

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE)		A Employer identification number 58-6025557	
Number and street (or P O box number if mail is not delivered to street address) REGIONS BANK TRUST DEPT P O BOX 116		B Telephone number (see instructions) (205) 420-7753	
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35202		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶\$ 593,228	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	11,749	11,621		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	10,700			
	b Gross sales price for all assets on line 6a _____ 218,307				
	7 Capital gain net income (from Part IV, line 2) . . .		10,700		
	8 Net short-term capital gain . . . . .			0	
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 Total. Add lines 1 through 11 . . . . .	22,449	22,321		
	13 Compensation of officers, directors, trustees, etc	9,875	7,900		1,975
	14 Other employee salaries and wages . . . . .		0	0	0
	15 Pension plans, employee benefits . . . . .		0	0	
	16a Legal fees (attach schedule) . . . . .				0
	b Accounting fees (attach schedule) . . . . .	800	0	0	800
	c Other professional fees (attach schedule) . . . . .				0
	17 Interest . . . . .				0
	18 Taxes (attach schedule) (see instructions) . . .	583	300		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .		0	0	
	22 Printing and publications . . . . .		0	0	
	23 Other expenses (attach schedule) . . . . .				
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	11,258	8,200	0	2,775
	25 Contributions, gifts, grants paid . . . . .	32,000			32,000
	26 Total expenses and disbursements. Add lines 24 and 25	43,258	8,200	0	34,775
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-20,809			
	b Net investment income (if negative, enter -0-)		14,121		
c Adjusted net income (if negative, enter -0-) . . .				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing . . . . .	13				
	2	Savings and temporary cash investments . . . . .	23,141	17,856	17,856		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	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 ▶ _____ 0					
	8	Inventories for sale or use . . . . .					
	9	Prepaid expenses and deferred charges . . . . .					
	10a	Investments—U S and state government obligations (attach schedule)	81,452				
	b	Investments—corporate stock (attach schedule) . . . . .	188,235				
	c	Investments—corporate bonds (attach schedule) . . . . .	105,472				
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans . . . . .					
	13	Investments—other (attach schedule) . . . . .	208,598	567,776	575,372		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	606,911	585,632	593,228			
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0			
	Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
24		Unrestricted . . . . .					
25		Temporarily restricted . . . . .					
26		Permanently restricted . . . . .					
<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>							
27		Capital stock, trust principal, or current funds . . . . .	606,911	585,632			
28		Paid-in or capital surplus, or land, bldg , and equipment fund					
29		Retained earnings, accumulated income, endowment, or other funds					
30		<b>Total net assets or fund balances</b> (see instructions) . . . . .	606,911	585,632			
31		<b>Total liabilities and net assets/fund balances</b> (see instructions) .	606,911	585,632			

**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	606,911
2	Enter amount from Part I, line 27a . . . . .	2	-20,809
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	586,102
5	Decreases not included in line 2 (itemize) ▶ _____	5	470
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	585,632

**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 )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) <span style="float:right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	<b>2</b>	10,700
<b>3</b> 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	<b>3</b>	

**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))
2017	34,611	639,042	0 054161
2016	34,674	615,561	0 056329
2015	34,256	648,470	0 052826
2014	28,458	666,169	0 042719
2013	22,674	638,915	0 035488

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 241523
<b>3</b> 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	<b>3</b>	0 048305
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	632,570
<b>5</b> Multiply line 4 by line 3	<b>5</b>	30,556
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	141
<b>7</b> Add lines 5 and 6	<b>7</b>	30,697
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	34,775

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	141
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	141
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	141
<b>6</b>	Credits/Payments		
<b>a</b>	2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	168
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	168
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <b>▶</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <b>▶</b>	<b>10</b>	27
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> <b>▶</b> 27 <b>Refunded</b> <b>▶</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). . . . . If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <b>▶</b> \$ _____ (2) On foundation managers <b>▶</b> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>▶</b> \$ _____		
<b>2</b> 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	<b>2</b>	No
<b>3</b> 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 . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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 . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>▶</b> GA _____		
<b>b</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 .	<b>8b</b>	Yes
<b>9</b> 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 taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	<b>10</b>	No

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

<b>11</b>	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. . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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. . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NA</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► <u>REGIONS BANK, TRUST DEPARTMENT</u> Telephone no ► <u>(205) 420-7753</u>			

Located at ► 201 MILAN PARKWAY BIRMINGHAM AL ZIP+4 ► 35211

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . . ► <input checked="" type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <u>15</u>			
<b>16</b>	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? . . . . .	<b>16</b>	<b>Yes</b>	<b>No</b>
	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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . .	<b>1b</b>		<b>No</b>
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>			
<b>c</b>	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? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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). . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

