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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
JAMES E CAMPBELL FAMILY FOUNDATION

A Employer identification number
26-3889180

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

Room/suite

B Telephone number (see instructions)
(731) 668-9399

City or town, state or province, country, and ZIP or foreign postal code
JACKSON, TN 38305

C If exemption application is pending, check here ▶ ☐

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

D 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 foundation

E 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)*▶$ 3,691,080

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________ *(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) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,044	1,044		
	4	Dividends and interest from securities	81,549	81,549		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	334,513			
	b	Gross sales price for all assets on line 6a 3,223,278				
	7	Capital gain net income (from Part IV, line 2)		334,513		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	417,106	417,106		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,630	3,630		
	c	Other professional fees (attach schedule)				
	17	Interest	4	4		
	18	Taxes (attach schedule) (see instructions)	9,076			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,710	3,634		0
	25	Contributions, gifts, grants paid	106,000			106,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	118,710	3,634		106,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	298,396			
	b	**Net investment income** (if negative, enter -0-)		413,472		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	705,898	1,155,524	1,155,524
	3 Accounts receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	4 Pledges receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ ________ Less allowance for doubtful accounts ▶ ________			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,185,007	2,115,396	2,535,556
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	15 Other assets (describe ▶ ________)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,890,905	3,270,920	3,691,080
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 (attach schedule)			
	22 Other liabilities (describe ▶ ________)		81,619	
	23 **Total liabilities** (add lines 17 through 22)		81,619	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **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 ▶ ☑ **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	2,890,905	3,189,301	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	2,890,905	3,189,301	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,890,905	3,270,920	

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	2,890,905
2	Enter amount from Part I, line 27a	2	298,396
3	Other increases not included in line 2 (itemize) ▶ ________	3	
4	Add lines 1, 2, and 3	4	3,189,301
5	Decreases not included in line 2 (itemize) ▶ ________	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,189,301

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 Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	334,513
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	133,006

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 page 18 of 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))
2012			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d).	2	
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	
8	Enter qualifying distributions from Part XII, line 4.	8	

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	8,269
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	
3	Add lines 1 and 2	3	8,269
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	8,269
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 6,008		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c** 1,502		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	7,510
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	1
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	760
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 2014 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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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.*	7	Yes	
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*	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JAMES CAMPBELL Telephone no ▶(731) 668-9399

Located at ▶100 CHARLESTON PLACE JACKSON TN ZIP+4 ▶38305

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

			Yes	No
16	At any time during calendar year 2013, 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?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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? ☐ **Yes** ☑ **No**

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **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)? ☐ **Yes** ☑ **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). ☐ **Yes** ☑ **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 page 20 of the instructions)? **1b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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 2013? **1c**

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☑ **No**

If "Yes," list the years ▶ 20____, 20____, 20____, 20____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions) **2b**

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ 20____, 20____, 20____, 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**

b If "Yes," did it have excess business holdings in 2013 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 2013.)* **3b**

			Yes	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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)? (see instructions). ☐ 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)?	**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? ☐ 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**		No
	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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JAMES CAMPBELL 100 CHARLESTON PLACE JACKSON,TN 383058838	PRES-DIRECTO 1 00	0	0	0
MONA CAMPBELL 100 CHARLESTON PLACE JACKSON,TN 383058838	SEC-DIRECTOR 1 00	0	0	0

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

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

Total number of other employees paid over $50,000. ▶	

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	2,741,411
b	Average of monthly cash balances	1b	781,799
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,523,210
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,523,210
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,848
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,470,362
6	**Minimum investment return.** Enter 5% of line 5	6	173,518

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	173,518
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,269		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,269
3	Distributable amount before adjustments Subtract line 2c from line 1			3	165,249
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	165,249
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	165,249

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	106,000
b	Program-related investments—total from Part IX-B	1b	
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	106,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	106,000

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				165,249
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			105,067	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 106,000				
a Applied to 2012, but not more than line 2a			105,067	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				933
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				164,316
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 address of the person to whom applications should be addressed

JAMES CAMPBELL
100 CHARLESTON PLACE
JACKSON,TN 38305
(731) 668-9399
JMCAMPBELL@HMCOMPANY COM

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

GRANT APPLICATION PRESCRIBED BY BYLAWS INCLUDING HISTORY OF ORGANIZATION, NATURE OF THE REQUEST AND THE PROPOSED USE OF THE FUNDS

