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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 CARTINHOOR-WOODS FOUNDATION, INC

A Employer identification number

62-1504440

Number and street (or P O box number if mail is not delivered to street address)

2626 CLIFFTOPS AVENUE

Room/suite

B Telephone number

(423) 510-9401

City or town, state, and ZIP code

MONTEAGLE, TN 37356

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

▶ \$ 4,946,303.

J Accounting method:

☐ Cash☐ Accrual☒ Other (specify) MODIFIED CASH

(Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses

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

	(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				
4 Dividends and interest from securities	100,649.	89,710.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-20,122.			
b Gross sales price for all assets on line 6a	845,321.			
7 Capital gain net income (from Part IV, line 2)		0.		
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				
12 Total. Add lines 1 through 11	80,527.	89,710.		
13 Compensation of officers, directors, trustees, etc	22,313.	0.		22,313.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	12,573.	0.		12,573.
b Accounting fees				
c Other professional fees	13,501.	13,501.		0.
17 Interest				
18 Taxes	14,835.	38.		14,435.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	7,614.	5,614.		2,000.
24 Total operating and administrative expenses. Add lines 13 through 23	70,836.	19,153.		51,321.
25 Contributions, gifts, grants paid	200,000.			200,000.
26 Total expenses and disbursements. Add lines 24 and 25	270,836.	19,153.		251,321.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-190,309.			
b Net investment income (if negative, enter -0-)		70,557.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets				Attached schedules and amounts in the description column should be for end-of-year amounts only		
				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		6,811.	5,722.	5,722.
	2	Savings and temporary cash investments		1,092,710.	126,483.	126,483.
	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 6		229,360.	151,967.	156,658.
	b	Investments - corporate stock STMT 7		694,118.	854,461.	974,322.
	c	Investments - corporate bonds STMT 8		259,845.	203,177.	203,989.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		2,716,447.	3,467,172.	3,479,129.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		4,999,291.	4,808,982.	4,946,303.	
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 ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
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		4,999,291.	4,808,982.	
	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		4,999,291.	4,808,982.	
	31	Total liabilities and net assets/fund balances		4,999,291.	4,808,982.	

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	4,999,291.
2	Enter amount from Part I, line 27a	2	-190,309.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,808,982.
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	4,808,982.

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				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 845,321.		865,443.	-20,122.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-20,122.

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	-20,122.
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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	250,456.	5,035,728.	.049736
2010	251,352.	5,413,518.	.046430
2009	302,736.	5,318,876.	.056917
2008	383,134.	5,711,921.	.067076
2007	353,193.	7,766,736.	.045475

2 Total of line 1, column (d)	2	.265634
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	.053127
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,963,089.
5 Multiply line 4 by line 3	5	263,674.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	706.
7 Add lines 5 and 6	7	264,380.
8 Enter qualifying distributions from Part XII, line 4	8	251,321.

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

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

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	1,411.
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	1,411.
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	1,411.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,841.	
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	1,841.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	430.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11	430.	Refunded

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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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		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 ► MRS. SANDRA M. THURMOND Telephone no. ► (423) 510-9401 Located at ► 2322 HAVEN CREST DRIVE, CHATTANOOGA, TN ZIP+4 ► 37421			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	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?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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?

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(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 10		22,313.	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

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.

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,981,644.
b	Average of monthly cash balances	1b	57,025.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,038,669.
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	5,038,669.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	75,580.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,963,089.
6	Minimum investment return. Enter 5% of line 5	6	248,154.

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	248,154.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,411.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,411.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	246,743.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	246,743.
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	246,743.

