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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

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

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation
HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P. O. BOX 450

City or town, state or province, country, and ZIP or foreign postal code
MOBILE, AL 36601

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 44,913,897.**

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

A Employer identification number
63-6075470

B Telephone number
(251) 694-1957

C If exemption application is pending, check here ☐ **6**

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

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

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

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)
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					
4 Dividends and interest from securities		1,045,757.	1,045,757.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,489,066.			
b Gross sales price for all assets on line 6a 9,350,140.					
7 Capital gain net income (from Part IV, line 2)			6,489,066.		
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		89,957.	0.		STATEMENT 2
12 Total Add lines 1 through 11		7,624,780.	7,534,823.		
13 Compensation of officers, directors, trustees, etc		247,866.	92,183.		155,683.
14 Other employee salaries and wages		51,334.	25,667.		25,667.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,275.	637.		638.
c Other professional fees STMT 4		241,740.	241,740.		0.
17 Interest		1,763.	1,763.		0.
18 Taxes STMT 5		41,642.	18,435.		6,707.
19 Depreciation and depletion		859.	0.		
20 Occupancy		23,128.	11,564.		11,564.
21 Travel, conferences, and meeting					
22 Printing and publications					
23 Other expenses STMT 6		40,352.	21,749.		18,603.
24 Total operating and administrative expenses Add lines 13 through 23		649,959.	413,738.		218,862.
25 Contributions, gifts, grants paid		2,050,000.			2,050,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,699,959.	413,738.		2,268,862.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,924,821.			
b Net investment income (if negative, enter -0-)			7,121,085.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	191,452.	66,259.	66,259.	
	2 Savings and temporary cash investments	170,354.	117,916.	117,916.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7	24,198,188.	21,426,860.	34,589,658.	
	c Investments - corporate bonds STMT 8	506,430.	504,667.	483,569.	
	11 Investments - land, buildings, and equipment basis ▶	74,368.			
Less: accumulated depreciation ▶	73,957.	1,270.	411.	411.	
12 Investments - mortgage loans					
13 Investments - other STMT 9	342,692.	8,219,094.	9,628,115.		
14 Land, buildings, and equipment; basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶ STATEMENT 10)	27,969.	27,969.	27,969.		
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,438,355.	30,363,176.	44,913,897.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26, and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds	21,505,248.	21,505,248.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	3,933,107.	8,857,928.			
30 Total net assets or fund balances	25,438,355.	30,363,176.			
31 Total liabilities and net assets/fund balances	25,438,355.	30,363,176.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	25,438,355.
2 Enter amount from Part I, line 27a	2	4,924,821.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	30,363,176.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,363,176.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULES	P		
b MISCELLANEOUS GAIN	P		
c CAPITAL GAIN FROM LP INVESTMENTS	P		
d 1231 LOSS FROM LP INVESTMENTS	P		
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 9,338,914.		2,857,251.	6,481,663.
b 10,606.			10,606.
c 620.			620.
d		3,823.	-3,823.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			6,481,663.
b			10,606.
c			620.
d			-3,823.
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	6,489,066.
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	2,138,681.	44,870,455.	.047663
2016	2,108,853.	40,199,031.	.052460
2015	2,055,383.	42,471,060.	.048395
2014	1,770,680.	44,594,792.	.039706
2013	1,643,153.	38,748,279.	.042406

2 Total of line 1, column (d)	2	.230630
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	.046126
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	47,380,998.
5 Multiply line 4 by line 3	5	2,185,496.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	71,211.
7 Add lines 5 and 6	7	2,256,707.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,268,862.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1 71,211.
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 71,211.
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 71,211.
6	Credits/Payments:	
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 4,213.
b	Exempt foreign organizations - tax withheld at source	6b 0.
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.
d	Backup withholding erroneously withheld	6d 0.
7	Total credits and payments. Add lines 6a through 6d	7 4,213.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8 2,647.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 69,645.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax ☐ Refunded ☐	11

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
(1)		
(2)		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
AL		
b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of THE ORGANIZATION Telephone no. (251) 694-1957 Located at P. O. BOX 450, MOBILE, AL ZIP+4 36601		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country N/A		X

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 Organizations relying on a current notice regarding disaster assistance, check here N/A		X
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?		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 N/A b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 ☒ 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
THOMAS B. VAN ANTWERP	TRUSTEE			
P. O. BOX 450				
MOBILE, AL 36601	40.00	247,866.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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Part VIII

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

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

[illegible]

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.

