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

2012

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

For calendar year 2012, or tax year beginning , 2012, and ending

CHRISTY-HOUSTON FOUNDATION, INC.
1296 DOW STREET
MURFREESBORO, TN 37130A Employer identification number
62-1280998B Telephone number (see the instructions)
615-898-1140C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(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 (att. sch.) 75.

2 ☒ If the foundation is not required to attach Schedule B

3 Interest on savings and temporary cash investments 5,844.

4 Dividends and interest from securities 2,157,236.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss), from sale of assets not on line 10 3,842,057.

b Gross sales price for all assets on line 6a 3,842,057.

7 Capital gain net income (from Part IV, line 2) 3,842,057.

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/(loss) (att. sch.)

11 Other income (attach schedule)

SEE STATEMENT 1 -266,216.

12 Total. Add lines 1 through 11 5,738,996.

13 Compensation of officers, directors, trustees, etc. 161,421.

14 Other employee salaries and wages 135,027.

15 Pension plans, employee benefits 68,702.

16a Legal fees (attach schedule) SEE ST 2 1,098.

b Accounting fees (attach sch) SEE ST 3 21,000.

c Other prof fees (attach sch) SEE ST 4 154,356.

17 Interest

18 Taxes (attach schedule) (see instrs) SEE STM 5 55,988.

19 Depreciation (attach sch) and depletion 11,525.

20 Occupancy 17,166.

21 Travel, conferences, and meetings 35,466.

22 Printing and publications

23 Other expenses (attach schedule) SEE STATEMENT 6 49,064.

24 Total operating and administrative expenses. Add lines 13 through 23 710,813.

25 Contributions, gifts, grants paid PART XV 3,981,915.

26 Total expenses and disbursements. Add lines 24 and 25 4,692,728.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements 1,046,268.

b Net investment income (if negative, enter 0) 5,592,943.

c Adjusted net income (if negative, enter 0) 1,750,886.

EXTENSION TO 1-15-2013

212-9-14-60

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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	38,449.	43,772.	
	2 Savings and temporary cash investments	1,083,071.	2,996,924.	
	3 Accounts receivable	1,165.		
	Less: allowance for doubtful accounts	1,154.	1,165.	
	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 instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,500.	31,512.	
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	78,066,710.	77,150,938.		
14 Land, buildings, and equipment: basis	537,728.			
Less: accumulated depreciation (attach schedule) SEE STMT 7	279,678.	268,825.	258,050.	
15 Other assets (describe SEE STATEMENT 8)	500.	500.		
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	79,466,209.	80,482,861.	0.	
LIABILITIES	17 Accounts payable and accrued expenses	37,052.	48,536.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)	41,100.		
	23 Total liabilities (add lines 17 through 22)	78,152.	48,536.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	79,388,057.	80,434,325.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	79,388,057.	80,434,325.	
31 Total liabilities and net assets/fund balances (see instructions)	79,466,209.	80,482,861.		

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	79,388,057.
2 Enter amount from Part I, line 27a	2	1,046,268.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	80,434,325.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	80,434,325.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a CAPITAL GAINS REPORTED BY FLOW-THRU ENT	P	VARIOUS	12/31/12
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 3,842,057.			3,842,057.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			3,842,057.
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	3,842,057.
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	0.

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 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 (column (b) divided by column (c))
2011	4,191,424.	87,098,576.	0.048123
2010	4,007,879.	84,479,495.	0.047442
2009	4,619,356.	79,833,323.	0.057863
2008	4,936,873.	93,250,870.	0.052942
2007	4,494,046.	104,495,100.	0.043007

2 Total of line 1, column (d)	2	0.249377
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	0.049875
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	84,269,307.
5 Multiply line 4 by line 3	5	4,202,932.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	55,929.
7 Add lines 5 and 6	7	4,258,861.
8 Enter qualifying distributions from Part XII, line 4 ..	8	4,280,534.

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

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		1	55,929.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	55,929.
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	55,929.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012 .	6 a	87,500.	
b Exempt foreign organizations – tax withheld at source.	6 b		
c Tax paid with application for extension of time to file (Form 8868) .	6 c		
d Backup withholding erroneously withheld .	6 d		
7 Total credits and payments. Add lines 6a through 6d .	7	87,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	8	59.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	31,512.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 31,512. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		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
4 a 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?		X
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, column (c), and Part XV	X	
8 a 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	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 2012 or the taxable year beginning in 2012 (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

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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? Website address: N/A	13	X	
14	The books are in care of: ROBERT B. MIFFLIN, EXEC. DIR. Located at: 1296 DOW ST MURFREESBORO TN Telephone no.: 615-898-1140 ZIP + 4: 37130			
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.	N/A		
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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
1 a 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 type="checkbox"/> Yes	<input checked="" 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)?	1 b	N/A
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?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	2 b	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. 20 __, 20 __, 20 __, 20 __		
3 a 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 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	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)? (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 N/A

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

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If 'Yes' to 6b, file Form 8870.

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

☐ Yes ☒ No

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

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 (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
SEE STATEMENT 9				
		16,800.	135,242.	0.

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
ROBERT B. MIFFLIN 2117 GOLD VALLEY DRIVE MURFREESBORO, TN 37130	PRESIDENT 24	90,263.	3,922.	0.
DEBORAH L. TILLER 312 ROSEMARY ST. SMYRNA, TN 37167	ADMIN MANAGER 36	44,764.	2,000.	0.

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
ALSTON & BIRD, ATTORNEYS 1201 WEST PEACHTREE ST. ATLANTA, GA 30309	ATTORNEYS	1,098.
MANGHAM ASSOCIATES, INC/ 630 PETER JEFFERSON PKWY SUITE 250 CHARLOTTESVILLE, VA 22911	INVESTMENT ADVISOR	152,750.
PINNACLE NATIONAL BANK BOX 188 MURFREESBORO, TN 37133-0188	SECURITIES CUSTODIAN	1,606.
HALL, DAVIDSON & ASSOCIATES, CPA'S PC BOX 1234 MURFREESBORO, TN 37133-1234	ACCOUNTANTS	21,000.
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 SEE STATEMENT 10	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2012)

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	1 a	85,237,888.
b Average of monthly cash balances.	1 b	56,158.
c Fair market value of all other assets (see instructions)	1 c	258,550.
d Total (add lines 1a, b, and c).	1 d	85,552,596.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	85,552,596.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,283,289.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	84,269,307.
6 Minimum investment return. Enter 5% of line 5	6	4,213,465.

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	4,213,465.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	55,929.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b.	2 c	55,929.
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,157,536.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4.	5	4,157,536.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	4,157,536.

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	1 a	4,280,534.
b Program-related investments — total from Part IX-B	1 b	
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).	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	4,280,534.
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	55,929.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,224,605.

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.				4,157,536.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			3,981,840.	
b Total for prior years: 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 4,280,534.				
a Applied to 2011, but not more than line 2a			3,981,840.	
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				298,694.
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.				3,858,842.
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				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- 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.)**

NONE

- NONE**

SEE STATEMENT FOR LINE 2A

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 COMMUNITY HELPERS 1453 HOPEWAY MURFREESBORO, TN, TN 37129	N/A	501C3	PRESCRIPTIONS FOR NEEDY	3,981,915.
Total			▶ 3 a	3,981,915.
b Approved for future payment				
Total			▶ 3 b	

Schedule K-1
(Form 1065)

2012

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Schedule K-1
(Form 1065)

2012

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Schedule K-1
(Form 1065)

For calendar year 2012, or tax

2012

Schedule K-1
(Form 1065)

For calendar year 2012, or tax

2012

Schedule K-1
(Form 1065)

Department of the Treasury

2012

For calendar year 2012, enter:

Schedule K-1
(Form 1065)

Department of the Treasury

2012

For calendar year 2012, or tax

Schedule K-1
(Form 1065)

2012

Department of the Treasury
Internal Revenue Service

For calendar year 2012, or tax

Schedule K-1
(Form 1065)

Department of the Treasury

2012

For calendar year 2012, or tax

Schedule K-1
(Form 1065)

2012

Schedule K-1
(Form 1065)

Department of the Treasury

2012

For calendar year 2012, or tax

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

2012

For calendar year 2012, or tax
year beginning _____, 2012
ending _____, 20

Schedule K-1
(Form 1065)

Department of the Treasury

2012

Schedule K-1
(Form 1065)

2012 

Schedule K-1
(Form 1065)

2012



For calendar year 2012, or tax

Schedule K-1
(Form 1065)

For calendar year 2012, or tax

2012

Schedule K-1
(Form 1065)

2012

For calendar year 2012, or tax

Department of the Treasury

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME.....	\$ -266,227.		
SECURITIES LITIGATION REC.	11.		
TOTAL	\$ -266,216.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALSTON & BIRD	\$ 1,098.			\$ 1,098.
TOTAL	\$ 1,098.	\$ 0.	\$ 0.	\$ 1,098.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HALL, DAVIDSON & ASSOC CPA'S.	\$ 21,000.	\$ 10,500.	\$ 10,500.	\$ 10,500.
TOTAL	\$ 21,000.	\$ 10,500.	\$ 10,500.	\$ 10,500.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR-MANGHAM & ASSOC	\$ 152,750.	\$ 152,750.	\$ 152,750.	
CUSTODIAN-PINNACLE NATIONAL BANK	1,606.	1,606.	1,606.	
TOTAL	\$ 154,356.	\$ 154,356.	\$ 154,356.	\$ 0.

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	\$ 55,988.	\$ 55,988.	\$ 55,988.	
TOTAL	\$ 55,988.	\$ 55,988.	\$ 55,988.	\$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	\$ 4,446.			\$ 4,446.
INSURANCE	9,199.			9,199.
AUTOMOBILE EXPENSE	265.			265.
BANK SERVICE CHARGES	393.			393.
CATERING FOR BOARD MEETINGS	5,411.			5,411.
DUES	8,180.			8,180.
OFFICE SUPPLIES & EXPENSE	4,110.			4,110.
POSTAGE	381.			381.
MISCELLANEOUS EXPENSE	2,448.			2,448.
OTHER EXPENSE	14,231.	\$ 14,231.	\$ 14,231.	
TOTAL	\$ 49,064.	\$ 14,231.	\$ 14,231.	\$ 34,833.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 155,407.	\$ 129,510.	\$ 25,897.	\$ 0.
BUILDINGS	260,784.	129,010.	131,774.	0.
IMPROVEMENTS	21,158.	21,158.	0.	0.
LAND	100,379.		100,379.	0.
TOTAL	\$ 537,728.	\$ 279,678.	\$ 258,050.	\$ 0.

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
UTILITY DEPOSITS	\$ 500.	
TOTAL	\$ 500.	\$ 0.

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

STATEMENT 9

FORM 990-PF, PART VIII, LINE 1

LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ROBERT B. MIFFLIN 1296 DOW STREET MURFREESBORO, TN 37130	PRESIDENT 1.00	\$ 0.	\$ 0.	\$ 0.
HENRY KING BUTLER, M.D. 511 COUNCIL BLUFF PARKWAY MURFREESBORO, TN 37127	DIRECTOR 1.00	1,900.	6,841.	0.
HUBERT L. MCCULLOUGH, JR. 2555 SALEM ROAD MURFREESBORO, TN 37129	DIR. EMERITUS 0	0.	8,958.	0.
ED ELAM 3302 ELAM ROAD MURFREESBORO, TN 37130	DIRECTOR 1.00	800.	35,135.	0.
GRANVILLE S. R. BOULDIN 1911 WINDSOR COURT MURFREESBORO, TN 37130	DIR. EMERITUS 0	0.	7,515.	0.
JESSICA C. DELBRIDGE 3102 WEST END AVE NASHVILLE, TN 37203	WIDOW OF DIRECT 0	0.	1,634.	0.
LARRY N. HAYNES 1603 RIVERVIEW DRIVE MURFREESBORO, TN 37129	DIRECTOR 1.00	1,900.	7,858.	0.
WILLIAM HENRY HUDDLESTON, III 928 EAST MAIN STREET MURFREESBORO, TN 37130	DIR. EMERITUS 0	0.	4,022.	0.
ROGER CLARK MAPLES (DECEASED) 123 E. COLLEGE ST. MURFREESBORO, TN 37130	DIRECTOR-DEC'D 0	0.	0.	0.
EDWARD E. MILLER, JR. 1618 HAYNES DRIVE MURFREESBORO, TN 37129	DIR. EMERITUS 0	0.	6,494.	0.
MATT B. MURFREE, III 16 PUBLIC SQUARE NORTH MURFREESBORO, TN 37130	DIRECTOR 1.00	1,500.	6,032.	0.
MYERS B. PARSONS 926 EAST MAIN STREET MURFREESBORO, TN 37130	DIR. EMERITUS 0	0.	8,678.	0.

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
KENT COLEMAN 933 EAST MAIN ST. MURFREESBORO, TN 37130	DIRECTOR 1.00	\$ 1,500.	\$ 2,000.	\$ 0.
JAMES R. ARNHART 1710 RIVERVIEW DRIVE MURFREESBORO, TN 37129	DIR. EMERITUS 0	0.	0.	0.
ED C. LOUGHRY, JR. 2645 CHESTERFIELD CT. MURFREESBORO, TN 37129	DIRECTOR 1.00	1,300.	7,026.	0.
DAVID C. DAVIS 1523 VERANDA CIRCLE MURFREESBORO, TN 37130	CHAIRMAN 1.00	900.	7,721.	0.
HERBERT D. YOUNG, JR. 2450 SOUTHGATE BLVD MURFREESBORO, TN 37129	PRESIDENT 1.00	2,200.	7,318.	0.
NEWTON F. MOLLOY 2226 NORTHWOODS DRIVE MURFREESBORO, TN 37130	SECRETARY-TREAS 1.00	1,500.	4,128.	0.
GEORGE W. WHITE 506 EAST MAIN STREET MURFREESBORO, TN 37130	DIRECTOR 1.00	2,000.	2,000.	0.
THOMAS E. HORD, III 124 NORTH HIGHLAND AVE MURFREESBORO, TN 37130	DIRECTOR 1.00	0.	4,856.	0.
WILLIAM S. JONES 2806 WINDSONG PLACE MURFREESBORO, TN 37129	DIRECTOR 1.00	1,300.	7,026.	0.
TOTAL		\$ 16,800.	\$ 135,242.	\$ 0.

STATEMENT 10
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
NOT APPLICABLE - THE FOUNDATION ONLY MAKES GRANTS TO OTHER QUALIFYING CHARITABLE ORGANIZATIONS OR GOVERNMENTAL UNITS FOR USE IN OR FOR THE BENEFIT OF CITIZENS OF RUTHERFORD COUNTY, TENNESSEE.	

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	GRANT PROGRAM
NAME:	CHRISTY-HOUSTON FOUNDATION
CARE OF:	ROBERT B. MIFFLIN, PRESIDENT
STREET ADDRESS:	1296 DOW ST.
CITY, STATE, ZIP CODE:	MURFREESBORO, TN 37130
TELEPHONE:	(615) 898-1140
E-MAIL ADDRESS:	CHRISTYHOUSTON@BELLSOUTH.NET
FORM AND CONTENT:	SEE ATTACHED FORMS
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	GRANTS MUST BENEFIT CITIZENS OF RUTHERFORD OR NEIGHBORING COUNTIES

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: GRANT PROGRAM
 NAME: CHRISTY-HOUSTON FOUNDATION
 CARE OF: ROBERT B. MIFFLIN, PRESIDENT
 STREET ADDRESS: 1296 DOW ST.
 CITY, STATE, ZIP CODE: MURFREESBORO, TN 37130
 TELEPHONE: (615) 898-1140
 E-MAIL ADDRESS: CHRISTYHOUSTON@BELLSOUTH.NET
 FORM AND CONTENT: SEE ATTACHED FORMS
 SUBMISSION DEADLINES: NONE
 RESTRICTIONS ON AWARDS: GRANTS MUST BENEFIT CITIZENS OF RUTHERFORD OR NEIGHBORING COUNTIES

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
COMMUNITY HELPERS 1453 HOPEWAY MURFREESBORO, TN, TN 37129	N/A	501C3	PRESCRIPTIONS FOR NEEDY	\$ 244,000.
CHARITY CIRCLE BOX 11128 MURFREESBORO, TN 37129	N/A	501C3	MATCHING GRANT FOR LOCAL CHARITIES	162,807.
INTERFAITH DENTAL ROBERT ROSE AVE MURFREESBORO, TN 37129	N/A	501C3	NEW BUILDING	355,000.
DISCOVERY PLACE 502 S.E. BROAD ST. MURFREESBORO, TN 37130	N/A	501C3	SCHOLARSHIPS	25,000.
CUMBERLAND HEIGHTS 8382 RIVER ROAD NASHVILLE, TN 37203	N/A	GOVT	REHABILITATION PROGRAM	100,000.
DR & MRS J F ADAMS ASSOCIATION LIBRARY 183 HOUSTON HILLS DR WOODBURY, TN 37190	N/A	501C3	LIBRARY BUILDING	201,278.
JUNIOR ACHIEVMENT OF MIDDLE TENNESSEE 2325 HILLSBORO ROAD NASHVILLE, TN 37212	N/A	501C3	SCHOOL PROGRAMS	15,000.

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
RUTHERFORD COUNTY RUTHERFORD COUNTY COURTHOUSE-201 MURFREESBORO, TN 37130	N/A	GOVT	FIRE DEPT BU ILDING & CARDIAC MONITORS	\$ 389,000.
A SOLDIERS CHILD BOX 33015 MURFREESBORO, TN 37129	N/A	501C3	GIFTS TO SOLDIERS CHILDREN	40,000.
ALZHEIMERS ASSOCIATION 1915 GLEN ROAD NASHVILLE, TN 37203	N/A	501C3	MEMORY WALK	5,000.
MIDDLE TN MEDICAL CENTER 1700 MEDICAL CENTER PARKWAY MURFREESBORO, TN 37129	N/A	501C3	NEW HOSPITAL BUILDING & MOBILE HEALTH UNIT	900,000.
MIDDLE TN MED CTR FOUNDATION 1700 MEDICAL CENTER PARKWAY MURFREESBORO, TN 37129	N/A	501C3	POWER OF PINK	20,000.
YOUTH INC SUITE 312 PLAZA PROFESSIONAL BLDG MADISON, TN 37213	N/A	501C3	CAMP IMPROVEMENTS	18,030.
MOTLOW STATE COMMUNITY COLLEGE 5002 MASON TUCKER ROAD SMYRNA, TN 37167	N/A	GOVT	BUILDING ADDITION FOR SMYRNA CAMPUS	494,438.
UNITED WAY 513 MEMORIAL BLVD MURFREESBORO, TN 37129	N/A	501C3	ASSESSMENT OF LOCAL CHARITIES	20,000.
ST. JUDE CHILDRENS HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	N/A	501C3	HOSPITAL EQUIPMENT	6,120.
LANTERN LANE FARM 6201 CORINTH ROAD MT JULIET, TN 37122	N/A	501C3	SCHOLARSHIPS	10,000.
BOYS & GIRLS CLUB OF RUTHERFORD COUNTY 820 JONES BLVD MURFREESBORO, TN 37129	N/A	501C3	2 BUSES	84,000.

