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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 05-01-2011 , and ending 04-30-2012

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
ORION & EMMA B HURLBUT TR FBO MEMORIAL FD

A Employer identification number
62-6034546

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

Room/suite

B Telephone number (see page 10 of the instructions)
(423) 757-4440

City or town, state, and ZIP code
CHATTANOOGA, TN 37402

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 19,264,493

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(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) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	126,862	126,862		
	4	Dividends and interest from securities	238,835	238,835		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	636,070			
	b	Gross sales price for all assets on line 6a 10,155,616				
	7	Capital gain net income (from Part IV, line 2)		636,070		
	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) (attach schedule)				
	11	Other income (attach schedule)	2,251	2,204		
	12	**Total.** Add lines 1 through 11	1,004,018	1,003,971		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	39,204	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	16,700	0		16,700
	c	Other professional fees (attach schedule)	108,554	0		108,554
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	12,000	0		12,000
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	176,458	0		137,254
	25	Contributions, gifts, grants paid	1,040,030			1,040,030
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,216,488	0		1,177,284
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-212,470			
	b	**Net investment income** (if negative, enter -0-)		1,003,971		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	31,428	31,428	31,428
2	Savings and temporary cash investments	70,671	1,022,040	1,022,248
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)			
b	Investments—corporate stock (attach schedule)	7,810,079	8,106,699	9,166,731
c	Investments—corporate bonds (attach schedule)	6,420,119	3,930,863	3,981,307
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	3,587,966	4,616,763	5,062,779
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	17,920,263	17,707,793	19,264,493
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	17,920,263	17,707,793	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
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** (see page 17 of the instructions)	17,920,263	17,707,793	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	17,920,263	17,707,793	

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	17,920,263
2	Enter amount from Part I, line 27a	2	-212,470
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	17,707,793
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	17,707,793

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	636,070
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,100,359	19,354,715	0 056852
2009	1,079,162	17,713,147	0 060924
2008	1,058,472	19,246,653	0 054995
2007	1,147,561	22,456,462	0 051102
2006	899,524	22,202,701	0 040514

2	**Total** of line 1, column (d).	2	0 264387
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	0 052877
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	19,345,332
5	Multiply line 4 by line 3.	5	1,022,923
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	10,040
7	Add lines 5 and 6.	7	1,032,963
8	Enter qualifying distributions from Part XII, line 4.	8	1,177,284

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	10,040
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	10,040
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	10,040
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	15,325		
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	15,325
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,285
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 5,285	**Refunded** ▶		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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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*	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶FIRST TENNESSEE TRUST DEPARTMENT Telephone no ▶(423) 757-4446

Located at ▶701 MARKET STREET CHATTANOOGA TN ZIP+4 ▶37402

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 |

			Yes	No
16	At any time during calendar year 2011, 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		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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 page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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)? (see page 22 of the instructions). . . ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. . . ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**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?. . . ☐ 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**		**No**
	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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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
DR FRANK C KIMSEY 1511 CARROLL LN CHATTANOOGA,TN 37405	DIRECTOR 5 00	21,562	0	0
DR JOHN F BOXELL 100 E THIRD ST CHATTANOOGA,TN 37403	DIRECTOR 5 00	17,642	0	0
HAROLD G ROBERTSON 701 MARKET ST CHATTANOOGA,TN 37402	DIRECTOR 5 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
FIRST TENNESSEE BANK 701 MARKET STREET CHATTANOOOGA,TN 37402	TRUSTEE	108,554
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 PAYMENTS FOR INDIGENT CARE CANCER PATIENTS INCLUDING 115 NEW PATIENTS AND 2500 VISITS IN THE PAST FISCAL YEAR	576,288
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	19,062,043
b	Average of monthly cash balances	1b	577,888
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	19,639,931
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	19,639,931
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	294,599
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,345,332
6	**Minimum investment return.** Enter 5% of line 5	6	967,267

