



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2009

Department of the Treasury  
Internal Revenue Service

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 JUL 1, 2009, and ending JUN 30, 2010

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 <b>THE CARTINHOUR-WOODS FOUNDATION, INC</b>		A Employer identification number <b>62-1504440</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>2626 CLIFFTOPS AVENUE</b>	Room/suite	B Telephone number <b>(423) 510-9401</b>
	City or town, state, and ZIP code <b>MONTEAGLE, TN 37356</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>5,266,343.</b>		J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b> (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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	68,606.	68,606.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-65,506.			
	b Gross sales price for all assets on line 6a	2,023,593.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-545.	-545.		STATEMENT 2	
12 Total. Add lines 1 through 11	2,555.	68,061.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	35,817.	0.		35,817.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	11,753.	0.		11,753.
	b Accounting fees				
	c Other professional fees STMT 4	32,888.	32,888.		0.
	17 Interest	7.	7.		0.
	18 Taxes STMT 5	3,088.	176.		2,740.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	20,412.	17,814.		2,598.
	24 Total operating and administrative expenses Add lines 13 through 23	103,965.	50,885.		52,908.
	25 Contributions, gifts, grants paid	250,000.			250,000.
26 Total expenses and disbursements. Add lines 24 and 25	353,965.	50,885.		302,908.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-351,410.				
b Net investment income (if negative, enter -0-)		17,176.			
c Adjusted net income (if negative enter -0-)			N/A		

yH 21

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		3,486.	2,684.	2,684.
	2	Savings and temporary cash investments		2,248,934.	474,156.	474,156.
	3	Accounts receivable ▶ 2,465.				
		Less: allowance for doubtful accounts ▶		3,702.	2,465.	2,465.
	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				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8		0.	230,047.	232,947.
	b	Investments - corporate stock STMT 9		499,920.	171,791.	180,620.
	c	Investments - corporate bonds STMT 10		1,533,714.	732,756.	739,414.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		1,394,144.	3,725,139.	3,633,349.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 12)		12,607.	708.	708.	
16	Total assets (to be completed by all filers)		5,696,507.	5,339,746.	5,266,343.	
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 ▶ STATEMENT 13)		8,030.	2,679.	
23	Total liabilities (add lines 17 through 22)		8,030.	2,679.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		5,688,477.	5,337,067.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		5,688,477.	5,337,067.		
31	Total liabilities and net assets/fund balances		5,696,507.	5,339,746.		

## 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	5,688,477.
2	Enter amount from Part I, line 27a	2	-351,410.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,337,067.
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	5,337,067.

**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 2,023,593.		2,089,099.	-65,506.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			-65,506.	
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2         </div> </div>		-65,506.
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		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3         </div> </div>		N/A

**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	383,134.	5,711,921.	.067076
2007	353,193.	7,766,736.	.045475
2006	349,575.	7,734,241.	.045198
2005	327,592.	7,198,282.	.045510
2004	309,118.	6,851,816.	.045115
2 Total of line 1, column (d)			.248374
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			.049675
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		5,318,876.	
5 Multiply line 4 by line 3			264,215.
6 Enter 1% of net investment income (1% of Part I, line 27b)			172.
7 Add lines 5 and 6			264,387.
8 Enter qualifying distributions from Part XII, line 4			302,908.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	172.
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	172.
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	172.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	880.	
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	880.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	708.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 708. Refunded <input checked="" type="checkbox"/>	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 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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?		
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 checked="" type="checkbox"/> TN		
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

Form 990-PF (2009)

**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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>MRS. SANDRA M. THURMOND</u> Telephone no. ► <u>(423) 510-9401</u> Located at ► <u>2322 HAVEN CREST DRIVE, CHATTANOOGA, TN</u> ZIP+4 ► <u>37421</u>			
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
<b>1a</b> 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (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>b</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		X
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 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 ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</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	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> If "Yes," did it have excess business holdings in 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	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

Form 990-PF (2009)

**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? SEE STATEMENT 7

7b

X

**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 14		35,817.	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

Form 990-PF (2009)

**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

(continued)

**(c) Compensation**

0

## Summary of Direct Charitable Activities

## Expenses

2

3

4

### Summary of Program-Related Investments

Amount

1	N/A
---	-----

2

All other program-related investments. See instructions.

