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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**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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>GEORGE R JOHNSON FAMILY FOUNDATION</b>		A Employer identification number <b>62-6401641</b>
Number and street (or P O box number if mail is not delivered to street address) <b>PO BOX 4558</b>	Room/suite	B Telephone number (see instructions) <b>423-614-2393</b>
City or town, state, and ZIP code <b>CLEVELAND TN 37320-4558</b>		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 checked="" type="checkbox"/> Amended return <input checked="" 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) <b>\$ 23,332,540</b>	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 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	488,149	486,136		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	896,541			
	b Gross sales price for all assets on line 6a 8,090,518				
	7 Capital gain net income (from Part IV, line 2)		896,541		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,384,690	1,382,677	0	
	13 Compensation of officers, directors, trustees, etc	60,000	18,000		42,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE STMT 1	18,314			18,314
	b Accounting fees (attach schedule) STMT 2	5,000			5,000
	c Other professional fees (attach schedule) STMT 3	104,310	104,310		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	20,584	7,758		985
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 5	18,518	4,031		14,487
	24 Total operating and administrative expenses. Add lines 13 through 23	226,726	134,099	0	80,786
	25 Contributions, gifts, grants paid	1,174,500			1,174,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,401,226	134,099	0	1,255,286
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-16,536			
	b Net investment income (if negative, enter -0-)		1,248,578		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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<b>Part II Balance Sheets</b> 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
<b>Assets</b>	1 Cash – non-interest-bearing		20,387	20,387
	2 Savings and temporary cash investments	1,443,041	2,679,459	2,706,289
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule) <b>STMT 6</b>	3,026,319	2,011,319	2,022,260
	b Investments – corporate stock (attach schedule) <b>SEE STMT 7</b>	12,822,348	11,856,059	14,031,602
	c Investments – corporate bonds (attach schedule) <b>SEE STMT 8</b>	3,785,188	4,481,499	4,482,924
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch ) ▶			
	12 Investments – mortgage loans	20,468	9,078	9,078
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ <b>98,000</b> Less accumulated depreciation (attach sch ) ▶ <b>STMT 9</b>	98,000	98,000	35,000
	15 Other assets (describe ▶ <b>SEE STATEMENT 10</b> )	11,166	25,000	25,000
	16 <b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	21,206,530	21,180,801	23,332,540
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	21,108,530	21,082,801	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	98,000	98,000	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see instructions)	21,206,530	21,180,801	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	21,206,530	21,180,801	

**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	21,206,530
2 Enter amount from Part I, line 27a	2	-16,536
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	21,189,994
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 11</b>	5	9,193
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	21,180,801

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>		<b>P</b>		
<b>b LONG TERM CAPITAL GAIN DISTRIBUTIONS</b>		<b>P</b>	<b>VARIOUS</b>	<b>12/31/12</b>
<b>c SHORT TERM CAPITAL GAIN DISTRIBUTION</b>		<b>P</b>	<b>VARIOUS</b>	<b>12/31/12</b>
<b>d CAPITAL GAIN-UNRECAPTURED SEC 1250</b>		<b>P</b>	<b>VARIOUS</b>	<b>12/31/12</b>
<b>e</b>				

  

(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)
<b>a 7,993,918</b>		<b>7,193,977</b>	<b>799,941</b>
<b>b 95,408</b>			<b>95,408</b>
<b>c 134</b>			<b>134</b>
<b>d 1,058</b>			<b>1,058</b>
<b>e</b>			

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))
<b>a</b>			<b>799,941</b>
<b>b</b>			<b>95,408</b>
<b>c</b>			<b>134</b>
<b>d</b>			<b>1,058</b>
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	<b>896,541</b>
<b>3</b> 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		<b>3</b>	<b>134</b>

