

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE)		A Employer identification number 58-6025557	
Number and street (or P.O. box number if mail is not delivered to street address) REGIONS BANK TRUST DEPT P O BOX 116		B Telephone number (see instructions) (205) 420-7753	
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35202		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ..... <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶\$ 675,738	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ..... <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .				
	4 Dividends and interest from securities . . . . .	12,651	12,493		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	13,727			
	b Gross sales price for all assets on line 6a _____ 172,308				
	7 Capital gain net income (from Part IV, line 2) . . . . .		13,727		
	8 Net short-term capital gain . . . . .			0	
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less: Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	26,378	26,220		
	13 Compensation of officers, directors, trustees, etc. . . . .	9,794	7,835		1,959
	14 Other employee salaries and wages . . . . .		0	0	0
	15 Pension plans, employee benefits . . . . .		0	0	
	16a Legal fees (attach schedule) . . . . .				0
	b Accounting fees (attach schedule) . . . . .	800	0	0	800
	c Other professional fees (attach schedule) . . . . .				0
	17 Interest . . . . .				0
	18 Taxes (attach schedule) (see instructions) . . . . .	337	220		0
	19 Depreciation (attach schedule) and depletion . . . . .	0	0		
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .		0	0	
	22 Printing and publications . . . . .		0	0	
	23 Other expenses (attach schedule) . . . . .				
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	10,931	8,055	0	2,759
	25 Contributions, gifts, grants paid . . . . .	24,500			24,500
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	35,431	8,055	0	27,259
	27 Subtract line 26 from line 12:				
	a <b>Excess of revenue over expenses and disbursements</b>	-9,053			
	b <b>Net investment income</b> (if negative, enter -0-)		18,165		
				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	17,856	25,580	25,580
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____		0	0
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____ 0			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) . . . . .			
	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) . . . . .	567,776	551,001	650,158
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	585,632	576,581	675,738	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ _____)			
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	<b>Foundations that follow FASB ASC 958, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24, 25, 29 and 30.</b>			
	24 Net assets without donor restrictions . . . . .			
	25 Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 26 through 30.</b>			
	26 Capital stock, trust principal, or current funds . . . . .	585,632	576,581	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 <b>Total net assets or fund balances</b> (see instructions) . . . . .	585,632	576,581	
	30 <b>Total liabilities and net assets/fund balances</b> (see instructions) .	585,632	576,581	

**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 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	585,632
2 Enter amount from Part I, line 27a . . . . .	2	-9,053
3 Other increases not included in line 2 (itemize) ▶ _____	3	4
4 Add lines 1, 2, and 3 . . . . .	4	576,583
5 Decreases not included in line 2 (itemize) ▶ _____	5	2
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	576,581

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	<b>2</b>	13,727
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 <span style="float: right;">}</span>	<b>3</b>	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	34,634	632,570	0.054751
2017	34,611	639,042	0.054161
2016	34,674	615,561	0.056329
2015	34,256	648,470	0.052826
2014	28,458	666,169	0.042719

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.260786
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.052157
<b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	<b>4</b>	641,245
<b>5</b> Multiply line 4 by line 3	<b>5</b>	33,445
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	182
<b>7</b> Add lines 5 and 6	<b>7</b>	33,627
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	27,259

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

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	363
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	363
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	363
<b>6</b>	Credits/Payments:		
<b>a</b>	2019 estimated tax payments and 2018 overpayment credited to 2019	<b>6a</b>	144
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	144
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <b>▶</b>	<b>9</b>	219
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <b>▶</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2020 estimated tax</b> <b>▶</b> 0 <b>Refunded</b> <b>▶</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		No
<b>b</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>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. <b>▶</b> \$ _____ <b>(2)</b> On foundation managers. <b>▶</b> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>▶</b> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	Yes	
<b>7</b> 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> . . . . .	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>▶</b> GA _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .		No

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

<b>11</b>	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions. . . . .	<b>11</b>		<b>No</b>
<b>12</b>	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions . . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NA</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► <u>REGIONS BANK, TRUST DEPARTMENT</u> Telephone no. ► <u>(205) 420-7753</u>			