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
VANDERBILT CHILDRENS HOSPITAL 2420 GARLAND AVE NASHVILLE, TN 37212	N/A	501C3	HOSPITAL EQUIPMENT	\$ 341,605.
SPECIAL KIDS BOX 6046 MURFREESBORO, TN 37133	N/A	501C3	SERVICES FOR SPECIAL NEEDS CHILDREN	56,000.
SALVATION ARMY BOX 791 MURFREESBORO, TN 37133	N/A	501C3	SERVICES FOR NEEDY	20,000.
WEST MAIN MISSION 1400 WEST COLLEGE ST MURFREESBORO, TN 37129	N/A	501C3	SSERVICES FOR NEEDY	24,000.
JOURNEY HOME 308 WEST CASTLE ST MURFREESBORO, TN 37130	N/A	501C3	SERVICES FOR NEEDY	23,000.
CHILD ADVOCACY CENTER OF RUTHERFORD CO 1480 SAMSONITE BLVD MURFREESBORO, TN 37129	NONE	501C3	PROGRAM ASSISTANCE	14,000.
COMMUNITY CARE OF RUTHERFORD COUNTY 901 EAST COUNTY FARM ROAD MURFREESBOR, TN 37127	NONE	501C3	BUILDING IMPROVEMENTS	136,000.
MIDDLE TENNESSEE STATE UNIVERSITY BOX 413 MURFREESBORO, TN 37132	NONE	GOVT	NEW SCIENCE BUILDING EQUIPMENT	252,637.
GOOD SHEPHERD CHILDRENS HOME 203 WOODCRAFT DRIVE MURFREESBORO, TN 37127	NONE	501C3	SERVICES FOR CHILDREN	25,000.

TOTAL \$ 3,981,915.

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62-1280998

SECURITY	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
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82,437,910	84,016,034	85,549,015	85,850,764	84,323,004	83,630,361	84,431,111	85,164,281	86,583,180	86,974,808	86,864,808	87,029,384
82,437,910	84,016,034	85,549,015	85,850,764	84,323,004	83,630,361	84,431,111	85,164,281	86,583,180	86,974,808	86,864,808	87,029,384

[illegible]

12

85,237,888

2012

FEDERAL WORKSHEETS

PAGE 3

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

AVERAGE MONTHLY CASH BALANCES
FORM 990-PF, PART X, LINE 1B

[illegible]

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

METHODS OF ACCOUNTING AND REPORTING

THE FOUNDATION'S BOOKS ARE KEPT ON THE FULL ACCRUAL METHOD, WITH MONTHLY ENTRIES BEING MADE TO RECORD UNRECOGNIZED GAINS AND LOSSES BASED ON THE MARKET VALUE OF THE SECURITIES INTO THE INCOME ACCOUNTS. FEDERAL EXCISE TAX ON THE NET INVESTMENT INCOME IS ACCRUED AT YEAR END, BASED ON COMPUTATION ON THE FORM 990-PF. THE FOUNDATION'S ATTACHED FINANCIAL REPORT REFLECTS THIS METHOD OF REPORTING.

THE FORM 990-PF IS PREPARED ON A MODIFIED CASH BASIS, CARRYING THE SECURITIES AT COST BASIS AND NOT RECOGNIZING CHANGES IN MARKET VALUE. GAINS AND LOSSES ARE REPORTED ONLY UPON SELLING INDIVIDUAL SECURITIES.

THE FOLLOWING ADJUSTMENTS ARE NECESSARY TO RECONCILE THE FOUNDATION'S ATTACHED FINANCIAL STATEMENTS WITH THE AMOUNTS REPORTED ON THE FORM 990-PF:

NET INCOME FOR FYE 12-31-2012 PER FINANCIAL REPORT	\$ 4,922,281
ADD INCREASE IN DEFERRED INCOME TAXES BASED ON 2% TAX ON UNREALIZED GAINS	79,102
LESS UNREALIZED GAIN IN MARKET VALUE OF SECURITIES HELD	-3,955,116
NET INCOME PER FORM 990-PF, PART 1, LINE 27-A	<u>\$ 1,046,268</u>
NET ASSETS PER 990 RECON 12-31-11	\$79,388,057
NET ASSETS PER 990 RECON 12-31-12	<u>\$80,434,325</u>
NET ASSETS-UNRESTRICTED 12-31-2012 PER FINANCIAL REPORT	\$ 86,929,440
ADD BACK DEFERRED TAX LIABILITY ON FINANCIAL REPORT	132,553
SUBTRACT ADJUSTMENT TO MARKET VALUE FOR UNREALIZED GAIN ON SECURITIES HELD AT 12-31-12	<u>6,627,669-</u>
NET ASSETS-UNRESTRICTED PER FORM 990-PF BAL SHEET (USING ONLY COST BASIS FOR SECURITIES)	<u>\$ 80,434,325</u>

CLIENT CHRISTY

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

UNRELATED BUSINESS INCOME PER FORMS 1065 K-1 ATTACHED:

GMO FORESTRY FUND 6-B	48-1294791	\$ 0
GMO FORESTRY FUND 7-B	27-0076353	140
GMO FORESTRY FUND 8-B	20-1941648	0
COLCHESTER INTERNATIONAL BOND FUND	36-7324183	0
PRIVATE ADVISOR DISTRESSED OPPORTUNITIES	47-0892566	0
PRIVATE ADVISOR SMALL COMPANY BUY-OUT	54-2134140	5,963
TIFF SECONDARY PARTNERS I	56-2384583	0
TIFF SECONDARY PARTNERS II	26-3685280	1,144
COMMON FUND DISTRESSED DEBT	32-0066256	2,385-
MIT PRIVATE EQUITY II	20-0480232	106
MIT PRIVATE EQUITY III	10-4640729	13,062
MIT PRIVATE EQUITY IV	26-1349728	693-
MA RESOURCES FUND 1, LP	26-1528591	68,445
MA EQUITY OPPORTUNITIES FUND LP	27-2429285	997
METRO REAL ESTATE PARTNER DISTRESSED	83-0511015	5,866-
MA REALASSETS FUND 2 LP	27-4481994	26,776-
NET UBI INCOME FOR 2012		<hr/> \$ 54,137
NET UBI (LOSS) CARRIED OVER FROM 2010 RETURN		<hr/> \$254,309-
TOTAL UBI (LOSS) CARRIED FORWARD TO 2011		<hr/> \$200,172-

12/31/12

2012 FEDERAL SUMMARY DEPRECIATION SCHEDULE

PAGE 1

CLIENT CHR-HOUS

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR	METHOD	LIFE	CURRENT DEPR
FORM 1120										
BUILDINGS										
1	OFFICE BUILDING	9/01/93		260,784			122,323	S/L MM	39	6,687
	TOTAL BUILDINGS			260,784		0	122,323			6,687
FURNITURE AND FIXTURES										
4	DESK ARN	1/01/87		1,843			1,843	S/L HY	10	0
5	CREDENZA ARN	2/01/87		646			646	S/L HY	10	0
6	BOOK SHELF 3 UNIT ARN	1/01/87		1,500			1,500	S/L HY	10	0
7	5 SIDE CHAIRS ARN	7/28/93		1,945			1,884	S/L HY	10	0
8	LIBRARY TABLE ARN	8/01/94		378			368	S/L HY	10	0
9	FRAMED PRINT SABER CH ARN	8/09/93		381			368	S/L HY	10	0
10	DESK CHAIR ARN	7/28/93		399			387	S/L HY	10	0
11	CALCULATOR ARN	1/31/94		139			139	S/L HY	5	0
12	ORIENTAL RUG ARN	11/30/93		1,458			1,412	S/L HY	10	0
13	ANTIQUE WASH STAND ARN	1/21/94		356			356	S/L HY	10	0
14	DESK/CREDENZA REC	3/31/94		3,200			3,200	S/L HY	10	0
15	CAMELBACK SOFA REC	3/01/87		1,436			1,436	S/L HY	10	0
16	TWO BACHELOR CHESTS REC	4/01/87		1,095			1,095	S/L HY	10	0
17	JADE LAMP REC	7/28/93		95			95	S/L HY	10	0
18	COMPUTER/PRINTER REC	8/31/93		2,789			2,789	S/L HY	5	0
19	DESK CHAIR REC	2/22/94		389			389	S/L HY	10	0
20	MIRROR REC	3/01/87		673			673	S/L HY	10	0
21	DESK LAMP REC	2/22/94		112			112	S/L HY	10	0
22	SIDE CHAIR REC	3/01/87		198			198	S/L HY	10	0
23	SMALL BRASS LAMP REC	8/24/93		57			57	S/L HY	10	0
24	IBM TYPEWRITER REC	11/01/86		795			795	S/L HY	5	0
25	MARBLE TOP TABLE REC	11/03/93		237			237	S/L HY	10	0
26	MIRROR LADIES ROOM REC	11/06/93		185			185	S/L HY	10	0
27	ORIENTAL RUG REC	1/01/87		1,200			1,200	S/L HY	10	0
28	SOFA CWR	4/01/87		2,135			2,135	S/L HY	10	0
29	2 BLUE LEATHER CHAIRS CWR	3/01/87		1,412			1,412	S/L HY	10	0
30	2 WING BACK CHAIRS CWR	1/14/94		586			586	S/L HY	10	0
31	ANTIQUE MIRROR CWR	9/20/93		525			512	S/L HY	10	0
32	4 FRAMED PRINTS CWR	7/20/93		689			666	S/L HY	10	0
33	ORIENTAL RUG CWR	12/31/93		1,457			1,412	S/L HY	10	0
34	MAHOGANY END TABLE CWR	4/01/87		533			533	S/L HY	10	0

12/31/12

2012 FEDERAL SUMMARY DEPRECIATION SCHEDULE

PAGE 2

CLIENT CHR-HOUS

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR.	METHOD	LIFE	CURRENT DEPR.
35	GLASS END TABLE CWR	12/28/93		430			414	S/L HY	10	0
36	GLASS COFFEE TABLE CWR	12/23/93		525			512	S/L HY	10	0
37	BRASS FLOOR LAMP CWR	1/17/94		180			180	S/L HY	10	0
38	PORCELAIN LAMP CWR	1/17/94		265			265	S/L HY	10	0
39	2 BLACK LAMPS CWR	10/06/93		196			196	S/L HY	10	0
40	ANTIQUE EASEL CWR	9/03/93		375			375	S/L HY	10	0
41	ROBT E LEE PRINT CWR	9/29/93		218			218	S/L HY	10	0
42	LIBRARY TABLE CWR	12/23/93		210			210	S/L HY	10	0
43	ARNH MED BLDG PICTURE CWR	7/05/94		315			315	S/L HY	10	0
44	BOARD ROOM TABLE BDR	7/28/93		8,900			8,603	S/L HY	10	0
45	20 CONF ROOM CHAIRS BDR	7/28/93		5,900			5,703	S/L HY	10	0
46	MIRROR BDR	12/23/93		233			233	S/L HY	10	0
47	ANTIQUE BUFFET/ARMOIR BDR	5/31/93		6,000			5,800	S/L HY	10	0
48	ANTIQUE CHEST BDR	9/03/93		1,400			1,354	S/L HY	10	0
49	2 FRAMED PORTRAITS BDR	1/20/94		444			444	S/L HY	10	0
50	BOARD OF DIR PORTRAITSBDR	9/13/93		450			436	S/L HY	10	0
51	ORIENTAL RUG BDR	12/19/94		16,500			15,950	S/L HY	10	0
52	TEA CART BDR	5/01/88		203			203	S/L HY	10	0
53	HURR ANGEL CANDLESTIX BDR	9/07/94		300			290	S/L HY	10	0
54	GLASS PHEASANT BDR	8/16/94		185			185	S/L HY	10	0
55	UMBRELLA STAND BDR	4/01/87		120			120	S/L HY	10	0
56	4 FLORAL ARRANGMTS MSC	10/03/94		310			310	S/L HY	5	0
57	VACUUM CLEANER MSC	1/04/90		315			315	S/L HY	5	0
58	GAS LOGS/PIPE IN MSC	1/18/94		1,715			1,715	S/L HY	10	0
59	HEARTH FIXTURES MSC	2/18/94		1,468			1,468	S/L HY	10	0
60	DIGTEL PHONE SYSTEM MSC	3/01/94		1,090			1,090	S/L HY	10	0
61	DRAPES MSC	8/13/93		6,657			6,438	S/L HY	10	0
62	SECURITY ALARM SYSTEM MSC	10/31/93		1,102			1,064	S/L HY	10	0
63	OVERHEAD PROJECTOR,SCREEN	10/01/95		616			599	S/L HY	10	0
65	SHREDDER MSC	11/01/96		230			230	S/L MQ	10	0
67	IKON COPIER	6/30/97		4,199			3,920	S/L HY	5	0
68	GRANT SOFTWARE	7/31/97		3,150			2,940	S/L HY	5	0
69	GATEWAY COMPUTER	7/31/97		2,653			2,477	S/L HY	5	0
70	LASER PRINTER	7/31/97		1,230			1,148	S/L HY	5	0
71	CLOCK	10/31/97		108			108	S/L HY	10	0
72	SHREDDER	9/30/98		903			870	S/L HY	10	0
73	VACUUM CLEANER	2/29/00		370			370	S/L HY	10	0
74	PICTURES	2/29/00		706			706	S/L HY	10	0
75	LAP-TOP COMPUTER	7/31/00		2,253			2,253	S/L HY	5	0

12/31/12

2012 FEDERAL SUMMARY DEPRECIATION SCHEDULE

PAGE 3

CLIENT CHR-HOUS

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR	METHOD	LIFE	CURRENT DEPR
76	PATIO FURNITURE	8/31/00		2,584			2,584	S/L HY	10	0
77	ANTIQUE CHEST	5/31/00		525			525	S/L HY	10	0
78	MISC. FURNISHINGS	5/31/00		437			437	S/L HY	10	0
79	STORAGE SHED	8/31/00		1,549			1,549	S/L HY	10	0
80	VCR	12/01/01		40			40	S/L MQ	10	0
81	CAMERA EQUIPMENT	2/28/01		300			300	S/L MQ	10	0
82	PICTURES & FRAMES	12/31/01		828			828	S/L MQ	10	0
83	ICE MACHINE	2/28/02		1,250			1,169	S/L HY	10	63
84	EQUIPMENT	4/30/02		1,404			1,309	S/L HY	10	70
85	FAX	2/28/03		160			155	S/L HY	5	0
86	SHREDDER	6/30/05		488			318	S/L HY	10	49
87	DELL LAPTOP COMPUTER	1/11/06		1,645			1,645	S/L HY	5	0
88	PRINTER	3/31/06		131			131	S/L HY	5	0
89	4 PICTURES	10/31/06		1,000			550	S/L HY	10	100
90	2 CHAIRS	6/30/07		2,753			1,238	S/L HY	10	275
91	2 TABLES	4/30/07		2,465			1,111	S/L HY	10	247
92	HEAT/AIR UNIT	7/31/07		3,981			1,791	S/L HY	10	398
93	ICEMAKER	3/31/07		1,300			585	S/L HY	10	130
94	EQUIPMENT	2/28/08		354			123	S/L HY	10	35
95	BOARDROOM CHAIRS	12/31/08		19,855			6,951	S/L HY	10	1,986
96	COMPUTER & LAPTOP-DEB	5/31/09		2,974			1,487	S/L HY	5	595
97	PRINTER	5/31/09		167			83	S/L HY	5	33
98	DELL LAPTOP-BOB	10/31/09		988			495	S/L HY	5	198
99	MISC FURNISHINGS	12/31/10		6,213			621	S/L HY	10	621
100	PAINTING	7/31/12		750				S/L HY	10	38
TOTAL FURNITURE AND FIXTURE				155,408		0	124,672			4,838
IMPROVEMENTS										
2	LANDSCAPING	10/01/93		13,977			13,977	S/L HY	15	0
64	GATE	7/01/96		600			600	S/L MQ	10	0
66	FOUNTAIN, POOL, ETC.	4/01/97		6,582			6,582	S/L MQ	10	0
TOTAL IMPROVEMENTS				21,159		0	21,159			0
LAND										
3	LAND - 1296 DOW ST MBORO	5/01/93		100,379						0
TOTAL LAND				100,379		0	0			0

12/31/12

2012 FEDERAL SUMMARY DEPRECIATION SCHEDULE

PAGE 4

CLIENT CHR-HOUS

CHRISTY-HOUSTON FOUNDATION, INC.

62-1280998

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR.	METHOD	LIFE	CURRENT DEPR.
	TOTAL DEPRECIATION			<u>537,730</u>		<u>0</u>	<u>268,154</u>			<u>11,525</u>
	GRAND TOTAL DEPRECIATION			<u>537,730</u>		<u>0</u>	<u>268,154</u>			<u>11,525</u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Enter filer's identifying number, see instructions**

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	CHRISTY-HOUSTON FOUNDATION, INC.	62-1280998
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	1296 DOW STREET	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MURFREESBORO, TN 37130	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► ROBERT B. MIFFLIN, EXEC. DIR.

Telephone No. ► 615-898-1140 FAX No. ► 615-893-9388

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above.
The extension is for the organization's return for.

- ☒ calendar year 20 12 or
- ☐ tax year beginning , 20 , and ending , 20 .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	87,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	87,500.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	CHRISTY-HOUSTON FOUNDATION, INC.	62-1280998
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	HALL, DAVIDSON & ASSOC., CPA'S P.O. BOX 1234	
File by the extended due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MURFREESBORO, TN 37133-1234	

Enter the Return code for the return that this application is for (file a separate application for each return) . . .

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ▶ ROBERT B. MIFFLIN, EXEC. DIR.
Telephone No. ▶ 615-898-1140 FAX No. ▶ 615-893-9388
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15 , 20 13.
- 5 For calendar year 2012 , or other tax year beginning _____ , 20 _____ , and ending _____ , 20 _____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	87,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	87,500.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [Signature] Title ▶ PRESIDENT Date ▶ _____

BAA

FIFZ0502L 01/21/13

Form 8868 (Rev 1-2013)

CHRISTY - HOUSTON FOUNDATION, INC.

