812777**

City or town, state or province, country, and ZIP or foreign postal code

**PITTSBURGH, PA 15203**C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 foundationE 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)

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**\$ 21,950,664.** (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received	17,896.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	47,871.	47,871.		
4 Dividends and interest from securities	613,478.	613,478.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	720,635.			
b Gross sales price for all assets on line 6a	5,248,492.			
7 Capital gain net income (from Part IV, line 2)		720,635.		
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	40,600.	55,342.		STATEMENT 1
12 Total. Add lines 1 through 11	1,440,480.	1,437,326.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc	120,000.	6,000.		114,000.
14 Other employee salaries and wages	89,427.	4,471.		84,956.
15 Pension plans, employee benefits	26,088.	13,044.		13,044.
16a Legal fees	6,875.	5,156.		1,719.
b Accounting fees	19,389.	16,481.		2,908.
c Other professional fees	104,654.	89,090.		15,564.
17 Interest				
18 Taxes	12,827.	0.		0.
19 Depreciation and depletion	572.	29.		
20 Occupancy	24,766.	1,238.		23,528.
21 Travel, conferences, and meetings	4,237.	212.		4,025.
22 Printing and publications	206.	10.		196.
23 Other expenses	46,127.	4,139.		41,988.
24 Total operating and administrative expenses. Add lines 13 through 23	455,168.	139,870.		301,928.
25 Contributions, gifts, grants paid	1,150,350.			1,150,350.
26 Total expenses and disbursements. Add lines 24 and 25	1,605,518.	139,870.		1,452,278.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<165,038.>			
b Net investment income (if negative, enter -0-)		1,297,456.		
c Adjusted net income (if negative, enter -0-)			N/A	

<b>Part II 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			
	2 Savings and temporary cash investments	671,101.	168,031.	168,031.
	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 ▶ 10,000.			
	Less: allowance for doubtful accounts ▶ 0.	13,000.	10,000.	10,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	90,134.	78,134.	78,134.
	10a Investments - U.S. and state government obligations STMT 7	1,048,646.	1,009,614.	1,009,614.
	b Investments - corporate stock STMT 8	8,826,107.	6,375,304.	6,375,304.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 52,865.			
Less accumulated depreciation ▶ 52,865.	572.			
12 Investments - mortgage loans				
13 Investments - other STMT 9	9,410,601.	12,639,534.	12,639,534.	
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	993,908.	1,670,047.	1,670,047.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,054,069.	21,950,664.	21,950,664.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable	100,000.	100,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	22,562.	31,819.	
23 Total liabilities (add lines 17 through 22)	122,562.	131,819.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	20,931,507.	21,818,845.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	20,931,507.	21,818,845.		
31 Total liabilities and net assets/fund balances	21,054,069.	21,950,664.		

**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	20,931,507.
2 Enter amount from Part I, line 27a	2	<165,038.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,052,376.
4 Add lines 1, 2, and 3	4	21,818,845.
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	21,818,845.

Form 990-PF (2016)

**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 SEE STATEMENT 17		P	VARIOUS	VARIOUS
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,248,492.		4,527,857.	720,635.
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))
a			720,635.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2           <div style="border-left: 1px solid black; padding-left: 10px;">720,635.</div> </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3           <div style="border-left: 1px solid black; padding-left: 10px;">N/A</div> </div> </div>

**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	1,633,736.	20,089,738.	.081322
2014	1,769,784.	22,133,105.	.079961
2013	1,794,935.	22,393,756.	.080153
2012	1,424,314.	21,170,075.	.067280
2011	1,536,989.	20,541,878.	.074822

2 Total of line 1, column (d)	2	.383538
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	.076708
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,357,838.
5 Multiply line 4 by line 3	5	1,561,609.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,975.
7 Add lines 5 and 6	7	1,574,584.
8 Enter qualifying distributions from Part XII, line 4	8	2,127,278.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	12,975.
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			
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	12,975.
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	12,975.
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 6,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 6,700.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	12,700.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	167.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	451.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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) <u>PA</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

Form 990-PF (2016)

**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 ► WWW.BIRMINGHAMFOUNDATION.ORG	13	X
14 The books are in care of ► MARK BIBRO Telephone no. ► 412-481-2777 Located at ► BRASHEAR CENTER 2005 SARAH STREET, PITTSBURGH, PA ZIP+4 ► 15203		
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
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? <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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____	2b	
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) 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

Form 990-PF (2016)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		120,000.	7,200.	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

Form 990-PF (2016)

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

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NOT APPLICABLE

0.

