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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012, and ending JUN 30, 2013

Name of foundation
**THE DANIEL ASHLEY AND IRENE HOUSTON
JEWELL MEMORIAL FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
C/O GEORGE MCMILLAN, JR., 2221 FOX RUN DR

City or town, state, and ZIP code
SIGNAL MOUNTAIN, TN 37377

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ **5,225,781.**

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

A Employer identification number
58-6034213

B Telephone number
(423) 756-3480

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	11.	11.		STATEMENT 1
4	Dividends and interest from securities	191,385.	191,385.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	385,074.			
b	Gross sales price for all assets on line 6a	4,113,298.			
7	Capital gain net income (from Part IV, line 2)		385,074.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	131.	131.		STATEMENT 3
12	Total. Add lines 1 through 11	576,601.	576,601.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	11,103.	0.		11,103.
b	Accounting fees				
c	Other professional fees STMT 5	20,104.	20,104.		0.
17	Interest				
18	Taxes STMT 6	11,129.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	42.	42.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	42,378.	20,146.		11,103.
25	Contributions, gifts, grants paid	230,000.			230,000.
26	Total expenses and disbursements. Add lines 24 and 25	272,378.	20,146.		241,103.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	304,223.			
b	Net investment income (if negative, enter -0-)		556,455.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	68,094.	89,391.	89,391.
	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			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	629.	518.	574.
	b Investments - corporate stock STMT 9	3,069,446.	3,511,921.	4,053,789.
	c Investments - corporate bonds STMT 10	1,229,553.	1,086,439.	1,082,027.
	11 Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	4,367,722.	4,688,269.	5,225,781.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ EXCISE TAX PAYABLE)	-8,511.	7,813.		
23 Total liabilities (add lines 17 through 22)	-8,511.	7,813.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,376,233.	4,680,456.	
	25 Temporarily restricted			
	26 Permanently restricted			
	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	4,376,233.	4,680,456.		
31 Total liabilities and net assets/fund balances	4,367,722.	4,688,269.		

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	4,376,233.
2 Enter amount from Part I, line 27a	2	304,223.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,680,456.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,680,456.

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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 THROUGH CHARLES SCHWAB - ST GAIN - SCHEDULE			
b ATTACHED	P		
c THROUGH CHARLES SCHWAB - LT GAIN - SCHEDULE			
d ATTACHED	P		
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 1,949,651.		2,001,590.	-51,939.
c			
d 2,163,647.		1,726,634.	437,013.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			-51,939.
c			
d			437,013.
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	385,074.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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	240,706.	4,867,258.	.049454
2010	234,329.	5,067,328.	.046243
2009	219,885.	4,728,364.	.046503
2008	267,864.	4,445,727.	.060252
2007	265,113.	5,365,768.	.049408

2 Total of line 1, column (d)	2	.251860
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	.050372
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,040,774.
5 Multiply line 4 by line 3	5	253,914.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,565.
7 Add lines 5 and 6	7	259,479.
8 Enter qualifying distributions from Part XII, line 4	8	241,103.

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.

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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 11,129.
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 11,129.
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 11,129.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,316.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 3,316.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 7,813.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TN, GA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► GEORGE M. MCMILLAN, JR. Telephone no. ► (423) 629-4366 Located at ► 2221 FOX RUN DRIVE, SIGNAL MOUNTAIN, TN ZIP+4 ► 37377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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 ►	1b	X
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<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.)	N/A	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. ►		
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.)	N/A	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
			X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

☐ Yes ☒ No

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

N/A

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCHEDULE ATTACHED				
	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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

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

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

0

Part IX-A**Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,008,445.
b	Average of monthly cash balances	1b	109,092.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	5,117,537.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,117,537.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,763.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,040,774.
6	Minimum investment return. Enter 5% of line 5	6	252,039.

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	252,039.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,129.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,129.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	240,910.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	240,910.
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	240,910.

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	241,103.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	241,103.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	241,103.

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.