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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	47,859,542.
b	Average of monthly cash balances	1b	242,994.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	48,102,536.
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	48,102,536.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	721,538.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,380,998.
6	Minimum investment return. Enter 5% of line 5	6	2,369,050.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,369,050.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	71,211.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	71,211.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,297,839.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,297,839.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,297,839.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,268,862.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,268,862.
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	71,211.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,197,651.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,297,839.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			1,906,682.	
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: ► \$ 2,268,862.				
a Applied to 2017, but not more than line 2a			1,906,682.	
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				362,180.
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				1,935,659.
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				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

2018.05000 HEARIN - CHANDLER FOUNDATIO 719000 1

HEARIN - CHANDLER FOUNDATION

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C/O THOMAS B. VAN ANTWERP, TRUSTEE

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Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALABAMA COASTAL FOUNDATION P.O. BOX 1073 MOBILE, AL 36633		PUBLIC	OPERATING	50,000.
ALABAMA HEAD INJURY FOUNDATION 3100 LORNA RD BIRMINGHAM, AL 35216		PUBLIC	OPERATING	3,400.
ALABAMA HUMANITIES FOUNDATION 1100 IRLAND WAY #202 BIRMINGHAM, AL 35205		PUBLIC	OPERATING	15,000.
ALABAMA KIDNEY FOUNDATION 265 RIVERCHASE PARKWAY EAST BIRMINGHAM, AL 35244		PUBLIC	OPERATING	10,000.
ALABAMA SCHOOL OF MATH AND SCIENCE 1255 DAUPHIN STREET MOBILE, AL 36604		PUBLIC	OPERATING	75,000.
Total	SEE CONTINUATION SHEET(S)			2,050,000.
b Approved for future payment				
ALABAMA SCHOOL OF MATH AND SCIENCE 1255 DAUPHIN STREET MOBILE 36604		PUBLIC	OPERATING	375,000.
BARTON ACADEMY PO BOX 571 MOBILE 36601		PUBLIC	CAPITAL	250,000.
CAHABA FOUNDATION, INC. 719 TREMONT STREET SELMA 36701		PUBLIC	CAPITAL	50,000.
Total	SEE CONTINUATION SHEET(S)			5,545,000.

Form **990-PF** (2018)

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

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
ANGEL FLIGHT 1515 EAST 71ST STREET STE 312 TULSA, OK 74136		PUBLIC	OPERATING	2,500.
ASSISTANCE LEAGUE OF MOBILE P.O. BOX 850212 MOBILE, AL 36685		PUBLIC	OPERATING	5,000.
AUSTIM AVENUE, INC. 164 ST. FRANCIS STREET, SUITE 210 MOBILE, AL 36602		PUBLIC	OPERATING	7,500.
BALDWIN COUNTY YOUTH ORCHESTRA 10967 SKY LANE FAIRHOPE, AL 36532		PUBLIC	OPERATING	50,000.
BARTON ACADEMY PO BOX 571 MOBILE, AL 36601		PUBLIC	CAPITAL	50,000.
BOY SCOUTS OF AMERICA COUNCIL 2587 GOVERNMENT BLVD MOBILE, AL 36606		PUBLIC	OPERATING	10,000.
CAHABA FOUNDATION, INC. 719 TREMONT STREET SELMA, AL 36701		PUBLIC	CAPITAL	25,000.
CENTRE FOR THE LIVING ARTS 301 CONTI ST MOBILE, AL 36602		PUBLIC	CAPITAL	25,000.
CHRIST CHURCH CATHEDRAL 115 S CONCEPTION ST MOBILE, AL 36602		PUBLIC	CAPITAL	200,000.
CLASSICAL BALLET OF MOBILE, INC. P.O. BOX 8124 MOBILE, AL 36689				50,000.
Total from continuation sheets				1,896,600.