Murfreesboro, Tennessee

Compiled Financial Statements

For the Fiscal Year Ended

December 31, 2012

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HALL, DAVIDSON & ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANTS
PROFESSIONAL CORPORATION

EXECUTIVE BUILDING - 307 N. WALNUT ST. - P.O. BOX 1234 - MURFREESBORO, TENN. 37133 - PHONE 615-893-9334
FAX 615-893-9388
WEB SITE: WWW.HDACPA.COM

DAVID B. HALL, C.P.A.
RALPH M. DAVIDSON, C.P.A. (1954-2004)
SANDRA J. VINSON, C.P.A.
STEPHEN L. FUCHCAR, C.P.A.
MARY ANN UNDERWOOD, C.P.A.

ACCOUNTANT'S COMPILATION REPORT

To the Board of Directors
Christy-Houston Foundation, Inc.
Murfreesboro, Tennessee

We have compiled the accompanying statement of financial position of the Christy-Houston Foundation, Inc., a non-profit entity chartered by the State of Tennessee, as of December 31, 2012, and the related statements of activities and cash flows for the fiscal year then ended. We have included as supplemental information condensed comparative statements of financial position as of December 31, 2012 and 2011, and condensed comparative statements of activities for the fiscal years then ended. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

We are not independent with respect to the preparation of these financial statements for the Christy-Houston Foundation, Inc.

Certified Public Accountants

Murfreesboro, Tennessee
October 21, 2013

CHRISTY-HOUSTON FOUNDATION, INC.

Murfreesboro, Tennessee

Board of Directors

As of December 31, 2012

1

Active Directors

Newton F. Molloy

Chairman

George H. White

Vice Chairman

Kent Coleman

Secretary-Treasurer

* Henry King Butler, M.D.

* Larry Haynes

* Ed Elam

* Matt B. Murfree, III

Ed C. Loughry, Jr.

Herbert Young

William Jones

Directors Emeritus

* Myers B. Parsons

* James R. Arnhart

* Edward E. Miller

* Granville S. R. Bouldin

* Hubert L. McCullough

* William Henry Huddleston, III

Thomas Hord

David C. Davis

Management

Robert B. Mifflin

President

Debi Tiller

Administrative Manager

* Founding Director

CHRISTY-HOUSTON FOUNDATION, INC.
Murfreesboro, Tennessee
Compiled Statement of Financial Position
As of December 31, 2012

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<u>Assets</u>	Cash or Money Mkt.	Securities Cost Basis	Adj. to Market *Unrealized Gain (Loss)	Accrued Int./Div. Rec.	Total Market Value
<u>Investments - Unrestricted</u>					
Vanguard Prime Money Market Fund	\$ 2,987,880				\$ 2,987,880
Colchester International Bond Fund		4,330,140	240,181		4,570,321
Pimco Total Bond Fund		4,749,006	318,876		5,067,882
Silchester International		7,383,097	172,211		7,555,308
Common Fund Distressed Debt		1,129,499	27,751		1,157,250
GMO Global Equity Fund		19,537,550	-1,414,061		18,123,489
TIFF Absolute Return Pool II		4,777,043	1,588,166		6,365,209
TIFF Secondary Partners I		1,786,791	-545,920		1,240,871
TIFF Secondary Partners II		1,441,618	1,034,296		2,475,914
GMO Forestry Fund 6-B LP		21,340			21,340
GMO Forestry Fund 7-B LP		277,144			277,144
GMO Forestry Fund 8-B LP		463,067			463,067
Private Advisor Distressed Opportunities		384,145			384,145
Private Advisor Small Company Buy-Out		536,754	130,454		667,208
MIT Private Equity II		433,901	153,028		586,929
MIT Private Equity III		1,880,285	443,527		2,323,812
MIT Private Equity IV		408,479	46,340		454,819
Mangham Resources		2,068,383	294,731		2,363,114
MREP 2006 Distressed Fund		2,416,356	-142,872		2,273,484
MA Equity Opportunity Fund		15,234,645	802,875		16,037,520
MA Real Assets		432,286	164,286		596,572
Forester Offshore		0	0		0
Forester Diversified		1,250,000	1,087,795		2,337,795
Aberdeen Emerging Markets		2,000,000	166,905		2,166,905
P-2 Capital Fund Ltd.		4,000,000	2,040,203		6,040,203
Total	\$ 2,987,880	\$ 76,941,529	\$ 6,608,772	\$ 0	\$ 86,538,181
Executive Retirement Portfolio - Pinnacle	9,044	209,409	18,897	1,165	238,515
Total Investments	\$ 2,996,924	\$ 77,150,938	\$ 6,627,669	\$ 1,165	\$ 86,776,696
<u>Cash and Checking Accounts - Unrestricted</u>					
Pinnacle National Bank - Checking				\$ 43,505	
Pinnacle National Bank - Administrative				128	
Pinnacle National Bank - Grant Distribution				100	
Petty Cash				39	
Total Cash					43,772
Total Cash and Investments					\$ 86,820,468
<u>Property and Equipment - Unrestricted</u>		<u>Cost</u>	<u>Less Depr.</u>	<u>Net Value</u>	
Land		\$ 100,379	\$	\$ 100,379	
Buildings		260,784	-129,010	131,774	
Land Improvements		21,158	-21,158	0	
Furniture, Fixtures, and Equipment		155,407	-129,510	25,897	
Total Property and Equipment		\$ 537,728	\$ -279,678	\$	258,050
<u>Other Assets - Unrestricted</u>					
Utility Deposits				\$ 500	
Federal Excise Tax Deposits				31,512	
Total Other Assets					32,012
Total Assets - Unrestricted					\$ 87,110,530
<u>Liabilities and Net Assets</u>					
<u>Liabilities</u>					
Accounts Payable				\$ 48,537	
Payroll Taxes Payable				0	
Federal Excise Tax Payable - Current					
Federal Excise Tax - Deferred				132,553	
Total Liabilities					\$ 181,090
<u>Net Assets - Unrestricted</u>					
Balance at Beginning of Year				\$ 82,007,159	
Increase (Decrease) in Net Assets - Fiscal Year Ended December 31, 2012				4,922,281	
Total Net Assets					86,929,440
Total Liabilities and Net Assets					\$ 87,110,530

Subject to Accountant's Compilation Letter and Notes to the Financial Statements
HALL, DAVIDSON & ASSOCIATES, CERTIFIED PUBLIC ACCOUNTANTS

CHRISTY-HOUSTON FOUNDATION, INC.

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Murfreesboro, Tennessee

Compiled Statement of Activities

For the Fiscal Year Ended December 31, 2012

<u>Revenues - Unrestricted</u>	<u>Interest</u>	<u>Dividends</u>	<u>Gain (Loss) Secur. Sold</u>	<u>Other Income (Loss)</u>	<u>Change In *Unrealized Gain (Loss)</u>	<u>Total Revenues</u>
Vanguard Prime Money Market Fund	\$ 1,288	\$	\$	\$	\$	\$ 1,288
Vanguard TIPS						0
Colchester International Bond Fund	168,087		271	-38,218	240,181	370,321
Pimco Total Bond Fund		205,099	116,814		153,761	475,674
Silchester International	2	252,726	288,136	9,446	489,277	1,039,587
Common Fund Distressed Debt	3,827	130,115	140,964	-46,958	-27,827	200,121
GMO Global Equity Fund		523,992	910,151		830,269	2,264,412
TIFF Absolute Return Pool II					628,132	628,132
TIFF Secondary Partners I	919	71,100	498,247	-33,534	-555,655	-18,923
TIFF Secondary Partners II	20,765	34,327	141,234	42,600	-256,473	-17,547
GMO Forestry Fund 6-B LP	36			-1,725		-1,689
GMO Forestry Fund 7-B LP	778		2,165	-741		2,202
GMO Forestry Fund 8-B LP	2,363		32,685	16,354		51,402
Private Advisor Small Company Buy-Out	3,528	22,552	246,113	-12,355	-123,305	136,533
MIT Private Equity II	2,327	9,234	105,121	-8,705	-52,282	55,695
MIT Private Equity III		25,846	63,948	-17,850	90,601	162,545
MIT Private Equity IV	2,235	6,086	65,312	-20,012	-11,328	42,293
Mangham Resources	1,093	20,667	162,942	53,440	-53,990	184,152
MA Equity Opportunities Fund	2,685	218,158	52,915	-66,320	1,951,413	2,158,851
MA Real Assets	8,277	49	721	-81,133	144,651	72,565
MREP 2006 Distressed Fund	19,141	392,748	57,028	-60,516	17,222	425,623
Forester Offshore			1,529,819		-1,381,599	148,220
Forester Diversified					302,380	302,380
Aberdeen Emerging Markets					166,905	166,905
Peak Partners			-571,174		571,174	
P-2 Capital Fund Ltd.					819,762	819,762
Executive Retirement Portfolio	5,366	1,820	-1,355		11,847	17,678
Total Revenue From Investments	\$ 242,717	\$ 1,914,519	\$ 3,842,057	\$ -266,227	\$ 3,955,116	\$ 9,688,182
Interest Received					\$ 5,844	
Donations Received					75	
Income - Litigation Settlements					11	
Miscellaneous Income						
Gain/Loss on Disposal of Assets						
Adjustments and Allowances						5,930
Total Revenues						\$ 9,694,112
<u>Investment Expenses</u>						
Trustee/Escrow Agent Fees - Pinnacle National Bank					\$ 1,606	
Mangham Associates Fee Advisor					152,750	
Total Investment Expenses						154,356
<u>Net Revenue From Investments</u>						\$ 9,539,756

Subject to Accountant's Compilation Letter and Notes to the Financial Statements

HALL, DAVIDSON & ASSOCIATES, CERTIFIED PUBLIC ACCOUNTANTS

CHRISTY-HOUSTON FOUNDATION, INC.
Murfreesboro, Tennessee
Compiled Statement of Activities
For the Fiscal Year Ended December 31, 2011
(Continued)

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		Current Year Disbursed
<u>Grants</u>		
Current Year - 2012:		
Community Helpers	Prescriptions for Needy	\$ 244,000
Charity Circle of Murfreesboro	Local Charities	162,807
Adams Memorial Library	Building Addition	201,278
Community Care of Rutherford County	Building Renovation & Addition	136,000
Discovery Place	Scholarships for Rutherford County	25,000
Middle Tennessee Medical Center Foundation	Power of Pink	20,000
Middle Tennessee Medical Center	Mobile Health Unit	400,000
Rutherford County	12 Cardiac Monitors	264,000
Rutherford County	New Fire Department	125,000
Interfaith Dental	New Building	355,000
Junior Achievement of Middle Tennessee	Program for Rutherford County Schools	15,000
Middle Tennessee State University	Lab Equipment for New Science Building	252,637
Middle Tennessee Medical Center	New Hospital Building	500,000
West Main Mission	Feed & Clothe Homeless	24,000
Cumberland Heights	Rehabilitation for Rutherford County Citizens	100,000
United Way	Assessment Study of Local Charities	20,000
Alzheimers Foundation	Alshaimers Memory WalkWalk	5,000
Good Shepherd Childrens Home	Operating Needs	25,000
A Soldier's Child	Presents for Children of Fallen Soldiers	40,000
Youth, Inc.	Camp Improvements	18,030
Vanderbilt Childrens Hospital	Floor Renovation	3,505
Vanderbilt Childrens Hospital	Neonatal Equipment for Heart Unit	338,100
Special Kids	Special Needs Children	56,000
Salvation Army	Food Boxes & Christmas Gifts	20,000
St. Jude's Childrens Hospital	Specialized Crib & Blanket Warmer	6,120
Lantern Lane Farm	Scholarships for 50 Rutherford County Children	10,000
Journey Home	Feed Homeless	23,000
Childrens Advocacy Center	Program Assistance	14,000
Boys & Girls Club	Purchase 2 Buses	84,000
Motlow College	New Building for Smyrna Campus	494,438
Total Grants		\$ <u>3,981,915</u>
Prior Year Grants Returned in 2011:		
None		\$ <u>0</u>
Per Form 990-PF:		
(Required Minimum Grant Distribution for 2012= \$3,981,840)		
(Required Minimum Grant Distribution for 2013 = \$3,858,842)		
(Estimated Minimum Grant Distribution for 2013 = \$3,950,000)		
Net Grants Disbursed		\$ <u>3,981,915</u> \$ <u>3,981,915</u>

Net Revenue After Grants \$ 5,557,841

*Unrealized gains or (losses) on securities represents the difference between the reported fair market value at statement date and acquisition or carrying cost of the securities. Such gains or (losses) would not normally be recognized until an actual sale of the securities, but they are shown here and on the balance sheet in order to present the securities at their estimated current fair market value on the balance sheet and to reflect changes in their market value during the current period in the revenues. It should be noted that in most cases the estimates are made by the managers of the respective investments that are included in the various partnerships or funds, and that the underlying investments are illiquid and not necessarily readily marketable at the estimated values.

(Continued)

Subject to Accountant's Compilation Letter and Notes to the Financial Statements

HALL, DAVIDSON & ASSOCIATES, CERTIFIED PUBLIC ACCOUNTANTS

CHRISTY-HOUSTON FOUNDATION, INC.
Murfreesboro, Tennessee
Compiled Statement of Activities
For the Fiscal Year Ended December 31, 2012
(Continued)

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<u>Net Revenue After Grants</u>		\$ 5,557,841
<u>Management and General Expenses</u>		
Officers' Salaries	\$ 90,263	
Salaries and Wages - Office	44,764	
Payroll Taxes	12,929	
Employee Benefits - 401-K Match	1,773	
Telephone	4,446	
Insurance - Directors' Group Health	107,107	
Insurance - Directors' Group Life	159	
Insurance - Workmens Comp & Fidelity Bond	673	
Insurance - Property & Liability	8,526	
Attorney Fees	1,098	
Accounting Fees	21,000	
Automobile Expense	265	
Bank Service Charges	394	
Catering	5,411	
Consulting		
Conventions and Meetings	10,749	
Depreciation	11,525	
Director's Compensation	16,200	
Dues - Chamber of Commerce	180	
Dues - S. E. Council of Foundations	8,000	
Dues - Other		
Directors' Medical Expense Reimbursements	37,955	
Housecleaning Services	3,600	
Office Supplies and Expense	4,110	
Postage, Freight, and Delivery	381	
Printing		
Promotion		
Publications & Books		
Repairs and Maintenance	9,222	
Supplies		
Taxes - Property		
Travel and Entertainment	24,717	
Utilities	4,344	
Miscellaneous	2,448	
Other Expense	14,231	
Deferred Compensation - Executive Retirement	54,000	
Total Management and General Expenses		<u>500,470</u>
<u>Change in Net Assets Before Taxes</u>		\$ 5,057,371
<u>Provision For Taxes</u>		
Federal Excise Tax - Current Year	\$ 55,988	
Federal Excise Tax - Prior Year	0	
Federal Unrelated Business Income Tax	0	
Federal Excise Tax - Deferred - Change in Current Year	79,102	<u>135,090</u>
<u>Change in Net Assets - Unrestricted</u>		\$ 4,922,281
<u>Net Assets as of Beginning of Period</u>		<u>82,007,159</u>
<u>Net Assets as of End of Period</u>		<u>\$ 86,929,440</u>
<u>Components of Change in Net Assets</u>		
Investment Income and Realized Gains and (Losses), Less Grants and Expenses	\$ 967,165	
Unrealized Gains and (Losses) on Securities (Increase / -Decrease in Market Value)	3,955,116	
Total	<u>\$ 4,922,281</u>	

Subject to Accountant's Compilation Letter and Notes to the Financial Statements

HALL, DAVIDSON & ASSOCIATES, CERTIFIED PUBLIC ACCOUNTANTS

CHRISTY-HOUSTON FOUNDATION, INC.
Murfreesboro, Tennessee
Compiled Statement of Cash Flows
For The Fiscal Year Ended December 31, 2012

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Cash Flow From Operating Activities

Revenues (Including Unrealized Gains and (Losses) on Securities)		\$	9,694,112
Less Investment Expenses			<u>154,356</u>
Net Revenue From Investments		\$	9,539,756
Less:			
Grants Disbursed, Net of Returns			3,981,915
Management and General Expenses			<u>500,469</u>
Change in Assets Before Taxes		\$	5,057,372
Less Provision for Taxes			<u>135,090</u>
Change in Net Assets		\$	<u>4,922,282</u>

Adjustments to Reconcile Change in Net Assets
to Net Cash Flow from All Activities:

Depreciation - A Non-Cash Expense		\$	11,525
Changes in Operating Assets and Liabilities:			
Accounts Payable	\$	11,484	
Federal Excise Tax Paid for 2011		-41,100	
Federal Excise Tax Overpaid for 2012		-31,512	
Federal 2010 UBI Tax Refunds Received		7,500	
Federal Excise Tax - Deferred		<u>79,102</u>	25,474
Changes in Investment Portfolios:			
Cash/Money Market Funds - Net Change	\$	-1,913,853	
Investments in Securities - Cost Basis - Net Change		915,772	
Unrealized Gains (Losses) on Securities - Net Change		-3,955,116	
Accrued Interest and Dividends Receivable - Net Change		<u>-11</u>	
Net Reduction in Value			-4,953,208
Investment in Property and Equipment:			
Land	\$		
Buildings			
Land Improvements			
Furniture, Fixtures, and Equipment		<u>-750</u>	
Net Investment			<u>-750</u>

Total Cash Flow From All Activities \$ 5,323

Operating Cash and Checking Accounts - Beginning of Period 38,449

Operating Cash and Checking Accounts - End of Period \$ 43,772

<u>Cash Payments Deposited for 2011 Excise Taxes</u>	\$ <u>41,100</u>
<u>Cash Payments Made in 2012 for 2012 Excise Taxes</u>	\$ <u>18,090</u>
<u>Cash Payments Made in 2012 to be Applied to 2013 Excise Taxes</u>	\$ <u>69,410</u>
<u>Cash Payments for Interest</u>	\$ <u>0</u>

Subject to Accountant's Compilation Letter and Notes to the Financial Statements

HALL, DAVIDSON & ASSOCIATES, CERTIFIED PUBLIC ACCOUNTANTS

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CHRISTY-HOUSTON FOUNDATION, INC.
Murfreesboro, Tennessee
Notes to the Financial Statements
For the Fiscal Year Ended December 31, 2012

1 Summary of Significant Accounting Policies

The books of the Christy-Houston Foundation are kept on the accrual basis, with the fiscal year ending December 31. Interest and dividend income earned but not yet received is accrued as income. Expenses incurred but unpaid (if any) at statement date are accrued.

Grants are recorded as disbursed. See note 4 for details of grants authorized but not yet disbursed, which are considered to be contingent liabilities.

Property and equipment is recorded at acquisition cost, less accumulated depreciation. Depreciation is based on the straight-line method, with useful lives of automobiles at 5 years, office furnishings and equipment at 5 or 10 years, and buildings at 40 years.

