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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

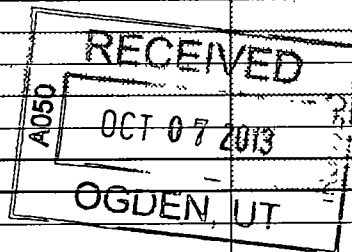
Open to public inspection

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

Name of foundation HAZEL MONTAGUE HUTCHESON FOUNDATION C/O JOHN L. HUTCHESON IV, TRUSTEE		A Employer identification number 62-6045925
Number and street (or P.O. box number if mail is not delivered to street address) 1237 BROWNS FERRY ROAD		B Telephone number (423) 667-6193
City or town, state, and ZIP code CHATTANOOGA, TN 37419		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,664,277.20		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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		174,922.78	172,413.48		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		185,048.47			
b Gross sales price for all assets on line 6a 1,028,310.52					
7 Capital gain net income (from Part IV, line 2)			185,048.47		
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		359,971.25	357,461.95		
13 Compensation of officers, directors, trustees, etc		0.00	0.00		0.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		5,155.00	2,577.50		2,577.50
b Accounting fees					
c Other professional fees STMT 3		34,588.14	17,294.07		17,294.07
17 Interest					
18 Taxes STMT 4		3,949.41	579.17		0.00
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		43,692.55	20,450.74		19,871.57
25 Contributions, gifts, grants paid		291,999.99			291,999.99
26 Total expenses and disbursements. Add lines 24 and 25		335,692.54	20,450.74		311,871.56
27 Subtract line 26 from line 12		24,278.71			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			337,011.21		
c Adjusted net income (if negative, enter -0-)				N/A	

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HAZEL MONTAGUE HUTCHESON FOUNDATION

Form 990-PF (2012)

C/O JOHN L. HUTCHESON IV, TRUSTEE

62-6045925

Page 2

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					
	2	Savings and temporary cash investments			705,765.89	705,991.64	
	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 ▶			652,634.53	0.00	0.00
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			114.02		
	10a	Investments - U.S. and state government obligations STMT 5			472,701.57	491,200.22	503,604.55
	b	Investments - corporate stock STMT 6			2,780,439.12	2,733,304.08	4,404,709.01
	c	Investments - corporate bonds STMT 7			48,750.00	48,750.00	49,972.00
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)			3,954,639.24	3,979,020.19	5,664,277.20	
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 DUE)			0.00	102.24	
23	Total liabilities (add lines 17 through 22)			0.00	102.24		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			4,996,809.71	4,996,809.71	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.00	0.00		
29	Retained earnings, accumulated income, endowment, or other funds			<1,042,170.47	1,017,891.76		
30	Total net assets or fund balances			3,954,639.24	3,978,917.95		
31	Total liabilities and net assets/fund balances			3,954,639.24	3,979,020.19		

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	3,954,639.24
2	Enter amount from Part I, line 27a	2	24,278.71
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	3,978,917.95
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,978,917.95

Form 990-PF (2012)

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HAZEL MONTAGUE HUTCHESON FOUNDATION

Form 990-PF (2012)

C/O JOHN L. HUTCHESON IV, TRUSTEE

62-6045925

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE FTB SCHEDULE ATTACHED			
b SEE FTB SCHEDULE ATTACHED			
c SEE FTB SCHEDULE ATTACHED			
d CLASS ACTION PROCEEDS			
e CAPITAL GAINS DIVIDENDS			

(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 48,065.92			<4,021.38>
b 970,196.44			179,021.69
c 1,355.23			1,355.23
d 559.05			559.05
e 8,133.88			8,133.88

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<4,021.38>
b			179,021.69
c			1,355.23
d			559.05
e			8,133.88

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	185,048.47
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	294,081.07	5,317,499.20	.055304
2010	269,824.13	5,170,664.93	.052184
2009	269,023.59	4,916,073.45	.054723
2008	252,417.16	4,604,599.72	.054818
2007	309,047.88	5,747,851.08	.053768

2 Total of line 1, column (d)	2	.270797
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	.054159
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,568,686.23
5 Multiply line 4 by line 3	5	301,594.48
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,370.11
7 Add lines 5 and 6	7	304,964.59
8 Enter qualifying distributions from Part XII, line 4	8	311,871.56

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

HAZEL MONTAGUE HUTCHESON FOUNDATION

Form 990-PF (2012)

C/O JOHN L. HUTCHESON IV, TRUSTEE

62-6045925

Page 4

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,370.11
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	0.00
3 Add lines 1 and 2		3	3,370.11
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,370.11
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,268.00	
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	3,268.00	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	102.11	
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. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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 \$ 0.00 (2) On foundation managers \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.00		
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) 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

Form 990-PF (2012)

HAZEL MONTAGUE HUTCHESON FOUNDATION
C/O JOHN L. HUTCHESON IV, TRUSTEE

Form 990-PF (2012)

62-6045925

Page 5

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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ MR. RICKY MOORE Telephone no ▶ (423) 756-8628 Located at ▶ BROOKS MOORE & ASSOCIATES, INC., 3905 ST. ELMO AV ZIP+4 ▶ 37409			
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 N/A ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
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	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?	4b	X

Form 990-PF (2012)