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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				240,910.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			226,818.	
b Total for prior years:		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: ▶ \$ 241,103.				
a Applied to 2011, but not more than line 2a			226,818.	
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				14,285.
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				226,625.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	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)

N/A

1 a 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)

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

Part XV Supplementary Information (Complete this part only if the 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:

SEE STATEMENT 11

- 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:

THE DANIEL ASHLEY AND IRENE HOUSTON

Form 990-PF (2012)

JEWELL MEMORIAL FOUNDATION

58-6034213 Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SCHEDULE ATTACHED	NONE	501(C)(3) EXEMPT ORGS.		230,000.
Total			3a	230,000.
b Approved for future payment				
FRIENDS OF THE PARK, CHICKAMAUGA, GEORGIA	NONE	PUBLIC CHARITY	PARK PRESERVATION	10,000.
GEORGIA 4-H FOUNDATION, ATHENS, GEORGIA	NONE	PUBLIC CHARITY	ROCK EAGLE CENTER	20,000.
Total			3b	30,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	11.		
4 Dividends and interest from securities			14	191,385.		
5 Net income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			01	131.		
8 Gain or (loss) from sales of assets other than inventory			18	385,074.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		576,601.		0.
13 Total. Add line 12, columns (b), (d), and (e)						576,601.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| 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
N/A		

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.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>George McMillan</i>	Date 9/20/13	Title TREASURER			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	W. KING COPLER	<i>W. King Copler</i>	9-20-13		P01065738	
	Firm's name ▶ CHAMBLISS, BAHNER & STOPHEL, P.C.				Firm's EIN ▶ 62-1674553	
	Firm's address ▶ 605 CHESTNUT STREET, SUITE 1700 CHATTANOOGA, TN 37450-0019				Phone no. (423) 756-3000	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB, NOMINEE - CASH RESERVE FUND	11.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB, NOMINEE - CORPORATE BOND INTEREST	78,818.	0.	78,818.
CHARLES SCHWAB, NOMINEE - DIVIDENDS	112,525.	0.	112,525.
CHARLES SCHWAB, NOMINEE - GNMA POOL	42.	0.	42.
TOTAL TO FM 990-PF, PART I, LN 4	191,385.	0.	191,385.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	119.	119.	
INTEREST ON TAX REFUND	12.	12.	
TOTAL TO FORM 990-PF, PART I, LINE 11	131.	131.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CHAMBLISS, BAHNER & STOPHEL, P.C.	11,103.	0.		11,103.	
TO FM 990-PF, PG 1, LN 16A	11,103.	0.		11,103.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PATTEN & PATTEN, INC. - INVESTMENT ADVISOR	20,104.	20,104.		0.	
TO FORM 990-PF, PG 1, LN 16C	20,104.	20,104.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	11,129.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	11,129.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	42.	42.		0.	
TO FORM 990-PF, PG 1, LN 23	42.	42.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GNMA POOL #2999 7.5% DUE 11-20-30	X		518.	574.
TOTAL U.S. GOVERNMENT OBLIGATIONS			518.	574.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			518.	574.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED - CORPORATE STOCK	3,511,921.	4,053,789.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,511,921.	4,053,789.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED - CORPORATE BONDS	1,086,439.	1,082,027.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,086,439.	1,082,027.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

D. ASHLEY JEWELL V
115 OLD HOMESTEAD DRIVE
CHICKAMAUGA, GA 30707

TELEPHONE NUMBER

404/624-7636

FORM AND CONTENT OF APPLICATIONS

THE JEWELL FOUNDATION DOES NOT HAVE PREPARED APPLICATION FORMS. REQUESTS
ARE CONSIDERED IN ANY FORM IN WHICH THEY ARE SUBMITTED.