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* See Additional Data Table				
Total . . . . ▶ **3a**				106,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					1,044
4 Dividends and interest from securities. . . .					81,549
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					334,513
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .					417,106

13 Total. Add line 12, columns (b), (d), and (e). **13** 417,106

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
3	INCOME AND GROWTH INVESTMENTS FUND THE CHARITABLE PURPOSE
4	INCOME AND GROWTH INVESTMENTS FUND THE CHARITABLE PURPOSE
8	INCOME AND GROWTH INVESTMENTS FUND THE CHARITABLE PURPOSE

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	**1a(1)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-08-14 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▸ ☐	PTIN
MICHAEL M HEWITT		2014-08-15		P00083268
Firm's name ▸ ALEXANDER THOMPSON ARNOLD PLLC			Firm's EIN ▸ 62-1110839	
Firm's address ▸ 227 OIL WELL RD JACKSON, TN 38305			Phone no (731) 427-8571	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CALL CISCO SYSTEMS I 01-19-13 20 0	P	2011-04-27	2013-01-14
CALL BANK AMER CORP 03-16-13 12 00	P	2012-12-17	2013-03-14
CALL INTEL CORP COM 04-20-13 23 00	P	2013-01-24	2013-04-20
CALL JP MORGAN CHASE 06-22-13 45 0	P	2013-03-06	2013-06-06
CALL MICROS OFT CORP 07-20-13 30 0	P	2013-01-07	2013-07-16
PUT CONOCO PHILLIPS 08-17-13 60 0	P	2013-06-13	2013-08-17
CALL BP PLC SPONS AD 10-19-13 46 0	P	2013-07-23	2013-10-21
PUT CATERP ILLAR INC 11-16-13 82	P	2013-08-19	2013-11-18
CALL CATERP ILLAR INC 01-19-13 92	P	2012-11-19	2013-01-14
PUT AMAZON COM INC 04-20-13 265 00	P	2013-01-28	2013-03-20
CALL CISCO SYSTEMS I 04-20-13 21 0	P	2013-01-14	2013-04-20
CALL JP MORGAN CHASE 01-18-14 25 0	P	2012-05-11	2013-06-06
CONOCOPHILLIPS COM	P	2013-07-17	2013-07-18
PUT CATERP ILLAR INC 08-17-13 80	P	2013-04-16	2013-08-17
CALL BP PLC SPONS AD 10-19-13 45 0	P	2013-06-13	2013-10-21
CALL CATERP ILLAR INC 11-16-13 90	P	2013-09-23	2013-11-18
CALL WALGREEN CO EXP 01-19-13 37 0	P	2012-10-16	2013-01-15
PUT NUCOR CORP COM 04-20-13 45 00	P	2013-01-22	2013-03-22
PUT PROCTER & GAMBL 04-20-13 72 5	P	2013-01-28	2013-04-20
CALL BP PLC SPONS AD 06-22-13 43 0	P	2013-04-22	2013-06-13
CONOCOPHILLIPS COM	P	2013-07-17	2013-07-18
PUT JP MORGAN CHASE 09-21-13 52 5	P	2013-05-24	2013-08-30
CALL BP PLC SPONS AD 10-19-13 44 0	P	2013-08-20	2013-10-21
CALL BANK AMER CORP 11-16-13 16 00	P	2013-08-07	2013-11-18
CALL MICROS OFT CORP 01-19-13 28 0	P	2012-12-26	2013-01-15
CALL NUCOR CORP COM 04-20-13 46 00	P	2013-01-17	2013-03-25
CALL INTEL CORP COM 05-18-13 23 00	P	2013-01-24	2013-05-02
PUT AMAZON COM INC 07-20-13 215 00	P	2013-01-28	2013-06-13
PROCTER & GAMBLE CO COM	P	2011-03-14	2013-07-19
CALL BANK AMER CORP 09-21-13 14 00	P	2013-06-24	2013-09-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CALL MICROS OFT CORP 10-19-13 38 0	P	2013-07-16	2013-10-21