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	251,321.
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	251,321.
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	251,321.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				246,743.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			248,095.	
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: ► \$ 251,321.				
a Applied to 2011, but not more than line 2a			248,095.	
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				3,226.
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:	0.			
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				243,517.
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 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				
FRANKLIN COUNTY HUMANE SOCIETY--ANIMAL HARBOR P.O. BOX 187 WINCHESTER, TN 37398	NONE	501(C)(3)	NEW SHELTER CAMPAIGN	14,000.
GOOD SAMARITAN MINISTRIES 1725 DECHERD AVENUE DECHERD, TN 37324	NONE	501(C)(3)	OPERATING FUNDS	34,000.
GOOD SHEPHERD CHURCH 2021 DECHERD BOULEVARD DECHERD, TN 37324	NONE	CHURCH	REPAIRS AND IMPROVEMENTS; SPECIAL EVENTS AND ANNIVERSARIES	15,000.
LAND TRUST FOR TENNESSEE 209 10TH AVENUE SOUTH SUITE 530 NASHVILLE, TN 37203	NONE	501(C)(3)	OPERATING FUNDS	500.
ST. ANDREWS/SEWANEE SCHOOL 290 QUINTARD ROAD SEWANEE, TN 37375	NONE	SCHOOL	RETIREE FUND	10,000.
Total	SEE CONTINUATION SHEET(S)			200,000.
b Approved for future payment				
FRANKLIN COUNTY HUMANE SOCIETY--ANIMAL HARBOR P.O. BOX 187 WINCHESTER, TN 37398	NONE	501(C)(3)	NEW SHELTER CAMPAIGN	28,000.
ST. ANDREWS/SEWANEE SCHOOL 290 QUINTARD ROAD SEWANEE, TN 37375	NONE	SCHOOL	RETIREE FUND	10,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE	SCHOOL	ENDOWMENT CAMPAIGN	45,000.
Total	SEE CONTINUATION SHEET(S)			113,000.

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THE CARTINHOOR-WOODS FOUNDATION, INC

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	THE 1974 EVENT DRIVEN OVERSEAS FUND LTD	P	08/01/07	07/01/12
b	GCP SPV, LTD	P	12/01/09	11/01/12
c	THE 1974 EVENT DRIVEN OVERSEAS FUND LTD	P	08/01/07	12/01/12
d	ACL ALTERNATIVE FUND SAC LIMITED	P	08/28/08	12/12/12
e	AMA INTERNATIONAL EQUITY FUND QP LP	P	03/01/05	02/01/13
f	THE 1974 EVENT DRIVEN OVERSEAS FUND LTD	P	08/01/07	05/01/13
g	ACL ALTERNATIVE FUND SAC LIMITED - PARTNERSHIP FL	P		
h	ACL ALTERNATIVE FUND SAC LIMITED - PARTNERSHIP FL	P		
i	AMA INTERNATIONAL EQUITY FUND QP LP - PARTNERSHIP	P		
j	PUBLICLY TRADED SECURITIES - ST - STATEMENT ATTAC	P		
k	PUBLICLY TRADED SECURITIES - LT - STATEMENT ATTAC	P		
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(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 14,000.		36,208.	-22,208.
b 13,591.		17,784.	-4,193.
c 6,711.		17,479.	-10,768.
d 173,588.		170,727.	2,861.
e 1,936.			1,936.
f 3,283.		8,855.	-5,572.
g		4,096.	-4,096.
h		6,144.	-6,144.
i		9,774.	-9,774.
j 421,755.		410,749.	11,006.
k 178,549.		183,627.	-5,078.
l 31,908.			31,908.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-22,208.
b			-4,193.
c			-10,768.
d			2,861.
e			1,936.
f			-5,572.
g			-4,096.
h			-6,144.
i			-9,774.
j			11,006.
k			-5,078.
l			31,908.
m			
n			
o			

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	-20,122.
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

THE CARTINHOOR-WOODS FOUNDATION, INC
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME, PART IV
PUBLICLY TRADED SECURITIES
FISCAL YEAR ENDED JUNE 30, 2013

