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

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation	A Employer identification number
HEARIN - CHANDLER FOUNDATION C/O THOMAS B. VAN ANTWERP, TRUSTEE	63-6075470
Number and street (or P O box number if mail is not delivered to street address) / Room/suite P. O. BOX 450	B Telephone number (251)694-1957
City or town, state or province, country, and ZIP or foreign postal code MOBILE, AL 36601	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: [X] 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) ▶$ 48,260,450. J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH (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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	892,320.	892,320.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,572,857.			
	b Gross sales price for all assets on line 6a 2,803,389.				
	7 Capital gain net income (from Part IV, line 2)		1,572,857.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	28,865.	0.		STATEMENT 2
	12 **Total** Add lines 1 through 11	2,494,042.	2,465,177.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	238,697.	107,414.		107,414.
	14 Other employee salaries and wages	51,000.	20,400.		20,400.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	18,395.	8,697.		8,698.
	c Other professional fees STMT 4	228,706.	228,706.		0.
	17 Interest				
	18 Taxes STMT 5	25,431.	20,107.		5,324.
	19 Depreciation and depletion	3,790.	0.		
	20 Occupancy	23,698.	11,849.		11,849.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	35,150.	17,652.		14,000.
	24 **Total operating and administrative expenses** Add lines 13 through 23	624,867.	414,825.		167,685.
	25 Contributions, gifts, grants paid	1,991,500.			1,991,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,616,367.	414,825.		2,159,185.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<122,325.>			
	b **Net investment income** (if negative, enter -0-)		2,050,352.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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ENVELOPE POSTMARK DATE NOV 15 2018

723501 01-03-18 LHA For Paperwork Reduction Act Notice, see instructions Form **990-PF** (2017)

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	95,760.	191,452.	191,452.
	2 Savings and temporary cash investments	52,556.	170,354.	170,354.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	23,998,357.	24,198,188.	44,305,220.
	c Investments - corporate bonds STMT 8	865,210.	506,430.	513,050.
	11 Investments - land, buildings, and equipment basis ▶ 74,368.			
	Less accumulated depreciation ▶ 73,098.	5,060.	1,270.	1,270.
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	515,812.	342,692.	3,051,135.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	27,969.	27,969.	27,969.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,560,724.	25,438,355.	48,260,450.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	21,505,248.	21,505,248.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,055,476.	3,933,107.	
	30 **Total net assets or fund balances**	25,560,724.	25,438,355.	
	31 **Total liabilities and net assets/fund balances**	25,560,724.	25,438,355.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	25,560,724.
2	Enter amount from Part I, line 27a	2	<122,325.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	25,438,399.
5	Decreases not included in line 2 (itemize) ▶ BOOK TO TAX TIMING DIFFERENCE	5	44.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,438,355.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULES	P		
b	CAPITAL GAIN FROM LP INVESTMENTS	P		
c	1231 GAIN FROM LP INVESTMENTS	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	2,750,118.		1,230,532.	1,519,586.
b	52,271.			52,271.
c	1,000.			1,000.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,519,586.
b				52,271.
c				1,000.
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** 1,572,857.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	2,108,853.	40,199,031.	.052460
2015	2,055,383.	42,471,060.	.048395
2014	1,770,680.	44,594,792.	.039706
2013	1,643,153.	38,748,279.	.042406
2012	1,877,950.	34,161,632.	.054972

2	**Total** of line 1, column (d)	2	.237939
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.047588
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	44,870,455.
5	Multiply line 4 by line 3	5	2,135,295.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,504.
7	Add lines 5 and 6	7	2,155,799.
8	Enter qualifying distributions from Part XII, line 4	8	2,159,185.

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 ▶ [X] and enter 1% of Part I, line 27b			1	20,504.
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	20,504.
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	20,504.
6	Credits/Payments:				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	8,516.		
b	Exempt foreign organizations - tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	16,500.		
d	Backup withholding erroneously withheld	6d	0.		
7	Total credits and payments. Add lines 6a through 6d			7	25,016.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	299.
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	4,213.
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 4,213. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ 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*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ (251)694-1957

Located at ▶ P. O. BOX 450, MOBILE, AL ZIP+4 ▶ 36601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Yes	No
	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):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS B. VAN ANTWERP P. O. BOX 450 MOBILE, AL 36601	TRUSTEE 40.00	238,697.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MITCHELL MCLEOD PUGH & WILLIAMS 2610 DAUPHIN ST, MOBILE, AL 36606	INVESTMENT ADVISORY SERVICES	228,706.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	45,257,679.
b	Average of monthly cash balances			1b	296,082.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	45,553,761.
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	45,553,761.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	683,306.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	44,870,455.
6	**Minimum investment return**. Enter 5% of line 5			6	2,243,523.