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

5b

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
JOHN L. HUTCHESON, IV 1237 BROWNS FERRY ROAD CHATTANOOGA, TN 37419	TRUSTEE 0.00	0.00	0.00	0.00
HAZEL H. BELL 1020 SCENIC HIGHWAY LOOKOUT MOUNTAIN, GA 30750	TRUSTEE 0.00	0.00	0.00	0.00
JOHN BANKS 709 GREENBRIER PLACE NORTHPOINT, AL 35473	TRUSTEE 0.00	0.00	0.00	0.00
THEODORE M. HUTCHESON, JR. 285 CENTENNIAL OLYMPIC PARK DR. NW #2 ATLANTA, GA 30313-0005	TRUSTEE 0.00	0.00	0.00	0.00

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

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	5,653,488.56
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,653,488.56
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	5,653,488.56
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	84,802.33
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,568,686.23
6	Minimum investment return. Enter 5% of line 5	6	278,434.31

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	278,434.31
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,370.11
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,370.11
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	275,064.20
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	275,064.20
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	275,064.20

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	311,871.56
b	Program-related investments - total from Part IX-B	1b	0.00
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	311,871.56
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	3,370.11
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	308,501.45

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

Form 990-PF (2012)

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				275,064.20
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			30,697.85	
b Total for prior years		0.00		
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	0.00			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 311,871.56				
a Applied to 2011, but not more than line 2a			30,697.85	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2012 distributable amount				275,064.20
e Remaining amount distributed out of corpus	6,109.51			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,109.51			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,109.51			
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	6,109.51			

Form 990-PF (2012)

62-6045925

Page 10

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b 85% of line 2a**

- 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(i)(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

MR. RICKY MOORE, BROOKS, MOORE & ASSOCIATES, INC., 423-756-8628
3905 ST. ELMO AVENUE, CHATTANOOGA, TN 37409

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

LETTER OR OTHER WRITTEN REQUEST.

- c Any submission deadlines**

NONE

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

NONE

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	N/A	PUBLIC FOUNDATION	UNRESTRICTED GRANT	291,999.99
Total			3a	291,999.99
b Approved for future payment				
NONE				
Total			3b	0.00

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.

Signature of officer or trustee

Daté

9/24/13

7
Title

► TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

VIRGINIA C. LOVE

Preparer's signature

Preparer's signature
Virginia C. Love
SON BT AD

Date _____

9/11/13

Check ☐ if
self-employed

PTIN

P01060285

Firm's name ► BAKER, DONELSON BT AD

Firm's EIN ► 62-1047356

Firm's address ► 1800 REPUBLIC CENTRE, 633 CHESTNUT ST.
CHATTANOOGA, TN 37450-1800

Phone no 423.756.2010

Form **990-PF** (2012)

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE		GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
FIRST TENNESSEE NOMINEE		183,056.66	8,133.88	174,922.78	
TOTAL TO FM 990-PF, PART I, LN 4		183,056.66	8,133.88	174,922.78	

FORM 990-PF		LEGAL FEES		STATEMENT	2
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAKER, DONELSON ET AL		5,155.00	2,577.50		2,577.50
TO FM 990-PF, PG 1, LN 16A		5,155.00	2,577.50		2,577.50

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIRST TENNESSEE BANK		6,573.69	3,286.85		3,286.84
BROOKS, MONTAGUE & ASSOCIATES		28,014.45	14,007.22		14,007.23
TO FORM 990-PF, PG 1, LN 16C		34,588.14	17,294.07		17,294.07

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX		3,370.24	0.00		0.00
FOREIGN TAX		579.17	579.17		0.00
TO FORM 990-PF, PG 1, LN 18		3,949.41	579.17		0.00

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
10908.47/-0- GOVERNMENT NATIONAL MTG ASSN	X		0.00	0.00
831.30/807.75 GOVERNMENT NATIONAL MTG ASSN	X		390.79	838.59
612.23/505.33 GOVERNMENT NATIONAL MTG ASSN II	X		499.95	613.61
100000 FEDERAL FARM CREDIT BANK	X		107,063.00	114,043.00
50000/-0- GEORGIA ST HSG & FIN AUTH REV		X	0.00	0.00
FEDERAL FARM CREDIT BANK	X		51,705.00	56,946.50
FEDERAL HOME LOAN BANK	X		102,159.00	102,348.00
TENNESSEE HSG DEV AGY		X	20,000.00	21,268.20
100000/-0- FEDERAL NATIONAL MTG ASSN	X		0.00	0.00
25000/25000 WEST BEND WISCONSSIN JT		X	26,151.50	25,585.50
0/65000 FEDL HOME LOAN BANK	X		66,202.50	65,492.70
0/50000 GA ST GO		X	50,454.50	50,022.00
0/40000 RALEIGH NC GO		X	40,677.91	40,645.20
0/25000 REEDY CREEK FL IMPT DIST GO		X	25,896.07	25,801.25
TOTAL U.S. GOVERNMENT OBLIGATIONS			328,020.24	340,282.40
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			163,179.98	163,322.15
TOTAL TO FORM 990-PF, PART II, LINE 10A			491,200.22	503,604.55

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
1000/1000 AMERICAN EXPRESS COMPANY	2,567.25	74,760.00	
1500/1500 EXXON MOBIL	2,922.17	135,525.00	
5050/5050 GENERAL ELECTRIC CO.	112,456.72	117,109.50	
1500/1500 CHEVRON CORP	29,803.88	177,510.00	
1200/1200 PROCTOR & GAMBLE CO.	10,146.66	92,388.00	
1500/1500 WALMART STORES, INC.	2,334.93	111,735.00	
3050/3050 INTEL CORP.	70,273.58	73,901.50	
1500/1500 PFIZER INC COM	35,445.00	42,015.00	
1000/1000 INTERNATIONAL BUSINESS MACHINES CORP COM	64,386.79	191,110.00	
2800/2800 MICROSOFT CORP	108,380.75	96,726.00	
1500/-0- VERIZON COMMUNICATIONS	0.00	0.00	
2000/2000 UNUM GROUP	8,439.39	58,740.00	

