



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



Form 990-PF

Return of Private Foundation

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

201106

OMB No 1545-0047

2010

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 2010, or tax year beginning JUL 1, 2010, and ending JUN 30, 2011

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

Name of foundation THE CARTINHOUR-WOODS FOUNDATION, INC		A Employer identification number 62-1504440
Number and street (or P.O. box number if mail is not delivered to street address) 2626 CLIFFTOPS AVENUE	Room/suite	B Telephone number (423) 510-9401
City or town, state, and ZIP code MONTEAGLE, TN 37356		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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,292,049. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		69,283.	60,606.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		129,322.			
b Gross sales price for all assets on line 6a	1,700,838.				
7 Capital gain net income (from Part IV, line 2)			129,322.		
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		5,715.	5,715.		STATEMENT 2
12 Total Add lines 1 through 11		204,320.	195,643.		
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		10,064.	0.		10,064.
b Accounting fees					
c Other professional fees STMT 4		35,667.	35,667.		0.
17 Interest					
18 Taxes STMT 5		5,170.	45.		2,740.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		43,420.	40,689.		2,731.
24 Total operating and administrative expenses. Add lines 13 through 23		130,138.	76,401.		51,352.
25 Contributions, gifts, grants paid		200,000.			200,000.
26 Total expenses and disbursements Add lines 24 and 25		330,138.	76,401.		251,352.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-125,818.			
b Net investment income (if negative, enter -0-)			119,242.		
c Adjusted net income (if negative, enter -0-)				N/A	

023501
12-07-10

LHA For Paperwork Reduction Act Notice, see the instructions.

BNE
014

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	2,684.	11,332.	11,332.
	2 Savings and temporary cash investments	474,156.	127,267.	127,267.
	3 Accounts receivable ▶ 377.			
	Less: allowance for doubtful accounts ▶	2,465.	377.	377.
	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 7	230,047.	229,361.	233,849.
	b Investments - corporate stock STMT 8	171,791.	1,123,725.	1,210,557.
	c Investments - corporate bonds STMT 9	732,756.	709,814.	720,240.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	3,725,139.	3,013,729.	2,988,427.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)	708.	0.	0.	
16 Total assets (to be completed by all filers)	5,339,746.	5,215,605.	5,292,049.	
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 12)	2,679.	4,356.		
23 Total liabilities (add lines 17 through 22)	2,679.	4,356.		
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	5,337,067.	5,211,249.	
	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	5,337,067.	5,211,249.		
31 Total liabilities and net assets/fund balances	5,339,746.	5,215,605.		

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	5,337,067.
2 Enter amount from Part I, line 27a	2	-125,818.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,211,249.
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	5,211,249.

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 STATEMENT				
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 1,725,838.		1,596,516.	129,322.	
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			129,322.	
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		2 129,322.
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 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))
2009	302,736.	5,318,876.	.056917
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

2 Total of line 1, column (d)	2 .260176
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	3 .052035
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4 5,413,518.
5 Multiply line 4 by line 3	5 281,692.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 1,192.
7 Add lines 5 and 6	7 282,884.
8 Enter qualifying distributions from Part XII, line 4	8 251,352.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		2,385.
3 Add lines 1 and 2		0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2,385.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		0.
6 Credits/Payments:		2,385.
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	708.
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		708.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		1,677.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		

Part VII 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 type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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

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 MRS. SANDRA M. THURMOND Telephone no. (423) 510-9401			
	Located at 2322 HAVEN CREST DRIVE, CHATTANOOGA, TN ZIP+4 37421			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input 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 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 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 2010.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		X

Form 990-PF (2010)

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

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

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

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 13		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 (2010)

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.

Form 990-PF (2010)

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	5,417,141.
b	Average of monthly cash balances	1b	78,816.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,495,957.
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	5,495,957.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,439.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,413,518.
6	Minimum investment return. Enter 5% of line 5	6	270,676.

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	270,676.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,385.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,385.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	268,291.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	268,291.
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	268,291.

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	251,352.
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	251,352.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	251,352.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				268,291.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			230,368.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 251,352.				
a Applied to 2009, but not more than line 2a			230,368.	
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 2010 distributable amount				20,984.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5.	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions.		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				247,307.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 14				
Total				200,000.
b Approved for future payment				
SEE STATEMENT 15				
Total				277,500.