3

**Total.** Add lines 1 through 3

0.



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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	5,356,670.
b Average of monthly cash balances	1b	43,204.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	5,399,874.
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	5,399,874.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,998.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,318,876.
6 Minimum investment return Enter 5% of line 5	6	265,944.

**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	265,944.
2a Tax on investment income for 2009 from Part VI, line 5	2a	172.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	172.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	265,772.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	265,772.
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	265,772.

**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	302,908.
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	302,908.
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	172.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	302,736.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				265,772.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			267,504.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$ 302,908.				
<b>a</b> Applied to 2008, but not more than line 2a			267,504.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				35,404.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:	0.			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				230,368.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				
<b>e</b> Excess from 2009				



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 15				
Total			▶ 3a	250,000.
b Approved for future payment				
Total SEE STATEMENT 16			▶ 3b	477,000.



## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |   |              |            |           |
|---|--------------|------------|-----------|
| <b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
| <b>(1)</b> Cash   | <b>1a(1)</b> |            | <b>X</b>  |
| <b>(2)</b> Other assets   | <b>1a(2)</b> |            | <b>X</b>  |
| <b>b</b> Other transactions:  |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |            | <b>X</b>  |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |            | <b>X</b>  |
| <b>(3)</b> Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |            | <b>X</b>  |
| <b>(4)</b> Reimbursement arrangements   | <b>1b(4)</b> |            | <b>X</b>  |
| <b>(5)</b> Loans or loan guarantees   | <b>1b(5)</b> |            | <b>X</b>  |
| <b>(6)</b> Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |            | <b>X</b>  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |            | <b>X</b>  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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**

and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

 10/30/10 

Signature of officer or trustee Date Title

Paid Preparer's Use Only	Preparer's signature 	Date 10-25-10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code CHAMBLISS, BAHNER & STOPHEL, P.C. 1000 TALLAN BUILDING CHATTANOOGA, TN 37402-2500	EIN  Phone no. (423) 756-3000		

Form **990-PF** (2009)

**SCHEDULE O**  
**(Form 8865)**Department of the Treasury  
Internal Revenue Service**Transfer of Property to a Foreign Partnership**  
(under section 6038B)

OMB No. 1545-1668

**2009**

▶ Attach to Form 8865. See Instructions for Form 8865

Name of transferor

**THE CARTINHOOR-WOODS FOUNDATION, INC**

Filer's identifying number

**62-1504440**

Name of foreign partnership

**ACL ALTERNATIVE FUND SAC LIMITED**  
**C/O M.Q. SERVICES****Part I** Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	11/13/09		188,393.				.04
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions)

**Part II** Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

**Part III** Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?▶ ☐ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865

Schedule O (Form 8865) 2009

**SCHEDULE O  
(Form 8865)**Department of the Treasury  
Internal Revenue Service**Transfer of Property to a Foreign Partnership**  
(under section 6038B)

OMB No. 1545-1668

**2009**

▶ Attach to Form 8865 See Instructions for Form 8865

Name of transferor

**THE CARTINHOUR-WOODS FOUNDATION, INC**

Filer's identifying number

**62-1504440**

Name of foreign partnership

**ABBEY CAPITAL FUND, L.P.****ON BEHALF OF ABBEY CAPITAL MACRO FUND****Part I Transfers Reportable Under Section 6038B**

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	11/16/09		493,648.				.33
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

**Part II Dispositions Reportable Under Section 6038B**

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

**Part III** Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)?▶ ☐ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 8865

Schedule O (Form 8865) 2009



Abbey Capital Fund L P. 98-0555086  
Cartinhour-Woods Foundation

=====

FORM 8865 - CATEGORY 3 ABBEY CAPITAL FUND, L.P CONT.

SCHEDULE A-2 (ALL INVESTMENTS BELOW WERE LIQUIDATED AS OF MARCH 31, 2009).