ANY SUBMISSION DEADLINES

NO SPECIFIC DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

STATEMENT ATTACHED

THE DANIEL ASHLEY AND IRENE HOUSTON JEWELL MEMORIAL FOUNDATION
IDENTIFICATION NUMBER 58-6034213
CHATTANOOGA, TENNESSEE
FOR THE YEAR ENDED JUNE 30, 2013

PART VIII, LINE 1 - COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES

<u>Name and Address</u>	<u>Title and Average Hours</u>	<u>Benefit Plan Contribution</u>	<u>Expense Reimburse- ment</u>	<u>Compensation</u>
D. Ashley Jewell, V 115 Old Homestead Drive Chickamauga, GA 30707	Chairman and Trustee Part-time	None	None	None
Elizabeth J. Berry 546 Tom Hunt Road Chickamauga, GA 30707	Vice Chairman and Trustee Part-time	None	None	None
Carol J. Browder 108 Linden Street Lookout Mountain, TN 37350	Secretary and Trustee Part-time	None	None	None
George M. McMillan, Jr. 2221 Fox Run Drive Signal Mountain, TN 37377	Treasurer and Trustee Part-time	None	None	None
W. Miller Welborn 103 Robin Hood Trail Lookout Mountain, TN 37350	Assistant Treasurer and Trustee Part-time	None	None	None
E. Dunbar Jewell, Jr. 8190 Grogans Ferry Altanta, GA 30350	Trustee Part-time	None	None	None
Juanita C. Crowder 314 Pinehurst Circle Chickamauga, GA 30707	Trustee Part-time	None	None	None
Ellen J. Siegfried 2925 Abbott's Pointe Drive Duluth, GA 30136	Trustee Part-time	None	None	None

**THE DANIEL ASHLEY AND IRENE HOUSTON JEWELL MEMORIAL FOUNDATION
IDENTIFICATION NUMBER 58-6034213
CHATTANOOGA, TENNESSEE
FOR THE YEAR ENDED JUNE 30, 2013**

PART VIII, LINE 1 - COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES

<u>Name and Address</u>	<u>Title and Average Hours</u>	<u>Benefit Plan Contribution</u>	<u>Expense Reimburse- ment</u>	<u>Compensation</u>
Irene Jewell Staub 403 Cove Road Chickamauga, GA 30707	Trustee Part-time	None	None	None
Michael S. Wright 500 W. 12th Street Chickamauga, GA 30707	Trustee Part-time	None	None	None
Robert Houston Jewell, III P. O. Box 212 Chickamauga, GA 30707	Trustee Part-time	None	None	None

THE DANIEL ASHLEY AND IRENE HOUSTON JEWELL MEMORIAL FOUNDATION

58-6034213

CHATTANOOGA, TENNESSEE

FOR THE YEAR ENDED JUNE 30, 2013

PART XV, LINE 3 (a) - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Contributions to organizations described in Section 170(c) of the Internal Revenue Code none of which has any relationship to any person or corporation having an interest in The Daniel Ashley and Irene Houston Jewell Memorial Foundation

D. A. Jewell and C. Callaway, Jr. Scholarships:

Kennesaw State University, Kennesaw, Georgia	
Justina Rae Sellers	4,000
Maryville College, Maryville, TN	
Camilla Nicole Loggins	4,000
University of Georgia, Athens, Georgia	
Jackson Tyler Smith	4,000
Logan Bradley Frost	4,000
Kaita Linn McGregor	4,000
Georgia Institute of Technology, Atlanta, GA	
Jared John Heimer	4,000
Kara Renee Evitt	4,000
Berea College, Berea, KY	
Amy Lauren Strickland	4,000
University of Tennessee at Chattanooga	
Joseph Aaron Kennedy	4,000
Berry College, Mount Berry, GA	
Christopher Eugene Human	4,000
Shorter University, Rome, GA	
Michael Kyle Farmer	4,000
North Georgia College and State University	
Katie Elizabeth Russell	4,000
	<hr/>
Total Scholarships	<u>48,000</u>

Other Contributions:

American Cancer Society, Oklahoma City, OK	1,000
Bethel Bible Village, Hixson, Tennessee - Operating Funds	5,500
Bright School, Chattanooga, TN - Environmental Water Habitat	8,000
Chattanooga Boys Choir, Chattanooga, TN - Cuba Trip Travel Expenses	1,000
Chattanooga Youth Network, Chattanooga, TN	7,500
Cherokee Area Council Boy Scouts, Chattanooga, TN	6,000
Cherokee Area Council Boy Scouts, Chattanooga, TN	500
Cherokee Regional Library, Rossville, GA - Rossville Branch Operations	2,000
Chickamauga City Schools, Chickamauga, GA	4,000
Chickamauga City Schools, Chickamauga, GA - Building and Wrestling	13,000
Chickamauga Recreation Association, Chickamauga, GA	5,000

THE DANIEL ASHLEY AND IRENE HOUSTON JEWELL MEMORIAL FOUNDATION

58-6034213

CHATTANOOGA, TENNESSEE

FOR THE YEAR ENDED JUNE 30, 2013

PART XV, LINE 3 (a) - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Other Contributions (Concluded):

City of Chickamauga, Chickamauga, GA - Police Department	1,000
Fellowship of Christian Athletes, Athens, GA - UGA Ministries	10,000
Fellowship of Christian Athletes, Lookout Mountain, GA - Lookout Mountain Ministries	2,000
First Things First, Chattanooga, TN	3,000
Friends of the Chickamauga Public Library, Chickamauga, GA	20,000
Friends of the Park, Chattanooga, TN	10,000
Furkids, Atlanta, GA	5,000
Georgia 4-H Foundation, Athens, GA - Rock Eagle Center	5,000
Girls Preparatory School, Inc., Chattanooga, TN - Scholarships	7,500
Gordon Lee Alumni Association, Chickamauga, GA	10,000
Gordon Lee High School, Chickamauga, GA - Band Boosters - Transportation	5,000
Gordon Lee High School, Chickamauga, GA - Athletic Department Transportation	2,000
Houston Museum, Chattanooga, TN	5,000
Hutcheson Medical Center, Ft. Oglethorpe, GA - Purchase of Kitchen Equipment	2,500
Lookout Mountain Elementary School, Lookout Mountain, TN	5,000
Lookout Mountain Judicial Circuit Children's Advocacy Center, Lookout Mountain, GA	5,000
Moccasin Bend Girl Scout Council, Chattanooga, TN - Camp Adahi Endowment	10,000
Penfield Christian Home, LaFayette, GA	10,000
Police Unity Tour of Florida, Inc, Tampa, FL	500
Sixth Cavalry Museum, Ft. Oglethorpe, GA	5,000
YMCA, Chattanooga, TN - Camp Ocoee	5,000
Total Other Contributions	<u>182,000</u>
Total Contributions	<u><u>230,000</u></u>

THE DANIEL ASHLEY AND IRENE HOUSTON JEWELL MEMORIAL FOUNDATION

58-6034213

CHATTANOOGA, TENNESSEE

FOR THE YEAR ENDED JUNE 30, 2013

PART XV, LINE 2(d) - SUPPLEMENTARY INFORMATION

Scholarships were originally awarded only to qualified children of employees of Crystal Springs Textiles, Inc., Chickamauga, Georgia.

The Revised Procedures for Granting Scholarships, which has been duly approved by the Internal Revenue Service, provides for scholarships to be granted to needy and deserving students who are graduates of Gordon Lee Memorial High School, Chickamauga, Walker County, Georgia.

A Scholarship Committee makes the selection of the recipients. It is composed of the superintendent of the Chickamauga Public School System, the principal of the Gordon Lee High School and James P. Staub. The Scholarship Committee makes its recommendations to the Board of Trustees of the Foundation.

