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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

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

Name of foundation
LILLIAN C MCGOWIN FOUNDATION
C/O REGIONS TRUST DEPT #1255000054

A Employer identification number
63-6067449

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 1628

Room/suite

B Telephone number (see instructions)
(251) 433-2467

City or town, state or province, country, and ZIP or foreign postal code
MOBILE, AL 36633

C If exemption application is pending, check here

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

D 1. Foreign organizations, check here

D 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)\$ 1,591,759

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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,348	17,348		
	4 Dividends and interest from securities	21,779	20,526		
	5a Gross rents	42	42		
	b Net rental income or (loss) -7,087				
	6a Net gain or (loss) from sale of assets not on line 10	22,979			
	b Gross sales price for all assets on line 6a 524,752				
	7 Capital gain net income (from Part IV, line 2)		22,979		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	62,148	60,895	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,035	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,238	0	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,059	48	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,206	7,081	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	13,538	7,129	0	0
	25 Contributions, gifts, grants paid	79,200			79,200
26 Total expenses and disbursements. Add lines 24 and 25	92,738	7,129	0	79,200	
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-30,590			
	b Net investment income (if negative, enter -0-)		53,766		
c Adjusted net income(if negative, enter -0-)			0		

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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	26,403	16,465	16,465
	2	Savings and temporary cash investments			
	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)	631,591	606,564	796,889
	c	Investments—corporate bonds (attach schedule)	720,405	724,781	729,711
	11	Investments—land, buildings, and equipment basis ▶ _____ 49,917 Less accumulated depreciation (attach schedule) ▶ _____	49,918	49,917	48,500
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	125	125	194
	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)	1,428,442	1,397,852	1,591,759	
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	1,428,442	1,397,852	
	30	Total net assets or fund balances (see instructions)	1,428,442	1,397,852	
31	Total liabilities and net assets/fund balances (see instructions) .	1,428,442	1,397,852		

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	1,428,442
2	Enter amount from Part I, line 27a	2	-30,590
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,397,852
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	1,397,852

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 THRU REGIONS	P		
b THRU REGIONS	P		
c THRU REGIONS	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 107,831		112,479	-4,648
b 412,187		389,294	22,893
c 4,734			4,734
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			-4,648
b			22,893
c			4,734
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	22,979
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	79,138	1,483,564	0 053343
2015	81,099	1,613,937	0 050249
2014	83,228	1,660,915	0 050110
2013	75,400	1,603,895	0 047011
2012	74,639	1,530,984	0 048752

2 Total of line 1, column (d)	2	0 249465
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 049893
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,526,284
5 Multiply line 4 by line 3	5	76,151
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	538
7 Add lines 5 and 6	7	76,689
8 Enter qualifying distributions from Part XII, line 4	8	79,200

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	538
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	538
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	538
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	738
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	738
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	200
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 200 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	Yes
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) ☐		
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 ► REGIONS TRUST DEPARTMENT ANN-MARIE Telephone no ► (251) 438-8077			

Located at **►** 11 N WATER STREET 28TH FLOOR MOBILE AL ZIP+4 **►** 36602

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?			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	☐ Yes ☐ No		
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
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	0
b	Average of monthly cash balances.	1b	1,488,134
c	Fair market value of all other assets (see instructions).	1c	61,393
d	Total (add lines 1a, b, and c).	1d	1,549,527
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	1,549,527
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,243
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,526,284
6	Minimum investment return. Enter 5% of line 5.	6	76,314

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	76,314
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	538
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	538
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	75,776
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	75,776
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	75,776

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	79,200
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	79,200
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	538
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	78,662

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				75,776
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.				192
d From 2015.				1,568
e From 2016.				5,884
f Total of lines 3a through e.	7,644			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 79,200				
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.				75,776
e Remaining amount distributed out of corpus	3,424			
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	11,068			
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	11,068			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				192
c Excess from 2015.				1,568
d Excess from 2016.				5,884
e Excess from 2017.				3,424

Part XIV

- | | |
|----------------|--|
| 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.) |
|----------------|--|

