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

OMB No. 1545-0052

2018Department of the Treasury
Internal Revenue Service▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

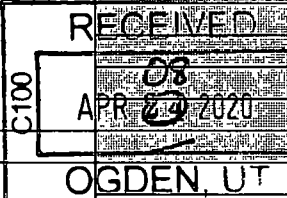
Open to Public Inspection

For calendar year 2018 or tax year beginning **06/01/18**, and ending **05/31/19**

Name of foundation MALCOLM FRASER FOUNDATION		A Employer identification number 58-2026294
Number and street (or P.O. box number if mail is not delivered to street address) 1805 MORIAH WOODS, - STE 3	Room/suite	B Telephone number (see instructions) 901-761-0343
City or town, state or province, country, and ZIP or foreign postal code MEMPHIS TN 38117		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,120,326	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	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) (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 ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	37,142	37,142		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	385,374			
	b Gross sales price for all assets on line 6a	504,524			
	7 Capital gain net income (from Part IV, line 2)		385,374		
	8 Net short-term capital gain		0		
	9 Income modifications				
	10a Gross sales less returns and allowances				
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	422,516	422,516	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 1	4,081	4,081		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 2	4,455			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) Stmt 3	5	5			
24 Total operating and administrative expenses. Add lines 13 through 23	8,541	4,086	0	0	
25 Contributions, gifts, grants paid	633,000			633,000	
26 Total expenses and disbursements. Add lines 24 and 25	641,541	4,086	0	633,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-219,025				
b Net investment income (if negative, enter -0-)		418,430			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2018)SCANNED OCT 01 2020 21:00
Received in AUG 10 2020
Batching Ogden
Operating and Administrative Expenses

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	150,150	50,275	50,273
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	6,080	6,080	6,080
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) See Statement 4	467,843	348,693	1,063,973
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	624,073	405,048	1,120,326	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ ☒			
	24 Unrestricted	624,073	405,048	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	624,073	405,048	
	31 Total liabilities and net assets/fund balances (see instructions)	624,073	405,048	

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	624,073
2 Enter amount from Part I, line 27a	2	-219,025
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	405,048
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	405,048

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	1000 sh Genuine Parts Co	P	08/29/94	07/30/18
b	1000 sh Genuine Parts Co	P	08/29/94	08/23/18
c	1000 sh Genuine Parts Co	P	08/29/94	10/24/18
d	1000 sh Genuine Parts Co	P	08/29/94	02/05/19
e	1000 sh Genuine Parts Co	P	08/29/94	02/14/19

(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 96,989		23,830	73,159
b 99,509		23,830	75,679
c 101,064		23,830	77,234
d 101,063		23,830	77,233
e 105,899		23,830	82,069

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			73,159
b			75,679
c			77,234
d			77,233
e			82,069

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	385,374
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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	650,890	1,748,075	0.372347
2016	678,699	2,461,468	0.275729
2015	812,350	3,054,104	0.265986
2014	502,999	3,717,306	0.135313
2013	464,464	3,688,108	0.125936

2 Total of line 1, column (d)	2	1.175311
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.235062
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	1,388,530
5 Multiply line 4 by line 3	5	326,391
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,184
7 Add lines 5 and 6	7	330,575
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	633,000

3

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	4,184
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	4,184
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	4,184
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	4,800
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,800
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	2
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	614
11	Enter the amount of line 10 to be Credited to 2019 estimated tax 614 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions None		
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See instructions for Part XIV. If "Yes," complete Part XIV		x
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 ▶ Jane Fraser 1805 Moriah Woods Blvd, Suite 3 Located at ▶ Memphis TN ZIP+4 ▶ 38117 Telephone no ▶ 901-761-0343		
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		
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 ▶		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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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	1b
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?	N/A	1c
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? If "Yes," list the years ▶ 20 , 20 , 20 , 20	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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. 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? 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? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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 ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No N/A ☐ 5b N/A ☐ Yes ☐ No ☐ Yes ☒ No ☐ Yes ☒ No N/A ☐ Yes ☐ No ☐ Yes ☒ No ☐ Yes ☒ No	<table border="1"> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> <tr> <td>5b</td> <td></td> <td></td> </tr> <tr> <td>6b</td> <td></td> <td>X</td> </tr> <tr> <td>7b</td> <td></td> <td></td> </tr> </table>		Yes	No	5b			6b		X	7b		
	Yes	No												
5b														
6b		X												
7b														