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

63-6075470

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
COMMUNITY SERVICES FOR VISION REHAB (CSVR) 600 BEL AIR BLVD STE 110 MOBILE, AL 36606		PUBLIC	OPERATING	10,000.
CYSTIC FIBROSIS FOUNDATION 857 DOWNTOWNER BLVD #D1 MOBILE, AL 36609		PUBLIC	OPERATING FUND	10,000.
DISTINGUISHED YOUNG WOMEN 751 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	OPERATING	5,000.
DOWNTOWN PARKS CONSERVANCY INC. 261 DAUPHIN ST MOBILE, AL 36602		PUBLIC	OPERATING	8,000.
DUMAS WESLEY COMMUNITY CENTER P.O. BOX 7325 MOBILE, AL 36670		PUBLIC	OPERATING	10,000.
FAIRHOPE FILM FESTIVAL 101 N SECTION S SUITE 108 FAIRHOPE, AL 36532		PUBLIC	OPERATING	10,000.
GOVERNMENT STREET UNITED METHODIST CHURCH 901 GOVERNMENT ST MOBILE, AL 36604		PUBLIC	OPERATING	50,000.
HISTORIC MOBILE PRESERVATION SOCIETY 300 OAKLEIGH PL MOBILE, AL 36604		PUBLIC	CAPITAL	25,000.
HISTORIC RESTORATION SOCIETY INC PO BOX 70047 MOBILE, AL 36607		PUBLIC	OPERATING	100,000.
HISTORY MUSEUM OF MOBILE 111 S ROYAL ST MOBILE, AL 36602		PUBLIC	OPERATING	15,000.
Total from continuation sheets				

HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE

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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
INFIRMARY FOUNDATION P.O. BOX 2226 MOBILE, AL 36652		PUBLIC	OPERATING	100,000.
JACKSON COUNTY CIVIC ACTION COMMITTEE, INC. 5343 JEFFERSON ST MOSS POINT, MS 39563		PUBLIC	OPERATING	15,000.
LA POINTE-KREBS FOUNDATION, INC 4602 FORT ST PASCAGOULA, MS 39567		PUBLIC	OPERATING	25,000.
LIGHT OF THE VILLAGE P.O. BOX 1641 BAY MINETTE, AL 36507		PUBLIC	OPERATING	10,000.
MAIN STREET MOBILE PO BOX 112 MOBILE, AL 36601		PUBLIC	OPERATING	50,000.
MARY'S SHELTER P.O. BOX 18 SLBERTA, AL 36530		PUBLIC	OPERATING	3,600.
MCGILL-TOOLEN 1501 OLD SHELL ROAD MOBILE, AL 36604		PUBLIC	CAPITAL	20,000.
MCKEMIE PLACE 913 SOUTH BROAD STREET MOBILE, AL 36603		PUBLIC	OPERATING	7,500.
MISSISSIPPI MARITIME MUSEUM 339 HOWARD AVENUE BILOXI, MS 39530		PUBLIC	OPERATING	50,000.
MOBILE AREA CHAMBER OF COMMERCE 451 GOVERNMENT STREET MOBILE, AL 36602		PUBLIC	CAPITAL	105,000.
Total from continuation sheets				

HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOBILE AREA EDUCATION FOUNDATION 605 BEL AIR BLVD MOBILE, AL 36606		PUBLIC	OPERATING	60,000.
MOBILE CARNIVAL ASSOCIATION FLORAL P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING FUND	20,000.
MOBILE CARNIVAL ASSOCIATION/OPERATING P.O. BOX 2121 MOBILE, AL 36652		PUBLIC	OPERATING	50,000.
MOBILE HISTORIC DEVELOPMENT COMMISSION 205 GOVERNMENT ST MOBILE, AL 36644		PUBLIC	OPERATING	50,000.
MOBILE SYMPHONY 257 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	OPERATING FUND	50,000.
MT. VERNON HISTORICAL PRESERVATION SOCIETY P.O. BOX 1082 MOUNT VERNON, AL 36560		PUBLIC	OPERATING	25,000.
MULHERIN CUSTODIAL HOME 2496 HALLS MILLS ROAD MOBILE, AL 36606		PUBLIC	OPERATING	5,000.
NSCDA (NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA) 1630 LATIMER ST PHILADELPHIA, PA 19103		PUBLIC	OPERATING	55,000.
OZANAM CHARITABLE PHARMACY 571 DAUPHIN STREET MOBILE, AL 36602		PUBLIC	OPERATING FUND	5,000.
PROVIDENCE FESTIVAL OF FLOWERS 6801 AIRPORT BOULEVARD MOBILE, AL 36608		PUBLIC	OPERATING	25,000.
Total from continuation sheets				

HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE

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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
PROVIDENCE HOSPITAL FOUNDATION 6801 AIRPORT BOULEVARD MOBILE, AL 36685		PUBLIC	CAPITAL	30,000.
RILEIGH & RAYLEE ANGEL RIDE FOUNDATION INC P.O. BOX 209 MONTROSE, AL 36559		PUBLIC	OPERATING	3,000.
RONALD MCDONALD HOUSE 1626 SPRINGHILL AVE MOBILE, AL 36604		PUBLIC	OPERATING	4,500.
SAVE A STRAY 3488 SPRINGHILL AVE MOBILE, AL 36608		PUBLIC	OPERATING	10,000.
SENIOR CITIZENS SERVICES (VIVA) 1717 DAUPHIN STREET MOBILE, AL 36604		PUBLIC	OPERATING	30,000.
SOCIETY OF 1842 P.O. BOX 1566 MOBILE, AL 36633		PUBLIC	OPERATING FUND	30,000.
SOCIETY OF 1868 P.O. BOX 25 MOBILE, AL 36601		PUBLIC	CAPITAL/OPERATING	50,000.
ST. FRANCIS AT THE POINT ANGLICAN CHURCH 17280 SCENIC HIGHWAY 98 POINT CLEAR, AL 36564		PUBLIC	CAPITAL	50,000.
ST. PAUL'S EPISCOPAL CHURCH (EARLY EDUCATION CENTER) 4051 OLD SHELL ROAD MOBILE, AL 36608		PUBLIC	OPERATING	20,000.
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE, AL 36608		PUBLIC	OPERATING FUND	160,000.
Total from continuation sheets				

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE 1857 FOUNDATION P.O. BOX 628 MOBILE, AL 36601		PUBLIC	OPERATING	25,000.
THE ALABAMA STATE VETERANS MEMORIAL CEMETERY AT SPANISH FORT FOUNDATION P.O. BOX 8086 SPANISH FORT, AL 36527		PUBLIC	OPERATING	5,000.
THE CENTRE 1256 FRANCES ST DAPHNE, AL 36526		PUBLIC	OPERATING	5,000.
THE LEARNING TREE 101 S DUBOIS ST TALLAHASSEE, FL 36078		PUBLIC	OPERATING	3,000.
THE LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE, SUITE 310 WHITE PLAINS, NY 10605		PUBLIC	OPERATING	2,000.
THE VILLAGE OF SPRING HILL 4354-A OLD SHELL ROAD #145 MOBILE, AL 36608		PUBLIC	CAPITAL	20,000.
UNIVERSITY OF SOUTH ALABAMA 5828 OLD SHELL ROAD MOBILE, AL 36608		PUBLIC	CAPITAL	20,000.
WILMER HALL 3811 OLD SHELL RD MOBILE, AL 36608		PUBLIC	OPERATING	30,000.
Total from continuation sheets				

**HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE**

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHRIST CHURCH CATHEDRAL 115 S CONCEPTION ST MOBILE 36602		PUBLIC	CAPITAL	1,700,000.
GOVERNMENT STREET UNITED METHODIST CHURCH 901 GOVERNMENT ST MOBILE 36604		PUBLIC	OPERATING	150,000.
HISTORIC MOBILE PRESERVATION SOCIETY PO BOX 70047 MOBILE 36607		PUBLIC	OPERATING	5,000.
HISTORIC RESTORATION SOCIETY INC PO BOX 70047 MOBILE 36607		PUBLIC	OPERATING	200,000.
INFIRMARY FOUNDATION P.O. BOX 2226 MOBILE, AL 36652		PUBLIC	OPERATING	200,000.
MAIN STREET MOBILE P.O. BOX 112 MOBILE, AL 36601		PUBLIC	OPERATING	200,000.
MCGILL-TOOLEN 1501 OLD SHELL ROAD MOBILE 36604		PUBLIC	CAPITAL	20,000.
MOBILE AREA CHAMBER OF COMMERCE 451 GOVERNMENT STREET MOBILE 36602		PUBLIC	CAPITAL	500,000.
MOBILE AREA EDUCATION FOUNDATION 605 BEL AIR BLVD MOBILE 36606		PUBLIC	OPERATING	60,000.
MOBILE CARNIVAL ASSOCIATION/OPERATING P.O. BOX 2121 MOBILE 36652		PUBLIC	OPERATING	250,000.
Total from continuation sheets				4,870,000.