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	2,243,523.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	20,504.		
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	20,504.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,223,019.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,223,019.
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	2,223,019.

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	2,159,185.
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	2,159,185.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	20,504.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,138,681.

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

Form **990-PF** (2017)

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				2,223,019.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,842,848.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 2,159,185.				
a Applied to 2016, but not more than line 2a			1,842,848.	
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				316,337.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				1,906,682.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

THOMAS B. VAN ANTWERP, TRUSTEE, 251-694-1957
P.O. BOX 450, MOBILE, AL 36601

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

LETTER FORMAT - 501(C)(3) ORG - PURPOSE OF GRANT - HISTORY OF ORGANIZATION

c Any submission deadlines:

OCTOBER 1 OF EACH YEAR

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

NONE

Part XV Supplementary Information *(continued)*

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALABAMA COASTAL FOUNDATION P.O. BOX 1073 MOBILE, AL 36633		PUBLIC	OPERATING	50,000.
ALABAMA HEAD INJURY FOUNDATION 3100 LORNA RD BIRMINGHAM, AL 35216		PUBLIC	OPERATING	3,000.
ALABAMA HUMANITIES FOUNDATION 1100 IRLAND WAY #202 BIRMINGHAM, AL 35205		PUBLIC	OPERATING	8,500.
ALABAMA KIDNEY FOUNDATION 265 RIVERCHASE PARKWAY EAST BIRMINGHAM, AL 35244		PUBLIC	OPERATING	5,000.
ALABAMA SCHOOL OF MATH AND SCIENCE 1255 DAUPHIN STREET MOBILE, AL 36604		PUBLIC	OPERATING	75,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,991,500.
b Approved for future payment				
ALABAMA COASTAL FOUNDATION P.O. BOX 1073 MOBILE, AL 36633		PUBLIC	OPERATING	50,000.
ALABAMA SCHOOL OF MATH AND SCIENCE 1255 DAUPHIN STREET MOBILE 36604		PUBLIC	OPERATING	450,000.
BARTON ACADEMY PO BOX 571 MOBILE 36601		PUBLIC	CAPITAL	300,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	5,870,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	892,320.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,572,857.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OIL ROYALTIES	211110	3,077.			
b LP INVESTMENT INCOME	211110	24,079.			
c MISCELLANEOUS REVENUE	900099	1,709.			
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		28,865.		2,465,177.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,494,042.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Thomas B. Van Antwerp | 11/15/18 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TIMOTHY B. SMITH		11/14/18		P00420972
Firm's name ▶ SMITH DUKES & BUCKALEW LLP			Firm's EIN ▶ 63-0191630	
Firm's address ▶ 3800 AIRPORT BLVD MOBILE, AL 36608-1667			Phone no. (251)343-1200	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231		PUBLIC	OPERATING	25,000.
BARTON ACADEMY PO BOX 571 MOBILE, AL 36601		PUBLIC	CAPITAL	50,000.
CAHABA FOUNDATION, INC. 719 TREMONT STREET SELMA, AL 36701		PUBLIC	CAPITAL	25,000.
CATHOLIC SOCIAL SERVICES 400 GOVERNMENT ST MOBILE, AL 36602		PUBLIC	CAPITAL	50,000.
CENTRE FOR THE LIVING ARTS 301 CONTI ST MOBILE, AL 36602		PUBLIC	CAPITAL	50,000.
CHRIST CHURCH CATHEDRAL 115 S CONCEPTION ST MOBILE, AL 36602		PUBLIC	CAPITAL	200,000.
DAUPHIN WAY UNITED METHODIST CHURCH 1507 DAUPHIN ST MOBILE, AL 36604		PUBLIC	CAPITAL	10,000.
DISTINGUISHED YOUNG WOMEN 751 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	OPERATING	10,000.
DUMAS WESLEY COMMUNITY CENTER P.O. BOX 7325 MOBILE, AL 36670		PUBLIC	OPERATING	5,000.
FAIRHOPE FILM FESTIVAL 101 N SECTION S SUITE 108 FAIRHOPE, AL 36532		PUBLIC	OPERATING	10,000.
Total from continuation sheets				1,850,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GULF COAST EXPLOREUM SCIENCE CENTER 65 GOVERNMENT ST MOBILE, AL 36602		PUBLIC	CAPITAL	25,000.
HISTORIC RESTORATION SOCIETY INC PO BOX 70047 MOBILE, AL 36607		PUBLIC	OPERATING	100,000.
HOME OF GRACE 394 ALDOCK RD EIGHT MILE, AL 36613		PUBLIC	CAPITAL	25,000.
JACKSON COUNTY CIVIC ACTION COMMITTEE, INC. 5343 JEFFERSON ST MOSS POINT, MS 39563		PUBLIC	OPERATING	15,000.
LA POINTE-KREBS FOUNDATION, INC 4602 FORT ST PASCAGOULA, MS 39567		PUBLIC	OPERATING	25,000.
MCGILL-TOOLEN 1501 OLD SHELL ROAD MOBILE, AL 36604		PUBLIC	CAPITAL	20,000.
MISSISSIPPI MARITIME MUSEUM 339 HOWARD AVENUE BILOXI, MS 39530		PUBLIC	OPERATING	50,000.
MOBILE AREA CHAMBER OF COMMERCE 451 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	CAPITAL	100,000.
MOBILE AREA EDUCATION FOUNDATION 605 BEL AIR BLVD MOBILE, AL 36606		PUBLIC	OPERATING	30,000.
MOBILE BOTANICAL GARDENS 5151 MUSEUM DRIVE MOBILE, AL 36608		PUBLIC	OPERATING	25,000.
Total from continuation sheets				

