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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 JUL 1, 2011 and ending JUN 30, 2012

Name of foundation

A Employer identification number

THE CARTINHOUR-WOODS FOUNDATION, INC

62-1504440

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

Room/suite

2626 CLIFFTOPS AVENUE

B Telephone number

(423) 510-9401

City or town, state, and ZIP code

MONTEAGLE, TN 37356

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method: ☐ Cash ☐ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(from Part II, col (c), line 16)

☒ Other (specify) MODIFIED CASH

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			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	47,011.	33,245.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	42,635.			
b Gross sales price for all assets on line 6a	4,243,804.			
7 Capital gain net income (from Part IV, line 2)		42,635.		
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	-471.	-471.		STATEMENT 2
12 Total Add lines 1 through 11	89,175.	75,409.		
13 Compensation of officers, directors, trustees, etc	24,123.	0.		24,123.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	9,150.	0.		9,150.
b Accounting fees				
c Other professional fees STMT 4	29,390.	29,390.		0.
17 Interest				
18 Taxes STMT 5	16,857.	0.		14,469.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	21,613.	18,899.		2,714.
24 Total operating and administrative expenses. Add lines 13 through 23	101,133.	48,289.		50,456.
25 Contributions, gifts, grants paid	200,000.			200,000.
26 Total expenses and disbursements. Add lines 24 and 25	301,133.	48,289.		250,456.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-211,958.			
b Net investment income (if negative, enter -0-)		27,120.		
c Adjusted net income (if negative, enter -0-)			N/A	

123501
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		11,332.	6,811.	6,811.
	2	Savings and temporary cash investments		127,267.	1,092,710.	1,092,710.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		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		229,361.	229,360.	240,403.
	b	Investments - corporate stock STMT 8		1,123,725.	694,118.	672,310.
	c	Investments - corporate bonds STMT 9		709,814.	259,845.	264,463.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		3,013,729.	2,716,447.	2,503,776.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		5,215,605.	4,999,291.	4,780,473.	
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 11)		4,356.	0.		
23	Total liabilities (add lines 17 through 22)		4,356.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		5,211,249.	4,999,291.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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		5,211,249.	4,999,291.	
	31	Total liabilities and net assets/fund balances		5,215,605.	4,999,291.	

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	5,211,249.
2	Enter amount from Part I, line 27a	2	-211,958.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,999,291.
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	4,999,291.

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 4,243,804.		4,201,169.	42,635.

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			42,635.

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin: 0 5px;">}</div> </div>	2	42,635.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin: 0 5px;">}</div> </div>	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))
2010	251,352.	5,413,518.	.046430
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

2 Total of line 1, column (d)	2	.261096
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	.052219
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,035,728.
5 Multiply line 4 by line 3	5	262,961.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	271.
7 Add lines 5 and 6	7	263,232.
8 Enter qualifying distributions from Part XII, line 4 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.	8	250,456.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	542.
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	542.
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	542.
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,388.
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	2,388.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	5.
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	1,841.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 1,841. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c 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?		
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 2011 or the taxable year beginning in 2011 (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

N/A

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 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	Yes	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			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 instructions)?		X
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?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	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 2011?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

If "Yes" to 6b, file Form 8870

X

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		24,123.	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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,051,675.
b	Average of monthly cash balances	1b	60,739.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,112,414.
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	5,112,414.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,686.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,035,728.
6	Minimum investment return. Enter 5% of line 5	6	251,786.

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	251,786.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	542.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	542.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	251,244.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	251,244.
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	251,244.

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	250,456.
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	250,456.
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	250,456.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				251,244.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			247,307.	
b Total for prior years:		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: ► \$ 250,456.				
a Applied to 2010, but not more than line 2a			247,307.	
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 2011 distributable amount				3,149.
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 instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				248,095.
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 2006 not applied on line 5 or line 7	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				

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

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

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

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.

