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Form 990-PF 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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation
MATTHEWS FAMILY FOUNDATION

A Employer identification number
27-7044368

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1600 KENVIEW DRIVE

B Telephone number
770 422-7520

City or town, state or province, country, and ZIP or foreign postal code
MARIETTA, GA 30060

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 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) ▶$ 9,278,195.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

04

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)
Revenue				
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	51,857.	2,294.		STATEMENT 2
4 Dividends and interest from securities	161,061.	149,483.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	253,434.			STATEMENT 1
b Gross sales price for all assets on line 6a 1,584,822.				
7 Capital gain net income (from Part IV, line 2)		329,137.		
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	540.	540.		STATEMENT 4
12 **Total.** Add lines 1 through 11	466,892.	481,454.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 5	11,831.	10,208.		0.
c Other professional fees				
17 Interest	505.	505.		0.
18 Taxes STMT 6	4,184.	3,184.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	45,725.	22,265.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	62,245.	36,162.		0.
25 Contributions, gifts, grants paid	400,000.			400,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	462,245.	36,162.		400,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	4,647.			
b **Net investment income** (if negative, enter -0-)		445,292.		
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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		1.	1.
	2 Savings and temporary cash investments	503,672.	77,263.	77,263.
	3 Accounts receivable ▶ 2,070.			
	Less: allowance for doubtful accounts ▶	2,555.	2,070.	2,070.
	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 STMT 8	1,307,974.	1,177,540.	1,190,767.
	b Investments - corporate stock STMT 9	5,509,962.	5,971,861.	7,388,291.
	c Investments - corporate bonds STMT 10	0.	100,075.	98,538.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	378,545.	378,545.	521,265.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,702,708.	7,707,355.	9,278,195.
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,702,708.	7,707,355.	
	30 **Total net assets or fund balances**	7,702,708.	7,707,355.	
	31 **Total liabilities and net assets/fund balances**	7,702,708.	7,707,355.	

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	7,702,708.
2	Enter amount from Part I, line 27a	2	4,647.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,707,355.
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	7,707,355.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e	1,584,822.		1,255,685.	329,137.

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				329,137.

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 — 329,137.

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 doesn't 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))
2016	321,354.	8,171,506.	.039326
2015	164,622.	6,761,687.	.024346
2014	64,877.	3,754,594.	.017279
2013	24,584.	1,882,799.	.013057
2012	5,000.	468,714.	.010667

2	**Total** of line 1, column (d)	2	.104675
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.020935
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,907,579.
5	Multiply line 4 by line 3	5	186,480.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,453.
7	Add lines 5 and 6	7	190,933.
8	Enter qualifying distributions from Part XII, line 4	8	400,000.

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.

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,453.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			2	0.
3	Add lines 1 and 2			3	4,453.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	4,453.
6	Credits/Payments:				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	4,399.		
b	Exempt foreign organizations - tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d	0.		
7	Total credits and payments. Add lines 6a through 6d			7	4,399.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	1.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	55.
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 2018 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ GA			
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	8b	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 770 422-7520

Located at ▶ 1600 KENVIEW DRIVE, MARIETTA, GA ZIP+4 ▶ 30060

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

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 N/A	1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ 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	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 2017 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 2017.) 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 2017?	4b		X

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

			Yes	No
5a During the year, did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	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, and foundation managers and their compensation.

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (**If not paid, enter -0-**)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ROBERT E. MATTHEWS 1036 OLD MOUNTAIN RD. MARIETTA, GA 30064	TRUSTEE 1.00	0.	0.	0.
DIANNE S. MATTHEWS 1036 OLD MOUNTAIN RD. MARIETTA, GA 30064	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part 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 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,003,716.
b	Average of monthly cash balances	1b	528,928.
c	Fair market value of all other assets	1c	510,583.
d	**Total** (add lines 1a, b, and c)	1d	9,043,227.
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	9,043,227.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	135,648.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,907,579.
6	**Minimum investment return.** Enter 5% of line 5	6	445,379.

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	445,379.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	4,453.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,453.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	440,926.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	440,926.
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	440,926.