Accounts comprised of publicly traded securities are shown at acquisition cost and at fair market value as of statement date. All are listed and considered to be highly liquid. Gains or losses on the sale of securities are recorded when they are sold. In order that the books and statements would reflect the actual current market values of securities, the amount of unrealized gains or losses (difference between acquisition cost and current market value) of the securities owned is booked at each month-end based on statements reflecting current market value for the listed securities as received from the custodian. The increase or decrease in the unrealized gains or losses on securities thus affects the revenue shown for the period, as income includes changes in market value during the period.

The Foundation has recently made investments in a number of limited partnerships, offshore funds, hedge funds, and other illiquid investments that are not publicly traded. The income, losses, and current values shown for these are as reported by their managers, but since they are not publicly traded, it is not possible to independently verify their representations. Four of the investment portfolios representing approximately 16% of the foundation's investments, are in unregulated offshore entities. They do not give partnership K-1 forms or information as to reportable income. They only give their estimate of current market value, which we report, but cannot verify. Any distributions from them are treated as return of capital pending more specific reporting from them.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that may affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

The corporation is required to file annually a Federal Form 990-PF, Return of Private Foundation, and is required to pay an excise tax of 1 or 2% on its net investment income. For this purpose only actually realized gains and losses on securities sold are included. Investment income on the Form 990-PF consists of interest and dividends earned, plus net realized capital gains and losses, less direct investment management expenses and an allocation of management and general expenses. Approximately 40% of the management and general expenses are allocated to investment management and 60% to grant distribution on the Form 990-PF. The resulting excise tax is only calculated on the net investment income at fiscal year-end, and is not adjusted on interim statements. A provision is also made at year-end for deferred excise taxes on the unrealized gains. It is the Foundation's policy to make annual grants equal to 5% of its assets in compliance with I.R.S. Regulations for private foundations, in conformity with formulas on the Form 990-PF. All assets and funds are unrestricted as to use.

Since 2004, the corporation has been required to file a Federal Form 990-T and pay taxes on unrelated business income allocated to it on the Schedule K-1's received from many of the partnerships it has invested in. No tax was owed for 2011 and 2012 due to UBI losses.

2 Organization and History

The Christy-Houston Foundation, Inc., is a tax-exempt private charitable foundation chartered by the State of Tennessee and recognized by the Internal Revenue Service as a Section 501-C(3) tax exempt corporation. Its charter states that the purposes for which the Corporation exists shall be:

To devote the energies and resources of the Corporation to the enhancement of the quality of life, with emphasis on health care, through the rendering of financial support to educational, scientific, medical, and charitable activities, including the grant support of physical facilities, either existing or to be constructed, that will accomplish such enhancement. Eligible grant applications pursuant to these purposes, submitted by resident charitable organizations in Rutherford County, Tennessee, will be accorded priority status.

To establish policies, plans, and procedures for the implementation of such purposes

To conduct such other related activities as the Board of Directors may decide from time to time. Such activities, however, shall be limited to those that conform to the meaning and scope of Section 501 (c) (3) of the Internal Revenue Code, as amended.

The Foundation was formed as the outgrowth of the sale in April, 1986, of the Middle Tennessee Medical Center, which had been operated since 1924 by Rutherford Hospital, Inc., a private non-profit corporation, whose directors then formed the board of directors of the Foundation. The Foundation received a payment of approximately forty million dollars from Mid-State Baptist Hospital and Saint Thomas Hospital for its facilities and business. The foundation invested these funds and is using the income from the investments to make grants to other public charities in Murfreesboro and Rutherford County, Tennessee, for community needs and betterment. In addition to various health-related projects, recent major grants have included funds for a new public library building in Murfreesboro, to Middle Tennessee State University, to the City of Murfreesboro for a new park and a building to house the Rutherford County Health Department, and to the Y.M.C.A., Domestic Violence, Primary Care and Hope Clinic, and Community Care of Rutherford County for their building programs. The Foundation is controlled by a board of directors of from nine to seventeen members appointed for life. There are presently ten active directors and seven directors emeritus (over 75 years of age). James R. Arnhart served as executive director until his retirement in November, 1999, when he was replaced by Robert B. Mifflin, the current president.

CHRISTY-HOUSTON FOUNDATION, INC.
Murfreesboro, Tennessee
Notes to the Financial Statements
For the Fiscal Year Ended December 31, 2012
(Continued)

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3 Investment Management and Accounting

During the past four years, the Foundation has shifted most of its investments into mutual funds, offshore hedge funds, distressed debt funds, forestry funds, etc., many of which are illiquid in nature, and many of which are operated as partnerships. Many of these entities do not furnish auditable detailed or timely information as to the nature of their investment activities for the Foundation's account, and the market values and results of operations shown are based on their representation alone, as they are not publicly traded securities, and their valuations cannot be independently verified. The Foundation is required to include figures reported from Forms 1065 K-1 from the partnerships in its operating results and on its Federal Form 990-PF.

The Foundation is advised on asset allocation and investment selection and management by Mangham Associates, Inc., Charlottesville, Virginia.

4 Grants - Contingent Liability

As of December 31, 2012, there was a future contingent liability of \$3,800,000 for future grants that were authorized but not disbursed. This is the unpaid portion of a pledge of \$10,000,000 made to the Middle Tennessee Medical Center for its new facilities.

The Foundation's policy is to make annual grants of approximately 5% of the average value of its investments each year in accordance with formulas for the required minimum grants found in the Federal Form 990-PF. Grants were made in the amounts of \$3,890,988 in FYE 12-31-2011 and \$3,981,915 in FYE 12-31-2012. Based on formulas in the 2012 Federal Form 990-PF, the minimum grants required for FYE 12-31-13 would be \$3,858,842. Assuming an average value of investments in 2013 of \$86,000,000, grants of approximately \$3,950,000 would be necessary to meet the minimum distribution requirements in 2013. The foundation paid 2% excise tax on its investment income in 2011 and qualified for the 1% rate in 2012..

5 Directors Compensation, Insurance, Medical Reimbursements - Contingent Liability

The executive director and the administrative assistant are the only salaried employees of the Foundation. Directors are compensated \$100 for each board or committee meeting attended. In addition, the Foundation furnished health insurance to the directors and their dependents. The Foundation has also given each active board member an allowance of \$2,000 per calendar year to cover medical expenses not paid by the insurance plan. Directors retire from the board at age 75 and have emeritus status thereafter.

6 Effect of F.A.S.B. Pronouncements Number 116 and 117

Consideration has been given to the possible effect of recent pronouncements number 116 and 117 of the Financial Accounting Standards Board regarding the revision of financial reporting by non-profit corporation and private foundations, and to presenting the financial statements in conformity with generally accepted accounting principles, and such minor changes as do apply to the Foundation have been implemented.

The Foundation was established in 1986 with the funds received from the sale of the Middle Tennessee Medical Center. It has never engaged in any fund raising activities, nor has it accepted any gifts, grants, contributions of money or property, or pledges. Its timing and methods of financial reporting of such types of receipts is not affected, since it has none. Therefore, implementation of FASB number 116 is not required. The Foundation changed its policy to accept unrestricted donations and memorials in 2000.

The Foundation has only one purpose and activity - that of using the income from its investments to make grants for the betterment of the community and the benefit of the citizens of Rutherford County. Its mission, as stated in its bylaws, is to enhance the quality of life in Rutherford County, Tennessee, with emphasis on health care, through distribution of its grant resources to programs and projects that will accomplish such enhancement. All of its general and administrative expenses are directly related to the carrying out of that single mission. All of its assets, including cash, investments, and property and equipment, are unrestricted in use. There is consequently no need to further alter the financial statement format used herein to allocate such assets, income, or expenses between various functions, as there is only one activity. Therefore, implementation of FASB number 117 is not required, except for minor changes in statement terminology, which are reflected herein.

7 Executive Director's Retirement Benefits - Contingent Liability

The Board set aside the funds in the Executive Retirement Account, to be paid out over a period of eight years beginning in 2002 to James R. Arnhart as deferred income retirement benefits, resulting in a contingent liability equal the current value of the fund, or \$230,515, plus future earnings of the fund. This formalized an agreement made when the Foundation was established. The deferred compensation will be expensed as it is paid. Mr. Arnhart began making monthly withdrawals from this account in February, 2002. In addition, the Board has granted Mr. Arnhart deferred compensation of \$3,000 per month, making the total paid him in 2011 \$54,000.

8 Federal Form 990-PF

Due to lack of timely information from the managers of partnerships in which the Foundation has invested, preparation of final financial statements for 2010 has been delayed, and extensions were obtained for filing of the 2012 Federal Forms 990-PF and 990-T. The returns have been prepared as of October 21, 2013, and the resulting taxes are reflected herein. The amount of Unrelated Business Income included in the K-1 reports from the partnership for 2012 was \$54,137, but no U.B.I. tax was owed due to the carry-over of U.B.I. losses from 2008 and 2009. The investment income reported on the Form 990-PF does not include any unrealized gains or losses representing changes in market value over the tax cost basis of the securities held.

Supplemental Information

Compiled Condensed Comparative Financial Statements

(Information for Previous Year is from Compiled Financial Statements for that Period)

Murfreesboro, Tennessee

Compiled Condensed Comparative Statement of Financial Position

As of December 31, 2012 and 2011

<u>Assets</u>	<u>Dec. 31, 2012</u>	<u>Dec. 31, 2011</u>	<u>Increase (Decrease)</u>
<u>Investments (At Current Market Value) - Unrestricted</u>			
Vanguard Prime Cash Money Market Fund	2,987,880	5,276,842	-2,288,962
Colchester International Bond Fund	4,570,321		4,570,321
Pimco Total Bond Fund	5,067,882	4,592,207	475,675
Silchester International	7,555,308	6,515,721	1,039,587
Common Fund Distressed Debt	1,157,250	1,460,746	-303,496
GMO Global Equity Fund	18,123,489	15,859,076	2,264,413
TIFF Absolute Return Pool II	6,365,209	5,737,077	628,132
TIFF Secondary Partners I	1,240,871	1,999,474	-758,603
TIFF Secondary Partners II	2,475,914	2,617,670	-141,756
GMO Forestry Fund 6	21,340	23,029	-1,689
GMO Forestry Fund 7	277,144	274,942	2,202
GMO Forestry Fund 8	463,067	616,025	-152,958
Private Advisor Distressed Opportunities	384,145	384,145	0
Private Advisor Small Company Buy-Out	667,208	832,805	-165,597
MIT Private Equity II	586,929	750,139	-163,210
MIT Private Equity III	2,323,812	2,161,267	162,545
MIT Private Equity IV	454,819	333,926	120,893
Mangham Resources	2,363,114	2,023,250	339,864
MA Equity Opportunities Fund	16,037,520	13,878,669	2,158,851
MA Real Assets	596,572	762,752	-166,180
MREP Distressed Fund	2,273,484	2,360,902	-87,418
Forester Offshore	0	2,970,110	-2,970,110
Forester Diversified	2,337,795	3,785,415	-1,447,620
Peak Partners	0	1,146,353	-1,146,353
P-2 Capital Fund Ltd.	6,040,203	5,220,441	819,762
Aberdeen Emerging Markets	2,166,905		2,166,905
Executive Retirement Portfolio	238,515	240,505	-1,990
Total	<u>\$ 86,776,696</u>	<u>\$ 81,823,488</u>	<u>\$ 4,953,208</u>
<u>Cash and Checking Accounts - Unrestricted</u>	<u>\$ 43,772</u>	<u>\$ 38,449</u>	<u>\$ 5,323</u>
<u>Property and Equipment - Unrestricted</u>			
Property and Equipment (At Cost)	\$ 537,728	\$ 536,978	\$ 750
Less Allowance for Depreciation	-279,678	-268,153	-11,525
Total	<u>\$ 258,050</u>	<u>\$ 268,825</u>	<u>\$ -10,775</u>
<u>Other Assets - Unrestricted</u>	<u>\$ 32,012</u>	<u>\$ 8,000</u>	<u>\$ 24,012</u>
<u>Total Assets - Unrestricted</u>	<u>\$ 87,110,530</u>	<u>\$ 82,138,762</u>	<u>\$ 4,971,768</u>
<u>Liabilities and Net Assets</u>			
<u>Liabilities</u>			
Accounts Payable	\$ 48,537	\$ 37,052	\$ 11,485
Payroll Taxes Payable			0
Federal Excise & U.B.I. Taxes - Current		41,100	-41,100
Federal Excise Tax - Deferred	132,553	53,451	79,102
Other Liabilities			
Total	<u>\$ 181,090</u>	<u>\$ 131,603</u>	<u>\$ 49,487</u>
<u>Net Assets - Unrestricted</u>	<u>\$ 86,929,440</u>	<u>\$ 82,007,159</u>	<u>\$ 4,922,281</u>
<u>Total Liabilities and Net Assets</u>	<u>\$ 87,110,530</u>	<u>\$ 82,138,762</u>	<u>\$ 4,971,768</u>

Subject to Accountant's Compilation Letter and Notes to the Financial Statements

HALL, DAVIDSON & ASSOCIATES, CERTIFIED PUBLIC ACCOUNTANTS

Murfreesboro, Tennessee

Compiled Condensed Comparative Statement of Activities

For the Fiscal Years Ended December 31, 2012 and 2011

	Year Ended Dec. 31, 2012	Year Ended Dec. 31, 2011	Increase (Decrease)
Revenues (Including Unrealized Securities Gains and Losses) - Unrestricted			
Vanguard Prime Money Market Fund	\$ 1,288	\$ 2,192	\$ -904
Vanguard TIPS	0	488,880	-488,880
Colchester International Bond Fund	370,321		370,321
Pimco Total Bond Fund	475,674	233,083	242,591
Silchester International	1,039,587	-305,045	1,344,632
Common Fund Distressed Debt	200,121	-110,447	310,568
GMO Global Equity Fund	2,264,412	-367,583	2,631,995
TIFF Absolute Return Pool II	628,132	-253,481	881,613
TIFF Secondary Partners I	-18,923	-153,969	135,046
TIFF Secondary Partners II	-17,547	-56,164	38,617
GMO Forestry Fund 6	-1,689	2,768	-4,457
GMO Forestry Fund 7	2,202	115,321	-113,119
GMO Forestry Fund 8	51,402	159,212	-107,810
Private Advisors Small Company Buy-Out	136,533	121,700	14,833
MIT Private Equity II	55,695	87,550	-31,855
MIT Private Equity III	162,545	150,428	12,117
MIT Private Equity IV	42,293	-1,221	43,514
Mangham Resources	184,152	363,279	-179,127
MA Equity Opportunities Fund	2,158,851	-1,245,119	3,403,970
MA Real Assets	72,565	-45,476	118,041
MREP Distressed Fund	425,623	215,897	209,726
Forester Offshore	148,220	437,546	-289,326
Forester Diversified	302,380	-89,625	392,005
Aberdeen Emerging Markets (Peak Partners 2011)	166,905	-621,206	788,111
P-2 Capital Fund Ltd.	819,762	-220,248	1,040,010
Executive Retirement Portfolio	17,678	756	16,922
Other Income	5,930	1,355	4,575
Total	\$ 9,694,112	\$ -1,089,617	\$ 10,783,729
Investment Expenses	\$ 154,356	\$ 146,136	\$ 8,220
Net Revenue from Investments	\$ 9,539,756	\$ -1,235,753	\$ 10,775,509
Grants Disbursed (Returned)	\$ 3,981,915	\$ 3,890,988	\$ 90,927
Net Revenue After Grants	\$ 5,557,841	\$ -5,126,741	\$ 10,684,582
Management and General Expenses			
Salaries and Wages	\$ 135,027	\$ 135,027	\$ 0
Payroll Taxes	12,929	13,129	-200
Employee Benefits	1,773	1,343	430
Telephone	4,446	4,864	-418
Directors' Group Health Insurance	107,107	120,160	-13,053
Other Insurance	9,199	6,940	2,259
Attorney Fees	1,098	4,909	-3,811
Accounting & Auditing Fees	21,000	20,750	250
Catering	5,411	5,452	-41
Conventions and Meetings	10,749	8,440	2,309
Depreciation	11,525	11,875	-350
Directors' Compensation	16,200	15,500	700
Directors' Medical Expense Reimbursements	37,955	35,523	2,432
Dues	8,180	8,175	5
Other Expenses	117,871	119,059	-1,188
Total Expenses	\$ 500,470	\$ 511,146	\$ -10,676
Change in Net Assets Before Taxes	\$ 5,057,371	\$ -5,637,887	\$ 10,695,258
Provision for Federal Excise & U.B.I. Taxes	\$ 135,090	\$ 25,779	\$ 109,311
Change in Net Assets - Unrestricted	\$ 4,922,281	\$ -5,663,666	\$ 10,585,947
Net Assets as of Beginning of Year	82,007,159	87,670,825	-5,663,666
Net Assets as of End of Year	\$ 86,929,440	\$ 82,007,159	\$ 4,922,281

Subject to Accountant's Compilation Letter and Notes to the Financial Statements

HALL, DAVIDSON & ASSOCIATES, CERTIFIED PUBLIC ACCOUNTANTS

REPRESENTATION LETTERS FROM FOUNDATION

ACCOUNTING

GRANTS

CHRISTY-HOUSTON FOUNDATION, INC.
1296 Dow Street
Murfreesboro, TN 37130

Hall, Davidson & Associates, CPA's
P. O. Box 1234
Murfreesboro, TN 37133

We are providing this letter in connection with your preparation of the compiled financial statements of Christy-Houston Foundation, Inc. as of December 31, 2012, and for the fiscal year then ended for the purpose of expressing limited assurance that there are no material modifications that should be made to the statements in order for them to be in conformity with generally accepted accounting principles. We confirm that we are responsible for the fair presentation in the financial statements of financial position, changes in net assets, and cash flow in conformity with generally accepted accounting principles.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in the light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

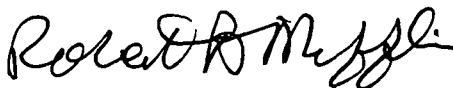
We confirm, to the best of our knowledge and belief, as of October 21, 2013, the following representations made to you during your compilation engagement.

- 1) The financial statements referred to above are fairly presented in conformity with generally accepted accounting principles.
- 2) We have made available to you all:
 - a) Financial records and related data.
 - b) Minutes of the meetings of trustees, board of directors, and committees of directors, or summaries of actions of recent meetings for which minutes have not yet been prepared.
- 3) There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
- 4) There are no material transactions that have not been properly reflected in the accounting records underlying the financial statements.
- 5) We acknowledge our responsibility to prevent and detect fraud.
- 6) We have no knowledge of any fraud or suspected fraud affecting the entity involving management or others.
- 7) We have no knowledge of any allegations of fraud or suspected fraud affecting the entity received in communications from employees, former employees, or others.
- 8) We have no plans or intentions that may materially affect the carrying value or classification of assets, liabilities, or net asset balances.
- 9) There are no:
 - a) Violations or possible violations of laws or regulations whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
 - b) Unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with Statement of Financial Accounting Standards No. 5.
 - c) Other material liabilities or gain or loss contingencies that are required to be accrued or disclosed.