- 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				
DOCTORS WITHOUT BORDERS P.O. BOX 1856 MERRIFIELD, VA 22116-8056	NONE	501(C)(3)	OPERATING FUNDS	1,000.
FRANKLIN COUNTY HUMANE SOCIETY--ANIMAL HARBOR P.O. BOX 187 WINCHESTER, TN 37398	NONE	501(C)(3)	OPERATING FUNDS	1,000.
GOOD SAMARITAN MINISTRIES 1725 DECHERD AVENUE DECHERD, TN 37324	NONE	501(C)(3)	OPERATING FUNDS	30,500.
LAND TRUST FOR TENNESSEE 209 10TH AVENUE SOUTH SUITE 530 NASHVILLE, TN 37203	NONE	501(C)(3)	OPERATING FUNDS	500.
MOBILE LOAVES & FISHES, INC. 3605 HILLSBORO PIKE NASHVILLE, TN 37215	NONE	501(C)(3)	OPERATING FUNDS	3,000.
Total			SEE CONTINUATION SHEET(S)	200,000.
b Approved for future payment				
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE	501(C)(3)	ENDOWMENT CAMPAIGN	85,000.
SCHOOL OF GOOD SHEPHERD 2037 DECHERD BOULEVARD DECHERD, TN 37324	NONE	SCHOOL	TUITION & NEW FACILITY	10,000.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE	UNIVERSITY	J. ALBERT WOODS SCIENCE LABORATORIES	20,000.
Total			SEE CONTINUATION SHEET(S)	135,000.

Part XV Supplementary Information**3 . Grants and Contributions Paid During the Year (Continuation)**

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
OTEY MEMORIAL PARISH CHURCH 216 UNIVERSITY AVENUE SEWANEE, TN 37375	NONE	CHURCH	COMMUNITY ACTION PLAN	3,000.
PARTNERS FOR HEALING 109 WEST BLACKWELL STREET TULLAHOMA, TN 37388	NONE	501(C)(3)	OPERATING FUNDS	1,000.
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE	CHURCH	ANNUAL FUND	2,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE	SCHOOL	ENDOWMENT CAMPAIGN	50,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE	SCHOOL	ANNUAL GIVING	5,000.
THE UNIVERSITY SCHOOL OF NASHVILLE 200 EDGEHILL ROAD NASHVILLE, TN 37203	NONE	SCHOOL	ANNUAL GIVING	3,500.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE	UNIVERSITY	J. ALBERT WOODS SCIENCE LABORATORIES	10,000.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE	UNIVERSITY	W. C. CARTINHOOR MEMORIAL SCHOLARSHIP GRANT	10,000.
BLUE MONARCH P.O. BOX 1207 MONTEAGLE, TN 37356	NONE	501(C)(3)	OPERATING FUNDS	5,000.
GOOD SHEPHERD CHURCH 2021 DECHERD BOULEVARD DECHERD, TN 37324	NONE	SCHOOL	CAPITAL PURCHASES	10,000.
Total from continuation sheets				164,000.

Part XV Supplementary Information**3 - Grants and Contributions Paid During the Year (Continuation)**

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
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE	CHURCH	CAPITAL CAMPAIGN	37,500.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE	SCHOOL	SCHOLARSHIP FUND	5,000.
HAVEN OF HOPE P.O. BOX 1271 MANCHESTER, TN 37349	NONE	501(C)(3)	OPERATING FUNDS	2,000.
WISHBONE 2144 LEAVENWORTH STREET SAN FRANCISCO, CA 94133	NONE	501(C)(3)	OPERATING FUNDS	20,000.
Total from continuation sheets				

3 . Grants and Contributions Approved for Future Payment (Continuation)

123635 08-03-11

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		P		
b ACL ALTERNATIVE FUND LIMITED		P		
c ABBEY CAPITAL MACRO FUND CLASS A2		P		
d ABBEY CAPITAL MACRO FUND CLASS A2		P		
e STATEMENT ATTACHED (SHORT-TERM)		P		
f STATEMENT ATTACHED (LONG-TERM)		P		
g AMA US EQUITY MASTER FUND - RESIDUAL PROCEEDS		P		
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		3,490.	-3,490.
b		5,141.	-5,141.
c		4,361.	-4,361.
d		6,541.	-6,541.
e 904,498.		942,724.	-38,226.
f 3,322,649.		3,238,912.	83,737.
g 1,163.			1,163.
h 15,494.			15,494.
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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,490.
b			-5,141.
c			-4,361.
d			-6,541.
e			-38,226.
f			83,737.
g			1,163.
h			15,494.
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	42,635.
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