Part XV

- 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
JOE H LITTLE JR
PO BOX 421
MOBILE, AL 36601
(251) 433-2467
N/A |
| b | The form in which applications should be submitted and information and materials they should include
SEE THE ATTACHED APPLICATION |
| c | Any submission deadlines
ON OR BEFORE DECEMBER 1 |
| d | Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
THE FOUNDATION FIVES TO INSTITUTIONS ONLY, NOT TO INDIVIDUALS THE INSTITUTIONS MUST BE QUALIFIED UNDER SEC 501(C)(3) THE CHARITIES ARE USUALLY LOCATED IN OR NEAR MOBILE, ALABAMA OCCASSIONALLY CHARITITES OUTSIDE THE MOBILE AREA RECEIVE DONATIONS |

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	79,200
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments			14	17,348		
4 Dividends and interest from securities.			14	20,526		1,253
5 Net rental income or (loss) from real estate						
a Debt-financed property.			16	-7,087		
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory			18			22,979
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e). . .		0		30,787		24,232
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13			55,019

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

[illegible]

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

		Yes	No
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--	--	--

1a(1)	No
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1a(2)	No
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1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)	No
--------------	-----------

1b(6)		No
--------------	--	-----------

1c		No
-----------	--	-----------

value
ue[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

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

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

**Sign
Here**

2018-05-02

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

JAMES D BUTLER

Preparer's Signature

Date _____

Check if self-employed ☐

PTIN

P00474004

Firm's name ▶	RUSSELL THOMPSON BUTLER & HOUSTON LLP
---------------	---------------------------------------

Firm's EIN ▶ 63-0965059

Firm's address ► PO BOX 70106
MOBILE, AL 36670

Phone no (251) 473-5550

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
REGIONS BANK	TRUSTEE 1 00	2,035	0	0
31 N ROYAL STREET MOBILE, AL 36602				
JOE LITTLE	MEMBER 0 00	0	0	0
PO 421 MOBILE, AL 36601				
LG ADAMS III	MEMBER 0 00	0	0	0
118 MOCKINGBIRD LANE FAIRHOPE, AL 36532				
DOTTIE MOSLEY	MEMBER 0 00	0	0	0
2150 GUNTER AVENUE GUNTERSVILLE, AL 35976				
CAROL ADAMS-DAVIS	MEMBER 0 00	0	0	0
362 MACDONALD AVENUE MOBILE, AL 36604				
STEVE DILL	MEMBER 0 00	0	0	0
11473 DRESDEN DRIVE THEODORE, AL 36582				

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>				
AMERICAN CANCER SOCIETY 917 WESTERN AMERICAN CIRCLE 104 MOBILE, AL 36609	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
AMERICAN RED CROSS POST OFFICE BOX 1764 MOBILE, AL 36633	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
AUTISM AVENUE 164 ST FRANCIS STREET 210 MOBILE, AL 36602	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	500
BARTON ACADEMY SOUTH CEDAR STREET MOBILE, AL 36602	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
BAY AREA FOOD BANK 5248 SOUTH MOBILE STREET THEODORE, AL 36582	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
Total ► 3a				79,200

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>				
BELLINGRATH GARDENS AND HOME 12401 BELLINGRAPH GARDEN ROAD THEODORE, AL 36582	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
BOY SCOUTS OF AMERICA 2587 GOVERNMENT BLVD MOBILE, AL 36606	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
CHILD ADVOCACY CENTER 1351 SPRINGHILL AVE MOBILE, AL 36604	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
CHURCH OF THE EPIPHANY 1530 CODY ROAD S MOBILE, AL 36695	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	12,000
COMMUNITY SERVICES FOR VISIONS REHABILITATION 600 BEL AIR BLVD SUITE 110 MOBILE, AL 36606	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,000
Total ► 3a				79,200

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>				
COMPASSIONATE FRIENDS ENDOWMENT 4536 HALLS MILL ROAD MOBILE, AL 36602	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,000
DAUPHIN ISLAND UNITED METHODIST CHURCH 302 KEY STREET DAUPHIN ISLAND, AL 36528	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
DRUG EDUCATION COUNCIL 3000 TELEVISION AVENUE MOBILE, AL 36606	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,500
DUMAS WESLEY COMMUNITY CENTER 126 MOBILE ST MOBILE, AL 36670	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
EARTH DAY MOBILE BAY FAIRHOPE PIER PARK FAIRHOPE, AL 36532	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,000
Total ► 3a				79,200