**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 (col. (b) divided by col. (c))
2011	<b>1,391,941</b>	<b>23,365,250</b>	<b>0.059573</b>
2010	<b>1,365,374</b>	<b>22,793,566</b>	<b>0.059902</b>
2009	<b>1,393,996</b>	<b>21,586,419</b>	<b>0.064577</b>
2008	<b>1,733,336</b>	<b>25,789,283</b>	<b>0.067211</b>
2007	<b>1,583,110</b>	<b>29,588,348</b>	<b>0.053505</b>

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>0.304768</b>
<b>3</b> 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	<b>3</b>	<b>0.060954</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	<b>22,944,893</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>1,398,583</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>12,486</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>1,411,069</b>
<b>8</b> 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.	<b>8</b>	<b>1,255,286</b>

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

<b>1a</b>	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>b</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	<b>1</b>	<b>24,972</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>24,972</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>24,972</b>
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	<b>10,047</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	<b>14,931</b>
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>24,978</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	<b>6</b>
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> 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?	<b>X</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>TN</b>		
<b>b</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	<b>X</b>	
<b>9</b> 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		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

N/A

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<b>X</b>
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		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<b>X</b>	
14	The books are in care of ► <b>FIRST TENNESSEE BANK</b> <b>701 MARKET STREET</b> Located at ► <b>CHATTANOOGA</b> <b>TN</b> ZIP+4 ► <b>37402</b> Telephone no ► <b>423-757-4458</b>			
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		<input type="checkbox"/>
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 <b>X</b>

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	
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?	<b>N/A</b>	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 )	<b>N/A</b>	
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 )	<b>N/A</b>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</b>
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?		<b>X</b>

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

<b>5a</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		N/A	<b>5b</b>	
Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>		
<b>c</b> 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 <input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
<b>6a</b> 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>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<b>6b</b>	<b>X</b>
If "Yes" to 6b, file Form 8870				
<b>7a</b> 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>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A	<b>7b</b>	

**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 12				

**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
<b>FIRST TENNESSEE BANK 701 MARKET STREET CHATTANOOGA TN 37402</b>	<b>INVESTMENT MGMT</b>	<b>103,810</b>
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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
<b>1 N/A</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1 N/A</b>	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total. Add lines 1 through 3</b>	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>23,250,230</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>0</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>44,078</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>23,294,308</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>23,294,308</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>349,415</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>22,944,893</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>1,147,245</b>

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>1,147,245</b>
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	<b>24,972</b>
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>24,972</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>1,122,273</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>1,122,273</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>1,122,273</b>

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	<b>1,255,286</b>
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>1,255,286</b>
<b>5</b>	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)	<b>5</b>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>1,255,286</b>

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				<b>1,122,273</b>
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				<b>66,916</b>
<b>e</b> From 2011				<b>243,815</b>
<b>f</b> Total of lines 3a through e	<b>310,731</b>			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <b>1,255,286</b>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2012 distributable amount				<b>1,122,273</b>
<b>e</b> Remaining amount distributed out of corpus	<b>133,013</b>			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	<b>443,744</b>			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	<b>443,744</b>			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				<b>66,916</b>
<b>d</b> Excess from 2011				<b>243,815</b>
<b>e</b> Excess from 2012				<b>133,013</b>

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

**b** Check box to indicate whether the 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	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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  
**N/A**

**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  
**JANICE J WILSON 423-614-2393**  
**PO BOX 4558 CLEVELAND TN 37320-4558**

**b** The form in which applications should be submitted and information and materials they should include  
**SEE STATEMENT 13**

**c** Any submission deadlines  
**NONE**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
**SEE STATEMENT 14**

**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)				
<b>a</b> Paid during the year <b>SEE STATEMENT 15</b>				<b>1,174,500</b>
<b>Total</b>			<b>▶ 3a</b>	<b>1,174,500</b>
<b>b</b> Approved for future payment <b>SEE STATEMENT 16</b>				<b>386,000</b>
<b>Total</b>			<b>▶ 3b</b>	<b>386,000</b>





## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
GEARHISER PETERS LOCKABY ET AL	\$ 18,314	\$	\$	\$ 18,314
TOTAL	\$ 18,314	\$ 0	\$ 0	\$ 18,314

### Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION FEE	\$ 5,000	\$	\$	\$ 5,000
TOTAL	\$ 5,000	\$ 0	\$ 0	\$ 5,000

### Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
APPRAISAL FEES	\$ 500	\$ 500	\$	\$
FIRST TN NATL BANK-TRUSTEE FEES	103,810	103,810		
TOTAL	\$ 104,310	\$ 104,310	\$ 0	\$ 0

## Federal Statements

### Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES ON DIVIDENDS	\$ 4,397	\$ 4,397	\$	
FEDERAL EXCISE TAX	11,821			
TN ANNUAL REPORT	20			
REAL ESTATE TAXES	1,061	1,061		985
PAYROLL TAXES	3,285	2,300		
TOTAL	\$ 20,584	\$ 7,758	\$ 0	\$ 985

### Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES			\$	
PROFESSIONAL DUES	9,840			9,840
OFFICE EXPENSES	5,184	1,555		3,629
LIABILITY INSURANCE	3,393	2,375		1,018
PROPERTY INSURANCE	101	101		
TOTAL	\$ 18,518	\$ 4,031	\$ 0	\$ 14,487



# Federal Statements

## Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FEDERAL HOME LOAN BANK	\$ 1,500,000	\$ 1,000,000	COST	\$ 1,015,570
FEDERAL NATIONAL MORTGAGE ASSOCIATIO	1,526,319	1,011,319	COST	1,006,690
TOTAL	\$ 3,026,319	\$ 2,011,319		\$ 2,022,260

## Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STATEMENT A ATTACHED	\$ 12,822,348	\$ 11,856,059	COST	\$ 14,031,602
TOTAL	\$ 12,822,348	\$ 11,856,059		\$ 14,031,602

## Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STATEMENT B ATTACHED	\$ 3,785,188	\$ 4,481,499	COST	\$ 4,482,924
TOTAL	\$ 3,785,188	\$ 4,481,499		\$ 4,482,924

## Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
VACANT LAND - 4.34 ACRES IN TN	\$ 98,000	\$ 98,000	\$	\$ 35,000
TOTAL	\$ 98,000	\$ 98,000	\$ 0	\$ 35,000

**Federal Statements****Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
ASSETS IN TRANSIT	\$ 11,166	\$ 25,000	\$ 25,000
TOTAL	\$ 11,166	\$ 25,000	\$ 25,000

**Statement 11 - Form 990-PF, Part III, Line 5 - Other Decreases**

<u>Description</u>	<u>Amount</u>
PURCHASED ACCRUED INTEREST	\$ 18
ADJUST CASH FOR TIMING DIFFERENCES	9,175
TOTAL	\$ 9,193

## Federal Statements

**Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,  
Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JANICE J WILSON PO BOX 4558 CLEVELAND TN 37320-4558	EXECUTIVE DI	20.00	60,000	0	0
BEVERLY P JOHNSON PO BOX 4558 CLEVELAND TN 37320-4558	DIRECTOR	1.00	0	0	0
R MARK JOHNSON PO BOX 4558 CLEVELAND TN 37320-4558	DIRECTOR	1.00	0	0	0
JULIA JOHNSON SCOGGINS PO BOX 4558 CLEVELAND TN 37320-4558	DIRECTOR	1.00	0	0	0
DORIS JOHNSON PO BOX 4558 CLEVELAND TN 37320-4558	DIRECTOR	1.00	0	0	0

**Federal Statements****Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

<u>Name of Manager</u>	<u>Amount</u>
NONE	\$
TOTAL	\$ 0

**Statement 13 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description

APPLICATIONS ARE TO BE SUBMITTED IN THE FORM OF A LETTER OF NOT MORE THAN TWO PAGES DESCRIBING THE PROJECT FOR WHICH THE GRANT IS SOUGHT. IF THE PROJECT MEETS FOUNDATION GUIDELINES, ADDITIONAL INFORMATION MAY BE REQUESTED.