Part XI Distributable Amount (see page 25 of the 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	967,267
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 10,040		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	10,040
3	Distributable amount before adjustments Subtract line 2c from line 1	3	957,227
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	957,227
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	957,227

Part XII Qualifying Distributions (see page 25 of the 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	1,177,284
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	1,177,284
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 (see page 26 of the instructions)	5	10,040
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,167,244

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				957,227
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			382,313	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,177,284				
a Applied to 2010, but not more than line 2a			382,313	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				794,971
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 *(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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				162,256
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of 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))

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the 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

KATHY WOOD
975 EAST THIRD ST
CHATTANOOGA,TN 37403
(423) 778-7503

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

PHYSICIANS DETAILED EXPENSE VOUCHERS

c Any submission deadlines

NONE

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

INDIGENT CANCER PATIENTS OUTSIDE OF HAMILTON COUNTY

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,040,030
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	126,862	
4 Dividends and interest from securities. . . .			14	238,835	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	2,204	
8 Gain or (loss) from sales of assets other than inventory			18	636,070	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a MISCELLANEOUS REV					47
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,003,971	47

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,004,018

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
N/A	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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

******	2012-07-20	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
BARRY R HUGGINS			P00627334

Firm's name	JOHNSON HICKEY & MURCHISON PC	Firm's EIN 62-1046406
Firm's address	651 E 4TH ST STE 200 CHATTANOOGA, TN 37403	Phone no (423) 756-0052

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☑ No

Additional Data

Software ID:	
Software Version:	
EIN:	62-6034546
Name:	ORION & EMMA B HURLBUT TR FBO MEMORIAL FD

Form 990PF - Special Condition Description:

Special Condition Description

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

(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)
APACHE CORP	P	2010-04-16	2011-05-03
BMC SOFTWARE INC	P	2010-04-16	2011-05-03
ALLSTATE CORP	P	2010-04-16	2011-05-03
CISCO SYSTEMS INC	P	2010-10-19	2011-05-03
CONOCOPHILLIPS	P	2010-04-16	2011-05-03
INTERNATIONAL BUSINESS MACHINES CORP	P	2011-04-05	2011-05-03
HARRIS CORP DEL	P	2010-04-16	2011-05-03
JOHNSON & JOHNSON	P	1982-06-07	2011-05-03
DISNEY WALT CO NEW	P	2001-11-15	2011-05-03
KOHLS CORP	P	2010-04-16	2011-05-03
LSI CORP	P	2011-04-05	2011-05-03
DARDEN RESTAURANTS INC	P	2010-04-16	2011-05-03
PFIZER INC	P	2003-04-16	2011-05-03
PFIZER INC	P	2004-11-02	2011-05-03
ORACLE CORPORATION	P	2011-04-05	2011-05-03
ORACLE CORPORATION	P	2010-10-19	2011-05-03
LOWES COS INC	P	2010-04-16	2011-05-03
PUBLIC SVC ENTERPRISE GROUP INC	P	2010-04-16	2011-05-03
NATIONAL-OILWELL INC	P	2010-04-16	2011-05-03
PPL CORPORATION	P	2010-04-16	2011-05-03
METLIFE INC	P	2010-04-16	2011-05-03
WATSON PHARMACEUTICALS INC	P	2010-10-19	2011-05-03
VERIZON COMMUNICATIONS	P	2010-04-16	2011-05-03
FISERV INC	P	2011-04-05	2011-05-03
FEDERATED INVESTORS INC-CL B	P	2010-04-16	2011-05-03
TRAVELERS COMPANIES INC	P	2010-04-16	2011-05-03
MERCK & CO INC	P	2003-04-16	2011-05-03
COCA COLA CO	P	1981-09-30	2011-05-12
CHEVRON CORPORATION	P	2000-07-24	2011-05-12
JOHNSON & JOHNSON	P	1982-06-07	2011-05-12