2

3

4

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 FOR THE ACQUISITION OF RESIDENTIAL PROPERTIES IN BLIGHTED OR DISTRESSED AREAS OF THE SOUTH PITTSBURGH COMMUNITY AND REHABILITATION OF PROPERTIES TO IMPROVE NEIGHBORHOODS.

675,000.

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

675,000.

Form 990-PF (2016)

**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	20,451,544.
b Average of monthly cash balances	1b	216,312.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	20,667,856.
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	20,667,856.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	310,018.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,357,838.
6 Minimum investment return. Enter 5% of line 5	6	1,017,892.

**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	1,017,892.
2a Tax on investment income for 2016 from Part VI, line 5	2a	12,975.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	12,975.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,004,917.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,004,917.
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	1,004,917.

**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	1,452,278.
b Program-related investments - total from Part IX-B	1b	675,000.
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	2,127,278.
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	12,975.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,114,303.

**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.

Form 990-PF (2016)



**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				1,004,917.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	520,769.			
b From 2012	385,078.			
c From 2013	730,101.			
d From 2014	748,093.			
e From 2015	605,022.			
f Total of lines 3a through e	2,989,063.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 2,127,278.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount	1,122,361.			1,004,917.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	4,111,424.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	520,769.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,590,655.			
10 Analysis of line 9:				
a Excess from 2012	385,078.			
b Excess from 2013	730,101.			
c Excess from 2014	748,093.			
d Excess from 2015	605,022.			
e Excess from 2016	1,122,361.			



**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> Paid during the year				
SEE STATEMENT 13				1,150,350.
<b>Total</b>			▶ <b>3a</b>	1,150,350.
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>			▶ <b>3b</b>	0.

Form 990-PF (2016)



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

- | 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? |  | Yes   | No |
|---|--|-------|----|
| <b>a</b>  | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|   | (1) Cash   | 1a(1) | X  |
|   | (2) Other assets   | 1a(2) | X  |
| <b>b</b>  | Other transactions:  |       |    |
|   | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|   | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|   | (4) Reimbursement arrangements   | 1b(4) | X  |
|   | (5) Loans or loan guarantees   | 1b(5) | X  |
|   | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b>  | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b>  | 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		

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.

**Sign  
Here**

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.

**EXECUTIVE DIRECTOR**

 2-22-18

Signature of officer or trustee Date Title

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

<input checked="" type="checkbox"/> X	Yes	<input type="checkbox"/>	No
---------------------------------------	-----	--------------------------	----

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MICHAEL M. COMSTOCK	<i>M M Ctk, CPA</i>	02/14/18		P00474378
	Firm's name ▶ SISTERSON & CO. LLP			Firm's EIN ▶ 25-1467156	
	Firm's address ▶ 310 GRANT STREET SUITE 2100 PITTSBURGH, PA 15219			Phone no. 412-281-2025	

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2016**

Name of the organization

THE BIRMINGHAM FOUNDATION

Employer identification number

25-0965572

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ \_\_\_\_\_

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

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)**

Name of organization

Employer identification number

THE BIRMINGHAM FOUNDATION

25-0965572

**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE THOMAS BROWN ALTON FOUNDATION BRASHEAR CENTER, 2005 SARAH STREET PITTSBURGH, PA 15203	\$ 17,896.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE BIRMINGHAM FOUNDATION

25-0965572

**Part II Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	



Name of organization

Employer identification number

THE BIRMINGHAM FOUNDATION

25-0965572

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

---



---

FORM 990-PF	OTHER INCOME	STATEMENT	1
-------------	--------------	-----------	---

---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME (LOSS)	0.	55,342.	
PARTNERSHIP INCOME (LOSS)	40,600.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	40,600.	55,342.	

---



---



---



---

FORM 990-PF	LEGAL FEES	STATEMENT	2
-------------	------------	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,875.	5,156.		1,719.
TO FM 990-PF, PG 1, LN 16A	6,875.	5,156.		1,719.

---



---



---



---

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	19,389.	16,481.		2,908.
TO FORM 990-PF, PG 1, LN 16B	19,389.	16,481.		2,908.

---



---



---



---

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/ADVISORY FEES	84,262.	84,262.		0.
OTHER PROFESSIONAL FEES	4,760.	4,046.		714.
PAYROLL FEES	1,007.	51.		956.
CONTRACT SERVICES	14,625.	731.		13,894.
TO FORM 990-PF, PG 1, LN 16C	104,654.	89,090.		15,564.

