

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	25,997	22,853	22,853
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,887,927	1,413,708	1,413,708
	b	Investments—corporate stock (attach schedule)	52,171,470	51,737,672	51,737,672
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	54,085,394	53,174,233	53,174,233	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	54,085,394	53,174,233	
	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			
	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)	54,085,394	53,174,233		
31	Total liabilities and net assets/fund balances (see instructions) .	54,085,394	53,174,233		

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	54,085,394
2	Enter amount from Part I, line 27a	2	-1,077,294
3	Other increases not included in line 2 (itemize) ▶ _____	3	166,133
4	Add lines 1, 2, and 3	4	53,174,233
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	53,174,233

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a 2,000 SHS AT & T INC COM	P		2017-08-11
b 10,000 SHS CHICAGO BRDG & IRON CO NVNY REGISTRY SH	P		2017-08-11
c BANK OF AMERICA CORP COM	P		2017-12-12
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 762,138		485,176	276,962
b 115,466		114,755	711
c 1,384			1,384
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) F M V as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any	
a			276,962
b			711
c			1,384
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	279,057
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	2,326,630	51,082,249	0 045547
2015	2,419,654	46,794,530	0 051708
2014	2,387,442	50,261,803	0 047500
2013	2,107,431	49,374,641	0 042682
2012	1,936,403	42,376,053	0 045696

2 Total of line 1, column (d)	2	0 233133
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 046627
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	55,036,828
5 Multiply line 4 by line 3	5	2,566,202
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,942
7 Add lines 5 and 6	7	2,581,144
8 Enter qualifying distributions from Part XII, line 4	8	2,527,786

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	29,885
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	29,885
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	29,885
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	27,736
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	27,736
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	74
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,223
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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of CHARLES R TERRY SR Telephone no (205) 870-0400			

Located at **PO BOX 530507 MOUNTAIN BROOK AL** ZIP+4 **35253**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BIRMINGHAM CAPITAL MANAGEMENT COMPANY INC	INVESTMENT SERVICES	310,951
2 PERIMETER PARK SOUTH BIRMINGHAM, AL 35243		

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 HILL CREST FOUNDATION DOES NOT ACTIVELY CONDUCT ITS OWN CHARITABLE ACTIVITIES ITS SOLE FUNCTION IS TO PROVIDE GRANTS TO OTHER CHARITABLE ORGANIZATIONS	0
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	55,802,397
b	Average of monthly cash balances.	1b	72,555
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	55,874,952
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	55,874,952
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	838,124
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	55,036,828
6	Minimum investment return. Enter 5% of line 5.	6	2,751,841

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	2,751,841
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	29,885
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	29,885
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,721,956
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,721,956
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	2,721,956

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	2,527,786
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	2,527,786
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	2,527,786

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,721,956
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			2,452,679	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 2,527,786				
a Applied to 2016, but not more than line 2a			2,452,679	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				75,107
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				2,646,849
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

CHARLES R TERRY SR
PO BOX 530507
MOUNTAIN BROOK, AL 35253
(205) 870-0400

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

APPLICATIONS SHOULD BE IN WRITTEN FORM AND INCLUDE INFORMATION REGARDING THE PURPOSE OF THE APPLICATION AND THE ENTITY MAKING THE APPLICATION

c Any submission deadlines

NONE

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

ALL GRANTS ARE MADE ONLY TO TAX-EXEMPT ORGANIZATIONS MOST BENEFICIARIES HAVE PROGRAMS WITHIN THE STATE OF ALABAMA

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	2,456,320
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	***** 2018-10-15 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	RICHARD J TUCKER		2018-10-15		P00090780
	Firm's name ▶ RSM US LLP				Firm's EIN ▶ 42-0714325
	Firm's address ▶ 216 SUMMIT BOULEVARD STE 300 BIRMINGHAM, AL 35243				Phone no (205) 278-0001