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	400,000.
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	400,000.
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	4,453.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	395,547.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				440,926.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			399,252.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 400,000.				
a Applied to 2016, but not more than line 2a			399,252.	
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 2017 distributable amount				748.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				440,178.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information *(continued)*

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

Recipient 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
a Paid during the year				
AMERICAN BIBLE SOCIETY 101 NORTH INDEPENDENCE MALL EAST FL 8 PHILADELPHIA, PA 19106	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	3,000.
ARAPAHOE HOUSE 8801 LIPAN STREET THORNTON, CO 80260	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	5,000.
BELLEVUE BAPTIST CHURCH 150 NOCCALULA DRIVE GADSDEN, AL 35904	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	2,000.
CALVARY CHILDRENS HOME 1430 LOST MOUNTAIN RD POWDER SPRINGS, GA 30127	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	15,000.
CARE FOR AIDS 977 GRANT COVE PLACE ATLANTA, GA 30315	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	40,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	400,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2017)

723611 01-03-18

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	51,857.	
4 Dividends and interest from securities			14	161,061.	
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			14	540.	
8 Gain or (loss) from sales of assets other than inventory			18	253,434.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		466,892.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 466,892.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
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
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

Robert E Matthews | 5/15/18 | TRUSTEE

Signature of officer or trustee | Date | 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEAN A WARDLAW	Dean A Wardlaw	05/14/18		P00448373

Firm's name ▶ NARWHAL CAPITAL MANAGEMENT, LLC — Firm's EIN ▶ 20-2969572

Firm's address ▶ 531 ROSELANE ST., STE 420 MARIETTA, GA 30060 — Phone no. 770 344-0172

Form **990-PF** (2017)

723622 01-03-18

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	0.985 SH BRIGHTHOUSE FINL INCORPORATED (BHF)	P	08/22/16	08/11/17
b	100 SH ISHARES TR CORE S&P500 ETF (IVV)	P	11/05/12	01/27/17
c	100 SH ORBITAL ATK INCORPORATED (OA)	P	05/30/17	12/21/17
d	1000 SH CONOCOPHILLIPS (COP)	P	07/22/15	04/10/17
e	1000 SH CVS HEALTH CORPORATION (CVS)	P	04/10/17	11/06/17
f	1000 SH HALYARD HEALTH INCORPORATED (HYH)	P	07/12/17	11/27/17
g	1000 SH VENTAS INCORPORATED REIT (VTR)	P	09/11/15	06/14/17
h	1000 SH VERESEN INCORPORATED (CANADA) (FCGYFOLDD)	P	11/07/16	05/01/17
i	10000 SH SOUTH CAROLINA JOBS-ECONOMIC DEV AUTH ST	P	12/11/14	04/03/17
j	120 SH ISHARES TR CORE S&P500 ETF (IVV)	P	11/05/12	09/07/17
k	125 SH ACUITY BRANDS INCORPORATED (AYI)	P	01/27/17	05/12/17
l	149 SH BRIGHTHOUSE FINL INCORPORATED (BHF)	P	08/22/16	08/14/17
m	150 SH AMGEN INCORPORATED (AMGN)	P	05/06/16	03/17/17
n	150 SH GILEAD SCIENCES INCORPORATED (GILD)	P	08/22/16	01/09/17
o	1500 SH MOSAIC COMPANY NEW (MOS)	P	11/09/16	05/12/17

	(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	57.		45.	12.
b	22,988.		14,235.	8,753.
c	13,203.		10,138.	3,065.
d	50,115.		55,896.	<5,781.>
e	66,526.		77,414.	<10,888.>
f	46,830.		39,361.	7,469.
g	68,759.		52,628.	16,131.
h	13,232.		9,299.	3,933.
i	10,000.		10,419.	<419.>
j	29,772.		17,082.	12,690.
k	21,649.		25,715.	<4,066.>
l	8,555.		6,863.	1,692.
m	25,169.		22,967.	2,202.
n	11,352.		12,151.	<799.>
o	34,268.		40,280.	<6,012.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				12.
b				8,753.
c				3,065.
d				<5,781.>
e				<10,888.>
f				7,469.
g				16,131.
h				3,933.
i				<419.>
j				12,690.
k				<4,066.>
l				1,692.
m				2,202.
n				<799.>
o				<6,012.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

