

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation AL WILLIAMS JR FAMILY FOUNDATION INC		A Employer identification number 58-1650389	
Number and street (or P O box number if mail is not delivered to street address) 3473 SATELLITE BLVD NO 211		Room/suite	B Telephone number (see instructions) (770) 813-0090
City or town, state or province, country, and ZIP or foreign postal code DULUTH, GA 30096		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 91,934,014		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	93	93		
	4 Dividends and interest from securities	2,274,900	2,274,900		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,144,962			
	b Gross sales price for all assets on line 6a				
		3,816,482			
	7 Capital gain net income (from Part IV, line 2)		2,144,962		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	4,419,955	4,419,955		
	13 Compensation of officers, directors, trustees, etc	280,000	0		280,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,105	0		7,105
	b Accounting fees (attach schedule)	618	0		618
	c Other professional fees (attach schedule)	312,308	275,745		36,563
	17 Interest	1,697	1,697		0
	18 Taxes (attach schedule) (see instructions)	111,490	51,490		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,960	0		3,960
	24 Total operating and administrative expenses. Add lines 13 through 23	717,178	328,932		328,246
	25 Contributions, gifts, grants paid	3,051,320			3,051,320
	26 Total expenses and disbursements. Add lines 24 and 25	3,768,498	328,932		3,379,566
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	651,457			
	b Net investment income (if negative, enter -0-)		4,091,023		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,635,836	2,672,244	2,672,244
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	57,973,866	57,171,598	87,202,398
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	983,214	1,399,645	2,058,158
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	328	1,214	1,214	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	60,593,244	61,244,701	91,934,014	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	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	60,593,244	61,244,701	
30	Total net assets or fund balances (see instructions)	60,593,244	61,244,701		
31	Total liabilities and net assets/fund balances (see instructions) .	60,593,244	61,244,701		

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	60,593,244
2	Enter amount from Part I, line 27a	2	651,457
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	61,244,701
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	61,244,701

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a NORTHERN TRUST	P		
b NORTHERN TRUST	P		
c CLASS ACTIONS	P		
d RIVER VI, LP	P		
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5			5
b 3,598,866		1,671,520	1,927,346
c 2,679			2,679
d 214,932			214,932
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			5
b			1,927,346
c			2,679
d			214,932
e			

2 Capital gain net income or (net capital loss)	2	2,144,962
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	4,292,210	76,980,915	0 055757
2015	3,953,538	78,588,725	0 050307
2014	5,991,441	80,125,317	0 074776
2013	1,673,336	69,917,183	0 023933
2012	1,349,895	61,077,914	0 022101

2 Total of line 1, column (d)	2	0 226874
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 045375
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	84,843,201
5 Multiply line 4 by line 3	5	3,849,760
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	40,910
7 Add lines 5 and 6	7	3,890,670
8 Enter qualifying distributions from Part XII, line 4	8	3,379,566

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	81,820
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	81,820
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	81,820
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	45,749
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	170,749
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	797
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	88,132
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 88,132 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of FRANK M SATO Telephone no (770) 813-0090			

Located at **3473 SATELLITE BLVD SUITE 211 DULUTH GA** ZIP+4 **30096**

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

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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). ☐ Yes ☒ No	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ 	5b		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	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 (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

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

Total number of other employees paid over \$50,000. **0****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	82,387,570
b	Average of monthly cash balances.	1b	2,154,042
c	Fair market value of all other assets (see instructions).	1c	1,593,617
d	Total (add lines 1a, b, and c).	1d	86,135,229
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	86,135,229
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,292,028
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	84,843,201
6	Minimum investment return. Enter 5% of line 5.	6	4,242,160

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	4,242,160
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	81,820
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	81,820
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,160,340
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,160,340
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	4,160,340

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	3,379,566
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	3,379,566
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,379,566

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				4,160,340
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014. 285,096				
d From 2015. 82,426				
e From 2016. 529,050				
f Total of lines 3a through e.	896,572			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,379,566				
a Applied to 2016, 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 2017 distributable amount.				3,379,566
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))	780,774			780,774
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	115,798			
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 instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	115,798			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016. 115,798				
e Excess from 2017.				