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CHARLES R TERRY SR PO BOX 530507 BIRMINGHAM, AL 35253	CHAIRMAN 20 00	60,000	0	0
ANNE HIGHTOWER 30 COUNTRY CLUB BOULEVARD BIRMINGHAM, AL 35213	TRUSTEE 1 00	0	0	0
WILLIAM W WALKER III 3801 KNOLLWOOD DRIVE BIRMINGHAM, AL 35243	TRUSTEE 1 00	0	0	0
BILL D EDDLEMAN 2700 HIGHWAY 280 SUITE 425 BIRMINGHAM, AL 35223	TRUSTEE 1 00	0	0	0
CHARLES R TERRY JR PO BOX 530507 BIRMINGHAM, AL 35253	TRUSTEE 1 00	0	0	0
DOUGLAS D EDDLEMAN 2700 HIGHWAY 280 SUITE 425 BIRMINGHAM, AL 35223	TRUSTEE 1 00	0	0	0
MARVIN B CLEAGE PO BOX 131396 BIRMINGHAM, AL 35213	TRUSTEE 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALABAMA COUNCIL ON ECONOMIC EDUCATION PO BOX 59288 BIRMINGHAM, AL 35259	NONE	PC	SUPPORT	10,000
ALABAMA SHAKESPEARE FESTIVAL 1 FESTIVAL DRIVE MONTGOMERY, AL 36117	NONE	PC	SUPPORT	15,000
AMERICAN HEART ASSOCIATION 1449 MEDICAL PARK DRIVE SOUTH BIRMINGHAM, AL 35213	NONE	PC	SUPPORT	10,000
Total ► 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AUBURN UNIVERSITY 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	PC	SUPPORT	100,000
BETTER BASICS 1231 2ND AVENUE SOUTH BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	15,000
BIRMINGHAM BOTANICAL SOCIETY INC 2612 LANE PARK ROAD BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	15,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIRMINGHAM MUSEUM OF ART 2000 REVEREND ABRAHAM WOODS JR BLVD BIRMINGHAM, AL 35203	NONE	PC	SUPPORT	25,000
BREAST CANCER RESEARCH FOUNDATION 1802 6TH AVENUE SOUTH STE NP 25 BIRMINGHAM, AL 35294	NONE	PC	SUPPORT	5,000
CAHABA RIVERKEEPER 1515 6TH AVENUE SOUTH BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	5,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMP SMILE-A-MILE 1600 2ND AVENUE SOUTH BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	60,000
CATHOLIC FAMILY SERVICES 1515 12TH AVENUE SOUTH BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	12,000
CHILDREN'S HARBOR INC 1 OUR CHILDRENS WAY ALEXANDER CITY, AL 35010	NONE	PC	SUPPORT	25,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDREN'S HOSPITAL OF ALABAMA 1600 7TH AVENUE SOUTH BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	25,000
COLLAT JEWISH FAMILY SERVICES 3940 MONTCLAIR ROAD SUITE 205 BIRMINGHAM, AL 35213	NONE	PC	SUPPORT	10,000
COMMUNITY GRIEF SUPPORT 1119 OXMOOR ROAD BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	40,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CORNERSTONE SCHOOLS OF ALABAMA PO BOX 320309 BIRMINGHAM, AL 35232	NONE	PC	SUPPORT	25,000
CREATIVE MONTESSORI SCHOOL 2800 MONTESSORI WAY HOMWOOD, AL 35209	NONE	PC	SUPPORT	25,000
FAMILY COUNSELING SERVICE OF TUSCALOOSA COUNTY AL INC 2020 PAUL W BRYANT DRIVE TUSCALOOSA, AL 35401	NONE	PC	SUPPORT	5,000
Total ► 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 59267 BIRMINGHAM, AL 35259	NONE	PC	SUPPORT	15,000
GATEWAY1401 20TH STREET SOUTH BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	20,000
GIRLS INC OF CENTRAL ALABAMA 5201 8TH AVENUE SOUTH BIRMINGHAM, AL 35212	NONE	PC	SUPPORT	10,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
IMPACT ALABAMA 1901 6TH AVENUE NORTH SUITE 2400 BIRMINGHAM, AL 35203	NONE	PC	SUPPORT	10,000
JUNIOR WOMEN'S COMMITTEE OF 100 2905 VIRGINIA ROAD BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	500
KING'S HOMEPO BOX 162 CHELSEA, AL 35043	NONE	PC	SUPPORT	20,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LEADERSHIP BIRMINGHAMPO BOX 2641 BIRMINGHAM, AL 35291	NONE	PC	SUPPORT	5,000
M-POWER MINISTRIES INC 4022 4TH AVENUE SOUTH BIRMINGHAM, AL 35222	NONE	PC	SUPPORT	25,000
MAGIC MOMENTS 2112 11TH AVENUE SOUTH STE 219 BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	9,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MCCOY ADULT DAY CARE 730 8TH AVENUE WEST SUITE 102 BIRMINGHAM, AL 35204	NONE	PC	SUPPORT	5,700
MCWANE SCIENCE CENTER 200 19TH STREET NORTH BIRMINGHAM, AL 35203	NONE	PC	SUPPORT	25,000
OASIS COUNSELING FOR WOMEN AND CHILDREN 1900 14TH AVENUE SOUTH BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	75,000