- 10) The Organization has satisfactory title of all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged
- 11) There are no designations of net assets that were not properly authorized and approved or reclassifications of net assets that have not been properly reflected in the financial statements.
- 12) We have complied with all restrictions on resources (including donor restrictions) and all aspects of contractual and grant agreements that would have a material effect on the financial statements in the event of noncompliance. This includes complying with donor requirements to maintain a specific asset composition necessary to satisfy their restrictions.
- 13) The following have been properly recorded or disclosed in the financial statements:
 - a) Related party transactions including sales, purchases, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties
 - b) Guarantees, whether written or oral, under which the organization is contingently liable.
- 14) There are no significant estimates that may be subject to material change in the near-term that have not been properly disclosed in the financial statements. We understand that *near-term* means the period within one year of the date of the financial statements. In addition, we have no knowledge of concentrations existing at the date of the financial statements that make the Organization vulnerable to the risk of a near-term severe impact that have not been properly disclosed in the financial statements. We believe the estimates and the bases for allocation of indirect costs by function are reasonable in the circumstances.
- 15) To the best of our knowledge and belief, no events have occurred subsequent to the statement of financial position date and through the date of this letter that would require adjustment to or disclosure in the aforementioned financial statements
- 16) We have responded fully and truthfully to all inquiries made to us by you during your review.
- 17) In regards to the recording of transactions and journal entries in the general ledger and preparation of our monthly and annual financial statements and Federal Form 990-PF as performed by your firm for us, we have:
 - Made all management decisions and performed all management functions.
 - Designated an individual with suitable skill, knowledge, or experience to oversee the services.
 - Evaluated the adequacy and results of the services performed
 - Accepted responsibility for the results of the services
 - Established and maintained internal controls, including monitoring ongoing activities.
- 17) We have been advised that there will be no reportable income from the TIFF Absolute Return Pool, Forester Offshore, Forester Diversified, Peak Partners Offshore, and P-2 Capital Fund, and Aberdeen Emerging Markets (off-shore hedge funds) These represent approximately 16% of the Foundation's investment portfolio at year end. The only report from these entities is their management's unverified estimate of current market values. Any distributions from these funds are being treated as a return of capital invested pending receipt of more definitive information. A number of other investments are in the form of partnership interests, and our reports are based on such information as is obtainable from the Forms 1065 K-1 received from them.

Sincerely yours,

CHRISTY-HOUSTON FOUNDATION, INC.



Robert B Mifflin, President

Murfreesboro, Tennessee
October 21, 2013



Christy-Houston Foundation

1296 Dow Street
Murfreesboro, TN 37130

Phone 615-898-1140
Fax 615-895-9524

October 21, 2013

Hall, Davidson & Associates, CPA's
P. O. Box 1234
Murfreesboro, TN 37133

Mr. Hall,

We have furnished you with the accompanying list of all of the grants made by Christy-Houston Foundation, Inc., during its fiscal year ended December 31, 2012 totaling \$3,981,915.00.

This is to certify that all of these grants were approved by vote of the Foundation's Board of Directors in official meetings during the year 2012.

Sincerely,

THE CHRISTY-HOUSTON FOUNDATION

Robert B. Mifflin
President

Christy-Houston Grant Distributions for 2012

Interfaith Dental - \$355,000 – Help buy a new building
Robert Rose Avenue
M'boro, TN

Vanderbilt Children's Hospital - \$3,505 – Balance owed for new
floor/renovation from 2011 Grant
2525 West End Ave, Nashville, TN

Jr. Achievement of Middle TN - \$15,000 – For program for RC schools
2525 Hillsboro Road, Nashville, TN

Cumberland Heights - \$100,000 – Scholarships for RC citizens at the
M'boro Treatment Center location
8382 River Road, Nashville, TN

MTSU - \$252,637 – For lab equipment for the new Science Building
1301 East Main Street, M'boro, TN

A Soldier's Child - \$40,000 – to help buy presents for children of fallen
soldiers in Rutherford County
P.O.Box 333015, Murfreesboro, TN

Community Care of Rutherford County - \$136,000 – Balance of Grant
owed for renovations of facility
901 East County Farm Road, Murfreesboro, TN

Dr & Mrs. JF Adams Association - \$201,278 – To help renovate the
Woodbury Library in honor of Frank K. Houston
183 Houston Hills Drive, Woodbury, TN 37190

Alzheimer's Association - \$5,000 – To support Memory Walk for RC
1915 Glen Echo Road, Nashville, TN

Youth Inc. - \$18,030 – Camp Improvements
Suite 312 Plaza Professional Building, Madison, TN

United Way - \$20,000 – To help fund an Assessment Study of
Murfreesboro for Not-profits

Discovery Place - \$25,000 – Scholarships for RC men
1635 Spencer Mill Road, Burns TN

MTMC Foundation - \$20,000 – Power of Pink
M'boro, TN

Rutherford County - \$389,000- \$264,000 for 12 cardiac monitors and
\$125,000 to help build a new fire department
M'boro, TN

Community Helpers - \$200,000 – Prescription Drug Program for the
indigent of RC
1453 Hope Way, M'boro, TN

MTMC - \$400,000 – Mobile Health Unit

Lantern Lane Farm - \$10,000 – Scholarships for 40 RC children
6201 Corinth Road, Mt. Juliet, TN 37122

Special Kids - \$50,000 – To fund Scholarships for special needs children
for rehabilitation. Then \$6,000 for unsolicited year end gift.
Arnette Street, Murfreesboro, TN

Boys & Girls Club - \$84,000 – To purchase to 2 buses
820 Jones Blvd, Murfreesboro, TN 37130

Charity Circle - \$135,871 – To match funds raised for local charities
\$26,936 – Unsolicited Year End gift for charities
Charity Circle, Murfreesboro, TN

MTMC – \$500,000 - Payment toward \$10,000,000 commitment to new hospital

MTMC M'boro, TN

Community Helpers - \$44,000 – Emergency Fund

West Main Mission – \$24,000 - Unsolicited Gift – Feed & Cloth homeless

1400 W. College St, M'boro

Journey Home - \$23,000- Unsolicited Gift – Feed Homeless

308 W. Castle Street, M'boro

Child Advocacy Center of RC - \$14,000 – Unsolicited gift to help support their program

1040 Samsonite Blvd, M'boro

Motlow College - \$494,438 – To help build the new campus facility located in Smyrna

P. O. Box 8500, Lynchburg, TN 37352

Vanderbilt Children's Hospital - \$338,100 – for neonatal equipment heart unit

St. Jude Children's Hospital - \$6,120 – For specialized crib and blanket warmer

501 St. Jude Place, Memphis, TN 38105

Good Shepherd Children's Home - \$25,000 – Unsolicited Gift for the the immediate needs of the home.

203 Woodcraft Dr. M'boro

Salvation Army - \$20,000 – Unsolicited Gift for Angel Tree & Food boxes – 1137 W. Main Street, M'boro, TN

SCHEDULE OF INVESTMENT PORTFOLIOS
FOR FORM 990-PF

CHRISTY - HOUSTON FOUNDATION, INC.
Murfreesboro, Tennessee
Compiled Schedule of Investment Portfolios for 990-PF
As of December 31, 2012
(Detailed Schedules Follow)

<u>Assets</u>	2011		2012			
	12-31-11 <u>Securities</u> <u>Cost Basis</u>	12-31-12 <u>Cash or</u> <u>Money Mkt.</u>	12-31-12 <u>Securities</u> <u>Cost Basis</u>	<u>Securities</u> <u>Adj. to Market</u> <u>*Unrealized</u> <u>Gain (Loss)</u>	12-31-12 <u>Accrued</u> <u>Int./Div. Rec.</u>	12-31-12 <u>Securities</u> <u>Market</u> <u>Value</u>
<u>Investments - Unrestricted</u>						
Cavalry Banking, Custodian:						
Executive Retirement Portfolio	\$ 232,301	\$ 9,044	\$ 209,409	\$ 18,897	\$ 1,165	\$ 238,515
Total	\$ 232,301	\$ 9,044	\$ 209,409	\$ 18,897	\$ 1,165	\$ 238,515
Other Investments (See Income Summary for Details):						
Vanguard Treasury Money Market Fund	\$ 1,076,842	2,987,880	\$	\$	\$	\$ 2,987,880
Colchester	4,200,000		4,330,140	240,181		4,570,321
Pimco Total Bond Fund	4,427,091		4,749,006	318,876		5,067,882
Silchester International	6,832,787		7,383,097	172,211		7,555,308
Common Fund Distressed Debt	1,405,168		1,129,499	27,751		1,157,250
GMO Global Equity Fund	18,103,407		19,537,550	-1,414,061		18,123,489
TIFF Absolute Return Pool II	4,777,043		4,777,043	1,588,166		6,365,209
TIFF Secondary Partners I	1,989,739		1,786,791	-545,920		1,240,871
TIFF Secondary Partners II	1,326,901		1,441,618	1,034,296		2,475,914
GMO Forestry Fund 6-B LP	23,029		21,340			21,340
GMO Forestry Fund 7-B LP	274,942		277,144			277,144
GMO Forestry Fund 8-B LP	616,025		463,067			463,067
Private Advisor Distressed Opportunities	384,145		384,145			384,145
Private Advisor Small Company Buy-Out	579,046		536,754	130,454		667,208
MIT Private Equity II	544,829		433,901	153,028		586,929
MIT Private Equity III	1,808,341		1,880,285	443,527		2,323,812
MIT Private Equity IV	276,258		408,479	46,340		454,819
Mangham Resources	1,674,529		2,068,383	294,731		2,363,114
MREP Distressed Fund	2,520,996		2,416,356	-142,872		2,273,484
MA Equity Opportunities Fund	15,027,207		15,234,645	802,875		16,037,520
MA Real Assets	743,117		432,286	164,286		596,572
Forester Offshore	1,588,511					0
Forester Diversified	3,000,000		1,250,000	1,087,795		2,337,795
Peak Partners	1,717,527					0
P-2 Capital Fund	4,000,000		4,000,000	2,040,203		6,040,203
Aberdeen Emerging Markets			2,000,000	166,905		2,166,905
Total	\$ 78,917,480	\$ 2,987,880	\$ 76,941,529	\$ 6,608,772	\$ 0	\$ 86,538,181
 Total Investments	 \$ 79,149,781	 \$ 2,996,924	 \$ 77,150,938	 \$ 6,627,669	 \$ 1,165	 \$ 86,776,696

SUMMARY OF INVESTMENT INCOME
YEAR ENDED DECEMBER 31, 2012

Fiscal Year Ended December 31, 2012

Total Income Per Financial Statements	9,694,112
----------------------------------------------	------------------

Management Fee & Exp	Other Deductions	Other Income	MEMO Unrelated Business Income	MEMO Unrealized Gain (Loss) Current Year	Total Income Per Financial Statements	Acctg Method	Reported Market Value	Tax Basis Book Value	12-31-12 Unrealized Gain (Loss)	Capital Account				
										Beginning	Contrib	Current Yr Incr/Decr	Distrib	Ending
				11,847	17,678 *	GAAP	238,515	219,618	18,897	240,505		17,677	-19,867	238,515 *
					1,288 *	GAAP	2,987,880	2,987,880		1,076,842	9,373,122	1,288	-7,463,372	2,987,880
										4,200,000			-4,200,000	0
				153,761	475,674 *	GAAP	5,067,882	4,749,005	318,876	4,592,207		475,676		5,067,882 *
				830,289	2,264,412 *	GAAP	18,123,489	18,537,550	-1,414,061	15,859,076		2,264,413		18,123,489 *
Management Fee & Exp	Other Deductions	Other Income Deducts	MEMO Unrelated Business Income	MEMO Unrealized Gain (Loss) Current Year	Total Income Per Financial Statements		Reported Market Value	Tax Basis Book Value	12-31-12 Unrealized Gain (Loss)	Capital Account Per K-1				
										Beginning	Contrib	Current Yr Incr/Decr	Distrib	Ending
	-1,799		0		-1,689 *	Tax	21,340	21,340	0	23,029		-1,689		21,340 *
		-502	140		2,202 *	Tax	277,144	277,144	0	274,942		2,202		277,144 *
					51,402 *	Tax	463,067	463,067	0	616,024		51,402	-204,369	463,067 *
				240,181	370,321 *	GAAP	4,570,321	4,330,140	240,181	0	4,200,000	396,857	-26,536	4,570,321 *
				469,277	1,039,587 *	GAAP	7,555,308	7,383,097	172,211	6,515,721		1,108,731	-69,144	7,555,308 *
				0		GAAP	384,145	384,145	0	384,145				384,145 *
	-21,832	-82	5,963	-123,305	136,533 *	GAAP	667,208	536,754	130,454	832,805	7,500	136,589	-309,686	667,208 *
	65		0	-27,627	200,121 *	GAAP	1,157,250	1,128,499	27,751	1,460,746		200,121	-503,617	1,157,250 *
	-32,401		1,144	-555,655	-18,923 *	GAAP	1,240,671	1,786,791	-545,920	1,999,474		-18,923	-739,880	1,240,671 *
			-2,365	-256,473	-17,547 *	GAAP	2,475,914	1,441,618	1,034,296	2,617,670	50,000	182,453	-374,209	2,475,914 *
	-128	-10,665	106	-52,282	55,666 *	GAAP	586,929	433,901	153,028	750,139		55,706	-218,916	586,929 *
	-235		13,062	90,601	162,545 *	GAAP	2,323,812	1,880,285	443,527	2,161,267		162,545		2,323,812 *
	-17,543		-693	-11,328	42,293 *	GAAP	454,819	408,479	46,340	333,926	78,600	42,293		454,819 *
	-23,187	-86,066	68,445	-53,990	184,152 *	GAAP	2,363,114	2,068,383	294,731	2,023,250	561,000	184,152	-405,288	2,363,114 *
	-731		997	1,951,413	2,158,851 *	GAAP	16,037,520	15,234,645	802,875	13,678,669		2,158,851		16,037,520 *
			-5,866	17,222	425,623 *	GAAP	2,273,484	2,416,356	-142,872	2,360,902	240,000	425,623	-753,041	2,273,484 *
	-6		-26,776	144,651	72,565 *	GAAP	596,572	432,286	164,286	762,752		36,070	-201,250	596,572 *
				628,132	628,132 *	?	6,365,209	4,777,043	1,588,166	5,737,077		628,132		6,365,209 *
				-1,381,599	148,220 *	?	0		0	2,970,110		148,220	-3,118,330	0
				302,380	302,380 *	?	2,337,795	1,250,000	1,087,795	3,785,415		302,380	-1,750,000	2,337,795
				166,905	166,905 *	?	2,166,905	2,000,000	166,905	0	2,000,000	166,905		2,166,905 *
				819,762	819,762 *	?	6,040,203	4,000,000	2,040,203	5,220,441		819,762		6,040,203 *
				571,174					0					
					5,844				0					
					75				0					
					11				0					
					0				0					
					0				0					
0	-97,797	-97,317	54,137	3,955,116	9,694,112		86,776,696	80,149,026	6,627,669	80,677,134	16,510,222	9,946,435	-20,357,095	86,776,696



DAVID HALL
HALL DAVIDSON & HALL
P O BOX 1234
MURFREESBORO TN 37133

Pinnacle Bank As
Managing Agent For
Christy- Houston Fdn(Executive)

Account 63-0001-01-4

For Period 12/01/12 Through 12/31/12

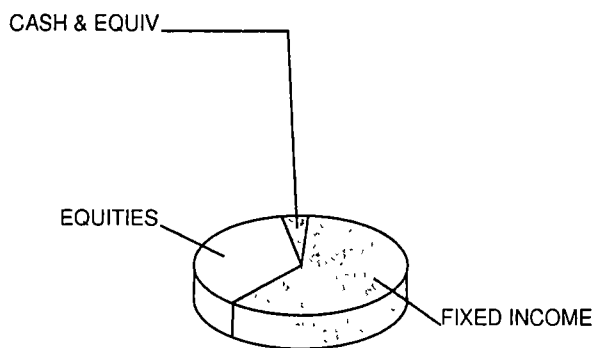
IMA C-H Executive

DAVID HALL
HALL DAVIDSON & HALL
P O BOX 1234
MURFREESBORO TN 37133

Trust Advisor: Charlotte Csabi
615.494.9545
Account Number: 63-0001-01-4

For Period 12/01/12 Through 12/31/12

Asset Allocation



Asset Valuation

Description	Market Value	% of Account
Equities	85,854.43	36.2%
Fixed Income	142,451.50	60.0%
Cash & Equiv	9,044.03	3.8%
Total Assets	\$ 237,349.96	100.0%
Accrued Income	1,165.39	
Total Valuation	\$ 238,515.35	

Transaction Summary

	Cash	Cost
Beginning Balances	0.00	215,764.90
Distribution Activity		
Benefits Paid	-1,500.00	
Expenses	-137.79	
Total Distribution Activity	-1,637.79	0.00
Income Activity		
Interest Income	659.37	
Dividend Income	941.80	
Total Income Activity	1,601.17	0.00
Purchase Activity		
Cash Equivalents	-4,230.12	4,230.12

IMA C-H Executive

Account Number: 63-0001-01

For Period 12/01/12 Through 12/31/12

Transaction Summary

	Cash	Cost
Total Purchase Activity	-4,230.12	4,230.12
Sale Activity		
Equity Securities	245.79	
Fixed Income Securities	2,478.74	
Cash Equivalents	1,542.21	-1,542.21
Total Sale Activity	4,266.74	-1,542.21
Ending Balances	0.00	218,452.81

Market Reconciliation

	Period \$ 239,282.46	YT \$ 240,505.00
Beginning Market Value		
Contributions		
Cash Transfers.....	0.00	0.00
Distributions		
Benefits Paid.....	-1,500.00	-18,000.00
Expenses.....	-137.79	-1,679.00
Income		
Interest Income.....	659.37	5,458.70
Dividend Income.....	941.80	1,819.70
Other Income.....	0.00	-93.00
Realized Gains/(Losses).....	2,724.53	-1,354.80
Accrued Income.....	-272.51	-53.80
Market Appreciation/(Depreciation).....	-3,182.51	11,912.80
Ending Market Value	\$ 238,515.35	\$ 238,515.35

