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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 07-01-2018, and ending 06-30-2019

Name of foundation
HILL CREST FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 530507

City or town, state or province, country, and ZIP or foreign postal code
MOUNTAIN BROOK, AL 35253

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

☐ 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) ▶ \$ 53,821,861

J Accounting method

☐ Cash

☐ Accrual

☒ Other (specify) SEE STATEMENT

(Part I, column (d) must be on cash basis)

A Employer identification number
63-0516927

B Telephone number (see instructions)
(205) 870-0400

C If exemption application is pending, check here

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) (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 . . .	1,476,368	1,476,368	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	120,473		
	b Gross sales price for all assets on line 6a			
		1,297,779		
	7 Capital gain net income (from Part IV, line 2) . . .		120,473	
	8 Net short-term capital gain			
	9 Income modifications			
Operating and Administrative Expenses	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)	262	262	
	12 Total. Add lines 1 through 11	1,597,103	1,597,103	
	13 Compensation of officers, directors, trustees, etc	60,000	30,000	30,000
	14 Other employee salaries and wages	46,874	23,437	23,437
	15 Pension plans, employee benefits	8,097	4,049	4,048
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	15,015	7,508	7,507
	c Other professional fees (attach schedule)	182,355	182,355	0
	17 Interest			
	18 Taxes (attach schedule) (see instructions) . . .	32,223	0	0
	19 Depreciation (attach schedule) and depletion . . .			
	20 Occupancy			
	21 Travel, conferences, and meetings	1,497	749	748
	22 Printing and publications			
23 Other expenses (attach schedule)	27,073	21,037	6,036	
24 Total operating and administrative expenses. Add lines 13 through 23	373,134	269,135	71,776	
25 Contributions, gifts, grants paid	2,650,231		2,650,231	
26 Total expenses and disbursements. Add lines 24 and 25	3,023,365	269,135	2,722,007	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-1,426,262		
	b Net investment income (if negative, enter -0-)		1,327,968	
c Adjusted net income (if negative, enter -0-) . . .				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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			
	2 Savings and temporary cash investments	22,853	43,309	43,309
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	1,413,708	1,144,299	1,144,299
	b Investments—corporate stock (attach schedule)	51,737,672	52,634,253	52,634,253
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	53,174,233	53,821,861	53,821,861	
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	53,174,233	53,821,861	
	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)	53,174,233	53,821,861		
31 Total liabilities and net assets/fund balances (see instructions) .	53,174,233	53,821,861		

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	53,174,233
2 Enter amount from Part I, line 27a	2	-1,426,262
3 Other increases not included in line 2 (itemize) ▶ _____	3	2,073,890
4 Add lines 1, 2, and 3	4	53,821,861
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	53,821,861

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a 14760 SHS ENBRIDGE INC COM		P		2018-10-18
b 50000 SHS GENERAL ELEC CO COM		P		2018-10-18
c 10000 SHS GOODYEAR TIRE & RUBBER CO COM		P		2018-10-18
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 477,937		229,369	248,568
b 609,877		788,073	-178,196
c 209,965		159,864	50,101
d			
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) 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	
a			248,568
b			-178,196
c			50,101
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	120,473
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	2,527,786	55,036,828	0 045929
2016	2,326,630	51,082,249	0 045547
2015	2,419,654	46,794,530	0 051708
2014	2,387,442	50,261,803	0 047500
2013	2,107,431	49,374,641	0 042682

2 Total of line 1, column (d)	2	0 233366
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 046673
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	52,407,777
5 Multiply line 4 by line 3	5	2,446,028
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,280
7 Add lines 5 and 6	7	2,459,308
8 Enter qualifying distributions from Part XII, line 4	8	2,722,007

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	13,280
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	13,280
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	13,280
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	30,000
b	Exempt foreign organizations—tax withheld at source	6b	
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	30,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	16,720
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 16,720 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ 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.	5b	
	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)	☐ Yes	☐ No
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	6b	
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?	7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment 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, 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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(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
BIRMINGHAM CAPITAL MANAGEMENT COMPANY INC 2 PERIMETER PARK SOUTH BIRMINGHAM, AL 35243	INVESTMENT SERVICES	182,355
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	53,123,084
b	Average of monthly cash balances.	1b	82,781
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	53,205,865
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	53,205,865
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	798,088
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	52,407,777
6	Minimum investment return. Enter 5% of line 5.	6	2,620,389

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	2,620,389
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	13,280
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,280
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,607,109
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,607,109
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	2,607,109

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	2,722,007
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	2,722,007
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	13,280
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,708,727