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

723591
04-01-17

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	1650 SH METLIFE INCORPORATED (MET)	P	08/22/16	09/22/17
b	200 SH DISNEY WALT COMPANY COM DISNEY (DIS)	P	08/22/16	11/09/17
c	2000 SH VERESEN INCORPORATED (CANADA) (FCGYFOLDD)	P	11/07/16	04/10/17
d	2000 SH VERESEN INCORPORATED (CANADA) (FCGYFOLDD)	P	11/09/16	05/01/17
e	250 SH TIME WARNER INCORPORATED COM NEW (TWX)	P	02/18/16	01/09/17
f	2500 SH VERESEN INCORPORATED (CANADA) (FCGYFOLDD)	P	12/07/16	05/01/17
g	260 SH TIME WARNER INCORPORATED COM NEW (TWX)	P	02/18/16	01/05/17
h	270 SH VULCAN MATLS COMPANY (VMC)	D	12/15/95	12/01/17
i	300 SH CVS HEALTH CORPORATION (CVS)	P	05/15/17	11/06/17
j	300 SH DISNEY WALT COMPANY COM DISNEY (DIS)	P	05/06/16	11/09/17
k	300 SH TIME WARNER INCORPORATED COM NEW (TWX)	P	06/30/17	09/07/17
l	300 SH WALMART INCORPORATED (WMT)	P	06/30/15	04/10/17
m	350 SH ISHARES TR US AER DEF ETF (ITA)	D	12/07/11	07/06/17
n	350 SH ISHARES TR US AER DEF ETF (ITA)	D	12/07/11	10/25/17
o	400 SH ORBITAL ATK INCORPORATED (OA)	P	08/10/16	12/21/17

	(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	82,976.		59,755.	23,221.
b	20,601.		19,215.	1,386.
c	22,925.		18,598.	4,327.
d	26,464.		18,800.	7,664.
e	23,492.		16,215.	7,277.
f	33,080.		23,860.	9,220.
g	24,680.		16,864.	7,816.
h	33,221.		1,739.	31,482.
i	19,958.		24,305.	<4,347.>
j	30,902.		31,732.	<830.>
k	30,144.		30,092.	52.
l	21,868.		21,331.	537.
m	55,624.		21,341.	34,283.
n	63,457.		21,341.	42,116.
o	52,812.		27,678.	25,134.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				23,221.
b				1,386.
c				4,327.
d				7,664.
e				7,277.
f				9,220.
g				7,816.
h				31,482.
i				<4,347.>
j				<830.>
k				52.
l				537.
m				34,283.
n				42,116.
o				25,134.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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04-01-17

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	500 SH GILEAD SCIENCES INCORPORATED (GILD)	P	06/24/16	01/09/17
b	500 SH GILEAD SCIENCES INCORPORATED (GILD)	P	08/22/16	04/10/17
c	500 SH INTEL CORPORATION (INTC)	P	07/22/15	09/22/17
d	500 SH NIKE INCORPORATED CLASS B (NKE)	P	09/28/16	10/23/17
e	500 SH NXP SEMICONDUCTORS N V (NETHERLANDS) (NXPI	P	07/11/16	10/25/17
f	500 SH POWERSHARES QQQ TRUST UNIT SERIES 1 (QQQ)	P	12/16/13	10/25/17
g	500 SH UNILEVER PLC SPON ADR NEW (UNITED KINGDOM)	P	10/24/14	09/22/17
h	50000 SH ATHENS-CLARKE CNTY GA UNI GOVT WTR & SEW	P	05/07/15	01/03/17
i	50000 SH ROME GA RECREATIONAL FACS AUTH REV, REV	P	07/14/15	08/01/17
j	600 SH VENTAS INCORPORATED REIT (VTR)	P	09/11/15	04/21/17
k	700 SH EXELON CORPORATION (EXC)	P	02/17/15	01/09/17
l	700 SH WALMART INCORPORATED (WMT)	P	09/11/15	04/10/17
m	750 SH D R HORTON INCORPORATED (DHI)	P	11/09/16	07/12/17
n	750 SH KONINKLIJKE PHILIPS N V NY REG SH NEW (NET	P	01/27/17	11/09/17
o	750 SH NIKE INCORPORATED CLASS B (NKE)	P	09/28/16	06/30/17