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

- | | | | |
|--|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

[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		

**Sign
Here**

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

Margaret C. Mowbray
Signature of officer or trustee

10/15/28

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

Judith A. Hicks

Edith A. Hicks 10

Firm's address ► 1000 TALLAN BUILDING
CHATTANOOGA, TN 37402-2500

Phone no. (423) 756-3000

CIS CASE: DO NOT CORRESPOND FOR A SIGNATURE

Form 990-PF (2010)

**Power of Attorney
and Declaration of Representative**

► Type or print. ► See the separate instructions

OMB No 1545-0150
For IRS Use Only
Received by: _____
Name _____
Telephone _____
Function _____
Date _____

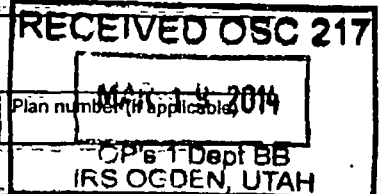
Part I Power of Attorney

Caution: A separate Form 2848 should be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer Information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address
The Carlinhour-Woods Foundation, Inc
2626 Cliffops Avenue
Monteagle, TN 37356

Taxpayer identification number(s)
62-1504440
Daytime telephone number
(423) 510-9401



hereby appoints the following representative(s) as attorney(s)-in-fact

2 Representative(s) must sign and date this form on page 2, Part II

Name and address
Amy G. Thomas
605 Chestnut St., Suite 1700
Chattanooga, TN 37350

CAF No. 0309-71534R
PTIN P01525903
Telephone No. (423) 321-0311
Fax No. (423) 508-1311

Check if to be sent notices and communications ☒

Check if new: Address ☒ Telephone No. ☒ Fax No. ☒

Name and address

CAF No. _____
PTIN _____
Telephone No. _____
Fax No. _____

Check if to be sent notices and communications ☐

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. _____
PTIN _____
Telephone No. _____
Fax No. _____

to represent the taxpayer before the Internal Revenue Service for the following matters:

3 Matters

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, etc.) Practitioner Discipline, PLR, FOIA, Civil Penalty, etc.) (see instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions for line 3)
Private Foundation Excise Tax	990-PF	2011-2013
Private Foundation Unrelated Business Income Tax	990-T	2011-2013

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4, Specific Uses Not Recorded on CAF. ☐

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns

- ☐ Disclosure to third parties; ☐ Substitute or add representative(s); ☐ Signing a return, 126
☐ Other acts authorized: _____

(see instructions for more information)

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10.3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney

- 6 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

- 7 Signature of taxpayer. If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney, even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.

Margaret Woods 12/5/13
Signature Date Title (if applicable)

Margaret Woods PIN Number The Carinhour-Woods Foundation, Inc.
Print Name Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a. Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below;
 - b. Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below;
 - c. Enrolled Agent—enrolled as an agent under the requirements of Circular 230;
 - d. Officer—a bona fide officer of the taxpayer's organization;
 - e. Full-Time Employee—a full-time employee of the taxpayer;
 - f. Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister);
 - g. Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230);
 - h. Unenrolled Return Preparer—Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-4 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
 - i. Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10.4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. See Notice 2011-4 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.
 - k. Student Attorney or CPA—receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10.7(d) of Circular 230. See instructions for Part II for additional information and requirements.
 - r. Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE. See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation—Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable) See instructions for Part II for more information.	Signature	Date
(b)	TN	22417	<u>Amie Thomas</u>	<u>12/5/13</u>

THE CARTINHOUR-WOODS FOUNDATION, INC.
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME, PART IV
FISCAL YEAR ENDED JUNE 30, 2011