Security	Shares or Face Value	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Gain or (Loss)
Short-Term Capital Gains or (Losses)						
Agilent Technologies Inc	40 000	03/26/12	7/6/2012	1,508 36	1,798 00	(289 64)
Agilent Technologies Inc	100	02/28/12	7/6/2012	3,770 91	4,347 00	(576 09)
ROVI Corp	50 00	03/26/12	7/6/2012	916 98	1,677 60	(760 62)
ROVI Corp	100 000	02/28/12	7/6/2012	1,833 96	3,600 00	(1,766 04)
FMLMC Gold G14044	472 460	08/22/11	7/15/2012	472 46	486 93	(14 47)
FMLMC Gold G14044	453 170	08/22/11	8/15/2012	453 17	467 05	(13 88)
Kraft Foods Group Inc	0 330	07/06/12	10/25/2012	15 08	13 61	1 47
Baidu Com Inc	30 000	02/28/12	12/3/2012	2,700 79	4,139 70	(1,438 91)
Baidu Com Inc	30 000	03/26/12	12/4/2012	2,700 79	4,497 30	(1,796 51)
Citigroup Inc	120	02/25/12	12/4/2012	4,101 52	4,032 00	69 52
Citigroup Inc	100 000	3/26/2012	12/4/2012	3,417 93	3,737 00	(319 07)
Citigroup Inc	50 000	07/06/12	12/4/2012	1,708 97	1,320 00	388 97
Eaton Corporation Common	240	01/01/12	12/5/2012	12,397 20	11,868 00	529 20
Dreyfus Pre Strat Inter	3,800 000	VARIOUS	2/1/2013	56,810 00	52,276 00	4,534 00
BNY Mellon Sm/Mid Cap	6,100 000	VARIOUS	2/1/2013	84,607 00	83,613 00	994 00
BNY Mellon International	5,900 000	VARIOUS	2/1/2013	62,658 00	58,391 00	4,267 00
Dreyfus/Newton Intern Eqty	1,700 000	VARIOUS	2/1/2013	31,416 00	27,896 00	3,520 00
Kraft Food Groups Inc	113 000	VARIOUS	2/1/2013	5,253 26	4,558 66	694 60
Union Pac Corp	20 000	VARIOUS	2/1/2013	2,671 74	2,306 90	364 84
Nxp Semiconductors	50 000	VARIOUS	2/1/2013	1,532 97	1,345 00	187 97
JP Morgan Chase & Co	100 000	VARIOUS	2/1/2013	4,779 89	4,604 00	175 89
Noble Corporation	210 000	VARIOUS	2/1/2013	8,673 86	8,047 70	626 16
US Bancorp	330 000	VARIOUS	2/1/2013	11,008 58	10,152 63	855 95
EMC Corp Mass	300 000	VARIOUS	2/1/2013	7,448 83	8,630 94	(1,182 11)
Johnson Controls	40 000	VARIOUS	2/1/2013	1,246 37	1,331 60	(85 23)
Merck & Co Inc	350 000	VARIOUS	2/1/2013	14,664 71	13,855 28	809 43
Bristol-Myers Squibb Co	300 000	VARIOUS	2/1/2013	11,047 25	10,382 97	664 28
Accenture PLC-CL	30 000	VARIOUS	2/1/2013	2,211 55	1,963 50	248 05
Texas Instruments Inc	290 000	VARIOUS	2/1/2013	9,761 18	9,805 49	(44 31)
Valero Energy Corp	80 000	VARIOUS	2/1/2013	3,575 92	2,151 80	1,424 12
BB&T Corporation	180 000	VARIOUS	2/1/2013	5,601 47	5,618 87	(17 40)
QEP Resources Inc	190 000	VARIOUS	2/1/2013	5,629 57	6,244 70	(615 13)
AT&T Inc	80 000	VARIOUS	2/1/2013	2,840 74	2,543 86	296 88
Yum! Brands Inc	60 000	VARIOUS	2/1/2013	3,944 31	4,218 20	(273 89)
Plains Exploration & PR-W/I	180 000	VARIOUS	2/1/2013	8,652 41	7,808 80	843 61
BNY Mellon Bond Fund	1,500 000	VARIOUS	3/19/2013	20,265 00	20,270 70	(5 70)
ISHARES S&P GCSI Commodity	370 000	VARIOUS	3/18/2013	12,017 33	12,388 28	(370 95)
EMC Corp Mass	40 000	VARIOUS	3/18/2013	595 09	367 18	227 91
Teradata Corporation	120 000	VARIOUS	3/18/2013	6,843 45	7,992 00	(1,148 55)
Total Short-Term Capital Gain/Loss				421,754 60	410,749 25	11,005 35
Long-Term Capital Gains or (Losses)						
Johnson & Johnson Com	110	03/14/11	7/6/2012	7,421 55	6,517 28	904 27
Johnson & Johnson Com	25 0000	05/04/11	7/6/2012	1,686 72	1,661 65	25 07
Johnson & Johnson Com	15	04/20/11	7/6/2012	1,012 03	974 50	37 53
FMLMC Gold G14044	446 03	08/22/11	9/15/2012	446 03	459 69	(13 66)
FMLMC Gold G14044	409 620	08/22/11	10/15/2012	409 62	422 16	(12 54)
Fed Nat'l Mtg Assn	25,000 000	01/07/11	10/22/2012	25,000 00	24,437 50	562 50
FMLMC Gold G14044	470 220	08/22/11	11/15/2012	470 22	484 62	(14 40)
Met Co ST CLG of Denver	25,000 000	11/18/09	12/1/2012	25,000 00	25,000 00	-
FMLMC Gold G14044	486	08/22/11	12/15/2012	486 38	501 28	(14 90)
North Carolina ST Estr	25,000 000	VARIOUS	1/2/2013	25,000 00	26,887 00	(1,887 00)
FMLMC Gold G14044	456 190	VARIOUS	1/15/2013	456 19	470 16	(13 97)
FMLMC Gold G14044	445 650	VARIOUS	2/15/2013	445 65	459 30	(13 65)
FMLMC Gold G14044	381 770	VARIOUS	3/15/2013	381 77	393 46	(11 69)
BNY Mellon S/T Us Gov Secs	1,600 000	VARIOUS	3/19/2013	19,424 00	19,584 00	(160 00)
Teradata Corporation	100 000	3/2/2012	3/18/2013	5,702 87	6,584 00	(881 13)
EMC Corp Mass	220 000	3/2/2012	3/18/2013	5,964 56	6,157 80	(193 24)
ISHARES S&P GCSI Commodity	250 000	VARIOUS	3/18/2013	8,119 82	9,020 50	(900 68)
FMLMC Gold G14044	310 440	VARIOUS	4/15/2013	310 44	319 95	(9 51)
Allstate Lf Glb Fn	25,000 000	VARIOUS	4/30/2013	25,000 00	26,960 75	(1,960 75)
FMLMC Gold G14044	401 980	VARIOUS	5/15/2013	401 98	414 29	(12 31)
CST Brands Inc	0 889	VARIOUS	5/22/2013	29 49	18 63	10 86
FMLMC Gold G14044	379 890	VARIOUS	6/15/2013	379 89	391 52	(11 63)
Columbus OH	25000 000	VARIOUS	6/17/2013	25,000 00	25,507 00	(507 00)
Total Long-Term Capital Gain/Loss				178,549 21	183,627 04	(5,077 83)