	(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	37,840.		40,355.	<2,515.>
b	33,269.		40,504.	<7,235.>
c	18,504.		14,328.	4,176.
d	26,870.		26,556.	314.
e	58,098.		39,973.	18,125.
f	73,444.		42,760.	30,684.
g	28,815.		19,595.	9,220.
h	50,000.		50,000.	0.
i	50,000.		50,000.	0.
j	39,533.		31,577.	7,956.
k	24,727.		23,487.	1,240.
l	51,025.		45,224.	5,801.
m	27,481.		20,643.	6,838.
n	29,845.		22,331.	7,514.
o	43,058.		39,834.	3,224.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<2,515.>
b				<7,235.>
c				4,176.
d				314.
e				18,125.
f				30,684.
g				9,220.
h				0.
i				0.
j				7,956.
k				1,240.
l				5,801.
m				6,838.
n				7,514.
o				3,224.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } | 2 |

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

723591
04-01-17

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	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	01/05/17
b	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	02/03/17
c	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	03/06/17
d	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	04/07/17
e	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	05/04/17
f	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	06/06/17
g	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	07/10/17
h	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	08/07/17
i	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	09/07/17
j	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	10/05/17
k	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	11/06/17
l	78463V107 SPDR GOLD TR GOLD SHS	P	VARIOUS	12/05/17
m	86 SH VULCAN MATLS COMPANY (VMC)	D	12/15/95	01/27/17
n	94 SH VULCAN MATLS COMPANY (VMC)	D	12/15/95	01/27/17
o	CAPITAL GAINS DIVIDENDS			

	(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	46.			46.
b	46.			46.
c	43.			43.
d	48.			48.
e	47.			47.
f	48.			48.
g	49.			49.
h	50.			50.
i	47.			47.
j	61.			61.
k	63.			63.
l	60.			60.
m	11,575.		554.	11,021.
n	12,651.		605.	12,046.
o	2,800.			2,800.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				46.
b				46.
c				43.
d				48.
e				47.
f				48.
g				49.
h				50.
i				47.
j				61.
k				63.
l				60.
m				11,021.
n				12,046.
o				2,800.

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	329,137.
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

723591
04-01-17

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
COMPASSION INTERNATIONAL DISASTER RELIEF 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80921-3668	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
COMPASSION INTERNATIONAL MALARIA INTERVENTION 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80921-3668	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	65,000.
DOMINION SCHOOL 4607 BURNT HICKORY ROAD MARIETTA, GA 30064	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
EKISA MINISTIRES P.O. BOX 681244 FRANKLIN, TN 37068	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
INTERNATIONAL JUSTICE MISSION PO BOX 96961 WASHINGTON, DC 20090-6961	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
LIGONIER MINISTRIES 421 LIGONIER COURT SANFORD, FL 32771	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	5,000.
MIDWAY COVENANT CHRISTIAN SCHOOL 4635 DALLAS HIGHWAY POWDER SPRINGS, GA 30127	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
MIDWAY PRESBYTERIAN CHURCH 4635 DALLAS HIGHWAY POWDER SPRINGS, GA 30127	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	83,000.
THE NAVIGATORS PO BOX 6000 COLORADO SPRINGS, CO 80934	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
ORPHAN AID LIBERIA PO BOX 2434 CARTERSVILLE, GA 30120	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	65,000.
Total from continuation sheets				335,000.

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
PRISON FELLOWSHIP INTERNATIONAL PO BOX 17434 WASHINGTON, DC 20041	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
SAFE HARBOR CHILDREN'S CENTER 1526 NORWICH STREET BRUNSWICK, GA 31520	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
SALVATION ARMY 1000 CENTER PLACE NORCROSS, GA 30093	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
SAMARITAN'S PURSE PO BOX 3000 BOONE, NC 28607	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
VILLAGE SCHOOLS INTERNATIONAL 13900 HUMBLE ROAD TOMBALL, TX 77375	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	10,000.
YOUNG LIFE PO BOX 70065 PRESCOTT, AZ 86304-7065	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	5,000.
YOUTH IN MISSION 1021 DERBY RUN MARIETTA, GA 30064	N/A	PUBLIC SUPPORT CHARITY	GENERAL SUPPORT	2,000.
Total from continuation sheets				