		Yes	No
<b>5a</b>	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.	<b>5b</b>	
<b>c</b>	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<b>6b</b>	
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>	
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation. See instructions</b>				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK 201 MILAN PARKWAY BIRMINGHAM, AL 35211	TRUSTEE 1	9,875		
RALPH RODGERS PO DRAWER 71727 ALBANY, GA 31708	TRUSTEE 2	0		
LEIGH BROOKS 612 RUSSELL ROAD ALBANY, GA 31707	TRUSTEE 2	0		
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(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				
<b>Total number of other employees paid over \$50,000.</b>				<b>0</b>

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ►	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	642,203
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	0
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	642,203
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	642,203
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	9,633
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	632,570
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	31,629

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	31,629
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	141
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	141
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	31,488
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	31,488
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	31,488

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	34,775
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	34,775
<b>5</b>	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.	<b>5</b>	141
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	34,634

**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
<b>1</b> Distributable amount for 2018 from Part XI, line 7				31,488
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .			19,758	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .	0			
<b>b</b> From 2014. . . . .	0			
<b>c</b> From 2015. . . . .	0			
<b>d</b> From 2016. . . . .	0			
<b>e</b> From 2017. . . . .	0			
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 34,775				
<b>a</b> Applied to 2017, but not more than line 2a			19,758	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2018 distributable amount. . . . .				15,017
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				16,471
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .	0			
<b>b</b> Excess from 2015. . . . .	0			
<b>c</b> Excess from 2016. . . . .	0			
<b>d</b> Excess from 2017. . . . .	0			
<b>e</b> Excess from 2018. . . . .	0			

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

**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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

**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
<b>a Paid during the year</b>				
LILY PAD SANE CENTER INC P O BOX 70938 ALBANY, GA 31708	NONE	PC	GENERAL OPERATING	4,500
GIRLS INC P O BOX 1366 ALBANY, GA 31702	NONE	PC	GENERAL OPERATING	12,000
EASTER SEALS SOUTHERN GA INC 1906 PALMYRA ROAD ALBANY, GA 317011598	NONE	PC	GENERAL OPERATING	4,000
BOYS & GIRLS CLUBS OF ALBANY INC P O BOX 1130 ALBANY, GA 31702	NONE	PC	GENERAL OPERATING	11,500
<b>Total . . . . .</b>			<b>▶ 3a</b>	
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			<b>▶ 3b</b>	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . .			14	11,749	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	10,700	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). .				22,449	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations )			<b>13</b>	22,449	22,449

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

[illegible]

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

- [illegible]

- |                  |                                                                                                                                                                                                                                                                                                                        |            |       |
|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-------|
| <b>Sign Here</b> | 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. |            |       |
|                  | *****                                                                                                                                                                                                                                                                                                                  | 2019-04-20 | ***** |
|                  | Signature of officer or trustee                                                                                                                                                                                                                                                                                        | Date       | Title |

May the IRS discuss this return with the preparer shown below  
 (see instr.)? ☒ **Yes** ☐ **No**

Form **990-PF** (2018)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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	1000 AMGEN INC 2 25% 8/19/23		2016-08-11	2018-01-04
1	1000 ANHEUSER-BUSCH INBEV FIN 1 9% 01 FEB 2019		2016-02-09	2018-01-04
	1000 APPLE INC 2 3% 11 MAY 2022		2017-05-05	2018-01-04
	1000 BANK OF MONTREAL 1 5% 7/18/19		2016-07-14	2018-01-04
	1000 CAPITAL ONE FINANCIAL CO 2 5% 12 MAY		2017-05-10	2018-01-04
	1000 KROGER CO 2 65% 15 OCT 2026		2016-09-27	2018-01-04
	1000 MORGAN STANLEY 3 7% 23 OCT 2024		2015-04-06	2018-01-04
	1000 SHELL INTERNATIONAL 1 375% 10 MAY 2019		2016-05-06	2018-01-04
	2000 US TREASURY N/B 1 25% 31 JAN 2020		2016-04-01	2018-01-04
	1000 US TREASURY N/B 2% 15 FEB 2025		2016-11-16	2018-01-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
971		1,000	-29
997		1,002	-5
989		998	-9
989		1,000	-11
998		1,002	-4
932		998	-66
1,031		1,035	-4
991		998	-7
1,971		2,007	-36
974		986	-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-29
			-5
			-9
			-11
			-4
			-66
			-4
			-7
			-36
			-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
1000 US TREASURY N/B 1 625% 15 MAY 2026		2017-11-28	2018-01-04
1 1000 VALERO ENERGY CORP 3 4% 15 SEP 2026		2016-10-13	2018-01-04
1000 VERIZON COMMUNICATIONS 2 625% 15 AUG 2026		2016-07-27	2018-01-04
3000 US TREASURY N/B 1 25% 31 JAN 2020		2016-02-10	2018-01-10
3000 US TREASURY N/B 875% 15 JUL 2018		2018-01-05	2018-01-17
4000 TEVA PHARMACEUTICALS NE 2 8% 21 JUL 2023		2016-07-19	2018-01-18
3000 US TREASURY N/B 1 75% 30 APR 2022		2017-02-15	2018-01-19
1000 US TREASURY N/B 75% 15 JUL 2019		2017-05-25	2018-02-05
1000 US TREASURY N/B 1 75% 30 APR 2022		2017-02-15	2018-02-05
84 COCA-COLA CO USD		2016-07-07	2018-02-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
939		948	-9
1,000		989	11
938		997	-59
2,956		3,011	-55
2,990		2,990	
3,523		4,011	-488
2,926		2,963	-37
982		986	-4
970		984	-14
3,619		3,712	-93

