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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: THE EMMY LOU TOMPKINS FOUNDATION

A Employer identification number: 55-0759620

Number and street (or P O box number if mail is not delivered to street address): 2020 WILLOWMET LANE — Room/suite:

B Telephone number (see instructions): 615-469-0810

City or town, state or province, country, and ZIP or foreign postal code: BRENTWOOD, TENNESSEE 37027

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)* ▶ $ 2,465,220

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				
4	Dividends and interest from securities	63,640	63,640		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	198,729			
b	Gross sales price for all assets on line 6a 1,160,223				
7	Capital gain net income (from Part IV, line 2)		198,729		
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	262,369	262,369	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	2,370			2,370
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	4,000	4,000		
c	Other professional fees (attach schedule)	11,400	11,400		
17	Interest				
18	Taxes (attach schedule) (see instructions)	3,253	3,253		
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	21,023	18,653		2,370
25	Contributions, gifts, grants paid	140,314			140,314
26	**Total expenses and disbursements.** Add lines 24 and 25	161,337	18,653		142,684
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	101,032			
b	**Net investment income** (if negative, enter -0-)		243,716		
c	**Adjusted net income** (if negative, enter -0-)			0	

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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	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	223,975	210,116	210,116
	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)	214,273	220,123	230,608
	b	Investments—corporate stock (attach schedule)	969,660	963,417	1,382,197
	c	Investments—corporate bonds (attach schedule)	250,452	268,389	280,177
	11	Investments—land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	275,538	358,588	362,122
	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)	1,933,898	2,020,633	2,465,220
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,933,898	2,020,633	
	30	**Total net assets or fund balances** (see instructions)	1,933,898	2,020,633	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,933,898	2,020,633	

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	1,933,898
2	Enter amount from Part I, line 27a	2	101,032
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,034,930
5	Decreases not included in line 2 (itemize) ▶ SCHEDULE 1	5	14,297
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,020,633

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 CHARLES SCHWAB 2365-5465 (SEE SCHEDULE 2)	P	VARIOUS	12/31/13
b	SEE CHARLES SCHWAB 2365-5465 (SEE SCHEDULE 3)	P	VARIOUS	12/31/13
c	SEE CHARLES SCHWAB 2365-5465 (SEE SCHEDULE 4)	P	VARIOUS	12/31/13
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	544,895		483,448	61,447
b	245,184		211,158	34,026
c	370,144		266,888	103,256
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				
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** 198,729

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**

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))
2012	134,308	2,187,744	.061391
2011	104,500	2,190,484	.047706
2010	139,109	2,121,591	.065568
2009	120,115	1,990,216	.060353
2008	119,532	2,326,306	.051383

2	**Total** of line 1, column (d)	2	.286401
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	.057280
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,305,502
5	Multiply line 4 by line 3	5	132,059
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,437
7	Add lines 5 and 6	7	134,496
8	Enter qualifying distributions from Part XII, line 4	8	142,684

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	2,437
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3	Add lines 1 and 2		3	2,437
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	2,437
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,200		
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	2,200
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	237
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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NORTH CAROLINA			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

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

Website address ▶ N/A

14 The books are in care of ▶ THOMAS E. TATRO, ESQ. Telephone no. ▶ 615-440-5020
Located at ▶ 1005 EIGHTH AVENUE SOUTH, NASHVILLE, TN ZIP+4 ▶ 37203

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

			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		✓
	See the 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 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		✓

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
SEE ATTACHED SCHEDULE 5		2,370	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 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (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 instructions 3	
Total. Add lines 1 through 3 ▶	0

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	2,123,565
b	Average of monthly cash balances	1b	217,046
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,340,611
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	2,340,611
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	35,109
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,305,502
6	**Minimum investment return.** Enter 5% of line 5	6	115,275

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	115,275
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,437		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,437
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	112,838
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	112,838
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	112,838

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	142,684
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	142,684
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	2,437
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	140,247

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					112,838
2	Undistributed income, if any, as of the end of 2013.					
a	Enter amount for 2012 only					
b	Total for prior years. 20___,20___,20___					
3	Excess distributions carryover, if any, to 2013:					
a	From 2008	4,417				
b	From 2009	21,726				
c	From 2010	34,499				
d	From 2011					
e	From 2012	29,245				
f	**Total** of lines 3a through e		89,887			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 142,684					
a	Applied to 2012, but not more than line 2a					
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					112,838
e	Remaining amount distributed out of corpus		29,846			
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		119,733			
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					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		4,417			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		115,316			
10	Analysis of line 9:					
a	Excess from 2009	21,726				
b	Excess from 2010	34,499				
c	Excess from 2011					
d	Excess from 2012	29,245				
e	Excess from 2013	29,846				