ARGONAUT AGGRESSIVE GLOBAL PARTNERSHIP, L P  
546 FIFTH AVENUE, 17TH FLOOR  
NEW YORK, NY 10036  
EIN: 13-4123431

GALTERE INTERNATIONAL MASTER FUND, L P.  
KINGSTON CHAMBERS, BOX 173  
ROAD TOWN, TORTOLA, BVI  
EIN 98-0199957

GRAHAM GLOBAL INVESTMENT FUND LTD  
C/O BLENHEIM CORPORATE SERVICES LTD  
125 MAIN STREET  
P O BOX 144  
ROAD TOWN, TORTOLA, BVI  
EIN 98-0195606

SCHEDULE A-2 (FROM GRAHAM).

GRAHAM FED POLICY, LTD  
C/O BLENHEIM CORPORATE SERVICES LTD  
125 MAIN STREET, PO BOX 144  
ROAD TOWN, TORTOLA, BVI  
EIN: 98-0228398

GRAHAM K4 PARTNERS, LP  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN 06-1538443

GRAHAM LONG-SHORT EQUITY ENERGY LTD  
C/O BLENHEIM CORPORATE SERVICES LTD  
125 MAIN STREET, PO BOX 144  
ROAD TOWN, TORTOLA, BVI  
EIN: 98-0588540

GRAHAM K4D TRADING LTD -  
(PKA GRAHAM DIVERSIFIED TRADING, LTD )  
C/O BLENHEIM CORPORATE SERVICES LTD  
125 MAIN STREET, PO BOX 144  
ROAD TOWN, TORTOLA, BVI  
EIN 98-0455361

GRAHAM QUANTITATIVE STRATEGIES TRADING LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN 20-5629882

GRAHAM CASH ASSETS II LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN 26-2587123

Abbey Capital Fund L.P. 98-0555086  
Cartinhour-Woods Foundation

=====

SCHEDULE A-2 (ALL INVESTMENTS BELOW WERE LIQUIDATED AS OF MARCH 31, 2009).  
SCHEDULE A-2 (FROM GRAHAM CONT.).

GRAHAM MACRO DIRECTIONAL LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN: 20-8378407

GRAHAM GMP SECURITIES LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN. 26-4269055

GRAHAM CASH ASSETS LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN. 25-1919688

GRAHAM COMMODITY STRATEGIES LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN: 26-2362677

GRAHAM MACRO FIXED INCOME LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN: 26-2551333


GRAHAM DISCRETIONARY ENERGY TRADING III, LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN: 34-2042000

GRAHAM MACRO ARBITRAGE LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN 26-2716758

GRAHAM GLOBAL MONETARY POLICY, LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN: 20-4897186

GRAHAM DISCRETIONARY CREDITS TRADING LTD  
C/O BLENHEIM CORPORATE SERVICES LTD  
125 MAIN STREET, PO BOX 144  
ROAD TOWN, TORTOLA, BVI  
EIN. 98-0521727

GRAHAM MACRO STRATEGIC LTD.  
C/O BLENHEIM CORPORATE SERVICES LTD  
125 MAIN STREET, PO BOX 144  
ROAD TOWN, TORTOLA, BVI  
EIN 98-0545707



Abbey Capital Fund L.P.  
Cartinhour-Woods Foundation

98-0555086

=====

SCHEDULE A-2 (ALL INVESTMENTS BELOW WERE LIQUIDATED AS OF MARCH 31, 2009)·

SCHEDULE A-2 (FROM GRAHAM CONT )

GRAHAM ITS LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN. 20-8307112

GRAHAM HIGH FREQUENCY TRADING LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN. 26-3613301