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANE FRASER 1805 MORIAH WOODS BLVD., SUITE 3 MEMPHIS TN 38117	PRESIDENT AN 1.00	0	0	0
CELIA FRASER GRUSS 1805 MORIAH WOODS BLVD., SUITE 3 MEMPHIS TN 38117	VICE PRESIDE 1.00	0	0	0
JEAN F.R. GRUSS 1805 MORIAH WOODS BLVD., SUITE 3 MEMPHIS TN 38117	VICE PRES & 1.00	0	0	0

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

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

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

0

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		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 See Statement 5	195,000
2 See Statement 6	438,000
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

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	1,294,058
b	Average of monthly cash balances	1b	111,537
c	Fair market value of all other assets (see instructions)	1c	4,080
d	Total (add lines 1a, b, and c)	1d	1,409,675
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	1,409,675
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	21,145
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,388,530
6	Minimum investment return. Enter 5% of line 5	6	69,427

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	69,427
2a	Tax on investment income for 2018 from Part VI, line 5	2a	4,184
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,184
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	65,243
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	65,243
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	65,243

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	633,000
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	633,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	4,184
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	628,816

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				65,243
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013	190,088			
b From 2014	326,136			
c From 2015	671,745			
d From 2016	565,770			
e From 2017	572,706			
f Total of lines 3a through e	2,326,445			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 633,000				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2018 distributable amount				65,243
e Remaining amount distributed out of corpus	567,757			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,894,202			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	190,088			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	2,704,114			
10 Analysis of line 9				
a Excess from 2014	326,136			
b Excess from 2015	671,745			
c Excess from 2016	565,770			
d Excess from 2017	572,706			
e Excess from 2018	567,757			

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				
ACTA 1730 M ST NW, STE 600 WASHINGTON DC 20036	N/A	501c3	EDUCATION	50,000
ALEXANDER HAMILTON INSTITUTE 21 W PARK ROW CLINTON NY 13323	N/A	501c3	EDUCATION	35,000
AMERICAN CIVIL RIGHTS INSTITUTE PO BOX 188350 SACRAMENTO CA 95818	N/A	501c3	LEGAL PROTECTION	10,000
AWAKENING, INC PO BOX 1055 NEWNAN GA 30264	N/A	501c3	TO PROVIDE FINANCIAL ASSISTANCE	5,000
BOYS AND GIRLS CLUB PO BOX 1193, 3836 JOHNSTON BRUNSWICK GA 31521	N/A	501c3	YOUTH ENRICHMENT	5,000
CENTER FOR A SUSTAINABLE COAST 221 MALLORY ST, STE B SAINT SIMONS ISLAND GA 31	N/A	501c3	CONSERVATION	130,000
EASTERN WA UNIVERSITY 310 N RIVERPOINT BLVD BOX SPOKANE WA 99202	N/A	501c3	STUTTERING RESEARCH	10,000
FOUNDATION FOR INDIVIDUAL RIGHTS IN 510 WALNUT ST, STE 1250 PHILADELPHIA PA 19106	N/A	501c3	EDUCATION	10,000
GA FIRST AMENDMENT FOUNDATION 7742 SPAULDING DR NORCROSS GA 30092	N/A	501c3	TO PROVIDE FINANCIAL ASSISTANCE	5,000
GLYNN ENVIRONMENTAL COALITION PO BOX 2443 BRUNSWICK GA 31521	N/A	501c3	CONSERVATION	30,000
Total			3a	633,000
b Approved for future payment N/A				
Total			3b	

