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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
EARL & MARY STOREY TUW CHARITABLE 3053287

A Employer identification number
26-6399772

Number and street (or P O box number if mail is not delivered to street address) Room/suite
800 S GAY STREET

B Telephone number (see instructions)
(865) 971-2023

City or town, state, and ZIP code
KNOXVILLE, TN 379951230

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 change

D 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 foundation

E 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 *(from Part II, col. (c), line 16)* ▶$ 6,644,268

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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				
	4	Dividends and interest from securities	227,228	227,228		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	132,593			
	b	Gross sales price for all assets on line 6a 3,262,776				
	7	Capital gain net income (from Part IV, line 2)		132,593		
	8	Net short-term capital gain			0	
	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)				
	12	**Total.** Add lines 1 through 11	359,821	359,821		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	47,172	23,586		23,586
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)	7,500	0	0	0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	12,860			0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	295			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	67,827	23,586	0	23,586
	25	Contributions, gifts, grants paid	293,782			293,782
	26	**Total expenses and disbursements.** Add lines 24 and 25	361,609	23,586	0	317,368
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,788			
	b	**Net investment income** (if negative, enter -0-)		336,235		
	c	**Adjusted net income** (if negative, enter -0-)			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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		5,809	5,809
	2	Savings and temporary cash investments	434,074	209,078	213,679
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 ▶ 0			
	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)	5,456,082	5,784,632	6,110,505
	c	Investments—corporate bonds (attach schedule)	437,146	330,396	314,275
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	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)	6,327,302	6,329,915	6,644,268
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	6,327,302	6,329,915	
	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)	6,327,302	6,329,915	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,327,302	6,329,915	

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	6,327,302
2	Enter amount from Part I, line 27a	2	-1,788
3	Other increases not included in line 2 (itemize) ▶	3	4,401
4	Add lines 1, 2, and 3	4	6,329,915
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	6,329,915

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	132,593
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 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))
2011	170,086	6,320,026	0 026912
2010	143,383	6,174,459	0 023222
2009	108,181	4,065,660	0 026608
2008	77,978	1,227,200	0 063541
2007			

2	**Total** of line 1, column (d).	2	0 140283
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 035071
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,395,323
5	Multiply line 4 by line 3.	5	224,290
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,362
7	Add lines 5 and 6.	7	227,652
8	Enter qualifying distributions from Part XII, line 4.	8	317,368

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	3,362
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	3,362
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	3,362
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	74
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	3,436
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

		Line	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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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)*

		Line	Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶FIRST TENNESSEE BANK NA Telephone no ▶(865) 971-2023

Located at ▶TRUST DIVISION KNOXVILLE TN ZIP+4 ▶379951230

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 |

		Line	Yes	No
16	At any time during calendar year 2012, 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 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **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 instructions)	2b		No
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 2012 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 2012.)*	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 2012?	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 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 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 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
FIRST TENNESSEE BANK NA 800 S GAY STREET KNOXVILLE,TN 379951230	TRUSTEE 5	47,172		

2 Compensation of five highest-paid employees (other than those included on line 1—see 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 instructions). 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 THIS TRUSTS EXISTS TO SERVE AS AN INVESTMENT ARM FOR MARYVILLE COLLEGE, A PRIVATE, RELIGIOUS INSTITUTION ALL ASSETS OF THE TRUST ARE USED FOR THIS PURPOSE ONLY	293,782
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see 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. . . . . ▶	

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	6,162,508
b	Average of monthly cash balances	1b	330,206
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,492,714
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	6,492,714
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	97,391
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,395,323
6	**Minimum investment return.** Enter 5% of line 5	6	319,766

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	319,766
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 3,362		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,362
3	Distributable amount before adjustments Subtract line 2c from line 1	3	316,404
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	316,404
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	316,404

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	317,368
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	317,368
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 instructions)	5	3,362
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	314,006

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				316,404
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			293,751	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 0				
b From 2008. 0				
c From 2009. 0				
d From 2010. 0				
e From 2011. 0				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 317,368				
a Applied to 2011, but not more than line 2a			293,751	
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 2012 distributable amount.				23,617
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				292,787
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . . 0				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 0				
d Excess from 2011. . . . 0				
e Excess from 2012. . . . 0				

