



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation Tr W H & Edgar Magness House		A Employer identification number 62-6033040
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 615-748-2126
Regions Morgan Keegan Trust Company 315 Deaderick Street	5th Floor	
City or town, state, and ZIP code Nashville, Tennessee 37238		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 177,078	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

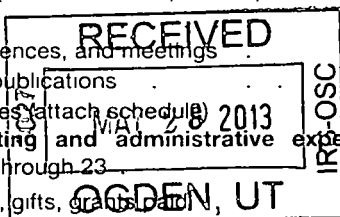
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	5,757	5,757		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,254			
	b Gross sales price for all assets on line 6a	49,354			
	7 Capital gain net income (from Part IV, line 2)		3,254		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Statement #1	2,683	2,683			
12 Total. Add lines 1 through 11	11,694	11,694			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,700	1,530		170
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) Stmnt. #1	880	440		440
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmnt. #1	240	29		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	2,820	1,999		610
	25 Contributions, gifts, grants, etc.	7,902			7,902
26 Total expenses and disbursements. Add lines 24 and 25	10,722	1,999		8,512	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	972				
b Net investment income (if negative, enter -0-)		9,695			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2012)

SCANNED MAY 28 2013



19

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			
	2 Savings and temporary cash investments	4,816	6,275	6,275
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	76,818	88,427	96,276
	c Investments—corporate bonds (attach schedule)	84,532	72,401	74,527
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	166,166	167,103	177,078
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted	166,166	167,103	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	166,166	167,103	
	31 Total liabilities and net assets/fund balances (see instructions)	166,166	167,103	

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	166,166
2 Enter amount from Part I, line 27a	2	972
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	
5 Decreases not included in line 2 (itemize) ▶ <u>See Statement #2</u>	5	35
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	167,103

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Statement #3				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
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	3,254
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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	194	00
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	194	00
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	194	00
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	0	
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7	0	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	194	00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	N/A	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Tennessee		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► None	13	✓	
14	The books are in care of ► John Altshuler Telephone no. ► 615-748-2126 Located at ► 315 Deaderick Street 5th Floor Nashville, Tennessee ZIP+4 ► 37238			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 0			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				✓

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	✓
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	✓
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.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	✓

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Claiborne K. McLemore III Nashville, Tennessee 37212	Trustee 20 hours	100.00	0	0
Ernest Smallman III Doraville, Georgia 30340	Trustee 20 hours	100.00	0	0
Regions Morgan Keegan Trust Co., FSB Nashville, Tennessee 37238	Trustee 20 hours	1,500.00	0	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
None				
Total number of other employees paid over \$50,000				0

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

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

Total number of others receiving over \$50,000 for professional services **0**

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	The sole charitable activity of this organization is the making of contributions and grants to qualified charitable organizations. No direct charitable activities are conducted.	0
2		
3		
4		

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

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

Amount

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	171,060
b	Average of monthly cash balances	1b	3,328
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	174,388
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	174,338
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,616
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	171,722
6	Minimum investment return. Enter 5% of line 5	6	8,586

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	8,586
2a	Tax on investment income for 2012 from Part VI, line 5	2a	194
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	194
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,392
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	8,392
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,392

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	8,512
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,512
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,512

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				8,392
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			7,600	
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: ► \$ 8,512				
a Applied to 2011, but not more than line 2a			7,600	
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				912
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				7,480
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				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ **NOT APPLICABLE**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

None

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

None

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
W. H. & Edgar Magness Community House and Library McMinnville, Tennessee 37110	N/A	Exempt	Charitable	7,902
Total			▶	3a 7,902
b Approved for future payment				
None				
Total			▶	3b 0

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

- | 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|----------|---|-------|-----|----|
| | | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | ✓ |
| | (2) Other assets | 1a(2) | | ✓ |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | ✓ |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | ✓ |
| | (4) Reimbursement arrangements | 1b(4) | | ✓ |
| | (5) Loans or loan guarantees | 1b(5) | | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | ✓ |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee C. P. K. M. P. C. Date 5-14-13 Trustee Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Claiborne K McLemore III

Preparer's signature _____

Date

5.14.13

Check ☒ if self-employed

PTIN

P01412566

Firm's name ▶ **McLemore & Rollins**

Firm's EIN ▶

Firm's address ► Nashville, Tennessee

Phone no

Form **990-PF** (2012)



REGIONS BANK
315 DEADERICK ST - 5TH FL
NASHVILLE TN 37238

ACCOUNT STATEMENT

ACCOUNT NUMBER 2055002153

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

Attachment to Part II



C. K. MCLEMORE III
MCLEMORE & ROLLINS, P.L.C.
1211 16TH AVENUE SOUTH
NASHVILLE, TN 37212

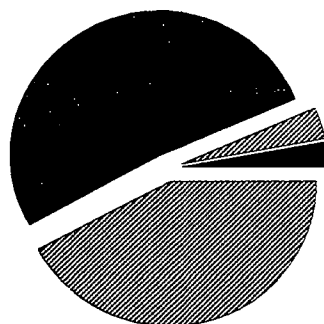
ACCOUNT NAME: **REGIONS BANK
SUCCESSOR CO-TRUSTEE UNDER
THE WILL OF W H MAGNESS FBO
COMMUNITY HOUSE AND LIBRARY
TRUST**