Patten & Patten
REALIZED GAINS AND LOSSES
The Daniel Ashley and Irene Houston Jewell Memorial Foundation
#6699-9279
Account # 5600
From 07-01-12 Through 06-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
11-07-00	07-20-12	3.60	GNMA Pool # 2999	3.74	0.00	3.60		-0.14
			7.500% Due 11-20-30					
03-11-10	07-30-12	3,000.00	Johnson Controls Inc.	93,908.80		74,069.43		-19,839.37
04-30-09	07-30-12	3,000.00	iShares MSCI Canada (ewc)	58,039.80		79,505.60		21,465.80
01-03-05	07-30-12	375.00	Phillips 66	7,601.90		14,034.68		6,432.78
04-10-06	07-30-12	125.00	Phillips 66	4,009.43		4,678.23		668.80
04-30-09	07-30-12	250.00	Phillips 66	5,044.93		9,356.45		4,311.52
08-16-11	07-30-12	1,500.00	Schlumberger, Ltd.	118,071.40		108,624.61	-9,446.79	
01-17-12	07-30-12	3,250.00	Health Care Select Sector	116,259.25		125,339.68	9,080.43	
11-07-00	08-20-12	8.70	GNMA Pool # 2999	9.04	0.00	8.70		-0.34
			7.500% Due 11-20-30					
05-31-11	08-20-12	750.00	Freeport-McMoran Copper	38,376.00		26,331.13		-12,044.87
08-16-11	08-20-12	750.00	Freeport-McMoran Copper	34,642.23		26,331.13		-8,311.10
09-22-11	08-20-12	1,500.00	Freeport-McMoran Copper	48,398.95		52,662.27	4,263.32	
01-17-12	08-20-12	3,000.00	Morgan Stanley China A. Share Fund	65,518.00		54,796.06	-10,721.94	
01-03-05	08-20-12	750.00	ConocoPhillips	24,108.74		42,729.04		18,620.30
04-10-06	08-20-12	250.00	ConocoPhillips	12,715.57		14,243.01		1,527.44
04-30-09	08-20-12	500.00	ConocoPhillips	15,999.57		28,486.03		12,486.46
09-22-11	08-20-12	1,000.00	Intel Corporation	21,672.10		26,111.91	4,439.81	

Patten & Patten
REALIZED GAINS AND LOSSES
The Daniel Ashley and Irene Houston Jewell Memorial Foundation
#6699-9279
Account # 5600
From 07-01-12 Through 06-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
03-02-11	09-06-12	1,250.00	Tractor Supply Company	64,509.32		125,057.57		
07-30-12	09-06-12	1,500.00	Occidental Pete Corp Del Com	134,056.30		126,958.25	-7,098.05	60,548.25
08-16-11	09-06-12	5,000.00	Altria Group, Inc.	128,785.00		171,903.14		43,118.14
11-07-00	09-20-12	13.90	GNMA Pool # 2999	14.45	0.00	13.90		-0.55
			7.500% Due 11-20-30					
10-15-02	10-01-12	200,000.00	Dow Chemical	200,015.00		200,000.00		-15.00
			6.000% Due 10-01-12					
02-06-06	10-17-12	100.00	Apple Inc Com	6,784.29		64,691.55		57,907.26
01-17-12	10-17-12	2,750.00	Broadcom Corp. Class A	89,187.00		94,587.87	5,400.87	
08-20-12	10-17-12	1,750.00	Eaton Corp.	80,662.08		80,760.83	98.75	
02-09-12	10-17-12	2,500.00	IShares DJ US Financial Sect	137,205.00		150,746.11	13,541.11	
01-17-12	10-17-12	2,000.00	iShares MSCI Brazil Index Fund (ewz)	126,124.00		110,287.52	-15,836.48	
11-07-00	10-20-12	12.75	GNMA Pool # 2999	13.25	0.00	12.75		-0.50
			7.500% Due 11-20-30					
11-07-00	11-20-12	9.36	GNMA Pool # 2999	9.73	0.00	9.36		-0.37
			7.500% Due 11-20-30					
08-12-08	12-11-12	150,000.00	Verizon Communications	150,698.50		185,417.00		34,718.50
			6.100% Due 04-15-18					