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description

NONE

**Statement 14 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description

GRANTS WILL BE AWARDED TO CHARITABLE ORGANIZATIONS PRIMARILY IN THE FOLLOWING LOCATIONS: TENNESSEE - BRADLEY, HAMILTON, LOUDON, MARION, MCMINN, MEIGS, MONROE, POLK, RHEA & SEQUATCHIE COUNTIES. GEORGIA - CATOOSA, DADE, MURRAY, WALKER & WHITFIELD COUNTIES.

## Federal Statements

**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the**  
**Year**

Name	Address	Relationship	Status	Purpose	Amount
THE CARING PLACE CLEVELAND TN 37312		NONE	130 WILDWOOD AVENUE PUBLIC	FOOD PROGRAM	40,000
ASSOCIATION FOR VISUAL ARTISTS CHATTANOOGA TN 37405		NONE	30 FRAZIER AVENUE PUBLIC	EDUCATION PROGRAMS	25,000
THE OAK PROJECT CHATTANOOGA TN 37403		NONE	305 HIGH STREET PUBLIC	PROGRAM SUPPORT	40,000
TROUSDALE SCHOOL CLEVELAND TN 37323		NONE	3171 HEWITT STREET SE PUBLIC	EDUCATION PROGRAMS	5,000
100 BLACK MEN OF BRADLEY COUNTY CLEVELAND TN 37320		NONE	P.O. BOX 5677 PUBLIC	SCHOLARSHIPS	15,000
J.O.Y. SCHOOL C/O 1ST PRESBYTERIAN CLEVELAND TN 37311		NONE	433 NORTH OCOEE STREET PUBLIC	PROGRAM SUPPORT	3,000
ON POINT HIXSON TN 37343		NONE	4509 HIXSON PIKE PUBLIC	PROGRAM SUPPORT	10,000
YOUNG LIFE OF MONROE COUNTY MADISONVILLE TN 37354		NONE	P.O. BOX 1088 PUBLIC	AFTER-SCHOOL PROGRAM	5,000
LOUDON COUNTY EDUCATION FDTN LOUDON TN 37774		NONE	318 ANGEL ROW PUBLIC	PROGRAM SUPPORT	10,000
TENNESSEE WESLEYAN COLLEGE ATHENS TN 37303		NONE	204 E COLLEGE STREET PUBLIC	PROGRAM SUPPORT	50,000
BOYS & GIRLS CLUB OF MONROE AREA MADISONVILLE TN 37354		NONE	615 WARREN STREET PUBLIC	PROGRAM SUPPORT	50,000
BALLET TENNESSEE CHATTANOOGA TN 37419		NONE	3202 KELLYS FERRY BEND RD PUBLIC	DANCE ALIVE PROGRAM	15,000
CHATTANOOGA STATE FOUNDATION CHATTANOOGA TN 37406		NONE	4501 AMNICOLA HIGHWAY PUBLIC	GED PROGRAM	500
YMCA - Y-CAP CHATTANOOGA TN 37402		NONE	310 WEST 6TH STREET PUBLIC	Y-CAP PROGRAM	35,000
MUSEUM CENTER AT 5 POINTS CLEVELAND TN 37311		NONE	200 INMAN STREET PUBLIC	PROGRAM SUPPORT	10,000
YMCA - HARLEN WHITE SCHOLARSHIP CLEVELAND TN 37312		NONE	220 URBANE ROAD PUBLIC	SCHOLARSHIPS	1,500
CHATTANOOGA SPORTS MINISTRIES CHATTANOOGA TN 37404		NONE	2412 EAST 4TH STREET PUBLIC	SUMMER SPORTS PROGRAM	3,000