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

(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)
BMC SOFTWARE INC	P	2010-04-16	2011-05-26
JOHNSON & JOHNSON	P	1982-06-07	2011-05-26
PFIZER INC	P	2004-11-02	2011-05-26
THERMO FISHER SCIENTIFIC INC	P	2010-04-16	2011-05-26
MERCK & CO INC	P	2003-04-16	2011-05-26
FHLB 1 375% DUE 3-21-13	P	2010-06-07	2011-06-21
COLGATE PALMOLIVE CO	P	2010-04-16	2011-06-24
CVS CAREMARK CORP	P	2010-04-16	2011-06-24
COSTCO WHOLESALE CORP NEW	P	2010-04-16	2011-06-24
PFIZER INC	P	2004-11-02	2011-06-24
NATIONAL-OILWELL INC	P	2010-04-16	2011-06-24
LABORATORY CORP AMERICA HOLDINGS	P	2010-04-16	2011-06-24
WAL MART STORES INC	P	2004-11-02	2011-06-24
MERCK & CO INC	P	2003-04-16	2011-06-24
O'REILLY AUTOMOTIVE INC	P	2011-04-05	2011-06-24
O'REILLY AUTOMOTIVE INC	P	2010-10-19	2011-06-24
FNMA 2 500% DUE 12-30-15	P	2010-12-15	2011-06-30
FNMA 1 750% DUE 07-07-14	P	2010-12-15	2011-07-07
MEDCO HEALTH SOLUTIONS INC	P	2010-09-15	2011-07-12
MEDCO HEALTH SOLUTIONS INC	P	2010-10-19	2011-07-12
MEDCO HEALTH SOLUTIONS INC	P	2011-05-26	2011-07-12
MEDCO HEALTH SOLUTIONS INC	P	2010-04-16	2011-07-12
VANGUARD SMALL CAP VALUE STK INSTL	P	2006-09-27	2011-08-17
VANGUARD SMALL CAP VALUE STK INSTL	P	2010-09-20	2011-08-17
VANGUARD SMALL CAP VALUE STK INSTL	P	2008-04-25	2011-08-17
VANGUARD S/T INVEST GR-ADM	P	2010-09-20	2011-08-17
FHLB 2 000% DUE 12-16-15	P	2010-09-02	2011-08-24
FNMA 0 650% DUE 09-07-12	P	2011-01-24	2011-09-07
FNMA 1 500% DUE 09-23-14	P	2010-09-02	2011-09-23
GOLDMAN SACHS GROUP INC	P	2010-04-16	2011-09-30

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

(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)
GOLDMAN SACHS GROUP INC	P	2011-04-05	2011-09-30
GOLDMAN SACHS GROUP INC	P	2010-09-15	2011-09-30
NUCOR CORP	P	2010-04-16	2011-09-30
NUCOR CORP	P	2010-10-19	2011-09-30
NUCOR CORP	P	2011-04-05	2011-09-30
NUCOR CORP	P	2011-05-26	2011-09-30
NUCOR CORP	P	2010-09-15	2011-09-30
FHLB 0 340% DUE 10-03-11	P	2010-09-07	2011-10-03
AIRGAS INC	P	2011-09-30	2012-01-04
COSTCO WHOLESALE CORP NEW	P	2011-05-03	2012-01-04
COSTCO WHOLESALE CORP NEW	P	2011-05-12	2012-01-04
COSTCO WHOLESALE CORP NEW	P	2011-05-26	2012-01-04
COSTCO WHOLESALE CORP NEW	P	2010-04-16	2012-01-04
FEDERATED INVESTORS INC-CL B	P	2010-04-16	2012-01-04
FEDERATED INVESTORS INC-CL B	P	2011-04-05	2012-01-04
FEDERATED INVESTORS INC-CL B	P	2011-06-24	2012-01-04
FEDERATED INVESTORS INC-CL B	P	2010-09-15	2012-01-04
FEDERATED INVESTORS INC-CL B	P	2011-04-05	2012-01-04
INTERNATIONAL BUSINESS MACHINES CORP	P	2011-04-05	2012-01-11
INTERNATIONAL BUSINESS MACHINES CORP	P	2010-09-15	2012-01-11
VALERO ENERGY CORP	P	2011-06-24	2012-01-11
VALERO ENERGY CORP	P	2011-05-12	2012-01-11
O'REILLY AUTOMOTIVE INC	P	2010-10-19	2012-01-11
ALLSTATE CORP	P	2010-04-16	2012-01-12
CISCO SYSTEMS INC	P	2010-10-19	2012-01-12
CVS CAREMARK CORP	P	2010-04-16	2012-01-12
GENERAL DYNAMICS CORP	P	2010-04-16	2012-01-12
JOHNSON & JOHNSON	P	1982-06-07	2012-01-12
DANAHER CORP	P	2010-10-19	2012-01-12
GILEAD SCIENCES INC	P	2010-04-16	2012-01-12