723631
04-01-17

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
0.985 SH BRIGHTHOUSE FINL INCORPORATED (BHF)	PURCHASED	08/22/16	08/11/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57.	45.	0.	0.	12.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SH ISHARES TR CORE S&P500 ETF (IVV)	PURCHASED	11/05/12	01/27/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,988.	14,235.	0.	0.	8,753.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 SH ORBITAL ATK INCORPORATED (OA)	PURCHASED	05/30/17	12/21/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,203.	10,138.	0.	0.	3,065.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SH CONOCOPHILLIPS (COP)	PURCHASED	07/22/15	04/10/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,115.	55,896.	0.	0.	<5,781.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SH CVS HEALTH CORPORATION (CVS)	PURCHASED	04/10/17	11/06/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66,526.	77,414.	0.	0.	<10,888.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SH HALYARD HEALTH INCORPORATED (HYH)	PURCHASED	07/12/17	11/27/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46,830.	39,361.	0.	0.	7,469.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SH VENTAS INCORPORATED REIT (VTR)	PURCHASED	09/11/15	06/14/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
68,759.	52,628.	0.	0.	16,131.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SH VERESEN INCORPORATED (CANADA) (FCGYFOLDD)	PURCHASED	11/07/16	05/01/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,232.	9,299.	0.	0.	3,933.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10000 SH SOUTH CAROLINA JOBS-ECONOMIC DEV AUTH STUDENT HSG REV, STUDENT HSG	PURCHASED	12/11/14	04/03/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000.	10,419.	0.	0.	<419.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
120 SH ISHARES TR CORE S&P500 ETF (IVV)	PURCHASED	11/05/12	09/07/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,772.	17,082.	0.	0.	12,690.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125 SH ACUITY BRANDS INCORPORATED (AYI)	PURCHASED	01/27/17	05/12/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,649.	25,716.	0.	0.	<4,067.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
149 SH BRIGHTHOUSE FINL INCORPORATED (BHF)	PURCHASED	08/22/16	08/14/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,555.	6,863.	0.	0.	1,692.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SH AMGEN INCORPORATED (AMGN)	PURCHASED	05/06/16	03/17/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,169.	22,968.	0.	0.	2,201.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SH GILEAD SCIENCES INCORPORATED (GILD)	PURCHASED	08/22/16	01/09/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,352.	12,151.	0.	0.	<799.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 SH MOSAIC COMPANY NEW (MOS)	PURCHASED	11/09/16	05/12/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,268.	40,280.	0.	0.	<6,012.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1650 SH METLIFE INCORPORATED (MET)	PURCHASED	08/22/16	09/22/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
82,976.	59,755.	0.	0.	23,221.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
200 SH DISNEY WALT COMPANY COM DISNEY (DIS)	PURCHASED	08/22/16	11/09/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,601.	19,215.	0.	0.	1,386.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SH VERESEN INCORPORATED (CANADA) (FCGYFOLDD)	PURCHASED	11/07/16	04/10/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,925.	18,598.	0.	0.	4,327.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SH VERESEN INCORPORATED (CANADA) (FCGYFOLDD)	PURCHASED	11/09/16	05/01/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,464.	18,800.	0.	0.	7,664.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SH TIME WARNER INCORPORATED COM NEW (TWX)	PURCHASED	02/18/16	01/09/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,492.	16,215.	0.	0.	7,277.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2500 SH VERESEN INCORPORATED (CANADA) (FCGYFOLDD)	PURCHASED	12/07/16	05/01/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,080.	23,860.	0.	0.	9,220.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
260 SH TIME WARNER INCORPORATED COM NEW (TWX)	PURCHASED	02/18/16	01/05/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,680.	16,864.	0.	0.	7,816.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
270 SH VULCAN MATLS COMPANY (VMC)	DONATED	12/15/95	12/01/17

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,221.	26,678.	0.	0.	6,543.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SH CVS HEALTH CORPORATION (CVS)	PURCHASED	05/15/17	11/06/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,958.	24,305.	0.	0.	<4,347.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SH DISNEY WALT COMPANY COM DISNEY (DIS)	PURCHASED	05/06/16	11/09/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,902.	31,732.	0.	0.	<830.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SH TIME WARNER INCORPORATED COM NEW (TWX)	PURCHASED	06/30/17	09/07/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,144.	30,092.	0.	0.	52.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 SH WALMART INCORPORATED (WMT)	PURCHASED	06/30/15	04/10/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,868.	21,331.	0.	0.	537.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
350 SH ISHARES TR US AER DEF ETF (ITA)	DONATED	12/07/11	07/06/17

