

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

Name of foundation THE RATLIFF CHARITABLE FOUNDATION		A Employer identification number 63-1198327	
Number and street (or P O box number if mail is not delivered to street address) 1900 CRESTWOOD BOULEVARD NO 300		Room/suite	B Telephone number (see instructions) (205) 951-4479
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35210		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) \$ 15,603,393	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 ☐

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)	5,412,184			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,739	7,739		
	4 Dividends and interest from securities	307,074	307,074		
	5a Gross rents	10,920	10,920		
	b Net rental income or (loss) -166,104				
	6a Net gain or (loss) from sale of assets not on line 10	113,076			
	b Gross sales price for all assets on line 6a 1,792,775				
	7 Capital gain net income (from Part IV, line 2)		113,076		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-131,579	0		
	12 Total. Add lines 1 through 11	5,719,414	438,809		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,000	0		2,000
	b Accounting fees (attach schedule)	2,800	1,400		1,400
	c Other professional fees (attach schedule)	193,169	193,169		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,034	7,034		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	177,024	177,024		0
	24 Total operating and administrative expenses. Add lines 13 through 23	382,027	378,627		3,400
	25 Contributions, gifts, grants paid	507,000			507,000
	26 Total expenses and disbursements. Add lines 24 and 25	889,027	378,627		510,400
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,830,387			
	b Net investment income (if negative, enter -0-)		60,182		
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	329,745	555,851	555,851
	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)	5,725,237	8,921,055	9,649,986
	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)	4,264,276	5,672,739	5,397,556
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,319,258	15,149,645	15,603,393	
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	10,319,258	15,149,645	
	30	Total net assets or fund balances (see instructions)	10,319,258	15,149,645	
31	Total liabilities and net assets/fund balances (see instructions) .	10,319,258	15,149,645		

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	10,319,258
2	Enter amount from Part I, line 27a	2	4,830,387
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	15,149,645
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	15,149,645

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	113,076
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	16,240	9,976,420	0 001628
2015	254,982	9,906,390	0 025739
2014	40,000	10,454,040	0 003826
2013	276,450	7,924,229	0 034887
2012	632,821	6,702,035	0 094422
2 Total of line 1, column (d)			2 0 160502
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 032100
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 14,622,196
5 Multiply line 4 by line 3			5 469,372
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 602
7 Add lines 5 and 6			7 469,974
8 Enter qualifying distributions from Part XII, line 4			8 510,400

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	602
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	602
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	602
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	11,848
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	11,848
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	11,246
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 11,246 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) ☐ AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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 ▶ CARL LESSMAN Telephone no ▶ (205) 951-4479			

Located at **▶** 1900 CRESTWOOD BOULEVARD SUITE 300 BIRMINGHAM AL ZIP+4 **▶** 35210

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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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). ☐	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)?	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?		☐ 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?	6b		No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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?	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
WILLIAM T RATLIFF III 1900 CRESTWOOD BOULEVARD SUITE 300 BIRMINGHAM, AL 35210	PRES/TREAS/DIRECTOR 1 00	0	0	0
CARL A LESSMAN 1900 CRESTWOOD BOULEVARD SUITE 300 BIRMINGHAM, AL 35210	DIRECTOR 1 00	0	0	0
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	9,820,759
b	Average of monthly cash balances.	1b	1,604,201
c	Fair market value of all other assets (see instructions).	1c	3,419,909
d	Total (add lines 1a, b, and c).	1d	14,844,869
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	14,844,869
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	222,673
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,622,196
6	Minimum investment return. Enter 5% of line 5.	6	731,110

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	731,110
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	602
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	602
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	730,508
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	730,508
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	730,508

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	510,400
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	510,400
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	602
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	509,798

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				730,508
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			483,328	
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.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>510,400</u>				
a Applied to 2016, but not more than line 2a			483,328	
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.				27,072
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 instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				703,436
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	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 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	507,000
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.		
	*****	2018-09-11	*****
	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
	JEFF W MAZE CPA MA		2018-09-11		P00105015
	Firm's name ▶ SOVEREIGN CPA GROUP LLC				Firm's EIN ▶ 27-2170003
	Firm's address ▶ POST OFFICE BOX 361490 BIRMINGHAM, AL 35236				Phone no (205) 402-4245