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 foundation 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 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 address of the person to whom applications should be addressed:

RYAN ALTIZER, 2020 WILLOWMET LANE, BRENTWOOD, TN 37207. 615-469-0810

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

NO SPECIFIC FORM REQUIRED

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 ATTACHED (SCHEDULE 6)				
Total . . . . ▶ **3a**				140,314
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) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	63,640	
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					
9 Net income or (loss) from special events			18	198,729	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		262,369	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 262,369

(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)
	N/A

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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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
		N/A	

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 | Date 4/23/14 | Title EXECUTIVE DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS E. TATRO		4/23/14		P01351893
Firm's name ▶ BROWN & TATRO, P.C.			Firm's EIN ▶	26-1953871
Firm's address ▶ 1005 EIGHTH AVENUE SOUTH, NASHVILLE, TENNESSEE 37203			Phone no	615-440-5020

EMMY LOU TOMPKINS FOUNDATION

EIN: 55-0759620

2013 990-PF

SCHEDULE 1

2013 DIVIDENDS AND INTEREST PAID/ADJUSTED IN 2013	$ 14,297
TOTAL TO FORM 990-PF, PART III, LINE 5	$ 14,927

SCHEDULE 2

charles SCHWAB

Schwab One® Trust Account of
B GIRIMONT & B ALTIZER TTEE
EMMY LOU TOMPKINS FOUNDATION
U/A DTD 06/18/1998

Account Number
2365-5465

TAX YEAR 2013
FORM 1099 COMPOSITE

Date Prepared: February 7, 2014

Recipient's Name and Address

B GIRIMONT & B ALTIZER TTEE
EMMY LOU TOMPKINS FOUNDATION
U/A DTD 06/18/1998
159 ROUNTREE LANE
SOUTHERN PINES NC 28387

Taxpayer ID Number: 55-0759620
Account Number: 2365-5465

Payer's Name and Address

CHARLES SCHWAB & CO., INC.
211 MAIN STREET
SAN FRANCISCO, CA 94105

Telephone Number: (800) 515-2157
Federal ID Number: 94-1737782

Proceeds from Broker Transactions — 2013

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No 1545-0715)

1c-Type of gain or loss: Short-term (Report on Form 8949, Part I, with **Box A** checked.)
6b-Basis reported to IRS

SHORT-TERM HOLDING PERIOD
COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
A F L A C INC	001055102	S	07/13/12	$ 42,632 72	$ 33,330.82	$ 0 00	$ 0.00
	AFL		05/09/13	765.00			
Security Subtotal				**$ 42,632.72**	**$ 33,330.82**	**$ 0.00**	**$ 0.00**
ALASKA AIR GROUP INC DE	011659109	S	02/19/13	$ 38,953.77	$ 32,598.80	$ 0.00	$ 0.00
	ALK		09/12/13	655 00			
Security Subtotal				**$ 38,953.77**	**$ 32,598.80**	**$ 0.00**	**$ 0.00**
BT GROUP PLC ADR FSPONSORED	05577E101	S	07/16/12	$ 24,138.15	$ 21,191.71	$ 0.00	$ 0.00
ADR	BT		03/13/13	610 00			
Security Subtotal				**$ 24,138.15**	**$ 21,191.71**	**$ 0.00**	**$ 0.00**
CATERPILLAR INC	149123101	S	10/10/12	$ 35,190.72	$ 36,278.21	$ 0.00	$ 0.00
	CAT		04/17/13	435.00			
Security Subtotal				**$ 35,190.72**	**$ 36,278.21**	**$ 0.00**	**$ 0.00**

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

INSTRUCTIONS FOR RECIPIENTS OF FORM 1099

1099-B: Proceeds from Broker Transactions

Brokers and barter exchanges must report proceeds from transactions to you and the IRS on Form 1099-B. Reporting is also required when your broker knows or has reason to know that a corporation in which you own stock has had a reportable change in control or capital structure. You may be required to recognize gain from the receipt of cash, stock, or other property that was exchanged for the corporation's stock If your broker reported this type of transaction to you, the corporation is identified in box 8.