Part XV. Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE	CHURCH	ANNUAL FUND	12,500.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE	SCHOOL	ENDOWMENT CAMPAIGN	40,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE	SCHOOL	ANNUAL GIVING	5,000.
THE UNIVERSITY SCHOOL OF NASHVILLE 200 EDGEHILL ROAD NASHVILLE, TN 37203	NONE	SCHOOL	ANNUAL GIVING	10,000.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE	UNIVERSITY	J. ALBERT WOODS SCIENCE LABORATORIES	10,000.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE	UNIVERSITY	W. C. CARTINHOUR MEMORIAL SCHOLARSHIP GRANT	10,000.
WISHBONE 2144 LEAVENWORTH STREET SAN FRANCISCO, CA 94133	NONE	501(C)(3)	MICHAEL'S PROJECT	17,000.
THE CHILDREN'S HOUSE 3404 BELMONT AVENUE NASHVILLE, TN 37215	NONE	SCHOOL	CAPITAL CAMPAIGN	10,000.
VIRGINIA THEOLOGICAL SEMINARY 3737 SEMINARY ROAD ALEXANDRIA, VA 22304	NONE	UNIVERSITY	CHAPEL REPLACEMENT	10,000.
THE NASHVILLE FOOD PROJECT 3605 HILLSBORO PIKE NASHVILLE, TN 37215	NONE	501(C)(3)	ANNUAL GIVING	2,000.
Total from continuation sheets				126,500.