<i>Security</i>	<i>Shares or Face Value</i>	<i>Date Acquired</i>	<i>Date Sold</i>	<i>Gross Sales Price</i>	<i>Cost or Other Basis</i>	<i>Gain or (Loss)</i>
Short-Term Capital Gains or (Losses)						
Ishares Inc MSCI Brazil	216	11/06/09	7/21/2010	14,428.02	15,990.03	(1,562.01)
Lord Abbet Inct Trust Convert Fund Y	4,203.323	11/06/09	7/21/2010	43,084.06	43,000.00	84.06
Honeywell International, Inc. 4.25%	25,000	11/24/09	9/13/2010	27,025.75	26,667.00	358.75
Federal National Mtg Association 5%	25,000	04/26/10	1/6/2011	28,063.25	27,436.75	626.50
Federal National Mtg Association 2.375%	25,000	06/28/10	1/6/2011	25,251.75	25,234.50	17.25
Schwab Capital Trust Hedged Equity	1,002.147	07/21/10	2/25/2011	15,763.77	14,000.00	1,763.77
Hussman Investment Trust	1,048.689	07/21/10	2/25/2011	12,605.24	14,000.00	(1,394.76)
JP Morgan Trust 1 HIB St NEU SEL	771.202	07/21/10	2/25/2011	11,774.61	12,000.00	(225.39)
DFA Invt. Dimension Grp Emerging Mkts	580.692	12/14/10	2/25/2011	19,639.00	20,091.96	(452.96)
DFA Invt. Dimension Grp Emerging Mkts	465.891	04/09/10	2/25/2011	15,756.43	15,612.00	144.43
DFA Invt. Dimension Grp Emerging Mkts	39.500	09/13/10	2/25/2011	1,335.89	1,293.22	42.67
DFA Invt. Dimension Grp Emerging Mkts	5,566.785	07/22/10	2/25/2011	188,268.68	171,735.33	16,533.35
Federal Home Loan Mortgage Corp. 1.6%	25,000	01/05/11	4/28/2011	25,000.00	25,000.00	-
Federal National Mortgage Assoc 1.5%	25,000	01/04/11	6/30/2011	25,000.00	25,000.00	-
Market Vectors ETF Trust Gold Miner	394.00	02/24/11	5/6/2011	23,017.03	22,749.87	267.16
SPDR Gold Trust	47.000	02/24/11	5/6/2011	7,043.75	6,403.29	640.46
DFA Invt. Dimension Grp US Core Equity	5,453.020	02/24/11	5/4/2011	65,000.00	62,441.31	2,558.69
Dimensional Investment Group Int'l Value	4,529.292	Various	5/4/2011	90,721.71	82,769.70	7,952.01
Total Short-Term Capital Gain/Loss				638,778.94	611,424.96	27,353.98
Long-Term Capital Gains or (Losses)						
Loomis Sayles Funds Bond	13,530.0780	05/24/05	7/21/2010	186,444.47	182,926.66	3,517.81
Municipal Electric Authority GA 4.125%	25,000	12/07/09	1/1/2011	25,000.00	25,686.25	(686.25)
Federal Home Loan Banks 1.8%	25,000	12/04/09	12/28/2010	25,000.00	25,000.00	-
Federal National Mortgage Assn 2.625%	25,000	11/30/09	4/14/2011	25,820.25	25,445.50	374.75
Dimensional Investment Group Int'l Value	782.921	Various	5/4/2011	14,282.63	12,071.64	2,210.99
AMA US Equity Fund, L.P.	Final Dist.	12/01/04	12/16/2010	921.56	-	921.56
Abbey Capital ACL Alternative Fund LTD	439.866	08/28/08	7/23/2010	108,000.00	119,511.22	(11,511.22)
Abbey Capital Macro Fund	1,044.600	11/16/09	7/26/2010	115,000.00	118,197.32	(3,197.32)
AMA Multi-Strategy Offshore Fund LTD	1.000	07/01/08	10/1/2010	0.52	-	0.52
AMA International Equity Fund QP, LP	56.4206	03/01/05	12/1/2010	10,152.28	4,941.73	5,210.55
Abbey Capital ACL Alternative Fund LTD	777.8829	08/28/08	3/1/2011	220,000.00	211,350.12	8,649.88
Abbey Capital Macro Fund	2,154.9113	11/16/09	3/1/2011	249,000.00	243,829.92	5,170.08
Total Long-Term Capital Gain/Loss				979,621.71	968,960.36	10,661.35