Part XIV Private Operating Foundations (see 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 2012, 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) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
MARYVILLE COLLEGE ATTN DANA SMITH VP TREAS MARYVILLE, TN 37804	NONE	N/A	SCHOLARSHIP PROGRAM SUPPORT	293,782
Total . . . . ▶ **3a**				293,782
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
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					
4 Dividends and interest from securities. . . .			14	227,228	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	132,593	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				359,821	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 359,821

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

******	2013-05-13	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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)
100 AIRGAS INC		2011-10-06	2012-01-04
119 COSTCO WHOLESALE CORP		2009-05-13	2012-01-04
12 COSTCO WHOLESALE CORP		2011-04-06	2012-01-04
146 FEDERATED INVESTORS INC-CL B		2011-08-12	2012-01-04
330 FEDERATED INVESTORS INC-CL B		2010-05-26	2012-01-04
15 IBM		2011-05-04	2012-01-12
44 IBM		2009-05-13	2012-01-12
15 O'REILLY AUTOMOTIVE INC		2011-04-06	2012-01-12
118 O'REILLY AUTOMOTIVE INC		2009-11-06	2012-01-12
547 VALERO ENERGY CORP		2011-08-12	2012-01-12
344 COLUMBIA ACORN FUND-Z		2011-02-15	2012-01-23
870 FIDELITY ADV FLO RT H/I-I		2011-02-15	2012-01-23
627 ABSOLUTE STRATEGIES FUND I		2011-08-15	2012-01-23
960 T ROWE PRICE HIGH YEILD BOND FUND		2010-08-12	2012-01-23
1552 VANGUARD EMRG MK STK INDX-SG		2010-05-26	2012-01-23
3676 VANGUARD SMALL CAP VALUE STK INSTL		2010-05-26	2012-01-23
2607 VANGUARD S/C GROWTH INDX INS		2011-02-15	2012-01-23
300 BB&T CORPORATION		2011-10-06	2012-04-10
65 THE ALLSTATE CORPORATION		2008-04-14	2012-04-16
10 APPLE COMPUTER INC		2011-05-04	2012-04-16
165 BANK OF AMERICA CORP		2010-06-17	2012-04-16
5 CF INDUSTRIES HOLDINGS INC		2012-01-04	2012-04-16
58 CVS CORP		2008-04-14	2012-04-16
7 CVS CORP		2011-04-06	2012-04-16
100 CISCO SYSTEMS		2010-08-12	2012-04-16
1 COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98		2009-05-13	2012-04-16
9 COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98		2011-04-06	2012-04-16
10 CONOCOPHILLIPS		2011-04-06	2012-04-16
40 CONSTELLATION BRANDS INC		2011-04-06	2012-04-16
10 CONSTELLATION BRANDS INC		2009-05-13	2012-04-16

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)
13 DANAHER CORP		2011-04-06	2012-04-16
17 DANAHER CORP		2010-08-12	2012-04-16
20 DR PEPPER SNAPPLE GROUP INC		2012-01-04	2012-04-16
51715 FEDERATED ULTRA SHORT FD-INS		2011-04-06	2012-04-16
25719 931 FIDELITY ADV FLO RT H/I-I		2011-04-06	2012-04-16
1648 774 FIDELITY ADV FLO RT H/I-I		2011-12-09	2012-04-16
15 FISERV INC		2009-05-13	2012-04-16
15 FISERV INC		2011-04-06	2012-04-16
2 GENERAL DYNAMICS CORP		2009-05-13	2012-04-16
8 GENERAL DYNAMICS CORP		2011-04-06	2012-04-16
30 GILEAD SCIENCES INC		2009-10-06	2012-04-16
60 HARMAN INTERNATIONAL INDS		2012-01-12	2012-04-16
19 HARRIS CORP DEL		2011-04-06	2012-04-16
21 HARRIS CORP DEL		2009-10-06	2012-04-16
35 JP MORGAN CHASE & CO		2008-10-03	2012-04-16
139 LSI LOGIC CORP		2011-04-06	2012-04-16
6 LSI LOGIC CORP		2010-08-12	2012-04-16
2489 51 LORD ABBETT INCOME-I		2012-01-23	2012-04-16
119846 329 LORD ABBETT INCOME-I		2011-02-15	2012-04-16
3169 825 LORD ABBETT INCOME-I		2011-12-09	2012-04-16
55894 7 LORD ABBETT SHT DUR INCOME-I		2011-04-06	2012-04-16
354 167 LORD ABBETT SHT DUR INCOME-I		2012-01-23	2012-04-16
1476 38 LORD ABBETT SHT DUR INCOME-I		2011-12-09	2012-04-16
121 LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9/98		2010-03-03	2012-04-16
34 LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9/98		2011-04-06	2012-04-16
2 MCKESSON HBOC INC		2009-05-13	2012-04-16
8 MCKESSON HBOC INC		2011-04-06	2012-04-16
5 METLIFE INC		2011-04-06	2012-04-16
14 NATIONAL-OILWELL INC		2011-04-06	2012-04-16
6 NATIONAL-OILWELL INC		2009-12-31	2012-04-16