CALL CATERP ILLAR INC 12-21-13 85	P	2013-11-18	2013-12-18
CALL NUCOR CORP COM 01-19-13 45 00	P	2012-10-22	2013-01-17
NUCOR CORP COM	P	2012-12-04	2013-03-25
JPMORGAN CHASE CAP 6 35% TR PFD SECS	P	2009-06-22	2013-05-08
JP MORGAN CHASE & CO COM ISINUS4662	P	2012-07-20	2013-06-21
MICROSOFT CORP COM	P	2013-05-09	2013-07-19
CALL BANK AMER CORP 01-17-15 7 00	P	2012-12-17	2013-09-17
CALL INTEL CORP COM 10-19-13 24 00	P	2013-07-23	2013-10-21
CALL CATERP ILLAR INC 01-18-14 60	P	2012-07-12	2013-12-18
GOLDMAN SACHS GROUP INC COM	P	2012-11-27	2013-01-17
NUCOR CORP COM	P	2009-05-21	2013-03-25
CALL CONOCO PHILLIPS 05-18-13 60 0	P	2013-02-11	2013-05-09
JP MORGAN CHASE & CO COM ISINUS4662	P	2009-06-12	2013-06-21
PUT CATERP ILLAR INC 07-20-13 82	P	2013-05-20	2013-07-20
DOW CHEM CO	P	2013-09-20	2013-09-20
CALL INTEL CORP COM 10-19-13 25 00	P	2013-07-23	2013-10-21
CALL CATERP ILLAR INC 01-18-14 60	P	2012-07-12	2013-12-18
GOLDMAN SACHS GROUP INC COM	P	2012-11-27	2013-01-18
CISCO SYSTEMS INC	P	2013-04-03	2013-04-04
MICROSOFT CORP COM	P	2013-05-09	2013-05-13
JP MORGAN CHASE & CO COM ISINUS4662	P	2009-05-11	2013-06-21
CALL NUCOR CORP COM 07-20-13 48 00	P	2013-05-10	2013-07-20
CALL CURREN CYSHARES 09-21-13 95 0	P	2013-07-24	2013-09-23
CALL CATERP ILLAR INC 10-19-13 90	P	2013-08-20	2013-10-21
CALL DOW CHEM CO EXP 12-21-13 39 0	P	2013-08-07	2013-12-19
CALL BP PLC SPONS AD 01-19-13 46 0	P	2012-10-22	2013-01-19
CALL WALGREEN CO EXP 04-20-13 38 0	P	2013-01-15	2013-04-08
MICROSOFT CORP COM	P	2013-01-15	2013-05-13
JP MORGAN CHASE & CO COM ISINUS4662	P	2012-01-18	2013-06-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CALL NUCOR CORP COM 07-20-13 47 00	P	2013-03-25	2013-07-20
PUT JP MORGAN CHASE 09-21-13 48 0	P	2013-05-24	2013-09-23
CALL BANK AMER CORP 10-19-13 15 00	P	2013-08-13	2013-10-21
CALL INTEL CORP COM 12-21-13 25 00	P	2013-09-12	2013-12-20
PUT JP MORGAN CHASE 01-19-13 41 0	P	2012-12-26	2013-01-19
CALL WALGREEN CO EXP 04-20-13 37 0	P	2013-01-15	2013-04-08
CALL BANK AMER CORP 05-18-13 13 00	P	2012-12-17	2013-05-16
CALL BANK AMER CORP 06-22-13 13 00	P	2013-03-14	2013-06-22
CALL BP PLC SPONS AD 07-20-13 44 0	P	2013-04-23	2013-07-20
PUT CATERP ILLAR INC 09-21-13 82	P	2013-07-23	2013-09-23
CALL NUCOR CORP COM 11-16-13 50 00	P	2013-09-24	2013-11-05
CALL INTEL CORP COM 12-21-13 25 00	P	2013-10-21	2013-12-20
PUT CATERP ILLAR INC 01-19-13 82	P	2012-12-26	2013-01-19
CALL WALGREEN CO EXP 01-18-14 25 0	P	2012-03-02	2013-04-08
CALL CONOCO PHILLIPS 05-18-13 62 5	P	2013-01-02	2013-05-17
CALL CURREN CYSHARES 06-22-13 105 0	P	2013-03-18	2013-06-22
CALL INTEL CORP COM 07-20-13 24 00	P	2013-04-22	2013-07-20
CALL CATERP ILLAR INC 09-21-13 90	P	2013-07-09	2013-09-23
BP PLC SPONS ADR	P	2013-01-15	2013-11-05
CALL CATERP ILLAR INC 12-21-13 92	P	2013-10-21	2013-12-23
