EXTENDED TO NOVEMBER 15, 2019 29491327071069

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation
THE BEN MAY CHARITABLE TRUST
HANCOCK WHITNEY BANK, SUCCESSOR TRUSTEE

A Employer identification number
23-7145009

Number and street (or P O box number if mail is not delivered to street address) Room/suite
25 W I-65 SERVICE RD N

B Telephone number
(228)822-4366

City or town, state or province, country, and ZIP or foreign postal code
MOBILE, AL 36608

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 30,978,594.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,069.	7,069.		STATEMENT 1
	4 Dividends and interest from securities	387,621.	387,621.		STATEMENT 2
	5a Gross rents	37,828.	37,828.		STATEMENT 3
	b Net rental income or (loss) 37,828.				
	6a Net gain or (loss) from sale of assets not on line 10	636,476.			
	b Gross sales price for all assets on line 6a 6,257,589.				
	7 Capital gain net income (from Part IV, line 2)		636,476.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-14,206.	-8,993.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	1,054,788.	1,060,001.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	97,402.	12,634.		84,768.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	27,232.	5,601.		21,631.
	b Accounting fees STMT 6	44,270.	12,440.		31,830.
	c Other professional fees STMT 7	15,226.	15,226.		0.
	17 Interest				
	18 Taxes STMT 8	25,909.	19,787.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	29,996.	0.		29,996.
	22 Printing and publications				
	23 Other expenses STMT 9	44,218.	18,658.		25,510.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	284,253.	84,346.		193,735.
	25 Contributions, gifts, grants paid	1,475,346.			1,475,346.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,759,599.	84,346.		1,669,081.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-704,811.			
	b **Net investment income** (if negative, enter -0-)		975,655.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

ENVELOPE POSTMARK DATE NOV 15 2019

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823501 12-11-18 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2018)

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	968,648.	519,602.	519,602.
	3 Accounts receivable ▶ 5,070.			
	Less: allowance for doubtful accounts ▶	24,517.	5,070.	5,070.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 12	1,981,286.	2,070,235.	2,070,235.
	b Investments - corporate stock STMT 13	13,139,535.	11,263,246.	11,263,246.
	c Investments - corporate bonds STMT 14	2,002,046.	1,750,181.	1,750,181.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 15	15,431,996.	15,370,260.	15,370,260.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	33,548,028.	30,978,594.	30,978,594.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	33,548,028.	30,978,594.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	33,548,028.	30,978,594.	
	31 **Total liabilities and net assets/fund balances**	33,548,028.	30,978,594.	

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	33,548,028.
2 Enter amount from Part I, line 27a	2	-704,811.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	60.
4 Add lines 1, 2, and 3	4	32,843,277.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	1,864,683.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,978,594.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	TIMBER	P		
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	6,126,338.		5,614,664.	511,674.
b	131,251.		6,449.	124,802.
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				511,674.
b				124,802.
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 — 636,476.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	1,552,251.	32,579,192.	.047645
2016	1,535,107.	30,662,927.	.050064
2015	1,496,399.	31,486,780.	.047525
2014	1,494,308.	31,736,619.	.047085
2013	1,330,175.	30,700,834.	.043327

2	**Total** of line 1, column (d)	2	.235646
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	.047129
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	32,515,633.
5	Multiply line 4 by line 3	5	1,532,429.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,757.
7	Add lines 5 and 6	7	1,542,186.
8	Enter qualifying distributions from Part XII, line 4	8	1,669,081.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	9,757.
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	9,757.
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	9,757.
6 Credits/Payments:				
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	9,825.		
b Exempt foreign organizations - tax withheld at source	6b	0.		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500.		
d Backup withholding erroneously withheld	6d	0.		
7 Total credits and payments. Add lines 6a through 6d			7	12,325.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	14.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,554.
11 Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶		2,554. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ AL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions SEE STATEMENT 16	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HANCOCK WHITNEY BANK, SUCCESSOR TRU Telephone no. ▶ 228-822-4366
Located at ▶ 25 W I-65 SERVICE RD N, MOBILE, AL ZIP+4 ▶ 36608

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year, did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		X
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		4b		X

Form **990-PF** (2018)

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

			Yes	No
5a During the year, did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	[X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b		X
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? SEE STATEMENT 18	[X] 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 [X] 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 [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	[ ] Yes [X] No			

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		97,402.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,014,394.
b	Average of monthly cash balances	1b	563,696.
c	Fair market value of all other assets	1c	15,432,705.
d	**Total** (add lines 1a, b, and c)	1d	33,010,795.
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	33,010,795.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	495,162.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,515,633.
6	**Minimum investment return**. Enter 5% of line 5	6	1,625,782.