Total ► 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PASTORAL COUNSELING AND TRAINING CENTER INC 400 OFFICE PARK DRIVE SUITE 130 BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	55,000
PATHWAYS INC 409 RICHARD ARRINGTON JR BLVD NORTH BIRMINGHAM, AL 35203	NONE	PC	SUPPORT	10,000
PRESCHOOL PARTNERS 4447 MONTEVALLO ROAD BIRMINGHAM, AL 35213	NONE	PC	SUPPORT	15,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RAILROAD PARK FOUNDATION 1600 FIRST AVENUE SOUTH BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	50,000
RED MOUNTAIN PARK281 LYON LANE BIRMINGHAM, AL 35211	NONE	PC	SUPPORT	50,000
RED MOUNTAIN THEATRE COMPANY PO BOX 278 BIRMINGHAM, AL 35201	NONE	PC	SUPPORT	5,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RESTORATION ACADEMYPO BOX 30 FAIRFIELD, AL 35064	NONE	PC	SUPPORT	20,000
RONALD MCDONALD HOUSE CHARITIES OF ALABAMA 1700 4TH AVE SOUTH BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	75,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 100 PEACHTREE STREET NW SUITE 2080 ATLANTA, GA 30303	NONE	PC	SUPPORT	6,120
Total 				2,456,320
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STAIR OF BIRMINGHAM 3100 HIGHLAND AVENUE BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	10,000
TRINITY COUNSELING 1025 MONTGOMERY HIGHWAY SUITE 214 BIRMINGHAM, AL 35216	NONE	PC	SUPPORT	20,000
UAB CALLAHAN EYE HOSPITAL 1720 UNIVERSITY BLVD BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	115,000
Total ► 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF ALABAMA AB 1230 1720 2ND AVENUE SOUTH BIRMINGHAM, AL 352940112	NONE	PC	SUPPORT	50,000
UROLOGY HEALTH FOUNDATION 3485 INDEPENDENCE DRIVE HOMWOOD, AL 35209	NONE	PC	SUPPORT	10,000
VESTAVIA HILLS CITY SCHOOLS FOUNDATION PO BOX 660483 VESTAVIA HILLS, AL 35266	NONE	PC	SUPPORT	10,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WOODLAWN FOUNDATION 5529 1ST AVENUE SOUTH BIRMINGHAM, AL 35212	NONE	PC	SUPPORT	25,000
YWCA OF CENTRAL ALABAMA 309 23RD STREET NORTH BIRMINGHAM, AL 35203	NONE	PC	SUPPORT	25,000
UCP OF GREATER BIRMINGHAM 100 OLSO CIRCLE BIRMINGHAM, AL 35211	NONE	PC	SUPPORT	75,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUTHSERVE 2717 7TH AVE SOUTH STE 105 BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	20,000
KID ONE TRANSPORTPO BOX 11864 BIRMINGHAM, AL 35202	NONE	PC	SUPPORT	22,500
REV BIRMINGHAM 505 20TH ST NORTH SUITE 1010 BIRMINGHAM, AL 35203	NONE	PC	SUPPORT	5,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HOLY FAMILY CATHOLIC HIGH SCHOOL 2001 19TH STREET ENSLEY BIRMINGHAM, AL 35218	NONE	PC	SUPPORT	5,000
GROWING KINGSP BOX 291 BIRMINGHAM, AL 35201	NONE	PC	SUPPORT	5,000
BROTHER BRYAN MISSION OF BIRMINGHAM 1616 2ND AVE NORTH PO BOX 11254 BIRMINGHAM, AL 35202	NONE	PC	SUPPORT	5,000
Total 				2,456,320
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMP BRIDGES FOUNDATION 1600 7TH AVE SOUTH ACC 516 BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	30,000
TRIUMPH SERVICES 1025 23RD STREET S BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	15,000
VULCAN PARK AND MUSEUM 1701 VALLEY VIEW DR BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	10,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OZANAM CHARITABLE PHARMACY 109 SOUTH CEDAR STREET MOBILE, AL 36602	NONE	PC	SUPPORT	7,000
ALABAMA SYMPHONY ORCHESTRA 3621 SIXTH AVE SOUTH BIRMINGHAM, AL 35222	NONE	PC	SUPPORT	40,000
MUSCULAR DYSTROPHY ASSOCIATION 700 CENTURY PARK SOUTH SUITE 225 BIRMINGHAM, AL 35226	NONE	PC	SUPPORT	17,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SIGHT SAVERS AMERICA 337 BUSINESS CIRCLE BIRMINGHAM, AL 35124	NONE	PC	SUPPORT	20,000
JUNIOR LEAGUE OF BIRMINGHAM 2212 20TH AVE SOUTH BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	10,000
ALTAMONT SCHOOL 4801 ALTAMONT SCHOOL BIRMINGHAM, AL 35222	NONE	PC	SUPPORT	25,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BIRMINGHAM ZOO2630 CAHABA ROAD BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	75,000
UNIVERSITY OF SOUTH ALABAMA 300 ALUMNI CIRCLE MOBILE, AL 36688	NONE	PC	SUPPORT	20,000
