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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service▶ 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.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

ANNIE C. BASS TRUST B
C/O REGIONS BANK MONTGOMERY

A Employer identification number

63-6125834

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

Room/suite

B Telephone number (see instructions)

334-230-6100

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

MONTGOMERY AL 36102-2450

G Check all that apply.

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

C If exemption application is pending, check here

☐

D 1 Foreign organizations, check here

☐

2. Foreign organizations meeting the 85% test, check here and attach computation

☐

E If private foundation status was terminated under section 507(b)(1)(A), check here

☐

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

☐H Check type of organization. ☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$

381,009

(Part I, column (d) must be on cash basis)

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify)**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)

		(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 Schedule B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	8,539	8,539		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,782			
	b Gross sales price for all assets on line 6a	118,314			
	7 Capital gain net income (from Part IV, line 2)		17,782		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) STMT 1	199			
	12 Total. Add lines 1 through 11	26,520	26,321	0	
	13 Compensation of officers, directors, trustees, etc	5,108	1,780		3,328
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,810			1,810
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	103	103		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	7,021	1,883	0	5,138
	25 Contributions, gifts, grants paid	11,418			11,418
	26 Total expenses and disbursements. Add lines 24 and 25	18,439	1,883	0	16,556
	27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements		8,081			
b Net investment income (if negative, enter -0-)			24,438		
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	10,794	6,094	6,094
	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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	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)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 4	342,050	354,981	374,626
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
Liabilities	15 Other assets (describe ▶ SEE STATEMENT 5)	439	289	289
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	353,283	361,364	381,009
	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 ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0	0	
	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	353,283	361,364	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	353,283	361,364	
	31 Total liabilities and net assets/fund balances (see instructions)	353,283	361,364	

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	353,283
2 Enter amount from Part I, line 27a	2	8,081
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	361,364
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	361,364

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(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 WORKSHEET				
b				
c				
d				
e				

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

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

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

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	17,782
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	2,515

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 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	23,612	359,004	0.065771
2015	17,701	378,600	0.046754
2014	18,853	388,234	0.048561
2013	19,120	386,659	0.049449
2012	18,113	376,437	0.048117

2 Total of line 1, column (d)	2	0.258652
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	0.051730
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	369,795
5 Multiply line 4 by line 3	5	19,129
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	244
7 Add lines 5 and 6	7	19,373
8 Enter qualifying distributions from Part XII, line 4 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	8	16,556

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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	489
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	489
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	489
6 Credits/Payments.		
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	70
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	
7 Total credits and payments. Add lines 6a through 6d	7	70
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	419
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the Instructions for the definition. 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (2) On foundation managers. ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$		
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	
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 taxable year beginning in 2017? See 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

N/A

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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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► REGIONS BANK TRUST DEPARTMENT Telephone no. ► 334-230-6100 201 MONROE ST, SUITE 280 Located at ► MONTGOMERY AL ZIP+4 ► 36104		
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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	N/A	
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?	N/A	
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.)	N/A	
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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**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. See instructions.

(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
REGIONS BANK TRUST DEPARTMENT 201 MONROE ST, SUITE 280	MONTGOMERY AL 36104 TRUSTEE 5.00	5,108	0	0

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

(a) Name and address of each employee paid more than \$50,000	(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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(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 ▶**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 THE FOUNDATION HAD NO DIRECT CHARITABLE ACTIVITIES DURING THE TAX YEAR.	
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 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶Form **990-PF** (2017)

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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	363,665
b	Average of monthly cash balances	1b	11,761
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	375,426
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	375,426
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	5,631
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	369,795
6	Minimum investment return. Enter 5% of line 5	6	18,490

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	18,490
2a	Tax on investment income for 2017 from Part VI, line 5	2a	489
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	489
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,001
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,001
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	18,001

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	16,556
b	Program-related investments – total from Part IX-B	1b	
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	16,556
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,556

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.

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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				18,001
2 Undistributed income, if any, as of the end of 2017.				
a Enter amount for 2016 only			9,922	
b Total for prior years: 20____, 20____, 20____				
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				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 16,556				
a Applied to 2016, but not more than line 2a			9,922	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2017 distributable amount				6,634
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				11,367
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
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)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a 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).)

N/A

- 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

N/A**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. See instructions.