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

(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)
JP MORGAN CHASE & CO	P	2010-04-16	2012-01-12
PFIZER INC	P	2004-11-02	2012-01-12
UNUMPROVIDENT CORP	P	2010-10-19	2012-01-12
UNION PAC CORP	P	2010-10-19	2012-01-12
STERICYCLE INC	P	2010-10-19	2012-01-12
TARGET CORP	P	2008-04-25	2012-01-12
VERIZON COMMUNICATIONS	P	2010-10-19	2012-01-12
GOOGLE INC-CL A	P	2010-10-19	2012-01-12
TRAVELERS COMPANIES INC	P	2010-09-15	2012-01-12
CISCO SYSTEMS INC	P	2010-10-19	2012-01-12
LSI CORP	P	2010-10-19	2012-01-12
MCKESSON CORP	P	2010-10-19	2012-01-12
METLIFE INC	P	2010-04-16	2012-01-12
MERCK & CO INC	P	2003-04-16	2012-01-12
JPMORGAN CHASE 4 500% DUE 01-15-12	P	2005-05-04	2012-01-15
ENERGY SELECT SECTOR SPDR	P	2009-02-11	2012-02-13
HEWLETT-PACKARD CO 4 250% DUE 02-24-12	P	2011-09-06	2012-02-24
FHLB 1 000% DUE 02-28-12	P	2010-03-26	2012-02-28
BANK AMERICA CORP	P	2010-09-15	2012-02-29
APPLE INC	P	2011-05-03	2012-02-29
CONOCOPHILLIPS	P	2010-10-19	2012-02-29
HARRIS CORP DEL	P	2010-04-16	2012-02-29
LSI CORP	P	2010-10-19	2012-02-29
HARMAN INTERNATIONAL INDS	P	2012-01-11	2012-02-29
DARDEN RESTAURANTS INC	P	2010-04-16	2012-02-29
ST JUDE MEDICAL INC	P	2011-10-17	2012-02-29
NATIONAL-OILWELL INC	P	2010-04-16	2012-02-29
NVIDIA CORP	P	2012-01-11	2012-02-29
THERMO FISHER SCIENTIFIC INC	P	2010-04-16	2012-02-29
ENERGY SELECT SECTOR SPDR	P	2009-02-11	2012-02-29