CROHN'S & COLITIS FOUNDATION OF AL PO BOX 59486 BIRMINGHAM, AL 35259	NONE	PC	SUPPORT	15,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
METRO CHANGERS INC 750 MONTCLAIR ROAD BIRMINGHAM, AL 35213	NONE	PC	SUPPORT	20,000
AUTISM2ABILITY14 MIDTOWN PARK E MOBILE, AL 36606	NONE	PC	SUPPORT	10,000
HISPANIC INTEREST COALITION OF AL PO BOX 190299 BIRMINGHAM, AL 35219	NONE	PC	SUPPORT	5,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEDES- CAMP SEALE HARRIS 500 CHASE PARK SOUTH SUITE 104 BIRMINGHAM, AL 35244	NONE	PC	SUPPORT	10,000
EXCEPTIONAL FOUNDATION 1616 OXMOOR ROAD BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	100,000
FOUNDRY MINISTRIESPO BOX 824 BESSEMER, AL 35020	NONE	PC	SUPPORT	25,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
URBAN MINISTRIES 1229 COTTON AVENUE SW BIRMINGHAM, AL 35211	NONE	PC	SUPPORT	10,000
LAKESHORE FOUNDATION 4000 RIDGEWAY DR BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	20,000
GREATER BIRMINGHAM MATHEMATICS PARTNERSHIP 1720 2ND AVE S BIRMINGHAM, AL 352941170	NONE	PC	SUPPORT	10,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GREATER BIRMINGHAM AMBUCS 1929 CANYON RD VESTAVIA HILLS, AL 35216	NONE	PC	SUPPORT	10,000
UAB WOMENSINFANTS CENTER AB 1230 1720 2ND AVENUE SOUTH BIRMINGHAM, AL 352940112	NONE	PC	SUPPORT	25,000
METHODIST HOMESFAIR HAVEN 1520 COOPER HILL ROAD BIRMINGHAM, AL 35210	NONE	PC	SUPPORT	50,000
Total 				2,456,320
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HAND IN PAW617 38TH STREET SOUTH BIRMINGHAM, AL 35222	NONE	PC	SUPPORT	50,000
JIMMIE HALE MISSIONPO BOX 10472 BIRMINGHAM, AL 35202	NONE	PC	SUPPORT	15,000
MAGIC CITY SMOOTH JAZZ PO BOX 611178 BIRMINGHAM, AL 35261	NONE	PC	SUPPORT	1,500
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALS ASSOCIATIONAL CHAPTER 300 CAHABA PARK CIRCLE STE 209 BIRMINGHAM, AL 35242	NONE	PC	SUPPORT	5,000
ALABAMA EAR INSTITUTE 300 OFFICE PARK DR SUITE 210 BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	15,000
YOUTH IN AGING5270 CORNELL DR IRONDALE, AL 35210	NONE	PC	SUPPORT	5,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
METROPOLITAN ARTSVST 1116 26TH STREET SOUTH BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	7,500
JUDSON COLLEGE302 BIBB STREET MARION, AL 36756	NONE	PC	SUPPORT	20,000
BIRMINGHAM HOLOCAUST EDUCATION CENTER 2222 ARLINGTON AVENUE S BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	5,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MITCHELL'S PLACE4778 OVERTON ROAD BIRMINGHAM, AL 35210	NONE	PC	SUPPORT	28,000
SUMATANGA CAMPCONFERENCE CENTER 3616 SUMATANGA ROAD GALLANT, AL 35972	NONE	PC	SUPPORT	45,000
ARTHRITIS FOUNDATION 500 OFFICE PARK DR SUITE 200 BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	5,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SALVATION ARMY 2015 26TH AVENUE NORTH BIRMINGHAM, AL 35234	NONE	PC	SUPPORT	60,000
SOUTHERN RESEARCH 2000 NINTH AVE S BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	50,000
ST MARTIN'S IN THE PINES 4941 MONTWALLO RD BIRMINGHAM, AL 35210	NONE	PC	SUPPORT	10,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AIDB FOUNDATION PO BOX 698 TALLADEGA, AL 35161	NONE	PC	SUPPORT	25,000
ALABAMA HUMANITIES FOUNDATION 1100 IRELAND WAY SUITE 202 BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	5,000
GLENWOOD INC 150 GLENWOOD LN BIRMINGHAM, AL 35242	NONE	PC	SUPPORT	50,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALABAMA BALLET 2726 FIRST AVE SOUTH BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	10,000
ANGEL FLIGHT 2000 AIRPORT ROAD STE 227 ATLANTA, GA 30341	NONE	PC	SUPPORT	10,000
AG GASTON BOYSGIRLS CLUB 2900 S PARK DR SW BIRMINGHAM, AL 35211	NONE	PC	SUPPORT	25,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UAB SCHOOL OF NURSING AB 1230 1720 2ND AVENUE SOUTH BIRMINGHAM, AL 352940112	NONE	PC	SUPPORT	50,000
FREEDOM SOURCE 100 UNION HILL DR 150 BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	25,000
AMERICAN CANCER SOCIETY 1104 IRELAND WAY BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	10,000
Total ▶ 3a				2,456,320