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

N/A

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

N/A

- c** Any submission deadlines

N/A

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

N/A

Form 990-PF (2017) **ANNIE C. BASS TRUST B****63-6125834**Page **11****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 PIKE LIBERAL ARTS SCHOOL P.O. BOX 329 TROY AL 36081	NONE	PUBLIC	EDUCATIONAL	11,418
Total			▶ 3a	11,418
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

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						
4 Dividends and interest from securities		14	8,539			
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	17,782			
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a						
b EXCISE TAX REFUND		14	199			
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)		0	26,520		0	
13 Total. Add line 12, columns (b), (d), and (e)				13	26,520	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2017
For calendar year 2017, or tax year beginning , and ending		

Name ANNIE C. BASS TRUST B C/O REGIONS BANK MONTGOMERY	Employer Identification Number 63-6125834
--	---

(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) INVESCO DIVERS DVD	P	05/14/12	02/21/17
(2) INVESCO DIVERS DVD	P	08/20/14	02/21/17
(3) INVESCO DIVERS DVD	P	10/28/14	02/21/17
(4) INVESCO DIVERS DVD	P	09/21/15	02/21/17
(5) INVESCO DIVERS DVD	P	08/22/16	02/21/17
(6) INVESCO DIVERS DVD	P	09/21/16	02/21/17
(7) INVESCO DIVERS DVD	P	12/22/16	02/21/17
(8) ADVISER INVT TR	P	04/11/17	05/22/17
(9) ADVISER INVT TR	P	04/11/17	08/21/17
(10) INVESCO INTL GRWTH	P	08/20/14	02/21/17
(11) INVESCO INTL GRWTH	P	08/20/14	05/22/17
(12) INVESCO INTL GRWTH	P	08/20/14	08/21/17
(13) AMER CENT SM CAP	P	08/20/12	02/21/17
(14) AMER CENT SM CAP	P	11/20/12	02/21/17
(15) AMER CENT SM CAP	P	01/11/13	02/21/17

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 966		618	348
(2) 18,677		16,840	1,837
(3) 4,462		4,028	434
(4) 5,882		5,384	498
(5) 408		395	13
(6) 438		419	19
(7) 4,238		4,139	99
(8) 144		140	4
(9) 412		390	22
(10) 360		400	-40
(11) 521		537	-16
(12) 194		196	-2
(13) 812		726	86
(14) 158		139	19
(15) 537		495	42

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(1)			348
(2)			1,837
(3)			434
(4)			498
(5)			13
(6)			19
(7)			99
(8)			4
(9)			22
(10)			-40
(11)			-16
(12)			-2
(13)			86
(14)			19
(15)			42

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2017
For calendar year 2017, or tax year beginning _____, and ending _____		

Name ANNIE C. BASS TRUST B C/O REGIONS BANK MONTGOMERY	Employer Identification Number 63-6125834
--	---

(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) AMER CENT SM CAP	P	03/25/13	02/21/17
(2) AMER CENT SM CAP	P	02/20/14	02/21/17
(3) AMER CENT SM CAP	P	05/20/14	02/21/17
(4) AMER CENT SM CAP	P	10/28/14	02/21/17
(5) AMER CENT SM CAP	P	08/20/15	02/21/17
(6) AMER CENT SM CAP	P	09/21/15	02/21/17
(7) AMER CENT SM CAP	P	12/22/16	02/21/17
(8) ARTISIAN FUND INC MID CAP	P	08/20/14	02/21/17
(9) ARTISAN MID CAP	P	08/20/14	05/22/17
(10) ARTISAN MID CAP	P	08/20/14	07/10/17
(11) BARON EMERGING MARKETS INS	P	03/29/16	02/21/17
(12) BARON EMERGING MARKETS INS	P	06/24/16	02/21/17
(13) BARON EMERGING MARKETS INS	P	06/24/16	04/11/17
(14) BARON EMERGING MARKETS INS	P	06/24/16	05/22/17
(15) BARON EMERGING MARKETS INS	P	06/24/16	07/10/17

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 2,144		2,121	23
(2) 745		746	-1
(3) 45		45	
(4) 324		326	-2
(5) 172		159	13
(6) 1,366		1,229	137
(7) 815		783	32
(8) 303		376	-73
(9) 289		343	-54
(10) 188		220	-32
(11) 99		86	13
(12) 919		820	99
(13) 322		277	45
(14) 487		399	88
(15) 111		90	21

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(1)			23
(2)			-1
(3)			
(4)			-2
(5)			13
(6)			137
(7)			32
(8)			-73
(9)			-54
(10)			-32
(11)			13
(12)			99
(13)			45
(14)			88
(15)			21

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2017
For calendar year 2017, or tax year beginning _____, and ending _____		

Name ANNIE C. BASS TRUST B C/O REGIONS BANK MONTGOMERY	Employer Identification Number 63-6125834
--	---