THE CARTINHOUR-WOODS FOUNDATION, INC

CONTINUATION FOR 990-PF, PART IV

62-1504440

PAGE 1 OF 1

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	ACL ALTERNATIVE FUND LIMITED--K-1	P	VARIOUS	VARIOUS
b	ACL ALTERNATIVE FUND LIMITED--K-1	P	VARIOUS	VARIOUS
c	AMA INT'L EQUITY FUND OP, LP--K-1	P	VARIOUS	VARIOUS
d	ABBEY CAPITAL MACRO FUND CLASS--K-1	P	VARIOUS	VARIOUS
e	ABBEY CAPITAL MACRO FUND CLASS--K-1	P	VARIOUS	VARIOUS
f	SHORT-TERM GAINS--SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
g	LONG-TERM GAINS--SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
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 31,448.			31,448.
b 31,448.			31,448.
c 9,048.		16,131.	-16,131.
d 9,048.			9,048.
e 9,048.			9,048.
f 638,779.		611,425.	27,354.
g 979,622.		968,960.	10,662.
h 26,445.			26,445.
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			31,448.
b			31,448.
c			-16,131.
d			9,048.
e			9,048.
f			27,354.
g			10,662.
h			26,445.
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	129,322.
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
ABBAY CAPITAL FUND, L.P.	758.	0.	758.
ACL ALTERNATIVE FUND SAC LIMITED	448.	0.	448.
AMA INT'L EQUITY FUND QP, L.P.	5.	0.	5.
GROWTH CAPITAL TEI PORTFOLIO	21,557.	0.	21,557.
SUNTRUST BANK--NOMINEE	72,960.	26,445.	46,515.
TOTAL TO FM 990-PF, PART I, LN 4	95,728.	26,445.	69,283.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABBAY CAPITAL FUND, L.P.--OTHER INCOME	1,332.	1,332.	
AMA INT'L EQUITY FUND (QP), LP--ORDINARY INCOME	6,694.	6,694.	
AMA INT'L EQUITY FUND (QP), LP--OTHER LOSS	-3,453.	-3,453.	
ACL ALTERNATIVE FUND LTD--OTHER INCOME	1,104.	1,104.	
CLASS ACTION SETTLEMENT	38.	38.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,715.	5,715.	

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.	10,064.	0.		10,064.
TO FM 990-PF, PG 1, LN 16A	10,064.	0.		10,064.

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	35,667.	35,667.		0.
TO FORM 990-PF, PG 1, LN 16C	35,667.	35,667.		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	2,385.	0.		0.
PAYROLL TAXES	2,740.	0.		2,740.
FOREIGN TAXES PAID THRU PARTNERSHIPS	45.	45.		0.
TO FORM 990-PF, PG 1, LN 18	5,170.	45.		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	40,689.	40,689.		0.
SUPPLIES	2,731.	0.		2,731.
TO FORM 990-PF, PG 1, LN 23	43,420.	40,689.		2,731.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNI ELECTRIC AUTH GA 4.125% DUE 1-1-11		X	0.	0.
METRO ST COLLEGE DENVER 2.52% DUE 12-1-12		X	25,000.	25,353.
NC EASTN MUNI POWER 5.6% DUE 1-1-13		X	26,887.	26,174.
KAUAI COUNTY HAWAII 1.955% DUE 8-1-13		X	25,000.	25,364.
OHIO STATE 5% DUE 5-1-14		X	27,054.	27,089.
INDIANA UNIV CTFS 3.773% DUE 12-1-16		X	25,000.	26,011.
MINNEAPOLIS MN 4% DUE 3-1-18		X	24,913.	26,611.
ARKANSAS STATE 4% DUE 7-1-19		X	25,000.	25,411.
COLUMBUS OHIO 4.49% DUE 7-1-19		X	25,507.	26,553.
NJ ECONOMIC DEV AUTHORITY		X	25,000.	25,283.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			229,361.	233,849.
TOTAL TO FORM 990-PF, PART II, LINE 10A			229,361.	233,849.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SPDR GOLD TRUST	53,028.	74,461.
MARKET VECTORS ETF TRUST GOLD	162,283.	177,254.
DFA INVT DIMENSION GROUP EMERGING	214,275.	236,656.
DIMENSIONAL INVT. GROUP INT'L	0.	0.
ISHARES INC MSCI BRAZIL	0.	0.
DFA INVT DIMENSION GROUP US CORE EQUITY	0.	0.
COMMON STOCKS--SCHEDULE ATTACHED	525,927.	557,152.
DFA INVT DIMENSION GROUP LARGE CAP	153,465.	150,562.
NOVO-NORDISK A S ADR	9,467.	9,396.
ISHARES SILVER TRUST	5,280.	5,076.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,123,725.	1,210,557.