---



---

---



---

FORM 990-PF	TAXES			STATEMENT	5
-------------	-------	--	--	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE AND INCOME TAXES	12,827.	0.		0.
TO FORM 990-PF, PG 1, LN 18	12,827.	0.		0.

---



---



---



---

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
-------------	----------------	--	--	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	9,277.	464.		8,813.
TELECOMMUNICATIONS	5,379.	269.		5,110.
OFFICE EQUIPMENT MAINTENANCE	1,617.	81.		1,536.
MISCELLANEOUS	5,990.	300.		5,691.
INSURANCE	4,097.	1,899.		2,198.
POSTAGE AND DELIVERY	127.	6.		120.
SPECIAL EVENTS	5,634.	282.		5,352.
PARKING	244.	12.		232.
EDUCATION	2,762.	276.		2,486.
BAD DEBT EXPENSE	5,000.	250.		4,750.
COMPUTER EXPENSE	6,000.	300.		5,700.
TO FORM 990-PF, PG 1, LN 23	46,127.	4,139.		41,988.

---



---



---



---

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
-------------	--	--	--	-----------	---

---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 18	X		1,009,614.	1,009,614.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,009,614.	1,009,614.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,009,614.	1,009,614.

---



---

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 18	6,375,304.	6,375,304.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,375,304.	6,375,304.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 18	COST	12,639,534.	12,639,534.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,639,534.	12,639,534.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
-------------	--------------	-----------	----

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	23,908.	20,880.	20,880.
REAL ESTATE LIMITED PARTNERSHIP	450,000.	450,000.	450,000.
PROGRAM RELATED INVESTMENT	520,000.	1,195,000.	1,195,000.
REFUNDABLE FEDERAL EXCISE TAX	0.	4,167.	4,167.
TO FORM 990-PF, PART II, LINE 15	993,908.	1,670,047.	1,670,047.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
-------------	-------------------	-----------	----

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	2,562.	0.
AGENCY LIABILITY	20,000.	31,819.
TOTAL TO FORM 990-PF, PART II, LINE 22	22,562.	31,819.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM T. SIMMONS, ESQ. BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	VICE CHAIR  3.00	  0.	  0.	  0.
TERRENCE WIRGINIS BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	CHAIRMAN  3.00	  0.	  0.	  0.
MARK S. BIBRO BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	EXEC DIR  40.00	  120,000.	  7,200.	  0.
H. DON GORDON BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	TREASURER  3.00	  0.	  0.	  0.
HUGO CHURCHILL BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR  2.00	  0.	  0.	  0.
CAREY A. HARRIS BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR  2.00	  0.	  0.	  0.
KENNETH MCCRORY BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR  2.00	  0.	  0.	  0.
EILEEN O. SMITH BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	SECRETARY  3.00	  0.	  0.	  0.
DUANE W. SWAGER II BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	ASST. TREASURER  2.00	  0.	  0.	  0.

THE BIRMINGHAM FOUNDATION

25-0965572

BETH MARCELLO BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR 2.00	0.	0.	0.
MAURITA BRYANT BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR 2.00	0.	0.	0.
BETTY KRIPP BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR 2.00	0.	0.	0.
TARA MATTHEWS BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR 2.00	0.	0.	0.
MICHELLE FIGLAR BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR 2.00	0.	0.	0.
MAX HARLEMAN BRASHEAR CENTER, 2ND FLOOR 2005 SARAH STREET PITTSBURGH, PA 15203	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		120,000.	7,200.	0.