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-9
			11
			-59
			-55
			-488
			-37
			-4
			-14
			-93

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
(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 )
45 COMCAST CORP NEW CL A		2017-01-26	2018-02-09
1 68 HCP INC		2017-12-13	2018-02-09
5 NEXTERA ENERGY INC		2015-03-30	2018-02-09
8 3M CO COM		2015-03-30	2018-02-09
3000 DEUTSCHE BANK AG LONDON 1 875% 13 FEB 2018		2015-02-18	2018-02-13
3000 US TREASURY N/B 1 625% 15 MAY 2026		2017-11-28	2018-02-16
1000 US TREASURY N/B 1 75% 15 MAY 2023		2018-01-18	2018-03-06
3000 US TREASURY N/B 1 25% 31 JAN 2020		2016-02-10	2018-03-07
3000 US TREASURY N/B 1 25% 31 JAN 2020		2016-02-10	2018-03-12
3000 US TREASURY N/B 1 625% 15 MAY 2026		2017-03-06	2018-03-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,731		1,698	33
1,542		2,194	-652
735		521	214
1,786		1,331	455
3,000		3,000	
2,729		2,849	-120
956		966	-10
2,945		3,010	-65
2,944		3,010	-66
2,736		2,783	-47

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			33
			-652
			214
			455
			-120
			-10
			-65
			-66
			-47



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
26 ALTRIA GROUP INC		2016-02-04	2018-03-20
1 6 COGNIZANT TECHNOLOGY SOLUTIONS		2015-03-30	2018-03-20
110 ORACLE CORPORATION COM		2015-12-04	2018-03-20
95 WELLS FARGO & CO NEW COM		2015-03-30	2018-03-20
67 INVESCO LTD		2017-04-10	2018-03-20
32 INVESCO LTD		2015-12-04	2018-03-20
42 PROCTER & GAMBLE CO		2017-06-21	2018-04-13
17 SABRE CORP		2017-12-13	2018-04-13
76 SABRE CORP		2017-01-26	2018-04-13
23 WASTE MGMT INC DEL COM		2015-03-30	2018-04-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,599		1,548	51
506		384	122
5,216		4,430	786
5,203		5,216	-13
2,178		2,076	102
1,040		1,185	-145
3,280		3,765	-485
338		338	
1,510		1,879	-369
1,905		1,239	666

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			51
			122
			786
			-13
			102
			-145
			-485
			-369
			666

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
3000 ORACLE CORP 5 75% 15 APR 2018		2014-11-10	2018-04-16
1 4000 ANHEUSER-BUSCH INBEV FIN 1 9% 01 FEB 2019		2016-02-09	2018-04-23
179 786 ADVISERS INVT TR JOHCM INTL SL I		2017-12-14	2018-04-25
8 328 INVESCO INTL GRWTH-R5		2017-12-14	2018-04-25
13 CONTINENTAL RES INC OKLA		2018-02-09	2018-04-25
3 ECOLAB INC COM		2015-03-30	2018-04-25
3 GENERAL DYNAMICS CORPORATION COM		2016-09-19	2018-04-25
4 HUNT JB TRANS SVCS INC COM		2017-11-01	2018-04-25
5 INTEL CORP		2017-12-13	2018-04-25
12 INTEL CORP		2015-03-30	2018-04-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,000		3,132	-132
4,000		3,989	11
4,180		4,042	138
300		301	-1
844		641	203
434		347	87
629		458	171
478		425	53
255		217	38
611		382	229

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-132
			11
			138
			-1
			203
			87
			171
			53
			38
			229