Asset Position As of 12/31/12

Asset Description	Shares	Accruals	Cost	Market Value
Equity Securities				
Aston Montag & Caldwell Growth Fd Class I #234	1,255.303		25,116.13	30,064.50
Blackrock Latin America Fd Instl #406	61.143		4,000.00	3,760.00
Federated Strategic Value Dividend Fund Is #662	4,044.944		18,000.00	20,184.00
Goldman Sachs Satellite Strategies Portfolio - Is #2402	263.852	45.17	2,000.00	2,166.00

IMA C-H Executive

Account Number: 63-0001-01

For Period 12/01/12 Through 12/31/12

Asset Position As of 12/31/12

Asset Description	Shares	Accruals	Cost	Market Value
Ishares Tr S&P Smallcap 600 Growth Index	70.000		3,755.15	5,882.8
Matthews Asia Dividend Fund #809	440.205		6,000.00	6,418.1
Matthews Asia Growth Fund #807	353.982		6,000.00	6,378.7
Meridian Growth Fund #75	58.156		2,000.00	2,313.4
Target Small Capitalization Value Portfolio	405.506		7,000.00	8,685.5
Total Equity Securities		\$ 45.17	\$ 73,871.28	\$ 85,854.4
Fixed Income Securities				
Bank Amer Corp Sr Global Nt 5.125% Dtd 11/07/2002 Due 11/15/2014	10,000.000	65.48	10,376.10	10,664.5
BB&T Corp Sr Nt 3.95% Dtd 04/29/10 Due 4/29/2016	10,000.000	68.02	10,373.10	10,904.5
Clorox Co. 3.550% Due 11/01/15 Dtd 11/09/09	25,000.000	147.91	26,404.50	26,534.2
Federal Farm Credit Banks Cons Systemwide Bds 3.40% Dtd 06/04/2010 Due 06/04/2018	25,000.000	65.20	25,800.25	28,167.5
Federal Home Loan Bank 3.125% Dtd 12/30/2010 Due 12/08/2017	15,000.000	30.82	15,022.05	16,688.1
General Elec Cap Corp Medium Term Nt 4.875% Dtd 03/04/2005 Due 03/04/2015 Tranche #Tr 00685	10,000.000	158.43	9,768.60	10,829.2
Kraft Foods 4.125% Due 2/09/2016	25,000.000	406.77	26,202.50	27,237.7
Weatherford International 6.0% Due 3/15/2018	10,000.000	176.66	11,590.40	11,425.7
Total Fixed Income Securities		\$ 1,119.29	\$ 135,537.50	\$ 142,451.5
Cash & Equivalents				
Cash				
Pinnacle Cash Sweep	9,044.030	0.93	9,044.03	9,044.0

IMA C-H Executive

Account Number: 63-0001-01

For Period 12/01/12 Through 12/31/12

Asset Position As of 12/31/12

Asset Description	Shares	Accruals	Cost	Market Value
Total Cash & Equivalents		\$ 0.93	\$ 9,044.03	\$ 9,044.03
Total Market Value		\$ 1,165.39	\$ 218,452.81	\$ 237,349.99
Total Market Value Plus Accruals				\$ 238,515.38

Distribution Activity

Date	Description	Cash
	Benefits Paid	
12/03/12	James R. Arnhart Deposit to Checking Paid Monthly Distribution	-1,500.00
	Total Benefits Paid	\$ -1,500.00
	Expenses	
12/11/12	Monthly Fee to 11/30/12	-137.79
	Total Expenses	\$ -137.79
	Total Distributions	\$ -1,637.79

Income Activity

Date	Description	Cash
	Interest Income	
12/04/12	Federal Farm Credit Banks Cons Systemwide Bds 3.40% Dtd 06/04/2010 Due 06/04/2018 Int to 12/04/12 on 25,000	425.00
12/10/12	Federal Home Loan Bank 3 125% Dtd 12/30/2010 Due 12/08/2017 Int to 12/08/12 on 15,000	234.37
	Total Interest Income	\$ 659.37



Intermediary Services: 800-669-0498

Organization account

CHRISTY-HOUSTON FOUNDATION

Account overview**\$2,987,879.94**

Total value of all accounts as of December 31, 2012

Year-to-date income

Taxable income	\$1,287.78
Nontaxable income	0.00
Total	\$1,287.78

Balances and holdings for Vanguard funds

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date. Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method. We'll begin reporting cost basis to the IRS in 2013. For more information, visit vanguard.com/costbasis

Symbol	Name	Fund & account	Average price per share	Total cost	Balance on 12/31/2011	Balance on 12/31/2012
VMMXX	Prime Money Mkt Fund	0030-09959920928	-	-	\$1,076,841.89	\$2,987,879.94
					\$1,076,841.89	\$2,987,879.94

Account activity for Vanguard funds

Prime Money Mkt Fund 0030-09959920928

Purchases	Withdrawals	Dividends
\$9,260,519.27	-\$7,350,869.00	\$1,287.78
7-day SEC yield as of 12/31/2012*		
0.03%		

* Average annualized income dividend over the past 7 days. For updated information, visit vanguard.com.



Intermediary Services: 800-669-0498

Organization account
CHRISTY-HOUSTON FOUNDATION

Account activity for Vanguard funds, continued

Prime Money Mkt Fund 0030-09959920928, continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
	Beginning balance on 12/31/2011		\$1.00		1,076,841.890	\$1,076,841.89
01/04	Wire redemption	-\$355,015.00	1.00	-355,015.000	721,826.890	
01/05	Wire purchase	1,031,887.06	1.00	1,031,887.060	1,753,713.950	
01/13	Wire redemption	-38,000.00	1.00	-38,000.000	1,715,713.950	
01/13	Wire redemption	-37,454.00	1.00	-37,454.000	1,678,259.950	
01/19	Wire purchase	114,465.27	1.00	114,465.270	1,792,725.220	
01/19	Wire redemption	-198,000.00	1.00	-198,000.000	1,594,725.220	
01/19	Wire redemption	-39,300.00	1.00	-39,300.000	1,555,425.220	
01/25	Systematic withdrawal	-33,000.00	1.00	-33,000.000	1,522,425.220	
01/31	Income dividend	46.80	1.00	46.800	1,522,472.020	
02/15	Wire purchase	80,830.00	1.00	80,830.000	1,603,302.020	
02/15	Wire redemption	-18,520.00	1.00	-18,520.000	1,584,782.020	
02/16	Wire purchase	71,367.15	1.00	71,367.150	1,656,149.170	
02/24	Systematic withdrawal	-33,000.00	1.00	-33,000.000	1,623,149.170	
02/29	Income dividend	47.04	1.00	47.040	1,623,196.210	
03/16	Wire purchase	148,317.00	1.00	148,317.000	1,771,513.210	
03/23	Systematic withdrawal	-33,000.00	1.00	-33,000.000	1,738,513.210	
03/28	Wire redemption	-100,015.00	1.00	-100,015.000	1,638,498.210	
03/30	Income dividend	50.01	1.00	50.010	1,638,548.220	
04/03	Wire purchase	86,726.00	1.00	86,726.000	1,725,274.220	
04/04	Wire redemption	-50,000.00	1.00	-50,000.000	1,675,274.220	

December 31, 2012, year-to-date statement



Organization account
CHRISTY-HOUSTON FOUNDATION
Intermediary Services: 800-669-0498

Account activity for Vanguard funds, continued

Prime Money Mkt Fund 0030-09959920928, continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
04/05	Wire purchase	12,027 16	1 00	12,027 160	1,687,301 380	
04/13	Wire redemption	-50,515 00	1 00	-50,515 000	1,636,786 380	
04/16	Wire redemption	-252,652 00	1 00	-252,652 000	1,384,134 380	
04/23	Wire purchase	384,969 00	1 00	384,969 000	1,769,103 380	
04/25	Systematic withdrawal	-33,000 00	1 00	-33,000 000	1,736,103 380	
04/30	Income dividend	54 07	1 00	54 070	1,736,157 450	
05/01	Wire purchase	1,750,000 00	1 00	1,750,000 000	3,486,157 450	
05/03	Wire purchase	15,182 43	1 00	15,182 430	3,501,339 880	
05/11	Wire purchase	39,344 93	1 00	39,344 930	3,540,684 810	
05/15	Wire redemption	-176,015 00	1 00	-176,015 000	3,364,669 810	
05/15	Wire redemption	-5,000 00	1 00	-5,000 000	3,359,669 810	
05/25	Systematic withdrawal	-33,000 00	1 00	-33,000 000	3,326,669 810	
05/31	Income dividend	133 89	1 00	133 890	3,326,803 700	
06/14	Wire redemption	-20,500 00	1 00	-20,500 000	3,306,303 700	
06/19	Wire redemption	-45,000 00	1 00	-45,000 000	3,261,303 700	
06/19	Wire redemption	-201,218 00	1 00	-201,218 000	3,060,085 700	
06/22	Wire purchase	91,234 00	1 00	91,234 000	3,151,319 700	
06/22	Wire purchase	118,677 00	1 00	118,677 000	3,269,996 700	
06/25	Systematic withdrawal	-33,000 00	1 00	-33,000 000	3,236,996 700	
06/27	Wire purchase	185,634 61	1 00	185,634 610	3,422,631 310	
06/29	Wire purchase	18,131 13	1 00	18,131 130	3,440,762 440	



Organization account
CHRISTY-HOUSTON FOUNDATION
Intermediary Services: 800-669-0498

Account activity for Vanguard funds, continued

Prime Money Mkt Fund 0030-09959920928, continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
06/29	Income dividend	107.93	1.00	107,930	3,440,870.370	
07/12	Wire redemption	-39,300.00	1.00	-39,300,000	3,401,570.370	
07/12	Wire redemption	-43,045.00	1.00	-43,045,000	3,358,525.370	
07/12	Wire redemption	-25,000.00	1.00	-25,000,000	3,333,525.370	
07/23	Wire purchase	102,503.05	1.00	102,503,050	3,436,028.420	
07/25	Systematic withdrawal	-33,000.00	1.00	-33,000,000	3,403,028.420	
07/31	Wire purchase	2,806,497.00	1.00	2,806,497,000	6,209,525.420	
07/31	Income dividend	134.05	1.00	134,050	6,209,659.470	
08/01	Wire redemption	-165,000.00	1.00	-165,000,000	6,044,659.470	
08/21	Wire purchase	97,795.28	1.00	97,795,280	6,142,454.750	
08/21	Wire redemption	-45,015.00	1.00	-45,015,000	6,097,439.750	
08/24	Systematic withdrawal	-33,000.00	1.00	-33,000,000	6,064,439.750	
08/27	Wire redemption	-4,295.00	1.00	-4,295,000	6,060,144.750	
08/31	Wire purchase	48,688.00	1.00	48,688,000	6,108,832.750	
08/31	Income dividend	242.79	1.00	242,790	6,109,075.540	
09/07	Wire redemption	-1,000,000.00	1.00	-1,000,000,000	5,109,075.540	
09/12	Wire purchase	46,743.00	1.00	46,743,000	5,155,818.540	
09/14	Wire redemption	-12,500.00	1.00	-12,500,000	5,143,318.540	
09/20	Wire purchase	159,440.00	1.00	159,440,000	5,302,758.540	
09/21	Wire purchase	238,745.00	1.00	238,745,000	5,541,503.540	
09/25	Systematic withdrawal	-33,000.00	1.00	-33,000,000	5,508,503.540	



Intermediary Services: 800-669-0498

Organization account

CHRISTY-HOUSTON FOUNDATION

Account activity for Vanguard funds, continued

Prime Money Mkt Fund 0030-09959920928, continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
09/28	Income dividend	181.20	1.00	181.200	5,508,684.740	
10/02	Wire redemption	-1,000,000.00	1.00	-1,000,000.000	4,508,684.740	
10/15	Wire purchase	213,010.00	1.00	213,010.000	4,721,694.740	
10/16	Wire redemption	-38,000.00	1.00	-38,000.000	4,683,694.740	
10/16	Wire redemption	-589,015.00	1.00	-589,015.000	4,094,679.740	
10/25	Systematic withdrawal	-33,000.00	1.00	-33,000.000	4,061,679.740	
10/25	Wire redemption	-400,015.00	1.00	-400,015.000	3,661,664.740	
10/31	Income dividend	125.81	1.00	125.810	3,661,790.550	
11/09	Wire purchase	116,401.83	1.00	116,401.830	3,778,192.380	
11/13	Wire purchase	63,464.10	1.00	63,464.100	3,841,656.480	
11/13	Wire purchase	215,053.78	1.00	215,053.780	4,056,710.260	
11/16	Wire redemption	-41,000.00	1.00	-41,000.000	4,015,710.260	
11/23	Systematic withdrawal	-33,000.00	1.00	-33,000.000	3,982,710.260	
11/30	Income dividend	101.28	1.00	101.280	3,982,811.540	
12/07	Wire redemption	-65,000.00	1.00	-65,000.000	3,917,811.540	
12/07	Wire redemption	-99,000.00	1.00	-99,000.000	3,818,811.540	
12/07	Wire redemption	-1,801,480.00	1.00	-1,801,480.000	2,017,331.540	
12/17	Wire purchase	250,284.00	1.00	250,284.000	2,267,615.540	
12/19	Wire purchase	3,505.49	1.00	3,505.490	2,271,121.030	
12/21	Wire purchase	36,516.00	1.00	36,516.000	2,307,637.030	
12/24	Systematic withdrawal	-33,000.00	1.00	-33,000.000	2,274,637.030	

December 31, 2012, year-to-date statement



Intermediary Services: 800-669-0498

Organization account
CHRISTY-HOUSTON FOUNDATION

Account activity for Vanguard funds, continued

Prime Money Mkt Fund 0030-09959920928, continued

Date	Transaction	Amount	Share price	Shares transacted	Total shares owned	Value
12/26	Wire purchase	311,833 00	1 00	311,833 000	2,586,470 030	
12/28	Wire purchase	354,711 00	1 00	354,711 000	2,941,181 030	
12/31	Wire purchase	46,636 00	1 00	46,636 000	2,987,817 030	
12/31	Income dividend	62 91	1.00	62 910	2,987,879 940	
Ending balance on 12/31/2012				\$1.00	2,987,879.940	\$2,987,879.94

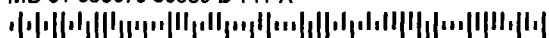
PIMCO TOTAL RETURN

Monthly Statement

Interested Party Copy

Page 1 of 1

MB 01 053679 39530 B 141 A



DAVID HALL CPA
HALL DAVIDSON & ASSOC
P O BOX 1234
MURFREESBORO TN 37133-1234

December 2012

Account Number 114427

Shareowner

CHRISTY-HOUSTON FOUNDATION INC
1296 DOW ST
MURFREESBORO TN 37130-2413

For More Information

To speak to a representative, call 1-800-927-4648
Monday-Friday 9:00am to 7:00pm ET.

For 24-Hour Automated Account Information,
call 1-800-987-4626

Visit our website: www.pimco.com/investments

Account Holdings Summary as of December 31, 2012

Fund Name	Shares Owned	Share Price	Market Value	Percentage of Holdings
PIMCO Total Return Inst	450,879.139	\$11.240	\$5,067,881.52	100.00%
Total			\$5,067,881.52	100.00%

Account Earnings Summary Year-to-Date

Fund Name	Long-Term Capital Gains	Dividends & Short-Term Capital Gains	Total Dividends & Capital Gains
PIMCO Total Return Inst	\$49,447.26	\$272,466.46	\$321,913.72
Total	\$49,447.26	\$272,466.46	\$321,913.72

Monthly Statement

December 2012

Page 2 of 4

Transaction Summary Year-to-Date

PIMCO Investments LLC acted as agent for you and the PIMCO Funds in any purchase transaction(s).

Fund Name	Ticker Symbol	Fund Number
PIMCO Total Return Inst	PTTRX	35

Fund Earnings Summary

As of December 31, 2012

	Current Period	Year-to-date
Capital Gains	\$116,814.28	\$116,814.28
Dividends	\$62,089.97	\$205,099.44
Total Value	\$178,904.25	\$321,913.72

Transactions

Confirm Date	Trade Date	Transaction Description	Number of Shares	Share Price	Amount
		Beginning Value as of 01/01/12	422,466.169	\$10.870	\$4,592,207.26
01/31/12	01/31/12	Income Reinv	1,140.754	\$11.120	\$12,685.18
02/29/12	02/29/12	Income Reinv	1,068.081	\$11.120	\$11,877.06
03/30/12	03/30/12	Income Reinv	1,323.958	\$11.090	\$14,682.69
04/30/12	04/30/12	Income Reinv	1,214.758	\$11.220	\$13,629.58
05/31/12	05/31/12	Income Reinv	1,344.639	\$11.280	\$15,167.53
06/29/12	06/29/12	Income Reinv	1,201.254	\$11.300	\$13,574.17
07/31/12	07/31/12	Income Reinv	961.780	\$11.470	\$11,031.62
08/31/12	08/31/12	Income Reinv	1,036.055	\$11.500	\$11,914.63
09/28/12	09/28/12	Income Reinv	833.858	\$11.580	\$9,656.07
10/31/12	10/31/12	Income Reinv	1,224.833	\$11.590	\$14,195.82
11/30/12	11/30/12	Income Reinv	1,256.034	\$11.620	\$14,595.12
12/12/12	12/12/12	Cap Gain Reinv 0 11365	4,352.636	\$11.360	\$49,445.95
12/12/12	12/12/12	ST Cap Gain Reinv 0 15484	5,930.157	\$11.360	\$67,366.58
12/14/12	12/12/12	Increase Cap Gain Payment	0.115	\$11.360	\$1.31
12/14/12	12/12/12	Increase ST Cap Gain	0.039	\$11.360	\$0.44
12/27/12	12/27/12	Income Reinv	4,528.041	\$11.240	\$50,895.18
12/31/12	12/31/12	Income Reinv	995.978	\$11.240	\$11,194.79
		Ending Value as of 12/31/12	450,879.139	\$11.240	\$5,067,881.52

The Christy-Houston Foundation, Inc.