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04-01-17

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOBILE CARNIVAL ASSOCIATION FLORAL P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING FUND	20,000.
MOBILE CARNIVAL ASSOCIATION/OPERATING P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING	20,000.
MOBILE HISTORIC DEVELOPMENT COMMISSION 205 GOVERNMENT ST MOBILE, AL 36644		PUBLIC	OPERATING	50,000.
MOBILE MEDICAL MUSEUM 1664 SPRINGHILL AVE MOBILE, AL 36604		PUBLIC	OPERATING	10,000.
MOBILE SYMPHONY 257 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	OPERATING FUND	50,000.
MT. VERNON HISTORICAL PRESERVATION SOCIETY P.O. BOX 1082 MOUNT VERNON, AL 36560		PUBLIC	OPERATING	25,000.
NSCDA (NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA) 1630 LATIMER ST PHILADELPHIA, PA 19103		PUBLIC	OPERATING	52,000.
OZANAM CHARITABLE PHARMACY 571 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	OPERATING FUND	5,000.
PROVIDENCE FESTIVAL OF FLOWERS 6801 AIRPORT BOULEVARD MOBILE, AL 36608		PUBLIC	OPERATING	25,000.
PROVIDENCE HOSPITAL FOUNDATION 6801 AIRPORT BOULEVARD MOBILE, AL 36685		PUBLIC	CAPITAL	155,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RECTOR & VISITORS OF THE UNIVERSITY OF VIRGINIA 1001 EMMET ST N CHARLOTTESVILLE, VA 22903		PUBLIC	OPERATING	50,000.
RESTORE MOBILE PO BOX 40037 MOBILE, AL 36640		PUBLIC	OPERATING	5,000.
RILEIGH & RAYLEE ANGEL RIDE FOUNDATION INC P.O. BOX 209 MONTROSE, AL 36559		PUBLIC	OPERATING	3,000.
SALVATION ARMY 1424 NE EXPRESS WAY ATLANTA, GA 30329		PUBLIC	OPERATING	50,000.
SENIOR CITIZENS SERVICES (VIVA) 1717 DAUPHIN STREET MOBILE, AL 36604		PUBLIC	OPERATING	30,000.
SOCIETY OF 1842 P.O. BOX 1566 MOBILE, AL 36633		PUBLIC	OPERATING FUND	30,000.
SOCIETY OF 1868 P.O. BOX 25 MOBILE, AL 36601		PUBLIC	CAPITAL/OPERATING	50,000.
ST. FRANCIS AT THE POINT ANGLICAN CHURCH 17280 SCENIC HIGHWAY 98 POINT CLEAR, AL 36564		PUBLIC	CAPITAL	50,000.
ST. PAUL'S EPISCOPAL CHURCH (EARLY EDUCATION CENTER) 4051 OLD SHELL ROAD MOBILE, AL 36608		PUBLIC	OPERATING	25,000.
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE, AL 36608		PUBLIC	OPERATING FUND	160,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE 1857 FOUNDATION P.O. BOX 628 MOBILE, AL 36601		PUBLIC	OPERATING	25,000.
THE CENTRE 1256 FRANCES ST DAPHNE, AL 36526		PUBLIC	OPERATING	10,000.
THE FUSE PROJECT P.O. BOX 1134 MOBILE, AL 36633		PUBLIC	OPERATING	5,000.
THE VILLAGE OF SPRING HILL 4354-A OLD SHELL ROAD #145 MOBILE, AL 36608		PUBLIC	CAPITAL	20,000.
UMS-WRIGHT PREPARATORY SCHOOL 65 MOBILE ST MOBILE, AL 36607		PUBLIC	OPERATING	50,000.
UNIVERSITY OF SOUTH ALABAMA 5828 OLD SHELL ROAD MOBILE, AL 36608		PUBLIC	CAPITAL	20,000.
USA CHILDREN'S & WOMEN'S HOSPITAL 1700 CENTER ST. MOBIE, AL 36604		PUBLIC	OPERATING	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAHABA FOUNDATION, INC. 719 TREMONT STREET SELMA 36701		PUBLIC	CAPITAL	75,000.
CENTRE FOR THE LIVING ARTS 301 CONTI ST MOBILE, AL 36602		PUBLIC	CAPITAL	25,000.
CHRIST CHURCH CATHEDRAL 115 S CONCEPTION ST MOBILE 36602		PUBLIC	CAPITAL	1,900,000.
DISTINGUISHED YOUNG WOMEN 751 GOVERNMENT STREET MOBILE 36602		PUBLIC	OPERATING	5,000.
HISTORIC RESTORATION SOCIETY INC PO BOX 70047 MOBILE 36607		PUBLIC	OPERATING	300,000.
JACKSON COUNTY CIVIC ACTION COMMITTEE, INC. 5343 JEFFERSON ST MOSS POINT 36563		PUBLIC	OPERATING	15,000.
LA POINTE-KREBS FOUNDATION, INC 4602 FORT ST PASCAGOULA 36567		PUBLIC	OPERATING	25,000.
MCGILL-TOOLEN 1501 OLD SHELL ROAD MOBILE 36604		PUBLIC	CAPITAL	40,000.