Patten & Patten
REALIZED GAINS AND LOSSES
The Daniel Ashley and Irene Houston Jewell Memorial Foundation
#6699-9279
Account # 5600
From 07-01-12 Through 06-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
09-22-11	12-17-12	250.000	IShares iBoxx \$ Investment Grade Corporate (lqd)	28,436.49		30,271.37		1,834.88
09-22-11	12-18-12	525.000	IShares iBoxx \$ Investment Grade Corporate (lqd)	59,716.63		63,393.88		3,677.25
11-07-00	12-20-12	11.09	GNMA Pool # 2999 7.500% Due 11-20-30	11.53	0.00	11.09		-0.44
11-07-00	01-20-13	1.56	GNMA Pool # 2999 7.500% Due 11-20-30	1.62	0.00	1.56		-0.06
09-22-11	02-12-13	1,250.000	iBoxx \$ High Yield Corporate Bond Fund (hyg)	106,247.50		116,453.76		10,206.26
10-17-12	02-12-13	750.000	iBoxx \$ High Yield Corporate Bond Fund (hyg)	70,157.50		69,872.26	-285.24	
04-09-12	02-12-13	1,000.00	Trinity Industries, Inc.	32,300.35		41,174.07	8,873.72	
09-06-12	02-12-13	750.000	PIMCO Total Return Exchange-Traded Fund	80,652.48		81,868.71	1,216.23	
10-17-12	02-12-13	750.000	PIMCO Total Return Exchange-Traded Fund	81,856.53		81,868.71	12.18	
09-22-11	02-12-13	225.000	IShares iBoxx \$ Investment Grade Corporate (lqd)	25,592.84		26,800.39		1,207.55
07-30-12	02-12-13	1,500.00	Express Scripts Holding Co.	86,788.15		81,642.55	-5,145.60	

Patten & Patten
REALIZED GAINS AND LOSSES
The Daniel Ashley and Irene Houston Jewell Memorial Foundation
#6699-9279
Account # 5600
From 07-01-12 Through 06-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-20-12	02-12-13	500.00	Express Scripts Holding Co.	30,137.80		27,214.19	-2,923.61	
09-06-12	02-12-13	1,750.00	Harman International	83,205.88		78,771.82	-4,434.06	
09-22-11	02-12-13	3,000.00	Intel Corporation	65,016.30		63,353.17		-1,663.13
01-17-12	02-12-13	2,000.00	Intel Corporation	50,247.40		42,235.45		-8,011.95
09-11-08	02-12-13	250,000.00	Halliburton Co. 5.9% 5.900% Due 09-15-18	253,282.50		305,990.00		52,707.50
11-07-00	02-20-13	1.64	GNMA Pool # 2999 7.500% Due 11-20-30	1.70	0.00	1.64		-0.06
07-30-12	02-26-13	1,500.00	Pfizer	35,651.61		40,399.39	4,747.78	
11-07-00	03-20-13	8.81	GNMA Pool # 2999 7.500% Due 11-20-30	9.16	0.00	8.81		-0.35
11-07-00	04-20-13	9.36	GNMA Pool # 2999 7.500% Due 11-20-30	9.73	0.00	9.36		-0.37
09-22-11	05-10-13	3,500.00	EPR Properties	135,890.15		201,464.73		65,574.58
11-07-00	05-20-13	5.83	GNMA Pool # 2999 7.500% Due 11-20-30	6.06	0.00	5.83		-0.23
02-12-13	05-24-13	3,500.00	Wisdom Tree Japan Hedge Equity Fd	143,440.00		170,036.28	26,596.28	
11-07-00	06-20-13	20.30	GNMA Pool # 2999 7.500% Due 11-20-30	21.10	0.00	20.30		-0.80