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
55,624.	38,409.	0.	0.	17,215.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
350 SH ISHARES TR US AER DEF ETF (ITA)	DONATED	12/07/11	10/25/17

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
63,457.	38,409.	0.	0.	25,048.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
400 SH ORBITAL ATK INCORPORATED (OA)	PURCHASED	08/10/16	12/21/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,812.	27,678.	0.	0.	25,134.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SH GILEAD SCIENCES INCORPORATED (GILD)	PURCHASED	06/24/16	01/09/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37,840.	40,355.	0.	0.	<2,515.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SH GILEAD SCIENCES INCORPORATED (GILD)	PURCHASED	08/22/16	04/10/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,269.	40,504.	0.	0.	<7,235.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SH INTEL CORPORATION (INTC)	PURCHASED	07/22/15	09/22/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,504.	14,328.	0.	0.	4,176.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SH NIKE INCORPORATED CLASS B (NKE)	PURCHASED	09/28/16	10/23/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,870.	26,556.	0.	0.	314.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SH NXP SEMICONDUCTORS N V (NETHERLANDS) (NXPI)	PURCHASED	07/11/16	10/25/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58,098.	39,973.	0.	0.	18,125.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SH POWERSHARES QQQ TRUST UNIT SERIES 1 (QQQ)	PURCHASED	12/16/13	10/25/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,444.	42,760.	0.	0.	30,684.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SH UNILEVER PLC SPON ADR NEW (UNITED KINGDOM) (UL)	PURCHASED	10/24/14	09/22/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,815.	19,595.	0.	0.	9,220.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 SH ATHENS-CLARKE CNTY GA UNI GOVT WTR & SEW REV, REV BDS, SER 2015 5.0	PURCHASED	05/07/15	01/03/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 SH ROME GA RECREATIONAL FACS AUTH REV, REV BDS, BERRY COLLEGE INC, ROM	PURCHASED	07/14/15	08/01/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
600 SH VENTAS INCORPORATED REIT (VTR)	PURCHASED	09/11/15	04/21/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39,533.	31,577.	0.	0.	7,956.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
700 SH EXELON CORPORATION (EXC)	PURCHASED	02/17/15	01/09/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,727.	23,487.	0.	0.	1,240.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
700 SH WALMART INCORPORATED (WMT)	PURCHASED	09/11/15	04/10/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,025.	45,224.	0.	0.	5,801.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
750 SH D R HORTON INCORPORATED (DHI)	PURCHASED	11/09/16	07/12/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,481.	20,643.	0.	0.	6,838.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
750 SH KONINKLIJKE PHILIPS N V NY REG SH NEW (NETHERLANDS) (PHG)	PURCHASED	01/27/17	11/09/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,845.	22,331.	0.	0.	7,514.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
750 SH NIKE INCORPORATED CLASS B (NKE)	PURCHASED	09/28/16	06/30/17

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,058.	39,834.	0.	0.	3,224.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	01/05/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46.	0.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	02/03/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46.	0.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	03/06/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43.	0.	0.	0.	43.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	04/07/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48.	0.	0.	0.	48.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	05/04/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47.	0.	0.	0.	47.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	06/06/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48.	0.	0.	0.	48.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	07/10/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49.	0.	0.	0.	49.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	08/07/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50.	0.	0.	0.	50.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	09/07/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47.	0.	0.	0.	47.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	10/05/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
61.	0.	0.	0.	61.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	11/06/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
63.	0.	0.	0.	63.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
78463V107 SPDR GOLD TR GOLD SHS	PURCHASED	12/05/17	01/01/01

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60.	0.	0.	0.	60.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
86 SH VULCAN MATLS COMPANY (VMC)	DONATED	12/15/95	01/27/17

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,575.	8,497.	0.	0.	3,078.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
94 SH VULCAN MATLS COMPANY (VMC)	DONATED	12/15/95	01/27/17

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,651.	9,288.	0.	0.	3,363.