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIG BROTHERSBIG SISTERS OF BIRMINGHAM 1901 14TH AVE S BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	5,000
LEUKEMIA & LYMPHOMA SOCIETY 3500 BLUE LAKE DR STE 225 BIRMINGHAM, AL 35243	NONE	PC	SUPPORT	2,000
ATEAM MINISTRIES 3 OFFICE PARK CIRCLE BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	2,500
Total ► 3a				2,456,320

TY 2017 Accounting Fees Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX FEES	14,327	7,164		7,163

TY 2017 General Explanation Attachment

Name: HILL CREST FOUNDATION INC

EIN: 63-0516927

General Explanation Attachment

Identifier	Return Reference	Explanation	
1	ACCOUNTING METHOD	990-PF, PAGE 1, BOX J	ACCRUAL, EXCEPT FOR GRANTS WHICH ARE ON THE CASH BASIS

TY 2017 Investments Corporate Stock Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CONSUMER DISCRETIONARY	6,547,100	6,547,100
CONSUMER STAPLES	4,705,760	4,705,760
ENERGY	6,446,714	6,446,714
FINANCIAL	2,738,100	2,738,100
HEALTH CARE	6,066,971	6,066,971
INDUSTRIAL	19,415,730	19,415,730
INFORMATION TECHNOLOGY	2,689,460	2,689,460
REAL ESTATE	350,016	350,016
UTILITIES	2,777,821	2,777,821

TY 2017 Investments Government Obligations Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927**US Government Securities - End
of Year Book Value:**

1,413,708

**US Government Securities - End
of Year Fair Market Value:**

1,413,708

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2017 Other Expenses Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	7,340	3,670		3,670
TRUST FEES	15,000	15,000		0
MISCELLANEOUS EXPENSE	2,166	1,083		1,083
OFFICE EXPENSE	2,488	1,244		1,244

TY 2017 Other Income Schedule

Name: HILL CREST FOUNDATION INC

EIN: 63-0516927

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	19	19	19

TY 2017 Other Increases Schedule

Name: HILL CREST FOUNDATION INC
EIN: 63-0516927

Description	Amount
UNREALIZED APPRECIATION ON INVESTMENTS	166,133

TY 2017 Other Professional Fees Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	310,951	310,951		0

TY 2017 Taxes Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	43,741	0		0