MISSISSIPPI MARITIME MUSEUM 339 HOWARD AVENUE BILOXI 36530		PUBLIC	OPERATING	50,000.
MOBILE AREA CHAMBER OF COMMERCE 451 GOVERNMENT STREET MOBILE 36602		PUBLIC	CAPITAL	600,000.
Total from continuation sheets				5,070,000.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOBILE AREA EDUCATION FOUNDATION 605 BEL AIR BLVD MOBILE, AL 36606		PUBLIC	OPERATING	120,000.
MOBILE CARNIVAL ASSOCIATION/OPERATING P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING	300,000.
MOBILE HISTORIC DEVELOPMENT COMMISSION 205 GOVERNMENT ST MOBILE 36644		PUBLIC	OPERATING	150,000.
MOBILE SYMPHONY 257 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	OPERATING	50,000.
MT. VERNON HISTORICAL PRESERVATION SOCIETY P.O. BOX 1082 MOUNT VERNON 36560		PUBLIC	OPERATING	25,000.
NSCDA (NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA) 2715 QUE STREET N.W. WASHINGTON, DC 20007-3071		PUBLIC	OPERATING	150,000.
PROVIDENCE FESTIVAL OF FLOWERS 6801 AIRPORT BOULEVARD MOBILE 36608		PUBLIC	OPERATING	25,000.
PROVIDENCE HOSPITAL 6801 AIRPORT BOULEVARD MOBILE 36685		PUBLIC	CAPITAL	90,000.
SENIOR CITIZENS SERVICES (VIVA) 1717 DAUPHIN STREET MOBILE, AL 36604		PUBLIC	OPERATING	30,000.
SOCIETY OF 1868 P.O. BOX 25 MOBILE 36601		PUBLIC	CAPITAL/OPERATING	250,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. FRANCIS AT THE POINT ANGLICAN CHURCH 17280 SCENIC HIGHWAY 98 POINT CLEAR 36564		PUBLIC	CAPITAL	50,000.
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE 36608		PUBLIC	OPERATING	640,000.
THE 1857 FOUNDATION P.O. BOX 628 MOBILE, AL 36601		PUBLIC	OPERATING	75,000.
THE VILLAGE OF SPRING HILL 4354-A OLD SHELL ROAD #145 MOBILE 36608		PUBLIC	CAPITAL	20,000.
UNIVERSITY OF SOUTH ALABAMA 5828 OLD SHELL ROAD MOBILE 36608		PUBLIC	CAPITAL	60,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CORPORATE BONDS	43,895.	0.	43,895.	43,895.	
LP INVESTMENTS	11,307.	0.	11,307.	11,307.	
SECURITIES	837,118.	0.	837,118.	837,118.	
TO PART I, LINE 4	892,320.	0.	892,320.	892,320.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL ROYALTIES	3,077.	0.	
LP INVESTMENT INCOME	24,079.	0.	
MISCELLANEOUS REVENUE	1,709.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	28,865.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,395.	8,697.		8,698.
TO FORM 990-PF, PG 1, LN 16B	18,395.	8,697.		8,698.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	228,706.	228,706.		0.
TO FORM 990-PF, PG 1, LN 16C	228,706.	228,706.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	12,120.	12,120.		0.
PAYROLL TAXES	13,311.	7,987.		5,324.
TO FORM 990-PF, PG 1, LN 18	25,431.	20,107.		5,324.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	8,363.	4,181.		4,182.
OIL PRODUCTION EXPENSES	3,498.	0.		0.
OFFICE EXPENSES	18,288.	9,144.		9,144.
LP INVESTMENTS EXPENSES	3,656.	3,656.		0.
MISCELLANEOUS EXPENSE	1,345.	671.		674.
TO FORM 990-PF, PG 1, LN 23	35,150.	17,652.		14,000.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SCHEDULE)	24,198,188.	44,305,220.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,198,188.	44,305,220.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SCHEDULE)	506,430.	513,050.
TOTAL TO FORM 990-PF, PART II, LINE 10C	506,430.	513,050.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN LTD PARTNERSHIPS (SCHEDULE)	COST	342,692.	3,051,135.
TOTAL TO FORM 990-PF, PART II, LINE 13		342,692.	3,051,135.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OPERATION INTEREST- OIL WELLS	16,750.	16,750.	16,750.
ART OBJECTS - RALPH CHANDLER BUSTS	11,219.	11,219.	11,219.
TO FORM 990-PF, PART II, LINE 15	27,969.	27,969.	27,969.