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
5 JPMORGAN CHASE & CO		2017-12-13	2018-04-25
1 4000 BANK OF AMERICA CORP 6 875% 25 APR 2018		2015-04-06	2018-04-25
3 NEXTERA ENERGY INC		2015-03-30	2018-04-25
4 PALO ALTO NETWORKS INC		2017-01-26	2018-04-25
2 STRYKER CORP		2016-02-04	2018-04-25
8 SUNTRUST BKS INC		2015-03-30	2018-04-25
2 UNITEDHEALTH GROUP INC		2018-02-09	2018-04-25
35 866 VANGUARD MID-CAP INDEX FUND-ADM		2015-03-27	2018-04-25
105 105 VANGUARD SMALL CAP INDEX FUND-ADM		2015-03-27	2018-04-25
1000 AMGEN INC 2 25% 8/19/23		2016-08-11	2018-05-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
548		534	14
4,000		4,017	-17
486		313	173
751		582	169
327		199	128
538		330	208
465		435	30
6,832		5,685	1,147
7,465		6,090	1,375
934		1,000	-66

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			14
			-17
			173
			169
			128
			208
			30
			1,147
			1,375
			-66

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
1000 I B M CORP 3 45% 2/19/26		2016-02-16	2018-05-04
1 1000 US TREASURY N/B 1 625% 15 MAY 2026		2017-03-22	2018-05-04
1000 VERIZON COMMUNICATIONS 2 625% 15 AUG 2026		2016-07-27	2018-05-04
4000 AT&T INC 5 06% 5/15/18		2016-02-04	2018-05-15
3000 TORONTO-DOMINION BANK 2 625% 10 SEP 2018		2015-08-27	2018-05-18
29 BRISTOL MYERS SQUIBB CO COM		2017-12-13	2018-05-23
27 CIMAREX ENERGY CO		2018-02-09	2018-05-23
16 GENERAL DYNAMICS CORPORATION COM		2016-09-19	2018-05-23
6 749 VANGUARD SMALL CAP INDEX FUND-ADM		2015-03-27	2018-05-23
715 738 ADVISERS INVT TR JOHCM INTL SL I		2017-12-14	2018-06-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
983		997	-14
907		937	-30
893		997	-104
4,000		4,052	-52
3,002		3,007	-5
1,513		1,839	-326
2,597		2,924	-327
3,268		2,442	826
500		391	109
17,178		15,394	1,784

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-14
			-30
			-104
			-52
			-5
			-326
			-327
			826
			109
			1,784

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
386 641 INVESCO INTL GRWTH-R5		2017-12-14	2018-06-20
1 3 ANALOG DEVICES INC		2017-12-13	2018-06-20
2 ANALOG DEVICES INC		2017-01-26	2018-06-20
4 EXPRESS SCRIPTS HLDG CO		2017-06-21	2018-06-20
2 FACEBOOK INC		2016-07-07	2018-06-20
3 INTUIT INC COM		2015-12-04	2018-06-20
2 UNION PACIFIC CORP		2015-03-30	2018-06-20
3000 CISCO SYSTEMS INC 1 6% 2/28/19		2016-02-24	2018-06-21
2000 US TREASURY N/B 75% 15 JUL 2019		2017-05-25	2018-06-21
3000 US TREASURY N/B 875% 15 JUL 2018		2018-01-05	2018-06-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
13,482		13,890	-408
302		256	46
201		148	53
322		256	66
405		233	172
640		292	348
286		219	67
2,981		3,000	-19
1,966		1,972	-6
2,998		2,998	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-408
			46
			53
			66
			172
			348
			67
			-19
			-6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
1000 KROGER CO 2 65% 15 OCT 2026		2016-08-30	2018-07-06
1 1000 US TREASURY N/B 1 25% 31 JAN 2020		2016-02-10	2018-07-06
3000 US TREASURY N/B 875% 15 JUL 2018		2018-07-06	2018-07-16
1000 VALERO ENERGY CORP 3 4% 15 SEP 2026		2016-10-13	2018-08-06
5 INTEL CORP		2018-06-20	2018-08-14
68 INTEL CORP		2015-03-30	2018-08-14
95 PULTE HOMES INC		2018-02-09	2018-08-14
1000 US TREASURY N/B 1 625% 15 MAY 2026		2017-11-14	2018-09-07
3000 GOLDMAN SACHS GROUP IN 7 5% 2/15/19		2015-04-06	2018-09-19
3000 SHELL INTERNATIONAL 1 375% 10 MAY 2019		2016-05-06	2018-09-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
892		1,005	-113
981		1,003	-22
3,000		3,000	
958		989	-31
242		267	-25
3,295		2,166	1,129
2,649		2,843	-194
913		944	-31
3,061		3,096	-35
2,978		2,993	-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-113
			-22
			-31
			-25
			1,129
			-194
			-31
			-35
			-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
2 GARRETT MOTION INC		2015-03-30	2018-10-02
1 4001 GARRETT MOTION INC		2015-03-30	2018-10-12
1999 GARRETT MOTION INC		2018-06-20	2018-10-12
25 BANK AMER CORP		2018-03-20	2018-10-16
4 CARNIVAL CORP		2018-06-20	2018-10-16
24 CARNIVAL CORP		2017-04-10	2018-10-16
19 COGNIZANT TECHNOLOGY SOLUTIONS		2016-02-04	2018-10-16
3 COGNIZANT TECHNOLOGY SOLUTIONS		2018-06-20	2018-10-16
23 EXPRESS SCRIPTS HLDG CO		2017-06-21	2018-10-16
18 FACEBOOK INC		2016-07-07	2018-10-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
35		22	13
6		4	2
3		3	
704		803	-99
236		252	-16
1,416		1,401	15
1,387		1,191	196
219		237	-18
2,200		1,474	726
2,793		1,873	920