1200/1200 JOHNSON & JOHNSON	64,731.72	103,032.00
1000/1000 TARGET CORP	34,102.50	68,860.00
4500/1500 DUKE ENERGY HOLDING CORP	76,449.56	101,250.00
2200/-0-SOUTHERN CO	0.00	0.00
2500/2000 HOME DEPOT INC	58,317.44	154,940.00
3000/3000 ALTRIA GROUP	43,089.98	104,970.00
2000/-0- HEWLETT PACKARD	0.00	0.00
1000/1000 KINDER MORGAN ENERGY PARTNERS	42,050.88	85,400.00
1200/1200 ROYAL DUTCH SHELL CO	86,012.76	79,524.00
1400/1400 TEVA PHARMACEUTICAL INDS LTD	47,910.92	54,880.00
1500/1400 HEALTH CARE REIT INC	48,289.34	93,842.00
2500/833 KRAFT FOODS INC	20,011.89	46,539.71
3500/-0- WINDSTREAM CORP	0.00	0.00
1800/1800 PHILIP MORRIS INTL	45,584.72	155,916.00
2000/3000 CORNING INC	29,620.80	42,690.00
2000/1000 CBL & ASSOC PPTYS INC PFD	24,298.50	25,300.00
1800/1500 ENTERPRISE PRODUCTS PARTNERS	31,082.52	93,225.00
1200/2400 COCA-COLA CO	56,596.74	96,264.00
2000/-0- BRISTOL MYERS SQUIBB CO	0.00	0.00
2500/2500 POWERSHARES ETF TR	30,711.60	44,725.00
1800/1800 RAYONIER INC	34,059.17	99,702.00
3000/3000 WELLS FARGO & CO NEW	68,155.40	123,810.00
1800/1800 AGL RES INC	49,029.34	77,148.00
2792.378/2792.378 VANGUARD TRUSTEES EQUITY FD	75,000.00	88,909.32
1500/1500 DU PONT E I DE NEMOURS & CO	46,892.55	78,750.00
1000/1000 LILY ELI & CO	36,811.94	49,120.00
1200/2000 ABBOTT LABS	54,619.07	69,760.00
8000/8000 AEGON NV	44,727.00	54,080.00
2500/2500 AT&T	69,655.41	88,500.00
2000/-0- BANK OF AMERICA	0.00	0.00
9910.193/15068.737 VANGUARD INTERMEDIATE TERM CORPORATE	145,012.97	147,372.25
14587.516/14679.290 VANGUARD SHORT-TERM BOND FUND	151,647.35	156,481.23
2500/2500 VANGUARD INTERMEDIATE-TERM BOND ETF	204,472.54	208,731.00
1500/1500 VANGUARD SHORT TERM BOND ETF	120,852.50	120,105.00
1000/1000 JP MORGAN CHASE & CO	37,748.10	52,790.00
2500/-0- PROTECTIVE LIFE CORP	0.00	0.00
1000/1000 ISHARES S&P PREF STK	38,695.80	39,280.00
800/-0- ISHARES IBOXX \$ HIGH YIELD	0.00	0.00
0/1200 ABBVIE INC	30,753.97	49,608.00
0/500 CATERPILLAR INC	41,602.00	41,245.00
0/500 EDWARDS LIFESCIENCES CORP	32,438.35	33,600.00
0/1600 GENERAC HOLDINGS	57,527.96	59,216.00
0/2500 MONDELEZ INTNTL	37,051.24	71,325.00
0/2400 VODAPHONE GRP SP ADR	64,391.76	68,988.00
0/1800 XYLEM INC-W/I	50,159.07	48,492.00
0/1000 CLIFFS NATL RES CONV PFD	18,631.60	17,740.00
0/1500 FIRST HORIZON NATL PFD	37,350.00	37,078.50
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,733,304.08	4,404,709.01

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50000/50000 GENERAL ELECTRIC CAP CORP	48,750.00	49,972.00
TOTAL TO FORM 990-PF, PART II, LINE 10C	48,750.00	49,972.00

FIRST TENNESSEE BANK

GAIN/LOSS WORKSHEET

ADMIN PG 1
08/27/13 10 49

ID 687 FIRST TENNESSEE BANK
COVERING PERIOD 07/01/12 THROUGH 06/30/13
#802777 CUST- HAZEL M HUTCHESON FOUNDATION
IAX ID 62-6045925 ADMINISTRATOR CANDICE ALLEN
ACCT TYPE PERSONAL CUSTODY INV MGR UNASSIGNED
CAP CDE CUSFODIAN ACCT 1099 REPORTABLE ACCT - BB