Change in Market Value, Account Detail in USD

YTD Ending December 31, 2012

Fund	% Of Fund	Market Value 12/31/2011	Cash Flows	Gains/Losses	Current Shares	Price	Market Value 12/31/2012
Global Equity Allocation Fund-III '1	0.83	15,859,076	0	2,330,236	2,194,126.968	8.29	18,189,313
Total		15,859,076	0	2,330,236			18,189,313

If you are an investor in a GMO fund who receives statements directly from the relevant fund's transfer agent or administrator, we urge you to compare those statements with your GMO statements

Note:

The above transaction information, as it pertains to mutual fund distributions, should not be used for tax reporting purposes. The finalized tax character of the distributions will be reported to applicable shareholders on Form 1099-DIV, which is expected to be mailed in early 2013. In addition, the final mutual fund distribution rates paid in 2012 for tax reporting purposes will be available on GMO's website in early 2013

Transaction Details

Date	Transaction	Gross Amount	Net Amount	Fees Paid	Price	Shares This Transaction	Total Shares
Global Equity Allocation Fund-III in USD							
07/09/2012	Long Term Cap Gain-Reinvest	145,257.02	145,257.02	0.00	8.15	17,822.947	2,038,087.442
12/27/2012	Dividend-Reinvested	523,992.28	523,992.28	0.00	8.26	63,437.322	2,101,524.764
12/27/2012	Short Term Cap Gain-Reinvest	65,830.22	65,830.22	0.00	8.26	7,969.760	2,109,494.524
12/27/2012	Long Term Cap Gain-Reinvest	699,063.99	699,063.99	0.00	8.26	84,632.444	2,194,126.968

State of Tennessee

012747



Certificate

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of

THE CHRISTY-HOUSTON FOUNDATION, INC.

was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

Wherefore, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on May 27th, 1986.



Henry Crowell

Secretary of State

David C. Cook

CHARTER

OF

THE CHRISTY-HOUSTON FOUNDATION, INC.

Pursuant to the provisions of Section 48-1-201 of the Tennessee General Corporation Act, the undersigned persons hereby adopt the following Charter:

1. The name of the corporation is The Christy-Houston Foundation, Inc.
2. The duration of the corporation is perpetual.
3. The address of the principal office of the corporation in the State of Tennessee shall be:

c/o Matt B. Murfree, III
16 Public Square North
Murfreesboro, Tennessee 37130

4. The corporation is not for profit.
5. The purposes for which the corporation is organized are:
 - (a) To devote the energies and resources of the corporation to the enhancement of health care and the enhancement of the quality of life of the citizens and residents of Rutherford County, Tennessee domiciled in said County through rendering financial support to educational, scientific, medical and charitable activities which will accomplish such enhancement, and to provide needed health care assistance to such citizens and residents not otherwise able to obtain the same.
 - (b) To establish the policies, plans and procedures for the implementation of such objectives.
 - (c) To conduct such other related activities as the Board of Directors may from time to time elect. Such activities shall, however, be limited exclusively to such activities, objectives and purposes as conformed to the meaning and scope

SECRET
1986 MAY 27 AM 9 35

180

of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code").

6. The corporation is to have no members.
7. The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, (2) as a corporation to which contributions are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or (3) as a corporation which is not classified as a private foundation pursuant to Section 509(a)(3) of the Code.
8. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers, or other private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 5 herein.
9. The corporation shall not engage in any activities which consist of attempts to influence legislation by propaganda or otherwise; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable Federal, state or local laws.
10. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, distribute all assets of the corporation

SECRET
1986 MAY 27

to, or for the benefit of such organizations which are described in Section 501(c)(3) of the Code and to which contributions are deductible under Sections 170(c)(2), 2055(a) and 2522(a) thereof, as the Board of Directors selects.

11. The Board of Directors may take, on written consent without a meeting, any action which it is required or permitted to take by this restated charter, by-laws or statutes, provided that such written consent sets forth the action so taken and is signed by all of the Directors.

Dated: May 21, 1986

E. J. Oller
James R. A. Hunt
Granville B. Smith
David E. Miller
J. H. Holmes Jr.
Ed. Adams
Clark M. Apple
Clyde Fite
James H. B. Smith
James N. Haynes
Myron B. L. Adams
Matt B. Munger III
Robert L. McCord
McKenzie Handley
Carlisle Jennings

RECORDING FEE 5.00
STATE TAX —
REGISTER'S FEE —
TOTAL PAID 5.00
RECEIPT NO. 2901

I, Homer Jones, Register of Lenoir County, do certify that the foregoing instrument is registered in said office in book AXE page 178 that it was received June 23 1986 at 11:45 o'clock AM and entered in notebook 32 page 216.
Homer Jones, Reg. Don D. Hargis Deputy

State of Tennessee

018594



BOOK 6947 PAGE 574

Department of State

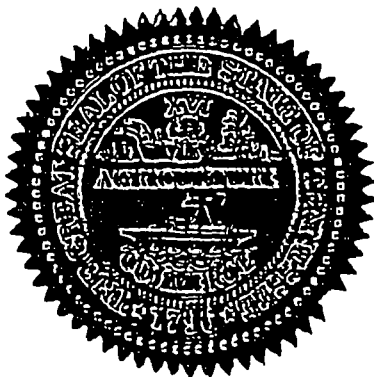
Certificate

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of

THE CHRISTY-HOUSTON FOUNDATION, INC.

was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

Wherefore, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on July 31st, 1986.



Henry Crowell
Secretary of State
by Carolyn Person

IDENTIFY REFERENCE
APR 12 4 14 PM '86
FELIX L. WILSON, JR. REGISTER
DAVIDSON COUNTY, TN

30916

1986 JUL 31 PM 4: 09

JDACW49 07/25/86

ARTICLES OF AMENDMENT TO THE CHARTER

OF

BOOK 6947 PAGE 575

THE CHRISTY-HOUSTON FOUNDATION, INC.

Pursuant to the provisions of Section 48-1-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Charter:

1. The name of the corporation is The Christy-Houston Foundation, Inc.

2. The amendment adopted is amending and superseding Article 7 of the Charter filed on May 27, 1986 so that it provides as follows:

"7. The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (i) as a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Code or (ii) as a corporation to which contributions are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code."

3. The amendment was duly adopted at a meeting of the corporation's directors on June 18, 1986.

4. This amendment shall be effective when filed by the Secretary of State.

Dated this 25th day of July, 1986.

THE CHRISTY-HOUSTON FOUNDATION, INC.

RECORDING FEE 5.00
STATE TAX _____
REGISTER'S FEE _____
TOTAL PAID 5.00
RECEIPT NO. 8585

By: James Anderson

I, Homer Jones, Register of Rutherford County, do certify that the foregoing instrument is registered in said office in book A-492 page 88 that it was received Aug 19 86 at 4:40 o'clock PM and entered in notebook 33 page 53
Homer Jones, Reg. Spencer Neatruck Deputy

1497 0597
1457 0478

ARTICLES OF AMENDMENT TO THE CHARTER
OF

FILED
RECEIVED
STATE OF TENNESSEE

1989 OCT 18 PM 12:23

CHRISTY-HOUSTON FOUNDATION, INC. (THE)
GENTRY SNOWELL
SECRETARY OF STATE

Pursuant to the provisions of Section 48-60-105 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is Christy-Houston Foundation, Inc. (The)

2. The text of each amendment adopted is:

Office of corporation address change from 16 Public Square North, Murfreesboro, Tennessee 37130 to 122 North Spring Street, Murfreesboro, Tennessee 37130.

State or Country of Incorporation is Tennessee, U.S.A.

3. The corporation is a nonprofit corporation.

4. The manner (if not set forth in the amendment) for implementation of any exchange, reclassification, or cancellation of memberships is as follows:

Not applicable.

5. The amendment was duly adopted on 9/18/89 by XXXXXXXXXX (the incorporators) (the board of directors ~~without members' approval, as such is not required~~) XXXXXXXXXX (the members).

NOTE: Please strike the choices which do not apply to this amendment.]

6. Additional approval for the amendment (as permitted by Section 48-60-301 of the Tennessee Nonprofit Corporation Act) was not required.

~~Additional approval for the amendment was required by the charter and was obtained.~~

NOTE: Please strike the statement which does not apply to this amendment.]

7. If the amendment is not to be effective when these articles are filed by the Secretary of State, the date/time it will be effective is

September 18, 19 89 (date) 12:00 p.m. (time)

NOTE: The delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

September 18, 1989

Christy-Houston Foundation Inc. (THE)

CORPORATE BYLAWS
OF
THE BOARD OF DIRECTORS
OF
THE CHRISTY-HOUSTON FOUNDATION

The mission of the Christy-Houston Foundation is to enhance the quality of life in Rutherford County, Tennessee, with emphasis on health care, through distribution of its grant resources to programs and projects that will accomplish such enhancement.

In furtherance of its mission, the Foundation's Board of Directors adopts these Bylaws with the commitment that they shall express and provide guidance in its process of governance.

ARTICLE I

NAME

The organization shall be known and designated as THE CHRISTY-HOUSTON FOUNDATION, INCORPORATED, hereinafter referred to as the "Corporation."

ARTICLE II

LOCATION

The principal office of the Corporation shall be located in Murfreesboro, Tennessee.

ARTICLE III

PURPOSE

The purposes for which the Corporation exists shall be as follows:

1. To devote the energies and resources of the Corporation to the enhancement of the quality of life, with emphasis on health care, through the rendering of financial support to educational, scientific, medical, and charitable activities, including grant support of physical facilities, either existing or to be constructed, that will accomplish such enhancement. Eligible grant applications pursuant to these purposes, submitted by resident charitable organizations in Rutherford County, Tennessee, will be accorded priority status.
2. To establish policies, plans, and procedures for the implementation of such purposes.
3. To conduct such other related activities as the Board of Directors may decide from time to time. Such activities, however, shall be limited to those that conform to the meaning and scope of Section 501 (c) (3) of the Internal Revenue Code, as amended.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. DESIGNATION OF DIRECTORS

The members of the Board of Directors of Middle Tennessee Medical Center, Incorporated, who are serving as such on the 16th day of June, 1986, shall constitute, become, and be, the Founding Board of Directors of the Corporation.

SECTION 2. TENURE OF DIRECTORS

The tenure of each Director shall be for life, unless sooner terminated by resignation, removal or change of status to that of Director Emeritus. Any vacancy on the Board of Directors may be filled by the remaining Directors at any regular meeting, or at any special meeting, called for such purpose. To be eligible for election to the Board hereafter, a candidate must have been a longtime resident of Rutherford County, Tennessee, and must continue to so reside, must be of good moral character and physically and mentally able of carrying out the duties of the office. No member of the immediate family of member or former member of the Board shall be eligible for election to the Board hereafter until at least two years after the related Director went off or goes off said Board. The term "immediate family" shall include spouse, siblings, parents, children, children-in-laws, parents-in-laws, brothers-in-law and sisters-in-law.

SECTION 3. RESIGNATION OF DIRECTORS

Any Director may vacate his position as such by submitting a written letter of resignation to the Secretary of the Corporation.

SECTION 4. REMOVAL OF DIRECTORS

Any Director may be removed from office for cause by a majority vote at any regular meeting, or special meeting called for that purpose. The following may constitute cause for such removal:

- (a) absence from three consecutive meetings without good reason.

- (b) change of residence to some place outside of Rutherford County, Tennessee.
- (c) mental or physical infirmity of such kind or character as to render it impractical, in the opinion of the Board, for a Director to continue to carry out his duties effectively.
- (d) such other reason as the Directors shall deem sufficient, including but not limited to, committing a breach of the confidentiality of Foundation meetings or affairs.

Opposition to the policies or actions of the majority of the Board of Directors shall not constitute cause for removal within the meaning of this Section.

SECTION 5. DIRECTOR EMERITUS STATUS

At such time as a Founding Director shall reach his 75th birthday, he shall be automatically retired from the Board of Directors to become Director Emeritus, thereby relinquishing the privileges and benefits of active membership, with the exception that the Foundation will continue to provide the premium expenses for supplemental health care insurance for the remainder of the retired Director's life. At the time of a Director's death, his surviving widow may elect to participate in the Foundation's health care insurance programs; however, such participation shall be at the widow's expense.

At such time as a replacement Director shall reach his 75th birthday, he shall be automatically retired from the Board of Directors to Director Emeritus status, thereby relinquishing any and all privileges and benefits of active membership.

SECTION 6. NUMBER OF DIRECTORS

The Board of Directors shall at all times consist of a minimum of nine (9) Directors and a maximum of seventeen (17) Directors. If for any cause the number of Directors shall be less than nine a special meeting of the Board of Directors shall be called by the President for the purpose of the immediate election of a Director to fill the vacancy.

ARTICLE V

MEETINGS

SECTION 1. ANNUAL MEETINGS

The annual meeting of the Board of Directors shall be held on the third Wednesday in January of each year, beginning with the year, 2002, at 11:00 am, unless otherwise specified, for the purpose of the election of Officers and for the transaction of other business of the Corporation.

SECTION 2. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held on the third Wednesday in each month of the year, commencing at 11:00 am, unless otherwise specified. Any business of the Corporation may be transacted at such meetings.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President upon five days oral or written notice. In the event that as many as five Directors shall deem a special meeting to be necessary, such Directors shall have the right to call a special meeting by giving the same notice herein specified; provided however, that they first request the President to do so and he refuses.

The agenda at a special meeting shall be limited to the purpose for which the meeting is called; provided however, that other business may be transacted by appropriate resolution entered in the Minutes.

Notice of any special meeting, as required in this **SECTION 3**, may be waived by a majority vote taken at such meeting and entered in the Minutes.

SECTION 4. PLACE OF MEETING

The Board of Directors may designate any place, either within or without

Rutherford County, as the place for any meeting of the Board of Directors set forth in these Bylaws. If the full Board of Directors should meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any business of the Corporation may be transacted.

SECTION 5. NOTICE OF MEETING

Unless otherwise specified in these Bylaws, oral or written notice stating the place, date, and hour of any meeting of the Board of Directors shall be delivered to each Director not less than seven, nor more than thirty, days before the date of such meeting. Notice of meetings shall be given by, or at, the direction of the President, or those five Directors calling a special meeting as provided in **SECTION 3** of this **ARTICLE V**.

SECTION 6. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting authorized in these Bylaws.

SECTION 7. PROXY

At any duly authorized meeting, a Director may vote by proxy only if executed and submitted in writing, and entered in the Minutes. No proxy shall be valid after the meeting at which it is first executed. Proxies are prohibited in an election for a director.

SECTION 8. COMPENSATION

Directors shall not receive any stated salary for their services as such; however, by appropriate resolution of the Board of Directors, a fee may be fixed and paid for attendance at any meeting authorized in these Bylaws, and an allowance for expenses incurred incidental to such attendance may be fixed and paid. The Founding Directors may also be provided medical and health insurance for themselves and their spouses, and any such benefits that have been provided shall be and become vested rights in such Founding Directors and their spouses. No replacement Director shall be eligible for any such benefits.

ARTICLE VI

OFFICERS

SECTION 1. DESIGNATION AND TERM OF OFFICE

The Officers of the Corporation shall be a President, a Vice President, and a Secretary-Treasurer and each such Officer shall be elected at the annual meeting of the Board of Directors to serve for a period of one year or until his successor shall have been elected; provided however, that no Officer shall succeed himself in the same office for more than two consecutive terms.

SECTION 2. VACANCIES

A vacancy in any elected office, occurring for any reason, may be filled by the Board of Directors at any regular meeting or special meeting called for that purpose. Such election shall be for the unexpired term.

SECTION 3. PRESIDENT

During his tenure in Office, the President of the Corporation shall serve concurrently as Chairman of the Board of Directors and unless incapacitated shall preside at all meetings thereof. The President of the Corporation shall have all power and authority to discharge the duties and responsibilities usually vested in the President of a Corporation under the laws of the State of Tennessee and shall be a member ex-officio of all appointed Committees; however, he shall be entitled to vote in the affairs of such Committees only in the event of a tie vote among the appointed members.

SECTION 4. VICE PRESIDENT

The Vice President shall assume the authority and duties of the President in the latter's absence.

SECTION 5. SECRETARY-TREASURER

The Secretary-Treasurer shall cause the Minutes of all meetings of the Board of

Directors to be recorded in a book provided for that purpose. For and on behalf of the Corporation, he shall execute all contracts, agreements, and other legal instruments which the Corporation may authorize and direct that he execute, and shall generally perform all such duties as are incidental to the Office of Secretary-Treasurer of a Corporation under the laws of the State of Tennessee.

The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31st. At the close of the fiscal year, the Secretary-Treasurer shall cause to be submitted to the Board of Directors a full and detailed report of the receipts and disbursements for the year ended. At each regular meeting, the Secretary-Treasurer shall cause such accounting to be submitted for the previous month. The books of the Corporation shall be made available for review at any reasonable time by any Director of the Corporation.

The accounts and records of the Corporation shall be audited annually by a firm of independent Certified Public Accountants approved by the Board of Directors.

ARTICLE VII

POWERS AND DUTIES

SECTION 1. GENERAL MANAGEMENT

The Board of Directors shall be vested with the powers and duties of general management of the Corporation and shall have absolute control of its affairs which, more specifically, shall include:

- (a) the selection and employment of an Executive Director who shall have the authority to manage and supervise the day to day operational affairs of the Corporation and who shall perform such other duties as may be directed from time to time by the Board of Directors. The Executive Director shall not be eligible for election to membership on the Board of Directors but shall attend all meetings of the same unless instructed otherwise.
- (b) charge, control, and management of the funds of the Corporation as further set forth in this

ARTICLE VII.

- (c) power and authority to do and perform all other acts and functions necessary to fulfillment of the purposes of the Corporation.

No part of the income or assets of the Corporation shall inure to the benefit of, or be distributed to, members of the Board of Directors, Officers, or other private persons, except as provided elsewhere in these Bylaws, and with the further exception that the Corporation shall be empowered to make reasonable compensation for services rendered by members of the Board of Directors, or others, including payment of salary and benefits to the Executive Director of the Corporation. The Corporation shall also have power, this **SECTION 1** notwithstanding, to make grants, and distributions from income in furtherance of the Corporate purposes as defined in **ARTICLE III**, hereof.

SECTION 2. DELEGATION OF POWERS

The Board of Directors shall be authorized to delegate powers to the Officers of the Corporation; however, no assignment, referral, or delegation of authority shall vacate the ultimate authority of the Board of Directors, which shall retain the right to rescind any such assignment, referral, or delegation, at any time.

The President of the Corporation shall be empowered to appoint Temporary Committees for the accomplishment of a specific charge, and Directors so appointed shall serve until the charge is either accomplished or the Committee is terminated. Such termination may be accomplished by majority vote of the Board of Directors; however, the President may at any time dissolve a Temporary Committee.

SECTION 3. INVESTMENT OF FUNDS

Within the provisions of the Internal Revenue Code, the Board of Directors shall have unlimited authority to do all things necessary to the prudent conduct of a securities investment program. Such authority shall extend to the execution of a contract, or agreement, with an Investment Consulting firm, various Investment Managers, and a Custodian Bank. The

total funds of the Corporation shall be invested, and such investment shall include funds received from any source whatsoever without regard to whether they be of the kind and character authorized by Statute for investment by Fiduciaries. In the interest of perpetual preservation of the principal investment, the required distributable amount of assets in any tax year shall not be voluntarily exceeded, with the single exception that the Board of Directors may elect to exclude compensation paid to Directors from computation of the required distribution. Other than as required by the Internal Revenue Code, the Board of Directors shall have no obligation to render any accounting to any public body, judicial authority, or citizen's groups.