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				
GOLDEN ISLES FUND FOR TREES PO BOX 24038 ST SIMONS ISLAND GA 30092	N/A	501c3	CONSERVATION	1,000
ISTAR 1500 COLLEGE PLAZA, 8215 EDMONTON AB 00000	N/A	501c3	TO PROVIDE FINANCIAL ASSISTANCE	10,000
MANHATTAN INSTITUTE 52 VANDERBILT AVE NEW YORK NY 10017	N/A	501c3	EDUCATION & ENVIRONMENTAL	5,000
MAYO FOUNDATION 4500 SAN PABLO RD JACKSONVILLE FL 32224	N/A	501c3	HEALTH & RESEARCH	100,000
NAVY SEAL FOUNDATION 1619 D ST VIRGINIA BEACH VA 23459	N/A	501c3	TO PROVIDE FINANCAIL ASSISTANCE	1,000
NO KILL GLYNN COUNTY 241 FLORIDA ST SAINT SIMONS ISLAND GA 31	N/A	501c3	ANIMAL WELFARE	10,000
PACIFIC LEGAL FOUNDATION 930 G ST SACRAMENTO CA 95814	N/A	501c3	DEFENDING FREEDOM IN COURTS	10,000
PANTHERA JAGUAR CORRIDOR INITIATIVE 8 W 40TH ST, FLOOR 18 NEW YORK NY 10018	N/A	501c3	ANIMAL CONSERVATION	50,000
PURRFECT PALS PO BOX 24453 SAINT SIMONS ISLAND GA 31	N/A	501c3	ANIMAL WELFARE	10,000
THE ORIANNE SOCIETY 11 OLD FRUITSTAND LANE TIGER GA 30576	N/A	501c3	CONSERVATION	60,000
Total			3a	
b Approved for future payment N/A				
Total			3b	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VANDERBILT UNIVERSITY 1215 21ST AVE S, STE 6358 NASHVILLE TN 37232	N/A	501C3	STUTTERING CLINICAL WORK & RESEARCH	75,000
WALDEN'S PUDDLE PO BOX 641 JOELTON TN 37080	N/A	501c3	ANIMAL WELFARE	10,000
YOUTH ENRICHMENT & DELIVERANCE CENT 2401 NORWICH ST BRUNSWICK GA 31521	N/A	501c3	YOUTH ENRICHMENT	1,000
Total			3a	
b <i>Approved for future payment</i>				
N/A				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			18	37,142	
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	385,374	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		422,516	0
13	Total. Add line 12, columns (b), (d), and (e)				13	422,516

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	\$ 4,081	\$ 4,081	\$	\$
Total	\$ 4,081	\$ 4,081	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal Taxes	\$ 4,330	\$	\$	\$
Foreign taxes	125			
Total	\$ 4,455	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Bank Fee	5	5		
Total	\$ 5	\$ 5	\$ 0	\$ 0

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Merrill Lynch Investments	\$ 467,843	\$ 348,693	Market	\$ 1,063,973
Total	\$ 467,843	\$ 348,693		\$ 1,063,973

Federal Statements**Statement 5 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities****Description**

Several of the activities were to support programs of major universities and other nonprofits in the area of stuttering, speech pathology and basic research on stuttering. The specific uses of the grants were outlined in proposals received from each institution and were not specified by the Foundation other than the general requirement that the funds were to be used to support activities regarding stuttering and speech pathology. The programs included therapy for people who stutter and instruction for speech language pathology students, including fellowships for doctoral degree candidates. Some of the funds were used by the universities to set up family counseling programs to help children who stutter. In many communities across the country, these university clinics provide a unique service. They also serve to provide a teaching base for the students. Some of the funds were used for basic research regarding stuttering.

Statement 6 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities**Description**

The Foundation also made contributions to nineteen other exempt organizations for educational, scientific, religious, conservation, animal welfare, and general charitable purposes. Those contributions are also listed on the schedule attached to Part XV.

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description**

NO SPECIAL REQUIREMENTS

Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

NO SPECIAL REQUIREMENTS

Statement 7 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

PREFERENCE GIVEN TO STUDY, PREVENTION AND TREATMENT OF STUTTERING.