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)
35 NVIDIA CORP		2012-01-12	2012-04-16
5 ORACLE CORPORATION		2011-04-06	2012-04-16
12770 PIMCO LOW DURATION FUND INST CL		2011-04-06	2012-04-16
5 PPL CORPORATION		2010-04-05	2012-04-16
4071 386 PIMCO COMMODITY REALRETURN STR FD		2012-01-23	2012-04-16
8965 19 PIMCO COMMODITY REALRETURN STR FD		2010-08-12	2012-04-16
30951 346 PIMCO INCOME FUND-INS		2011-04-06	2012-04-16
1010 949 PIMCO INCOME FUND-INS		2012-01-23	2012-04-16
817 292 PIMCO INCOME FUND-INS		2011-12-09	2012-04-16
30 ROPER INDS INC		2011-04-06	2012-04-16
15 SCRIPPS NETWORKS		2011-05-04	2012-04-16
5 STERICYCLE INC		2011-04-06	2012-04-16
5 TARGET CORP		2009-05-13	2012-04-16
15 TARGET CORP		2011-04-06	2012-04-16
1 TRAVELERS COMPANIES INC		2009-05-13	2012-04-16
14 TRAVELERS COMPANIES INC		2011-04-06	2012-04-16
3 UNION PACIFIC		2009-12-28	2012-04-16
7 UNION PACIFIC		2011-04-06	2012-04-16
114 079 VANGUARD INFLATION-PROTECTED-AD		2012-01-23	2012-04-16
9227 968 VANGUARD INFLATION-PROTECTED-AD		2011-02-15	2012-04-16
244 421 VANGUARD INFLATION-PROTECTED-AD		2011-12-09	2012-04-16
15 VERIZON COMMUNICATIONS		2011-04-06	2012-04-16
30 WAL-MART STORES		2008-04-14	2012-04-16
6 5 PHILLIPS 66		2011-05-04	2012-06-04
74 5 PHILLIPS 66		2009-05-13	2012-06-04
62 786 VANGUARD REIT INDEX FUND-SIG		2012-01-23	2012-07-19
3628 007 VANGUARD REIT INDEX FUND-SIG		2011-02-15	2012-07-19
113 901 VANGUARD REIT INDEX FUND-SIG		2011-08-15	2012-07-19
15 THE ALLSTATE CORPORATION		2008-04-14	2012-07-27
10 COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98		2011-05-04	2012-07-27