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

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

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed FRANK M SATO 3473 SATELLITE BLVD SUITE 211 DULUTH, GA 30096 (770) 813-0090	
b The form in which applications should be submitted and information and materials they should include DESCRIPTIVE LETTER INCLUDING IRS DETERMINATION LETTER OF APPLICANT	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,051,320
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	***** 2018-11-12 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	PAULINE REYNOLDS				P00172434
	Firm's name ▶ HLB GROSS COLLINS PC Firm's address ▶ 3330 CUMBERLAND BOULEVARD 1000 ATLANTA, GA 30339				

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ARTHUR L WILLIAMS JR	CHAIRMAN/TRUSTEE 0 00	0	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ANGELA H WILLIAMS	PRES/TRUSTEE 0 00	0	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
FRANK M SATO	VP/TRUSTEE 2 00	0	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
GLOICE Y CRIM	SECRETARY 15 00	0	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ELIZABETH W BELL	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ARTHUR R WILLIAMS IV	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ALEX L WILLIAMS	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ANDREW L WILLIAMS	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
GEORGIA A GODFREY	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ARTHUR M DEMOSS	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				
ANGELA M BRIZENDINE	DIRECTOR 2 00	40,000	0	0
3473 SATELLITE BLVD 211 DULUTH, GA 30096				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A WORD FROM THE LORDPO BOX 636 MONROE, GA 30655	NONE	PC	CHARITABLE PURPOSES	37,500
AMERICAN POLICY ROUNDTABLE 11288 ALAMEDA DRIVE STRONGVILLE, OH 44149	NONE	PC	CHARITABLE PURPOSES	10,000
ATHENS AREA HOMELESS SHELTER 620 BARBER STREET ATHENS, GA 30601	NONE	PC	CHARITABLE PURPOSES	9,375
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATHENS CHURCH 10 HUNTINGTON ROAD ATHENS, GA 30606	NONE	PC	CHARITABLE PURPOSES	9,375
ATHENS ACADEMYPO BOX 6548 ATHENS, GA 30604	NONE	PC	CHARITABLE PURPOSES	9,375
BOYS & GIRLS CLUB OF ATHENS PO BOX 546 ATHENS, GA 30603	NONE	PC	CHARITABLE PURPOSES	9,375
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BRIDGE THE GAP MINISTRIES PO BOX 1051 SNELLVILLE, GA 30078	NONE	PC	CHARITABLE PURPOSES	7,500
CAMP OZARK FOUNDATION 155 CAMP OZARK DRIVE MT IDA, AR 71957	NONE	PC	CHARITABLE PURPOSES	7,500
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DRIVE 2400 ORLANO, FL 32832	NONE	PC	CHARITABLE PURPOSES	26,250
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ATLANTA MISSIONPO BOX 1807 ATLANTA, GA 30301	NONE	PC	CHARITABLE PURPOSES	18,750
BOYS & GIRLS CLUBS 1140 MONTICELLO ROAD - STE 2A MADISON, GA 30650	NONE	PC	CHARITABLE PURPOSES	18,000
CITY LINE CHURCH320 S CEDAR LANE UPPER DARBY, PA 19082	NONE	PC	CHARITABLE PURPOSES	5,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY BIBLE CHURCH PO BOX 2916 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	48,000
DOWNTOWN MINISTRIES 165 PULASKI STREET ATHENS, GA 30601	NONE	PC	CHARITABLE PURPOSES	18,750
EMORY UNIVERSITY 1440 CLIFTON ROAD SUITE 430 ATLANTA, GA 30322	NONE	PC	CHARITABLE PURPOSES	50,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAITH BAPTIST CHURCH 175 SPRING TIME STREET SPRING HILL, FL 34608	NONE	PC	CHARITABLE PURPOSES	10,000
FELLOWSHIP BIBLE CHURCH 480 WEST CROSSVILLE ROAD ROSWELL, GA 30075	NONE	PC	CHARITABLE PURPOSES	18,750