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

(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)
TARGET CORP	P	2008-04-25	2012-02-29
FISERV INC	P	2010-10-19	2012-02-29
CF INDUSTRIES HOLDINGS INC	P	2012-01-04	2012-02-29
ROPER INDS INC	P	2011-05-03	2012-02-29
BANK AMERICA CORP	P	2010-09-15	2012-03-20
APPLE INC	P	2011-05-03	2012-03-20
LSI CORP	P	2010-10-19	2012-03-20
ENERGY SELECT SECTOR SPDR	P	2009-02-11	2012-03-20
BB&T CORPORATION	P	2012-01-12	2012-04-04
BB&T CORPORATION	P	2011-09-30	2012-04-04
HARBOR INTERNATIONAL FUND #11	P	2008-04-25	2012-04-20
BANK AMERICA CORP	P	2010-09-15	2012-04-20
APACHE CORP	P	2010-04-16	2012-04-20
BMC SOFTWARE INC	P	2011-04-05	2012-04-20
ALLSTATE CORP	P	2010-04-16	2012-04-20
COLGATE PALMOLIVE CO	P	2010-04-16	2012-04-20
COCA COLA CO	P	1981-09-30	2012-04-20
CISCO SYSTEMS INC	P	2010-10-19	2012-04-20
CAPITAL ONE FINL CORP	P	2012-04-04	2012-04-20
CVS CAREMARK CORP	P	2010-04-16	2012-04-20
CONSTELLATION BRANDS INC	P	2012-01-12	2012-04-20
CONOCOPHILLIPS	P	2010-10-19	2012-04-20
GENERAL DYNAMICS CORP	P	2010-04-16	2012-04-20
HARRIS CORP DEL	P	2011-04-05	2012-04-20
DANAHER CORP	P	2010-10-19	2012-04-20
GILEAD SCIENCES INC	P	2010-04-16	2012-04-20
KOHLS CORP	P	2010-04-16	2012-04-20
LSI CORP	P	2011-04-05	2012-04-20
HARMAN INTERNATIONAL INDS	P	2012-01-11	2012-04-20
FREEPORTMCMORAN COPPERAND GOLD INC	P	2011-04-05	2012-04-20

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

(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)
L3 COMMUNICATIONS HLDGS INCCOM	P	2010-09-15	2012-04-20
JP MORGAN CHASE & CO	P	2011-04-05	2012-04-20
ISHARES IBOXX $ INV GRD CORP BOND FD	P	2012-02-29	2012-04-20
ORACLE CORPORATION	P	2010-10-19	2012-04-20
ST JUDE MEDICAL INC	P	2011-10-17	2012-04-20
LOWES COS INC	P	2010-04-16	2012-04-20
PUBLIC SVC ENTERPRISE GROUP INC	P	2010-09-15	2012-04-20
MURPHY OIL CORP	P	2010-10-19	2012-04-20
NATIONAL-OILWELL INC	P	2010-04-16	2012-04-20
MCKESSON CORP	P	2010-10-19	2012-04-20
NVIDIA CORP	P	2012-01-11	2012-04-20
PPL CORPORATION	P	2010-10-19	2012-04-20
METLIFE INC	P	2010-04-16	2012-04-20
LABORATORY CORP AMERICA HOLDINGS	P	2010-10-19	2012-04-20
UNUMPROVIDENT CORP	P	2010-10-19	2012-04-20
UNION PAC CORP	P	2010-10-19	2012-04-20
WAL MART STORES INC	P	2004-11-02	2012-04-20
WAL MART STORES INC	P	2004-11-02	2012-04-20
THERMO FISHER SCIENTIFIC INC	P	2010-04-16	2012-04-20
WATSON PHARMACEUTICALS INC	P	2010-10-19	2012-04-20
STERICYCLE INC	P	2010-10-19	2012-04-20
TARGET CORP	P	2008-04-25	2012-04-20
VERIZON COMMUNICATIONS	P	2011-04-05	2012-04-20
NABORS INDUSTRIES LTD	P	2012-02-29	2012-04-20
VANGUARD MID CAP GROWTH FUND	P	2010-09-20	2012-04-20
FISERV INC	P	2011-04-05	2012-04-20
CF INDUSTRIES HOLDINGS INC	P	2012-01-04	2012-04-20
AMERIPRISE FINANCIAL INC	P	2012-02-29	2012-04-20
ISHARES BARCLAYS AGGREGATE BOND FUND	P	2012-02-29	2012-04-20
VANGUARD SMALL CAP VALUE STK INSTL	P	2011-10-18	2012-04-20