Recipient's identification number.
For your protection, this form may show only the last four digits of your social security number (SSN), individual taxpayer identification number (ITIN), or adoption taxpayer identification number (ATIN). However, the issuer has reported your complete identification number to the IRS and, where applicable, to state and/or local governments.

Account number.
May show an account or other unique number the payer assigned to distinguish your account.

CUSIP number.
For broker transactions, may show the CUSIP (Committee on Uniform Security Identification Procedures) number or other applicable identifying number of the item reported.

Box 1a.
Shows the trade date of the sale or exchange. For short sales, the date shown is the date the security was delivered to close the short sale. For aggregate reporting in boxes 9 through 12, no entry will be present.

Box 1b.
This box may be blank if box 6a is checked or if the securities sold were acquired on a variety of dates. For short sales, the date shown is the date you acquired the security delivered to close the short sale.

Box 2a.
Shows the aggregate cash proceeds from transactions involving stocks, bonds, other debt obligations, commodities, or forward contracts. May show the proceeds from the disposition of your interest(s) in a widely held fixed investment trust May also show the aggregate amount of cash and the fair market value of any stock or other property received in a reportable change in control or capital structure arising from the corporate transfer of property to a foreign corporation. Losses on forward contracts are shown in parentheses. This box does not include proceeds from regulated futures contracts. The broker must indicate whether the sales price or the sales price less commissions (including transfer taxes) and option premiums was reported to the IRS. Report this amount on Form 8949 or on Schedule D (whichever is applicable) as explained in the instructions for Schedule D.

Box 2b.
If checked, you cannot take a loss on your tax return based on gross proceeds from a reportable change in control or capital structure reported in box 2a. Do not report this loss on Form 8949 or Schedule D. The broker should advise you of any losses on a separate statement.

Box 3.
Shows the cost or other basis of securities sold. If box 6a is checked, box 3 may be blank. See the Form 8949 instructions, Schedule D instructions, or Pub. 550 for details.

Box 4.
Shows backup withholding Generally, a payer must backup withhold if you did not furnish your taxpayer identification number to the payer See Form W-9 for information on backup withholding. Include this amount on your income tax return as tax withheld

Box 5.
Shows the amount of nondeductible loss in a wash sale transaction. For details on wash sales, see the Schedule D (Form 1040) instructions and Pub. 550

Box 6a.
If checked, the securities sold were noncovered securities and boxes 1b, 1c, 3, and 5 may be blank. Generally, a noncovered security means: a security other than stock, stock purchased before 2011, stock in most mutual funds and other regulated investment companies purchased before 2012; and stock purchased in or transferred to a dividend reinvestment plan before 2012.

Box 6b.
If checked, the basis in box 3 has been reported to the IRS. If box 6b is checked on Form(s) 1099-B and NO adjustment is required, see the instructions for your Schedule D.

Box 8.
Shows a brief description of the item or service for which the proceeds or bartering income is being reported. For regulated futures contracts and forward contracts, "RFC" or other appropriate description may be shown For a corporation that had a reportable change in control or capital structure, this box may show the class of stock as C (common), P (preferred), or O (other).

Boxes 13-15.
Shows state income tax withheld

SCHEDULE 2

charles SCHWAB

Schwab One® Trust Account of
B GIRIMONT & B ALTIZER TTEE
EMMY LOU TOMPKINS FOUNDATION
U/A DTD 06/18/1998

Account Number
2365-5465

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 55-0759620

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No 1545-0715)

1c-Type of gain or loss: Short-term (Report on Form 8949, Part I, with **Box A** checked.)