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)
9 CONSTELLATION BRANDS INC		2011-05-04	2012-07-27
106 CONSTELLATION BRANDS INC		2009-05-13	2012-07-27
5 DARDEN RESTUARANTS INC-W/I		2011-04-06	2012-07-27
680 DODGE & COX INCOME FUND (DODIX)		2011-02-15	2012-07-27
30 DR PEPPER SNAPPLE GROUP INC		2012-01-04	2012-07-27
60 FEDERATED ULTRA SHORT FD-INS		2011-02-15	2012-07-27
5 FISERV INC		2009-05-13	2012-07-27
95 ABSOLUTE STRATEGIES FUND I		2011-02-15	2012-07-27
30 GILEAD SCIENCES INC		2009-10-06	2012-07-27
1200 HARBOR BOND FUND		2012-04-16	2012-07-27
335 MFS EMERGING MKTS DEBT FD I		2010-08-12	2012-07-27
15 ORACLE CORPORATION		2011-04-06	2012-07-27
395 PIMCO LOW DURATION FUND INST CL		2011-02-15	2012-07-27
15 PPL CORPORATION		2010-04-05	2012-07-27
1680 PIMCO INVESTMENT GRD CORP-IN		2012-04-16	2012-07-27
225 T ROWE PRICE HIGH YEILD BOND FUND		2011-04-06	2012-07-27
25 PUBLIC SERVICE ENTERPRISE GROUP INC		2011-02-15	2012-07-27
20 SCRIPPS NETWORKS		2011-05-04	2012-07-27
5 STERICYCLE INC		2011-05-04	2012-07-27
10 TARGET CORP		2009-05-13	2012-07-27
10 TRAVELERS COMPANIES INC		2009-05-13	2012-07-27
5 UNION PACIFIC		2011-05-04	2012-07-27
25 VERIZON COMMUNICATIONS		2009-05-13	2012-07-27
20 VERIZON COMMUNICATIONS		2011-04-06	2012-07-27
16 WAL-MART STORES		2008-04-14	2012-07-27
14 WAL-MART STORES		2011-05-04	2012-07-27
3 WATSON PHARMACEUTICALS INC		2008-10-03	2012-07-27
17 WATSON PHARMACEUTICALS INC		2011-05-04	2012-07-27
3333 ENGILITY HOLDINGS INC - W/I		2008-10-03	2012-07-30
1 1667 ENGILITY HOLDINGS INC - W/I		2011-04-06	2012-08-01

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)
1 6666 ENGILITY HOLDINGS INC - W/I		2012-04-16	2012-08-01
17 1667 ENGILITY HOLDINGS INC - W/I		2010-08-12	2012-08-01
85000 DORAL BANK PR CD 2 700% 8/11/15		2010-07-30	2012-08-13
28 THE ALLSTATE CORPORATION		2008-04-14	2012-10-25
7 THE ALLSTATE CORPORATION		2011-08-12	2012-10-25
25 AMERIPRISE FINANCIAL INC		2012-04-16	2012-10-25
5 BMC SOFTWARE INC		2011-04-06	2012-10-25
255 BANK OF AMERICA CORP		2010-06-17	2012-10-25
5 CF INDUSTRIES HOLDINGS INC		2012-01-04	2012-10-25
5 CVS CORP		2011-05-04	2012-10-25
5 CAPITAL ONE FIN CORP		2012-04-10	2012-10-25
60 CISCO SYSTEMS		2010-08-12	2012-10-25
25 COHEN & STEERS INSTL RLTY SH		2012-07-18	2012-10-25
3762 636 COLUMBIA ACORN FUND-Z		2011-08-15	2012-10-25
592 293 COLUMBIA ACORN FUND-Z		2012-07-27	2012-10-25
5 CONOCOPHILLIPS		2011-05-04	2012-10-25
30 CONSTELLATION BRANDS INC		2009-05-13	2012-10-25
30 CONSTELLATION BRANDS INC		2011-08-12	2012-10-25
270 AMERICAN EUROPACIFIC GRTH-F2		2009-11-13	2012-10-25
5 FISERV INC		2009-05-13	2012-10-25
520 ABSOLUTE STRATEGIES FUND I		2011-08-15	2012-10-25
25 FREEPORTMCMORAN COPPERAND GOLD INC		2011-05-04	2012-10-25
15 FREEPORTMCMORAN COPPERAND GOLD INC		2009-05-13	2012-10-25
5 GENERAL DYNAMICS CORP		2011-05-04	2012-10-25
30 GILEAD SCIENCES INC		2009-10-06	2012-10-25
120 HARBOR INTERNATIONAL FUND		2011-08-15	2012-10-25
15 HARMAN INTERNATIONAL INDS		2012-01-12	2012-10-25
25 HARRIS CORP DEL		2009-10-06	2012-10-25
30 JP MORGAN CHASE & CO		2011-08-12	2012-10-25
5 JP MORGAN CHASE & CO		2008-10-03	2012-10-25