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	1,625,782.
2a	Tax on investment income for 2018 from Part VI, line 5 — 2a: 9,757.		
b	Income tax for 2018. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	9,757.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,616,025.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,616,025.
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	1,616,025.

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	1,669,081.
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	1,669,081.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	9,757.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,659,324.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,616,025.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			1,550,474.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 1,669,081.				
a Applied to 2017, but not more than line 2a			1,550,474.	
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 2018 distributable amount				118,607.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				1,497,418.
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 2013 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

THE BEN MAY CHARITABLE TRUST, 228-822-4366
HANCOCK WHITNEY BANK, 25 W I-65 SERVICE RD N, MOBILE, AL 36608

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

LETTER APPLICATION ALONG WITH COPY OF THE IRS TAX EXEMPTION LETTER

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
ALABAMA COASTAL FOUNDATION 250 CONTI ST. MOBILE, AL 36602		PUBLIC	ALABAMA OYSTER SHELL RECYCLING PROGRAM	5,000.
ALABAMA HUMANITIES FOUNDATION 1000 IRELAND RD STE 202 BIRMINGHAM, AL 35205		PUBLIC	SUPPORT OF ALABAMA HISTORY DAY & NATIONAL HISTORY DAY	5,000.
ALABAMA SHAKESPEARE FESTIVAL INC. 1 FESTIVAL DR. MONTGOMERY, AL 36117		PUBLIC	GENERAL PURPOSES	25,000.
AMERICAN CHESTNUT FDN. 50 N MERRIMON AVE STE 115 ASHEVILLE, NC 28804		PUBLIC	GENERAL PURPOSES	5,000.
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVE NEW YORK, NY 10017		PUBLIC	BEN MAY CENTER FOR CHEMICAL THEORY AND COMPUTATION	250,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,475,346.
b Approved for future payment NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN FRIENDS OF THE PERES INSTITUTE FOR PEACE 200 S BISCAYNE BLVD, STE 1680 MIAMI, FL 33131		PUBLIC	CITYZOOM PROJECT	25,000.
AVODAH THE JEWISH SERVICE CORPS 125 MAIDEN LN #8B NEW YORK, NY 10018		PUBLIC	GENERAL PURPOSES	10,000.
BOY SCOUTS OF AMERICA 2587 GOVERNMENT ST MOBILE, AL 36606		PUBLIC	YOUTH MENTORING PROGRAM	5,000.
CHILDREN OF THE WORLD 22787 US 98 FAIRHOPE, AL 36532		PUBLIC	IMPLEMENT CAREPORTAL STARTUP PROGRAM	25,000.
COMMUNITY FOUNDATION OF SOUTH ALABAMA 212 ST JOSEPH ST MOBILE, AL 36602		PUBLIC	BUILDING FUND	65,000.
CONGREGATION B'NAI JESHURUN 257 W 88TH ST NEW YORK, NY 10024		PUBLIC	GENERAL PURPOSES	28,000.
DMG PRODUCTIONS 3378 MOFFETT RD MOBILE, AL 36607		PUBLIC	TENSIXTYFIVE CONCERTS	30,000.
DOE FUND 345 E 102ND ST #305 NEW YORK, NY 10029		PUBLIC	GENERAL PURPOSES	13,333.
DOROT FOUNDATION 171 W 85TH ST NEW YORK, NY 10024		PUBLIC	RENEW OF GRANT FOR FIVE YEAR STRATEGIC PLAN	10,000.
EMMANUEL CONNECTION 11055 HWY 39 N DALEVILLE, MS 39326		PUBLIC	GENERAL PURPOSES	2,000.
Total from continuation sheets				1,185,346.