(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) BARON EMERGING MARKETS INS	P	06/24/16	08/21/17
(2) DIAMOND HILL LARGE CAP	P	02/21/17	04/11/17
(3) DIAMOND HILL LARGE CAP	P	02/21/17	07/10/17
(4) DIAMOND HILL LARGE CAP	P	02/21/17	12/04/17
(5) FIDELITY INVESTMENT GR BOND	P	05/20/14	08/21/17
(6) FIDELITY INVESTMENT GR BOND	P	05/20/14	12/04/17
(7) JPMORGAN MID CAP VALUE	P	08/20/12	02/21/17
(8) JPMORGAN MID CAP VALUE	P	08/20/12	07/10/17
(9) JPMORGAN MID CAP VALUE	P	08/20/12	12/04/17
(10) LOOMIS SAYLES GROWTH	P	05/20/16	02/21/17
(11) LOOMIS SAYLES GROWTH	P	05/20/16	04/11/17
(12) LOOMIS SAYLES GROWTH	P	05/20/16	05/22/17
(13) LOOMIS SAYLES GROWTH	P	05/20/16	07/10/17
(14) LOOMIS SAYLES GROWTH	P	05/20/16	08/21/17
(15) LOOMIS SAYLES GROWTH	P	05/20/16	12/14/17

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 749		575	174
(2) 1,026		1,043	-17
(3) 589		573	16
(4) 63		57	6
(5) 132		131	1
(6) 3,905		3,895	10
(7) 134		95	39
(8) 180		127	53
(9) 258		170	88
(10) 18,660		16,868	1,792
(11) 1,702		1,517	185
(12) 631		530	101
(13) 540		441	99
(14) 226		180	46
(15) 312		230	82

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) OR Losses (from col. (h))
(1)			174
(2)			-17
(3)			16
(4)			6
(5)			1
(6)			10
(7)			39
(8)			53
(9)			88
(10)			1,792
(11)			185
(12)			101
(13)			99
(14)			46
(15)			82

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2017
For calendar year 2017, or tax year beginning , and ending		

Name ANNIE C. BASS TRUST B C/O REGIONS BANK MONTGOMERY	Employer Identification Number 63-6125834
--	---

(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) MFS CORPORATE BOND	P	03/29/16	12/14/17
(2) MFS CORPORATE BOND	P	08/20/14	02/21/17
(3) MFS CORPORATE BOND	P	08/20/14	04/11/17
(4) MFS CORPORATE BOND	P	08/20/15	04/11/17
(5) MFS CORPORATE BOND	P	09/21/15	04/11/17
(6) MFS CORPORATE BOND	P	02/22/16	04/11/17
(7) MFS CORPORATE BOND	P	08/22/16	04/11/17
(8) MFS CORPORATE BOND	P	11/21/16	04/11/17
(9) MFS CORPORATE BOND	P	12/22/16	04/11/17
(10) MAINGATE MLP	P	09/21/16	07/10/17
(11) MAINGATE MLP	P	12/22/16	07/10/17
(12) MAINGATE MLP	P	02/21/17	07/10/17
(13) MAINGATE MLP	P	04/11/17	07/10/17
(14) MAINGATE MLP	P	05/22/17	07/10/17
(15) PRUDENTIAL QMA SM CAP	P	02/22/16	12/14/17

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 1,250		1,221	29
(2) 248		282	-34
(3) 1,850		2,038	-188
(4) 2,576		2,638	-62
(5) 2,253		2,197	56
(6) 2,370		2,084	286
(7) 222		216	6
(8) 137		127	10
(9) 1,410		1,308	102
(10) 5,658		5,645	13
(11) 516		553	-37
(12) 72		80	-8
(13) 226		245	-19
(14) 354		376	-22
(15) 1,214		1,067	147

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	
(1)			29
(2)			-34
(3)			-188
(4)			-62
(5)			56
(6)			286
(7)			6
(8)			10
(9)			102
(10)			13
(11)			-37
(12)			-8
(13)			-19
(14)			-22
(15)			147

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2017
For calendar year 2017, or tax year beginning _____, and ending _____		

Name ANNIE C. BASS TRUST B C/O REGIONS BANK MONTGOMERY	Employer Identification Number 63-6125834
--	---