3 Grants and Contributions Approved for Future Payment (Continuation)

223635
05-01-12

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACL ALTERNATIVE FUND SAC LIMITED	111.	0.	111.
AMA INTERNATIONAL EQUITY FUND (QP), LP	3.	0.	3.
BNY MELLON - NOMINEE	132,443.	31,908.	100,535.
TOTAL TO FM 990-PF, PART I, LN 4	132,557.	31,908.	100,649.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHAMBLISS, BAHNER & STOPHEL, P.C.	12,573.	0.		12,573.
TO FM 990-PF, PG 1, LN 16A	12,573.	0.		12,573.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BNY-MELLON - INVESTMENT MANAGEMENT FEES	13,501.	13,501.		0.
TO FORM 990-PF, PG 1, LN 16C	13,501.	13,501.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER TAXES	362.	0.		0.	
PAYROLL TAXES	14,435.	0.		14,435.	
FOREIGN TAXES	38.	38.		0.	
TO FORM 990-PF, PG 1, LN 18	14,835.	38.		14,435.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PORTFOLIO & OTHER DEDS THRU PARTNERSHIPS	4,715.	4,715.		0.	
SUPPLIES	2,000.	0.		2,000.	
WIRE FEES	30.	30.		0.	
MISCELLANEOUS INVESTMENT EXPENSE	869.	869.		0.	
TO FORM 990-PF, PG 1, LN 23	7,614.	5,614.		2,000.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
KAUAI COUNTY HAWAII 1.955% DUE 8-1-13		X	25,000.	25,029.	
OHIO STATE 5% DUE 5-1-14		X	27,054.	25,906.	
INDIANA UNIV CTFS 3.773% DUE 12-1-16		X	25,000.	26,389.	
MINNEAPOLIS MN 4% DUE 3-1-2018		X	24,913.	27,629.	
ARKANSAS STATE 4% DUE 7-1-19		X	25,000.	26,309.	
NJ ECONOMIC DEV AUTHORITY		X	25,000.	25,396.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			151,967.	156,658.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			151,967.	156,658.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
COMMON STOCKS--SCHEDULE ATTACHED	854,461.	974,322.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	854,461.	974,322.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CME GROUP, INC. 5.75% DUE 2-15-14	27,954.	25,773.	
BANK AMERICA FDG CORP 6.5% DUE 8-1-16	26,899.	28,186.	
DEERE & CO 4.375% DUE 10-16-19	25,862.	27,845.	
CITIGROUP, INC. 6.375% DUE 8-12-14	27,584.	26,382.	
VERIZON COMMUNICATIONS, INC. 3% DUE 4-1-16	25,664.	26,132.	
BP CAP MKTS P L C 4.75%	28,057.	27,764.	
BERKSHIRE HATHAWAY, INC. 3.75%	24,998.	25,780.	
FEDERAL HOME LOAN MTG 3% DUE 1-1-26	16,159.	16,127.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	203,177.	203,989.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMA INT'L EQUITY FUND, L.P.	COST	0.	14,292.
THE 1794 EVENT DRIVEN OVERSEAS FUND LTD	COST	79,358.	28,034.
ABBAY CAPITAL ACL ALT FUND LTD	COST	0.	0.
GCP SPV LTD	COST	71,520.	55,484.
BNY MELLON CORPORATE BOND FUND	COST	206,726.	205,011.
BNY MELLON SHORT-TERM U S	COST		
GOVERNMENT SECURITIES FUND		36,683.	36,180.
BNY MELLON INTERMEDIATE BOND FUND	COST	203,807.	198,436.
BNY MELLON BOND FUND	COST	481,120.	463,968.
DREYFUS INFLATION ADJUSTED SECURITIES FUND	COST	128,782.	116,482.
BNY MELLON INCOME STOCK FUND	COST	97,997.	114,871.
BNY MELLON FOCUSED EQUITY OPPORTUNITIES FUND	COST	277,362.	310,792.
DREYFUS U S EQUITY FUND	COST	315,596.	355,265.