FELLOWSHIP OF CHRISTIAN ATHLET 200 HICKORY HOLLOW DRIVE LAKE TOXAWAY, NC 28747	NONE	PC	CHARITABLE PURPOSES	10,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIRST BAPTIST CHURCH OF WEST PALM BEACH 1101 S FLAGLER DRIVE WEST PALM BEACH, FL 33416	NONE	PC	CHARITABLE PURPOSES	210,000
FIRST CARE FAMILY RESOURCES PO BOX 15198 WEST PALM BEACH, FL 33416	NONE	PC	CHARITABLE PURPOSES	100,000
FIRST UNITED METHODIST CHURCH 327 N LUMPKIN STREET ATHENS, GA 30601	NONE	PC	CHARITABLE PURPOSES	9,735
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAMILY ENTERPRISE USAPO BOX 27902 WASHINGTON, DC 20038	NONE	PC	CHARITABLE PURPOSES	25,000
GEORGE WALTON ACADEMY ONE BULLDOG DRIVE MONROE, GA 30655	NONE	PC	CHARITABLE PURPOSES	200,610
GEORGIA FCAP O BOX 352 WATKINSVILLE, GA 30677	NONE	PC	CHARITABLE PURPOSES	75,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GOOD NEWS JAIL & PRISON MINIST PO BOX 9760 HENRICO, VA 23228	NONE	PC	CHARITABLE PURPOSES	7,500
GRACE BIBLE CHURCH 304 HERITAGE DR SUITE 2 OXFORD, MS 38655	NONE	PC	CHARITABLE PURPOSES	7,500
GRAYSON FOOTBALL TOUCHDOWN CLUB 50 HOPE HOLLOW ROAD LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	2,500
Total ► 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GRAYSTONE CHURCH 1551 OZORA ROAD LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	12,000
HEBRON CHRISTIAN CHURCH 2461 HEBRON CHURCH ROAD WINDER, GA 30680	NONE	PC	CHARITABLE PURPOSES	18,750
HIGHLANDS CASHIER HOSPITAL FOUNDATION PO BOX 742 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	205,000
Total ► 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HIGHLANDS COMMUNITY CHILD DEVELOPMENT CENTER PO BOX 648 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	50,000
HIGHLANDS HISTORICAL SOCIETY PO BOX 670 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	9,100
HIGHLANDS BOLIVIAN MISSION PO BOX 776 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	15,000
Total ► 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOPE & LIFE BRAZIL INC 3114 MERCER UNIVERSITY DR STE 200 ATLANTA, GA 30341	NONE	PC	CHARITABLE PURPOSES	8,000
HOTSHOTS ATHLETICS YOUTH FOUNDATION 805 WATERWAY PLACE LONGWOOD, FL 32750	NONE	PC	CHARITABLE PURPOSES	5,000
JIAN HUA FOUNDATION 506 AMERICAN DRIVE YARDLEY, PA 19067	NONE	PC	CHARITABLE PURPOSES	28,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HIGHLANDS HURRICANES SWIM TEAM 600 N 4TH STREET HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	34,500
LIFELINE CHILDREN'S SERVICES 2104 ROCKY RIDGE ROAD BIRMINGHAM, AL 35216	NONE	PC	CHARITABLE PURPOSES	9,375
LIFESONG FOR ORPHANSPO BOX 40 GRIDLEY, IL 61744	NONE	PC	CHARITABLE PURPOSES	9,375
Total 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LIGHTHOUSE FAMILY RETREAT 45 TECHNOLOGY PARKWAY SOUTH STE 225 NORCROSS, GA 30092	NONE	PC	CHARITABLE PURPOSES	7,500
MARS HILL BAPTIST CHURCH 2661 MARS HILL ROAD WATKINSVILLE, GA 30677	NONE	PC	CHARITABLE PURPOSES	18,750
MERCY HEALTH CENTERPO BOX 6064 ATHENS, GA 30604	NONE	PC	CHARITABLE PURPOSES	16,250
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MERCY MULTIPLIED PO BOX 111060 NASHVILLE, TN 37222	NONE	PC	CHARITABLE PURPOSES	7,500
MONROE ART GUILD 205 SOUTH BROAD STREET MONROE, GA 30655	NONE	PC	CHARITABLE PURPOSES	18,000
MOUNTAIN MEDIATION SERVICES PO BOX 1802 SYLVA, NC 28779	NONE	PC	CHARITABLE PURPOSES	5,000
Total 				3,051,320
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MR TOM'S HEART 24 WATERFORD COURT ATLANTA, GA 30328	NONE	PC	CHARITABLE PURPOSES	15,000
NEW JERUSALEM FELLOWSHIP CHURCH PO BOX 212 PRINCE GEORGE, VA 23875	NONE	PC	CHARITABLE PURPOSES	30,000
ON STAGE INCPO BOX 125 MONROE, GA 30655	NONE	PC	CHARITABLE PURPOSES	9,500
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OPERATION WALK VIRGINIA 2501 PARKERS LANE STE 200 ALEXANDRIA, VA 22306	NONE	PC	CHARITABLE PURPOSES	10,000