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			13
			2
			-99
			-16
			15
			196
			-18
			726
			920

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
12 GOLDMAN SACHS GROUP INC		2018-06-20	2018-10-16
1 5 SUNTRUST BKS INC		2018-06-20	2018-10-16
5 SUNTRUST BKS INC		2015-03-30	2018-10-16
3334 RESIDEO TECHNOLOGIES INC		2018-06-20	2018-10-30
3 6666 RESIDEO TECHNOLOGIES INC		2015-03-30	2018-10-30
3000 ASTRAZENECA PLC 1 75% 11/16/18		2015-11-10	2018-10-31
1000 ASTRAZENECA PLC 1 75% 11/16/18		2018-05-07	2018-10-31
3333 RESIDEO TECHNOLOGIES INC		2015-03-30	2018-11-13
3000 US TREASURY N/B 1 75% 15 MAY 2023		2018-01-18	2018-11-15
1000 AIR LEASE CORP 2 125% 15 JAN 2020		2018-03-12	2018-12-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
2,607		3,052	-445
307		345	-38
307		206	101
8		9	-1
83		68	15
2,999		3,000	-1
1,000		1,000	
7		6	1
2,854		2,898	-44
983		984	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-445
			-38
			101
			-1
			15
			-1
			1
			-44
			-1



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
18 ANALOG DEVICES INC		2017-01-26	2018-12-06
1 9 APPLE COMPUTER INC COM		2018-08-14	2018-12-06
45 CF INDS HLDGS INC		2017-11-01	2018-12-06
45 CONTINENTAL RES INC OKLA		2018-06-20	2018-12-06
1000 TD AMERITRADE HOLDING CO 3 75% 01 APR		2018-10-30	2018-12-06
1000 US TREASURY N/B 1 25% 31 JAN 2020		2016-02-10	2018-12-06
1000 US TREASURY N/B 1 625% 15 MAY 2026		2017-12-12	2018-12-06
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,588		1,336	252
1,551		1,712	-161
1,831		1,716	115
2,006		2,226	-220
1,003		998	5
983		1,002	-19
920		943	-23
			2,986

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			252
			-161
			115
			-220
			5
			-19
			-23

**TY 2018 Accounting Fees Schedule****Name:** BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE**EIN:** 58-6025557

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
TAX PREPARATION FEE (NON-ALLOC	800			800

## TY 2018 Investments Corporate Bonds Schedule

**Name:** BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE

**EIN:** 58-6025557

### Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AT&T INC 5.6% 5/15/18		
CA INC 5.375% 12/1/19		
CATERPILLAR 7.9% 12/15/18		
COMCAST CORP 5.7% 7/1/19		
GE CAP 5.3% 2/11/21		
GOLDMAN SACHS 7.5% 2/15/19		
INTEL CORP 3.3% 10/1/21		
J P MORGAN CHASE 6.3% 4/23/19		
MERRILL LYNCH 6.875% 4/25/18		
ORACLE CORP 5.75% 4/15/18		
PRUDENTIAL 4.5% 11/15/20		
TARGET CORP 5.375% 5/1/17		
TOYOTA MOTOR CRED 3.4% 9/15/21		
WACHOVIA CORP 5.75% 6/15/17		
ROYAL BK OF CAN 1.2%		
APPLE INC 1% 5/3/18		
JOHN DEERE CAPITAL CORP 2.3%		
MORGAN STANLEY 3.7%		
WALGREENS BOOTS ALLIANCE 3.8%		
"AMERICAN EXPRESS CREDIT CORP		