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

(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)
VANGUARD S/C GROWTH INDX INS	P	2011-10-18	2012-04-20
TRAVELERS COMPANIES INC	P	2011-04-05	2012-04-20
ISHARES IBOXX H/Y CORP BOND	P	2012-02-29	2012-04-20
DR PEPPER SNAPPLE GROUP INC	P	2012-01-04	2012-04-20
SCRIPPS NETWORKS	P	2011-05-03	2012-04-20
ISHARES BARCLAYS INTERMEDIATE CREDIT	P	2012-02-29	2012-04-20
ISHARES BARCLAYS 1-3 YEAR CREDIT BD	P	2012-02-29	2012-04-20
ROPER INDS INC	P	2011-03-07	2012-04-20
AMERICAN EUROPACIFIC GRTH-F2	P	2007-09-19	2012-04-20
VICTORY ESTABLISHED VALUE-I	P	2011-08-17	2012-04-20
DARDEN RESTAURANTS INC	P	2010-04-16	2012-04-20
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
19,282		15,867	3,415
18,481		15,018	3,463
16,202		16,002	200
15,155		15,155	0
16,755		12,590	4,165
30,185		28,719	1,466
32,834		30,861	1,973
39,767		1,451	38,316
107,773		47,491	60,282
17,205		17,205	0
8,592		8,136	456
27,960		27,977	-17
2,036		3,181	-1,145
8,144		11,656	-3,512
18,013		17,110	903
1,801		1,441	360
29,762		30,054	-292
18,682		17,427	1,255
23,640		13,847	9,793
33,711		33,711	0
15,041		14,731	310
23,448		17,485	5,963
21,689		15,999	5,690
17,039		17,091	-52
4,498		4,498	0
22,295		18,296	3,999
18,215		8,860	9,355
87,971		1,806	86,165
90,154		28,129	62,025
26,608		966	25,642

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
20,389		15,019	5,370
45,807		1,693	44,114
31,080		43,710	-12,630
12,996		10,570	2,426
30,786		15,062	15,724
800,000		800,000	0
8,534		8,402	132
7,284		7,454	-170
7,948		5,929	2,019
15,127		21,855	-6,728
3,552		2,130	1,422
4,731		3,850	881
2,621		2,733	-112
13,848		7,088	6,760
25,532		23,488	2,044
28,723		23,933	4,790
200,000		200,000	0
750,000		750,000	0
21,982		19,208	2,774
41,216		39,740	1,476
1,374		1,613	-239
76,936		86,531	-9,595
125,481		140,000	-14,519
208,591		205,000	3,591
238,345		250,000	-11,655
1,090,876		1,100,000	-9,124
400,000		400,000	0
200,000		200,000	0
500,000		500,000	0
43,321		73,229	-29,908

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
24,067		39,647	-15,580
48,134		76,032	-27,898
44,900		63,572	-18,672
16,036		19,547	-3,511
16,036		23,770	-7,734
6,414		8,360	-1,946
44,900		54,821	-9,921
250,000		250,078	-78
155,743		126,775	28,968
58,909		56,266	2,643
52,598		51,837	761
6,312		6,019	293
84,156		59,290	24,866
45,208		76,260	-31,052
16,403		27,357	-10,954
6,401		9,439	-3,038
52,809		75,963	-23,154
2,800		4,671	-1,871
4,549		4,103	446
200,141		142,107	58,034
18,343		21,087	-2,744
69,294		91,113	-21,819
206,558		135,618	70,940
30,387		35,374	-4,987
26,248		34,088	-7,840
9,470		8,386	1,084
19,497		20,860	-1,363
45,646		1,693	43,953
13,934		11,426	2,508
12,339		12,542	-203

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
16,474		20,691	-4,217
16,432		21,855	-5,423
8,330		8,519	-189
30,585		23,229	7,356
4,119		3,615	504
8,655		9,303	-648
29,145		24,455	4,690
47,195		45,870	1,325
40,243		35,477	4,766
16,704		17,927	-1,223
7,011		4,777	2,234
11,725		9,207	2,518
8,945		11,332	-2,387
17,361		7,974	9,387
100,000		99,500	500
33,065		21,370	11,695
200,000		203,264	-3,264
1,000,000		1,000,000	0
12,555		21,359	-8,804
94,781		60,670	34,111
21,243		16,668	4,575
7,616		8,641	-1,025
32,185		17,475	14,710
75,807		62,735	13,072
10,180		9,754	426
14,910		13,108	1,802
48,713		24,499	24,214
9,204		8,580	624
7,145		6,606	539
75,890		47,489	28,401