PALM BEACH ATLANTIC UNIVERSITY PO BOX 24708 WEST PALM BEACH, FL 33416	NONE	PC	CHARITABLE PURPOSES	3,000
PREGNANCY RESOURCE CENTER OF GWINNETT PO BOX 685 LAWRENCEVILLE, GA 30046	NONE	PC	CHARITABLE PURPOSES	18,750
Total ► 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PATH PROJECTPO BOX 2301 LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	10,000
PRINCE AVENUE CHRISTIAN SCHOOL 2201 RUTH JACKSON ROAD BOGART, GA 30622	NONE	PC	CHARITABLE PURPOSES	12,000
PRINCE AVENUE BAPTIST CHURCH 2131 RUTH JACKSON ROAD BOGART, GA 30622	NONE	PC	CHARITABLE PURPOSES	15,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRESBYTERIAN CHURCH IN AMERICA 1700 NORTH BROW ROAD SUITE 105 LAWRENCEVILLE, GA 30043	NONE	PC	CHARITABLE PURPOSES	7,500
PROVERBS 31 MINISTRIES 630 TEAM ROAD SUITE 100 MATTHEWS, NC 28105	NONE	PC	CHARITABLE PURPOSES	41,875
REACH OUT MINISTRIESPO BOX 870141 STONE MOUNTAIN, GA 30087	NONE	PC	CHARITABLE PURPOSES	18,750
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SMOKY MOUNTAIN PREGNANCY CARE CENTER 226 EAST PALMER STREET FRANKLIN, NC 28734	NONE	PC	CHARITABLE PURPOSES	100,000
STREET GRACE5995 FINANCIAL DRIVE NORCROSS, GA 30071	NONE	PC	CHARITABLE PURPOSES	7,500
SYMPHONY ORCHESTRA AUGUSTA PO BOX 579 AUGUSTA, GA 30903	NONE	PC	CHARITABLE PURPOSES	18,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BASCOM323 FRANKLIN ROAD HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	100,000
THE GORDON CENTER FOR CHILDREN PO BOX 1959 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	50,000
TEAM EXPANSION MINISTRIES 4112 OLD ROUTT ROAD LOUISVILLE, KY 40299	NONE	PC	CHARITABLE PURPOSES	7,500
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THOMAS ROAD BAPTIST CHURCH ONE MOUNTAIN VIEW ROAD LYNCHBURG, VA 24502	NONE	PC	CHARITABLE PURPOSES	100,000
THE MARTIN-LIPSCOMB PERFORMING 507 CHESTNUT STREET HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	500,000
THE MINISTRY VILLAGE 678 TOM BREWER ROAD LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	5,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TOPUCU FOUNDATION 39056 ARBOR COURT GRAFTON, OH 44044	NONE	PC	CHARITABLE PURPOSES	20,000
TOM ATKINS EVANGELISTICPO BOX 701 LAVONIA, GA 30553	NONE	PC	CHARITABLE PURPOSES	24,000
TOWN OF HIGHLANDSPO BOX 460 HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	212,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TRINTY ANGLICAN 2270 DEFOOR HILLS ROAD NW ATLANTA, GA 30318	NONE	PC	CHARITABLE PURPOSES	7,500
TRUTH BAPTIST CHURCHPO BOX 11812 LYNCHBURG, VA 24506	NONE	PC	CHARITABLE PURPOSES	12,000
UNITING HOPE 4 CHILDREN 1949 GA HIGHWAY 81 SOUTH LOGANVILLE, GA 30052	NONE	PC	CHARITABLE PURPOSES	5,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
URBAN YOUTH IMPACT 2823 NORTH AUSTRALIAN AVE WEST PALM BEACH, FL 33407	NONE	PC	CHARITABLE PURPOSES	25,000
VOICE OF CHRIST MINISTRIES IN PO BOX 691 AUBURN, GA 30011	NONE	PC	CHARITABLE PURPOSES	8,000
WALK THRU THE BIBLE 4201 N PEACHTREE RD ATLANTA, GA 30341	NONE	PC	CHARITABLE PURPOSES	50,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE LITERACY COUNCIL 348 SOUTH 5TH STREET HIGHLANDS, NC 28741	NONE	PC	CHARITABLE PURPOSES	5,000
LYDIA'S PLACE INC 1531 CHOICE JOHNSON ROAD STATHAM, GA 30666	NONE	PC	CHARITABLE PURPOSES	12,000
MADISON MORGAN CULTURAL CENTER 434 S MAIN STREET MADISON, GA 30650	NONE	PC	CHARITABLE PURPOSES	5,000
Total ▶ 3a				3,051,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MISSION HEALTH SYSTEM FOUNDATI 890 HENDERSONVILLE ROAD STE 300 ASHEVILLE, NC 28803	NONE	PC	CHARITABLE PURPOSES	100,000
CHRIST FELLOWSHIP 5343 NORTHLAKE BLVD PALM BEACH GARDENS, FL 33418	NONE	PC	CHARITABLE PURPOSES	48,000
Total ▶ 3a				3,051,320