## Federal Statements

62-6401641

FYE: 12/31/2012

**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
CHEROKEE AREA CNCL OF BOY SCOUTS	CHATTANOOGA TN 37421	NONE	6031 LEE HIGHWAY	PUBLIC		PROGRAM SUPPORT	15,000
MONROE COUNTY SCHOOLS	MADISONVILLE TN 37354	NONE	205 OAK GROVE ROAD	PUBLIC		VIRTUAL CLASS TRIPS	15,000
BOYS & GIRLS CLUB OF CHATTANOOGA	CHATTANOOGA TN 37403	NONE	610 LINDSAY STREET	PUBLIC		CAPITAL CAMPAIGN	20,000
TC THOMPSON CHILDREN'S HOSPITAL	CHATTANOOGA TN 37403	NONE	910 BLACKFORD STREET	PUBLIC		CAPITAL CAMPAIGN	25,000
SISKIN CENTER FOR DEV. PEDIATRICS	CHATTANOOGA TN 37402	NONE	1101 CARTER STREET	PUBLIC		PROGRAM SUPPORT	50,000
HABITAT FOR HUMANITY OF MONROE CNTY	MADISONVILLE TN 37354	NONE	251 WARREN STREET	PUBLIC		HOUSING PROGRAM	30,000
HABITAT FOR HUMANITY OF LOUDON CNTY	LOUDON TN 37774	NONE	298 VILLAGE SQUARE DRIVE	PUBLIC		HOUSING PROGRAM	30,000
HABITAT FOR HUMANITY OF WHITFIELD C	DALTON GA 30720	NONE	1509 NORTH THORNTON AVE	PUBLIC		HOUSING PROGRAM	30,000
AIM CENTER	CHATTANOOGA TN 37402	NONE	472 WEST M.L. KING BLVD	PUBLIC		CAPITAL CAMPAIGN	33,000
H.O.P.E. CENTER	ATHENS TN 37303	NONE	704 WEST MADISON AVENUE	PUBLIC		NURSE PROGRAM	30,000
TRI-COUNTY CENTER	ATHENS TN 37371	NONE	P.O. BOX 793	PUBLIC		HANDICAP UPGRADES	5,000
BRADLEY INITIATIVE FOR CHURCH & COM	CLEVELAND TN 37320	NONE	2810 WESTSIDE DRIVE NW	PUBLIC		PROGRAM SUPPORT	40,000
YOUNG WOMEN'S LEADERSHIP ACAD	CHATTANOOGA TN 37404	NONE	1802 BAILEY AVENUE	PUBLIC		FAMILY RESOURCE PROGRAM	10,000
BETHEL BIBLE VILLAGE	HIXSON TN 37343	NONE	3001 HAMILL ROAD	PUBLIC		HOUSING PROGRAM	50,000
THE GREENWAY TABLE	CLEVELAND TN 37311	NONE	315 20TH STREET NE	PUBLIC		PROGRAM SUPPORT	5,000
CONTACT OF CHATTANOOGA	CHATTANOOGA TN 37421	NONE	6221 VANCE ROAD	PUBLIC		PROGRAM SUPPORT	10,000
CATOOSA COUNTY CHILDREN'S FUND	RINGGOLD GA 30736	NONE	307 CLEVELAND STREET	PUBLIC		SUMMER CAMP PROGRAM	5,000