PUT CONOCO PHILLIPS 01-19-13 55 0	P	2012-10-03	2013-01-19
CALL MICROS OFT CORP 04-20-13 29 0	P	2013-01-15	2013-04-11
SPDR S&P 500 ETF TR TR UNIT	P	2013-05-14	2013-05-17
CALL DOW CHEM CO EXP 06-22-13 35 0	P	2013-03-06	2013-06-22
CALL INTEL CORP COM 07-20-13 24 00	P	2013-04-10	2013-07-20
CALL NUCOR CORP COM 10-19-13 50 00	P	2013-07-23	2013-09-24
BP PLC SPONS ADR	P	2012-01-18	2013-11-05
PUT BP PLC SPONS AD 12-21-13 42 0	P	2013-10-21	2013-12-23
CALL SPDR S&P 500 ET 02-16-13 146 0	P	2012-12-20	2013-02-13
CALL MICROS OFT CORP 04-20-13 29 0	P	2013-01-07	2013-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUT BP PLC SPONS AD 05-18-13 41 0	P	2013-02-19	2013-05-18
CALL CATERP ILLAR INC 08-17-13 97	P	2013-05-20	2013-06-26
CALL BANK AMER CORP 08-17-13 14 00	P	2013-05-16	2013-08-13
CALL NUCOR CORP COM 10-19-13 48 00	P	2013-07-23	2013-09-24
BP PLC SPONS ADR	P	2013-11-05	2013-11-07
CALL BANK AMER CORP 12-21-13 16 00	P	2013-09-17	2013-12-23
PUT NUCOR CORP COM 04-20-13 45 00	P	2013-01-22	2013-02-22
CALL NUCOR CORP COM 04-20-13 48 00	P	2013-01-02	2013-04-20
PUT CATERP ILLAR INC 05-18-13 85	P	2013-03-06	2013-05-18
CALL CATERP ILLAR INC 08-17-13 97	P	2013-05-07	2013-06-26
CALL BANK AMER CORP 01-17-15 7 00	P	2012-12-17	2013-08-13
CALL NUCOR CORP COM 01-18-14 30 00	P	2012-05-08	2013-09-24
NUCOR CORP COM	P	2012-12-04	2013-11-15
CALL CURREN CYSHARES 12-21-13 97 0	P	2013-07-24	2013-12-23
CALL JP MORGAN CHASE 03-16-13 45 0	P	2012-12-20	2013-03-06
CALL BP PLC SPONS AD 04-20-13 46 0	P	2013-01-22	2013-04-20
CALL CATERP ILLAR INC 05-18-13 95	P	2013-01-14	2013-05-18
CALL CISCO SYSTEMS I 07-20-13 22 0	P	2013-04-22	2013-06-27
CALL INTEL CORP COM 08-17-13 26 00	P	2013-05-10	2013-08-17
PUT BP PLC SPONS AD 10-19-13 41 0	P	2013-07-30	2013-10-21
CALL INTEL CORP COM 11-16-13 25 00	P	2013-08-19	2013-11-18
CALL CURREN CYSHARES 12-21-13 96 0	P	2013-08-07	2013-12-23
CALL JP MORGAN CHASE 03-16-13 45 0	P	2012-12-20	2013-03-06
CALL BP PLC SPONS AD 04-20-13 45 0	P	2013-02-20	2013-04-20
CONOCOPHILLIPS COM	P	2013-05-21	2013-05-22
CALL CISCO SYSTEMS I 01-17-15 13 0	P	2012-12-26	2013-06-27
CALL INTEL CORP COM 08-17-13 23 00	P	2013-05-02	2013-08-17
CALL BP PLC SPONS AD 10-19-13 47 0	P	2013-05-10	2013-10-21
CALL INTEL CORP COM 11-16-13 25 00	P	2013-08-07	2013-11-18
PUT JP MORGAN CHASE 12-21-13 49 0	P	2013-09-23	2013-12-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,364		7,104	3,260
1,508		1,579	-71
452			452
21,142		32,514	-11,372
551		7,584	-7,033
2,619			2,619
3,523			3,523
2,405			2,405
3,093		15,962	-12,869
4,676		4,750	-74
3,381			3,381
110,151		55,046	55,105
169,515		158,352	11,163
3,159			3,159
1,931			1,931
1,852			1,852
7,197		13,767	-6,570
5,086		4,943	143
		5,269	-5,269
560		782	-222
82,922		76,243	6,679
3,469		3,747	-278
685			685
303			303
494		195	299
10,614		6,327	4,287
592		3,468	-2,876
2,036		191	1,845
96,770		73,722	23,048
716		2,254	-1,538