**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
"AMGEN INC CALLABLE DTD08/19/		
"ANHEUSER-BUSCH INBEV FIN DTD		
"ASTRAZENECA PLC DTD 11/16/201		
"BANK OF MONTREAL SERIES: MTN		
"CHEVRON CORP CALLABLE DTD12/		
"CISCO SYSTEMS INC DTD 02/29/2		
"CITIGROUP INC DTD 10/26/2015		
"DEUTSCHE BANK AG DTD 02/13/20		
"FIFTH THIRD BANK CALLABLE DTD		
"FORD MOTOR CREDIT DTD 06/06/2		
"GILEAD SCIENCES INC CALLABLE		
"GLAXOSMITHKLINE CAP PLC CALLA		
"IBM CORP DTD 02/19/2016 3.45%		
"KROGER CO/THE CALLABLE DTD10		
"MARATHON OIL CORP CALLABLE DT		
"MOLSON COORS BREWING CO DTD		
"PEPSICO INC SERIES: 1 DTD10/		
"SHELL INTL FIN DTD 05/10/2016		
"SUNTRUST BKS INC CALLABLE DTD		
"TEVA PHARMACEUTICALS NE DTD0		

**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
"TORONTO-DOMINION BANK SERIES		
"UNITED HEALTH GROUP INC DTD0		
"VALERO ENERGY CORP CALLABLE		
"VERIZON COMMUNICATIONS CALLAB		

TY 2018 Investments Corporate Stock Schedule

**Name:** BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE  
**EIN:** 58-6025557

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO		
ALLERGAN PLC		
ALPHABET INC CA-CL A		
ALPHABET INC CA-CL C		
ALTRIA GROUP INC		
AMAZON.COM INC		
AMERICAN INTL GROUP INC		
APPLE INC		
AT&T INC		
BLACKROCK INC		
BRISTOL MYERS SQUIBB CO		
CELGENE CORP		
CHEVRON CORP		
CHUBB LIMITED		
CISCO SYSTEMS INC		
CITIGROUP INC		
COCA COLA CO		
"COGNIZANT TECHNOLOGY SOLUTION		
CVS HEALTH CORPORATION		
DOLLAR GENERAL CORP		
"EATON CORP PLC ISIN:IE00B8KQ		
ECOLAB INC		
EXXON MOBIL CORP		
FACEBOOK INC - A		
GENERAL DYNAMICS CORP		
GENERAL ELECTRIC CO		
HOME DEPOT INC		
HONEYWELL INTERNATIONAL INC		
INTEL CORP		
INTUIT INC		

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESCO LTD		
J P MORGAN CHASE & CO		
"LYONDELLBASELL INDUSTRIES - C		
MATTEL INC		
MCDONALDS CORP		
MEDTRONIC PLC		
MERCK & CO. INC. NEW		
MICROCHIP TECHNOLOGY INC		
MONDELEZ INTERNATIONAL		
NEXTERA ENERGY, INC.		
ORACLE CORPORATION		
PEPSICO INC		
PFIZER INC		
PRUDENTIAL FINANCIAL INC		
QUALCOMM INC		
SCHLUMBERGER LTD		
SOUTHERN CO		
STARBUCKS CORP		
STRYKER CORP		
SUNTRUST BKS INC		
THERMO FISHER SCIENTIFIC, INC.		
UNION PAC CORP		
UNITED TECHNOLOGIES CORP		
VANGUARD MID-CAP INDEX FUND-AD		
"VANGUARD SMALL CAP INDEXFUND		
"VANGUARD TOTAL INTERNATIONAL		
VERIZON COMMUNICATIONS		
VERTEX PHARMACEUTICALS INC		
WAL MART STORES INC		
WASTE MANAGEMENT INC		

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO & CO		
WHOLE FOODS MKT INC		



**TY 2018 Investments Government Obligations Schedule**

**Name:** BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE

**EIN:** 58-6025557

**US Government Securities - End  
of Year Book Value:**

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

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

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

**TY 2018 Investments - Other Schedule**

**Name:** BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE  
**EIN:** 58-6025557

**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ADVISERS INVT TR JOHCM INTL SL			
BARON EMERGING MARKETS FUND			
AIR PRODUCTS & CHEMICALS INC			
ANALOG DEVICES INC			
APPLE INC 2.3% 11 MAY 2022			
BANK OF AMERICA CORP 6.875% 25			
HCP INC			
BIOGEN INC 2.9% 15 SEP 2020			
CARNIVAL CORP			
CF INDUSTRIES HOLDINGS INC			
CAPITAL ONE FINANCIAL CORP 2.5			
CIMAREX ENERGY CO			
COMCAST CORP-CLASS A			
CONTINENTAL RESOURCES INC/OK			
ELI LILLY & CO			
INVESCO INTERNATIONAL GROWTH F			
EXPRESS SCRIPTS HOLDING CO			
JB HUNT TRANSPORT SERVICES INC			
PALO ALTO NETWORKS INC			
PPL CORP			
PROCTER & GAMBLE CO/THE			
PULTEGROUP INC			
SABRE CORP			
UNITED PARCEL SERVICE INC			
10373QAB6 BP CAP MARKETS AMERI	AT COST	3,004	3,014
008882771 AIM INTERNATIONAL GR	AT COST	41,437	34,484
09062XAC7 BIOGEN INC	AT COST	4,061	3,970
143658300 CARNIVAL CORP	AT COST	1,823	1,578
17275R102 CISCO SYS INC	AT COST	3,879	4,723
20030N101 COMCAST CORP NEW CL	AT COST	3,675	3,337