SHORT-TERM HOLDING PERIOD

6b-Basis reported to IRS

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
CF INDUSTRIES HOLDINGS	125269100	S	05/11/12	$ 39,730.60	$ 39,830.87	$ 0.00	$ 0.00
	CF		04/17/13	230.00			
Security Subtotal				**$ 39,730.60**	**$ 39,830.87**	**$ 0.00**	**$ 0.00**
COCA COLA ENT NEW	19122T109	S	04/17/13	$ 45,807.23	$ 42,893.11	$ 0.00	$ 0.00
	CCE		09/12/13	1,160.00			
Security Subtotal				**$ 45,807.23**	**$ 42,893.11**	**$ 0.00**	**$ 0.00**
DR PEPPER SNAPPLE GROUP	26138E109	S	09/20/12	$ 39,829.29	$ 37,631.73	$ 0.00	$ 0.00
	DPS		04/17/13	845.00			
Security Subtotal				**$ 39,829.29**	**$ 37,631.73**	**$ 0.00**	**$ 0.00**
EASTMAN CHEMICAL CO	277432100	S	04/17/13	$ 22,883.48	$ 18,704.55	$ 0.00	$ 0.00
	EMN		10/22/13	280.00			
Security Subtotal				**$ 22,883.48**	**$ 18,704.55**	**$ 0.00**	**$ 0.00**
EATON CORP PLC F	G29183103	S	12/03/12	$ 26,505.58	$ 19,811.23	$ 0.00	$ 0.00
	ETN		10/14/13	385.00			
Security Subtotal				**$ 26,505.58**	**$ 19,811.23**	**$ 0.00**	**$ 0.00**
KROGER COMPANY	501044101	S	05/11/12	$ 21,046.61	$ 17,322.65	$ 0.00	$ 0.00
	KR		02/19/13	750.00			
Security Subtotal				**$ 21,046.61**	**$ 17,322.65**	**$ 0.00**	**$ 0.00**

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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SCHEDULE 2

Schwab One® Trust Account of
B GIRIMONT & B ALTIZER TTEE
EMMY LOU TOMPKINS FOUNDATION
U/A DTD 06/18/1998

Account Number
2365-5465

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 55-0759620

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Short-term (Report on Form 8949, Part I, with **Box A** checked.)

SHORT-TERM HOLDING PERIOD

6b-Basis reported to IRS

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
REINSURANCE GP AMER NEW	759351604 / RGA	S	05/09/13 / 10/14/13	$ 26,121.04 / 370.00	$ 23,822.71	$ 0.00	$ **0.00**
Security Subtotal				**$ 26,121.04**	**$ 23,822.71**	**$ 0.00**	**$ 0.00**
SEAGATE TECHNOLOGY PLC F	G7945M107 / STX	S	09/20/12 / 02/19/13	$ 25,286.64 / 740.00	$ 22,124.19	$ 0.00	$ **0.00**
SEAGATE TECHNOLOGY PLC F	G7945M107 / STX	S	09/20/12 / 04/17/13	$ 38,231.59 / 1,105.00	$ 33,036.79	$ 0.00	$ **0.00**
Security Subtotal				**$ 63,518.23**	**$ 55,160.98**	**$ 0.00**	**$ 0.00**
STATE STREET CORP	857477103 / STT	S	03/13/13 / 09/12/13	$ 40,769.94 / 600.00	$ 35,896.33	$ 0.00	$ **0.00**
Security Subtotal				**$ 40,769.94**	**$ 35,896.33**	**$ 0.00**	**$ 0.00**
TUPPERWARE BRANDS CORP	899896104 / TUP	S	03/13/13 / 09/12/13	$ 30,303.20 / 360.00	$ 28,179 35	$ 0.00	$ **0.00**
Security Subtotal				**$ 30,303.20**	**$ 28,179.35**	**$ 0.00**	**$ 0.00**
VANGUARD FTSE ETF DEVELOPED MARKET	921943858 / VEA	S	09/10/13 / 10/22/13	$ 16,807.17 / 405.00	$ 15,780.19	$ 0.00	$ **0.00**
Security Subtotal				**$ 16,807.17**	**$ 15,780.19**	**$ 0.00**	**$ 0.00**

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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SCHEDULE 2

charles SCHWAB

Schwab One® Trust Account of
B GIRIMONT & B ALTIZER TTEE
EMMY LOU TOMPKINS FOUNDATION
U/A DTD 06/18/1998

Account Number
2365-5465

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 55-0759620

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Short-term (Report on Form 8949, Part I, with **Box A** checked.)