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
745			745
3,847		8,488	-4,641
1,919		8,101	-6,182
92,142		78,257	13,885
117,500		102,107	15,393
45,062		29,983	15,079
66,585		60,313	6,272
8,844		5,545	3,299
1,572			1,572
53,797		46,202	7,595
24,349		22,375	1,974
57,040		50,839	6,201
4,063		16,750	-12,687
25,034		17,795	7,239
557			557
192,057		163,269	28,788
1,584			1,584
53,797		46,202	7,595
97,740		89,501	8,239
74,868		71,367	3,501
101,238		93,210	8,028
70,096		51,273	18,823
1,609			1,609
592			592
4,688			4,688
3,496		25,409	-21,913
5,351			5,351
3,798		18,607	-14,809
95,283		92,454	2,829
110,151		92,622	17,529

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,227			9,227
3,003			3,003
2,356			2,356
567		842	-275
645			645
11,877		47,191	-35,314
1,256		3,406	-2,150
2,012			2,012
500			500
1,459			1,459
3,618		8,769	-5,151
1,046		1,404	-358
596			596
143,872		62,932	80,940
968		366	602
362			362
1,432			1,432
4,374			4,374
180,381		181,950	-1,569
4,161			4,161
2,936			2,936
1,053		1,506	-453
445,273		389,676	55,597
3,196			3,196
2,165			2,165
1,271		3,000	-1,729
180,381		231,285	-50,904
1,157			1,157
6,279		19,195	-12,916
1,187		1,600	-413

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,224			3,224
3,076		282	2,794
2,894		3,910	-1,016
6,309		14,706	-8,397
31,567		28,685	2,882
464			464
8,219		4,045	4,174
1,843			1,843
1,216			1,216
5,441		318	5,123
2,990		1,848	1,142
17,997		8,314	9,683
15,311		11,180	4,131
837			837
1,358		4,947	-3,589
2,642			2,642
31,863			31,863
1,005		9,461	-8,456
1,077			1,077
2,320			2,320
592			592
213			213
11,039		39,576	-28,537
1,746			1,746
125,456		117,299	8,157
40,745		26,604	14,141
4,965			4,965
3,424			3,424
317			317
3,348			3,348

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,260
			-71
			452
			-11,372
			-7,033
			2,619
			3,523
			2,405
			-12,869
			-74
			3,381
			55,105
			11,163
			3,159
			1,931
			1,852
			-6,570
			143
			-5,269
			-222
			6,679
			-278
			685
			303
			299
			4,287
			-2,876
			1,845
			23,048
			-1,538

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			745
			-4,641
			-6,182
			13,885
			15,393
			15,079
			6,272
			3,299
			1,572
			7,595
			1,974
			6,201
			-12,687
			7,239
			557
			28,788
			1,584
			7,595
			8,239
			3,501
			8,028
			18,823
			1,609
			592
			4,688
			-21,913
			5,351
			-14,809
			2,829
			17,529

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			9,227
			3,003
			2,356
			-275
			645
			-35,314
			-2,150
			2,012
			500
			1,459
			-5,151
			-358
			596
			80,940
			602
			362
			1,432
			4,374
			-1,569
			4,161
			2,936
			-453
			55,597
			3,196
			2,165
			-1,729
			-50,904
			1,157
			-12,916
			-413