823631
04-01-18

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FEEDING THE GULF COAST 5248 MOBILE S ST THEODORE, AL 36582		PUBLIC	GENERAL PURPOSES	10,000.
FOUNDATION FOR NEW MEDIA PO BOX 218 STONE RIDGE, NY 12484		PUBLIC	SUPPORT OF THE FILM RAPHAEL SEMMES AND THE ALABAMA	20,000.
FUSE PROJECT 200 GOVERNMENT ST 4TH FLOOR MOBILE, AL 36602		PUBLIC	PURCHASE OF MOBILE HOUSING BOARD PROPERTY	50,000.
GEORGE WASHINGTON'S MOUNT VERNON 3200 MT VERNON HIGHWAY MT VERNON, VA 22121		PUBLIC	TEACHER INSTITUTE FOR ALABAMA TEACHERS	25,000.
GOLDRING WOLDENBERG INSTITUTE OF SOUTHERN JEWISH LIFE P.O. BOX 16528 JACKSON, MS 39236		PUBLIC	SUPPORT EFFORTS TO PRESERVE & SHARE JEWISH CULTURE IN THE SOUTH	18,000.
GOVERNMENT STREET PRESBYTERIAN CHURCH 300 GOVERNMENT ST. MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	5,000.
HARGROVE FOUNDATION 20 S ROYAL ST MOBILE, AL 36602		PUBLIC	HARGROVE ADAPTIVE TOY PROJECT	5,000.
ISRAEL POLICY FORUM 355 LEXINGTON AVE 14TH FLOOR NEW YORK, NY 10017		PUBLIC	HOST COMMITTEE IN HONOR OF BON GOODKIND	10,000.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027		PUBLIC	GENERAL PURPOSES	75,000.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027		PUBLIC	CENTER FOR PASTORAL EDUCATION	25,000.
Total from continuation sheets				