# Federal Statements

## Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address		Relationship	Status	Purpose	Amount
FCA - OCOEE REGION	CLEVELAND TN 37320	NONE	P.O. BOX 4381	PUBLIC	PROGRAM SUPPORT	3,000
ALLIED ARTS OF GREATER CHATTANOOGA	CHATTANOOGA TN 37405	NONE	406 FRAZIER AVENUE	PUBLIC	ARTS EDUCATION	10,000
FAMILY COURT SERVICES OF MCMINN CO.	ATHENS TN 37303	NONE	1 NORTH JACKSON STREET	PUBLIC	PROGRAM SUPPORT	5,000
CLEVELAND/BRADLEY EMERGENCY MGMT	CLEVELAND TN 37311	NONE	1555 GUTHRIE DRIVE NW	PUBLIC	RENOVATION PROJECT	10,000
BOYS & GIRLS CLUB OF LOUDON COUNTY	LENOIR CITY TN 37771	NONE	201 NORTH B STREET	PUBLIC	PROGRAM SUPPORT	20,000
BRYAN COLLEGE	DAYTON TN 37321	NONE	721 BRYAN DRIVE	PUBLIC	SCHOLARSHIPS	3,000
CASA OF EAST TENNESSEE	KNOXVILLE TN 37919	NONE	2250 SUTHERLAND AVENUE	PUBLIC	PROGRAM SUPPORT	15,000
CASA OF BRADLEY COUNTY	CLEVELAND TN 37311	NONE	170 NORTH OCOEE STREET	PUBLIC	PROGRAM SUPPORT	10,000
BETHLEHEM CENTER	CHATTANOOGA TN 37410	NONE	200 WEST 38TH STREET	PUBLIC	PROGRAM SUPPORT	5,000
CLEVELAND/BRADLEY COMM. CONCERT	CLEVELAND TN 37364	NONE	P.O. BOX 823	PUBLIC	PROGRAM SUPPORT	5,000
FAMILY PROMISE OF BRADLEY COUNTY	CLEVELAND TN 37312	NONE	1110 NORMAN CHAPEL ROAD	PUBLIC	SALARY SUPPORT	10,000
BOYS & GIRLS CLUB OF BENTON	BENTON TN 37307	NONE	P.O. BOX 944	PUBLIC	PROGRAM SUPPORT	40,000
BOYS & GIRLS CLUB OF CLEVELAND	CLEVELAND TN 37312	NONE	385 3RD STREET SW	PUBLIC	PROGRAM SUPPORT	60,000
ST. ANDREWS CENTER	CHATTANOOGA TN 37404	NONE	1918 UNION AVENUE	PUBLIC	PROGRAM SUPPORT	10,000
WTCT	CHATTANOOGA TN 37416	NONE	7540 BONNYSHIRE DRIVE	PUBLIC	DOCUMENTARY	10,000
6TH CALVALRY MUSEUM	FORT OGLETHORPE GA 30742	NONE	6 BARNHARDT CIRCLE	PUBLIC	SPECIAL PROGRAM	3,000
CREATIVE DISCOVERY MUSEUM	CHATTANOOGA TN 37402	NONE	321 CHESTNUT STREET	PUBLIC	PLAY GYM PROGRAM	20,000