**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
24422ESS9 JOHN DEERE CAPITAL C	AT COST	1,999	1,989
445658107 HUNT JB TRANS SVCS I	AT COST	2,816	2,698
46625H100 J P MORGAN CHASE & C	AT COST	3,853	5,174
580135101 MC DONALDS CORPORATI	AT COST	2,944	4,262
594918104 MICROSOFT CORP COM	AT COST	9,193	9,954
172967KB6 CITIGROUP INC	AT COST	2,997	2,960
26875P101 EOG RES INC	AT COST	3,918	2,791
697435105 PALO ALTO NETWORKS I	AT COST	1,309	1,695
00912XAU8 AIR LEASE CORP 2.125	AT COST	2,951	2,957
031162CH1 AMGEN INC	AT COST	3,886	3,786
151020104 CELGENE CORP	AT COST	2,379	1,538
172967424 CITIGROUP INC	AT COST	3,651	2,967
20030NAZ4 COMCAST CORP	AT COST	3,245	3,035
278865100 ECOLAB INC COM	AT COST	1,387	1,768
369622SM8 GENERAL ELEC CAP COR	AT COST	4,244	4,005
58933Y105 MERCK & CO INC	AT COST	3,587	4,661
02079K305 ALPHABET INC/CA	AT COST	1,903	3,135
06416CAB4 BANK OF NOVA SCOTIA	AT COST	2,944	2,966
06828M876 BARON EMERGING MARKE	AT COST	59,805	55,301
192446102 COGNIZANT TECHNOLOGY	AT COST	1,558	1,650
26078JAB6 DOWDUPONT INC 4.205%	AT COST	3,001	3,066
26441CAW5 DUKE ENERGY CORP 2.4	AT COST	2,932	2,882
345397XK4 FORD MOTOR CREDIT CO	AT COST	2,028	1,960
375558BF9 GILEAD SCIENCES INC	AT COST	2,996	2,941
65339F101 NEXTERA ENERGY INC	AT COST	1,994	3,129
717081103 PFIZER INC COM	AT COST	3,370	4,496
74432QBP9 PRUDENTIAL FINANCIAL	AT COST	3,065	3,069
808513AW5 THE CHARLES SCHWAB C	AT COST	3,003	3,015
87236YAH1 TD AMERITRADE HOLDIN	AT COST	2,993	3,051
883556102 THERMO ELECTRON CORP	AT COST	2,907	3,804

**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
907818108 UNION PACIFIC CORP	AT COST	1,101	1,797
79466L302 SALESFORCE COM INC	AT COST	1,810	1,781
85771PAN2 STATOIL ASA	AT COST	4,052	4,075
89233P5F9 TOYOTA MOTOR CREDIT	AT COST	3,043	3,024
94988J5N3 WELLS FARGO BANK NA	AT COST	2,999	2,963
98978V103 ZOETIS INC	AT COST	3,845	3,593
N53745100 LYONDELLBASELL INDU-	AT COST	1,497	1,414
778296103 ROSS STORES INC	AT COST	1,941	1,747
912828H52 UNITED STATES TREAS	AT COST	15,011	14,782
92826C839 VISA INC	AT COST	4,781	4,486
437076102 HOME DEPOT INC USD 0	AT COST	2,830	3,436
458140AJ9 INTEL CORP	AT COST	3,032	3,032
461202103 INTUIT INC COM	AT COST	876	1,772
61761JVL0 MORGAN STANLEY	AT COST	4,038	3,934
00206R102 AT&T INC	AT COST	3,962	3,425
00770G847 JOHCM INTERNATIONAL	AT COST	35,464	35,807
0258M0DX4 AMERICAN EXPRESS CRE	AT COST	2,997	2,969
3135G0K36 FED NATL MTG ASSN	AT COST	3,694	3,810
60871RAC4 MOLSON COORS BREWING	AT COST	2,042	1,988
867914BM4 SUNTRUST BANKS INC 2	AT COST	1,997	1,951
912828R36 U S TREASURY NOTE	AT COST	12,979	13,074
913017109 UNITED TECHNOLOGIES	AT COST	3,439	3,301
91324P102 UNITED HEALTH GROUP	AT COST	3,264	3,737
742718109 PROCTER & GAMBLE CO	AT COST	3,690	3,677
9128283W8 US TREASURY N/B 2.75	AT COST	2,921	3,016
922908686 VANGUARD INDEX TR	AT COST	32,465	34,742
92939U106 WEC ENERGY GROUP INC	AT COST	3,795	3,809
931427AH1 WALGREENS BOOTS ALLI	AT COST	2,002	1,970
713448108 PEPSICO INC	AT COST	4,520	4,972
744320102 PRUDENTIAL FINL INC	AT COST	1,663	1,631