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)
10 KOHL'S DEPT STORE		2011-04-06	2012-10-25
10 L3 COMMUNICATIONS HLDGS INCCOM		2008-10-03	2012-10-25
45 LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9/98		2010-03-03	2012-10-25
205 MFS EMERGING MKTS DEBT FD I		2010-08-12	2012-10-25
45 METLIFE INC		2011-08-12	2012-10-25
18 MURPHY OIL CORP		2011-05-04	2012-10-25
7 MURPHY OIL CORP		2009-09-03	2012-10-25
10 ROPER INDS INC		2011-05-04	2012-10-25
5 ST JUDE MEDICAL INC		2011-07-01	2012-10-25
15 SCRIPPS NETWORKS		2011-05-04	2012-10-25
140 TEMPLETON GLOBAL BOND FUND-AD		2011-04-06	2012-10-25
2 THERMO FISHER SCIENTIFIC INC		2009-05-13	2012-10-25
13 THERMO FISHER SCIENTIFIC INC		2011-04-06	2012-10-25
15 TRAVELERS COMPANIES INC		2011-08-12	2012-10-25
30 UNUMPROVIDENT CORP		2011-04-06	2012-10-25
87 89233 VANGUARD EMRG MK STK INDX-SG		2011-08-15	2012-10-25
332 10767 VANGUARD EMRG MK STK INDX-SG		2011-08-15	2012-10-25
365 81132 VICTORY ESTABLISHED VALUE-I		2011-06-21	2012-10-25
194 18868 VICTORY ESTABLISHED VALUE-I		2011-06-21	2012-10-25
5 WATSON PHARMACEUTICALS INC		2008-10-03	2012-10-25
100000 DUPONT DE NEMOURS 4 750% 11/15/12		2009-08-10	2012-11-15
75000 BMW BANK CD 2 300% 12/11/12		2009-12-04	2012-12-11
CAPITAL GAIN 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)
7,987		6,530	1,457
10,015		5,429	4,586
1,010		906	104
2,336		2,831	-495
5,281		7,625	-2,344
2,705		2,527	178
7,936		4,482	3,454
1,219		879	340
9,591		4,572	5,019
11,383		14,080	-2,697
10,145		10,805	-660
8,465		8,613	-148
6,916		6,853	63
6,346		6,307	39
51,568		45,569	5,999
58,742		50,500	8,242
59,205		61,395	-2,190
9,006		6,333	2,673
2,099		3,122	-1,023
5,899		3,478	2,421
1,428		2,645	-1,217
915		783	132
2,509		2,329	180
303		249	54
1,955		2,149	-194
97		63	34
877		729	148
738		809	-71
860		828	32
215		119	96

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)
702		681	21
918		636	282
786		770	16
474,227		475,800	-1,573
252,055		254,604	-2,549
16,158		15,691	467
1,024		592	432
1,024		933	91
139		109	30
554		598	-44
1,363		1,370	-7
2,677		2,462	215
837		968	-131
925		784	141
1,504		1,716	-212
1,116		940	176
48		26	22
7,294		7,120	174
351,150		339,165	11,985
9,288		9,034	254
256,557		258,034	-1,477
1,626		1,615	11
6,777		6,688	89
3,838		2,870	968
1,079		916	163
180		81	99
721		634	87
176		226	-50
1,095		1,140	-45
469		267	202

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)
487		497	-10
142		171	-29
133,446		133,440	6
135		141	-6
26,708		27,319	-611
58,812		67,027	-8,215
350,060		347,349	2,711
11,434		11,080	354
9,244		8,933	311
2,936		2,313	623
714		759	-45
429		464	-35
286		204	82
858		766	92
59		39	20
821		834	-13
324		196	128
757		687	70
3,223		3,160	63
260,690		234,613	26,077
6,905		6,834	71
558		569	-11
1,804		1,658	146
192		235	-43
2,201		1,626	575
1,577		1,429	148
91,099		79,925	11,174
2,860		2,450	410
515		720	-205
1,059		856	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)
259		204	55
3,054		1,257	1,797
259		243	16
9,370		9,030	340
1,359		1,155	204
552		552	
358		197	161
1,068		1,033	35
1,634		1,370	264
15,348		15,060	288
5,223		5,022	201
452		512	-60
4,167		4,100	67
435		424	11
18,598		17,942	656
1,517		1,564	-47
837		814	23
1,080		1,012	68
465		457	8
615		407	208
621		390	231
611		507	104
1,118		713	405
894		759	135
1,186		884	302
1,038		778	260
237		85	152
1,342		1,010	332
5		8	-3
17		22	-5