GRAHAM GLOBAL MACRO FOCUS LLC  
ROCKLEDGE FINANCIAL CENTER  
40 HIGHLAND AVENUE  
ROWAYTON, CT 06853  
EIN: 26-1793727



**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	UNIFIED SERIES TRUST GROWTH FD	P	03/18/09	11/06/09
b	AMERICAN MUNI POWER OHIO, INC.	P	11/19/09	03/02/10
c	ISHARES TRUST FTSE XNHUA IDX	P	11/06/09	04/07/10
d	FEDERAL FARM CREDIT BANKS	P	12/02/09	05/06/10
e	FEDERAL HOME LOAN BANKS	P	12/02/09	06/04/10
f	FEDERAL NAT'L MTG ASSOCIATION	P	12/15/09	06/15/10
g	FEDERAL NAT'L MTG ASSOCIATION	P	01/08/10	06/30/10
h	HUSSMAN INVESTMENT TRUST	P	10/18/06	11/06/09
i	ARTISAN FUNDS, INC. VALUE INV.	P	04/21/05	11/06/09
j	LOOMIS SAYLES BOND FUND	P	04/21/05	11/06/09
k	PIMCO FUNDS PAC INVT TOTAL RETURN	P	04/21/05	11/06/09
l	AMA US EQUITY FUND (QP), L.P.	P	12/01/04	11/06/09
m	AMA INTERNATIONAL EQUITY FUND QP, LP	P		07/01/09
n	AMA INTERNATIONAL EQUITY FUND QP, LP	P	03/01/05	12/01/09
o	AMA INTERNATIONAL EQUITY FUND QP, LP	P	03/01/05	07/01/09

(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 37,161.		25,000.	12,161.
b 25,205.		25,000.	205.
c 15,612.		16,002.	-390.
d 24,938.		25,000.	-62.
e 25,000.		25,020.	-20.
f 25,000.		25,000.	0.
g 25,000.		24,988.	12.
h 198,801.		250,000.	-51,199.
i 222,297.		200,000.	22,297.
j 563,000.		592,073.	-29,073.
k 778,364.		758,714.	19,650.
l 459,058.			459,058.
m 158,426.			158,426.
n 72,477.		61,348.	11,129.
o 29,714.		29,973.	-259.

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			12,161.
b			205.
c			-390.
d			-62.
e			-20.
f			0.
g			12.
h			-51,199.
i			22,297.
j			-29,073.
k			19,650.
l			459,058.
m			158,426.
n			11,129.
o			-259.

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

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

**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	AMA INTERNATIONAL EQUITY FUND QP, LP	P	03/01/05	05/01/10
b	AMA INT'L EQUITY FUND--THRU SCH K-1	P	VARIOUS	12/31/09
c	AMA INT'L EQUITY FUND--THRU SCH K-1	P	VARIOUS	12/31/09
d	AMA US EQUITY FUND (QP)--THRU SCH K-1	P	VARIOUS	12/31/09
e	AMA US EQUITY FUND (QP), L.P.	P	VARIOUS	12/31/09
f	ACL ALTERNATIVE FUND--THRU SCH K-1	P	VARIOUS	12/31/09
g	ACL ALTERNATIVE FUND--THRU SCH K-1	P	VARIOUS	12/31/09
h	ABBEY CAPITAL FUND, LP--THRU SCH K-1	P	VARIOUS	12/31/09
i	ABBEY CAPITAL FUND, LP--THRU SCH K-1	P	VARIOUS	12/31/09
j	ABBEY CAPITAL FUND(SEC. 1256)--THRU SCH K-1	P	VARIOUS	12/31/09
k	CAPITAL GAINS DIVIDENDS			
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 40,664.		30,981.	9,683.
b -96,836.			-96,836.
c -120,922.			-120,922.
d -141,075.			-141,075.
e -311,155.			-311,155.
f 593.			593.
g -6,360.			-6,360.
h 1,014.			1,014.
i -5,110.			-5,110.
j 101.			101.
k 2,626.			2,626.
l			
m			
n			
o			