**The Birmingham Foundation**  
**Form 990 PF**  
**For the year ended June 30, 2017**

**EIN : 25-0965572**

Description of Stock	Shares/\$ Disposed During Yr	Disposal Cost	Proceeds	Realized Gain/(Loss) on Disposals
<b>MUTUAL FUNDS</b>				
VANGUARD TOTAL INTL	(11,000 00)	(175,716)	172,930	(2,786)
<b>SUBTOTAL</b>	<b>(11,000)</b>	<b>(175,716)</b>	<b>172,930</b>	<b>(2,786)</b>
<b>COMMON STOCKS</b>				
Advansix Inc	(40)	-	621	621
AES Corp	(7,810)	(83,332)	91,142	7,810
Alcoa	(5,555)	(9,251)	16,649	7,397
Alliant Energy Corp	(3,620)	(116,496)	150,656	34,160
Arconic Inc	(1,666)	(20,000)	29,614	9,614
AT&T Corp.	(4,100)	(125,336)	159,424	34,088
B E Aerospace Inc	(2,000)	(11,883)	68,200	56,517
Berkshire Hathaway	(881)	(120,322)	138,897	18,576
Campbell Soup Company	(2,610)	(87,756)	147,214	59,458
Church & Dwight Company	(1,850)	(83,778)	91,983	8,204
Coca Cola Enterprises	(2,300)	(86,161)	91,062	4,901
Conagra Incorporated	(3,035)	(72,365)	112,895	40,530
Consolidated Edison Inc	(1,610)	(88,030)	128,966	40,937
Credit Suisse Grp Ag	(5,490)	(82,171)	75,655	(6,516)
Diageo Plc New ADR	(1,375)	(154,005)	159,932	5,927
Digital Realty TRUST Inc	(430)	(22,714)	52,031	29,317
Dividend Cap Rlty Incm	(10,000)	(9,042)	30,644	21,602
Dominion Resources Va	(1,695)	(123,293)	133,882	10,590
Energy Corp New	(1,840)	(116,628)	146,272	29,644
Encsson LM Tel-Sp	(15,180)	(122,130)	99,481	(22,649)
Express Scripts Hldg Co	(1,980)	(138,301)	134,765	(3,537)
Firstenergy Corp	(2,490)	(85,002)	72,031	(12,971)
General Mills Inc	(1,790)	(111,620)	100,145	(11,474)
Gold Corp Inc	(5,425)	(83,218)	86,570	3,351
Google Inc Class A	(101)	(79,497)	97,357	17,860
Hershey Company	(1,090)	(37,678)	119,894	82,216
J M Smucker Co New	(610)	(61,358)	78,979	17,621
Kansas City Southern	(950)	(82,501)	97,863	15,362
Lamb Weston Holdings	(1,011)	(21,317)	42,614	21,297
Liberty All Star Equity Fund	(15,000)	(44,853)	74,991	30,138
Marriott Intl Inc	(1,340)	(91,294)	114,471	23,177
Molson Coors Brewing	(805)	(78,222)	69,449	(8,773)
Omega Healthcare Invts	(930)	(32,155)	31,870	(285)
Orange ADR	(6,750)	(82,252)	107,607	25,355
P G & E Corp	(2,510)	(130,684)	172,029	41,344
Pepsico Incorporated	(1,105)	(102,409)	120,920	18,511
Perrigo Co PLC	(1,351)	(128,673)	118,725	(9,948)
Procter & Gamble	(790)	(41,792)	70,857	29,065
Public Storage	(513)	(111,334)	110,134	(1,201)
Rite Aid Corporation	(23,750)	(110,851)	73,647	(37,203)
Rockwell Collins Inc	-	-	19	19
Rogers Commun Inc CI B	(3,870)	(146,768)	172,524	25,757
Staples Inc	(5,860)	(62,549)	53,733	(8,816)
Stericycle Inc	-	(90,842)	70,049	(20,793)
Synchrony Financial	(1,642)	(35,089)	50,500	15,411
Target Corporation	(1,420)	(78,648)	71,861	(6,787)
Vanguard Total Stock Mkt	(8,100)	(428,284)	467,659	39,375
Viacom Inc Non Vtg CI B	(2,520)	(109,368)	110,452	1,084
Virtus Total Return	(269)	(989)	3,538	2,550
Whole Foods Market	(2,830)	(83,765)	123,666	39,901
<b>SUBTOTAL</b>	<b>(169,889)</b>	<b>(4,225,805)</b>	<b>4,944,138</b>	<b>718,333</b>
<b>US GOVERNMENT</b>				
VANGUARD TOTAL U.S. BOND MARKET AD	(2,000)	(21,460)	21,834	374
<b>SUBTOTAL</b>	<b>(2,000)</b>	<b>(21,460)</b>	<b>21,834</b>	<b>374</b>
<b>CORPORATE BONDS</b>				
Ares Management LP 7% Perpetual Pre	(4,200)	(104,876)	109,591	4,715
<b>SUBTOTAL</b>	<b>(4,200)</b>	<b>(104,876)</b>	<b>109,591</b>	<b>4,715</b>
<b>TOTAL</b>		<b>(4,527,857)</b>	<b>5,248,492</b>	<b>720,635</b>