DATE	TRAN TYPE	DESCRIPTION		BATCH#	TRAN#
07/16/2012	SELL	GNMA PL #507057	7 000%	8/15/29	ZY000343 000100
		LT SEC G/L	2 96		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	2 96		
		TOTAL ST GAIN	0 00		
07/16/2012	SELL	GNMA PL #513046	7 500%	8/15/29	ZY000343 000104
		LT SEC G/L	0 41		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	0 41		
		TOTAL ST GAIN	0 00		
07/20/2012	SELL	GNMA II PL #002999	7 500%	11/20/30	ZY000490 000034
		LT SEC G/L	0 04		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	0 04		
		TOTAL ST GAIN	0 00		
08/15/2012	SELL	GNMA PL #507057	7 000%	8/15/29	ZY000383 000100
		LT SEC G/L	2 92		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	2 92		
		TOTAL ST GAIN	0 00		
08/15/2012	SELL	GNMA PL #513046	7 500%	8/15/29	ZY000383 000104
		LT SEC G/L	0 37		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	0 37		
		TOTAL ST GAIN	0 00		
08/20/2012	SELL	GNMA II PL #002999	7 500%	11/20/30	ZY000496 000034
		LT SEC G/L	0 11		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	0 11		
		TOTAL ST GAIN	0 00		
08/28/2012	SELL	HEWLETT PACKARD CO		ZY000745	000165
		LT SEC G/L	-3,981 10		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	-3 981 10		
		TOTAL ST GAIN	0 00		
09/17/2012	SELL	GNMA PL #507057	7 000%	8/15/29	ZY000356 000097
		LT SEC G/L	2 89		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	2 89		
		TOTAL ST GAIN	0 00		
09/17/2012	SELL	GNMA PL #513046	7 500%	8/15/29	ZY000356 000101
		LT SEC G/L	0 34		

FIRST TENNESSEE BANK
GAIN/LOSS WORKSHEET

08/27/13 10 49

ADMIN PG 2

ID 687 FIRST TENNESSEE BANK
COVERING PERIOD 07/01/12 THROUGH 06/30/13
8802777 CUST- HAZEL M HUTCHESON FOUNDATION
FAX ID 62-6045925 ADMINISTRATOR CANDICE ALLEN
ACCT TYPE PERSONAL CUSTODY INV MGR UNASSIGNED
CAP CDE CUSTODIAN ACCT 1099 REPORTABLE ACCT - BB

DATE	TRAN	DESCRIPTION	BATCH#	TRAN#
ST SEC G/L		0 00		
TOTAL LT GAIN		0 34		
TOTAL ST GAIN		0 00		
09/20/2012	SELL	GNMA II PL #002999 7 500% 11/20/30	ZY000473	000035
LT SEC G/L		0 16		
ST SEC G/L		0 00		
TOTAL LT GAIN		0 16		
TOTAL ST GAIN		0 00		
10/12/2012	SELL	KRAFT FOODS GROUP INC	ZY000365	000158
LT SEC G/L		4 29		
ST SEC G/L		0 00		
TOTAL LT GAIN		4 29		
TOTAL ST GAIN		0 00		
10/15/2012	SELL	GNMA PL #507057 7 000% 8/15/29	ZY000375	000098
LT SEC G/L		2 85		
ST SEC G/L		0 00		
TOTAL LT GAIN		2 85		
TOTAL ST GAIN		0 00		
10/15/2012	SELL	GNMA PL #513046 7 500% 8/15/29	ZY000375	000102
LT SEC G/L		0 31		
ST SEC G/L		0 00		
TOTAL LT GAIN		0 31		
TOTAL ST GAIN		0 00		
10/22/2012	SELL	GNMA II PL #002999 7 500% 11/20/30	ZY000561	000034
LT SEC G/L		0 15		
ST SEC G/L		0 00		
TOTAL LT GAIN		0 15		
TOTAL ST GAIN		0 00		
11/05/2012	SELL	CBL & ASSOCIATES PROP 7 750% PFD	ZY000090	000053
LT SEC G/L		1,527 60		
ST SEC G/L		0 00		
TOTAL LT GAIN		1,527 60		
TOTAL ST GAIN		0 00		
11/15/2012	SELL	GNMA PL #507057 7 000% 8/15/29	ZY000377	000097
LT SEC G/L		2 82		
ST SEC G/L		0 00		
TOTAL LT GAIN		2 82		
TOTAL ST GAIN		0 00		
11/15/2012	SELL	GNMA PL #513046 7 500% 8/15/29	ZY000377	000101
LT SEC G/L		0 28		
ST SEC G/L		0 00		
TOTAL LT GAIN		0 28		

FIRST TENNESSEE BANK
GAIN/LOSS WORKSHEET

08/27/13 10 49

ADMIN PG 3

ID 687 FIRST TENNESSEE BANK
COVERING PERIOD 07/01/12 THROUGH 06/30/13
#802777 CUST- HAZEL M HUTCHESON FOUNDATION
TAX ID 62-6045925 ADMINISTRATOR CANDICE ALLEN
ACCT TYPE PERSONAL, CUSTODY INV MGR UNASSIGNED
CAP CDE CUSTODIAN ACCT 1099 REPORTABLE ACCT - BB