SECTION 4. DISTRIBUTION OF GRANT FUNDS

On a regular quarterly basis, the Board of Directors shall receive and review all applications for grant funds submitted during the previous quarter and shall distribute such funds upon a majority vote of Directors either present or voting by proxy duly given. At the annual meeting, the Executive Director shall submit a report detailing the status and progress of projects funded during the previous tax year.

SECTION 5. DISBURSEMENT OF FUNDS

Checks in the amount of one thousand dollars, or less, drawn on any fund of the Corporation shall bear the signature of the Executive Director of the Corporation, or in his incapacity, the signature of the Secretary- Treasurer of the Corporation. Checks in excess of one thousand dollars, drawn on any fund of the Corporation, shall bear the signatures of the Executive Director and the Secretary-Treasurer or the signatures of the Executive Director and President of the Board of Directors. If the Executive Director be incapacitated, such checks shall bear the signatures of the Secretary-Treasurer and the President of the Board of Directors.

No distribution from the Corporation's investment funds shall be made without the majority vote of the Board of Directors.

SECTION 6. LIABILITY

No member of the Board of Directors shall contract or incur any debt in behalf of the Corporation, or in any way render it liable, unless authorized to do so by the Board of Directors, or unless authorized in these Bylaws. No member of the Board of Directors shall be authorized to pledge the moral or financial support of the Corporation, or its credit, to any external enterprise, charitable or otherwise, without the approval of the Board of Directors.

The Corporation shall indemnify and hold harmless members of the Board of Directors from any and all liability, claims, actions, choices in action, or loss arising out of, or in connection with, the performance of their duties. Such obligation to indemnify and hold harmless shall extend to the payment of all costs and expenses of litigation to which members of the Board of Directors may become parties by reason of their membership on the Board of Directors. The Corporation shall, at the corporate expense, obtain and keep in force any Officers and Directors liability insurance as may be directed by the Board of Directors.

SECTION 7. FIDELITY BOND

The Officers of the Corporation, as well as other persons who may be delegated or authorized by the Board of Directors to receive and disburse funds of the Corporation, shall give bond in such sum, with such surety, and in such forms as shall be directed by the Board of Directors for the faithful performance of their respective duties. The Corporation shall defray the cost of any such fidelity bond.

ARTICLE VIII

AMENDMENTS

The Board of Directors shall have the power to make, alter, amend, add to, or rescind the Bylaws of the Corporation; provided however, that there is two readings at thirty (30) days apart with a two-thirds majority with all directors (100%) present and voting. No Bylaw shall be adopted that undertakes to extend the purposes or privileges of the Corporation beyond those granted to it by law or by the provisions of its Charter of Incorporation.

Adopted, as amended, this 17th day of March, 2004.

Larry N. Haynes
President & Chairman of the Board



GRANT TERMS AND CONDITIONS



APPLICATION FOR A GRANT



Christy Houston Foundation

MISSION STATEMENT

The mission of the Christy-Houston Foundation is to enhance the quality of life in Rutherford County, Tennessee, with emphasis on health care, through distribution of its grant resources to programs and projects that will accomplish such enhancement. ❀

GRANT CRITERIA

In the grant support of programs that focus on the several aspects of health care, as well as those concerned with other endeavors, the Foundation's goal is to achieve a significant and measurable impact. It is not a simple task for the Foundation to select from among many worthy causes those that hold the highest promise of improving the human condition. Thus, certain criteria must be applied in the grant distribution process, principle among which is the applicant's promise of a broad public benefit that extends beyond a localized or restricted purpose. Inflation, fluctuating market conditions, and any other adverse effect on the Foundation's investment earnings, makes those selections even more critical.

Since grant distribution funds are limited, the Board of Directors is regularly reminded that there are never sufficient resources with which to make a favorable response to all applications. Selections are generally made by applying answers to the questions listed below, information provided by the application materials, site visit, and other research efforts.

- ❖ Is the applicant a 501 (c) (3) organization with public charity status?
- ❖ Is the applicant subject to any of the Foundation's grant exclusions?
- ❖ If the applicant is a charitable enterprise, making no charge for its services, who are its beneficiaries?

- ❖ If the applicant makes a charge for its services, how is the income there from distributed?
- ❖ Does the applicant have a track record of financial and managerial competence?

In what way does the applicant's services respond to basic human need?

- ❖ In addition to this application, has applicant sought other sources of funding? What percent of total need is the Christy Houston requested to fund?

- ❖ Will the grant, if awarded, jeopardize the applicant's tax-exempt status?

- ❖ Is this a repeat application, and if so, does it address "basic" human need?

BUILDING CONSTRUCTION OR RENOVATION

Eligible applications for grant funds with which to finance a building program must include the following information where applicable:

- ❖ Verification that the land of which the building is to be constructed is available and committed for immediate purchase and the purchase price.
- ❖ A copy of the Architect or Engineer's plans for construction of the project.
- ❖ A copy of the Construction Contract which includes the cost of the completed project, the expected beginning date of construction, and the estimated number of days to completion of the project.
- ❖ The Architect or Engineer's approved schedule of payments to the Contractor which shall determine distribution of the grant funds during the construction period.
- ❖ The Foundation may request a one-page line item budget showing anticipated income and expenditures for operation of the organization's first two fiscal years following completion of the project for which the grant is awarded.

EXCLUSIONS

The Foundation does not ordinarily make grants to the following:

- ❖ Organizations fully supported by tax funds.
- ❖ Political entities or activities.
- ❖ Religious, athletic, or veteran's groups, except for specific programs of broad public interest and benefit.
- ❖ Private foundations.
- ❖ Historical societies or historical preservation.
- ❖ Endowments.
- ❖ Organizations concerned with specific diseases or medical specialties.

Notwithstanding these excluded areas, the Foundation will carefully review any proposal that brings expression to the Foundation's mission objectives.

The Foundation does not award grants for operating expenses, such as salaries, stipends, honoraria, or expendable supplies. The Board of Directors rejects dependency on the Foundation for future survival. Only those repeat applications that address basic human need will be considered for a subsequent grant; however, a period of, at least, one year must expire before a subsequent application will be reviewed.

Applicants are advised that no advantage is to be gained by addressing grant requests to or soliciting the support of individual Foundation Board members, and such activity is discouraged by Board sentiment. A complete copy of application materials is placed before Board members, and each application is considered on its own merit. Interviews will be conducted only upon invitation by the Foundation and then only after a review of the written materials.

The application, this booklet, and supporting documents must be returned to the Foundation office. ❖

The Christy-Houston Foundation was chartered as a private foundation on May 27, 1986. The Foundation is named in honor of Mr. Simeon B. Christy, the Chairman of the founding Board of Directors of Rutherford Hospital, Incorporated, a not-for-profit, private hospital, later to become Middle Tennessee Medical Center, Incorporated, and Mr. Frank K. Houston, who was its principle benefactor. The Foundation was originally funded by proceeds derived from the transfer of ownership of Middle Tennessee Medical Center, Incorporated, to the Baptist and Saint Thomas Hospitals of Nashville, Tennessee. The proceeds derived from the transfer of ownership are fully invested in securities managed by professionally recognized investment management firms, and grant awards are funded by the income earned through those investments. ❖



Christy-Houston Foundation

1296 Dow Street
Murfreesboro, TN 37130
Phone: 615-898-1140
Fax: 615-895-9524

[illegible]

lication with the completed grant request.



NOTES

Lined area for notes.

THE CHRISTY-HOUSTON FOUNDATION

The mission of the Christy-Houston Foundation is to enhance the quality of life in Rutherford County, Tennessee, with emphasis on health care, through distributions of its grant resources to programs and projects that will accomplish such enhancement.

In the grant support of programs focusing on the several aspects of health care, as well as those concerned with other endeavors, the Foundation's goal is to achieve a significant and measurable impact. It is not a simple task for the Foundation to select from among many worthy causes those that hold the highest promise of improving the human condition. Thus, certain criteria must be applied in the grant distribution process, principle among which is the applicant's promise of a broad public benefit that extends beyond a localized or restricted purpose. Inflation, fluctuating market conditions, and any other adverse effect on the Foundation's investment earnings, makes those selections even more critical.

Applications for grants are accepted at any time and are reviewed throughout the year. Major funding decisions, however, are ordinarily made in March of each year. Applications for grants must be in the Foundation office no later than January 31 to be considered for a grant in March.

The Foundation does not make grants to the following:

- Organizations whose programs or projects are clearly external to the foundation's grant goals and objectives.

- Organizations that do not have tax-exempt status.

- Organizations fully supported by tax funds.

- Legislative or lobbying efforts.

- Veteran's organizations.

- Religious organizations or religious efforts.

- Historical Societies or historical preservation.

- Payment of physicians' or surgeons' fee for service, except those incurred for radical or extraordinary treatment.

The Board of Directors rejects dependency on the Foundation for future survival. Only those repeat applications that address basic human need will be considered, and all such applications will be treated as new applications. The Foundation does not make grants for operating expenses, such as salaries, stipends, or expendable supplies.

The Foundation does not use a standard application form. The applicant for a grant should describe, in no more than five pages:

- The organization and its record of accomplishment.
- The objectives of the program and whom it would benefit.
- The amount of the grant sought in relation to total need.
- Exactly how Foundation funds would be used.
- The geographic area to be served.
- The proposed method by which the program's success will be evaluated.

A copy of the following documents must be included:

1. The most recently completed financial statement
2. The IRS letter describing the tax-exempt status
3. The most recently completed Form 990

The name, address, and telephone number of a contact person should be included.

Applicants are advised that no advantage is to be gained by addressing grant requests to, or soliciting the support of, individual Board members, and such activity is discouraged by Board sentiment. A complete copy of application materials is placed before Board members, and each application is considered on its own merit.

Formal application inquiries must be made at the Foundation office, and completed application materials must be returned to the same office.

The Christy-Houston Foundation
1296 Dow Street
Murfreesboro, Tennessee 37130

GRANT APPLICATION PROCEDURES

Applicants are required to have "Public Charity" status; that is, IRS designation as a 501 (c) (3) organization with co-responding classification as a 170 (b) (1) (A) (vi) or 509 (a)(1), (2) or (3) activity.

START-UP ORGANIZATIONS

1. Require that the applicant submit a copy of Part IV of applicant's Form 1023, "Application for Recognition of Exemption," in which the applicant has projected contributions reasonably anticipated over the first five years of applicant's existence. The total amount anticipated for four of those years can be applied to the 25 % "Safe Harbor" rule in determining the dollar amount of an allowable grant.
2. Require a copy of the IRS "Advance Ruling" establishing the applicant as a Public Charity together with applicant's certification that the advance ruling has not been amended or revoked.
3. Require a copy of applicant's Form 990, in its entirety, for each of the applicant's projected four tax years together with applicant's certification that applicant's Public Charity status continues as such.

BUILDING CONSTRUCTION OR RENOVATION

In any application for grant funds with which to finance the cost of construction of a building, renovation of an existing building, or an addition to an existing building, and the project is to require the services of an engineer or an architect, and a construction contractor, the grant application must include:

1. The location, or proposed location, of the building and its projected cost.
2. The cost of the land on which a proposed building is to be located and evidence that the land is available for immediate purchase.
3. The engineer or architect's preliminary plans.
4. A projected three year income and expense operating budget identifying the applicant's projected source of income.

The actual distribution of grant funds shall be contingent upon:

1. Commitment to immediate purchase of the land.
2. The engineer or architect's final plan and specifications.

3. The construction contract which shall project the beginning date of construction and the estimated number of days to completion of the project.
4. The engineer or architect's approved schedule of payments to the contractor during the construction period, the distribution of grant funds to be in accordance with such schedule.

"UNUSUAL" GRANTS

Where a grant application is of such merit that the Board of Directors desires to award a grant that would otherwise place in jeopardy the applicant's Public Charity status, an "Unusual" Grant may be considered in which case certain questions designed by the Internal Revenue Service must be considered.

Assuming the applicant to be a 501 (c) (3) organization and designated as a 170 (b) (1) (A) (vi) or 509 (a)(1), (2), or (3) activity; i.e., "Public Charity:"

1. Did the Foundation create the applicant organization, or previously contribute a substantial part of the organization's support, or does the Foundation stand in a position of authority with respect to the organization?
2. Is the grant to be a bequest or an inter vivos transfer?
3. Is the grant to be distributed in the form of investment type assets, or assets that can be used by the organization in furtherance of its exempt purposes?
4. Has the organization carried on an active program of public solicitation and has it attracted significant public support in the past?
5. Can the organization reasonably be expected to attract a significant amount of public support after the grant is made?
6. Is the organization controlled by a representative governing body, rather than by the Foundation?
7. Has the Foundation placed material restrictions on the grant?
8. Has the organization excluded unusual grants in prior years in order to meet its one-third support test?
9. Are there any inter-locking Directorates between the organization and the Foundation?

GRANT TERMS AND CONDITIONS

1. Applicant must be classified by the Internal Revenue Service as a 501 (c) (3) organization with further designation as a 170 (b) (1) (A) (vi) or 509 (a)(1), (2), or (3) activity.
2. No part of the grant funds are to be used in any way that might influence or otherwise further a political process, nor are they to be used in any manner detrimental to the Foundation's reputation or contrary to its goals and objectives.
3. The grant recipient must certify that the grant award will not cause recipient to lose Public Charity status and must further certify that recipients most recent IRS Determination Letter is valid and has not been amended or revoked.
(Ref. IRC 170 (b) (1) (A) (VI) or 509 (a)(1), (2), or (3).
4. Unless otherwise provided, the grant funds are to be totally expended within one year of the date of receipt of the funds, and if not so expended, recipient must submit a written request for an extension which must include a summary progress report.
5. Any portion of the grant funds (1) not expended within the approved time period, or (2) any portion not expended for the stated purpose of the grant, or (3) if the purpose for the grant, as described in paragraph 1., hereof, is accomplished at a cost less than the grant award, all such excess funds, together with any interest earned on interim investment of the funds, will be returned to the Foundation upon request.

AF-3

THE CHRISTY-HOUSTON FOUNDATION
GRANT TERMS AND CONDITIONS

Date _____

Dear _____:

The Christy-Houston Foundation ("the Foundation") is pleased to inform you that its Board of Directors has elected to award a grant of \$_____ to your organization in response to your grant application dated _____.

Under provisions of Internal Revenue Service regulations, applicable to the Foundation, all grant funds must be expended for charitable, scientific, or educational purposes. No part of the funds can be used in any way that might influence or otherwise further a political process, nor will they be used in any manner detrimental to the Foundation's reputation or contrary to its goals and objectives. This grant is awarded only for the purpose(s) stated in your grant application as follows:

You should be prepared to certify that this grant will not cause your organization to lose "Public Charity" status. Ref. IRC 170 (b) (1) (A) (vi) or 509 (a) (1), (2), or (3). You must certify, and do certify, that your organization's most recent IRS Determination Letter, copy submitted with your grant application, has not been amended or revoked.

The Foundation will make the grant funds available upon your agreement with these Grant Terms and Conditions, or over a _____ year period beginning _____. The funds will be distributed in _____ increments, each distribution to be made upon your written request for payment. If the grant funds are distributed in a single payment, it is expected that the funds will be totally expended within one year of the date of receipt of the funds, and if not so expended, you will submit a written request for an extension which will include a summary progress report.

You will be required to furnish a written report to the Foundation upon completion of the grant period. If the grant period exceeds one year, interim reports are to be furnished at the close of each twelve month period in addition to the final report. The Foundation may conduct an evaluation of your progress made under this grant, which may include a visit from Foundation personnel to observe your program and to review financial records pertaining to the activities financed by this grant.

Any portion of the grant funds (1) not expended within the approved time period,

or (2) any portion not expended for the stated purpose of the grant, or (3) if the purpose of the grant, as stated herein, is accomplished at a cost less than the grant award, all such excess funds will be returned to the Foundation together with any income earned during interim investment of the funds.

No officer, director, or employee of the Christy-Houston Foundation is, or is expected to become, a founder, officer, director, trustee, or other management person, affiliated with your organization.

If this letter correctly sets forth your understanding of the terms and conditions of this grant, please sign and return the included copy of this letter to the Foundation.

On behalf of the Foundation's Board of Directors, may I extend every good wish for the continued success of your project.

Sincerely,

CHRISTY-HOUSTON FOUNDATION

James R. Arnhart
President

The undersigned understands and agrees to the Terms and Conditions of the grant.

Applicant Organization

Date _____

For the Applicant

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APPLICANT PROFILE

APPLICANT _____ ADDRESS _____

GRANT REQUEST \$ _____ REPRESENTATIVE _____

GRANT TO BE USED FOR _____

By Internal Revenue Service Tax Determination Letter, dated _____
applicant is recognized as an organization described in IRS Code Sections:

_____ 501 (c) (3)	_____ 509 (a) (2)
_____ 170 (b)(1)(A)(vi)	_____ 509 (a) (3)
_____ 509 (a) (1)	_____ Applicant is not recognized as a public charity

If the applicant is recognized as a public charity, who benefits from the applicant's charitable services?

If the applicant has sources of income, how is such income distributed by the applicant?

Has the applicant sought other funding sources for this project?

What percent of the applicant's funding requirements is the Foundation requested to provide?

If this is an application to fund a building project, or to be used as "start-up" funds, have the required supporting documents been submitted?

Is the applicant subject to any or the Foundation's grant exclusions?

Applying the "Safe Harbor" rule, what is the maximum amount of the grant that could be awarded?

Is this a repeat application? _____, and if so, does it address basic human need?

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ARTICLE I

NAME

The organization shall be known and designated as THE CHRISTY-HOUSTON FOUNDATION, INCORPORATED, hereinafter referred to as the "Corporation."

ARTICLE II

LOCATION

The principal office of the Corporation shall be located in Murfreesboro, Tennessee.

ARTICLE III

PURPOSE

The purposes for which the Corporation exists shall be as follows:

1. To devote the energies and resources of the Corporation to the enhancement of the quality of life, with emphasis on health care, through the rendering of financial support to educational, scientific, medical, and charitable activities, including grant support of physical facilities, either existing or to be constructed, that will accomplish such enhancement. Eligible grant applications pursuant to these purposes, submitted by resident charitable organizations in Rutherford County, Tennessee, will be accorded priority status.
2. To establish policies, plans, and procedures for the implementation of such purposes.
3. To conduct such other related activities as the Board of Directors may decide from time to time. Such activities, however, shall be limited to those that conform to the meaning and scope of Section 501 (c) (3) of the Internal Revenue Code, as amended.