THE CARTINHOUR-WOODS FOUNDATION, INC
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME, PART IV
FISCAL YEAR ENDED JUNE 30, 2012

<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)						
Federal Home Loan Mortgage Corp 3 75%	25,000	04/27/11	8/10/2011	28,079 25	26,010 50	2,068 75
FHLMC PC Gold Comb 15, 3%	195 530	08/22/11	9/15/2011	195 53	201 52	(5 99)
Federal Home Loan Mortgage Corp 2 5%	25,000	04/14/11	9/20/2011	26,641 75	25,085 50	1,556 25
FHLMC PC Gold Comb 15, 3%	241 69	10/17/11	9/15/2011	241 69	249 09	(7 40)
DFA Investment Dimension Group US Core	3,544 532	Various	10/31/2011	38,670 85	40,524 37	(1,853 52)
DFA Investment Dimension Group Large Cap	7,363 213	02/24/11	10/31/2011	138,207 51	154,226 82	(16,019 31)
DFA Investment Dimension Gp Emerg Mkts	1,432 451	Various	10/31/2011	42,916 23	52,717 94	(9,801 71)
FHLMC PC Gold Comb 15, 3%	378 310	10/17/11	11/15/2011	378 31	389 90	(11 59)
Federal Farm Credit BK 3.8% 12/14/17	25,000 000	Various	12/14/2011	25,000 00	25,062 50	(62 50)
FHLMC Gold G14044	327 580	07/06/11	12/15/2011	327 58	337 61	(10 03)
FHLMC Gold G14044	324	07/06/11	2/15/2012	324.07	333 99	(9 92)
Unified Series Trust - Auer Growth FD	35,925.920	Various	2/29/2012	237,829 59	245,000 00	(7,170 41)
Iron Strategic Income-Inst	31,886 955	Various	2/29/2012	364,149 03	371,000 00	(6,850 97)
FHLMC Gold G14044	393	07/06/11	3/15/2012	393 15	405 19	(12 04)
FHLMC Gold G14044	350	07/06/11	4/16/2012	350 13	360 85	(10 72)
FHLMC Gold G14044	405	07/06/11	5/15/2012	405 03	417 43	(12 40)
FHLMC Gold G14044	388 62	07/06/12	6/15/2012	388 62	400 52	(11 90)
				-	-	-
Total Short-Term Capital Gain/Loss				904,498 32	942,723 73	(38,225 41)
Long-Term Capital Gains or (Losses)						
Federal Home Loan Mortgage Corp 1 125%	25,000	07/07/10	7/14/2011	25,000 00	25,000 00	-
Growth Capital TEI Portfolio, LLC	16,786 9782	12/01/09	7/1/2011	1,789,726.22	1,764,965 63	24,760 59
Hewlett Packard Co 4 75%	25,000	12/01/09	8/19/2011	27,219 00	27,306 00	(87 00)
DFA Investment Dimension Group US Core	3,412.75	11/06/09	10/31/2011	37,233.10	30,236 51	6,996 59
DFA Investment Dimension Gp Emerg Mkts	5,311 373	11/06/09	10/31/2011	159,128 74	163,162 62	(4,033 88)
GCP SPV LTD	640 114	12/01/09	12/1/2011	49,725 13	63,125 74	(13,400 61)
The 1794 Event Driven Overseas Fund Ltd	1 000	08/01/07	1/1/2012	479,500.00	479,500 00	-
Fed Home Loan Mtg Cor 1 35%	25,000 000	07/06/11	1/6/2012	25,000.00	25,000 00	-
FHLMC PC Gold FHLMC Gold G14044	161	01/01/11	1/17/2012	161 21	166 15	(4.94)
Federal National Mtg Assn	25,000	10/22/10	2/3/2012	25,000 00	25,000 00	-
Abbey Capital Macro Fund	1,169.192	08/28/08	3/9/2012	118,221 13	116,861 97	1,359 16
Berkshire Hathaway Inc Del Cl B	55 000	Various	3/2/2011	4,372.97	4,612 72	(239 75)
Nike Inc Cl B	100 000	Various	3/2/2012	10,665 80	8,459 52	2,206 28
Novo Nordisk A/S ADR	75 000	Various	3/2/2012	10,802 05	9,466 68	1,335 37
McDonalds Corporation	125 000	Various	3/2/2012	12,463 27	9,625 68	2,837 59
SPDR Gold Trust	510 000	Various	3/2/2012	88,605 80	53,027 83	35,577.97
Market Vectors Gold Miners	3,247 000	Various	3/2/2012	184,898 05	162,283 18	22,614 87
ISHARES Silver Trust	150 000	Various	3/2/2012	5,365 40	5,279 89	85 51
Becton Dickinson & Co	55 000	Various	3/2/2012	4,245 92	4,403 85	(157.93)
Cisco Systems Inc	560 000	Various	3/2/2012	11,278 19	9,870 45	1,407 74
Medtronic Inc	230 000	Various	3/2/2012	8,861 74	8,954 02	(92 28)
General Dynamics Corp	60 000	Various	3/2/2012	4,353 52	4,500 41	(146 89)
Total System Services Inc	255 000	Various	3/2/2012	5,579 29	4,663 73	915 56
Omnicom Group Inc	200 000	Various	3/2/2012	9,747 82	9,731 53	16 29
Kellogg Co	90 000	Various	3/2/2012	4,710 51	5,002 81	(292 30)
Adobe Systems Inc	145.000	Various	3/2/2012	4,828 41	4,941 66	(113.25)
Microsoft Corporation	370 000	Various	3/2/2012	11,745 43	9,545 27	2,200 16
Automatic Data Processing Inc	180.000	Various	3/2/2012	9,800 82	9,217 34	583 48
Bard C R Inc	50 000	Various	3/2/2012	4,707 41	4,910 51	(203 10)
Oracle Corp	275 000	Various	3/2/2012	7,991.85	8,966 90	(975 05)
McCormick & Co Inc	100 000	Various	3/2/2012	5,057.90	4,886 10	171 80
Stryker Corporation	165 000	Various	3/2/2012	9,005.53	10,146 79	(1,141 26)
3M Co	100 000	Various	3/2/2012	8,790 84	9,233 76	(442 92)
Abbott Laboratories	95 000	Various	3/2/2012	5,398 75	4,717 49	681 26
Sysco Corp	350 000	Various	3/2/2012	10,259 33	9,836 14	423 19
Wall Mart Stores Inc	175 000	Various	3/2/2012	10,265.31	9,299 86	965 45
Vanan Medical Systems Inc	65 000	Various	3/2/2012	4,332 82	4,402 91	(70 09)
The 1794 Event Driven Overseas Fund Ltd	1 0000	08/01/07	5/1/2012	128,600 00	128,600 00	-
				-	-	-
Total Long-Term Capital Gain/Loss				3,322,649 26	3,238,911 65	-83,737 61