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,986		6,645	341
3,318		2,769	549
28,907		23,497	5,410
23,327		21,397	1,930
31,680		44,096	-12,416
14,918		8,667	6,251
5,196		2,796	2,400
114,838		73,608	41,230
6,224		5,408	816
168,818		116,425	52,393
22,230		26,708	-4,478
3,829		6,201	-2,372
4,616		5,289	-673
6,147		7,642	-1,495
4,954		5,053	-99
7,416		6,302	1,114
1,854		35	1,819
5,489		6,338	-849
4,093		4,204	-111
6,631		5,590	1,041
1,060		1,053	7
5,475		4,545	930
3,481		3,792	-311
5,561		6,381	-820
4,012		3,116	896
5,175		4,561	614
5,037		5,874	-837
4,994		4,237	757
4,625		4,114	511
3,775		5,676	-1,901

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
3,512		3,430	82
5,399		5,831	-432
2,902		2,947	-45
5,870		5,764	106
4,810		4,682	128
5,563		4,789	774
4,563		4,710	-147
5,373		6,414	-1,041
5,878		3,196	2,682
4,560		3,069	1,491
4,757		5,005	-248
4,755		4,854	-99
4,396		5,666	-1,270
4,418		3,971	447
4,690		4,544	146
5,295		4,223	1,072
3,109		2,786	323
3,109		2,786	323
4,093		3,964	129
5,161		3,497	1,664
4,425		3,616	809
4,299		3,987	312
7,766		7,714	52
4,397		6,085	-1,688
22,941		17,953	4,988
5,210		4,661	549
4,681		3,916	765
4,041		4,206	-165
2,759		2,775	-16
7,013		6,205	808

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
7,155		6,249	906
4,683		4,450	233
2,256		2,301	-45
7,103		6,735	368
4,904		4,670	234
2,722		2,739	-17
2,621		2,631	-10
4,980		4,226	754
21,439		29,276	-7,837
19,159		17,080	2,079
5,010		4,877	133
34,705			34,705

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			3,415
			3,463
			200
			0
			4,165
			1,466
			1,973
			38,316
			60,282
			0
			456
			-17
			-1,145
			-3,512
			903
			360
			-292
			1,255
			9,793
			0
			310
			5,963
			5,690
			-52
			0
			3,999
			9,355
			86,165
			62,025
			25,642

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			5,370
			44,114
			-12,630
			2,426
			15,724
			0
			132
			-170
			2,019
			-6,728
			1,422
			881
			-112
			6,760
			2,044
			4,790
			0
			0
			2,774
			1,476
			-239
			-9,595
			-14,519
			3,591
			-11,655
			-9,124
			0
			0
			0
			-29,908

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-15,580
			-27,898
			-18,672
			-3,511
			-7,734
			-1,946
			-9,921
			-78
			28,968
			2,643
			761
			293
			24,866
			-31,052
			-10,954
			-3,038
			-23,154
			-1,871
			446
			58,034
			-2,744
			-21,819
			70,940
			-4,987
			-7,840
			1,084
			-1,363
			43,953
			2,508
			-203

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-4,217
			-5,423
			-189
			7,356
			504
			-648
			4,690
			1,325
			4,766
			-1,223
			2,234
			2,518
			-2,387
			9,387
			500
			11,695
			-3,264
			0
			-8,804
			34,111
			4,575
			-1,025
			14,710
			13,072
			426
			1,802
			24,214
			624
			539
			28,401