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			9,683.
b			-96,836.
c			-120,922.
d			-141,075.
e			-311,155.
f			593.
g			-6,360.
h			1,014.
i			-5,110.
j			101.
k			2,626.
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	-65,506.
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	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
ABBEY CAPITAL FUND, L.P.	204.	0.	204.	
ACL ALTERNATIVE FUND SAC LIMITED	482.	0.	482.	
AMA INT'L EQUITY FUND QP, L.P.	3,725.	0.	3,725.	
AMA US EQUITY FUND QP, LP	6,179.	0.	6,179.	
SUNTRUST BANK--NOMINEE	60,642.	2,626.	58,016.	
TOTAL TO FM 990-PF, PART I, LN 4	71,232.	2,626.	68,606.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
ABBEY CAPITAL FUND, L.P.--ORDINARY INC.	1,544.	1,544.		
AMA INT'L EQUITY FUND (QP), LP--OTHER PORTFOLIO LOSS	-5,606.	-5,606.		
AMA INT'L EQUITY FUND (QP), LP--OTHER LOSS	-319.	-319.		
ACL ALTERNATIVE FUND LTD--OTHER INCOME	3,406.	3,406.		
ABBEY CAPITAL FUND, L.P.--OTHER INCOME	50.	50.		
CLASS ACTION SETTLEMENT	380.	380.		
TOTAL TO FORM 990-PF, PART I, LINE 11	-545.	-545.		

FORM 990-PF	LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHAMBLISS, BAHNER & STOPHEL, P.C.	11,753.	0.		11,753.
TO FM 990-PF, PG 1, LN 16A	11,753.	0.		11,753.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GENSPRING FAMILY OFFICES, LLC	32,888.	32,888.		0.	
TO FORM 990-PF, PG 1, LN 16C	32,888.	32,888.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	172.	0.		0.	
PAYROLL TAXES	2,740.	0.		2,740.	
FOREIGN TAXES PAID THRU PARTNERSHIPS	176.	176.		0.	
TO FORM 990-PF, PG 1, LN 18	3,088.	176.		2,740.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PORTFOLIO & OTHER DEDS THRU PARTNERSHIPS	17,814.	17,814.		0.	
SUPPLIES	2,598.	0.		2,598.	
TO FORM 990-PF, PG 1, LN 23	20,412.	17,814.		2,598.	

FOOTNOTES				STATEMENT	7
-----------	--	--	--	-----------	---

FORM 990-PF, PART VII-B, LINE 7B:  
TAXPAYER INVESTED IN CERTAIN PARTNERSHIPS THAT  
REQUIRE THE TAXPAYER TO FILE FORMS 8886 ON  
A PROTECTIVE BASIS. TAXPAYER DOES NOT BELIEVE THAT  
ANY TAXES ARE DUE IN CONNECTION WITH THE  
PARTNERSHIPS' ACTIVITIES IN THESE TRANSACTIONS.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MUNI ELECTRIC AUTH GA 4.125% DUE 1-1-11		X	25,686.	25,368.	
METRO ST COLLEGE DENVER 2.52% DUE 12-1-12		X	25,000.	25,356.	
NC EASTN MUNI POWER 5.6% DUE 1-1-13		X	26,887.	27,457.	
KAUAI COUNTY HAWAII 1.955% DUE 8-1-13		X	25,000.	25,045.	
OHIO STATE 5% DUE 5-1-14		X	27,054.	27,507.	
INDIANA UNIV CTFS 3.773% DUE 12-1-16		X	25,000.	24,993.	
MINNEAPOLIS MN 4% DUE 3-1-18		X	24,913.	25,152.	
ARKANSAS STATE 4% DUE 7-1-19		X	25,000.	25,647.	
COLUMBUS OHIO 4.49% DUE 7-1-19		X	25,507.	26,422.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			230,047.	232,947.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			230,047.	232,947.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ARTISAN FUNDS, INC. INT'L VALUE	0.	0.	
HUSSMAN INVESTMENT TRUST	0.	0.	
UNITED SER TR AUER GROWTH FUND	0.	0.	
SPDR GOLD TRUST	34,913.	45,995.	
MARKET VECTORS ETF TRUST GOLD	55,049.	59,650.	
DFA INVT DIMENSION GROUP EMERGING	41,510.	38,892.	
DIMENSIONAL INVT. GROUP INT'L	12,225.	10,559.	
ISHARES INC MSCI BRAZIL	15,990.	13,355.	
DFA INVT DIMENSION GROUP US CORE EQUITY	12,104.	12,169.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	171,791.	180,620.	



