

EXTENDED TO NOVEMBER 15, 2019

2949115900104 9

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

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

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

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

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation

A Employer identification number

BARBER VINTAGE MOTORSPORTS MUSEUM**63-1125485**

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

Room/suite

6030 BARBER MOTORSPORTS PARKWAY

B Telephone number

205-699-7275

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

BIRMINGHAM, AL 35094C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

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

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐\$ **80,287,742.** (Part I, column (d) must be on cash basis.)**Part I****Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	5,754,388.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,345.	1,345.	1,345.	STATEMENT 1
4 Dividends and interest from securities	113,358.	113,358.	113,358.	STATEMENT 2
5a Gross rents	4,855,397.	4,855,397.	4,855,397.	STATEMENT 3
b Net rental income or (loss)	4,855,397.			
6a Net gain or (loss) from sale of assets not on line 10	-25,881.			STATEMENT 4
b Gross sales price for all assets on line 6a	109,590.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances	356,281.			STATEMENT 5
b Less Cost of goods sold	205,229.			
c Gross profit or (loss)	151,052.		151,052.	
11 Other income	1,181,983.	0.	1,181,983.	STATEMENT 6
12 Total. Add lines 1 through 11.	12,031,642.	4,970,100.	6,303,135.	
13 Compensation of officers, directors, trustees, etc	536,198.	0.	60,161.	476,037.
14 Other employee salaries and wages	2,168,150.	0.	286,419.	1,881,731.
15 Pension plans, employee benefits	297,313.	0.	39,917.	257,396.
16a Legal fees				
b Accounting fees	10,965.	0.	2,288.	8,677.
c Other professional fees	2,422.	0.	455.	1,967.
17 Interest	12,799.	0.	2,671.	10,128.
18 Taxes	359,027.	2,757.	60,066.	298,961.
19 Depreciation and depletion	2,769,171.	475,411.	2,769,171.	
20 Occupancy				
21 Travel, conferences, and meetings	81,128.	0.	16,797.	64,331.
22 Printing and publications				
23 Other expenses	2,383,433.	359,870.	588,539.	1,794,894.
24 Total operating and administrative expenses. Add lines 13 through 23	8,620,606.	838,038.	3,826,484.	4,794,122.
25 Contributions, gifts, grants paid	3,135.			3,135.
26 Total expenses and disbursements. Add lines 24 and 25	8,623,741.	838,038.	3,826,484.	4,797,257.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	3,407,901.			
b Net investment income (if negative, enter -0-)		4,132,062.		
c Adjusted net income (if negative, enter -0-)			2,476,651.	

SCANNED JUN 27 2019

RECEIVED

JUN 05 2019

OGDEN, UT

STMT 10

IRS-OSC 9

9-57

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	949,546.	851,942.	851,942.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 55,208.			
	Less: allowance for doubtful accounts ▶	455,829.	55,208.	55,208.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use	77,556.	100,882.	100,882.
	9 Prepaid expenses and deferred charges	33,128.	20,261.	20,261.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 12	1,691,487.	2,344,309.	2,152,930.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	106.	106.	106.
	14 Land, buildings, and equipment: basis ▶ 98,940,566.			
	Less: accumulated depreciation ▶ 43,150,035.	57,553,255.	55,790,531.	55,790,531.
	15 Other assets (describe ▶ STATEMENT 14)	18,196,446.	21,315,882.	21,315,882.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	78,957,353.	80,479,121.	80,287,742.
	17 Accounts payable and accrued expenses	34,523.	37,253.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue	149,602.	18,573.	
	20 Loans from officers, directors, trustees, and other disqualified persons	17,408,820.	14,921,224.	
	21 Mortgages and other notes payable	271,543.	189,660.	
	22 Other liabilities (describe ▶ STATEMENT 15)	237.	4,452.	
	23 Total liabilities (add lines 17 through 22)	17,864,725.	15,171,162.	
Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	61,092,628.	65,307,959.	
	30 Total net assets or fund balances	61,092,628.	65,307,959.	
Total	31 Total liabilities and net assets/fund balances	78,957,353.	80,479,121.	

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	61,092,628.
2 Enter amount from Part I, line 27a	2	3,407,901.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	807,430.
4 Add lines 1, 2, and 3	4	65,307,959.
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	65,307,959.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a TEXTAINER GROUP HOLDINGS LIMITED		P	08/14/13	01/16/18
b RESIDEO TECHNOLOGIES INC		P	05/29/03	11/02/18
c				
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 24,284.		34,390.	-10,106.
b 14.		3.	11.
c			
d			
e			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-10,106.
b			11.
c			
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	-10,095.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{		3	0.

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	7,317,208.	2,132,490.	3.431298
2016	20,221,038.	2,049,306.	9.867261
2015	9,988,523.	2,316,955.	4.311056
2014	8,442,380.	2,189,111.	3.856534
2013	3,935,046.	1,763,448.	2.231450

2 Total of line 1, column (d)	2	23.697599
3 Average distribution ratio for the 6 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	4.739520
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	2,976,179.
5 Multiply line 4 by line 3	5	14,105,660.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41,321.
7 Add lines 5 and 6	7	14,146,981.
8 Enter qualifying distributions from Part XII, line 4	8	8,073,275.

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 <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 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		1	82,641.
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	82,641.
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	82,641.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	82,000.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	83,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	359.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 359. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address WWW.BARBERMUSEUM.ORG		
14 The books are in care of ADAM COAN Telephone no. 205-702-8706		
Located at 6030 BARBER MOTORSPORTS PKWY, BIRMINGHAM, AL ZIP+4 35094		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
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.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" 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? (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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d) 3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 1915(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

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

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

N/A

☐ Yes ☐ No

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

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

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

6b

X

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

N/A

7b

8 Is the foundation subject to the section 1960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		536,198.	20,080.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT L. CLARK - 4124 SHARPSBURG DRIVE, BIRMINGHAM, AL 35213	RESTORATION MANAGER	132,000.	4,365.	0.
ADAM COAN - 1929 GALLANT FOX DRIVE, HELENA, AL 35080	CONTROLLER	95,000.	2,700.	0.
MICHAEL DESOCIO - 3058 OLD STONE DRIVE, BIRMINGHAM, AL 35242	SUPERVISOR	86,000.	3,000.	0.
CHARLES HUNEYCUTT - 2420 BRIARCLIFF DRIVE, LEEDS, AL 35094	RESTORATION SUPERVISOR	85,085.	3,363.	0.
JOEL M. SELF - 3933 MARS AVENUE, BIRMINGHAM, AL 35215	SUPERVISOR	77,000.	0.	0.

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

21

(continued)

[illegible]

0

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	THE FOUNDATION EXHIBITS VINTAGE MOTORCYCLES THROUGHOUT THE YEAR AT THE MUSEUM AND AT VARIOUS MOTORCYCLE AND AUTO RACES DURING THE YEAR.	0.
2		
3		
4		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	NOT APPLICABLE	
		0.
2		
	All other program-related investments. See instructions.	
3		
Total. Add lines 1 through 3		0.

823561 12-11-18

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	2,248,700.
b	Average of monthly cash balances	1b	683,583.
c	Fair market value of all other assets	1c	89,219.
d	Total (add lines 1a, b, and c)	1d	3,021,502.
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	3,021,502.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,323.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,976,179.
6	Minimum investment return Enter 5% of line 5	6	148,809.

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

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	4,797,257.
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	3,276,018.
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	8,073,275.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,073,275.

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)

N/A

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years:				
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				
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7				
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a				
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)

- 1 a 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 foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a 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			
(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
148,809.	106,625.	102,465.	115,848.	473,747.
126,488.	90,631.	87,095.	98,471.	402,685.

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

8,073,275.	7,317,208.	20,257,755.	10,036,794.	45,685,032.
------------	------------	-------------	-------------	-------------

d Amounts included in line 2c not used directly for active conduct of exempt activities

0.	0.	0.	0.	0.
----	----	----	----	----

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

8,073,275.	7,317,208.	20,257,755.	10,036,794.	45,685,032.
------------	------------	-------------	-------------	-------------

- 3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

1				1 X 0.
---	--	--	--	--------

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

				0.
--	--	--	--	----

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

99,206.	71,083.	68,310.	77,232.	315,831.
---------	---------	---------	---------	----------

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)

				0.
--	--	--	--	----

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

				0.
--	--	--	--	----

(3) Largest amount of support from an exempt organization

				0.
--	--	--	--	----

(4) Gross investment income

				0.
--	--	--	--	----

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).)

GEORGE W. BARBER, JR.

- 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.

NONE

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.

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

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

- c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
F.A.I.T.H. RIDERS NATIONAL CHAPTER 7789 GADSDEN HIGHWAY TRUSSVILLE, AL 35173			GENERAL FUND	3,000.
MOVEMBER FOUNDATION PO BOX 1595 CULVER CITY, CA 90232			GENERAL FUND	135.
Total			3a	3,135.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
Enter gross amounts unless otherwise indicated.				
1 Program service revenue:				
a MUSEUM ADMISSIONS				618,054.
b MEMBERSHIPS				182,891.
c VINTAGE FESTIVAL AUCTION				370,714.
d DISCOUNTS				10,324.
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments		14	1,345.	
4 Dividends and interest from securities		14	113,358.	
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property		16	4,855,397.	
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory		01	-25,881.	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory	453220	151,052.		
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		151,052.	4,944,219.	1,181,983.
13 Total. Add line 12, columns (b), (d), and (e)				6,277,254.

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

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

[illegible]

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | |
|--|-------|-----|
| 1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | |
| (2) Other assets | 1a(2) | |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| (4) Reimbursement arrangements | 1b(4) | |
| (5) Loans or loan guarantees | 1b(5) | |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

► T.R.154

1 5/29/19

► CFO

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

GREG P. LOGAN

Ag. P. Ly

05/21/19

P00129597

Firm's name ► ARLINGTON ASSOCIATES, LLC

Firm's EIN ► 20-1365485

Firm's address ► 2000 MORRIS AVENUE, SUITE 1200
BIRMINGHAM, AL 35203

Phone no. 205-488-4330

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Name of the organization

Employer identification number

BARBER VINTAGE MOTORSPORTS MUSEUM**63-1125485**

Organization type (check one)

Filers of:**Section:**

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization	Employer identification number
BARBER VINTAGE MOTORSPORTS MUSEUM	63-1125485

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GEORGE W. BARBER JR. 2173 CREST ROAD BIRMINGHAM, AL 35209	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	THE BARBER COMPANIES, INC. 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	\$ 4,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	THE GEORGE W. BARBER TRUST #5 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	PETE HANNA CHARITABLE FOUNDATION P.O. BOX 558 FAIRFIELD, AL 35064	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	AUSTIN CUNNINGHAM 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	STEVE NELSON MANION ESTATE 12600 WEST COLFAX AVENUE NO. C400 LAKEWOOD, CO 80215	\$ 130,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
BARBER VINTAGE MOTORSPORTS MUSEUM	63-1125485

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	CHARLES M. MILLER JR. 4401 KENNESAW DRIVE BIRMINGHAM, AL 35213	\$ 9,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
8	MICHAEL HANAGAN 2360 TECHNOLOGY WAY HOLLISTER, CA 95023	\$ 25,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
9	DALLAS DRISKELL 4131 NW 153 CT CHIEFLAND, FL 32626	\$ 8,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
10	RYAN YOUNG PRODUCTS 6327 MIDLAND IND. PK SHELBYVILLE, KY 40065	\$ 8,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
11	JAMES MCARTHUR 212 DOGWOOD CIRCLE GADSDEN, AL 35901	\$ 6,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
12	MARK SAWICKI 2791 ARMISTEAD ROAD TALLAHASSEE, FL 32308	\$ 6,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization BARBER VINTAGE MOTORSPORTS MUSEUM	Employer identification number 63-1125485
--	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	MIKE GREENWOOD 736 CROSSCREEK TRAIL PELHAM, AL 35124	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
14	JEFFERY MASON 366 60TH STREET OAKLAND, CA 94618	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
15	STEVE NELSON MANION ESTATE 12600 WEST COLFAX AVENUE NO. C400 LAKEWOOD, CO 80215	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
BARBER VINTAGE MOTORSPORTS MUSEUM	63-1125485

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
8	VARIOUS MOTORCYCLES	\$ 25,000.	12/08/18
9	1960S OSSA DICK MANN RACER	\$ 8,500.	06/30/18
10	1999 BULTACO SHERCO	\$ 8,000.	06/30/18
11	2008 BMW GS1200	\$ 6,500.	06/30/18
12	1969 GREEVES RANGER	\$ 6,500.	06/30/18
13	2006 BMW K1200GT	\$ 5,000.	06/30/18

Name of organization	Employer identification number
BARBER VINTAGE MOTORSPORTS MUSEUM	63-1125485

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
14	2007 HONDA CBR600RR	\$ 5,000.	06/30/18
15	1934 FORD PICK-UP	\$ 6,000.	06/30/18
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

BARBER VINTAGE MOTORSPORTS MUSEUM**63-1125485****Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	1,345.	1,345.	1,345.
TOTAL TO PART I, LINE 3	1,345.	1,345.	1,345.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STIFEL	113,358.	0.	113,358.	113,358.	113,358.
TO PART I, LINE 4	113,358.	0.	113,358.	113,358.	113,358.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
MUSEUM RENTAL	1	465,670.
TRACK RENTAL	2	4,389,727.
TOTAL TO FORM 990-PF, PART I, LINE 5A		4,855,397.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 4

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEXTAINER GROUP HOLDINGS LIMITED		08/14/13	01/16/18

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,284.	34,390.	0.	0.	-10,106.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RESIDEO TECHNOLOGIES INC		05/29/03	11/02/18

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14.	3.	0.	0.	11.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONCESSION TRAILER	PURCHASED	05/12/04	08/31/18

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,250.	23,349.	0.	23,349.	1,250.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONCESSION TRAILER	PURCHASED	05/12/04	08/31/18

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,250.	23,349.	0.	23,349.	1,250.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
CONCESSION TRAILER	PURCHASED		05/12/04		08/31/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,250.	17,503.	0.	17,503.	1,250.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
CONCESSION TRAILER	PURCHASED		05/12/04		08/31/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,250.	17,503.	0.	17,503.	1,250.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
VARIOUS FURNITURE & EQUIPMENT	PURCHASED		04/26/04		08/31/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	40,821.	0.	40,821.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
61 INCH TURF TIGER	PURCHASED		03/22/06		02/23/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,000.	10,027.	0.	10,027.	2,000.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
61 INCH TURF TIGER	PURCHASED		03/22/06		02/23/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,000.	10,027.	0.	10,027.	2,000.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
61 INCH TURF TIGER			PURCHASED	03/30/16	02/23/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,000.	8,209.	0.	8,209.	2,000.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
61 INCH TURF TIGER			PURCHASED	03/30/16	02/23/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,000.	8,209.	0.	8,209.	2,000.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PACE AMERICAN ENCLOSED TRAILER			PURCHASED	05/17/05	01/11/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,000.	3,120.	0.	3,120.	1,000.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BIKES - BONHAMS AUCTION			PURCHASED	01/01/18	12/31/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
55,982.	93,653.	0.	0.	-37,671.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTS - VINTAGE FEST			PURCHASED	01/01/18	12/31/18
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
15,310.	7,425.	0.	0.	7,885.	

• BARBER VINTAGE MOTORSPORTS MUSEUM

63-1125485

NET GAIN OR LOSS FROM SALE OF ASSETS

-25,881.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

-25,881.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 5

INCOME

1. GROSS RECEIPTS	356,281	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		356,281
4. COST OF GOODS SOLD (LINE 15)	205,229	
5. GROSS PROFIT (LINE 3 LESS LINE 4).		151,052
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		151,052

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	77,556	
9. MERCHANDISE PURCHASED.	228,555	
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		306,111
14. INVENTORY AT END OF YEAR	100,882	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14). .		205,229

FORM 990-PF

OTHER INCOME

STATEMENT 6

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MUSEUM ADMISSIONS	618,054.	0.	618,054.
MEMBERSHIPS	182,891.	0.	182,891.
VINTAGE FESTIVAL AUCTION	370,714.	0.	370,714.
DISCOUNTS	10,324.	0.	10,324.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,181,983.	0.	1,181,983.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & LEGAL FEES	10,965.	0.	2,288.	8,677.
TO FORM 990-PF, PG 1, LN 16B	10,965.	0.	2,288.	8,677.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	2,422.	0.	455.	1,967.
TO FORM 990-PF, PG 1, LN 16C	2,422.	0.	455.	1,967.

FORM 990-PF

TAXES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	359,027.	2,757.	60,066.	298,961.
TO FORM 990-PF, PG 1, LN 18	359,027.	2,757.	60,066.	298,961.

FORM 990-PF

OTHER EXPENSES

STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADDRESS SYSTEM	10,174.	2,304.	2,304.	7,870.
ADVERTISING	85,607.	0.	17,861.	67,746.
BOND EXPENSE	2,200.	0.	459.	1,741.
BUILDING & LANDSCAPING EXPENSE	158,844.	34,362.	34,362.	124,482.
BUILDING REPAIR/MAINTENANCE	239,398.	30,013.	52,312.	187,086.
CAMERA SYSTEM	1,822.	0.	0.	1,822.
COMPUTER EXPENSE	23,265.	0.	4,699.	18,566.
CONTRACT SERVICES	241,631.	0.	17,449.	224,182.
DISPLAYS	57,605.	0.	12,018.	45,587.
DUES & MEMBERSHIPS	2,666.	0.	556.	2,110.
EMPLOYEE & VOLUNTEER EXPENSES	21,329.	0.	4,449.	16,880.
EMS SERVICES	75,934.	75,934.	75,934.	0.
FLAGS & SIGNAGE	6,773.	1,126.	1,502.	5,271.
FUEL	50,113.	0.	0.	50,113.
GENERAL & ADMIN	63,935.	0.	13,339.	50,596.
INSURANCE	176,963.	24,417.	44,483.	132,480.
JANITORIAL	79,414.	7,060.	17,125.	62,289.
MACHINE SHOP SUPPLIES	24,752.	0.	5,164.	19,588.
NEWSLETTER	18,735.	0.	3,909.	14,826.
OFFICE EQUIPMENT	10,074.	0.	1,978.	8,096.
OFFICE SUPPLIES	14,678.	0.	2,887.	11,791.
PARTS & MATERIALS	3,503.	0.	443.	3,060.
PROPANE	1,692.	0.	0.	1,692.
TRACK MAINTENANCE	201,857.	51,788.	51,789.	150,068.
TRACK SWEEPING	3,436.	778.	778.	2,658.
UNIFORMS	15,923.	0.	2,861.	13,062.
UTILITIES	506,749.	37,239.	107,557.	399,192.
VEHICLE REPAIRS	53,336.	0.	1,591.	51,745.
MISCELLANEOUS	-4,565.	0.	-967.	-3,598.
PAYROLL PROCESSING	11,437.	0.	1,211.	10,226.
PHOTOGRAPHY	0.	0.	0.	0.
OFFICE EQUIPMENT REPAIR	965.	0.	201.	764.
RENT	5,573.	0.	141.	5,432.
COLLECTION MAINTENANCE	13,175.	0.	2,749.	10,426.
EQUIPMENT REPAIR	17,213.	0.	1,956.	15,257.
EDUCATION EXPENSES	2,146.	0.	396.	1,750.
PARK SECURITY	2,704.	612.	612.	2,092.
EVENT EXPENSES	94,237.	94,237.	94,237.	0.
MEMBERSHIP EXPENSES	48,859.	0.	10,194.	38,665.
OTHER FUNDRAISING EXPENSES	39,281.	0.	0.	39,281.
TO FORM 990-PF, PG 1, LN 23	2,383,433.	359,870.	588,539.	1,794,894.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
UNREALIZED TAX GAIN ON RECEIPT OF DONATED PROPERTY	807,430.
TOTAL TO FORM 990-PF, PART III, LINE 3	807,430.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE INVESTMENTS-STIFEL, NICHOLAS & CO.	2,344,309.	2,152,930.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,344,309.	2,152,930.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	106.	106.
TOTAL TO FORM 990-PF, PART II, LINE 13		106.	106.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MOTORCYCLES	13,765,088.	14,263,041.	14,263,041.
CARS	2,739,799.	4,903,024.	4,903,024.
OTHER EXHIBIT ITEMS	722,391.	757,878.	757,878.
WORK IN PROGRESS	969,168.	1,099,621.	1,099,621.
OTHER DEFERRED EXPENSES	0.	5,626.	5,626.
OUTBOARD MOTORS	0.	277,651.	277,651.
BICYCLES	0.	9,041.	9,041.
TO FORM 990-PF, PART II, LINE 15	18,196,446.	21,315,882.	21,315,882.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 15

DESCRIPTIONBOY AMOUNTEOY AMOUNT

VENDOR PREPAID

237.

900.

SALES TAX PAYABLE

0.

3,552.

TOTAL TO FORM 990-PF, PART II, LINE 22

237.

4,452.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE W. BARBER, JR. 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	MEMBER 5.00	0.	0.	0.
JEFFREY A. RAY 12985 BEL AIR CIRCLE MCCALLA, AL 35111	PRESIDENT, EXEC. DIRECTOR 50.00	288,355.	11,000.	0.
LEE A. KINNEBREW 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	VICE PRESIDENT & DIRECTOR 2.00	0.	0.	0.
T. PAUL SANFORD 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	SECRETARY/TREASURER & DIRE 2.00	0.	0.	0.
LYNN L. WOEHLE 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	DIRECTOR 2.00	0.	0.	0.
DALE SIEBERT 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	DIRECTOR 2.00	0.	0.	0.
CHARLES M. MILLER, JR. 27 INVERNESS CENTER PARKWAY BIRMINGHAM, AL 35242	CHAIRMAN OF THE BOARD 2.00	0.	0.	0.
MARK L. WHITT 1853 REX LAKE ROAD LEEDS, AL 35094	DIRECTOR & PARK GENERAL MA 50.00	247,843.	9,080.	0.
JIMI L. FLYNT 1633 EL PRADO DRIVE KNOXVILLE, TN 37922	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		536,198.	20,080.	0.