823631
04-01-18

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEARNING TREE PO BOX 1306 SEMMES, AL 36575		PUBLIC	COOLING SYSTEM	10,000.
LEROY VOLUNTEER FIRE DEPT. PO BOX 95 LEROY, AL 36548		PUBLIC	GENERAL PURPOSES	5,000.
LIBERTY LEARNING FOUNDATION 3414 GOVERNORS DR SW STE 215 HUNTSVILLE, AL 35805		PUBLIC	SUPER CITIZENS PROGRAM IN MOBILE & BALDWIN COUNTIES	25,000.
MAIN STREET MOBILE PO BOX 112 MOBILE, AL 36601		PUBLIC	REBUILD SINGLE FMAILY & DUPLEX HOMES IN DUNBAR AREA	20,000.
MOBILE AREA JEWISH FEDERATION 3929 AIRPORT BLVD STE 1-219 MOBILE, AL 36609		PUBLIC	GENERAL PURPOSES	5,400.
MOBILE MUSEUM OF ART 4850 MUSEUM DR MOBILE, AL 36608		PUBLIC	SUPPORT 2019 EXHIBITION	10,000.
MULHERIN CUSTODIAL HOME 2496 HALLS MILL RD MOBILE, AL 36606		PUBLIC	LIFE ESSENTIALS AND THE HARDSHIP PROGRAM	10,000.
MUSEUM OF THE SOUTHERN JEWISH EXPERIENCE 4915 I-55 #100 JACKSON, MS 39206		PUBLIC	BEN MAY CONFERENCE ROOM	33,333.
PEF ISRAEL ENDOWMENT FUND 630 3RD AVE NEW YORK, NY 10017		PUBLIC	RAKIA PROGRAM	25,000.
PINE GROVE UNITED METHODIST CHURCH 2075 POWELL CUT-OFF RD LEROY, AL 36548		PUBLIC	STUDENT BACKPACK PROGRAM	7,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RONALD MCDONALD HOUSE 1626 SPRINGHILL AVE MOBILE, AL 36604		PUBLIC	ONE GUEST ROOM FOR A YEAR	4,380.
SHUBUTA MEMORIAL CEMETERY TRUST PO BOX 464 SHUBUTA, MS 39360		PUBLIC	GENERAL PURPOSES	2,500.
SHUBUTA UNITED METHODIST CHURCH PO BOX 464 SHUBUTA, MS 39360		PUBLIC	GENERAL PURPOSES	2,500.
SOUTH ALABAMA VOLUNTEER LAWYERS 56 ST JOSEPH ST, STE 312 MOBILE, AL 36602		PUBLIC	GENERAL PURPOSES	10,000.
SPRINGHILL AVENUE TEMPLE 1769 SPRINGHILL AVE MOBILE, AL 36607		PUBLIC	175TH ANNIVERSARY CELEBRATION	7,500.
ST. LUKE'S EPISCOPAL SCHOOL 1400 S UNIVERSITY BLVD. MOBILE, AL 36609		PUBLIC	CAMPUS UPGRADES	25,000.
ST. STEPHENS HISTORICAL COMMISSION P.O. BOX 78 ST STEPHENS, AL 36569		PUBLIC	IMPROVEMENTS TO RECREATIONAL PARK & HISTORICAL SITE	10,000.
ST. STEPHENS NUTRITIONAL CENTER 2311 COUNTY RD 34 ST STEPHENS, AL 36569		PUBLIC	GENERAL PURPOSES	5,000.
ST. STEPHENS VOLUNTEER FIRE DEPT. PO BOX 81 ST STEPHENS, AL 36569		PUBLIC	GENERAL PURPOSES	3,000.
TECHNOSERVE 1120 19TH ST NW, 8TH FLOOR WASHINGTON, DC 20036		PUBLIC	GENERAL PURPOSES	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE UNIVERSITY OF CHICAGO 929 E 57TH ST, W421C CHICAGO, IL 60637		PUBLIC	CANCER RESEARCH FUNDING	250,000.
YMCA OF SOUTH ALABAMA, INC. 3 S ROYAL ST, STE 300 MOBILE, AL 36602		PUBLIC	BIG BROTHERS BIG SISTERS	5,000.
BOYS & GIRLS CLUB PO BOX 6724 MOBILE, AL 36660		PUBLIC	GENERAL PURPOSES	7,500.
CONDE CHARLOTTE HOUSE PO BOX 40242 MOBILE, AL 36640		PUBLIC	GENERAL PURPOSES	2,500.
DAUPHIN WAY UNITED METHODIST CHURCH 1507 DAUPHIN ST MOBILE, AL 36604		PUBLIC	CHILD DEVELOPMENT CENTER REQUIRED MAINTENANCE IMPROVEMENTS	5,000.
FRANKLIN PRIMARY HEALTH CENTER PO BOX 2048 MOBILE, AL 36652		PUBLIC	CONSTRUCTION OF NEW CENTER IN WEST MOBILE	10,000.
GLOBAL KIDS 137 E 25TH ST, 2ND FLOOR NEW YORK, NY 10010		PUBLIC	GENERAL PURPOSES	5,000.
GOVERNMENT STREET UNITED METHODIST CHURCH 901 GOVERNMENT ST MOBILE, AL 36604		PUBLIC	RESTORATION PROJECT	25,000.
LITTLE SISTERS OF THE POOR 1655 MCGILL AVE MOBILE, AL 36604		PUBLIC	GENERAL PURPOSES	5,000.
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVE NEW YORK, NY 10017		PUBLIC	MARSHALL LEVIN FUND	5,000.
Total from continuation sheets				