**THE BIRMINGHAM FOUNDATION**  
**2016 RETURN OF PRIVATE FOUNDATION**  
**YEAR ENDED JUNE 30, 2017**

**SCHEDULE OF INVESTMENTS**

	Shares/units/ face value	Cost	Fair value	
<b>U.S. &amp; State Government Obligations</b>				
US Treasury TIP 3 875% 4/15/2029 04/15/2029 3 875%	500,000	\$ 1,009,614	\$ 1,009,614	
		<u>\$ 1,009,614</u>	<u>\$ 1,009,614</u>	Total to Form 990-PF, Part II, Line 10A
<b>Corporate Stock</b>				
Ares Management LP 7% Perpetual Pre	7,800	\$ 208,103	\$ 208,103	
Bank Of America 7 25% Perpetual Pref	500	\$ 630,995	\$ 630,995	
BP PLC ADR	3,000	\$ 103,950	\$ 103,950	
DXC Technology Com	429	\$ 32,913	\$ 32,913	
Ebay Inc	4,000	\$ 139,680	\$ 139,680	
F N B Corp 7 25% Preferred E	12,000	\$ 352,079	\$ 352,079	
Federated Investors Class B	3,000	\$ 84,750	\$ 84,750	
Freeport McMoran Copper	5,000	\$ 60,050	\$ 60,050	
Gazprom Neft ADR	2,500	\$ 38,250	\$ 38,250	
General Electric	3,000	\$ 81,030	\$ 81,030	
GSV Capital Corp	25,500	\$ 110,670	\$ 110,670	
Hecla Mining Company	40,000	\$ 204,000	\$ 204,000	
Hewlett Packard Enterprises	5,000	\$ 82,950	\$ 82,950	
Hewlett-Packard Company	5,000	\$ 87,400	\$ 87,400	
Honeywell International	1,000	\$ 133,290	\$ 133,290	
IBM		\$ 55,025	\$ 55,025	
Intel Corp	3,000	\$ 101,220	\$ 101,220	
JP Morgan 6 125% Preferred F	5,000	\$ 134,750	\$ 134,750	
JP MorganChase 6 1% Preferred	20,000	\$ 542,600	\$ 542,600	
Keycorp Inc New	10,000	\$ 187,400	\$ 187,400	
KKR & Co LP 6 75% perpetual Preferr	16,500	\$ 450,285	\$ 450,285	
Marathon Oil Corp	5,000	\$ 59,250	\$ 59,250	
Marathon Pete Corp	2,000	\$ 104,660	\$ 104,660	
Microsoft Corp	3,000	\$ 206,790	\$ 206,790	
MVC 7 25% Preferred B 1/15/2023	10,000	\$ 253,499	\$ 253,499	
MVC Capital Inc	15,000	\$ 147,900	\$ 147,900	
Paypal Holdings Inc	3,000	\$ 161,010	\$ 161,010	
Pfizer Incorporated	5,000	\$ 167,950	\$ 167,950	
PNC Corp	1,500	\$ 187,305	\$ 187,305	
Rockwell Collins Inc	620	\$ 65,150	\$ 65,150	
State Street Corp	1,000	\$ 89,730	\$ 89,730	
THL Credit Inc	3,000	\$ 29,850	\$ 29,850	
Wal-Mart Stores Inc	2,000	\$ 151,360	\$ 151,360	
Waste Management	3,000	\$ 220,050	\$ 220,050	
Wells Fargo 7 5% Perpetual Preferred	415	\$ 544,111	\$ 544,111	
Western Asset Claymore TIP Fund WI	15,000	\$ 165,300	\$ 165,300	
		<u>\$ 6,375,304</u>	<u>\$ 6,375,304</u>	Total to Form 990-PF, Part II, Line 10B
<b>Other Investments</b>				
H&Q Tecla Healthcare Fund	5,000	\$ 125,500	\$ 125,500	
Nuveen Fltg Rate Incm Fd	15,000	\$ 177,750	\$ 177,750	
Vanguard Total Intl	117,000	\$ 1,950,390	\$ 1,950,390	
Vanguard Total Stock Market ETF	21,800	\$ 2,713,010	\$ 2,713,010	
Vanguard Total Stock Mkt	109,700	\$ 6,644,529	\$ 6,644,529	
Vanguard Total U S Bond Market Ad	88,000	\$ 947,760	\$ 947,760	
Virtus Total Return	1,181	\$ 14,455	\$ 14,455	
Wisdomtree Tree China Ex State Contr	1,000	\$ 66,140	\$ 66,140	
		<u>\$ 12,639,534</u>	<u>\$ 12,639,534</u>	Total to Form 990-PF, Part II, Line 13