SHORT-TERM HOLDING PERIOD

6b-Basis reported to IRS

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange		2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold		3-Cost or other basis		5-Wash sale loss disallowed		4-Federal income tax withheld
WALGREEN COMPANY	931422109	S	05/09/13	$	15,900 25	$	13,061.52	$	0.00	$	0.00
	WAG		10/22/13		270.00						
Security Subtotal				$	**15,900.25**	$	**13,061.52**	$	**0.00**	$	**0.00**
XEROX CORP	984121103	S	04/17/13	$	14,757.36	$	11,952.76	$	0.00	$	0.00
	XRX		10/22/13		1,335.00						
Security Subtotal				$	**14,757.36**	$	**11,952.76**	$	**0.00**	$	**0.00**
Total Short-Term (Cost basis is reported to the IRS)				$	**544,895.34**	$	**483,447.52**				
Total Short-Term Sales Price of Stocks, Bonds, etc.				$	**544,895.34**	$	**483,447.52**				

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

61447

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SCHEDULE 3

charles SCHWAB

Schwab One® Trust Account of
B GIRIMONT & B ALTIZER TTEE
EMMY LOU TOMPKINS FOUNDATION
U/A DTD 06/18/1998

Account Number
2365-5465

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 55-0759620

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box A** checked)

LONG-TERM HOLDING PERIOD

6b-Basis reported to IRS

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange		2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold		3-Cost or other basis		5-Wash sale loss disallowed		4-Federal income tax withheld
ACE LIMITED NEW F	H0023R105	S	09/20/11	$	42,907.64	$	30,948.46	$	0.00	$	0.00
	ACE		03/13/13		485.00						
Security Subtotal				$	**42,907.64**	$	**30,948.46**	$	**0.00**	$	**0.00**
AMGEN INCORPORATED	031162100	S	09/20/12	$	35,966 26	$	25,895.42	$	0.00	$	0.00
	AMGN		10/22/13		315.00						
Security Subtotal				$	**35,966.26**	$	**25,895.42**	$	**0.00**	$	**0.00**
BP PLC ADR FSPONSORED ADR	055622104	S	02/14/12	$	30,164.07	$	35,335.90	$	0.00	$	0.00
	BP		03/13/13		750.00						
Security Subtotal				$	**30,164.07**	$	**35,335.90**	$	**0.00**	$	**0.00**
BT GROUP PLC ADR FSPONSORED ADR	05577E101	S	07/16/12	$	45,848 32	$	28,139.80	$	0.00	$	0.00
	BT		10/14/13		810.00						
Security Subtotal				$	**45,848.32**	$	**28,139.80**	$	**0.00**	$	**0.00**
CLIFFS NATURAL RES INC	18683K101	S	10/11/11	$	12,976.91	$	27,517.90	$	0 00	$	0.00
	CLF		02/19/13		450 00						
Security Subtotal				$	**12,976.91**	$	**27,517.90**	$	**0.00**	$	**0.00**
ENTERGY CORP NEW	29364G103	S	06/14/11	$	14,651.38	$	15,949.58	$	0.00	$	0.00
	ETR		03/13/13		230.00						
Security Subtotal				$	**14,651.38**	$	**15,949.58**	$	**0.00**	$	**0.00**

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SCHEDULE 3

charles SCHWAB

Schwab One® Trust Account of
B GIRIMONT & B ALTIZER TTEE
EMMY LOU TOMPKINS FOUNDATION
U/A DTD 06/18/1998

Account Number
2365-5465

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 55-0759620

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No. 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box A** checked.)

LONG-TERM HOLDING PERIOD

6b-Basis reported to IRS

COST BASIS IN THIS SECTION IS REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange		2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold		3-Cost or other basis		5-Wash sale loss disallowed		4-Federal income tax withheld
NEWS CORP NEW CL B	65249B208	S	02/14/12	$	4,089.80	$	2,269.59	$	0.00	$	0.00
	NWS		09/10/13		248.00						
Security Subtotal				**$**	**4,089.80**	**$**	**2,269.59**	**$**	**0.00**	**$**	**0.00**
TOTAL S A ADR F1 ADR REP 1	89151E109	S	07/13/11	$	25,348.93	$	27,582.42	$	0.00	$	0.00
ORD	TOT		05/09/13		500.00						
Security Subtotal				**$**	**25,348.93**	**$**	**27,582.42**	**$**	**0.00**	**$**	**0.00**
21ST CENT FOX CL B	90130A200	S	02/14/12	$	33,231.13	$	17,518.79	$	0.00	$	0.00
	FOX		10/14/13		995.00						
Security Subtotal				**$**	**33,231.13**	**$**	**17,518.79**	**$**	**0.00**	**$**	**0.00**
Total Long-Term (Cost basis is reported to the IRS)				**$**	**245,184.44**	**$**	**211,157.86**				

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

34,026

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SCHEDULE 4

charles SCHWAB

Schwab One® Trust Account of
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U/A DTD 06/18/1998

Account Number
2365-5465

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 55-0759620

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box B** checked.)