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBAY CAPITAL FUND, L.P.	207.	0.	207.
ACL ALTERNATIVE FUND SAC LIMITED	139.	0.	139.
BNY MELLON - NOMINEE	41,937.	15,494.	26,443.
SUNTRUST BANK - NOMINEE	20,222.	0.	20,222.
TOTAL TO FM 990-PF, PART I, LN 4	62,505.	15,494.	47,011.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABBAY CAPITAL FUND, L.P.- OTHER INCOME	22.	22.	
AMA INT'L EQUITY FUND (QP), LP - OTHER LOSS	-336.	-336.	
ACL ALTERNATIVE FUND LTD - OTHER INCOME	-181.	-181.	
CLASS ACTION SETTLEMENT	24.	24.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-471.	-471.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHAMBLISS, BAHNER & STOPHEL, P.C.	9,150.	0.		9,150.
TO FM 990-PF, PG 1, LN 16A	9,150.	0.		9,150.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENSPRING FAMILY OFFICES, LLC	16,802.	16,802.		0.
BNY-MELLON	12,588.	12,588.		0.
TO FORM 990-PF, PG 1, LN 16C	29,390.	29,390.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	2,388.	0.		0.
PAYROLL TAXES	14,469.	0.		14,469.
TO FORM 990-PF, PG 1, LN 18	16,857.	0.		14,469.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO & OTHER DEDS THRU PARTNERSHIPS	14,447.	14,447.		0.
SUPPLIES	2,684.	0.		2,684.
WIRE FEES	30.	0.		30.
MISCELLANEOUS EXPENSE	4,452.	4,452.		0.
TO FORM 990-PF, PG 1, LN 23	21,613.	18,899.		2,714.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
METRO ST COLLEGE DENVER 2.52% DUE 12-1-12		X	25,000.	25,118.
NC EASTN MUNI POWER 5.6% DUE 1-1-13		X	26,887.	25,414.
KAUAI COUNTY HAWAII 1.955% DUE 8-1-13		X	25,000.	25,253.
OHIO STATE 5% DUE 5-1-14		X	27,054.	26,554.
INDIANA UNIV CTFS 3.773% DUE 12-1-16		X	25,000.	26,991.
MINNEAPOLIS MN 4% DUE 3-1-18		X	24,912.	28,778.
ARKANSAS STATE 4% DUE 7-1-19		X	25,000.	27,701.
COLUMBUS OHIO 4.49% DUE 7-1-19		X	25,507.	28,856.
NJ ECONOMIC DEV AUTHORITY		X	25,000.	25,738.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			229,360.	240,403.
TOTAL TO FORM 990-PF, PART II, LINE 10A			229,360.	240,403.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SPDR GOLD TRUST	0.	0.
MARKET VECTORS ETF TRUST GOLD	0.	0.
DFA INVT DIMENSION GROUP EMERGING	0.	0.
COMMON STOCKS--SCHEDULE ATTACHED	694,118.	672,310.
DFA INVT DIMENSION GROUP LARGE CAP	0.	0.
NOVO-NORDISK A S ADR	0.	0.
ISHARES SILVER TRUST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	694,118.	672,310.