HEARIN-CHANDLER FOUNDATION
FORM 990-PF
2017
63-6075470

PAGE 3, PART IV, LINE 1c:

Description of Property Sold	Shares	Gross Sales Proceeds	Cost or Other Basis	Gain (Loss)
ADIENT PLC	250	17,948	11,646	$ 6,302
ADOBE SYSTEMS INC	3,080.00	411,275	92,404	$ 318,871
ADVANSIX INC	280	7,351	1,680	$ 5,671
ANADARKO PETROLEUM CORP	2,300.00	113,260	121,610	$ (8,350)
APPLE INC: AAPL	520.00	79,901	40,075	$ 39,826
ATMOS ENERGY CORP.	2,460.00	215,708	14,008	$ 201,699
CELGENE CORP	380.00	49,820	11,701	$ 38,118
CENTURYLINK INC	0.79	14	14	$ (0)
COMCAST CORP NEW CL A	2,470.00	100,080	20,282	$ 79,797
D X C TECHNOLOGY	0.66	45	36	$ 9
DISCOVER FINANCIAL SERVICES	2,000.00	120,240	132,874	$ (12,634)
ENBRIDGE INC	2,550.00	99,833	77,616	$ 22,217
ENERGY TRANSFER PARTNERS 6.125% (29273RAE9)	160,000	160,000	148,556	$ 11,444
ENTERPRISE PRODUCTS PARTNERS LP	3,960	100,075	2,489	$ 97,585
FREEPORT-MCMORA 6.625% (726505AK6)	200,000	204,416	202,703	$ 1,713
HONEYWELL INTL INC	360.00	49,735	16,232	$ 33,502
LEVEL 3 COMMUNICATIONS INC NEW	2,636.00	69,854	19,517	$ 50,337
MAGELAN MIDSTREAM PARTNERS LP	760	49,707	5,160	$ 44,547
MICRO FOCUS INT	0.57	16	13	$ 3
PRAXAIR INC	1,020.00	149,639	31,255	$ 118,384
SCHLUMBERGER LTD	3,130.00	200,362	182,728	$ 17,634
SOUTHWESTERN ENERGY COMPANY	12,000.00	94,827	16,017	$ 78,810
UNION PACIFIC CORP	1,300.00	139,988	24,187	$ 115,801
WALT DISNEY CO	930.00	99,777	32,307	$ 67,470
WESTERN GAS PARTNERS LP	4,300	199,995	-	$ 199,995
WPX ENERGY	1,256.00	16,252	25,420	$ (9,168)
		2,750,118	1,230,532	1,519,586