DATE	TYPE	DESCRIPTION	BATCH#	TRAN#
TOTAL ST GAIN 0 00				
11/16/2012	SELL	HOME DEPOT INC	ZY000422	000338
	LT SEC G/L	7,958 60		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	7,958 60		
	TOTAL ST GAIN	0 00		
11/19/2012	SELL	MARKET VECTORS GOLD MINERS	ZY000460	000462
	LT SEC G/L	0 00		
	ST SEC G/L	-4,021 38		
	TOTAL LT GAIN	0 00		
	TOTAL ST GAIN	-4,021 38		
11/20/2012	SELL	GNMA II PL #002999 7 500% 11/20/30	ZY000491	000034
	LT SEC G/L	0 11		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	0 11		
	TOTAL ST GAIN	0 00		
11/21/2012	SELL	WINDSTREAM CORP	ZY000533	000268
	LT SEC G/L	-18,181 53		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	-18,181 53		
	TOTAL ST GAIN	0 00		
12/17/2012	SELL	GNMA PL #507057 7 000% 8/15/29	ZY000392	000091
	LT SEC G/L	2 78		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	2 78		
	TOTAL ST GAIN	0 00		
12/17/2012	SELL	GNMA PL #513046 7 500% 8/15/29	ZY000392	000095
	LT SEC G/L	0 26		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	0 26		
	TOTAL ST GAIN	0 00		
12/20/2012	SELL	GNMA II PL #002999 7 500% 11/20/30	ZY000508	000035
	LT SEC G/L	0 12		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	0 12		
	TOTAL ST GAIN	0 00		
12/31/2012	CAGD	VANGUARD S/T INVEST CR-ADM	ZY000770	005156
	LT SEC G/L	466 80		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	466 80		
	TOTAL ST GAIN	0 00		

FIRST TENNESSEE BANK

GAIN/LOSS WORKSHEET

ADMIN PC 4
08/27/13 10 49

ID 687 FIRST TENNESSEE BANK
COVERING PERIOD 07/01/12 THROUGH 06/30/13
8802777 CUST- HAZEL M HUTCHESON FOUNDATION
TAX ID 62-6045925 ADMINISTRATOR CANDICE ALLEN
ACCT TYPE PERSONAL CUSTODY INV MGR UNALSIGNED
CAP CDE CUSTODIAN ACCT 1099 REPORTABLE ACCT - BB

DATE	TRAN TYPE	DESCRIPTION	BATCH#	TRAN#
12/31/2012	CAGD	VANGUARD S/T INVEST GR-ADM	ZY000770	005157
	LT SEC G/L	0 00		
	ST SEC G/L	204 23		
	TOTAL LT GAIN	0 00		
	TOTAL ST GAIN	204 23		
12/31/2012	CAGD	VANGUARD INTER TERM CORP FUND 71	ZY000770	005411
	LT SEC G/L	1,723 62		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	1 723 62		
	TOTAL ST GAIN	0 00		
12/31/2012	CAGD	VANGUARD INTER TERM CORP FUND 71	ZY000770	005412
	LT SEC G/L	0 00		
	ST SEC G/L	471 42		
	TOTAL LT GAIN	0 00		
	TOTAL ST GAIN	471 42		
01/02/2013	CAGD	VANGUARD INTERMEDIATE-TERM BOND ETF	XI000006	000008
	LT SEC G/L	3,502 50		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	3,502 50		
	TOTAL ST GAIN	0 00		
01/02/2013	CAGD	VANGUARD INTERMEDIATE-TERM BOND ETF	XI000006	000020
	LT SEC G/L	0 00		
	ST SEC G/L	295 00		
	TOTAL LT GAIN	0 00		
	TOTAL ST GAIN	295 00		
01/03/2013	CAGD	VANGUARD SHORT TERM BOND ETF	XI000015	000008
	LT SEC G/L	274 50		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	274 50		
	TOTAL ST GAIN	0 00		
01/03/2013	CAGD	VANGUARD SHORT TERM BOND ETF	XI000015	000021
	LT SEC G/L	0 00		
	ST SEC G/L	45 00		
	TOTAL LT GAIN	0 00		
	TOTAL ST GAIN	45 00		
01/15/2013	SELL	GNMA PL #507057 7 000% 8/15/29	ZY000352	000091
	LT SEC G/L	2 75		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	2 75		
	TOTAL ST GAIN	0 00		
01/15/2013	SELL	GNMA PL #513046 7 500% 8/15/29	ZY000352	000095
	LT SEC G/L	0 23		

FIRST TENNESSEE BANK
GAIN/LOSS WORKSHEET

08/27/13 10 49

ADMIN PG 5

ID 687 FIRST TENNESSEE BANK
COVERING PERIOD 07/01/12 THROUGH 06/30/13
8802777 CUST- HAZEL M HUTCHESON FOUNDATION
TAX ID 62-6045925 ADMINISTRATOR CANDICE ALLEN
ACCT TYPE PERSONAL CUSTODY INV MGR UNASSIGNED
CAP CDE CUSTODIAN ACCT 1099 REPORTABLE ACCT - BB