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
TD AMERITRADE			2017-12-31
TD AMERITRADE			2017-12-31
HILTON GRAND VACATIONS INC		2016-02-08	2017-01-11
PARK HOTELS & RESORTS INC		2016-02-08	2017-01-19
ANTHEM INC	P	2015-08-20	2017-02-28
FRANKLIN RESOURCES INC	P	2015-09-28	2017-02-10
VIRTUS INV PARTNERS INC	P	2016-08-22	2017-02-27
ASPEN INS HOLDINGS LTD	P	2016-03-29	2017-03-08
ANTHEM INC	P	2015-08-20	2017-03-09
GKN PLC	P	2016-06-15	2017-03-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
323,903		275,475	48,428
480,000		397,599	82,401
7,359		5,347	2,012
14,809		12,752	2,057
5,609		5,097	512
50,757		46,377	4,380
15,496		12,298	3,198
6,542		5,704	838
43,531		37,201	6,330
29,744		25,955	3,789

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			48,428
			82,401
			2,012
			2,057
			512
			4,380
			3,198
			838
			6,330
			3,789

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
EVEREST RE GROUP LTD	P	2014-07-11	2017-03-27
SKYWORKS SOLUTIONS INC	P	2016-08-29	2017-03-07
VIRTUS INV PARTNERS INC	P	2016-08-22	2017-03-01
PARK HOTELS & RESORTS INC	P	2016-02-08	2017-04-13
QORVO INC	P	2016-11-04	2017-04-27
SKYWORKS SOLUTIONS INC	P	2016-08-25	2017-04-27
VIRTUS INV PARTNERS INC	P	2016-08-22	2017-04-20
FOSSIL GROUP	P	2015-02-26	2017-05-31
QORVO INC	P	2016-11-04	2017-05-15
WALT DISNEY CO	P	2014-07-11	2017-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,416		5,243	2,173
38,596		30,326	8,270
13,571		10,794	2,777
1,534		1,142	392
12,984		9,271	3,713
31,244		22,263	8,981
20,476		16,279	4,197
2,040		16,172	-14,132
30,772		21,594	9,178
51,016		44,571	6,445

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,173
			8,270
			2,777
			392
			3,713
			8,981
			4,197
			-14,132
			9,178
			6,445

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
DISCOVERY COMMUNICATIONS	P	2014-11-04	2017-06-07
FOSSIL GROUP	P	2015-02-19	2017-06-26
SELECT COMFORT CORP	P	2016-05-05	2017-06-30
AETNA INC	P	2017-03-07	2017-07-11
ANTHEM INC	P	2015-10-22	2017-07-14
BOEING CO	P	2016-01-19	2017-07-31
DISCOVERY COMMUNICATIONS	P	2014-11-04	2017-07-26
BOEING CO	P	2016-01-19	2017-08-09
SOTHEBY CLASS A	P	2016-06-28	2017-08-01
STATE STREET CORP	P	2015-05-27	2017-08-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
31,211		40,176	-8,965
18,159		118,923	-100,764
8,763		6,033	2,730
20,480		17,496	2,984
35,262		23,693	11,569
27,670		14,322	13,348
40,752		45,613	-4,861
69,528		33,287	36,241
5,348		2,536	2,812
21,436		18,138	3,298

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-8,965
			-100,764
			2,730
			2,984
			11,569
			13,348
			-4,861
			36,241
			2,812
			3,298

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
VIRTUS INV PARTNERS INC	P	2016-04-26	2017-08-29
AETNA INC	P	2017-03-07	2017-09-19
HILTON WORLDWIDE HOLDINGS INC	P	2016-06-14	2017-09-19
PARKER HANNIFIN CORP	P	2014-09-08	2017-09-19
MOODYS CORP	P	2017-03-07	2017-10-31
PARKER HANNIFIN CORP	P	2014-09-18	2017-10-02
VIRTUS INV PARTNERS INC	P	2016-04-26	2017-10-04
ACI WORLDWIDE INC	P	2014-07-11	2017-11-15
CBRE GROUP INC	P	2017-03-07	2017-11-09
INTERACTIVE BROKERS	P		2017-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,701		13,299	6,402
15,616		12,760	2,856
21,381		14,015	7,366
20,874		14,102	6,772
38,874		30,761	8,113
27,794		18,637	9,157
34,185		20,457	13,728
32,246		26,157	6,089
16,400		14,476	1,924
9,054			9,054

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			6,402
			2,856
			7,366
			6,772
			8,113
			9,157
			13,728
			6,089
			1,924
			9,054

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
K-1 PASSTHROUGH GAINS	P		2017-12-31
K-1 PASSTHROUGH GAINS	P		2017-12-31
K-1 PASSTHROUGH GAINS	P		2017-12-31
DUNCAN SECURITIES	P		2017-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,243			2,243
9,290			9,290
99			99
		193,358	-193,358
79,010			79,010

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,243
			9,290
			99
			-193,358
			79,010