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				2,607,109
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			2,646,849	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ <u>2,722,007</u>				
a Applied to 2017, but not more than line 2a			2,646,849	
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.				75,158
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 instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				2,531,951
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 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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

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

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

Part XV	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 e-mail address of the person to whom applications should be addressed	
CHARLES R TERRY JR PO BOX 530507 MOUNTAIN BROOK, AL 35253 (205) 870-0400	
b The form in which applications should be submitted and information and materials they should include	
APPLICATIONS SHOULD BE IN WRITTEN FORM AND INCLUDE INFORMATION REGARDING THE PURPOSE OF THE APPLICATION AND THE ENTITY MAKING THE APPLICATION	
c Any submission deadlines	
NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	
ALL GRANTS ARE MADE ONLY TO TAX-EXEMPT ORGANIZATIONS MOST BENEFICIARIES HAVE PROGRAMS WITHIN THE STATE OF ALABAMA	

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

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

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

Part XVII

- ## Part XVII

Part XVII

Part XVII

Part XVII

Part XVII

Part XVII

Part XVII

* * * * *

Title

(see instr)? ☒ Yes ☐ No

Part XVII

Part XVII

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

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

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AG GASTON BOYSGIRLS CLUB 2900 SOUTH PARK DR SW BIRMINGHAM, AL 35211	NONE	PC	SUPPORT	25,000
ALABAMA GIVINGPO BOX 530727 BIRMINGHAM, AL 352530727	NONE	PC	SUPPORT	800
ALABAMA GOODWILL INDUSTRIES 2350 GREEN SPRINGS HIGHWAY SOUTH BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	15,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALABAMA HEAD INJURY FOUNDATION 3100 LORNA ROAD SUITE 200 HOOVER, AL 35216	NONE	PC	SUPPORT	10,000
ALABAMA HUMANITIES FOUNDATION 1100 IRELAND WAY STE 202 BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	5,000
ALABAMA KIDNEY FOUNDATION 2012 UNIVERSITY BLVD SUITE 164 BIRMINGHAM, AL 35202	NONE	PC	SUPPORT	40,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALABAMA SHAKESPEARE FESTIVAL 1 FESTIVAL DRIVE MONTGOMERY, AL 36117	NONE	PC	SUPPORT	35,000
ALABAMA SYMPHONY ORCHESTRA 3621 6TH AVE S BIRMINGHAM, AL 35222	NONE	PC	SUPPORT	40,000
ALDRIDGE GARDENS3530 LORNA ROAD HOOVER, AL 35216	NONE	PC	SUPPORT	10,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALTAMOUNT SCHOOL 4801 ALTAMONT RD S BIRMINGHAM, AL 35222	NONE	PC	SUPPORT	25,000
ALZHEIMER'S OF CENTRAL ALABAMA 2151 HIGHLAND AVENUE SOUTH BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	15,000
AMERICAN BASEBALL FOUNDATION 833 SAINT VINCENTS DRIVE STE 205A BIRMINGHAM, AL 35206	NONE	PC	SUPPORT	20,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY 250 WILLIAMS ST NW ATLANTA, GA 30303	NONE	PC	SUPPORT	10,000
AMERICAN RED CROSS OF ALABAMA 431 18TH STREET NW WASHINGTON, DC 20006	NONE	PC	SUPPORT	10,000
ANGEL FLIGHT SOARS INC 2000 AIRPORT ROAD SUITE 227 ATLANTA, GA 30341	NONE	PC	SUPPORT	7,500
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AUBURN UNIVERSITY 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	PC	SUPPORT	100,000
BELL CENTER FOR EARLY INTERVENTION PROGRAMS 1700 29TH CT S BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	30,000
BIG BROTHERSBIG SISTERS OF BIRMINGHAM 1901 14TH AVE SOUTH BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	10,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIRMINGHAM CHILDREN'S THEATRE PO BOX 1362 BIRMINGHAM, AL 35201	NONE	PC	SUPPORT	5,000
BIRMINGHAM EDUCATION FOUNDATION 901 9TH AVENUE NORTH 30413 BIRMINGHAM, AL 35204	NONE	PC	SUPPORT	10,000
BIRMINGHAM HOLOCAUST EDUCATION CENTER PO BOX 130805 BIRMINGHAM, AL 35213	NONE	PC	SUPPORT	5,000
Total ► 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIRMINGHAM LANDMARKS 1817 3RD AVE N BIRMINGHAM, AL 35023	NONE	PC	SUPPORT	40,000
BIRMINGHAM ZOO2630 CAHABA ROAD BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	75,000