CST BRANDS, INC	COST	743.	1,171.
BNY MELLON MID CAP STOCK FUND	COST	329,738.	354,099.
DREYFUS SELECT MANAGERS SMALL CAP GROWTH FUND	COST	45,939.	55,486.
DREYFUS SELECT MANAGERS SMALL CAP VALUE FUND	COST	137,737.	159,789.
BNY MELLON INTERNATIONAL EQUITY INCOME FUND	COST	73,593.	69,003.
BNY MELLON INTERNATIONAL FUND	COST	62,289.	71,478.
DREYFUS/NEWTON INTERNATIONAL EQUITY FUND	COST	30,082.	35,231.
STRATEGIC INTERNATIONAL STOCK FUND	COST	63,189.	67,727.
BNY MELLON EMERGING MARKETS FUND	COST	473,991.	424,080.
DREYFUS GLOBAL REAL ESTATE SECURITIES FUND	COST	85,874.	91,616.
HIGHBRIDGE DYNAMIC COMMODITIES STRATEGY FUND - E	COST	45,371.	32,026.
DREYFUS HIGH YIELD FUND	COST	115,377.	116,887.
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND	COST	42,910.	42,030.
TCW EMERGING MARKETS INCOME FUND - I	COST	61,388.	59,691.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,467,172.	3,479,129.

THE CARTINHOUR-WOODS FOUNDATION, INC.
FORM 990-PF, PART II, LINE 10B
SCHEDULE OF COMMON STOCK
FISCAL YEAR ENDED JUNE 30, 2013