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>				
FAIRHOPE FILM FESTIVAL 122 FAIRHOPE AVENUE 3 FAIRHOPE, AL 36532	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
FAMILY PROMISE OF COASTAL ALABAMA 1260 DAUPHIN ST MOBILE, AL 36604	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
GULF COAST EXPLOREUM 65 GOVERNMENT ST MOBILE, AL 36602	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
HISTORY MUSEUM OF MOBILE 111 SOUTH ROYAL STREET MOBILE, AL 36602	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
LONGLEAF PINE ALLIANCE 12130 DIXON CENTER ROAD ANDALUSIA, AL 36420	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	500
Total ▶ 3a				79,200

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>				
MCKEMIE PLACEPO BOX 9082 MOBILE, AL 36691	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	500
MOBILE BAYKEEPER 450C GOVERNMENT ST MOBILE, AL 36602	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,000
MOBILE BOTANICAL GARDENS 5151 MUSEUM DRIVE MOBILE, AL 36608	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
MOBILE MUSEUM OF ART 4850 MUSEUM DRIVE MOBILE, AL 36608	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,000
MOBILE SYMPHONY ORCHESTRA 257 DAUPHIN STREET MOBILE, AL 36602	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
Total ▶ 3a				79,200

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>				
NATURE CONSERVANCY 56 ST JOSEPH ST 1600 MOBILE, AL 36602	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
RICHARDS DAR HOUSE MUSEUM 256 N JOACHIM ST MOBILE, AL 36603	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,000
SALVATION ARMYPO BOX 1025 MOBILE, AL 36633	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
SENIOR BOWL CHARITIES 151 DAUPHIN ST MOBILE, AL 36602	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	700
SEVEN HILLS FIRE DISTRICT 3650 NEWMAN ROAD MOBILE, AL 36695	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,500
Total ▶ 3a				79,200

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>				
ST PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LAN MOBILE, AL 36608	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,000
UNITED METHODIST CHILDREN'S HOME PO BOX 6846 MOBILE, AL 36660	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,500
UNITED METHODIST INNER CITY MISSION 913 S BROAD STREET MOBILE, AL 36603	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,000
UNITED WAYPO DRAWER 89 MOBILE, AL 36601	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	500
VICTORY HEALTH PARTNERS 3750 PROFESSIONAL PARKWAY MOBILE, AL 36609	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,000
Total ► 3a				79,200

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>				
WEEKS BAY FOUNDATION11401 US-98 FAIRHOPE, AL 36532	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	2,000
YMCA MOORER BRANCH 101 NORTH WATER STREET MOBILE, AL 36602	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	1,000
ALABAMA FREE CLINIC 212 COURTHOUSE SQUARE BAY MINETTE, AL 36507	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	500
DAUPHIN WAY UNITED METHODIST CHURCH 1507 DAUPHIN ST MOBILE, AL 36604	NONE	PUBLIC	TO ASSIST ORGANIZATION WITH ITS CHARITABLE PURPOSE	19,500
Total 3a				79,200

TY 2017 Accounting Fees Schedule**Name:** LILLIAN C MCGOWIN FOUNDATION

C/O REGIONS TRUST DEPT #1255000054

EIN: 63-6067449**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,238	0	0	0

TY 2017 Investments Corporate Bonds Schedule

Name: LILLIAN C MCGOWIN FOUNDATION

C/O REGIONS TRUST DEPT #1255000054

EIN: 63-6067449

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS	724,781	729,711

TY 2017 Investments Corporate Stock Schedule**Name:** LILLIAN C MCGOWIN FOUNDATION

C/O REGIONS TRUST DEPT #1255000054

EIN: 63-6067449

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	606,564	796,889

TY 2017 Investments - Other Schedule**Name:** LILLIAN C MCGOWIN FOUNDATION

C/O REGIONS TRUST DEPT #1255000054

EIN: 63-6067449**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MISCELLANEOUS	AT COST	124	124
OIL & GAS	AT COST	1	70

TY 2017 Other Expenses Schedule**Name:** LILLIAN C MCGOWIN FOUNDATION

C/O REGIONS TRUST DEPT #1255000054

EIN: 63-6067449**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER	1,125	0	0	0
INSURANCE	70	70		0
OTHER	2,011	2,011		0
HOUSE DEMOLITION	5,000	5,000		0

TY 2017 Taxes Schedule

Name: LILLIAN C MCGOWIN FOUNDATION
C/O REGIONS TRUST DEPT #1255000054
EIN: 63-6067449

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	339	0	0	0
REAL ESTATE TAXES	672	0	0	0
PROPERTY TAX	48	48		0