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

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . . ► <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <b>15</b>		
<b>16</b>	At any time during calendar year 2019, 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 ►	<b>16</b>	<b>Yes</b> <b>No</b>

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

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

<b>1a</b>	During the year did the foundation (either directly or indirectly):		<b>Yes</b>	<b>No</b>
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
<b>a</b>	At the end of tax year 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions.) . . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2019 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 2019.) . . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	<b>4b</b>		<b>No</b>

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

		Yes	No
<b>5a</b>	During the year did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions. . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions . . . . .		<b>5b</b>
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . If "Yes" to 6b, file Form 8870.		<b>6b</b> No
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		<b>7b</b>
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation. See instructions</b>				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK 201 MILAN PKWY BIRMINGHAM, AL 35211	TRUSTEE 1	9,794		
RALPH RODGERS PO DRAWER 71727 ALBANY, GA 31708	TRUSTEE 2	0		
LEIGH BROOKS 612 RUSSELL RD ALBANY, GA 31707	TRUSTEE 2	0		
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total number of other employees paid over \$50,000.</b> . . . . .				<b>0</b>

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . . ►		0

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

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

	Expenses
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	651,010
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	0
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	651,010
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	651,010
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	9,765
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	641,245
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	32,062

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

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	32,062
<b>2a</b>	Tax on investment income for 2019 from Part VI, line 5. . . . .	<b>2a</b>	363
<b>b</b>	Income tax for 2019. (This does not include the tax from Part VI.). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	363
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	31,699
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	31,699
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	31,699

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. . . . .	<b>1a</b>	27,259
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	27,259
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions. . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	27,259

**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 2018	(c) 2018	(d) 2019
<b>1</b> Distributable amount for 2019 from Part XI, line 7				31,699
<b>2</b> Undistributed income, if any, as of the end of 2019:				
<b>a</b> Enter amount for 2018 only. . . . .			16,471	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2019:				
<b>a</b> From 2014. . . . .	0			
<b>b</b> From 2015. . . . .	0			
<b>c</b> From 2016. . . . .	0			
<b>d</b> From 2017. . . . .	0			
<b>e</b> From 2018. . . . .	0			
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2019 from Part XII, line 4: ► \$ 27,259				
<b>a</b> Applied to 2018, but not more than line 2a			16,471	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2019 distributable amount. . . . .				10,788
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:	0			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020. . . . .				20,911
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2015. . . . .	0			
<b>b</b> Excess from 2016. . . . .	0			
<b>c</b> Excess from 2017. . . . .	0			
<b>d</b> Excess from 2018. . . . .	0			
<b>e</b> Excess from 2019. . . . .	0			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

**c** Any submission deadlines:

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

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

Recipient	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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	24,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	

Enter gross amounts unless otherwise indicated.

[illegible]

## Part XVII

	Yes	No
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1a(1)		No
1a(2)		No

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<b>1b(1)</b>	<b>No</b>
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<b>1b(2)</b>		<b>No</b>
--------------	--	-----------

<b>1b(3)</b>		<b>No</b>
--------------	--	-----------

<b>1b(4)</b>		<b>No</b>
--------------	--	-----------

<b>1b(5)</b>	<b>No</b>
--------------	-----------

<b>1b(6)</b>		<b>No</b>
--------------	--	-----------

1c		No
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value  
ue

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) (other than section 501(c)(3)) or in section 527? . . . . . ☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

May the IRS discuss this return with the preparer shown below

(see instr.) ☒ **Yes** ☐ **No**

(see instr.) ☒ Yes ☐ No

Print/Type preparer's name  SHAWN P HANLON	Preparer's Signature	Date  2020-04-07	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN  P00965923
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP				Firm's EIN ▶ 13-4008324
Firm's address ▶ 600 GRANT STREET  PITTSBURGH, PA 15219				Phone no. (412) 355-6000

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
17. CELGENE CORP		2017-11-01	2019-03-04
7. CELGENE CORP		2018-06-20	2019-03-04
415.307 ADVISERS INVT TR JOHCM INTL SL I		2017-07-11	2019-03-07
268.923 INVESCO INTL GRWTH-R5		2017-07-11	2019-03-07
2. AIR PRODUCTS & CHEMICALS INC		2017-04-10	2019-03-07
13. CISCO SYSTEMS INC		2015-03-30	2019-03-07
4. DOLLAR GENERAL CORP		2016-07-01	2019-03-07
13. LILLY ELI & CO		2017-12-13	2019-03-07
3. MCDONALDS CORP		2016-02-04	2019-03-07
12. MERCK & CO INC		2015-03-30	2019-03-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,456		1,821	-365
600		558	42
9,195		8,386	809
8,436		9,336	-900
358		272	86
668		358	310
476		374	102
1,632		1,149	483
542		363	179
961		702	259

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-365
			42
			809
			-900
			86
			310
			102
			483
			179
			259

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
3. NEXTERA ENERGY INC		2015-03-30	2019-03-07
3. PEPSICO INC COM		2016-02-04	2019-03-07
7. PFIZER INC COM		2015-12-04	2019-03-07
1. THERMO FISHER SCIENTIFIC INC		2017-12-13	2019-03-07
9. VERIZON COMMUNICATIONS COM		2015-03-30	2019-03-07
5. WALMART STORES INC COM		2018-02-09	2019-03-07
5. CARNIVAL CORP		2019-03-07	2019-04-08
32. CARNIVAL CORP		2017-01-26	2019-04-08
9. CITIGROUP INC		2018-06-20	2019-04-08
24. CITIGROUP INC		2017-12-13	2019-04-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
562		313	249
348		296	52
290		229	61
249		192	57
503		441	62
489		500	-11
264		277	-13
1,690		1,823	-133
590		607	-17
1,573		1,801	-228

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			249
			52
			61
			57
			62
			-11
			-13
			-133
			-17
			-228

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
13. UNION PACIFIC CORP		2015-12-04	2019-04-08
15. UNITEDHEALTH GROUP INC		2018-02-09	2019-04-08
1150.38 BARON EMERGING MARKETS FUND		2018-06-20	2019-04-23
176.311 BARON EMERGING MARKETS FUND		2017-12-14	2019-04-23
3000. JP MORGAN CHASE & CO 6.3% 4/23/19		2015-07-23	2019-04-23
1000. US TREASURY N/B 1.625% 15 MAY 2026		2019-04-04	2019-04-30
2000. US TREASURY N/B 1.625% 15 MAY 2026		2017-12-12	2019-04-30
1000. AMGEN INC 2.25% 8/19/23		2016-08-10	2019-05-06
1000. APPLE INC 2.3% 11 MAY 2022		2017-05-05	2019-05-06
1000. FIFTH THIRD BANK 2.25% 6/14/21		2016-06-10	2019-05-06

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,181		1,101	1,080
3,726		3,264	462
16,462		16,462	
2,523		2,608	-85
3,000		3,000	
948		948	
1,896		1,896	
974		997	-23
992		998	-6
990		1,001	-11

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			1,080
			462
			-85
			-23
			-6
			-11



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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1000. US TREASURY N/B 3.625% 15 FEB 2020		2019-04-04	2019-05-06
1000. US TREASURY N/B .75% 15 JUL 2019		2019-04-04	2019-05-06
5000. US TREASURY N/B .75% 15 JUL 2019		2017-12-27	2019-05-06
1000. US TREASURY N/B 1.75% 15 MAY 2023		2013-12-05	2019-05-06
1000. WELLS FARGO BANK NA 2.6% 1/15/21		2018-01-17	2019-05-06
3000. I B M CORP 3.45% 2/19/26		2018-03-06	2019-05-09
1000. US TREASURY N/B 1.25% 31 JAN 2020		2016-02-10	2019-05-09
3000. COMCAST CORP		2015-04-08	2019-05-16
3000. AIR LEASE CORP 2.125% 15 JAN 2020		2018-05-04	2019-05-17
1000. FED NATL MTG ASSN 2.125% 4/24/26		2018-05-17	2019-06-06

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,009		1,009	
997		997	
4,985		4,985	
980		960	20
997		1,000	-3
3,023		2,992	31
992		1,001	-9
3,010		3,010	
2,985		2,982	3
1,002		933	69

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			20
			-3
			31
			-9
			3
			69

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1000. US TREASURY N/B 2.75% 15 FEB 2028		2019-05-06	2019-06-06
1000. VERIZON COMMUNICATIONS 2.625% 15 AUG 2026		2016-07-28	2019-06-06
3. ALPHABET INC		2017-12-13	2019-07-12
1. ALPHABET INC		2019-03-07	2019-07-12
10. JB HUNT TRANSPORT SERVICES INC		2019-03-07	2019-07-12
6. JB HUNT TRANSPORT SERVICES INC		2017-11-01	2019-07-12
9. PALO ALTO NETWORKS INC		2017-01-26	2019-07-12
3000. US TREASURY N/B 1.25% 31 JAN 2020		2016-02-10	2019-07-15
3000. BANK OF MONTREAL 1.5% 7/18/19		2016-07-14	2019-07-18
4. APPLE INC		2017-12-13	2019-07-29

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,054		1,023	31
976		997	-21
3,431		2,142	1,289
1,144		1,148	-4
920		1,024	-104
552		638	-86
1,939		1,309	630
2,987		3,003	-16
3,000		2,998	2
838		691	147

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			31
			-21
			1,289
			-4
			-104
			-86
			630
			-16
			2
			147

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
2. HOME DEPOT INC		2017-04-10	2019-07-29
1. INTUIT INC		2015-12-04	2019-07-29
14. MICROSOFT CORP COM		2018-03-20	2019-07-29
2.738 VANGUARD MID-CAP INDEX FUND-ADM		2018-06-20	2019-07-29
5. WEC ENERGY GROUP INC		2018-10-16	2019-07-29
4. ZOETIS INC		2018-08-14	2019-07-29
1000. US TREASURY N/B 1.625% 15 MAY 2026		2017-03-22	2019-08-06
2000. JOHN DEERE CAPITAL COR 2.3% 9/16/19		2014-09-12	2019-08-14
3000. CVS HEALTH CORP 3.125% 09 MAR 2020		2018-03-07	2019-08-15
169. BANK OF AMERICA CORP		2018-06-20	2019-08-22

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
433		298	135
283		97	186
1,971		1,310	661
579		549	30
433		345	88
460		366	94
999		952	47
2,000		1,999	1
3,018		3,002	16
4,584		5,361	-777

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			135
			186
			661
			30
			88
			94
			47
			1
			16
			-777

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
3. EOG RESOURCES INC		2019-03-07	2019-08-22
96. PFIZER INC COM		2015-12-04	2019-08-22
5. WALMART STORES INC COM		2018-02-09	2019-08-22
2000. US TREASURY N/B 1.75% 30 APR 2022		2017-02-15	2019-08-29
1000. KROGER CO 2.65% 15 OCT 2026		2016-09-27	2019-09-06
3000. PHILIP MORRIS INTL INC 3.375% 15 AUG		2019-04-30	2019-09-10
3000. UNITED STATES TREASURY NOTE DTD 09/15/20		2019-07-19	2019-09-16
28. AT&T INC		2017-11-01	2019-10-03
22.685 ADVISERS INVT TR JOHCM INTL SL I		2017-05-01	2019-10-03
53.342 INVESCO INTL GRWTH-R5		2017-05-01	2019-10-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
231		275	-44
3,347		3,141	206
558		477	81
2,015		1,983	32
996		998	-2
3,131		2,962	169
3,000		3,000	
1,029		935	94
506		458	48
1,773		1,815	-42

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-44
			206
			81
			32
			-2
			169
			94
			48
			-42

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
2. AIR PRODUCTS & CHEMICALS INC		2018-06-20	2019-10-03
5. APPLE INC		2017-12-13	2019-10-03
67.734 ARTISAN DEVELOPING WORLD FUND		2019-04-23	2019-10-03
14.427 BARON EMERGING MARKETS FUND		2017-12-14	2019-10-03
3. CVS HEALTH CORP		2019-08-22	2019-10-03
9. COMCAST CORP		2018-12-06	2019-10-03
4. DOLLAR GENERAL CORP		2016-07-01	2019-10-03
2. ECOLAB INC		2015-03-30	2019-10-03
8. EQUITY RESIDENTIAL		2019-07-12	2019-10-03
3. HOME DEPOT INC		2017-04-10	2019-10-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
419		316	103
1,080		864	216
921		921	
194		213	-19
181		185	-4
392		337	55
623		374	249
379		231	148
688		635	53
668		447	221

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			103
			216
			-19
			-4
			55
			249
			148
			53
			221

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
2. HONEYWELL INTERNATIONAL INC		2018-06-20	2019-10-03
5. JB HUNT TRANSPORT SERVICES INC		2017-11-01	2019-10-03
1. INTUIT INC		2015-12-04	2019-10-03
4. ISHARES US REAL ESTATE ETF		2019-04-08	2019-10-03
6. JPMORGAN CHASE & CO		2018-06-20	2019-10-03
3. MCCORMICK & CO INC NON-VOTING		2018-10-16	2019-10-03
2. MERCK & CO INC		2018-05-23	2019-10-03
4. MICROSOFT CORP COM		2018-08-14	2019-10-03
1. MONDELEZ INTERNATIONAL INC		2019-08-22	2019-10-03
3. NEXTERA ENERGY INC		2018-06-20	2019-10-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
318		282	36
527		493	34
257		97	160
368		350	18
664		647	17
499		410	89
163		118	45
535		406	129
54		54	
685		431	254

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			36
			34
			160
			18
			17
			89
			45
			129
			254

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
2. NVIDIA CORP		2019-04-08	2019-10-03
7. PEPSICO INC COM		2018-04-13	2019-10-03
7. PROCTER & GAMBLE CO		2018-12-06	2019-10-03
3. ROSS STORES INC		2018-08-14	2019-10-03
2. STRYKER CORP		2018-05-23	2019-10-03
2. THERMO FISHER SCIENTIFIC INC		2018-04-13	2019-10-03
3. UNITED PARCEL SERVICE INC		2017-11-01	2019-10-03
1. UNITED TECHNOLOGIES CORP		2015-03-30	2019-10-03
12.784 VANGUARD MID-CAP INDEX FUND-ADM		2018-06-20	2019-10-03
1.167 VANGUARD SMALL CAP INDEX FUND-ADM		2018-06-20	2019-10-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
346		380	-34
962		764	198
847		646	201
315		277	38
416		348	68
551		429	122
343		353	-10
129		118	11
2,595		2,551	44
84		90	-6

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-34
			198
			201
			38
			68
			122
			-10
			11
			44
			-6

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
5. VERIZON COMMUNICATIONS COM		2015-03-30	2019-10-03
1. VISA INC		2019-07-12	2019-10-03
8. WEC ENERGY GROUP INC		2018-10-16	2019-10-03
3. WALMART STORES INC COM		2017-11-01	2019-10-03
6. ZOETIS INC		2018-08-14	2019-10-03
5. CHUBB LIMITED COM		2018-06-20	2019-10-03
9. AIR PRODUCTS & CHEMICALS INC		2017-04-10	2019-11-06
18. MCCORMICK & CO INC NON-VOTING		2018-10-16	2019-11-06
3. MCDONALDS CORP		2019-10-03	2019-11-06
6. MCDONALDS CORP		2018-06-20	2019-11-06

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
292		245	47
169		180	-11
753		552	201
345		265	80
736		550	186
778		624	154
1,963		1,224	739
2,870		2,459	411
582		646	-64
1,165		805	360

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			47
			-11
			201
			80
			186
			154
			739
			411
			-64
			360



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

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
16. PROCTER & GAMBLE CO		2018-12-06	2019-11-06
20. WEC ENERGY GROUP INC		2018-10-16	2019-11-06
2000. WALGREENS BOOTS ALLIANCE 3.8% 18 NOV 2024		2014-11-10	2019-11-06
1000. DUKE ENERGY CORP 2.4% 15 AUG 2022		2019-10-07	2019-11-08
1000. FORD MOTOR CREDIT CO LLC 3.157% 04 AUG 2020		2017-11-28	2019-11-08
1000. GENERAL ELEC CAP CORP		2019-10-07	2019-11-08
1000. US TREASURY N/B 3.625% 15 FEB 2020		2019-10-07	2019-11-08
1000. US TREASURY N/B 2.75% 15 FEB 2028		2019-10-07	2019-12-05
.57 TRUIST FINANCIAL CORP		2015-03-30	2019-12-27
CAPITAL GAIN DIVIDENDS	P		


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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,920		1,476	444
1,834		1,380	454
2,044		2,001	43
1,008		1,011	-3
1,004		1,006	-2
1,034		1,034	
1,005		1,005	
1,075		1,095	-20
32		18	14
			2,755

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			444
			454
			43
			-3
			-2
			-20
			14

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)				
<b>a</b> <i>Paid during the year</i>				
LILY PAD SANE CENTER INC P O BOX 70938 ALBANY, GA 31708	NONE	PC	GENERAL OPERATING	4,500
MISSION CHANGE INC308 FLINT AVE ALBANY, GA 31701	NONE	PC	GENERAL OPERATING	2,500
EASTER SEALS SOUTHERN GA INC 1906 PALMYRA ROAD ALBANY, GA 317011598	NONE	PC	GENERAL OPERATING	4,000
<b>Total . . . . . ▶ 3a</b>				24,500

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)				
<b>a</b> <i>Paid during the year</i>				
BOYS & GIRLS CLUBS OF ALBANY INC P O BOX 1130 ALBANY, GA 31702	NONE	PC	GENERAL OPERATING	13,500
<b>Total</b> . . . . .  <b>3a</b>				24,500

**TY 2019 Accounting Fees Schedule****Name:** BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE**EIN:** 58-6025557

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

**TY 2019 Investments - Other Schedule**

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

**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
10373QAB6 BP CAP MARKETS AMERI	AT COST	3,003	3,247
008882771 AIM INTERNATIONAL GR			
09062XAC7 BIOGEN INC	AT COST	5,039	5,037
143658300 CARNIVAL CORP			
17275R102 CISCO SYSTEMS INC	AT COST	3,980	5,084
20030N101 COMCAST CORP	AT COST	3,337	4,002
24422ESS9 JOHN DEERE CAPITAL C			
445658107 JB HUNT TRANSPORT SE	AT COST	1,684	2,102
46625H100 J P MORGAN CHASE & C	AT COST	3,721	7,249
580135101 MC DONALDS CORPORATI	AT COST	1,776	2,964
594918104 MICROSOFT CORP COM	AT COST	7,477	12,616
172967KB6 CITIGROUP INC	AT COST	4,004	4,022
26875P101 EOG RESOURCES INC	AT COST	4,720	3,434
697435105 PALO ALTO NETWORKS I			
00912XAU8 AIR LEASE CORP 2.125			
031162CH1 AMGEN INC	AT COST	3,900	4,038
151020104 CELGENE CORP			
172967424 CITIGROUP INC	AT COST	2,421	3,275
20030NAZ4 COMCAST CORP			
278865100 ECOLAB INC	AT COST	1,156	1,930
369622SM8 GENERAL ELEC CAP COR	AT COST	4,152	4,127
58933Y105 MERCK & CO INC	AT COST	2,766	4,275
02079K305 ALPHABET INC/CA	AT COST	3,057	5,358
06416CAB4 BANK OF NOVA SCOTIA	AT COST	3,944	3,999
06828M876 BARON EMERGING MARKE	AT COST	40,522	45,630
192446102 COGNIZANT TECHNOLOGY	AT COST	1,977	2,047
26078JAB6 DOWDUPONT INC 4.205%	AT COST	3,001	3,210
26441CAW5 DUKE ENERGY CORP 2.4	AT COST	2,932	3,031
345397XK4 FORD MOTOR CREDIT CO	AT COST	2,012	2,008
375558BF9 GILEAD SCIENCES INC	AT COST	2,996	3,231

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
65339F101 NEXTERA ENERGY INC	AT COST	1,251	2,906
717081103 PFIZER INC COM			
74432QBP9 PRUDENTIAL FINANCIAL	AT COST	3,037	3,067
808513AW5 THE CHARLES SCHWAB C	AT COST	3,002	3,059
87236YAH1 TD AMERITRADE HOLDIN	AT COST	2,993	3,192
883556102 THERMO FISHER SCIENT	AT COST	2,286	4,548
907818108 UNION PACIFIC CORP			
79466L302 SALESFORCE COM INC	AT COST	1,810	2,114
85771PAN2 STATOIL ASA	AT COST	4,043	4,262
89233P5F9 TOYOTA MOTOR CREDIT	AT COST	3,026	3,078
94988J5N3 WELLS FARGO BANK NA	AT COST	2,996	3,021
98978V103 ZOETIS INC	AT COST	2,929	4,235
N53745100 LYONDELLBASELL INDU-	AT COST	2,103	2,268
778296103 ROSS STORES INC	AT COST	2,653	3,260
912828H52 UNITED STATES TREAS	AT COST	15,956	15,995
92826C839 VISA INC	AT COST	4,961	6,577
437076102 HOME DEPOT INC/THE	AT COST	2,452	3,712
458140AJ9 INTEL CORP	AT COST	3,012	3,083
461202103 INTUIT INC	AT COST	681	1,834
61761JVL0 MORGAN STANLEY	AT COST	4,032	4,249
00206R102 AT&T INC	AT COST	3,446	4,142
00770G847 JOHCM INTERNATIONAL	AT COST	26,621	31,702
0258M0DX4 AMERICAN EXPRESS CRE	AT COST	4,003	4,015
3135G0K36 FED NATL MTG ASSN	AT COST	3,744	4,061
60871RAC4 MOLSON COORS BREWING	AT COST	2,031	2,056
867914BM4 SUNTRUST BANKS INC 2	AT COST	1,997	2,028
912828R36 U S TREASURY NOTE	AT COST	11,164	11,873
913017109 UNITED TECHNOLOGIES	AT COST	3,321	4,493
91324P102 UNITED HEALTH GROUP			
742718109 PROCTER & GAMBLE CO/	AT COST	1,568	2,123

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
9128283W8 US TREASURY N/B 2.75	AT COST	8,032	8,524
922908686 VANGUARD SMALL-CAP I	AT COST	32,375	43,517
92939U106 WEC ENERGY GROUP INC	AT COST	1,518	2,029
931427AH1 WALGREENS BOOTS ALLI			
713448108 PEPSICO INC	AT COST	3,459	4,783
744320102 PRUDENTIAL FINANCIAL	AT COST	1,998	2,250
863667101 STRYKER CORP	AT COST	1,616	2,939
867914103 SUNTRUST BANKS INC			
912828S43 UNITED STATES TREAS			
912828VB3 U S TREASURY NOTE	AT COST	1,890	2,007
912828WZ9 U S TREASURY NOTE	AT COST	5,887	6,020
91913YAU4 VALERO ENERGY CORP 3	AT COST	2,931	3,145
02079K107 ALPHABET INC			
037833CQ1 APPLE INC 2.3% 11 MA	AT COST	3,999	4,048
06406RAH0 BANK OF NY MELLON CO	AT COST	3,991	4,474
09247X101 BLACKROCK INC	AT COST	3,038	3,519
78012KKU0 ROYAL BANK OF CANADA	AT COST	4,007	4,029
931142103 WAL MART STORES INC	AT COST	3,746	5,110
G29183103 EATON CORP PLC	AT COST	3,078	4,831
023135106 AMAZON COM INC	AT COST	3,230	7,391
02665WCD1 AMERICAN HONDA FINAN	AT COST	2,996	3,028
060505104 BANK AMER CORP			
06367THQ6 BANK OF MONTREAL			
12572Q105 CME GROUP INC	AT COST	1,764	2,007
14040HBP9 CAPITAL ONE FINANCIA	AT COST	5,008	5,007
31677QBG3 FIFTH THIRD BANK	AT COST	3,995	4,022
438516106 HONEYWELL INTERNATIO	AT COST	2,394	4,248
46625HHL7 JP MORGAN CHASE & CO			
501044DE8 KROGER CO 2.65% 15 O	AT COST	3,767	4,027
579780206 MC CORMICK & CO INC			

**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
912828J27 U S TREASURY NOTE	AT COST	17,643	18,253
912828MP2 U S TREASURY NOTE	AT COST	3,035	3,007
912828PC8 U S TREASURY NOTE	AT COST	8,054	8,067
931142ED1 WALMART INC 3.55% 26	AT COST	2,995	3,223
H1467J104 CHUBB LTD	AT COST	2,874	3,892
911312106 UNITED PARCEL SERVIC	AT COST	3,781	3,980
922908645 VANGUARD MID-CAP IND	AT COST	30,921	43,048
92343V104 VERIZON COMMUNICATIO	AT COST	3,227	4,052
92343VDD3 VERIZON COMMUNICATIO	AT COST	2,814	3,047
126408HJ5 CSX CORP 3.8% 01 MAR	AT COST	3,001	3,274
126650DA5 CVS HEALTH CORP 3.12			
166764100 CHEVRONTEXACO CORP	AT COST	4,529	5,061
256677105 DOLLAR GENERAL CORP	AT COST	1,959	2,808
30231G102 EXXON MOBIL CORP	AT COST	5,518	4,954
459200JG7 I B M CORP			
532457108 ELI LILLY & CO	AT COST	3,058	4,863
539439AR0 LLOYDS BANKING GROUP	AT COST	3,003	3,309
009158106 AIR PRODUCTS AND CHE			
037833100 APPLE INC	AT COST	5,634	11,746
30231GBE1 EXXON MOBIL CORPORAT	AT COST	2,000	2,019
553530106 MSC INDUSTRIAL DIREC	AT COST	2,058	2,119
912828Y79 US TREASURY N/B 2.87	AT COST	2,128	2,120
29476L107 EQUITY RESIDENTIAL	AT COST	3,548	3,722
606822BJ2 MITSUBISHI UFJ FIN G	AT COST	3,006	3,061
254687106 WALT DISNEY CO/THE	AT COST	4,360	4,339
92532F100 VERTEX PHARMACEUTICA	AT COST	1,965	2,408
00889A400 INVESCO INTERNATIONAL	AT COST	30,286	29,242
126650100 CVS HEALTH CORP	AT COST	3,952	4,755
912828YB0 US TREASURY N/B 1.62	AT COST	9,037	8,765
316773100 FIFTH THIRD BANCORP	AT COST	3,106	3,135



**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
404280CC1 HSBC HOLDINGS PLC 3.	AT COST	3,009	3,235
464287739 ISHARES U.S. REAL ES	AT COST	3,761	4,002
89832Q109 TRUIST FINANCIAL COR	AT COST	1,878	3,323
00914AAB8 AIR LEASE CORP 3.75%	AT COST	2,971	3,137
459200KA8 IBM CORP 3.5% 15 MAY	AT COST	3,991	4,304
609207105 MONDELEZ INTERNATIONAL	AT COST	3,960	4,021
04314H592 ARTISAN DEVELOPING W	AT COST	18,064	20,401
06051GHT9 BANK OF AMERICA CORP	AT COST	3,000	3,171
67066G104 NVIDIA CORP	AT COST	3,460	4,471
ROUNDING	AT COST	1	

**TY 2019 Other Decreases Schedule**

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

Description	Amount
MUTUAL FUND TIMING ADJ	2

**TY 2019 Other Increases Schedule**

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

Description	Amount
ROUNDING	4

**TY 2019 Taxes Schedule****Name:** BADGLEY MEMORIAL FUND (PRE 1969 CHARITABLE**EIN:** 58-6025557

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	220	220		0
FEDERAL ESTIMATES - PRINCIPAL	117	0		0