ACCOUNT NUMBER: **2055002153**

TRUST ADVISOR: **JOHN ALTSHULER
800-798-6201
John.Altshuler
@Regions.com**

PORTFOLIO
MANAGER: **SHANNON HARRINGTON
615-748-2158**

INVESTMENT PORTFOLIO SUMMARY



	TAX COST	MARKET VALUE	PERCENT
BALANCED FUNDS	5,618.32	4,802.90	2.7%
CASH AND EQUIVALENTS	6,275.32	6,275.32	3.5%
EQUITIES	82,808.33	91,472.96	51.7%
FIXED	72,401.43	74,526.79	42.1%
Total	167,103.40	177,077.97	100.0%

ACTIVITY SUMMARY

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	177,327.13	166,985.24
DIVIDENDS	1,801.13	4,947.56
RECEIPTS	2,683.00	2,683.00
DISTRIBUTIONS	4,665.00-	7,902.10-
TAXES	0.00	211.00-
EXPENSES	325.00-	2,580.00-
REALIZED GAIN/LOSS	2,129.22	4,000.33
CHANGE IN MARKET VALUE	1,872.51-	9,154.94
ENDING MARKET VALUE	177,077.97	177,077.97

ACCOUNT STATEMENT

PAGE 2

ACCOUNT NUMBER 2055002153

STATEMENT PERIOD DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF ASSETS

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
CASH AND EQUIVALENTS				
5,403 770	60934N625 FEDERATED PRIME CASH OBLIGS FD INSTL	5,403 77	0 11	5,403 77
	CASH	871 55		871 55
TOTAL	CASH AND EQUIVALENTS	6,275 32	0 09	6,275 32
EQUITIES				
EQUITY MUTUAL FUNDS				
70 700	01877E503 ALLIANCE BERNSTEIN SMALL CAP GRWTH FD ADVISOR	2,781 34	0 00	2,863 33
371 912	03875R106 THE ARBITRAGE CL R	4,667 50	0 76	4,742 68
194 386	04314H501 ARTISAN FDS INC SMALL CAP VALUE FD-INV	2,983 83	0 00	2,412 34
778 353	09251M504 BLACKROCK EQUITY DIVIDEND CLASS I	15,512 58	2 32	15,271 27
1,136 502	25239T106 DGHM ALL CAP VALUE FD CL A	12,421 97	0 56	9,057 93
1,098 477	360873301 LATEEF FD CL - I	12,874 15	0 42	11,643 86
188 911	466001864 IVY ASSET STRATEGY FUND-I	4,924 91	2 94	3,844 39
634 716	4812C0530 JPMORGAN LARGE CAP GROWTH SL FD #3118	15,201 45	0 44	15,271 27
353 707	936793835 WASATCH 1ST SOURCE LONG/SHORT FUND	4,927 14	0 16	4,714 73
TOTAL	EQUITY MUTUAL FUNDS	76,294 87	0 97	69,821 80
INTERNATIONAL				
322 451	465899706 IVY INTERNATIONAL CORE E-I	4,991 54	1 81	4,120 92
180 562	885215566 THORNBURG INTL VALUE FD CL I #209	5,071 99	1 41	4,093 34
496 078	92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	5,114 56	0 74	4,772 27
TOTAL	INTERNATIONAL	15,178 09	1 31	12,986 53
TOTAL	EQUITIES	91,472 96	1 02	82,808 33



ACCOUNT STATEMENT

PAGE 3

ACCOUNT NUMBER 2055002153

STATEMENT PERIOD: DECEMBER 01, 2012 THROUGH DECEMBER 31, 2012

DETAIL LISTING OF ASSETS (CONTINUED)

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
BALANCED FUNDS				
255 202	885215558 THORNBURG INV INCOME BUILDER-A	4,802 90	5 95	5,618 32
TOTAL	BALANCED FUNDS	4,802 90	5 95	5,618 32
FIXED MUTUAL FUNDS-FIXED				
666 067	258620103 DOUBLE LINE TOTAL RETURN BOND FUND CL I	7,546 54	6 35	7,400 00
296 541	543495840 LOOMIS SAYLES BOND FD INSTITUTIONAL CLASS	4,483 70	5 76	4,323 57
3,563 189	693390700 PIMCO TOTAL RETURN INSTL FD #35	40,050 24	3 24	39,312 67
654 082	693391559 PIMCO EMERGING MKTS BD FD INSTL CL	8,176 03	4 30	7,450 00
322 554	722005626 PIMCO ALL ASSET FD INSL CL	4,057 73	5 12	4,175 67
876 614	742935489 THE OSTERWEIS STRATEGIC INCOME FD CL I	10,212 55	5 41	9,739 52
TOTAL	MUTUAL FUNDS-FIXED	74,526 79	4 22	72,401 43
TOTAL	FIXED	74,526 79	4 22	72,401 43
GRAND TOTAL ASSETS		177,077.97	2.47	167,103 40

Statement #1
2012 Form 990-PF
Tr. W. H. & Edgar Magness House
62-6033040

Line 11:

The organization received proceeds of \$2,683.00 from settlement of a class-action securities litigation (RMKT Fair Fund).