HEARIN - CHANDLER FOUNDATION
C/O THOMAS B. VAN ANTWERP, TRUSTEE

63-6075470

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOBILE HISTORIC DEVELOPMENT COMMISSION 205 GOVERNMENT ST MOBILE 36644		PUBLIC	OPERATING	100,000.
NSCDA (NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA) 2715 QUE STREET N.W. WASHINGTON 20007-3071		PUBLIC	OPERATING	100,000.
PROVIDENCE FESTIVAL OF FLOWERS 6801 AIRPORT BOULEVARD MOBILE 36608		PUBLIC	OPERATING	25,000.
PROVIDENCE HOSPITAL 6801 AIRPORT BOULEVARD MOBILE 36685		PUBLIC	CAPITAL	60,000.
SOCIETY OF 1868 P.O. BOX 25 MOBILE 36601		PUBLIC	CAPITAL/OPERATING	450,000.
ST. FRANCIS AT THE POINT ANGLICAN CHURCH 17280 SCENIC HIGHWAY 98 POINT CLEAR 36564		PUBLIC	CAPITAL	250,000.
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE 36608		PUBLIC	OPERATING	480,000.
THE 1857 FOUNDATION P.O. BOX 628 MOBILE 36601		PUBLIC	OPERATING	50,000.
UNIVERSITY OF SOUTH ALABAMA 5828 OLD SHELL ROAD MOBILE 36608		PUBLIC	CAPITAL	40,000.
WILMER HALL 3811 OLD SHELL RD MOBILE 36608		PUBLIC	OPERATING	30,000.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514 *		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	1,045,757.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	6,489,066.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a OIL ROYALTIES	211110	763.				
b LP INVESTMENT INCOME	211110	88,968.				
c MISCELLANEOUS REVENUE	900099	226.				
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		89,957.		7,534,823.		0.
13 Total. Add line 12, columns (b), (d), and (e)						7,624,780.

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

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

[illegible]

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.		

[illegible]

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

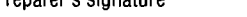
b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here  **11/12/19** **TRUSTEE**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	TIMOTHY B. SMITH		11/07/19		P00420972
	Firm's name ▶ SMITH DUKES & BUCKALEW LLP			Firm's EIN ▶ 63-0191630	
	Firm's address ▶ 3800 AIRPORT BLVD MOBILE, AL 36608-1667			Phone no. (251)343-1200	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CORPORATE BONDS	25,980.	0.	25,980.	25,980.	
LP INVESTMENTS	8,333.	0.	8,333.	8,333.	
SECURITIES	1,011,444.	0.	1,011,444.	1,011,444.	
TO PART I, LINE 4	1,045,757.	0.	1,045,757.	1,045,757.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL ROYALTIES	763.	0.	
LP INVESTMENT INCOME	88,968.	0.	
MISCELLANEOUS REVENUE	226.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	89,957.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,275.	637.		638.
TO FORM 990-PF, PG 1, LN 16B	1,275.	637.		638.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	241,740.	241,740.		0.
TO FORM 990-PF, PG 1, LN 16C	241,740.	241,740.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	11,729.	11,729.		0.
PAYROLL TAXES	13,413.	6,706.		6,707.
EXCISE TAX PAYMENT	16,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	41,642.	18,435.		6,707.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	7,489.	3,744.		3,745.
OIL PRODUCTION EXPENSES	86.	86.		0.
OFFICE EXPENSES	25,192.	12,596.		12,596.
LP INVESTMENTS EXPENSES	3,061.	3,061.		0.
MISCELLANEOUS EXPENSE	4,524.	2,262.		2,262.
TO FORM 990-PF, PG 1, LN 23	40,352.	21,749.		18,603.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SCHEDULE)	21,426,860.	34,589,658.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,426,860.	34,589,658.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SCHEDULE)	504,667.	483,569.
TOTAL TO FORM 990-PF, PART II, LINE 10C	504,667.	483,569.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN LTD PARTNERSHIPS & MUTUAL FUNDS(SCHEDULE)	COST	8,219,094.	9,628,115.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,219,094.	9,628,115.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OPERATION INTEREST- OIL WELLS	16,750.	16,750.	16,750.
ART OBJECTS - RALPH CHANDLER BUSTS	11,219.	11,219.	11,219.
TO FORM 990-PF, PART II, LINE 15	27,969.	27,969.	27,969.