FORM 990-PF	CORPORATE BONDS	STATEMENT 10
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LOOMIS SAYLES FUNDS BOND FUND	182,927.	182,250.
PIMCO FUNDS PAC INVEST TOTAL RETURN	0.	0.
UNIFIED SERIES TRUST IRON STRAT	217,000.	220,983.
LORD ABBET INCT TRUST	43,000.	41,739.
FEDERAL HOME LOAN BANKS 1.8% 12-28-12	25,000.	25,125.
HONEYWELL INT'L, INC. 4.25% DUE 3-1-13	26,667.	26,945.
ALLSTATE LIFE GLOBAL 5.375% DUE 4-30-13	26,961.	27,412.
CME GROUP, INC. 5.75% DUE 2-15-14	27,954.	27,807.
HEWLETT PACKARD CO. 4.75% DUE 6-2-14	27,306.	27,700.
FEDERAL NAT'L MTG ASSN 2.625% DUE 11-20-14	25,445.	25,836.
FEDERAL NAT'L MTG ASSN 2.375% DUE 7-28-15	25,235.	25,258.
FEDERAL NAT'L MTG ASSN 5% DUE 3-15-16	27,437.	28,430.
BANK AMERICA FDG CORP 6.5% DUE 8-1-16	26,899.	27,056.
FEDERAL FARM CREDIT BKS 3.8% DUE 12-14-17	25,063.	26,235.
DEERE & CO 4.375% DUE 10-16-19	25,862.	26,638.
TOTAL TO FORM 990-PF, PART II, LINE 10C	732,756.	739,414.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMA INT'L EQUITY FUND, L.P.	COST	31,181.	36,810.
THE 1794 EVENT DRIVEN OVERSEAS FUND LTD	COST	750,000.	662,992.
ABBEY CAPITAL ACL ALT FUND LTD	COST	488,913.	490,675.
RECEIVABLE ON SALE OF PARTNERSHIP INTEREST	COST	66,178.	66,178.
ABBEY CAPITAL MACRO FUND	COST	488,867.	494,009.
GROWTH CAPITAL TEI PORT LLC	COST	1,900,000.	1,882,685.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,725,139.	3,633,349.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX OVERPAYMENT	12,607.	708.	708.
TO FORM 990-PF, PART II, LINE 15	12,607.	708.	708.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
MANAGEMENT FEES DUE	8,030.	2,679.	
TOTAL TO FORM 990-PF, PART II, LINE 22	8,030.	2,679.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARIE CARTINHOUR WOODS 305 CLARA'S POINT ROAD SEWANEE, TN 37375	TRUSTEE EMERITUS 0.25	0.	0.	0.
KATHLEEN E. WOODS 4416 HARDING PLACE NASHVILLE, TN 37205	TRUSTEE 0.25	0.	0.	0.
ELLEN L. WOODS 2610 CLIFFTOPS AVENUE MONTEAGLE, TN 37356	PRESIDENT & TRUSTEE 0.25	0.	0.	0.
MARGARET C. WOODS 2626 CLIFFTOPS AVENUE MONTEAGLE, TN 37356	CHAIRMAN & TRUSTEE 0.25	0.	0.	0.
CAROLINE T. WOODS P.O. BOX 459 MONTEAGLE, TN 37356	VICE PRESIDENT & TRUSTEE 0.25	0.	0.	0.

SANDRA M. THURMOND  
2322 HAVEN CREST DRIVE  
CHATTANOOGA, TN 37421

## SECRETARY/TREASURER

15.00

35,817.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

35,817.

0.

0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALEXANDRIA COMMUNITY TRUST 311 CAMERON STREET ALEXANDRIA, VA 22314	NONE OPERATING FUNDS	501(C)(3)	2,500.
CHILD AND FAMILY NETWORK CENTER 3701A MOUNT VERNON AVENUE ALEXANDRIA, VA 22305	NONE OPERATING FUNDS	501(C)(3)	2,500.
FRANKLIN COUNTY HUMANE SOCIETY--ANIMAL HARBOR P.O. BOX 187 WINCHESTER, TN 37398	NONE OPERATING FUNDS	501(C)(3)	500.
GOOD SAMARITAN MINISTRIES 1725 DECHERD AVENUE DECHERD, TN 37324	NONE OPERATING FUNDS	501(C)(3)	21,000.
MOBILE LOAVES & FISHES, INC. P.O. BOX 40347 NASHVILLE, TN 37204	NONE OPERATING FUNDS	501(C)(3)	12,000.
OTEY MEMORIAL PARISH CHURCH 216 UNIVERSITY AVENUE SEWANEE, TN 37375	NONE COMMUNITY ACTION PLAN	CHURCH	3,000.
PARTNERS FOR HEALING 109 WEST BLACKWELL STREET TULLAHOMA, TN 37388	NONE OPERATING FUNDS	501(C)(3)	500.