Line 16c:

The organization paid a fee of \$880.00 for preparation of its Form 990-PF for the year 2011. This fee was paid to Claiborne K. McLemore III, one of the Trustees.

Line 18:

The organization paid a total of \$240.00 in taxes during 2012:

(a) \$211.00 of this amount was a payment to the IRS for taxes owed on the organization's 2011 Form 990PF.

(b) Additionally the organization paid foreign taxes of \$29.00 during 2012. This was an amount allocated to it through a mutual fund in which the organization was invested.

Statement #2
2012 Form 990-PF
Tr. W. H. & Edgar Magness House
62-6033040

Explanation of Decrease:

The net decrease in assets of \$35.00 is associated with mutual funds in which the organization invests. The reporting of year-end mutual fund dividends (for income tax purposes) in these mutual funds does not coincide exactly with the recording of receipts on the organization's balance sheet. This year the difference was \$35.00.

Statement #3
 2012 Form 990-PF
 Tr. W. H. & Edgar Magness House
 62-6033040

<u>Description</u>	<u>Date Sold</u>	<u>Date Acquired</u>	<u>Sales Proceeds</u>	<u>Basis</u>	<u>Gain/Loss</u>
A. Capital Gain Dividends:					
Alliance Bernstein Small Cap Grwth Fund	12/31/12	N/A	90.14	-0-	90.14
Artisan Fds Inc. Small Cap Value Fd	12/31/12	N/A	45.45	-0-	45.45
Blackrock Equity Dividend Fund	12/31/12	N/A	4.18	-0-	4.18
DGHM All Cap Value Fund	12/31/12	N/A	48.98	-0-	48.98
Lateef Fund	12/31/12	N/A	538.56	-0-	538.56
Pimco Funds Total Return Fund	12/31/12	N/A	404.96	-0-	404.96
Pimco Emerging Markets Bond Fund	12/31/12	N/A	5.88	-0-	5.88

<u>Description</u>	<u>Date Sold</u>	<u>Date Acquired</u>	<u>Sales Proceeds</u>	<u>Basis</u>	<u>Gain/Loss</u>
Sentinel Small Company I Fund	12/31/12	N/A	0.37	-0-	0.37
Virtus Emerging Markets Opp Fund	12/31/12	N/A	14.88	-0-	14.88
Wasatch First Source Long/Short Fund	12/31/12	N/A	11.87	-0-	11.87

B. Long-term Capital Gains/Losses:

15.613 shs. The Arbitrage Fund	12/14/12	Var.	200.16	201.72	(1.56)
32.279 shs. Artisan Funds Inc. Small Cap Value Fund	12/14/12	Var.	496.45	400.58	95.87
570.116 shs. DHGM All Cap Value Fund	08/24/12	Var.	6,197.16	5,959.99	237.17
35.939 shs. DHGM All Cap Value Fund	12/14/12	Var.	397.49	286.43	111.06
788.315 shs. Lateef Fund	08/24/12	Var.	9,207.52	8,356.14	851.38

<u>Description</u>	<u>Date Sold</u>	<u>Date Acquired</u>	<u>Sales Proceeds</u>	<u>Basis</u>	<u>Gain/Loss</u>
299.043 shs. IVA World Wide Fund	08/24/12	Var.	4,760.76	5,000.00	(239.24)
352.397 shs IVY International Core Fund	08/24/12	Var.	5,204.90	4,503.63	701.27
460.012 shs. Sentinel Small Company I	08/24/12	Var.	3,638.69	2,585.26	1,053.43
270.275 Thornburg Inv Income Builder	08/24/12	Var.	5,037.93	6,462.28	(1,424.35)
198.889 shs. Thornburg Int'l. Value Fund	08/24/12	Var.	5,248.68	4,508.82	739.86
696.913 shs. Vanguard Short Term Port. Fund	01/24/12	Var.	7,401.22	7,450.00	(48.78)
28.86 shs. Wasatch First Source Long/ Short Fund	12/14/12	Var.	398.27	385.28	12.99
TOTALS			<u>\$49,354.50</u>	<u>\$46,100.13</u>	<u>\$3,254.37</u>

All of the above scheduled assets were acquired by purchase.
None of the above scheduled assets were eligible to be depreciated.
None of the above scheduled assets were owned by the organization on 12/31/1969.