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		28	-4
251		321	-70
84,932		85,000	-68
1,144		1,287	-143
286		176	110
1,484		1,338	146
206		255	-49
2,359		4,088	-1,729
1,012		783	229
229		183	46
300		264	36
1,028		1,289	-261
1,086		1,123	-37
114,459		117,070	-2,611
18,018		17,990	28
285		301	-16
1,064		356	708
1,064		569	495
10,768		10,551	217
375		197	178
5,834		5,684	150
975		1,370	-395
585		356	229
337		373	-36
2,036		1,370	666
7,091		6,923	168
636		615	21
1,175		933	242
1,250		1,230	20
208		244	-36

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)
511		548	-37
734		911	-177
1,432		1,067	365
3,331		3,073	258
1,596		1,654	-58
1,077		1,361	-284
419		397	22
1,077		847	230
193		242	-49
931		759	172
1,883		1,943	-60
123		72	51
801		718	83
1,090		768	322
613		802	-189
2,940		3,057	-117
11,109		11,552	-443
9,932		10,126	-194
5,272		5,375	-103
434		142	292
100,000		106,750	-6,750
75,000		75,000	
			163

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	
			1,457
			4,586
			104
			-495
			-2,344
			178
			3,454
			340
			5,019
			-2,697
			-660
			-148
			63
			39
			5,999
			8,242
			-2,190
			2,673
			-1,023
			2,421
			-1,217
			132
			180
			54
			-194
			34
			148
			-71
			32
			96

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	
			21
			282
			16
			-1,573
			-2,549
			467
			432
			91
			30
			-44
			-7
			215
			-131
			141
			-212
			176
			22
			174
			11,985
			254
			-1,477
			11
			89
			968
			163
			99
			87
			-50
			-45
			202

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	
			-10
			-29
			6
			-6
			-611
			-8,215
			2,711
			354
			311
			623
			-45
			-35
			82
			92
			20
			-13
			128
			70
			63
			26,077
			71
			-11
			146
			-43
			575
			148
			11,174
			410
			-205
			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	
			55
			1,797
			16
			340
			204
			161
			35
			264
			288
			201
			-60
			67
			11
			656
			-47
			23
			68
			8
			208
			231
			104
			405
			135
			302
			260
			152
			332
			-3
			-5

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
			-70
			-68
			-143
			110
			146
			-49
			-1,729
			229
			46
			36
			-261
			-37
			-2,611
			28
			-16
			708
			495
			217
			178
			150
			-395
			229
			-36
			666
			168
			21
			242
			20
			-36

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	
			-37
			-177
			365
			258
			-58
			-284
			22
			230
			-49
			172
			-60
			51
			83
			322
			-189
			-117
			-443
			-194
			-103
			292
			-6,750

TY 2012 Compensation Explanation

Name: EARL & MARY STOREY TUW CHARITABLE 3053287

EIN: 26-6399772

Person Name	Explanation
FIRST TENNESSEE BANK NA	FEE IS STANDARD TRUSTEE FEE BASED UPON PUBLISHED FEE SCHEDULES

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: EARL & MARY STOREY TUW CHARITABLE 3053287

EIN: 26-6399772

Statement: FILING WITH THE STATE OF TENNESSEE IS NOT REQUIRED

TY 2012 Investments Corporate Bonds Schedule

Name: EARL & MARY STOREY TUW CHARITABLE 3053287

EIN: 26-6399772

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DUPONT DE NEMOURS		
PHILIP MORRIS INTL	106,608	101,619
CATERPILLAR	116,625	106,137
GOLDMAN SACHS	107,163	106,519