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
150	Aon PLC (AON)	\$ 46.7800	\$ 7,017.00	\$ 7,357	\$ -340.13	\$ 94.50	1.4%	0.2%
110	Accenture PLC (ACN)	60.0900	6,609.90	6,786.50	-176.60	148.50	2.3	0.2
150	Covidien PLC (COV)	53.5000	8,025.00	8,033.50	-8.50	135.00	1.7	0.2
190	Ingersoll-Rand PLC (IR)	42.1800	8,014.20	7,744.30	269.90	121.60	1.5	0.2
370	Invesco Limited (IVZ)	22.6000	8,362.00	9,519.70	-1,157.70	255.30	3.1	0.2
170	Noble Corporation (NE)	32.5300	5,530.10	6,722.50	-1,192.40	100.30	1.8	0.1
330	Nxp Semiconductors N V (NXPI)	23.2300	7,665.90	8,437.33	-771.43	0.00	0.0	0.2
240	AT&T Inc (T)	35.6600	8,558.40	7,449.12	1,109.28	422.40	4.9	0.2
140	Agilent Technologies Inc (A)	39.2400	5,493.60	6,145.00	-651.40	56.00	1.0	0.1
100	Air Products & Chemicals Inc (APD)	80.7300	8,073.00	9,115.50	-1,042.50	256.00	3.2	0.2
40	Amazon.Com Inc (AMZN)	228.3500	9,134.00	7,657.20	1,476.80	0.00	0.0	0.2
60	Apple Inc (AAPL)	584.0000	35,040.00	33,256.20	1,783.80	0.00	0.0	0.8
420	B B & T Corporation (BBT)	30.8500	12,957.00	12,700.32	256.68	336.00	2.6	0.3
60	Baidu.Com Inc. (BIDU)	114.9800	6,898.80	8,637.00	-1,738.20	0.00	0.0	0.2
220	Carnival Corp (CCL)	34.2700	7,539.40	6,838.80	700.60	220.00	2.9	0.2
100	Caterpillar Inc (CAT)	84.9100	8,491.00	11,288.80	-2,797.80	208.00	2.5	0.2
150	Celanese Corp (CE) Series A	34.6200	5,193.00	7,143.00	-1,950.00	36.00	0.7	0.1



Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
290	Centerpoint Energy Inc (CNP)	20.6700	5,994.30	5,515.10	479.20	234.90	3.9	0.1
90	Chevron Corporation (CVX)	105.5000	9,495.00	9,811.50	-316.50	324.00	3.4	0.2
220	Citigroup Inc (C)	27.4100	6,030.20	7,769.00	-1,738.80	8.80	0.2	0.1
175	Coca - Cola Co (KO)	78.1900	13,683.25	11,638.60	2,044.65	357.00	2.6	0.3
90	Costco Whsl Corp New (COST)	95.0000	8,550.00	7,891.30	658.70	99.00	1.2	0.2
270	The Walt Disney Company (DIS)	48.5000	13,095.00	11,587.15	1,507.85	162.00	1.2	0.3
130	Dover Corp (DOV)	53.6100	6,969.30	8,332.10	-1,362.80	163.80	2.4	0.2
370	E M C Corp Mass (EMC)	25.6300	9,483.10	10,590.24	-1,107.14	0.00	0.0	0.2
200	Eaton Corp (ETN)	39.6300	7,926.00	10,290.40	-2,364.40	304.00	3.8	0.2
170	Express Scripts Holdings, Inc. (ESRX)	55.8300	9,491.10	9,112.20	378.90	0.00	0.0	0.2
130	Exxon Mobil Corp (XOM)	85.5700	11,124.10	11,334.10	-210.00	296.40	2.7	0.3
120	Freeport McMoran Copper & Gold Inc (FCX)	34.0700	4,088.40	5,003.20	-914.80	150.00	3.7	0.1
350	General Electric Company (GE)	20.8400	7,294.00	6,837.50	456.50	233.00	3.3	0.2
150	Gilead Sciences Inc (GILD)	51.2800	7,692.00	6,968.00	724.00	0.00	0.0	0.2
300	Halliburton Co (HAL)	28.3900	8,517.00	10,610.09	-2,093.09	108.00	1.3	0.2
200	Home Depot Inc (HD)	52.9900	10,598.00	9,675.00	923.00	232.00	2.2	0.2
150	Honeywell Intl Inc (HON)	55.8400	8,376.00	9,051.50	-675.50	223.50	2.7	0.2
90	International Business Machines (IBM) Corporation	195.5800	17,602.20	16,062.11	1,540.09	306.00	1.7	0.4
250	JP Morgan Chase & Co (JPM)	35.7300	8,932.50	10,528.25	-1,595.75	300.00	3.4	0.2
150	Johnson & Johnson (JNJ)	67.5600	10,134.00	9,153.43	980.57	366.00	3.6	0.2
280	Johnson Controls Inc (JCI)	27.7100	7,758.80	9,243.14	-1,484.34	201.60	2.6	0.2
270	Kraft Foods Inc Cl A (KFT)	38.6200	10,427.40	10,362.02	65.38	313.20	3.0	0.2
150	Las Vegas Sands Corp (LVS)	43.4900	6,523.50	8,396.50	-1,873.00	150.00	2.3	0.2
250	Marathon Oil Corp (MRO)	25.5700	6,392.50	8,562.32	-2,169.82	170.00	2.7	0.1
80	Mead Johnson Nutrition Company (MJN)	80.5100	6,440.80	6,364.40	76.40	96.00	1.5	0.1