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PAGE 2, PART II, LINE (10B):	Number of Shares	Cost	Market Value 12/31/2017
ABBVIE INC	2,000	$ 115,931	$ 193,420
ALLERGAN (ACTAVIS PLC)	2,970	427,680	485,833
ADOBE SYSTEMS INC	6,920	180,179	1,212,661
ALASKA AIR GROUP INC DE	3,000	147,046	220,530
ALBEMARBLE CORPORATION	1,500	102,187	191,835
ALLSTATE CORPORATION	3,000	157,894	314,130
ALPHABET INC CLASS A	630	411,709	663,642
ALPHABET INC CLASS C	200	111,867	209,280
ALTRIA GROUP INC	5,500	248,669	392,755
AMAZON COM INC: AMZN	540	294,424	631,514
AMERICAN INTL GROUP NEW	15,000	529,206	893,700
AMERICAN EXPRESS COMPANY	2,250	199,282	223,448
AMERICAN TOWER CORP	4,250	350,027	606,348
ANADARKO PETROLEUM CORP	4,000	365,123	214,560
ANHEUSER-BUSC INBEV ADRF	2,450	283,902	273,322
ANTHEM INC	2,360	265,783	531,024
APACHE CORP	3,030	135,003	127,927
APPLE INC: AAPL	6,080	566,843	1,028,918
APPLIED MATERIALS INC	18,900	443,745	966,168
ARCHER DANIELS MIDLAND	3,500	170,538	140,280
AT&T INC NEW	6,500	223,514	252,720
ATMOS ENERGY CORP	9,583	54,570	823,084
BANK OF AMERICA CORP	8,900	150,054	262,728
BAXTER INTERNATIONAL INC	2,000	83,068	129,280
BERKSHIRE HATHAWAY B	1,400	203,102	277,508
BOEING CO	3,000	263,388	884,730
BRISTOL MYERS SQUIBB CO	2,000	61,997	122,560
BROADCOM LTD	2,000	303,337	513,800
CA WATER SERVICE GROUP	8,280	30,500	375,498
CATERPILLAR INC	4,000	430,779	630,320
CELANESE CORP SERIES A COM STK	2,355	124,826	252,173
CELGENE CORP	6,370	196,147	664,773
CENTURYLINK INC	3,765	69,896	62,800
CHEVRON CORPORATION	2,430	240,199	304,212
CHUBB CORP	3,370	374,340	492,458
CISCO SYSTEMS INC	12,980	349,578	497,134
CITIGROUP INC NEW	3,000	154,524	223,230
CLOROX COMPANY	5,000	280,820	743,700
CME GROUP INC	5,907	394,107	862,717
COMCAST CORP NEW CL A	21,530	204,326	862,277
CORNING INC	17,700	342,463	566,223
COSTCO WHSL CORP	1,000	143,667	186,120
CROWN CASTLE INTL	2,430	210,297	269,754
CVS CAREMARK CORP: CVS	2,000	149,384	145,000
DELL TECHNOLOGIES	1,109	52,345	90,140
DUKE ENERGY CORP	2,320	199,915	195,135
D X C TECHNOLOGY	1,202	73,864	114,070
EBAY INC	11,800	203,892	445,332
ECOLAB INC	2,888	143,009	387,512
ELI LILLY & CO	8,000	334,817	675,680
ENBRIDGE INC	7,290	221,892	285,112
ENERGEN CORP (ALA GAS CORP)	6,940	10,008	399,536
EXXON MOBIL CORPORATION	9,000	77,638	752,760
FIFTH 3RD BANCORP OHIO	7,500	146,674	227,550
FLUOR CORP NEW	8,250	538,035	426,113
F M C CORP NEW: FMC	700	50,291	66,262
FACEBOOK INC	600	77,607	105,876