TY 2012 Investments Corporate Stock Schedule

Name: EARL & MARY STOREY TUW CHARITABLE 3053287

EIN: 26-6399772

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HARBOR BOND FUND	770,196	764,193
COHEN & STEERS INSTL REALTY	101,532	95,217
LORD ABBET SHT DUR INCOME		
MFS EMERGING MKTS	200,287	222,051
PIMCO LOW DURATION FUND	489,355	524,322
PIMCO INVESTMENT GROUP	502,837	521,967
T ROWE PRICE HIGH YIELD FUND	647,217	670,075
TEMPLETON GLOBAL FUND	347,062	352,182
VANGUARD INFLATION PROTECTED		
VANGUARD HIGH DIV YIELD	148,142	146,631
ALLSTATE	5,322	8,516
APACHE CORP	12,578	11,540
BANK AMERICA CORP	9,139	10,913
BMC SOFTWARE	10,002	9,865
CISCO SYSTEMS	11,285	11,750
COLGATE PALMOLIVE	6,406	10,245
CONOCO PHILLIPS	8,513	12,294
CONSTELLATION BRANDS	3,439	10,263
COSTCO WHOLESALE CORP		
CVS CAREMARK	7,152	10,830
DANAHER CORP	6,635	9,335
DARDEN RESTAURANTS	5,673	7,391
FEDERATED INVESTORS		
FISERV	5,411	10,827
FREEPORT MCMORAN	6,081	7,421
GENERAL DYNAMICS	7,415	8,867
GILEAD SCIENCES	5,485	9,034
HARMAN INTERNATIONAL	8,348	9,151
GOOGLE INC	8,073	10,611
HARRIS CORP	8,311	10,820

Name of Stock	End of Year Book Value	End of Year Fair Market Value
IBM		
JP MORGAN CHASE	7,248	9,102
KOHLS	7,265	7,221
LABORATORY CORP	7,162	8,575
LOWES COS	6,182	9,590
LSI CORP	6,986	10,725
L3 COMMUNICATIONS	8,517	8,888
MCKESSON CORPORATION	3,862	8,629
METLIFE	7,489	8,136
NABORS INDUSTRIES	14,174	12,716
MURPHY OIL	11,257	12,089
NATIONAL OILWELL	8,170	11,414
NVIDIA	11,734	10,298
O REILY AUTOMOTIVE		
ORACLE CORPORATION	6,638	11,162
PPL CORPORATION	6,820	7,129
PUBLIC SERVICE ENTERPRISE	7,259	6,977
STERICYCLE	5,121	8,675
TARGET CORP	5,582	8,106
THERMO FISHER SCIENTIFIC	5,101	8,865
TRAVELERS COMPANIES	4,719	8,690
UNION PACIFIC	4,747	8,926
UNUM PROVIDENT	7,317	8,849
VERIZON COMMUNICATIONS	6,832	10,125
WAL MART STORES	7,067	9,348
WATSON PHARMACEUTICALS	2,804	8,514
AMERICAN EUROPACIFIC	141,816	166,513
HARBOR INTERNATIONAL FUND	136,241	169,452
PIMCO COMMODITY REALRETURN		
VANGUARD EMERGING MK STK INDEX	123,887	131,660

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VANGUARD REIT ETF		
VANGUARD SMALL CAP VALUE	76,082	100,908
DODGE & COX INCOME	857,777	880,707
FEDERATED ULTRA SHORT	440,214	441,294
FIDELITY ADV FLO RT		
LORD ABBETT INCOME		
PIMCO INCOME		
AIRGAS		
APPLE	5,565	8,515
BB&T		
ROPER INDUSTRIES	6,041	8,807
SCRIPPS NETWORKS	7,054	8,167
ST JUDE MEDICAL	10,040	7,951
VALERO ENERGY		
ABSOLUTE STRATEGIES	120,141	121,916
COLUMBIA ACORN		
VANGUARD S/C GROWTH INDEX	95,257	102,926
VICTORY ESTABLISHED VALUE	221,917	226,419
AMERIPRISE FINANCIAL	7,435	9,081
CAPITAL ONE FINANCIAL	7,648	8,400
CF HOLDINGS	6,266	8,126
DR PEPPER SNAPPLE GROUP	9,302	10,603

TY 2012 Legal Fees Schedule

Name: EARL & MARY STOREY TUW CHARITABLE 3053287

EIN: 26-6399772

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PRINCIPAL (ALLOCA	7,500			

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TY 2012 Other Expenses Schedule

Name: EARL & MARY STOREY TUW CHARITABLE 3053287

EIN: 26-6399772

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	295	0		0

TY 2012 Other Increases Schedule

Name: EARL & MARY STOREY TUW CHARITABLE 3053287

EIN: 26-6399772

Description	Amount
ROUNDING/TIMING VARIANCES	4,401

TY 2012 Taxes Schedule

Name: EARL & MARY STOREY TUW CHARITABLE 3053287

EIN: 26-6399772

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	11,400	0		0
FOREIGN TAXES ON QUALIFIED FOR	669	0		0
FOREIGN TAXES ON NONQUALIFIED	791	0		0