THE CARTINHOOR-WOODS FOUNDATION, INC

62-1504440

GOOD SHEPHERD CHURCH 2021 DECHERD BOULEVARD DECHERD, TN 37324	NONE CAPITAL PURCHASES	SCHOOL	40,000.
ST. ANDREWS/SEWANEE SCHOOL 290 QUINTARD ROAD SEWANEE, TN 373753000	NONE SCHOLARSHIP FUND	SCHOOL	10,000.
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE CAPITAL ENHANCEMENTS	CHURCH	14,500.
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE CAPITAL CAMPAIGN	CHURCH	52,500.
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE ANNUAL FUND	CHURCH	2,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE ENDOWMENT CAMPAIGN	SCHOOL	50,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE ANNUAL GIVING	SCHOOL	10,000.
LAND TRUST FOR TENNESSEE 209 10TH AVENUE SOUTH SUITE 530 NASHVILLE, TN 37203	NONE OPERATING FUNDS	501(C)(3)	500.
THE PROTESTANT EPISCOPAL THEOLOGICAL SEMINARY 3737 SEMINARY ROAD ALEXANDRIA, VA 22304	NONE OPERATING FUNDS	UNIVERSITY	5,000.
THE UNIVERSITY SCHOOL OF NASHVILLE 200 EDGEHILL ROAD NASHVILLE, TN 37203	NONE ANNUAL GIVING	SCHOOL	3,500.

THE CARTINHOOR-WOODS FOUNDATION, INC

62-1504440

UNIVERSITY OF THE SOUTH                      NONE  
735 UNIVERSITY AVENUE   SEWANEE,           J. ALBERT WOODS  
TN 37383                                       SCIENCE LABORATORIES

UNIVERSITY           10,000.

UNIVERSITY OF THE SOUTH                      NONE  
735 UNIVERSITY AVENUE   SEWANEE,           W. C. CARTINHOOR  
TN 37383                                       MEMORIAL SCHOLARSHIP  
   GRANT

UNIVERSITY           10,000.

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

250,000.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BLUE MONARCH P.O. BOX 1207 MANCHESTER, TN 37356	NONE OPERATING FUNDS	501(C)(3)	10,000.
GOOD SAMARITAN MINISTRIES P.O. BOX 58 DECHERD, TN 37324	NONE OPERATING FUNDS	501(C)(3)	10,000.
SCHOOL OF GOOD SHEPHERD 2037 DECHERD BOULEVARD DECHERD, TN 37324	NONE OPERATING FUNDS	SCHOOL	20,000.
ST. ANDREWS/SEWANEE SCHOOL 290 QUINTARD ROAD SEWANEE, TN 37375	NONE OPERATING FUNDS	SCHOOL	30,000.
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE CAPITAL CAMPAIGN	CHURCH	132,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE ENDOWMENT CAMPAIGN	SCHOOL	180,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE ANNUAL GIVING	SCHOOL	10,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE SCHOLARSHIP FUND	SCHOOL	5,000.

THE PROTESTANT EPISCOPAL	NONE	UNIVERSITY	20,000.
THEOLOGICAL SEMINARY	OPERATING FUNDS		
3737 SEMINARY ROAD ALEXANDRIA,			
VA 22302			

UNIVERSITY OF THE SOUTH	NONE	SCHOOL	60,000.
735 UNIVERSITY AVENUE SEWANEE,	SCHOLARSHIP FUND AND		
TN 37375	SCIENCE LAB		

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

477,000.