DATE	TRAN TYPE	DESCRIPTION			HATCH#	TRAN#
	ST SEC G/L	0 00				
	TOTAL LT GAIN	0 23				
	TOTAL ST GAIN	0 00				
01/22/2013	SELL	GNMA II PL #002999	7 500%	11/20/30	ZY000506	000034
	LT SEC G/L	0 02				
	ST SEC G/L	0 00				
	TOTAL LT GAIN	0 02				
	TOTAL ST GAIN	0 00				
01/29/2013	SELL	VERIZON COMMUNICATIONS			ZY000695	000348
	LT SEC G/L	18,561 06				
	ST SEC G/L	0 00				
	TOTAL LT GAIN	18,561 06				
	TOTAL ST GAIN	0 00				
02/15/2013	SELL	GNMA PL #507057	7 000%	8/15/29	ZY000383	000088
	LT SEC G/L	2 71				
	ST SEC G/L	0 00				
	TOTAL LT GAIN	2 71				
	TOTAL ST GAIN	0 00				
02/15/2013	SELL	GNMA PL #513046	7 500%	8/15/29	ZY000383	000092
	LT SEC G/L	0 22				
	ST SEC G/L	0 00				
	TOTAL LT GAIN	0 22				
	TOTAL ST GAIN	0 00				
02/20/2013	SELL	GNMA II PL #002999	7 500%	11/20/30	ZY000458	000034
	LT SEC G/L	0 02				
	ST SEC G/L	0 00				
	TOTAL LT GAIN	0 02				
	TOTAL ST GAIN	0 00				
03/15/2013	SELL	GNMA PL #507057	7 000%	8/15/29	ZY000389	000064
	LT SEC G/L	2 68				
	ST SEC G/L	0 00				
	TOTAL LT GAIN	2 68				
	TOTAL ST GAIN	0 00				
03/15/2013	SELL	GNMA PL #513046	7 500%	8/15/29	ZY000389	000068
	LT SEC G/L	0 19				
	ST SEC G/L	0 00				
	TOTAL LT GAIN	0 19				
	TOTAL ST GAIN	0 00				
03/20/2013	SELL	GNMA II PL #002999	7 500%	11/20/30	ZY000504	000034
	LT SEC G/L	0 10				
	ST SEC G/L	0 00				
	TOTAL LT GAIN	0 10				

FIRST TENNESSEE BANK
GAIN/LOSS WORKSHEET

08/27/13 10 49

ADMIN PG 6

ID 687 FIRST TENNESSEE BANK
COVERING PERIOD 07/01/12 THROUGH 06/30/13
8802777 CUST- HAZEL M HUTCHERSON FOUNDATION
TAX ID 62-6045925 ADMINISTRATOR CANDICE ALLEN
ACCT TYPE PERSONAL CUSTODY INV MGR UNASSIGNED
CAP CDE CUSTODIAN ACCT 1099 REPORTABLE ACCT - BB

DATE	TRAN TYPE	DESCRIPTION	BATCH#	TRAN#

TOTAL ST GAIN		0 00		
04/01/2013	CAGD	VANGUARD S/T INVEST GR-ADM	ZY000006	000131
LT SEC G/L		249 04		
ST SEC G/L		0 00		
TOTAL LT GAIN		249 04		
TOTAL ST GAIN		0 00		
04/01/2013	CAGD	VANGUARD S/T INVEST GR-ADM	ZY000006	000132
LT SEC G/L		0 00		
ST SEC G/L		73 25		
TOTAL LT GAIN		0 00		
TOTAL ST GAIN		73 25		
04/01/2013	CAGD	VANGUARD INTER TERM CORP FUND 71	ZY000006	000151
LT SEC G/L		1,090 92		
ST SEC G/L		0 00		
TOTAL LT GAIN		1,090 92		
TOTAL ST GAIN		0 00		
04/01/2013	CAGD	VANGUARD INTER TERM CORP FUND 71	ZY000006	000152
LT SEC G/L		0 00		
ST SEC G/L		179 33		
TOTAL LT GAIN		0 00		
TOTAL ST GAIN		179 33		
04/02/2013	SELL	PROTECTIVE LIFE CORP	ZY000050	000453
LT SEC G/L		45,864 24		
ST SEC G/L		0 00		
TOTAL LI GAIN		45,864 24		
TOTAL ST GAIN		0 00		
04/05/2013	CAGD	VANGUARD SHORT TERM BOND ETF	XI000016	000008
LT SEC G/L		69 00		
ST SEC G/L		0 00		
TOTAL LT GAIN		69 00		
TOTAL ST GAIN		0 00		
04/05/2013	CAGD	VANGUARD SHORT TERM BOND ETF	XI000017	000008
LT SEC G/L		0 00		
ST SEC G/L		12 00		
TOTAL LT GAIN		0 00		
TOTAL ST GAIN		12 00		
04/08/2013	CAGD	VANGUARD INTERMEDIATE-TERM BOND ETF	XI000022	000008
LT SEC G/L		757 50		
ST SEC G/L		0 00		
TOTAL LT GAIN		757 50		
TOTAL ST GAIN		0 00		

FIRST TENNESSEE BANK

GAIN/LOSS WORKSHEET

ADMIN PG 7
08/27/13 10 49

ID 681 FIRST TENNESSEE BANK
COVERING PERIOD 07/01/12 THROUGH 06/30/13
8802777 CUST- HAZPL M HUTCHESON FOUNDATION
TAX ID 62-6045925 ADMINISTRATOR CANDICE ALLEN
ACCT TYPE PERSONAL CUSTODY INV MGR UNASSIGNED
CAP CDE CUSTODIAN ACCT 1099 REPORTABLE ACCT - BB