Patten & Patten
REALIZED GAINS AND LOSSES
The Daniel Ashley and Irene Houston Jewell Memorial Foundation
#6699-9279
Account # 5600
From 07-01-12 Through 06-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-12-13	06-25-13	1,500.00	Deltic Timber Corporation	107,739.10		92,687.48	-15,051.62	
12-12-12	06-25-13	3,000.00	Ishares MSCI Pacific Ex Japan	143,050.00		130,078.83	-12,971.17	
04-30-09	06-25-13	1,250.00	McDonald's Corp.	67,772.50		121,718.38		53,945.88
10-17-12	06-25-13	1,000.00	SPDR Gold Trust	169,450.00		123,152.75	-46,297.25	
03-18-11	06-25-13	2,500.00	Verizon Communications	89,081.25		125,024.81		35,943.56
07-30-12	06-28-13	0.31	Zoetis, Inc.	7.39		9.42	2.03	
TOTAL GAINS							78,272.51	486,902.70
TOTAL LOSSES							-130,211.81	-49,889.65
TOTAL REALIZED GAIN/LOSS			385,073.76	3,728,224.64	0.00	4,113,298.40	-51,939.30	437,013.06

Patten & Patten
PORTFOLIO APPRAISAL
The Daniel Ashley and Irene Houston Jewell Memorial Foundation
#6699-9279
Account # 5600
June 30, 2013

Quantity	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
COMMON STOCK									
10,000.00	ALPS Trust Alerian MLP ETF	16.17	161,700.00	17.85	178,500.00	3.4	1.033	10,330.00	5.8
3,500.00	American International Group Inc.	35.12	122,930.00	44.70	156,450.00	3.0	0.000	0.00	0.0
325.00	Apple Inc Com	223.77	72,726.83	396.53	128,872.25	2.5	12.200	3,965.00	3.1
1,000.00	ChevronTexaco Corporation	79.08	79,080.00	118.34	118,340.00	2.3	4.000	4,000.00	3.4
6,500.00	Cisco Systems, Inc.	18.38	119,480.00	24.33	158,177.50	3.0	0.680	4,420.00	2.8
7,500.00	Cohen and Steers Infrastructure Fund Inc (utf)	17.59	131,926.75	18.89	141,675.00	2.7	1.440	10,800.00	7.6
2,000.00	Express Scripts Holding Co.	61.29	122,571.60	61.74	123,480.00	2.4	0.000	0.00	0.0
1,500.00	Exxon Mobil Corporation	69.02	103,527.85	90.35	135,525.00	2.6	2.520	3,780.00	2.8
6,000.00	Government Properties Income	23.79	142,755.40	25.22	151,320.00	2.9	1.720	10,320.00	6.8
1,750.00	Home Depot	74.48	130,342.83	77.47	135,572.50	2.6	1.560	2,730.00	2.0
7,500.00	John Hancock Bk & Thrift Opp Fund	16.64	124,787.52	21.38	160,350.00	3.1	1.184	8,883.00	5.5

Patten & Patten
PORTFOLIO APPRAISAL
The Daniel Ashley and Irene Houston Jewell Memorial Foundation
#6699-9279
Account # 5600
June 30, 2013

Quantity	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
2,000.00	JP Morgan Chase & Co Com	39.51	79,018.80	52.79	105,580.00	2.0	1.520	3,040.00	2.9
5,000.00	Kayne Anderson Midstream/Energy Fund Inc.	32.42	162,102.00	31.95	159,750.00	3.1	1.820	9,100.00	5.7
3,000.00	Macy's Inc.	46.66	139,993.00	48.00	144,000.00	2.8	1.000	3,000.00	2.1
4,000.00	Morgan Stanley Com New	24.99	99,960.00	24.43	97,720.00	1.9	0.200	800.00	0.8
2,000.00	Nike Inc. Class B	47.89	95,787.90	63.68	127,360.00	2.4	0.840	1,680.00	1.3
30,000.00	Nokia Corp - ADR	3.82	114,557.95	3.74	112,200.00	2.1	0.000	0.00	0.0
4,638.00	Pfizer	23.77	110,234.77	28.01	129,910.38	2.5	0.960	4,452.48	3.4
2,250.00	Phillips 66	59.26	133,341.40	58.91	132,547.50	2.5	1.250	2,812.50	2.1
2,000.00	Prudential Financial, Inc.	71.14	142,278.80	73.03	146,060.00	2.8	1.600	3,200.00	2.2
2,500.00	Qualcomm, Inc.	56.60	141,493.37	61.09	152,725.00	2.9	1.400	3,500.00	2.3
15,000.00	Regions Financial Corp.	4.92	73,786.00	9.53	142,950.00	2.7	0.120	1,800.00	1.3
2,250.00	Sirona Dental Systems Inc.	58.55	131,743.58	65.88	148,230.00	2.8	0.000	0.00	0.0
4,000.00	Toll Brothers Inc	33.13	132,535.55	32.63	130,520.00	2.5	0.000	0.00	0.0
4,000.00	Trinity Industries, Inc.	29.26	117,037.01	38.44	153,760.00	2.9	0.520	2,080.00	1.4