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			341
			549
			5,410
			1,930
			-12,416
			6,251
			2,400
			41,230
			816
			52,393
			-4,478
			-2,372
			-673
			-1,495
			-99
			1,114
			1,819
			-849
			-111
			1,041
			7
			930
			-311
			-820
			896
			614
			-837
			757
			511
			-1,901

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			82
			-432
			-45
			106
			128
			774
			-147
			-1,041
			2,682
			1,491
			-248
			-99
			-1,270
			447
			146
			1,072
			323
			323
			129
			1,664
			809
			312
			52
			-1,688
			4,988
			549
			765
			-165
			-16
			808

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			906
			233
			-45
			368
			234
			-17
			-10
			754
			-7,837
			2,079
			133
			34,705

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MEMORIAL HEALTHCARE SYSTEM FOUNDATION2525 DE SALES AVENUE CHATTANOOGA,TN 37404			DONATION	35,000
CHATTANOOGA TUMOR CLINIC 975 EAST THIRD STREET CHATTANOOGA,TN 37403			CANCER TREATMENTS	576,288
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA1270 MARKET STREET CHATTANOOGA,TN 37402			DONATION	253,742
HOSPICE OF CHATTANOOGA4411 OAKWOOD DRIVE CHATTANOOGA,TN 37416			DONATION	150,000
BREAST CANCER SUPPORT SERVICES1400 MCCALLIE AVENUE CHATTANOOGA,TN 37404			DONATION	25,000
Total . . . . ▶ **3a**				1,040,030

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TY 2011 Accounting Fees Schedule

Name: ORION & EMMA B HURLBUT TR FBO MEMORIAL FD

EIN: 62-6034546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	16,700	0		16,700

TY 2011 General Explanation Attachment

Name: ORION & EMMA B HURLBUT TR FBO MEMORIAL FD

EIN: 62-6034546

Identifier	Return Reference	Explanation
DISTRIBUTIONS TO A DONOR ADVISED FUND		ALL DISTRIBUTIONS FROM FUNDS CONTRIBUTED TO THE COMMUNITY FOUNDATION OF GREATER CHATTANOOGA ARE MADE IN ACCORDANCE WITH THE TAX EXEMPT PURPOSE OF THE ORION L AND EMMA B HURLBUT MEMORIAL FUND FOR THE PURPOSE OF COMBATING AND TREATING CANCER AND OTHER NEOPLASTIC DISEASES EXPENSES INCLUDE PAYMENTS TO DIRECTLY AND INDIRECTLY BENEFIT INDIGENT CANCER PATIENTS THE BOARD DIRECTS THE PAYMENTS MADE BY THE FOUNDATION THE DISTRIBUTION TO THE COMMUNITY FOUNDATION OF GREATER CHATTANOOGA IS A DONOR ADVISED FUND

TY 2011 Investments Corporate Bonds Schedule

Name: ORION & EMMA B HURLBUT TR FBO MEMORIAL FD

EIN: 62-6034546

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS	3,930,863	3,981,307

TY 2011 Investments Corporate Stock Schedule

Name: ORION & EMMA B HURLBUT TR FBO MEMORIAL FD

EIN: 62-6034546

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OTHER CORPORATE STOCK	8,106,699	9,166,731

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TY 2011 Investments - Other Schedule

Name: ORION & EMMA B HURLBUT TR FBO MEMORIAL FD

EIN: 62-6034546

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST	4,616,763	5,062,779

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TY 2011 Other Income Schedule

Name: ORION & EMMA B HURLBUT TR FBO MEMORIAL FD

EIN: 62-6034546

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	2,204	2,204	2,204
MISCELLANEOUS REV	47		47

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TY 2011 Other Professional Fees Schedule

Name: ORION & EMMA B HURLBUT TR FBO MEMORIAL FD

EIN: 62-6034546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	108,554	0		108,554

TY 2011 Taxes Schedule

Name: ORION & EMMA B HURLBUT TR FBO MEMORIAL FD

EIN: 62-6034546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	12,000	0		12,000