THE CARTINHOUR-WOODS FOUNDATION, INC.
CHATTANOOGA, TENNESSEE
SCHEDULE OF COMMON STOCKS AT JUNE 30, 2011

	Fair Market Value	Adjusted Basis	Unrealized Gains or (Losses)
<i>Common Stocks</i>			
3M Company	9,485	9,234	251
Abbott Laboratories	4,999	4,717	282
Adobe Systems, Inc.	4,560	4,942	(382)
Automatic Data Processing	9,482	9,217	265
Bard C R, Inc.	5,493	4,910	583
Becton Dickinson & Company	4,739	4,404	335
Berkshire Hathaway, Inc. Class B	4,257	4,613	(356)
Cisco Systems, Inc.	8,742	9,870	(1,128)
Coca Cola Company	9,757	9,484	273
DFA Investment Dimension Groups US Core	80,467	70,498	9,969
General Dynamics Corporation	4,471	4,500	(29)
International Business Machines	10,293	9,852	441
Johnson & Johnson	9,978	9,153	825
Kellogg Company	4,979	5,003	(24)
McCormick & Company, Inc. N-VT	4,957	4,886	71
McDonalds Corporation	10,540	9,626	914
Medtronics, Inc.	8,862	8,954	(92)
Microsoft Corporation	9,620	9,545	75
Nike, Inc. Class B	8,998	8,459	539
Omnicom Group	9,632	9,732	(100)
Oracle Corporation	9,050	8,967	83
Pepsico, Inc.	4,578	4,226	352
Procter & Gamble Company	9,218	9,059	159
Stryker Corporation	9,684	10,147	(463)
Sysco Corporation	10,445	9,437	1,008
Total Systems Services, Inc.	4,738	4,664	74
Unified Series Trust Auer Growth Fund	261,541	245,000	16,541
United Technologies CP	9,736	9,125	611
Varian Medical Systems, Inc.	4,551	4,403	148
Wal Mart Stores, Inc.	9,300	9,300	-0-
Totals	<u>557,152</u>	<u>525,927</u>	<u>31,225</u>

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LOOMIS SAYLES FUNDS BOND FUND	0.	0.
UNIFIED SERIES TRUST IRON STRAT	371,000.	378,498.
LORD ABBET INCT TRUST	0.	0.
FEDERAL HOME LOAN BANKS 1.8% 12-28-12	0.	0.
HONEYWELL INT'L, INC. 4.25% DUE 3-1-13	0.	0.
ALLSTATE LIFE GLOBAL 5.375% DUE 4-30-13	26,961.	26,943.
CME GROUP, INC. 5.75% DUE 2-15-14	27,954.	27,768.
HEWLETT PACKARD CO. 4.75% DUE 6-2-14	27,306.	27,281.
FEDERAL NAT'L MTG ASSN 2.625% DUE 11-20-14	0.	0.
FEDERAL NAT'L MTG ASSN 2.375% DUE 7-28-15	0.	0.
FEDERAL NAT'L MTG ASSN 5% DUE 3-15-16	0.	0.
BANK AMERICA FDG CORP 6.5% DUE 8-1-16	26,899.	27,881.
FEDERAL FARM CREDIT BKS 3.8% DUE 12-14-17	25,062.	25,339.
DEERE & CO 4.375% DUE 10-16-19	25,862.	26,469.
FEDERAL HOME LOAN MTG 1.125% DUE 1-14-13	25,000.	25,007.
CITIGROUP, INC. 6.375% DUE 8-12-14	27,584.	27,643.
FEDERAL NAT'L MTG ASSN 1% DUE 10-22-15	24,438.	24,923.
FEDERAL HOME LOAN MTG 2.5% DUE 05-27-16	25,085.	25,640.
FEDERAL HOME LOAN MTG 3.75% DUE 3-27-19	26,011.	26,453.
FEDERAL HOME LOAN MTG 1.35% DUE 01-06-15	24,988.	24,860.
VERIZON COMMUNICATIONS, INC. 3% DUE 4-1-16	25,664.	25,535.
TOTAL TO FORM 990-PF, PART II, LINE 10C	709,814.	720,240.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMA INT'L EQUITY FUND, L.P.	COST	11,876.	22,176.
THE 1794 EVENT DRIVEN OVERSEAS FUND LTD	COST	750,000.	700,675.
ABBAY CAPITAL ACL ALT FUND LTD	COST	200,299.	190,734.
RECEIVABLE ON SALE OF PARTNERSHIP INTEREST	COST	0.	0.
ABBAY CAPITAL MACRO FUND	COST	132,295.	129,418.
GROWTH CAPITAL TEI PORT LLC	COST	1,919,259.	1,945,424.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,013,729.	2,988,427.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
-------------	--------------	-----------	----

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX OVERPAYMENT	708.	0.	0.
TO FORM 990-PF, PART II, LINE 15	708.	0.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	12
-------------	-------------------	-----------	----

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
MANAGEMENT FEES DUE	2,679.	2,679.
EXCISE TAX DUE	0.	1,677.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,679.	4,356.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	13
-------------	---	-----------	----

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.