THE CARTINHOOR-WOODS FOUNDATION

62-1504440

FYE 6/30/2012

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
220	Merck & Co Inc (MRK)	41.7500	9,185.00	8,464.19	720.81	369.60	4.0	0.2
240	Mettlife Inc (MET)	30.8500	7,404.00	9,225.00	-1,821.00	177.60	2.4	0.2
180	PNC Financial Services Group (PNC)	61.1100	10,999.80	11,063.80	-64.00	288.00	2.6	0.3
100	Pepsico Inc (PEP)	70.6600	7,066.00	6,448.17	617.83	215.00	3.0	0.2
600	Pfizer Inc (PFE)	23.0000	13,800.00	13,005.21	794.79	528.00	3.8	0.3
100	Philip Morris International Inc (PM)	87.2600	8,726.00	8,566.50	159.50	308.00	3.5	0.2
150	Plains Exploration & PR-WJ (PXP)	35.1800	5,277.00	6,704.50	-1,427.50	0.00	0.0	0.1
195	The Procter & Gamble Company (PG)	61.2500	11,943.75	12,429.87	-486.12	438.36	3.7	0.3
150	QEP Resources Inc (QEP)	29.9700	4,495.50	5,083.50	-588.00	12.00	0.3	0.1
220	Qualcomm Inc (QCOM)	55.6800	12,249.60	14,546.90	-2,297.30	220.00	1.8	0.3
60	Salesforce.Com Inc (CRM)	138.2600	8,295.60	8,976.00	-680.40	0.00	0.0	0.2
150	Schlumberger Ltd (SLB)	64.9100	9,736.50	11,183.50	-1,447.00	165.00	1.7	0.2
130	Sempra Energy (SRE)	68.8800	8,954.40	7,619.60	1,334.80	312.00	3.5	0.2
60	Shire PLC (SHPGY) ADR	86.3900	5,183.40	6,275.20	-1,091.80	27.12	0.5	0.1
220	State Street Corp (STT)	44.6400	9,820.80	9,663.38	157.42	211.20	2.2	0.2
150	Teradata Corporation (TDC)	72.0100	10,801.50	10,043.50	758.00	0.00	0.0	0.2
290	Texas Instruments Inc (TXN)	28.6900	8,320.10	9,805.49	-1,485.39	197.20	2.4	0.2
270	US Bancorp (USB)	32.1600	8,683.20	8,226.63	456.57	210.60	2.4	0.2
60	Union Pac Corp (UNP)	119.3100	7,158.60	6,670.80	487.80	144.00	2.0	0.2
120	United Technologies Corp (UTX)	75.5300	9,063.60	9,958.77	-895.17	256.80	2.8	0.2
350	Valero Energy Corp New (VLO)	24.1500	8,452.50	8,980.63	-528.13	210.00	2.5	0.2
150	Verizon Communications Inc (VZ)	44.4400	6,666.00	5,777.50	888.50	300.00	4.5	0.2
100	Watson Pharmaceuticals Inc (WPI)	73.9900	7,399.00	6,215.50	1,183.50	0.00	0.0	0.2
350	Wells Fargo & Company (WFC)	33.4400	11,704.00	11,437.07	266.93	308.00	2.6	0.3
150	Yum! Brands Inc (YUM)	64.4200	9,663.00	10,133.09	-470.00	171.00	1.8	0.2
10,300	BNY Mellon Income Stock Fund (MPISX)	6.8000	70,040.00	72,093.00	-2,053.00	2,070.30	3.0	1.6
Totals			\$672,309.59	\$694,118.13				



FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UNIFIED SERIES TRUST IRON STRAT	0.	0.
ALLSTATE LIFE GLOBAL 5.375% DUE 4-30-13	26,961.	26,010.
CME GROUP, INC. 5.75% DUE 2-15-14	27,954.	26,953.
HEWLETT PACKARD CO. 4.75% DUE 6-2-14	0.	0.
BANK AMERICA FDG CORP 6.5% DUE 8-1-16	26,899.	27,453.
FEDERAL FARM CREDIT BKS 3.8% DUE 12-14-17	0.	0.
DEERE & CO 4.375% DUE 10-16-19	25,862.	28,949.
FEDERAL HOME LOAN MTG 1.125% DUE 1-14-13	0.	0.
CITIGROUP, INC. 6.375% DUE 8-12-14	27,584.	26,761.
FEDERAL NAT'L MTG ASSN 1% DUE 10-22-15	24,437.	25,033.
FEDERAL HOME LOAN MTG 2.5% DUE 05-27-16	0.	0.
FEDERAL HOME LOAN MTG 3.75% DUE 3-27-19	0.	0.
FEDERAL HOME LOAN MTG 1.35% DUE 01-06-15	0.	0.
VERIZON COMMUNICATIONS, INC. 3% DUE 4-1-16	25,664.	26,576.
BP CAP MKTS P L C 4.75%	28,057.	28,292.
BERKSHIRE HATHAWAY, INC. 3.75%	24,998.	26,670.
FEDERAL HOME LOAN MTG 3% DUE 1-1-26	21,429.	21,766.
TOTAL TO FORM 990-PF, PART II, LINE 10C	259,845.	264,463.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMA INT'L EQUITY FUND, L.P.	COST	10,208.	12,309.
THE 1794 EVENT DRIVEN OVERSEAS FUND LTD	COST	141,900.	54,849.
ABBAY CAPITAL ACL ALT FUND LTD	COST	185,134.	185,076.
ABBAY CAPITAL MACRO FUND	COST	0.	0.
GROWTH CAPITAL TEI PORT LLC	COST	0.	0.
GCP SPV LTD	COST	89,305.	69,105.
BNY MELLON CORPORATE BOND FUND	COST	96,876.	98,280.
BNY MELLON SHORT-TERM U S GOVERNMENT SECURITIES FUND	COST	37,922.	37,851.
BNY MELLON INTERMEDIATE BOND FUND	COST	111,700.	111,775.
BNY MELLON BOND FUND	COST	316,975.	318,190.
DREYFUS INFLATION ADJUSTED SECURITIES FUND	COST	81,198.	82,302.
BNY MELLON FOCUSED EQUITY OPPORTUNITIES FUND	COST	198,656.	183,918.
DREYFUS U S EQUITY FUND	COST	227,288.	215,784.
ROVI CORPORATION	COST	5,277.	2,943.
BNY MELLON MID CAP STOCK FUND	COST	164,842.	154,224.

DREYFUS SELECT MANAGERS SMALL CAP GROWTH FUND	COST	35,707.	34,447.
DREYFUS SELECT MANAGERS SMALL CAP VALUE FUND	COST	106,508.	102,802.
BNY MELLON SMALL/MID CAP FUND	COST	70,493.	66,300.
BNY MELLON INTERNATIONAL FUND	COST	98,530.	89,500.
DREYFUS/NEWTON INTERNATIONAL EQUITY FUND	COST	48,930.	46,860.
STRATEGIC INTERNATIONAL STOCK FUND	COST	98,448.	94,536.
BNY MELLON EMERGING MARKETS FUND	COST	354,770.	312,800.
DREYFUS GLOBAL REAL ESTATE SECURITIES FUND	COST	66,518.	68,024.
ISHARES S&P GSCI COMMODITY INDEXED TRUST	COST	16,183.	13,698.
HIGHBRIDGE DYNAMIC COMMODITIES STRATEGY FUND - E	COST	27,446.	24,060.
DREYFUS HIGH YIELD FUND	COST	70,437.	69,760.
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND	COST	21,700.	21,285.
TCW EMERGING MARKETS INCOME FUND - I	COST	33,496.	33,098.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,716,447.	2,503,776.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
MANAGEMENT FEES DUE	2,679.	0.	
EXCISE TAX DUE	1,677.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	4,356.	0.	

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARIE CARTINHOOR WOODS 305 CLARA'S POINT ROAD SEWANEE, TN 37375	TRUSTEE EMERITUS 0.25	0.	0.	0.
KATHLEEN E. WOODS 4416 HARDING PLACE NASHVILLE, TN 37205	TRUSTEE 0.25	0.	0.	0.
ELLEN L. WOODS 2610 CLIFFTOPS AVENUE MONTEAGLE, TN 37356	PRESIDENT & TRUSTEE 0.25	0.	0.	0.
MARGARET C. WOODS 2626 CLIFFTOPS AVENUE MONTEAGLE, TN 37356	CHAIRMAN & TRUSTEE 0.25	0.	0.	0.
CAROLINE T. WOODS P.O. BOX 459 MONTEAGLE, TN 37356	VICE PRESIDENT & TRUSTEE 0.25	0.	0.	0.
SANDRA M. THURMOND 2322 HAVEN CREST DRIVE CHATTANOOGA, TN 37421	SECRETARY/TREASURER 15.00	24,123.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		24,123.	0.	0.