HEARIN-CHANDLER FOUNDATION
FORM 990-PF
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	Number of Shares	Cost	Market Value 12/31/2018
PAGE 2, PART II, LINE (10B):			
ABBVIE INC	2,000	\$ 115,931	\$ 184,380
ALLERGAN (ACTAVIS PLC)	2,970	427,680	396,970
ADOBE SYSTEMS INC	4,190	119,763	947,946
ALASKA AIR GROUP INC DE	3,000	147,046	182,550
ALBEMARBLE CORPORATION	1,500	102,187	115,605
ALLSTATE CORPORATION	3,000	157,894	247,890
ALPHABET INC CLASS A	630	411,709	658,325
ALPHABET INC CLASS C	200	111,867	207,122
ALTRIA GROUP INC	5,500	248,669	271,645
AMAZON COM INC AMZN	305	196,853	458,101
AMERICAN INTL GROUP NEW	9,640	346,560	379,912
AMERICAN EXPRESS COMPANY	2,250	199,282	214,470
AMERICAN TOWER CORP	3,705	310,828	586,094
ANADARKO PETROLEUM CORP	3,480	317,657	152,563
ANHEUSER-BUSCH INBEV ADRF	2,450	283,902	161,234
ANTHEM INC	2,000	226,138	525,260
APACHE CORP	3,030	135,003	79,537
APPLE INC: AAPL	4,535	443,222	715,351
APPLIED MATERIALS INC	15,640	373,246	512,054
ARCHER DANIELS MIDLAND	3,500	170,538	143,395
AT&T INC NEW	10,811	363,793	308,546
ATMOS ENERGY CORP	5,258	29,942	487,522
BANK OF AMERICA CORP	8,900	150,054	219,296
BAXTER INTERNATIONAL INC	2,000	83,068	131,640
BERKSHIRE HATHAWAY B	1,260	182,792	257,267
BOEING CO	1,810	163,252	583,725
BRISTOL MYERS SQUIBB CO	2,000	61,997	103,960
BROADCOM LTD	2,000	303,337	508,560
CA WATER SERVICE GROUP	8,280	30,500	394,625
CATERPILLAR INC	4,000	430,779	508,280
CELANESE CORP SERIES A COM STK	2,355	124,826	211,879
CELGENE CORP	6,370	196,147	408,253
CENTURYLINK INC	3,765	69,896	57,040
CHEVRON CORPORATION	2,430	240,199	264,360
CHUBB CORP	3,370	374,340	435,337
CISCO SYSTEMS INC	12,980	349,578	562,423
CITIGROUP INC NEW	3,000	154,524	156,180
CLOROX COMPANY	3,480	215,216	536,407
CME GROUP INC	2,710	193,063	509,805
COMCAST CORP NEW CL A	14,530	139,424	494,747
CORNING INC	17,700	342,463	534,717
COSTCO WHSL CORP	830	119,244	169,079
CROWN CASTLE INTL	2,430	210,297	263,971
CVS CAREMARK CORP CVS	2,000	149,384	131,040
DELL TECHNOLOGIES	1,109	52,345	88,720
DIAMONDBACK ENERGY	3,588	8,033	332,608
DUKE ENERGY CORP	2,320	199,915	200,216
D X C TECHNOLOGY	1,202	64,464	63,910
EBAY INC	11,800	203,892	331,226
ECOLAB INC	2,528	124,914	372,501
ELI LILLY & CO	6,385	270,768	738,872
ENBRIDGE INC	5,750	175,017	178,710
EXXON MOBIL CORPORATION	5,145	-	350,838
FIFTH 3RD BANCORP OHIO	7,500	146,674	176,475