LONG-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange	2a-Sales price of stocks, bonds, etc (less commissions and options premiums) / 1e-Quantity sold	3-Cost or other basis	5-Wash sale loss disallowed	4-Federal income tax withheld
A T & T INC NEW	00206R102	S	11/08/05	$ 16,011.95	$ 10,776.12	$ 0.00	$ **0.00**
	T		02/19/13	450.00			
Security Subtotal				**$ 16,011.95**	**$ 10,776.12**	**$ 0.00**	**$ 0.00**
ARLINGTON CNTY	04144RAY5	MT	04/15/10	$ 25,000.00	$ 25,000.00	$ 0.00	$ **0.00**
2.39XXX**MATURED** DUE			08/01/13	25,000.00			
Security Subtotal				**$ 25,000.00**	**$ 25,000.00**	**$ 0.00**	**$ 0.00**
CHEVRON CORPORATION	166764100	S	08/11/03	$ 27,139.21	$ 8,563.41	$ 0.00	$ **0.00**
	CVX		10/14/13	230.00			
Security Subtotal				**$ 27,139.21**	**$ 8,563.41**	**$ 0.00**	**$ 0.00**
CORNING INC	219350105	S	10/19/10	$ 12,899.56	$ 18,210.25	$ 0.00	$ **0.00**
	GLW		02/19/13	1,000.00			
Security Subtotal				**$ 12,899.56**	**$ 18,210.25**	**$ 0.00**	**$ 0.00**
DISCOVER FINANCIAL SVCS	254709108	S	05/13/10	$ 23,620.59	$ 6,734.57	$ 0 00	$ **0.00**
	DFS		10/22/13	450 00			
Security Subtotal				**$ 23,620.59**	**$ 6,734.57**	**$ 0.00**	**$ 0.00**
GENERAL DYNAMICS CORP	369550108	S	09/17/99	$ 36,654.88	$ 16,849.79	$ 0.00	$ **0.00**
	GD		04/17/13	550.00			
Security Subtotal				**$ 36,654.88**	**$ 16,849.79**	**$ 0.00**	**$ 0.00**

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

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SCHEDULE 4

charles SCHWAB

Schwab One® Trust Account of
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EMMY LOU TOMPKINS FOUNDATION
U/A DTD 06/18/1998

Account Number
2365-5465

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 55-0759620

Date Prepared: February 7, 2014

Proceeds from Broker Transactions — 2013 (continued)

Form 1099-B

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No 1545-0715)

1c-Type of gain or loss: Long-term (Report on Form 8949, Part II, with **Box B** checked.)

LONG-TERM HOLDING PERIOD

6a-Noncovered security

COST BASIS IN THIS SECTION IS AVAILABLE BUT NOT REPORTED TO THE IRS

8-Description	CUSIP Number / 1d-Stock or other symbol	**	1b-Date of acquisition / 1a-Date of sale or exchange		2a-Sales price of stocks, bonds, etc. (less commissions and options premiums) / 1e-Quantity sold		3-Cost or other basis		5-Wash sale loss disallowed		4-Federal income tax withheld
ISHARES TR MSCI EAFE ETF	464287465	S		$	164,090.85	$	123,347.34	$	0.00	$	0.00
	EFA		09/10/13		2,625.00						
Security Subtotal				**$**	**164,090.85**	**$**	**123,347.34**	**$**	**0.00**	**$**	**0.00**
US TREAS NOT	912828BA7	MT	05/29/07	$	20,000.00	$	20,000.00	$	0.00	$	0.00
3.625%05XXX**MATURED**DUE 0			05/15/13		20,000.00						
Security Subtotal				**$**	**20,000.00**	**$**	**20,000.00**	**$**	**0.00**	**$**	**0.00**
WAL-MART STORES	931142AS2	MT	09/04/08	$	25,000.00	$	25,000.00	$	0.00	$	0.00
7.25XXX**MATURED**			06/01/13		25,000.00						
Security Subtotal				**$**	**25,000.00**	**$**	**25,000.00**	**$**	**0.00**	**$**	**0.00**
WELLS FARGO & CO NEW	949746101	S	02/10/10	$	19,726 55	$	12,406.59	$	0.00	$	0.00
	WFC		10/22/13		460.00						
Security Subtotal				**$**	**19,726.55**	**$**	**12,406.59**	**$**	**0.00**	**$**	**0.00**
Total Long-Term (Cost basis is available but not reported to the IRS)				**$**	**370,143.59**	**$**	**266,888.07**				
Total Long-Term Sales Price of Stocks, Bonds, etc.				**$**	**615,328.03**	**$**	**478,045.93**				
Total Sales Price of Stocks, Bonds, etc.				**$**	**1,160,223.37**						
Total Federal Income Tax Withheld				**$**	**0.00**						