	<u>BookValue Basis</u>	<u>Fair Market Value</u>	<u>Unrealized Gains or (Losses)</u>
Common Stock			
AON PLC	13,398	17,375	3,977
Accenture PLC	8,915	10,794	1,880
Covidien PLC	10,976	12,568	1,593
Eaton Corp PLC	14,706	18,427	3,720 40
Ingersoll-Rand PLC	11,536	14,990	3,454
Invesco Limited	15,217	18,762	3,545
Nxp Semiconductors N V	8,432	10,547	2,115
AT&T Inc	4,905	5,664	759
Actavis Inc	7,712	15,146	7,435
Air Products & Chemicals, Inc	9,116	9,157	42
Amazon com Inc	11,232	15,273	4,041
Apple Inc	49,168	35,688	(13,481)
B B & T Corporation	9,560	10,842	1,282
Broadcom Corp Cl	13,877	14,194	317
Carnival Corp	9,410	9,944	534
Caterpillar Inc	13,970	10,724	(3,246)
Celanese Corp - Series A	10,241	10,304	63
Centerpoint Energy Inc	13,967	16,443	2,476
Chevron Corporation	14,934	15,976	1,042
Coca-Cola Co	11,639	14,039	2,400
Comcast Corp Cl	15,192	20,040	4,848
Costco Whsl Corp New	10,912	13,268	2,357
The Walt Disney Company	17,201	23,997	6,796
Dover Corp	11,314	13,979	2,665
Express Scripts Holdings, Inc	14,531	16,670	2,139
Exxon Mobil Corp	14,829	15,360	531
Family Dlr Stores Inc	6,754	7,477	724
Freeport McMoran Copper & Gold Inc	9,221	6,626	(2,595)
General Electric Company	14,351	16,001	1,650
Gilead Sciences Inc	8,498	18,457	9,960
Halliburton Co	12,363	15,019	2,656
Home Depot Inc	14,459	21,692	7,232
Honeywell Intl Inc	12,773	16,661	3,889
Intercontinentalexchange Inc	14,103	17,776	3,673
International Business Machines Corporation	24,132	24,844	713
JP Morgan Chase & Co	7,623	10,558	2,935
Johnson Controls Inc	9,261	10,379	1,119
Las Vegas Sands Corp	12,191	12,174	(17)
Lilly Eli & Co	13,555	12,280	(1,275)
Marathon Oil Corp	14,931	15,561	630
Mead Johnson Nutrition Company	8,714	8,715	1
Metlife Inc	12,351	15,101	2,750
Mondelez International	16,146	17,403	1,257
Occidental Petroleum Corp	13,164	13,385	221

THE CARTINHOUR-WOODS FOUNDATION, INC.
FORM 990-PF, PART II, LINE 10B
SCHEDULE OF COMMON STOCK
FISCAL YEAR ENDED JUNE 30, 2013

PNC Financial Services Group	19,811	23,334	3,523
Pepsico Inc	14,245	17,176	2,931
Pfizer Inc	18,928	23,528	4,600
Philip Morris International Inc	12,119	12,127	8
The Procter & Gamble Company	17,912	21,172	3,260
Qualcomm Inc	22,654	21,382	(1,272)
Salesforce Com Inc	12,758	12,981	223
Schlumberger Ltd	15,524	15,049	(476)
Sempra Energy	9,682	13,082	3,400
Shire PLC ADR	10,843	10,462	(381)
Southwestern Energy Co	13,640	14,612	972
State Street corp	15,308	20,867	5,559
Teva Pharmaceuticals Inds Ltd ADR	15,136	15,680	544
The Travelers Companies Inc	11,983	11,988	5
Union Pac Corp	6,113	8,485	2,373
United Technologies Corp	13,237	14,870	1,634
Valero Energy Corp New	8,033	12,170	4,136
Verizon Communications Inc	5,778	7,551	1,774
Wells Fargo & Company	19,354	23,937	4,583
Yahoo Inc	11,426	14,575	3,149
Yum! Brands Inc	8,501	9,014	513
Total Common Stock	854,461	974,322	119,861

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARIE CARTINHOOR WOODS 305 CLARA'S POINT ROAD SEWANEE, TN 37375	TRUSTEE EMERITUS 0.25	0.	0.	0.
KATHLEEN E. WOODS 4416 HARDING PLACE NASHVILLE, TN 37205	TRUSTEE 0.25	0.	0.	0.
ELLEN L. WOODS 2610 CLIFFTOPS AVENUE MONTEAGLE, TN 37356	PRESIDENT & TRUSTEE 0.25	0.	0.	0.
MARGARET C. WOODS 2626 CLIFFTOPS AVENUE MONTEAGLE, TN 37356	CHAIRMAN & TRUSTEE 0.25	0.	0.	0.
CAROLINE T. WOODS P.O. BOX 459 MONTEAGLE, TN 37356	VICE PRESIDENT & TRUSTEE 0.25	0.	0.	0.
SANDRA M. THURMOND 2322 HAVEN CREST DRIVE CHATTANOOGA, TN 37421	SECRETARY/TREASURER 15.00	22,313.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		22,313.	0.	0.