Patten & Patten
PORTFOLIO APPRAISAL
The Daniel Ashley and Irene Houston Jewell Memorial Foundation
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Account # 5600
June 30, 2013

Quantity	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
4,500.00	Wells Fargo	33.10	148,947.80	41.27	185,715.00	3.5	1.200	5,400.00	2.9
4,000.00	Weyerhaeuser Co.	25.46	101,838.80	28.49	113,960.00	2.2	0.800	3,200.00	2.8
1,000.00	Whirlpool Corp.	113.75	113,752.70	114.36	114,360.00	2.2	2.500	2,500.00	2.2
358.00	Zoetis, Inc.	24.04	8,606.48	30.89	11,058.62	0.2	0.260	93.08	0.8
			3,358,844.69		3,896,668.75	74.5		105,886.06	2.7
BOND FUND									
9,989.821	PIMCO Diversified Income Fund (PDIX)	12.28	122,700.00	11.51	114,982.84	2.2	0.574	5,733.59	5.0
9,997.683	PIMCO Foreign Bond Fund (PFORX)	10.79	107,900.00	10.51	105,075.65	2.0	0.269	2,688.21	2.6
17,484.051	PIMCO Income Fund	12.54	219,275.00	12.21	213,480.26	4.1	0.666	11,644.29	5.5
19,997.836	PIMCO Unconstrained Bond Fund (PFIUX)	11.55	231,000.00	11.29	225,775.57	4.3	0.131	2,629.22	1.2
			680,875.00		659,314.32	12.6		22,695.30	3.4
PREFERRED									
4,000.00	IShares S&P U.S. Preferred Stock Index Fund (pif)	38.27	153,076.70	39.28	157,120.00	3.0	2.295	9,181.90	5.8
			153,076.70		157,120.00	3.0		9,181.90	5.8

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PORTFOLIO APPRAISAL
The Daniel Ashley and Irene Houston Jewell Memorial Foundation
#6699-9279
Account # 5600
June 30, 2013

Quantity	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
CORPORATE BONDS									
250,000.00	Goldman Sachs Group Inc.	109.28	273,197.50	111.88	279,710.00	5.3	5.950	14,875.00	3.1
	5.950% Due 01-18-18								
125,000.00	Morgan Stanley	105.89	132,366.25	107.48	134,353.75	2.6	5.625	7,031.25	4.2
	5.625% Due 09-23-19								
	Accrued Interest				8,649.13	0.2			
			405,563.75		422,712.88	8.1		21,906.25	3.5
GNMA									
498.55	GNMA Pool # 2999	103.96	518.27	114.90	572.83	0.0	7.500	37.39	6.7
	7.500% Due 11-20-30				1.66	0.0			
	Accrued Interest				574.49	0.0		37.39	6.7
			518.27						
CASH AND EQUIVALENTS									
	Schwab Govt Money Fund		95,391.29		95,391.29	1.8	0.010	9.54	0.0
			95,391.29		95,391.29	1.8		9.54	0.0

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PORTFOLIO APPRAISAL
The Daniel Ashley and Irene Houston Jewell Memorial Foundation
#6699-9279
Account # 5600
June 30, 2013

Quantity	Security	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
TOTAL PORTFOLIO									
			4,694,269.70		5,231,781.73	100.0		159,716.45	2.9