DATE	TRAN	TYPE	DESCRIPTION	BAICH#	TRAN#
04/08/2013	LAGD		ANGUARD INTERMEDIATE-TERM BOND ETF	XI000023	000008
		LT SEC G/L	0 00		
		ST SEC G/L	75 00		
		TOTAL LT GAIN	0 00		
		TOTAL ST GAIN	75 00		
04/15/2013	SELL		GNMA PL #507057 7 000% 8/15/29	ZY000381	000058
		LT SEC G/L	2 65		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	2 65		
		TOTAL ST GAIN	0 00		
04/15/2013	SELL		GNMA PL #513046 7 500% 8/15/29	ZY000381	000062
		LT SEC G/L	0 18		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	0 18		
		TOTAL ST GAIN	0 00		
04/22/2013	SELL		GNMA II PL #002999 7 500% 11/20/30	ZY000576	000035
		LT SEC G/L	0 09		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	0 09		
		TOTAL ST GAIN	0 00		
04/25/2013	SELL		BRISTOL MYERS SQUIBB CO	ZY000692	000640
		LT SEC G/L	15 049 58		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	15 049 58		
		TOTAL ST GAIN	0 00		
05/06/2013	SELL		SOUTHERN COMPANY	ZY000148	000061
		LT SEC G/L	27,886 42		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	17 886 42		
		TOTAL ST GAIN	0 00		
05/15/2013	SELL		GNMA PL #507057 7 000% 8/15/29	ZY000388	000058
		LT SEC G/L	2 61		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	2 61		
		TOTAL ST GAIN	0 00		
05/15/2013	SELL		GNMA PL #513046 7 500% 8/15/29	ZY000388	000062
		LT SEC G/L	0 16		
		ST SEC G/L	0 00		
		TOTAL LT GAIN	0 16		
		TOTAL ST GAIN	0 00		
05/17/2013	SELL		SOUTHERN COMPANY	ZY000474	000855
		LT SEC G/L	25,641 66		

FIRST TENNESSEE BANK
GAIN/LOSS WORKSHEET

08/27/13 10 49

ADMIN PC 8

ID 687 FIRST TENNESSEE BANK
CO/CRING PERIOD 07/01/12 THROUGH 06/30/13
8802777 CUST- HAZEL M HUTCHESON FOUNDATION
TAX ID 62-6045925 ADMINISTRATOR CANDICE ALLEN
ACCT TYPE PERSONAL CUSTODY INV MCR UNASSIGNED
CAP CDE CUSTODIAN ACCT 1099 REPORTABLE ACCT - BB

DATE	TYPE	DESCRIPTION	BATCH#	TRAN#
	ST SEC G/L	0 00		
	TOTAL LT GAIN	25,641 66		
	TOTAL ST GAIN	0 00		
05/20/2013	SELL	GNMA II PL #002999 7 500% 11/20/30	ZY000504	000034
	LT SEC G/L	0 06		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	0 06		
	TOTAL ST GAIN	0 00		
05/23/2013	SELL	HOME DEPOT INC	ZY000618	000259
	LT SEC G/L	8,120 95		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	8,120 95		
	TOTAL ST GAIN	0 00		
05/28/2013	SELL	BF OF AMERICA CORP PFD	ZY000696	000005
	LT SEC G/L	7,326 35		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	7,326 35		
	TOTAL ST GAIN	0 00		
05/29/2013	SELL	BRISTOL MYERS SQUIBB CO	ZY000728	000329
	LT SEC G/L	30,310 84		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	30,310 84		
	TOTAL ST GAIN	0 00		
06/03/2013	SELL	HEALTH CARE REIT INC	ZY000012	000531
	LT SEC G/L	10,093 41		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	10,093 41		
	TOTAL ST GAIN	0 00		
06/04/2013	SELL	ENTERPRISE PRODS PARTNERS LP	ZY000051	001024
	LT SEC G/L	11,495 80		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	11,495 80		
	TOTAL ST GAIN	0 00		
06/17/2013	SELL	GNMA PL #513046 7 500% 8/15/29	ZY000384	000055
	LT SEC G/L	0 15		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	0 15		
	TOTAL ST GAIN	0 00		
06/18/2013	SELL	GNMA PL #507057 7 000% 8/15/29	XI000048	000002
	LT SEC G/L	939 24		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	939 24		

FIRST TENNESSEE BANK
GAIN/LOSS WORKSHEET

08/27/13 10 49

ADMIN PG 9

ID 687 FIRST TENNESSEE BANK
COVERING PERIOD 07/01/12 THROUGH 06/30/13
8802777 CUST- MA/EL M HUTCHESON FOUNDATION
TAX ID 62-6045925 ADMINISTRATOR CANDICE ALLEN
ACCT TYPE PERSONAL CUSTODY INV MGR UNASSIGNED
CAP CDE CUSTODIAN ACCT 1099 REPORTABLE ACCT - BB

DATE	TYPE	DESCRIPTION	BATCH#	TRAN#
TOTAL ST GAIN 0 00				
06/20/2013	SELL	GMMB II PL #002999 / 500% 11/20/30	ZY000500	000034
	LT SEC G/L	0 22		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	0 22		
	TOTAL ST GAIN	0 00		
06/25/2013	SELL	ISHARES IBOX H/Y CORP BOND	ZY000622	001128
	LT SEC G/L	369 36		
	ST SEC G/L	0 00		
	TOTAL LT GAIN	369 36		
	TOTAL ST GAIN	0 00		

SUMMARY SECTION

NET SEC LT GAIN/LOSS	179.021 69		
NET SEC ST GAIN/LOSS	-4.021 38		
NET MISC LT G/L	0 00	NET MISC ST G/L	0 00
NET CTF LT G/L	0 00	NET CTF ST G/L	0 00
NET LT CAP G/L DIST	8,133 88	NET ST CAP G/L DIST	1,355 23