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04-01-18

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MCGILL TOOLEN CATHOLIC SCHOOL 1501 OLD SHELL RD MOBILE, AL 36604		PUBLIC	ST. AUGUSTINE SCHOLARSHIP FUND	20,000.
MCKEMIE PLACE PO BOX 9082 MOBILE, AL 36691		PUBLIC	GENERAL PURPOSES	5,000.
MOBILE ARTS COUNCIL 318 DAUPHIN ST MOBILE, AL 36602		PUBLIC	SUPPORT YOUTH ART CLASSES AND EXPAND EDUCATIONAL PROGRAM	7,500.
NATIONAL ASSOCIATION OF SCHOLARS 12 E 46TH ST NEW YORK, NY 10017		PUBLIC	GENERAL PURPOSES	2,500.
PINE GROVE UNITED METHODIST CHURCH 2075 POWELL CUT-OFF RD LEROY, AL 36548		PUBLIC	CHURCH KITCHEN	2,500.
SOMI CLUB 4351 MIDMOST DR MOBILE, AL 36609		PUBLIC	FOOD COSTS	5,000.
ST. IGNATIUS 3704 SPRINGHILL AVE MOBILE, AL 36608		PUBLIC	SCHOOL CONSTRUCTION	30,000.
TREE OF LIFE CONGREGATION 5898 WILKINS AVE PITTSBURG, PA 15217		PUBLIC	GENERAL PURPOSES	5,400.
UNITED JEWISH APPEAL 130 E 59TH ST NEW YORK, NY 10022		PUBLIC	GENERAL PURPOSES	50,000.
VICTORY HEALTH PARTNERS 3750 PROFESSIONAL PKWY MOBILE, AL 36609		PUBLIC	GENERAL PURPOSES	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEROY HIGH SCHOOL HWY 43 LEROY, AL 36548		PUBLIC	GENERAL PURPOSES	35,000.
RAMAH DAROM 6400 POWERS FERRY RD, STE 215 ATLANTA, GA 30339		PUBLIC	MAINTAIN "BEN MAY CABIN" AT CAMP	5,000.
PRICHARD PREPARATORY SCHOOL 743 MT SINAI AVE MOBILE, AL 36612		PUBLIC	GENERAL PURPOSES	10,000.
IMPERIAL HEALTH CHARITY 178-180 EDGEWARE RD LONDON, UNITED KINGDOM W2 2DS		NC	ACQUISITION OF MATERIAL RELATING TO ALEXANDER FLEMING AND THE DISCOVERY AND DEVELOPMENT OF	2,500.
Total from continuation sheets				

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - IMPERIAL HEALTH CHARITY

ACQUISITION OF MATERIAL RELATING TO ALEXANDER FLEMING AND THE DISCOVERY

AND DEVELOPMENT OF PENICILLIN FOR THE ALEXANDER FLEMING LABORATOY

MUSEUM

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,069.	
4 Dividends and interest from securities			14	387,621.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	37,828.	
6 Net rental income or (loss) from personal property					
7 Other investment income	531120	-5,213.	14	-8,993.	
8 Gain or (loss) from sales of assets other than inventory			18	636,476.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-5,213.		1,060,001.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,054,788.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Kathleen Parker, CPA — 11/14/2019 — VP + TO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
J WILBERT JORDAN, JR	J WILBERT JORDAN,	10/24/19		P00275848

Firm's name ▶ SMITH DUKES & BUCKALEW LLP | Firm's EIN ▶ 63-0191630

Firm's address ▶ 3800 AIRPORT BLVD MOBILE, AL 36608-1667 | Phone no. (251)343-1200

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SHORT TERM INVESTMENT FUNDS	7,069.	7,069.	
TOTAL TO PART I, LINE 3	7,069.	7,069.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BOND INTEREST	61,674.	0.	61,674.	61,674.	
CORPORATE DIVIDENDS	282,592.	0.	282,592.	282,592.	
US INTEREST INCOME	43,355.	0.	43,355.	43,355.	
TO PART I, LINE 4	387,621.	0.	387,621.	387,621.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
HUNTING LEASE INCOME	1	37,828.
TOTAL TO FORM 990-PF, PART I, LINE 5A		37,828.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HARBERT REAL ESTATE FD	-8,993.	-8,993.	
HARBERT REAL ESTATE FD	-5,213.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-14,206.	-8,993.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	27,232.	5,601.		21,631.
TO FM 990-PF, PG 1, LN 16A	27,232.	5,601.		21,631.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	44,270.	12,440.		31,830.
TO FORM 990-PF, PG 1, LN 16B	44,270.	12,440.		31,830.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	15,226.	15,226.		0.
TO FORM 990-PF, PG 1, LN 16C	15,226.	15,226.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX, NET	6,000.	0.		0.
REAL ESTATE TAXES	19,787.	19,787.		0.
STATE INCOME TAXES, NET	122.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25,909.	19,787.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	7,852.	442.		7,410.
ROAD & TIMBER MAINTENANCE	7,396.	7,396.		0.
INSURANCE	9,046.	9,046.		0.
MISCELLANEOUS	1,924.	1,774.		100.
APPRAISAL	18,000.	0.		18,000.
TO FORM 990-PF, PG 1, LN 23	44,218.	18,658.		25,510.

FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 10

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE IN PARTNERSHIP INOCOME	60.
TOTAL TO FORM 990-PF, PART III, LINE 3	60.

FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 11

DESCRIPTION	AMOUNT
INCREASE (DECREASE) IN UNREALIZED GAINS	1,864,683.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,864,683.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 12

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS - SEE ATTACHED LIST	X		2,070,235.	2,070,235.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,070,235.	2,070,235.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,070,235.	2,070,235.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK - SEE ATTACHED LIST	4,088,670.	4,088,670.
EQUITY MUTUAL FUNDS - SEE ATTACHED LIST	7,174,576.	7,174,576.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,263,246.	11,263,246.

FORM 990-PF CORPORATE BONDS STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS - SEE ATTACHED LIST	1,750,181.	1,750,181.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,750,181.	1,750,181.

FORM 990-PF OTHER INVESTMENTS STATEMENT 15

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIMBERLANDS & MINERALS	FMV	14,442,173.	14,442,173.
K2 OVERSEAS INVESTORS I LTD.	FMV	866,201.	866,201.
HARBERT REAL ESTATE FUND III	FMV	61,886.	61,886.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,370,260.	15,370,260.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT STATEMENT 16

EXPLANATION

DURING 2018, BEN MAY CHARITABLE TRUST DONATED $65,000 TO THE BEN MAY MEMORIAL FUND, A DONOR ADVISED FUND, AT THE COMMUNITY FOUNDATION OF SOUTH ALABAMA AND TREATED THE DISTRIBUTION AS A QUALIFYING DISTRIBUTION. THE DISTRIBUTION COMMITTEE OF THE BEN MAY CHARITABLE TRUST HAS ONLY ADVISORY PRIVILEGES TO PROVIDE NONCOMPULSORY RECOMMENDATIONS, SUGGESTIONS, OR CONSULTATIVE ADVICE ON THE DISTRIBUTIONS FROM THE BEN MAY MEMORIAL FUND. THE FINAL DECISION ON CHARITABLE DISTRIBUTIONS RESTS WITH THE COMMUNITY FOUNDATION OF SOUTH ALABAMA. DISTRIBUTIONS FROM THE BEN MAY MEMORIAL FUND ARE ONLY MADE TO ORGANIZATIONS AND FOR PURPOSES DESCRIBED IN SECTION 170(C)(2)(B).

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS BANK P.O. DRAWER 1628 MOBILE, AL 36629	TRUSTEE 5.00	20,736.	0.	0.
LYNETTE P. KOPPEL 245 E 93RD ST NEW YORK, NY 10128	DIST. COMMITTEE MEMBER 2.30	0.	0.	0.
JOHN D. PEEBLES 118 N ROYAL ST MOBILE, AL 36602	DIST. COMMITTEE CHAIRMAN 2.00	25,000.	0.	0.
STEVEN KOPPEL 245 E 93RD ST NEW YORK, NY 10128	DIST. COMMITTEE MEMBER 2.00	0.	0.	0.
VIVIAN G. JOHNSTON III 813 DOWNTOWNER BLVD MOBILE, AL 36609	DIST. COMMITTEE MEMBER 1.00	25,000.	0.	0.
ALLISON H. PEEBLES 118 N ROYAL ST MOBILE, AL 36602	DIST. COMMITTEE MEMBER 1.70	8,333.	0.	0.

VIVIAN G. JOHNSTON V P.O. BOX 41105 MOBILE, AL 36640	DIST. COMMITTEE MEMBER 2.70	8,333.	0.	0.
KEN NIEMEYER 7 FELS AVE FAIRHOPE, AL 36532	SECRETARY 2.40	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		97,402.	0.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 18
PART VII-B, LINE 5C

GRANTEE'S NAME

IMPERIAL HEALTH CHARITY

GRANTEE'S ADDRESS

178-180 EDGEWARE RD
LONDON, UNITED KINGDOM, W2 2DS

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
2,500.	12/10/18	0.

PURPOSE OF GRANT

ACQUISITION OF MATERIAL RELATING TO ALEXANDER FLEMING AND THE DISCOVERY AND DEVELOPMENT OF PENICILLIN FOR THE ALEXANDER FLEMING LABORATOY MUSEUM AT ST. MARY'S HOSPITAL IN LONDON

DATES OF REPORTS BY GRANTEE

MAY 2019

ANY DIVERSION BY GRANTEE

NONE