BOY SCOUTS OF AMERICA BLACK WARRIOR COUNCIL 2700 JACK WARNER PARKWAY NE TUSCALOOSA, AL 35403	NONE	PC	SUPPORT	5,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BROTHER BRYAN MISSION OF BIRMINGHAM PO BOX 11254 BIRMINGHAM, AL 35202	NONE	PC	SUPPORT	10,000
CAHABA RIVER SOCIETY 2717 7TH AVE STE 205 BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	5,000
CAHABA VALLEY HEALTH CARE 1515 6TH AVENUE SOUTH BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	30,000
Total ► 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMP ASCCAPO BOX 550155 JACKSON GAP, AL 35255	NONE	PC	SUPPORT	3,091
CAMP BRIDGES FOUNDATION 1600 7TH AVENUE SOUTH ACC 516 BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	15,000
CAMP FIRE ALABAMA 106 OXMOOR RD STE 152 BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	5,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAMP SUMATANGA 3616 SUMATANGA RD GALLANT, AL 35972	NONE	PC	SUPPORT	45,000
CANCER WELLNESS FOUNDATION OF ALABAMA 4145 CARMICHAEL ROAD MONTGOMERY, AL 36106	NONE	PC	SUPPORT	5,000
CATHOLIC FAMILY SERVICES 1515 12TH AVENUE SOUTH BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	12,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTER FOR EXECUTIVE LEADERSHIP 200 UNION HILL DRIVE STE 200 BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	35,000
CHILDREN'S HARBOR INC 1 OUR CHILDRENS WAY ALEXANDER CITY, AL 35010	NONE	PC	SUPPORT	55,000
CHILDREN'S HOSPITAL OF ALABAMA 1600 7TH AVENUE SOUTH BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	100,000
Total ► 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLLAT JEWISH FAMILY SERVICES 3940 MONTCLAIR ROAD SUITE 205 BIRMINGHAM, AL 35213	NONE	PC	SUPPORT	10,000
COMMUNITY GRIEF SUPPORT 1119 OXMOOR ROAD BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	40,000
CORNERSTONE SCHOOLS OF ALABAMA 118 55TH ST N BIRMINGHAM, AL 35212	NONE	PC	SUPPORT	25,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CROHNS AND COLITIS FOUNDATION OF AMERICA PO BOX 59486 BIRMINGHAM, AL 35259	NONE	PC	SUPPORT	15,000
FAMILY COUNSELING SERVICE OF TUSCALOOSA COUNTY AL INC 2020 PAUL W BRYANT DRIVE TUSCALOOSA, AL 35401	NONE	PC	SUPPORT	5,000
FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 59267 BIRMINGHAM, AL 35259	NONE	PC	SUPPORT	30,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FOUNDRY MINISTRIESPO BOX 824 BESSEMER, AL 35021	NONE	PC	SUPPORT	25,000
ADDICTION PREVENTION COALITION 324 COMMONS DRIVE BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	75,000
FRESHWATER LAND TRUST 2308 1ST AVENUE NORTH BIRMINGHAM, AL 35203	NONE	PC	SUPPORT	25,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FULL LIFE AHEAD FOUNDATION 2908 CLAIRMONT AVENUE SOUTH BIRMINGHAM, AL 35207	NONE	PC	SUPPORT	15,000
GIRLS INC OF CENTRAL ALABAMA 5201 8TH AVENUE SOUTH BIRMINGHAM, AL 35212	NONE	PC	SUPPORT	15,000
GRACE HOUSE MINISTRIES 4911 FARRELL AVENUE FAIRFIELD, AL 35064	NONE	PC	SUPPORT	15,000
Total ► 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GROWING KINGSP0 BOX 291 BIRMINGHAM, AL 35201	NONE	PC	SUPPORT	5,000
HAND IN PAW617 38TH ST SOUTH BIRMINGHAM, AL 35222	NONE	PC	SUPPORT	50,000
HEART GALLERY ALABAMA 3100 INDEPENDENCE DR STE 200 BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	5,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HIGHLANDS SCHOOL 4901 OLD LEEDS ROAD BIRMINGHAM, AL 35213	NONE	PC	SUPPORT	10,000
HOLY FAMILY CATHOLIC HIGH SCHOOL 2001 19TH ST BIRMINGHAM, AL 35218	NONE	PC	SUPPORT	10,000
IMPACT ALABAMA 1901 6TH AVENUE NORTH SUITE 2400 BIRMINGHAM, AL 35203	NONE	PC	SUPPORT	10,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JESSIE'S PLACE OF THE JIMMIE HALE MISSION PO BOX 10472 BIRMINGHAM, AL 35202	NONE	PC	SUPPORT	15,000
JUDSON COLLEGE302 BIBB ST MARION, AL 36756	NONE	PC	SUPPORT	20,000
JUNIOR ACHIEVEMENT OF GREATER BIRMINGHAM 216 AQUARIUS DRIVE SUITE 315 BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	15,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JUNIOR LEAGUE OF BIRMINGHAM 2212 TWENTIETH AVENUE SOUTH BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	10,000
KID ONE TRANSPORTPO BOX 11864 BIRMINGHAM, AL 35202	NONE	PC	SUPPORT	10,000
KING'S HOMEPO BOX 162 CHELSEA, AL 35043	NONE	PC	SUPPORT	20,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LAKESHORE FOUNDATION 4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	50,000
MAGIC CITY HARVESTPO BOX 11292 BIRMINGHAM, AL 35202	NONE	PC	SUPPORT	5,000