TY 2017 Accounting Fees Schedule**Name:** AL WILLIAMS JR FAMILY FOUNDATION INC**EIN:** 58-1650389**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	618	0		618

TY 2017 Investments Corporate Stock Schedule

Name: AL WILLIAMS JR FAMILY FOUNDATION INC

EIN: 58-1650389

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NORTHERN TRUST	57,171,598	87,202,398

TY 2017 Investments - Other Schedule**Name:** AL WILLIAMS JR FAMILY FOUNDATION INC**EIN:** 58-1650389**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN RIVER VI PARTNERS	AT COST	974,656	1,637,623
INVESTMENT IN RIVER VII PARTNERS	AT COST	424,989	420,535

TY 2017 Legal Fees Schedule**Name:** AL WILLIAMS JR FAMILY FOUNDATION INC**EIN:** 58-1650389

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	7,105	0		7,105

TY 2017 Other Assets Schedule

Name: AL WILLIAMS JR FAMILY FOUNDATION INC

EIN: 58-1650389

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS	328	1,214	1,214

TY 2017 Other Expenses Schedule**Name:** AL WILLIAMS JR FAMILY FOUNDATION INC**EIN:** 58-1650389**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	140	0		140
OFFICE	30	0		30
INSURANCE	3,790	0		3,790

TY 2017 Other Professional Fees Schedule**Name:** AL WILLIAMS JR FAMILY FOUNDATION INC**EIN:** 58-1650389

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	239,182	239,182		0
MANAGEMENT FEES	73,126	36,563		36,563

TY 2017 Taxes Schedule**Name:** AL WILLIAMS JR FAMILY FOUNDATION INC**EIN:** 58-1650389

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	51,490	51,490		0
FEDERAL TAXES	60,000	0		0