**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
863667101 STRYKER CORP	AT COST	1,965	2,508
867914103 SUNTRUST BANKS INC	AT COST	1,897	2,320
912828S43 UNITED STATES TREAS	AT COST	4,926	4,951
912828VB3 U S TREASURY NOTE	AT COST	1,824	1,938
912828WZ9 U S TREASURY NOTE	AT COST	6,870	6,838
91913YAU4 VALERO ENERGY CORP 3	AT COST	2,931	2,752
02079K107 ALPHABET INC	AT COST	2,142	3,107
037833CQ1 APPLE INC 2.3% 11 MA	AT COST	2,995	2,928
06406RAH0 BANK OF NY MELLON CO	AT COST	3,991	4,034
09247X101 BLACKROCK INC CL A	AT COST	2,187	1,964
78012KKU0 ROYAL BANK OF CANADA	AT COST	3,000	2,966
931142103 WAL MART STORES INC	AT COST	4,988	5,216
G29183103 EATON CORP PLC	AT COST	3,001	3,433
023135106 AMAZON COM INC	AT COST	3,230	6,008
02665WCD1 AMERICAN HONDA FINAN	AT COST	2,996	2,966
060505104 BANK AMER CORP	AT COST	5,361	4,164
06367THQ6 BANK OF MONTREAL	AT COST	2,998	2,977
12572Q105 CME GROUP INC	AT COST	1,764	1,881
14040HBP9 CAPITAL ONE FINANCIA	AT COST	3,999	3,948
31677QBG3 FIFTH THIRD BANK	AT COST	3,003	2,929
438516106 HONEYWELL INTL INC	AT COST	2,676	3,435
46625HHL7 JP MORGAN CHASE & CO	AT COST	3,058	3,029
501044DE8 KROGER CO 2.65% 15 O	AT COST	3,768	3,562
579780206 MC CORMICK & CO INC	AT COST	2,869	2,924
912828J27 U S TREASURY NOTE	AT COST	16,663	16,445
912828MP2 U S TREASURY NOTE	AT COST	3,105	3,031
912828PC8 U S TREASURY NOTE	AT COST	7,103	7,013
931142ED1 WALMART INC 3.55% 26	AT COST	2,995	3,033
H1467J104 CHUBB LTD	AT COST	3,499	3,875
911312106 UNITED PARCEL SVC IN	AT COST	3,704	3,218

**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
922908645 VANGUARD IDX TR MID-	AT COST	34,021	36,022
92343V104 VERIZON COMMUNICATIO	AT COST	3,914	4,498
92343VDD3 VERIZON COMMUNICATIO	AT COST	3,811	3,627
126408HJ5 CSX CORP 3.8% 01 MAR	AT COST	3,001	2,943
126650DA5 CVS HEALTH CORP 3.12	AT COST	3,003	2,994
166764100 CHEVRONTEXACO CORP	AT COST	3,252	3,372
256677105 DOLLAR GENERAL CORP	AT COST	1,871	2,162
30231G102 EXXON MOBIL CORP	AT COST	3,889	3,273
459200JG7 I B M CORP	AT COST	2,992	2,918
532457108 ELI LILLY & CO COM	AT COST	3,569	5,092
539439AR0 LLOYDS BANKING GROUP	AT COST	3,003	2,846
009158106 AIR PRODUCTS AND CHE	AT COST	1,812	2,081
037833100 APPLE COMPUTER INC C	AT COST	5,643	6,625

**TY 2018 Other Decreases Schedule****Name:** BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE**EIN:** 58-6025557

Description	Amount
MF TIMING DIFFERENCE	11
COST BASIS ADJUSTMENT	459

**TY 2018 Taxes Schedule****Name:** BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE**EIN:** 58-6025557

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	300	300		0
FEDERAL TAX PAYMENT - PRIOR YE	115	0		0
FEDERAL ESTIMATES - PRINCIPAL	168	0		0