CAPITAL GAINS DIVIDENDS FROM PART IV	2,800.
TOTAL TO FORM 990-PF, PART I, LINE 6A	253,434.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
RAYMOND JAMES	51,857.	2,294.	
TOTAL TO PART I, LINE 3	51,857.	2,294.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RAYMOND JAMES	163,861.	2,800.	161,061.	149,483.	
TO PART I, LINE 4	163,861.	2,800.	161,061.	149,483.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM BLACKSTONE	540.	540.	
TOTAL TO FORM 990-PF, PART I, LINE 11	540.	540.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING EXPENSE	11,831.	10,208.		0.
TO FORM 990-PF, PG 1, LN 16B	11,831.	10,208.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAX	1,000.	0.		0.
FOREIGN TAX	3,184.	3,184.		0.
TO FORM 990-PF, PG 1, LN 18	4,184.	3,184.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	608.	608.		0.
AMORTIZATION OF MUNI BONDS	20,016.	0.		0.
INVESTMENT ADVISORY FEES	25,101.	21,657.		0.
TO FORM 990-PF, PG 1, LN 23	45,725.	22,265.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
ATHENS GA HSG AU 5.25%31 EDUC FAC		X	27,670.	26,281.
ATHENS-CLARKE CNTY GA UNI GOVT WTR & SEW REV, REV BDS		X	50,000.	50,000.
ATLANTA GA ARPT REV 5%23 TRAN AIR		X	108,273.	113,428.
ATLANTA GA ARPT REV 5%24 TRAN AIR		X	22,161.	21,269.
COBB CNTY GA DEV AUTH STUDENT HSG REV, REF BDS, KENNESAW ST UNIV FOUN		X	50,948.	50,918.
COBB CNTY GA DEV AUTH STUDENT HSG REV, REF BDS, KENNESAW ST UNIV FOUN		X	52,465.	52,510.
COBB CNTY GA DEV AUTH STUDENT HSG REV, REF BDS, KENNESAW ST UNIV FOUN		X	53,772.	53,693.

DALTON GA DEV AUTH REV	X	64,026.	68,362.
GEORGIA ST HSG & FIN AUTH	X	100,001.	99,868.
PRIVATE COLLEGES & UNIVS AUTH GA REV	X	54,843.	55,336.
ROME GA RECREATIONAL FACILITIES AUTH REV, REV BDS, BERRY COLLEGE IN	X	50,806.	50,742.
S FULTON GA MUN W/S 3%18 UTIL	X	120,000.	120,000.
S FULTON GA MUN W/S 4%20 UTIL	X	103,876.	104,111.
S FULTON GA MUN W/S 5%24 UTIL	X	111,742.	116,193.
SO CAROLINA JOBS EDA STDHSGRV COSTAL HSG	X	30,956.	31,291.
TIFT CNTY GA HOSP 5%22 REV KTX	X	22,169.	22,872.
UNION CITY GA 3%19 GO UTX	X	50,970.	50,819.
UNION CITY GA 3%20 GO UTX	X	51,347.	51,288.
UNION CITY GA 3%21 GO UTX	X	51,515.	51,786.
TOTAL U.S. GOVERNMENT OBLIGATIONS			
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS		1,177,540.	1,190,767.
TOTAL TO FORM 990-PF, PART II, LINE 10A		1,177,540.	1,190,767.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS	56,095.	57,070.
ALPHABET INC. CLASS C	140,554.	188,352.
ALTRIA GROUP INCORPORATED	87,517.	92,833.
AMERICAN EXPRESS CO	77,596.	99,310.
AMERICAN INTERNATIONAL GROUP INCORPORATED	48,774.	44,685.
AMGEN INCORPORATED	22,967.	26,085.
ANHEUSER-BUSCH INBEV F ADR 1 ADR REPS 1 OR	96,927.	100,404.
BLACKROCK CREDIT ALLO INCOME TRUST	31,531.	33,300.
BLACKROCK MUN TGT	19,049.	22,340.
BLACKROCK MUNIASSET FD	47,041.	52,395.
BLACKSTONE GROUP L P COM UNIT LTD	50,140.	48,030.
BLACKSTONE MTG TR REIT	82,489.	96,540.
CABOT MICROELECTRON	75,814.	141,120.
CEMEX SAB DE CV SPON ADR NEW	30,635.	30,000.
CISCO SYSTEMS	151,615.	218,310.
CITIGROUP INC	192,674.	260,435.
CITIZENS FINL GROUP INCORPORATED	20,259.	41,980.
COMCAST CORPORATION NEW CLASS A	113,729.	120,150.
COUSINS PPTYS INCORPORATED REIT	27,741.	27,750.
D R HORTON CO	20,643.	38,303.
DIAGEO PLC	160,126.	219,045.
EXELON CORPORATION	20,131.	23,646.
EXXON MOBIL CORP	128,145.	133,824.