(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) TCW CORE FXD	P	07/15/13	08/21/17
(2) TCW CORE FXD	P	07/15/13	12/14/17
(3) TCW CORE FXD	P	10/15/13	12/14/17
(4) PRUDENTIAL QMA SM CAP	P	02/21/17	07/10/17
(5) PRUDENTIAL QMA SM CAP	P	02/21/17	07/10/17
(6) TEMPLETON GLOBAL BOND	P	02/20/13	04/11/17
(7) TEMPLETON GLOBAL BOND	P	02/20/13	07/10/17
(8) TEMPLETON GLOBAL BOND	P	02/20/13	12/14/17
(9) VANGUARD TOT BD MKT	P	06/24/16	08/21/17
(10) VANGUARD TOT BD MKT	P	06/24/16	12/14/17
(11) VANGUARD 500 INDEX-ADM	P	02/21/17	04/11/17
(12) VANGUARD 500 INDEX-ADM	P	02/21/17	05/22/17
(13) VANGUARD 500 INDEX-ADM	P	02/21/17	07/10/17
(14) VANGUARD 500 INDEX-ADM	P	02/21/17	12/14/17
(15) VICTORY RS SM CAP GROW	P	02/20/14	02/21/17

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 38		37	1
(2) 423		419	4
(3) 700		694	6
(4) 208		217	-9
(5) 731		698	33
(6) 61		65	-4
(7) 163		174	-11
(8) 664		717	-53
(9) 72		74	-2
(10) 3,623		3,714	-91
(11) 2,481		2,498	-17
(12) 61		60	1
(13) 480		469	11
(14) 329		294	35
(15) 397		359	38

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(1)			1
(2)			4
(3)			6
(4)			-9
(5)			33
(6)			-4
(7)			-11
(8)			-53
(9)			-2
(10)			-91
(11)			-17
(12)			1
(13)			11
(14)			35
(15)			38

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2017
For calendar year 2017, or tax year beginning , and ending		

Name ANNIE C. BASS TRUST B C/O REGIONS BANK MONTGOMERY	Employer Identification Number 63-6125834
--	---

(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) VICTORY RS SM CAP GROW	P	02/20/14	05/22/17
(2) VICTORY RS SM CAP GROW	P	02/20/14	07/10/17
(3) VICTORY RS SM CAP GROW	P	02/20/14	12/14/17
(4) CAPITAL GAIN DISTRIBUTIONS			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 132		115	17
(2) 355		300	55
(3) 318		253	65
(4) 11,077			11,077
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(1)			17
(2)			55
(3)			65
(4)			11,077
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

06106TPF ANNIE C. BASS TRUST B
63-6125834
FYE: 12/31/2017

Federal Statements

5/10/2018 3:54 PM

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	\$ 199	\$	\$
TOTAL	\$ 199	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 1,810	\$	\$	\$ 1,810
TOTAL	\$ 1,810	\$ 0	\$ 0	\$ 1,810

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 103	\$ 103	\$	\$
TOTAL	\$ 103	\$ 103	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ADVISERS INVT TR JOHCM INTL	\$	\$ 21,976	COST	\$ 23,905
AMERICAN CENTURY S CAP VAL	6,768		COST	
ARTISAN MID CAP FD	8,355	8,613	COST	7,633
BARON EMERGING MARKETS INST	14,039	16,789	COST	21,324
DIAMOND HILL LARGE CAP FUND		16,023	COST	17,173
FIDELITY INVST GRADE BD	67,743	66,949	COST	67,111
INVESCO DIVERSIFIED	31,823		COST	
INVESCO INTERNATIONAL GROWTH FD	10,732	21,257	COST	23,343

06106TPF ANNIE C. BASS TRUST B
63-6125834
FYE: 12/31/2017

Federal Statements

5/10/2018 3:54 PM

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
JP MORGAN MID CAP VALUE FD	\$ 5,975	\$ 6,056	COST	\$ 7,454
MAINGATE MLP FUND	6,402		COST	
MFS CORPORATE BOND I	20,581	20,187	COST	20,679
MFS RESEARCH INTERNAT	10,891		COST	
NATIXIS LOOMIS SAYLES GROWTH	32,961		COST	
NATIXIS LOOMIS SAYLES GROWTH FUND		13,195	COST	17,399
PRUDENTIAL HIGH YIELD FUND CL Z	19,291	19,354	COST	20,638
PRUDENTIAL QMA SMALL-CAP VALUE FUND		7,259	COST	6,711
TCW CORE FIXED INCOME FUND	20,337	20,540	COST	20,664
TEMPLETON GLOBAL BOND FUND	10,317	10,274	COST	10,127
VANGUARD 500 INDEX FUND		31,760	COST	35,813
VANGUARD TOTAL BOND MARKET INDEX ADM	69,116	68,753	COST	67,133
VICTORY RS SMALL CAP GROWTH FUND	6,719	5,996	COST	7,519
TOTAL	\$ 342,050	\$ 354,981		\$ 374,626

Federal Statements**Statement 5 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
INCOME RECEIVABLE	\$ 439	\$ 289	\$ 289
TOTAL	<u>\$ 439</u>	<u>\$ 289</u>	<u>\$ 289</u>