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			3,224
			2,794
			-1,016
			-8,397
			2,882
			464
			4,174
			1,843
			1,216
			5,123
			1,142
			9,683
			4,131
			837
			-3,589
			2,642
			31,863
			-8,456
			1,077
			2,320
			592
			213
			-28,537
			1,746
			8,157
			14,141
			4,965
			3,424
			317
			3,348

Form 990PF Part XV Line 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*				
JACKSON SYMPHONY ASSOCIATION 207 E LAFAYETTE JACKSON,TN 38301			OPERATIONS	25,000
FIRST PRESBYTERIAN CHURCH 1573 N HIGHLAND JACKSON,TN 38301			CENTRUY FUND	25,000
UNION UNIVERSITY 1050 UNION UNIVERSITY DR JACKSON,TN 38305			LIBRARY CONSTRUCTION	25,000
WEST TENN HEALTHCARE FOUNDATION 620 SKYLINE DRIVE JACKSON,TN 38301			HANDS UP OPERATIONS	15,000
SACRED HEART OF JESUS HIGH SCHOOL 146 MCCLELLAN RD JACKSON,TN 38305			OPERATING SUPPORT	10,000
RIFA PO BOX 2301 JACKSON,TN 383022301			OPERATING SUPPORT	6,000
Total . . . . ▶ **3a**				106,000

TY 2013 Accounting Fees Schedule

Name: JAMES E CAMPBELL FAMILY FOUNDATION

EIN: 26-3889180

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	3,630	3,630		

TY 2013 Compensation Explanation

Name: JAMES E CAMPBELL FAMILY FOUNDATION

EIN: 26-3889180

Person Name	Explanation
JAMES CAMPBELL	
MONA CAMPBELL	

TY 2013 Investments Corporate Stock Schedule

Name: JAMES E CAMPBELL FAMILY FOUNDATION

EIN: 26-3889180

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T INC	208,838	281,280
BP PPLC		
CATERPILLAR INC	95,584	254,268
CONOCO PHILLIPS	72,680	
GOLDMAN SACHS GROUP INC		
INTEL CORP	99,519	119,393
JP MORGAN CHASE & CO		
MICROSOFT CORP	32,898	44,892
NUCOR CORP	84,128	122,774
PROCTER & GAMBLE CO		
BB&T CORP PFD SER G	100,357	95,880
BANK OF AMERICA CORP PFD SER D	200,945	199,947
BANK OF NEW YORK MELLON PFD SER C	100,247	103,750
GOLDMANSACHS GROUP INC PFD SER B	301,965	290,250
JPMORGAN CHASE PFD SER P	121,421	95,316
WELLS FARGO & CO PFD	100,685	125,820
BANK OF AMERICA CORP CALLS	47,241	89,602
BP PLC CALLS	71,529	89,840
CATERPILLAR INC CALLS	140,647	143,035
CISCO SYSTEMS INC CALLS		
CONOCO PHILLIPS PUTS		
DOW CHEMICAL CALLS	14,661	72,250
GOLDMAN SACHS GROUP INC CALLS		
CURRENCYSHARES CALLS	48,272	22,000
INTEL CORP CALLS	92,214	139,596
JP MORGAN CHASE & CO CALLS		
MICROSOFT CORP CALLS		
NUCOR CORP CALLS	31,732	101,913
EXXON MOBIL CORP CALLS	47,873	54,320
SPDR S&P 500 ETF CALLS		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WALGREEN CO CALLS		
CURRENCYSHARES AUSTRAILIAN DLR TR	101,960	89,430

TY 2013 Other Liabilities Schedule

Name: JAMES E CAMPBELL FAMILY FOUNDATION

EIN: 26-3889180

Description	Beginning of Year - Book Value	End of Year - Book Value
OBLIGATION UNDER STOCK SHORT SALE		81,619

TY 2013 Taxes Schedule

Name: JAMES E CAMPBELL FAMILY FOUNDATION

EIN: 26-3889180

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	9,076			

TY 2013 IRS Payment

Name:	JAMES E CAMPBELL FAMILY FOUNDATION
EIN:	26-3889180
Routing Transit Number:	031100157
Bank Account Number:	4170402998
Type of Account:	Checking
Payment Amount in Dollars and Cents:	777
Requested Payment Date:	2014-08-15
Taxpayer's Daytime Phone Number:	(731) 668-9399