GENERAL ELECTRIC COMPANY	105,404.	69,800.
GOLDMAN SACHS 3.75% PFD PFD SER A	30,231.	33,825.
INTEL CORP	44,404.	69,240.
ISHARES CORE S&P 500 ETF	613,925.	834,779.
ISHARES IBOXX INVESTMENT GRADE CORP B	234,813.	243,120.
ISHARES INTL SELECT DIVIDEND	151,350.	138,539.
ISHARES RUSSELL 1000	217,683.	430,976.
ISHARES TR CORE S&P SCP ETF	107,529.	168,982.
ISHARES US AEROSPACE ETF	192,045.	329,194.
JOHNSON & JOHNSON	65,695.	88,024.
JOHNSON CONTROLS INTERNATIONAL PLC SHS	39,656.	38,110.
MARKEL CORP HOLDING COMPANY	41,268.	68,348.
MAXIM INTEGRATED PRODUCTS INCORPORATED	25,809.	26,140.
METLIFE INC 4% PFD	67,749.	74,520.
NESTLE SA F SPONSORED ADR 1 ADR REPS 1 ORD	74,308.	85,993.
NOVARTIS AG F ADR 1 ADR REPS 1 ORD SHS	127,971.	125,940.
NUVEEN MUN VALUE FD INC	117,907.	121,560.
NXP SEMICONDUCTORS F TENDER OFFER EXP: 02/	64,534.	87,818.
OCCIDENTAL PETE CORPORATION DEL	32,194.	36,830.
ORACLE CORPORATION	122,955.	118,200.
PATTERN ENERGY GROUP INCORPORATED CLASS A	26,140.	29,012.
PFIZER INCORPORATED	50,458.	54,330.
PNC FINL SVC 6.125% PFD	27,356.	28,300.
PROCTER AND GAMBLE COMPANY	78,659.	82,692.
PRUDENTIAL FINA 6.39%PFD DUE 04/10/18 SUBJ	26,531.	25,100.
QUALCOMM INCORPORATED	80,155.	96,030.
SKYWORKS SOLUTIONS	40,068.	52,223.
SPDR DOW JONES INSUST AV ETF TRUST	175,390.	296,856.
SPDR GOLD TRUST	201,198.	185,475.
TEMPLETON GLOBAL INCOME	55,198.	58,221.
THE GDL FUND CUM PFD SER B	15,092.	15,087.
TJX COMPANIES INC	90,203.	89,841.
UNILEVER PLC ADR	66,622.	94,078.
UNITED TECHNOLOGIES	34,920.	38,271.
UNITEDHEALTH GROUP INCORPORATED	84,598.	88,184.
VALERO ENERGY CORP	48,826.	78,124.
VANGUARD DIVIDEND APPRECIATION ETF	94,446.	102,030.
VANGUARD FTSE EMERGING MARKETS ETF	138,237.	160,685.
VANGUARD INTERMEDIATE TERM COR ETF	44,952.	43,695.
VENTAS INC REIT	55,093.	60,010.
VERIZON COMMUNICATIONS	172,685.	185,255.
WALT DISNEY CO	40,905.	43,004.
WELLS FARGO BK N A	144,507.	175,943.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,971,861.	7,388,291.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK OF AMERICA CORPORATION	49,931.	48,935.
PEPSICO CAPITAL RESOURCES, INC.	50,144.	49,603.
TOTAL TO FORM 990-PF, PART II, LINE 10C	100,075.	98,538.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LIFE INS - ING	207,085.	207,085.	309,098.
LIFE INS - JOHN HANCOCK	171,460.	171,460.	212,167.
TO FORM 990-PF, PART II, LINE 15	378,545.	378,545.	521,265.

FORM 990-PF PART XV - LINE 1A STATEMENT 12
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ROBERT E. MATTHEWS
DIANNE S. MATTHEWS