	Number of Shares	Cost	Market Value 12/31/2017
FORD MOTOR COMPANY	3,900	68,321	48,711
GENERAL ELECTRIC COMPANY	5,200	80,805	90,740
GENERAL MOTORS CO	2,000	70,745	81,980
GILEAD SCIENCES INC	9,050	189,068	648,342
HEWLETT-PACKARD COMPANY	14,000	169,081	201,040
HP INC	7,000	116,770	147,070
HOME DEPOT INC: HD	3,000	245,479	568,590
HONEYWELL INTL INC	6,640	299,398	1,018,310
INTEL CORP	11,800	389,508	544,688
INTERNATIONAL PAPER CO	2,600	124,517	150,644
INTL BUSINESS MACHINES CORP (IBM)	1,430	167,605	219,391
JOHNSON & JOHNSON	3,000	98,683	419,160
JOHNSON CONTROLS INC: JCI	2,507	114,545	95,542
JPMORGAN CHASE & CO	2,130	214,318	227,782
MEDTRONIC INC	10,360	798,932	836,570
MERCK & CO INC NEW COM	3,750	221,240	211,013
MICRO FOCUS INT	1,922	48,884	64,560
MICROSOFT CORP	7,580	266,505	648,393
MIDDLESEX WATER CO	10,000	110,137	399,100
MORGAN STANLEY: MS	7,950	259,860	417,137
NETFLIX INC	1,400	90,211	268,744
NIKE INC CLASS B	3,900	151,908	243,945
PAYCHEX INC	4,370	168,364	297,510
PAYPAL HOLDINGS	11,800	315,306	868,716
PEPSICO INCORPORATED	4,162	97,947	499,107
POTASH CORP	6,200	99,994	128,030
PRAXAIR INC	3,980	213,016	615,626
PROCTER & GAMBLE CO	5,000	278,225	459,400
QUALCOMM INC	5,800	357,639	371,316
SCHLUMBERGER LTD	6,370	427,257	429,274
SEALED AIR CORP	2,000	101,254	98,600
SHERWIN WILLIAMS CO	1,000	201,427	410,040
SOUTHERN COMPANY	2,830	149,934	136,095
STARBUCKS CORP: SBUX	1,600	61,506	91,888
SYSCO CORPORATION	3,000	113,013	182,190
THERMO FISHER SCIENTIC	1,000	122,788	189,880
TIME WARNER INC NEW	3,000	214,698	274,410
TRAVELERS COMPANIES INC	4,000	404,555	542,560
UNION PACIFIC CORP	8,950	180,915	1,200,195
UNITED RENTALS INC	2,700	234,642	464,157
UNITEDHEALTH GROUP INC	2,850	238,223	628,311
US BANCORP DEL NEW USB	7,500	301,364	401,850
VALERO ENERGY CORP	3,900	248,748	358,449
VANGUARD REIT ETF	5,890	498,917	488,752
VERIZON COMMUNICATIONS	4,944	239,491	261,686
VF CORPORATION	4,000	272,673	296,000
WALT DISNEY CO	7,320	353,890	786,973
WELLS FARGO & CO NEW	12,000	486,285	728,040
YUM BRANDS	8,000	257,881	652,880
YUM CHINA HOLDINGS I	8,000	111,312	320,160
		23,723,684	43,830,716
MERCHANTS & MARINES BANCORP, INC.	11,830	474,504	474,504
TOTAL		24,198,188	44,305,220

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	Number of Shares	Cost	Market Value 12/31/2017
PAGE 2, PART II, LINE (10C):			
ENTERPRISE PRODS OPER 7%	200,000	206,023	196,453
WESTERN GAS PARTNERS 5.375%	300,000	300,407	316,598
		$ 506,430	$ 513,050

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PAGE 2, PART II, LINE (13):	Number of Shares	Cost	Market Value 12/31/2017
Enterprise Products Partners LP	29,640	$ -	$ 785,756
Energy Transfer Partners LP	38,190	41,684	684,365
Magellan Midstream Partners LP	12,190	73,656	864,759
Western Gas Partners LP	6,020	-	289,502
Energy Transfer Equity LP	24,725	227,352	426,754
		$ 342,692	$ 3,051,135