## Federal Statements

5/27/2014 10:09 AM

### Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
CHATTANOOGA AREA FOOD BANK		CHATTANOOGA TN 37406		NONE	2009 CURTAIN POLE ROAD PUBLIC	SAK PACK PROGRAM	30,000
COORDINATED CHARITIES		ATHENS TN 37303		NONE	109 ROCKY MOUNT ROAD PUBLIC	PROGRAM SUPPORT	5,000
BRADLEY HEALTHCARE		CLEVELAND TN 37312		NONE	2910 PEERLESS ROAD NW PUBLIC	THERAPEUTIC EQUIPMENT	18,000
IVA'S PLACE		LENOIR CITY TN 37771		NONE	P.O. BOX 71 PUBLIC	PROGRAM SUPPORT	10,000
POLK COUNTY FRIENDS OF THE LIBRARY		DUCKTOWN TN 37326		NONE	P.O. BOX 31 PUBLIC	RENOVATION PROJECT	15,000
SPIRITHORSE THERAPEUTIC RIDING		CLEVELAND TN 37311		NONE	1223 TUNNEL HILL ROAD SW PUBLIC	PROGRAM SUPPORT	1,500
UNITED WAY OF BRADLEY COUNTY		CLEVELAND TN 37311		NONE	85 SOUTH OCOEE STREET PUBLIC	PROGRAM SUPPORT	20,000
UNITED WAY OF GREATER CHATTANOOGA		CHATTANOOGA TN 37402		NONE	630 MARKET STREET PUBLIC	PROGRAM SUPPORT	20,000
UNITED WAY OF RHEA COUNTY		DAYTON TN 37321		NONE	231 DELAWARE AVENUE PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF MCINN/MEIGS CO.		ATHENS TN 37371		NONE	313 MAPLE STREET PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF LOUDON COUNTY		LENOIR CITY TN 37771		NONE	P.O. BOX 145 PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF MONROE COUNTY		SWEETWATER TN 37874		NONE	695 NEW HIGHWAY 68 PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF NORTHWEST GEORGIA		DALTON GA 30722		NONE	816 SOUTH THORNTON AVENUE PUBLIC	PROGRAM SUPPORT	15,000
B&G CLUB OF GORDON/MURRAY/WHITFIELD		DALTON GA 30722		NONE	P.O. BOX 309 PUBLIC	PROGRAM SUPPORT	10,000
MEIGS COUNTY IMAGINATION LIBRARY		DECATUR TN 37322		NONE	120 EAST MEMORIAL DRIVE PUBLIC	BOOK PROGRAM	5,000
COLONEL BENJAMIN CLEVELAND SAR		CLEVELAND TN 37311		NONE	235 2ND STREET NE PUBLIC	STATUE FUNDING	5,000



## Federal Statements

62-6401641

FYE: 12/31/2012

**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the**  
**Year (continued)**

Name		Address		Purpose	Amount
Address	Relationship	Status			
TOTAL					
					1,174,500

## Federal Statements

62-6401641

FYE: 12/31/2012

Statement 16 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for  
Future Pmt

Name		Address		Relationship	Status	Purpose	Amount
100 BLACK MEN OF BRADLEY COUNTY	CLVELAND TN 37320	NONE	BOX 5677		PUBLIC	SCHARLARSHIPS	15,000
BOYS & GIRLS CLUB OF HAMILTON CO	CHATTANOOGA TN 37401	NONE	PO BOX 11567		PUBLIC	CAPITAL CAMPAIGN	40,000
TC THOMPSON CHILDREN'S HOSPITAL	CHATTANOOGA TN 37403	NONE	910 BLACKFORD STREET		PUBLIC	CAPITAL CAMPAIGN	25,000
J.O.Y SCHOOL C/O 1ST PRESBYTERIAN	CLVELAND TN 37311	NONE	433 NORTH OCOEE STREET		PUBLIC	PROGRAM SUPPORT	3,000
SISKIN CENTER FOR DEV PEDIATRICS	CHATTANOOGA TN 37402	NONE	1101 CARTER STREET		PUBLIC	PROGRAM SUPPORT	50,000
MUSEUM CENTER AT 5 POINTS	CLVELAND TN 37311	NONE	200 INMAN STREET		PUBLIC	PROGRAM SUPPORT	30,000
HABITAT FOR HUMANITY OF MONROE CNTY	MADISONVILLE TN 37354	NONE	251 WARREN STREET		PUBLIC	HOUSING PROGRAM	60,000
HABITAT FOR HUMANITY OF LOUDON CNTY	LOUDON TN 37774	NONE	298 VILLAGE SQUARE DRIVE		PUBLIC	HOUSING PROGRAM	60,000
HABITAT FOR HUMANITY OF WHITFIELD C	DALTON GA 30720	NONE	1509 NORTH THORNTON AVE		PUBLIC	HOUDING PROGRAM	60,000
B&G CLUB OF GORDON/MURRAY/WHITFIELD	DALTON GA 30722	NONE	PO BOX 309		PUBLIC	PROGRAM SUPPORT	10,000
AIM CENTER	CHATTANOOGA TN 37402	NONE	472 WEST ML KING BLVD		PUBLIC	CAPITAL CAMPAIGN	33,000
TOTAL							386,000