	Number of Shares	Cost	Market Value 12/31/2018
FLUOR CORP NEW	8,250	538,035	265,650
F M C CORP NEW FMC	700	50,291	51,772
FACEBOOK INC	600	77,607	78,654
FORD MOTOR COMPANY	3,900	68,321	29,835
GARRETT MOTION INC	455	2,210	5,615
GENERAL ELECTRIC COMPANY	5,200	80,805	39,364
GENERAL MOTORS CO	2,000	70,745	66,900
GILEAD SCIENCES INC	7,750	161,909	484,762
HEWLETT-PACKARD COMPANY	14,000	169,081	184,940
HP INC	7,000	116,770	143,220
HOME DEPOT INC: HD	1,995	168,344	342,781
HONEYWELL INTL INC	4,550	197,027	601,146
INTEL CORP	11,800	389,508	553,774
INTERNATIONAL PAPER CO	2,600	124,517	104,936
INTL BUSINESS MACHINES CORP (IBM)	1,430	167,605	162,548
JOHNSON & JOHNSON	3,000	98,683	387,150
JOHNSON CONTROLS INC JCI	2,507	114,545	74,333
JPMORGAN CHASE & CO	2,130	214,318	207,931
LINDLE PLC	2,730	174,713	425,989
MEDTRONIC INC	6,985	543,551	635,356
MERCK & CO INC NEW COM	3,750	221,240	286,537
MICROSOFT CORP	5,225	206,688	530,703
MIDDLESEX WATER CO	8,990	104,266	479,616
MORGAN STANLEY MS	7,950	259,860	315,218
NETFLIX INC	1,100	70,880	294,426
NIKE INC CLASS B	3,250	126,590	240,955
PAYCHEX INC	4,370	168,364	284,706
PAYPAL HOLDINGS	7,200	199,657	605,448
PEPSICO INCORPORATED	4,162	97,947	459,818
PERSPECTA INC	601	9,400	10,349
PROCTER & GAMBLE CO	5,000	278,225	459,600
QUALCOMM INC	5,800	357,639	330,078
RESIDEO TECHNOLOGIES INC.	758	5,920	15,576
SCHLUMBERGER LTD	5,790	393,548	208,903
SEALED AIR CORP	2,000	101,254	69,680
SHERWIN WILLIAMS CO	1,000	201,427	393,460
SOUTHERN COMPANY	2,830	149,934	124,294
STARBUCKS CORP SBUX	1,600	61,506	103,040
SYSCO CORPORATION	3,000	113,013	187,980
THERMO FISHER SCIENTIC	800	98,230	179,032
TRAVELERS COMPANIES INC	4,000	404,555	479,000
UNION PACIFIC CORP	4,870	105,006	673,180
UNITED RENTALS INC	2,700	234,642	276,831
UNITEDHEALTH GROUP INC	2,450	205,490	610,344
US BANCORP DEL NEW USB	7,500	301,364	342,750
VALERO ENERGY CORP	3,220	205,373	241,403
VANGUARD REIT ETF	5,890	498,917	439,217
VERIZON COMMUNICATIONS	4,944	239,491	277,952
VF CORPORATION	3,420	237,246	243,983
WALT DISNEY CO	5,960	306,646	653,514
WELLS FARGO & CO NEW	9,400	392,086	433,152
YUM BRANDS	6,200	199,858	569,904
YUM CHINA HOLDINGS I	7,000	97,398	234,710
		<u>20,952,356</u>	<u>34,115,154</u>
MERCHANTS & MARINES BANCORP, INC	11,830	474,504	474,504
TOTAL		<u>21,426,860</u>	<u>34,589,658</u>

HEARIN-CHANDLER FOUNDATION
FORM 990-PF
2018
63-6075470

	Number of Shares	Cost	Market Value 12/31/2018
PAGE 2, PART II, LINE (10C):			
ENTERPRISE PRODS VAR 7%	200,000	206,023	176,194
WESTERN GAS PARTNERS 5.375%	300,000	298,644	307,375
		<u>\$ 504,667</u>	<u>\$ 483,569</u>

HEARIN-CHANDLER FOUNDATION
FORM 990-PF
2018
63-6075470

	Qty	Cost	Market Value 12/31/2018
<u>PAGE 2, PART II, LINE (10C):</u>			
ENTERPRISE PRODS VAR 7%	200,000	206,023	176,194
WESTERN GAS PARTNERS 5.375%	300,000	298,644	307,375
		<u>\$ 504,667</u>	<u>\$ 483,569</u>

HEARIN-CHANDLER FOUNDATION
FORM 990-PF
2018
63-6075470

	Number of Shares	Cost	Market Value 12/31/2018
PAGE 2, PART II, LINE (13):			
Enterprise Products Partners LP	18,230	\$ 5,189	\$ 448,276
Magellan Midstream Partners LP	6,430	38,358	366,896
Western Gas Partners LP	4,970	-	209,883
Energy Transfer LP	46,028	125,924	608,030
Dodge & Cox Income Fund	96,673	1,304,756	1,281,887
Vanguard Interm Term Investment Grade Ad	138,069	1,300,612	1,296,487
Vanguard Interm Term Bd Index Admiral Sh	236,994	2,591,279	2,611,668
Vanguart Total Intl Bd Index Admiral	52,572	1,150,196	1,140,346
DFA Investment Grade Port Instl	133,274	1,399,927	1,399,377
Vanguard Developed Mkts Index Adm	14,251	200,023	170,438
American Fd Europacific Gwth Fd Cl F3	2,106	102,830	94,827
		<u>\$ 8,219,094</u>	<u>\$ 9,628,115</u>

HEARIN-CHANDLER FOUNDATION
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PAGE 3, PART IV, LINE 1c:

Description of Property Sold	Shares	Gross Sales Proceeds	Cost or Other Basis	Gain (Loss)
ADOBE SYSTEMS INC	2,730 00	656,994 07	60,415 44	\$ 596,579
AMAZON COM INC	235	405,574 83	97,571 02	\$ 308,004
AMERICAN INTL GROUP	5,360	288,257 26	182,645 89	\$ 105,611
AMERICAN TOWER CORP	545	79,934 74	39,198 01	\$ 40,737
ANADARKO PETROLEUM CORP	520 00	30,186 07	47,466 01	\$ (17,280)
ANTHEM INC	360 00	100,537 17	39,645 27	\$ 60,892
APPLE INC AAPL	1,545 00	310,945 77	123,620 25	\$ 187,326
APPLIED MATERIALS INC	3,260 00	180,715 00	70,498 57	\$ 110,216
ATMOS ENERGY CORP	4,325 00	374,643 89	24,628 58	\$ 350,015
BERKSHIRE HATHAWAY B	140 00	30,805 18	20,310 21	\$ 10,495
BOEING CO	1,190 00	408,425 09	100,135 96	\$ 308,289
CLOROX COMPANY	1,520 00	199,485 72	65,603 27	\$ 133,882
CME GROUP INC	3,197 00	533,087 59	201,043 47	\$ 332,044
COMCAST CORP NEW CL A	7,000 00	240,739 23	64,901 88	\$ 175,837
COSTCO WHSL CORP	170 00	40,732 81	24,423 38	\$ 16,309
DFA INVESTMENT GRADE PORT INSTL	885 00	9,176 26	9,299 67	\$ (123)
ECOLAB INC	360 00	55,245 05	18,095 15	\$ 37,150
ELI LILLY & CO	1,615 00	149,190 99	64,048 64	\$ 85,142
ENBRIDGE INC	1,540 00	49,895 02	46,874 21	\$ 3,021
ENERGEN CORP (ALA GAS CORP)	1,370	100,057 18	1,975 74	\$ 98,081
ENERGY TRANSFER LP	2,800	49,839 44	21,722 00	\$ 28,117
ENERGY TRANSFER OPERATING	19,360	398,012 67	21,131 24	\$ 376,881
ENTERPRISE PRODUCTS PARTNERS LP	11,410	310,095 30	-	\$ 310,095
EXXON MOBILE CORPORATION	3,855	299,423 06	80,880 21	\$ 218,543
GILEAD SCIENCES INC	1,300	100,136 89	27,158 89	\$ 72,978
HEWLETT-PACKARD COMPANY	1,005	199,984 84	77,134 23	\$ 122,851
HONEYWELL INTL INC	2,090 00	317,426 61	94,238 14	\$ 223,188
MAGELLAN MIDSTREAM PARTNERS LP	5,760 00	374,184 49	33,023 00	\$ 341,161
MEDTRONIC INC	3,375 00	288,758 76	255,380 97	\$ 33,378
MICRO FOCUS INT	1,922	31,895 42	48,883 54	\$ (16,988)
MICROSOFT CORP	2,355 00	240,940 81	59,817 00	\$ 181,124
MIDDLESEX WATER CO	1,010 00	50,112 72	5,870 63	\$ 44,242
NETFLIX INC	300 00	100,138 73	19,330 92	\$ 80,808
NIKE INC CLASS B	650 00	50,151 65	25,317 42	\$ 24,834
NUTRIEN LTD	2,480 00	128,456 08	99,994 49	\$ 28,462
PAYPAL HOLDINGS	4,600 00	380,014 83	115,649 45	\$ 264,365
PRAXAIR INC	1,250 00	189,923 79	38,302 09	\$ 151,622
SCHLUMBERGER LTD	580	39,790 13	33,709 02	\$ 6,081
THERMO FISHER SCIENTIFIC	200	48,566 16	24,557 40	\$ 24,009
TIME WARNER INC	3,000	161,250 00	71,175 70	\$ 90,074
UNION PACIFIC CORP	4,080	576,686 37	75,908 40	\$ 500,778
UNITEDHEALTH GROUP INC	400	100,124 95	32,732 84	\$ 67,392
VALERO ENERGY CORP	680	69,923 13	43,375 16	\$ 26,548
VANGUARD DEVELOPED MKTS INDEX ADM	54	725 46	751 97	\$ (27)
VF CORPORATION	580	49,915 23	35,426 15	\$ 14,489
WALT DISNEY CO	1,360	150,466 55	47,243 96	\$ 103,223
WELLS FARGO BK NA	2,600	149,605 69	94,198 69	\$ 55,407
WESTERN GAS PARTNERS LP	1,050	49,982 88	-	\$ 49,983
YUM BRANDS	1,800	149,513 35	58,023 20	\$ 91,490
YUM CHINA HOLDINGS	1,000	38,239 55	13,913 94	\$ 24,326
		<u>9,338,914</u>	<u>2,857,251</u>	<u>6,481,663</u>