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>				
ALAQUEST COLLABORATIVE FOR EDUCATION PO BOX 550241 BIRMINGHAM, AL 35255	NONE	PUBLIC CHARITY	GENERAL SUPPORT	35,000
AIDS ALABAMA INC3521 7TH AVENUE S BIRMINGHAM, AL 35222	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000
A EDUCATION PARTNERSHIP 1 RETAIL DRIVE 3RD FLOOR WEST MONTGOMERY, AL 36110	NONE	PUBLIC CHARITY	GENERAL SUPPORT	45,000
Total ▶ 3a				507,000

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 FOUNDATION OF GREATER BIRMINGHAM 2100 FIRST AVENUE N STE 700 BIRMINGHAM, AL 352034223	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
CONCERNS FOR POLICE SURVIVORS 846 OLD SOUTH 5 CAMDENTON, MO 65020	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
DOMESTIC VIOLENCE LEGAL EMPOWERMENT AND APPEALS PROJECT 2000 G STREET NW WASHINGTON, DC 20052	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000
Total ▶ 3a				507,000

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>				
FUGEES FAMILY INC 757 GARDEN RD STE 205 COLUMBUS, OH 43214	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
FRIENDS OF DEKALB ANIMALS INC 3734 MARKET STREET CLARKSTON, GA 30021	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000
HIGHLANDER RESEARCH & EDUCATION CENTER 1959 HIGHLANDER WAY NEW MARKET, TN 37820	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Total ► 3a				507,000

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>				
INDIANAPOLIS MONUMENTAL MARATHON INC 202 E MARKET STREET INDIANAPOLIS, IN 46204	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
INJURED MARINE SEMPER FI FUND PO BOX 555193 CAMP PENDLETON, CA 920555193	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
NEW AMERICAN PATHWAYS 2300 HENDERSON MILL RD NE STE 100 ATLANTA, GA 30345	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Total ▶ 3a				507,000

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>				
MAGIC MOMENTS INC 2112 11TH AVENUE S STE 219 BIRMINGHAM, AL 35205	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
MARION MEDICAL MISSION 1412 SHAWNEE DRIVE MARION, IL 62959	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
METRO WEST MINISTRIES 6101 DR MARTIN LUTHER KING JR DRIVE FAIRFIELD, AL 35064	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Total ► 3a				507,000

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>				
NEW YORK CARES INC 65 BROADWAY 19TH FLOOR NEW YORK, NY 10006	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
OASIS COUNSELING CENTER 1900 14TH AVENUE SOUTH BIRMINGHAM, AL 35205	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
PILOTS FOR CHRIST107 AIRPORT ROAD MONROEVILLE, AL 36460	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Total ▶ 3a				507,000

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>				
SPRING VALLEY SCHOOL FOUNDATION 2701 SYDNEY DRIVE BIRMINGHAM, AL 35211	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
ST JUDES CHILDRENS RESEARCH HOSPITAL INC 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
TRANS UNITED INC 1741 LANIER PLACE NW APT 33 WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Total ► 3a				507,000

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>				
SOUTHSIDE BAPTIST CHURCH 1016 19TH STREET SOUTH BIRMINGHAM, AL 35205	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
RED MOUNTAIN PARK FUND 2011 FRANKFURT DRIVE BIRMINGHAM, AL 35211	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
REVERSE THE CYCLE OF INCARCERATION PO BOX 90338 EAST POINT, GA 30364	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000
Total ▶ 3a				507,000

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				
UNITED METHODIST CHILDRENS HOME 898 ARKADELPHIA ROAD BIRMINGHAM, AL 35204	NONE	PUBLIC CHARITY	GENERAL SUPPORT	35,000
UNIVERSITY OF TEXAS FOUNDATION PO BOX 7458 AUSTIN, TX 787137458	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
SHARED INTEREST INC 121 W 27TH STREET STE 805 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	150,000
Total ▶ 3a				507,000

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>				
YMCA OF CENTRAL ALABAMA 2101 4TH AVE N BIRMINGHAM, AL 35203	NONE	PUBLIC CHARITY	GENERAL SUPPORT	27,000
Total 				507,000
3a				

TY 2017 Accounting Fees Schedule**Name:** THE RATLIFF CHARITABLE FOUNDATION**EIN:** 63-1198327**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,800	1,400		1,400

TY 2017 Investments Corporate Stock Schedule**Name:** THE RATLIFF CHARITABLE FOUNDATION**EIN:** 63-1198327

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS HELD - TD AMERITRADE	6,000,187	6,301,270
INVESTMENTS HELD - VULCAN VALUE PARTNERS LLC	2,410,329	2,838,177
INVESTMENTS HELD - INTERACTIVE BROKERS	510,539	510,539