THE CARTINHOUR-WOODS FOUNDATION, INC

62-1504440

SANDRA M. THURMOND	SECRETARY/TREASURER		
2322 HAVEN CREST DRIVE	15.00	35,817.	0.
CHATTANOOGA, TN 37421			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 14
-------------	--	--------------

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT.	RECIPIENT STATUS	AMOUNT
BREAST CANCER RESEARCH FOUNDATION (THE) 60 EAST 56TH STREET, 8TH FLOOR NEW YORK, NY	NONE OPERATING FUNDS	501(C)(3)	5,000.
FRANKLIN COUNTY HUMANE SOCIETY--ANIMAL HARBOR P.O. BOX 187 WINCHESTER, TN 37398	NONE OPERATING FUNDS	501(C)(3)	1,000.
GOOD SAMARITAN MINISTRIES 1725 DECHERD AVENUE DECHERD, TN 37324	NONE OPERATING FUNDS	501(C)(3)	25,500.
LAND TRUST FOR TENNESSEE 209 10TH AVENUE SOUTH SUITE 530 NASHVILLE, TN 37203	NONE OPERATING FUNDS	501(C)(3)	500.
MOBILE LOAVES & FISHES, INC. 3605 HILLSBORO PIKE NASHVILLE, TN 37215	NONE OPERATING FUNDS	501(C)(3)	5,000.
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)	1,000.

THE CARTINHOOR-WOODS FOUNDATION, INC

62-1504440

ST. ANDREWS/SEWANEE SCHOOL 290 QUINTARD ROAD SEWANEE, TN 37375	NONE RETIREE FUND	SCHOOL	5,000.
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE CAPITAL CAMPAIGN	CHURCH	37,500.
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	45,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE ANNUAL GIVING	SCHOOL	10,000.
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.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE J. ALBERT WOODS SCIENCE LABORATORIES	UNIVERSITY	10,000.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE W. C. CARTINHOOR MEMORIAL SCHOLARSHIP GRANT	UNIVERSITY	10,000.
SCHOOL OF GOOD SHEPHERD 2037 DECHERD BOULEVARD DECHERD, TN 37324	NONE TUITION & NEW FACILITY	SCHOOL	15,000.

THE CARTINHOUR-WOODS FOUNDATION, INC

62-1504440

ST. ANDREWS/SEWANEE SCHOOL 290 QUINTARD ROAD SEWANEE, TN 37375	NONE OPERATING FUNDS	SCHOOL	8,470.
DOCTORS WITHOUT BORDERS P.O. BOX 1856 MERRIFIELD, VA 22116-8056	NONE OPERATING FUNDS	501(C)(3)	6,000.
THE TIPPING BUCKET PROVO, UT	NONE OPERATING FUNDS	501(C)(3)	1,530.

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

200,000.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BLUE MONARCH P.O. BOX 1207 MONTEAGLE, TN 37356	NONE OPERATING FUNDS	501(C)(3)	5,000.
GOOD SHEPHERD CHURCH 2021 DECHERD BOULEVARD DECHERD, TN 37324	NONE CAPITAL PURCHASES	SCHOOL	10,000.
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE CAPITAL CAMPAIGN	CHURCH	37,500.
THE PROTESTANT EPISCOPAL THEOLOGICAL SEMINARY 3737 SEMINARY ROAD ALEXANDRIA, TN 22304	NONE OPERATING FUNDS	UNIVERSITY	20,000.
SCHOOL OF GOOD SHEPHERD 2037 DECHERD BOULEVARD DECHERD, TN 37324	NONE TUITION & NEW FACILITY	501(C)(3)	10,000.
ST. ANDREWS/SEWANEE SCHOOL 290 QUINTARD ROAD SEWANEE, TN 37375	NONE RETIREE FUND	SCHOOL	20,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE ENDOWMENT CAMPAIGN	SCHOOL	135,000.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE J. ALBERT WOODS SCIENCE LABORATORIES	UNIVERSITY	20,000.

THE CARTINHOOR-WOODS FOUNDATION, INC

62-1504440

UNIVERSITY OF THE SOUTH
735 UNIVERSITY AVENUE SEWANEE,
TN 37383

NONE
W. C. CARTINHOOR
MEMORIAL SCHOLARSHIP
GRANT

UNIVERSITY 20,000.

ST. ANDREWS/SEWANEE SCHOOL
290 QUINTARD ROAD SEWANEE, TN
37375

NONE
OPERATING FUNDS

SCHOOL 20,000.

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

297,500.