HAZEL MONTAGUE HUTCHESON FOUNDATION
GRANTS AND CONTRIBUTIONS SCHEDULE

F/Y/E 6/30/2013

P 1 OF 3

<u>NAME</u>	<u>AMOUNT</u>
THE GO JEN GO FNDN	1,000 00
BAYLOR SCHOOL	5,000 00
ST JUDE CHILDREN'S RESEARCH HOSPITAL	3,500 00
APPALACHIAN BALLET COMPANY	1,500 00
UNIVERSITY OF ALABAMA	11,750 00
BALLET TENNESSEE	2,500 00
MCCALLIE SCHOOL	20,500 00
MADISON UNITED METHODIST CHURCH	37,000 00
ARTS BUILD	1,500 00
WUTC-NATIONAL PUBLIC RADIO	1,000 00
PARNERSHIP FOR FAMILIES< CHILDREN AND ADULTS	500 00
VANDERBILT UNIVERSITY	2,000 00
UNIVERSITY OF NORTH CAROLINA	1,000 00
SMITHFIELD ELEMENTARY SCHOOL	5,000 00
ARTS & SCIENCE COUNCIL	500 00
PAT'S PLACE	1,000 00
COMMUNITY SCHOOL OF THE ARTS	2,500 00
GIRLS PREPATORY SCHOOL	6,000 00
YOUNG LIFE	3,000 00
GOOD NEIGHBORS OF BLOUNT COUNTY	500 00
KING COLLEGE	8,000 00
NEW HOPE CHILDREN'S ADVOCACY CENTER	5,000 00
LEADING THE WAY	5,000 00
LOOKOUT MOUNTAIN PRESBYTERIAN CHURCH	3,000 00
FIRST THINGS FIRST	6,000 00
SHEPHERD'S ARMS	3,750 00
BIBLE IN THE SCHOOLS	3,000 00
WEARS VALLEY RANCH	4,000 00
AIMS CENTER	3,500 00
SOUTHERN ENVIRONMENTAL LAW CENTER	1,000 00
BIG BROTHERS / BIG SISTERS	2,000 00
YOUNG WOMEN'S LEADERSHIP ACADEMY	5,300 00
CHATTANOOGA SYMPHONY AND OPERA	2,000 00
CHATTANOOGA REGIONAL HISTORY MUSEUM	2,500 00
FIRST CENTENARY - INNER CITY MINISTRIES	1,500 00
BOYS AND GIRLS CLUB	750 00

HAZEL MONTAGUE HUTCHESON FOUNDATION
GRANTS AND CONTRIBUTIONS SCHEDULE

F/Y/E 6/30/2013

P 2 OF 3

<u>NAME</u>	<u>AMOUNT</u>
GIRL'S LEADERSHIP ACADEMY	
GIRL'S INC	1,000.00
GOOD SHEPHERD	4,000 00
HOSANNA HOUSE	1,500 00
HUNTER MUSEUM OF AMERICAN ART	2,000 00
CHATTANOOGA NATURE CENTER	1,500 00
LULA LAKE LAND TRUST	2,500 00
CHILDREN'S MIRACLE NETWORK	3,000 00
NOLS-NAT'L OUTDOOR LEADERSHIP SCHOOL	300.00
ORANGE GROVE	2,000.00
MARK MAKING	1,000 00
SAINT NICHOLAS SCHOOL	4,000 00
GREEN BERET FNDN	3,500 00
SISKIN HOSPITAL FOR PHYSICAL REHABILITATION	2,000.00
CHOOSE CHATTANOOGA MUSE OF FIRE	500 00
TENNESSEE AQUARIUM	3,000 00
TENNESSEE RIVER GORGE TRUST	1,000 00
YMCA STRONG KIDS CAMPAIGN	2,750 00
WTCI-NATIONAL PUBLIC RADIO	1,500 00
CHATTANOOGA FOOD BANK	1,500 00
CHATTANOOGA WILDLIFE CENTER	500 00
CHILDREN'S NUTRITION PROGRAM OF HAITI	2,083 33
CHURCH OF THE GOOD SHEPHERD	3,000.00
NORTHSIDE NEIGHBORHOOD HOUSE	1,000 00
EAST SIDE ELEMENTARY	1,500 00
HABITAT FOR HUMANITY	3,500 00
MILITARY WARRIORS SUPPORT FNDN	2,500 00
CHATTANOOGA AREA AA CENTRAL OFFICE	3,000 00
HOSPICE OF CHATTANOOGA	2,000 00
TASK FORCE DAGGER	2,500.00
CHATTANOOGA HUMANE SOCIETY	500 00
MCKAMEY ANIMAL SHELTER	1,083 33
TEXAS BRAUNVIEH ASSN	3,500 00
PRISON & PREVENTION MINISTRY	1,000 00
REFLECTION RIDING	500.00
RIVER GARDEN	

HAZEL MONTAGUE HUTCHESON FOUNDATION
GRANTS AND CONTRIBUTIONS SCHEDULE
F/Y/E 6/30/2013

P 3 OF 3

<u>NAME</u>	<u>AMOUNT</u>
UNITED WAY	1,000 00
FOCUS ON RECOVERY	2,000 00
HUTCHESON MEMORIAL FNDN	15,000 00
AMERICAN CANCER SOCIETY	2,583 33
COMMUNITY KITCHEN	1,000 00
LUPUS FOUNDATION OF AMERICA	1,000 00
SALVATION ARMY	1,150 00
TEEN CHALLENGE	500 00
CAMPUS CRUSADE FOR CHRIST	7,500 00
FOREST HILLS CEMETERY ASSN	20,000 00
COMMUNITY FNDN	<u>10,000 00</u>

TOTAL TO PART XV

291,999 99