TY 2017 Investments - Other Schedule**Name:** THE RATLIFF CHARITABLE FOUNDATION**EIN:** 63-1198327**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN GRAHAM COMMERCIAL PROPERTIES LLC	AT COST	642,784	568,685
INVESTMENT IN INDEPENDENCE PLAZA PARTNERS	AT COST	293,664	293,664
INVESTMENT IN MAXEX LLC	AT COST	107,516	107,516
INVESTMENTS HELD - WELLS FARGO	AT COST	2,206,042	1,977,647
INVESTMENT IN BIRMINGHAM FINANCIAL CENTER LLC	AT COST	221,403	221,403
INVESTMENT IN CONCORD APARTMENTS LLC	AT COST	181,354	181,354
INVESTMENT IN STERLING SELF STORAGE III LP	AT COST	165,596	165,596
INVESTMENT IN STERLING FOREST LLC	AT COST	193,506	193,506
INVESTMENT IN SEER CAPITAL COMMERCIAL REAL ESTATE DEBT FD I	AT COST	251,204	280,150
INVESTMENT IN CRAYHILL PRINCIPAL STRATEGIES	AT COST	174,263	172,628
INVESTMENT IN PARK OASIS AT UNIVERSITY LLC	AT COST	492,430	492,430
INVESTMENT IN ARCH LAKEWOOD ON HENDERSON LP	AT COST	242,977	242,977
INVESTMENT IN CAPE CORAL APARTMENTS	AT COST	500,000	500,000

TY 2017 Legal Fees Schedule**Name:** THE RATLIFF CHARITABLE FOUNDATION**EIN:** 63-1198327

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	2,000	0		2,000

TY 2017 Other Expenses Schedule**Name:** THE RATLIFF CHARITABLE FOUNDATION**EIN:** 63-1198327**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NET RENTAL LOSS	13,522	13,522		0
NET RENTAL LOSS	68,684	68,684		0
NET RENTAL LOSS	57,595	57,595		0
NET RENTAL LOSS	29,680	29,680		0
NET RENTAL LOSS	520	520		0
NET RENTAL LOSS	7,023	7,023		0

TY 2017 Other Income Schedule**Name:** THE RATLIFF CHARITABLE FOUNDATION**EIN:** 63-1198327**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NB PRIVATE DEBT ASP FUND	-19		-19
MAXEX LLC	-142,489		-142,489
FORTRESS SPECIAL OPPORTUNITIES ASP FUND	10,929		10,929

TY 2017 Other Professional Fees Schedule**Name:** THE RATLIFF CHARITABLE FOUNDATION**EIN:** 63-1198327

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	158,479	158,479		0
K-1 PORTFOLIO DEDUCTIONS	34,690	34,690		0

TY 2017 Taxes Schedule**Name:** THE RATLIFF CHARITABLE FOUNDATION**EIN:** 63-1198327

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	6,395	6,395		0
K-1 FOREIGN TAXES	139	139		0
K-1 STATE TAXES	500	500		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2017
	Name of the organization THE RATLIFF CHARITABLE FOUNDATION	Employer identification number 63-1198327

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

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

Name of organization THE RATLIFF CHARITABLE FOUNDATION	Employer identification number 63-1198327
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF WILLIAM T RATLIFF JR	\$ 3,000,000	Person ☒
	1900 CRESTWOOD BOULEVARD SUITE 300		Payroll ☐
	BIRMINGHAM, AL35210		Noncash ☐ (Complete Part II for noncash contributions)
2	ESTATE OF WILLIAM T RATLIFF JR	\$ 100,000	Person ☒
	1900 CRESTWOOD BOULEVARD SUITE 300		Payroll ☐
	BIRMINGHAM, AL35210		Noncash ☐ (Complete Part II for noncash contributions)
3	ESTATE OF WILLIAM T RATLIFF JR	\$ 4,684	Person ☒
	1900 CRESTWOOD BOULEVARD SUITE 300		Payroll ☐
	BIRMINGHAM, AL35210		Noncash ☐ (Complete Part II for noncash contributions)
4	ESTATE OF WILLIAM T RATLIFF JR	\$ 2,000,000	Person ☒
	1900 CRESTWOOD BOULEVARD SUITE 300		Payroll ☐
	BIRMINGHAM, AL35210		Noncash ☐ (Complete Part II for noncash contributions)
5	ESTATE OF WILLIAM T RATLIFF JR	\$ 297,500	Person ☒
	1900 CRESTWOOD BOULEVARD SUITE 300		Payroll ☐
	BIRMINGHAM, AL35210		Noncash ☐ (Complete Part II for noncash contributions)
6	CARL LESSMAN	\$ 10,000	Person ☒
	1900 CRESTWOOD BOULEVARD SUITE 300		Payroll ☐
	BIRMINGHAM, AL35210		Noncash ☐ (Complete Part II for noncash contributions)

63-1198327

Part II

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization THE RATLIFF CHARITABLE FOUNDATION	Employer identification number 63-1198327
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee