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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation THE HAND FOUNDATION, INC.		A Employer identification number 23-7442979
	C/O OSCAR H. BROCK		B Telephone number 423-622-0400
	Number and street (or P O box number if mail is not delivered to street address) PO BOX 2097		
	City or town, state, and ZIP code CHATTANOOGA, TN 37409		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			C If exemption application is pending, check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,166,435. (Part I, column (d) must be on cash basis)			D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received					
	2 Check ☒ if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	116.	116.	116.	STATEMENT 1	
	4 Dividends and interest from securities	30,072.	30,072.	30,072.	STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	<20,957.>				
	b Gross sales price for all assets on line 6a	284,185.				
	7 Capital gain net income (from Part IV, line 2)		0.			
	8 Net short-term capital gain			N/A		
	9 Income modifications					
	10a Gross sales, less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	1,255.	1,255.	1,255.	STATEMENT 3		
12 Total. Add lines 1 through 11	10,486.	31,443.	31,443.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 4	2,500.	1,250.	1,250.	1,250.
	c Other professional fees	STMT 5	6,866.	6,866.	6,866.	0.
	17 Interest					
	18 Taxes	STMT 6	<6,078.>	<6,078.>	<6,078.>	0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 7	20.	0.	0.	20.
	24 Total operating and administrative expenses. Add lines 13 through 23		3,308.	2,038.	2,038.	1,270.
	25 Contributions, gifts, grants paid		81,357.			81,357.
26 Total expenses and disbursements. Add lines 24 and 25		84,665.	2,038.	2,038.	82,627.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		<74,179.>				
b Net investment income (if negative, enter -0-)			29,405.			
c Adjusted net income (if negative, enter -0-)			29,405.			

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			2,735.	3,385.	3,385.
	2 Savings and temporary cash investments			320,340.	54,940.	54,940.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶ 15,000.			15,000.	15,000.	15,000.
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 9			275,694.	156,069.	186,901.
	c Investments - corporate bonds STMT 10			0.	689,616.	781,393.
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 11			458,535.	79,504.	124,816.	
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			1,072,304.	998,514.	1,166,435.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			1,033,821.	1,033,821.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds			38,483.	<35,307.>		
30 Total net assets or fund balances			1,072,304.	998,514.		
31 Total liabilities and net assets/fund balances			1,072,304.	998,514.		

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	1,072,304.
2 Enter amount from Part I, line 27a	2	<74,179.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	389.
4 Add lines 1, 2, and 3	4	998,514.
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	998,514.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (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.)
1a			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 284,185.		305,142.	<20,957.>

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<20,957.>

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	<20,957.>
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	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 3	<14,303.>

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))
2008	81,635.	1,366,332.	.059748
2007	85,115.	1,567,865.	.054287
2006	71,584.	1,439,547.	.049727
2005	114,863.	1,325,647.	.086647
2004	84,922.	1,251,690.	.067846

2 Total of line 1, column (d)	.318255
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	.063651
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	1,032,170.
5 Multiply line 4 by line 3	65,699.
6 Enter 1% of net investment income (1% of Part I, line 27b)	294.
7 Add lines 5 and 6	65,993.
8 Enter qualifying distributions from Part XII, line 4	82,627.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	294.
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	294.
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	294.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		294.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by 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) <u>TN</u>		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► OSCAR H. BROCK Telephone no. ► 423-622-0400			
Located at ► 1400 MCCALLIE AVENUE, STE 100, CHATTANOOGA, TN ZIP+4 ► 37404				
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	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a 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 2009?		4b X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

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?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 12		0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,041,146.
b	Average of monthly cash balances	1b	6,742.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,047,888.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,047,888.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,718.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,032,170.
6	Minimum investment return. Enter 5% of line 5	6	51,609.

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	51,609.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	294.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	294.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,315.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	51,315.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	51,315.

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	82,627.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	82,627.
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	294.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	82,333.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				51,315.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	24,376.			
b From 2005	50,433.			
c From 2006	2,769.			
d From 2007	13,032.			
e From 2008	13,318.			
f Total of lines 3a through e	103,928.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	82,627.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				51,315.
e Remaining amount distributed out of corpus	31,312.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	135,240.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	24,376.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	110,864.			
10 Analysis of line 9:				
a Excess from 2005	50,433.			
b Excess from 2006	2,769.			
c Excess from 2007	13,032.			
d Excess from 2008	13,318.			
e Excess from 2009	31,312.			

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	
		14	116.	
		14	30,072.	
		14	1,255.	
		18	<20,957.>	
	0.		10,486.	0
			13	10,486

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

[illegible]

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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

1a(1)	X
-------	---

(2) Other assets

1a(2)	X
-------	---

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

1b(1)	X
-------	---

(2) Purchases of assets from a noncharitable exempt organization

1b(2)		X
-------	--	---

(3) Rental of facilities, equipment, or other assets

1b(3)		X
-------	--	----------

(4) Reimbursement arrangements

1b(4)		X
-------	--	---

(5) Loans or loan guarantees

1b(5)		X
-------	--	---

(6) Performance of services or membership or fundraising solicitations

1b(6)		X
-------	--	---

Sharing of facilities, equipment, mailing lists, other assets, or paid employees

1c		X
----	--	---

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

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

Sign Here

Signature of officer or trustee

Date _____

SECRETARY/TREASURER/DIRECTOR

▶ Title

Preparer's
signature

Firm's name (or yours
if self-employed),
address, and ZIP code

James A. Mues CPA

HENDERSON & GOUGER, PLLC
871 MCCALLIE AVENUE
CHATTANOOGA, TN 37403

Date

10-28-10

Check if self-employed	
------------------------	--

Preparer's identifying number

EIN ►

Phone no. 423.752.2666

Form **990-PF** (2009)

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.)
1a	AMERICAN GR FD OF AMERICA	P	10/13/08	02/13/09
b	FIDELITY ADV NEW INSIGHTS	P	VARIOUS	02/13/09
c	JACOBS ENGINEERING GROUP	P	12/31/08	02/17/09
d	TORTOISE ENERGYCAP CORP	P	VARIOUS	09/01/09
e	FIDELITY ADV NEW INSIGHTS	P	12/13/05	02/13/09
f	ISHARES TR BARCLAY BONDBARCLAY 1-3	P	VARIOUS	VARIOUS
g	MONSANTO CO NE DEL	P	01/23/08	10/29/09
h	ISHARES IBOXX INVESTOP CORP BOND FD	P	VARIOUS	11/19/09
i	ISHARES TR BARCLAYS TIPSBOND FD	P	03/23/09	11/19/09
j	JP MORGAN CORE BOND A	P	VARIOUS	11/19/09
k	ROWE T PRICE GROUP INC	P	12/19/08	11/19/09
l	ISHARES TR BARCLAY BONDBARCLAY 1-3	P	10/16/08	11/19/09
m	ROWE T PRICE GROUP INC	P	10/29/08	11/19/09
n	AT&T INC	P	10/14/08	12/21/09
o	SPDR GOLD TRUST	P	06/15/07	12/23/09

	(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	43,599.		51,485.	<7,886.>
b	26,307.		34,802.	<8,495.>
c	7,807.		9,998.	<2,191.>
d	172.		172.	0.
e	31,198.		46,178.	<14,980.>
f	20,985.		21,023.	<38.>
g	9,790.		9,740.	50.
h	31,900.		30,106.	1,794.
i	9,826.		9,495.	331.
j	20,861.		20,054.	807.
k	4,166.		2,841.	1,325.
l	28,609.		28,591.	18.
m	13,480.		9,998.	3,482.
n	21,927.		21,854.	73.
o	13,381.		8,805.	4,576.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <7,886.>
b			** <8,495.>
c			** <2,191.>
d			** 0.
e			** <14,980.>
f			** <38.>
g			** 50.
h			** 1,794.
i			** 331.
j			** 807.
k			** 1,325.
l			** 18.
m			** 3,482.
n			** 73.
o			** 4,576.

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 }

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

** (SHORT-TERM)

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.)
1a CAPITAL GAINS DIVIDENDS				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 177.			177.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			177.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<20,957.>
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	<14,303.>

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

SOURCE	AMOUNT
MORGAN STANLEY ACCT# 686046967126	2.
MORGAN STANLEY ACCT# 686076373126	114.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	116.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB ACCT# 3215-0990	14,489.	177.	14,312.
MORGAN STANLEY ACCT# 686076373126	15,760.	0.	15,760.
TOTAL TO FM 990-PF, PART I, LN 4	30,249.	177.	30,072.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NON-DIVIDEND DISTRIBUTIONS	1,049.	1,049.	1,049.
OTHER INCOME	206.	206.	206.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,255.	1,255.	1,255.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,500.	1,250.	1,250.	1,250.
TO FORM 990-PF, PG 1, LN 16B	2,500.	1,250.	1,250.	1,250.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FUND MANAGEMENT FEES	6,866.	6,866.	6,866.	0.	
TO FORM 990-PF, PG 1, LN 16C	6,866.	6,866.	6,866.	0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	<6,320.>	<6,320.>	<6,320.>	0.	
FOREIGN TAXES PAID	242.	242.	242.	0.	
TO FORM 990-PF, PG 1, LN 18	<6,078.>	<6,078.>	<6,078.>	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LICENSES & PERMITS	20.	0.	0.	20.	
TO FORM 990-PF, PG 1, LN 23	20.	0.	0.	20.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION	AMOUNT				
PRIOR YEAR ADJUSTMENTS TO FAIR MARKET VALUE	389.				
TOTAL TO FORM 990-PF, PART III, LINE 3	389.				

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 686 076373 126	0.	0.
SEE ATTACHED STATEMENTS 3215-0990	156,069.	186,901.
TOTAL TO FORM 990-PF, PART II, LINE 10B	156,069.	186,901.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENTS 3215-0990	689,616.	781,393.
TOTAL TO FORM 990-PF, PART II, LINE 10C	689,616.	781,393.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 686 076373 126	COST	0.	0.
SEE ATTACHED STATEMENTS 3215-0990	COST	79,504.	124,816.
TOTAL TO FORM 990-PF, PART II, LINE 13		79,504.	124,816.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEAN GERAGHTY 802 SIGNAL MOUNTAIN BLVD SIGNAL MOUNTAIN, TN 37377	PRESIDENT, DIRECTOR 0.00	0.	0.	0.
WILLIAM E. BROCK IV 211 N. HERMITAGE AVE LOOKOUT MOUNTAIN, TN 37350	VP, DIRECTOR 0.00	0.	0.	0.
ROBERT S KILLEBREW JR 135 BALTIMORE STREET BALTIMORE, MD 21202	DIRECTOR 0.00	0.	0.	0.
JOHN MCDONALD LINDSAY STREET CHATTANOOGA, TN 37403	DIRECTOR 0.00	0.	0.	0.
OSCAR H. BROCK 231 WEST BROW OVAL LOOKOUT MOUNTAIN, TN 37350	SEC., TREASURER, DIRECTOR 0.00	0.	0.	0.
WILLIAM E. BROCK III BOX 6646 ANNAPOLIS, MD 21403	DIRECTOR 0.00	0.	0.	0.
JOHN KRUESI BROCK 306 FIRST STREET ANNAPOLIS, MD 21403	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
YOUNG WOMEN'S LEADERSHIP ACADEMY P.O. BOX 3237 CHATTANOOGA, TN 37404	N/A UNRESTRICTED GRANT	PUBLIC FND	10,000.
CHATTANOOGA CHAMBER OF COMMERCE 605 CHESTNUT STREET CHATTANOOGA, TN 37450	N/A UNRESTRICTED GRANT	PUBLIC FND	857.
ALZHEIMERS ASSOCIATION 11240 WAPLES MILL ROAD, SUITE 402 FAIRFAX, VA 22030	N/A UNRESTRICTED GRANT	PUBLIC FND	2,500.
SDHS BAND 618 SEQUOYAH ROAD SODDY DAISY, TN 37379	N/A UNRESTRICTED GRANT	PUBLIC FND	1,000.
GIVE TO THE WORLD P.O. BOX 6183 ARLINGTON, VA 22206	N/A UNRESTRICTED GRANT	PUBLIC FND	2,000.
HISTORIC ANNAPOLIS FOUNDATION 18 PINKNEY STREET ANNAPOLIS, MD 21401	N/A UNRESTRICTED GRANT	PUBLIC FND	1,000.
BEST FRIENDS FOUNDATION 5335 WISCONSIN AVENUE, NW, STE. 400 WASHINGTON, DC 20015	N/A UNRESTRICTED GRANT	PUBLIC FND	2,500.
BETHEL BIBLE VILLAGE P.O. BOX 729 HIXSON, TN 37343	N/A UNRESTRICTED GRANT	PUBLIC FND	300.

MARYLAND HALL FOR THE CREATIVE ARTS 801 CHASE STREET ANNAPOLIS, MD 21401	N/A UNRESTRICTED GRANT	PUBLIC FND	1,000.
CHATTANOOGA TRACK CLUB P.O. BOX 11241 CHATTANOOGA, TN 37401	N/A UNRESTRICTED GRANT	PUBLIC FND	9,250.
JACK KEMP FOUNDATION 1901 PENNSYLVANIA AVENUE WASHINGTON, DC 20006	N/A UNRESTRICTED GRANT	PUBLIC FND	2,500.
UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION 4511 KNOX ROAD, SUITE 205 COLLEGE PARK, MD 20740	N/A UNRESTRICTED GRANT	PUBLIC FND	500.
CENTER FOR STRATEGIC AND INTERNATIONAL STUDIES 1800 K STREET, NW WASHINGTON, DC 20006	N/A UNRESTRICTED GRANT	PUBLIC FND	1,000.
GIRLS PREPARATORY SCHOOL P.O. BOX 4736 CHATTANOOGA, TN 37405	N/A UNRESTRICTED GRANT	PUBLIC FND	11,000.
FRIENDS OF OUTDOOR CHATTANOOGA 1250 MARKET STREET, SUITE 1006 CHATTANOOGA, TN 37402	N/A UNRESTRICTED GRANT	PUBLIC FND	250.
SECOND STREET BENEFITS, INC. 723 SECOND STREET, STE 3B ANNAPOLIS, MD 21403	N/A UNRESTRICTED GRANT	PUBLIC FND	6,000.
ST ALBANS SCHOOL FOR BOYS MOUNT SAINT ALBANS WASHINGTON, DC 200165095	N/A UNRESTRICTED GRANT	PUBLIC FND	1,000.
ST ANNE'S DAY SCHOOL 3112 ARUNDEL ON THE BAY ANNAPOLIS, MD 21403	N/A UNRESTRICTED GRANT	PUBLIC FND	22,000.

STADIUM CAMPAIGN CORPORATION P.O. BOX 11508 CHATTANOOGA, TN 37401	N/A UNRESTRICTED GRANT	PUBLIC FND	700.
THE KEY SCHOOL 534 HILLSMERE DRIVE ANNAPOLIS, MD 21403	N/A UNRESTRICTED GRANT	PUBLIC FND	2,500.
JOHN C. CAMPBELL FOLK SCHOOL ONE FOLK SCHOOL ROAD BRASSTOWN, NC 28902	N/A UNRESTRICTED GRANT	PUBLIC FND	1,000.
THE EMORY ALS CENTER 1440 CLIFTON ROAD, SUITE 112 ATLANTA, GA 30322	N/A UNRESTRICTED GRANT	PUBLIC FND	1,000.
BOYS AND GIRLS CLUBS OF ANNAPOLIS 121 SOUTH VILLA AVENUE ANNAPOLIS, MD 21401	N/A UNRESTRICTED GRANT	PUBLIC FND	500.
SPECIAL OLYMPICS MARYLAND 513 PROGRESS DRIVE, SUITE P LINTHICUM, MD 21090-2256	N/A UNRESTRICTED GRANT	PUBLIC FND	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

81,357.