MAGIC MOMENTS 2112 11TH AVENUE SOUTH STE 219 BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	9,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MCCOY ADULT DAY CARE 730 8TH AVENUE WEST SUITE 102 BIRMINGHAM, AL 35204	NONE	PC	SUPPORT	7,600
MCWANE SCIENCE CENTER 200 19TH STREET NORTH BIRMINGHAM, AL 35203	NONE	PC	SUPPORT	25,000
METHODIST HOME FOR THE AGING 1424 MONTCLAIR RD BIRMINGHAM, AL 35210	NONE	PC	SUPPORT	50,000
Total ► 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
METRO CHANGERS750 MOUNTCLAIR RD BIRMINGHAM, AL 35213	NONE	PC	SUPPORT	20,000
METROPOLITAN ARTSVIRGINIA SAMFORD 1116 26TH STREET SOUTH BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	10,000
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY, AL 36108	NONE	PC	SUPPORT	2,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
M-POWER MINISTRIES INC 4022 4TH AVENUE SOUTH BIRMINGHAM, AL 35222	NONE	PC	SUPPORT	25,000
MUSCULAR DYSTROPHY ASSOCIATION 700 CENTURY PARK SOUTH STE 225 BIRMINGHAM, AL 35226	NONE	PC	SUPPORT	15,000
OASIS COUNSELING FOR WOMEN AND CHILDREN 1900 14TH AVENUE SOUTH BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	75,000
Total ► 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OZANAM CHARITABLE PHARMACY 109 SOUTH CEDAR ST MOBILE, AL 36602	NONE	PC	SUPPORT	7,000
PASTORAL COUNSELING AND TRAINING CENTER INC 400 OFFICE PARK DRIVE SUITE 130 BIRMINGHAM, AL 35223	NONE	PC	SUPPORT	15,000
PATHWAYS INC 409 RICHARD ARRINGTON JR BLVD NORTH BIRMINGHAM, AL 35203	NONE	PC	SUPPORT	10,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRESCHOOL PARTNERS 4447 MONTEVALLO ROAD BIRMINGHAM, AL 35213	NONE	PC	SUPPORT	15,000
RED BARN2722 BAILEY ROAD LEEDS, AL 35094	NONE	PC	SUPPORT	50,000
RED MOUNTAIN PARK281 LYON LANE BIRMINGHAM, AL 35211	NONE	PC	SUPPORT	50,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RED MOUNTAIN THEATRE COMPANY PO BOX 278 BIRMINGHAM, AL 35201	NONE	PC	SUPPORT	5,000
RESTORATION ACADEMYPO BOX 30 FAIRFIELD, AL 35064	NONE	PC	SUPPORT	70,000
RONALD MCDONALD HOUSE CHARITIES OF ALABAMA 1700 4TH AVE SOUTH BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	30,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SDES-CAMP SEALE HARRIS 500 CHASE PARK SOUTH HOOVER, AL 35244	NONE	PC	SUPPORT	10,000
SHADES VALLEY BRANCH OF YMCA 3551 MONTGOMERY HIGHWAY BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	20,000
SIGHT SAVERS AMERICA 337 BUSINESS CIRCLE PELHAM, AL 35124	NONE	PC	SUPPORT	20,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOCIETY OF ST ANDREW PO BOX 610806 BIRMINGHAM, AL 35261	NONE	PC	SUPPORT	5,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 100 PEACHTREE STREET NW SUITE 2080 ATLANTA, GA 30303	NONE	PC	SUPPORT	6,240
ST VINCENT'S FOUNDATION OF ALABAMA INC 1 MEDICAL PARKWAY EAST DRIVE BIRMINGHAM, AL 35235	NONE	PC	SUPPORT	50,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STUDIO BY THE TRACKS 301 20TH STREET SOUTH BIRMINGHAM, AL 35210	NONE	PC	SUPPORT	10,000
THE EXCEPTIONAL FOUNDATION 1616 OXMOOR ROAD BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	100,000
THE SALVATION ARMY 2015 26TH AVENUE NORTH BIRMINGHAM, AL 35234	NONE	PC	SUPPORT	60,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TRINITY COUNSELING 1025 MONTGOMERY HIGHWAY SUITE 214 BIRMINGHAM, AL 35216	NONE	PC	SUPPORT	20,000
TRIUMPH SERVICES INC 2151 HIGHLAND AVENUE SOUTH STE 120 BIRMINGHAM, AL 35205	NONE	PC	SUPPORT	15,000
TROY UNIVERSITY 301 ADAMS ADMINISTRATION TROY, AL 36082	NONE	PC	SUPPORT	25,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UAB CALLAHAN EYE HOSPITAL 1720 UNIVERSITY BLVD BIRMINGHAM, AL 35233	NONE	PC	SUPPORT	60,000
UNITED ABILITY100 OSLO CIRCLE BIRMINGHAM, AL 35211	NONE	PC	SUPPORT	75,000
UNIVERSITY OF ALABAMA PO BOX 870101 TUSCALOOSA, AL 35487	NONE	PC	SUPPORT	100,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF ALABAMA AT BIRMINGHAM SCHOOL OF NURSING AB 1230 1720 2ND AVENUE SOUTH BIRMINGHAM, AL 352940112	NONE	PC	SUPPORT	50,000
UNIVERSITY OF ALABAMA HUNTSVILLE 301 SPARKMAN DR HUNTSVILLE, AL 35899	NONE	PC	SUPPORT	50,000
UNIVERSITY OF SOUTH ALABAMA 307 N UNIVERSITY BLVD MOBILE, AL 36688	NONE	PC	SUPPORT	20,000
Total ▶ 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF WEST ALABAMA UWA STATION 6 LIVINGSTON, AL 35470	NONE	PC	SUPPORT	20,000
UROLOGY HEALTH FOUNDATION 3485 INDEPENDENCE DRIVE HOMEWOOD, AL 35209	NONE	PC	SUPPORT	10,000
VESTAVIA HILLS CITY SCHOOLS FOUNDATION PO BOX 660483 VESTAVIA HILLS, AL 35266	NONE	PC	SUPPORT	10,000
Total ► 3a				2,650,231

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VULCAN PARK AND MUSEUM 1701 VALLEY VIEW DRIVE BIRMINGHAM, AL 35209	NONE	PC	SUPPORT	10,000
YOUTHSERVE INCPO BOX 530334 BIRMINGHAM, AL 35253	NONE	PC	SUPPORT	15,000
Total ▶ 3a				2,650,231

TY 2018 Accounting Fees Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX FEES	15,015	7,508		7,507

TY 2018 Investments Corporate Stock Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CONSUMER DISCRETIONARY	4,765,200	4,765,200
CONSUMER STAPLES	6,062,160	6,062,160
ENERGY	4,700,020	4,700,020
FINANCIAL	3,050,700	3,050,700
HEALTH CARE	6,383,183	6,383,183
INDUSTRIAL	19,597,420	19,597,420
INFORMATION TECHNOLOGY	2,623,620	2,623,620
REAL ESTATE	252,864	252,864
COMMUNICATION SERVICES	1,996,000	1,996,000
UTILITIES	3,203,086	3,203,086

TY 2018 Investments Government Obligations Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927**US Government Securities - End
of Year Book Value:**

1,144,299

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

1,144,299

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

0

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

0

TY 2018 Other Expenses Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	7,344	3,672		3,672
TRUST FEES	15,000	15,000		0
MISCELLANEOUS EXPENSE	2,088	1,044		1,044
OFFICE EXPENSES	2,641	1,321		1,320

TY 2018 Other Income Schedule

Name: HILL CREST FOUNDATION INC

EIN: 63-0516927

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	262	262	262

TY 2018 Other Increases Schedule

Name: HILL CREST FOUNDATION INC
EIN: 63-0516927

Description	Amount
UNREALIZED APPRECIATION IN ASSETS	2,073,890

TY 2018 Other Professional Fees Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	182,355	182,355		0

TY 2018 Taxes Schedule**Name:** HILL CREST FOUNDATION INC**EIN:** 63-0516927

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	32,223	0		0