Please see the "Notes for Your Form 1099-B" section for additional explanation of this Form 1099-B report.

3 numbers

544,895
245,184
370,144
1160223

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SCHEDULE 4

charles SCHWAB

Schwab One® Trust Account of
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EMMY LOU TOMPKINS FOUNDATION
U/A DTD 06/18/1998

Account Number
2365-5465

TAX YEAR 2013
FORM 1099 COMPOSITE

Taxpayer ID Number: 55-0759620

Date Prepared: February 7, 2014

Notes for your Form 1099-B

Schwab has provided cost basis information whenever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. When value for the report is unavailable, it is noted as follows: "Missing" or "Not Provided"

Not Provided Schwab is not providing Cost Basis on this security type.

Missing Cost Basis may be missing due to one of the following reasons:
- Cost basis data may not be available for a number of reasons (for example, the security was purchased outside of Schwab and we did not receive cost basis from the transferring firm).
- The security was purchased more than 10 years ago.

Acquisition Date If there is more than one lot in a sell transaction, the acquisition date for the individual lot in the transaction can be found in the Realized Gain Loss section of the Year End Summary.

(1) If the acquisition date is blank, your sell transaction included multiple tax lots purchased on different acquisition dates within the same holding period and covered/non-covered status. The lots in the transaction are rolled up into a single sell transaction and thus **Box 1b-Date of Acquisition** will be blank.

(2) If the cost basis is missing or not provided, a short-term holding period may have been applied for a position that may have been held long term.

Box (1c) Type of Gain or Loss

Long-term	**Long-Term Realized Gain or Loss** has a holding period greater than one year.
Short-term	**Short-Term Realized Gain or Loss** has a holding period of one year or less.

**Activity Codes (Not reported to the IRS)

C = Cash in Lieu	**E** = Exchange	**P** = Principal	**S** = Sale	**T** = Tender
CV = Conversion	**M** = Cash Merger	**MT** = Maturity	**R** = Redemption	**SS** = Short Sale

- **The cost basis and basis adjustments for covered securities are reported to the IRS.**
- **Gross Proceeds from each of your security transactions are reported individually to the IRS.**
- **Gross Proceeds in aggregate are not reported to the IRS and should not be so reported on your tax return.**

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

EMMY LOU TOMPKINS FOUNDATION

EIN: 55-0759620

2013 990-PF

SCHEDULE 5

NAME AND ADDRESS	TITLE AND AVG. HRS/WK.	COMPEN-SATION	EMPLOYEE BENEFIT PLAN CONTRIBUTION	EXPENSE ACCOUNT
BOYDIE GIRIMONT 159 ROUNTREE LANE SOUTHERN PINES, NC 28387	TRUSTEE 0.25	395	0	0
BETSY ALTIZER 1424 WOLF CREEK DRIVE NOLENSVILLE, TN 37135	TRUSTEE 0.25	395	0	0
BLAIR SECHREST 41210 CHARLES C DRIVE RALEIGH, NC 27606	TRUSTEE 0.25	395	0	0
RYAN ALTIZER 2020 WILLOWMET LANE BRENTWOOD, TN 37027	TRUSTEE 0.25	395	0	0
JOANNA DYE 8898 BRISTOL BEND FORT MYERS, FL 33908	TRUSTEE 0.25	395	0	0
HEIDI DYE RAINES 3646 GRANDVIEW BLVD LOS ANGELOS, CA 90066	TRUSTEE 0.25	395	0	0
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		2,370	0	0

EMMY LOU TOMPKINS FOUNDATION

EIN: 55-0759620

2013 990-PF

SCHEDULE 6

RECIPIENT NAME AND ADDRESS	IS RECIPIENT AN INDIVIDUAL?	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Patriot Foundation PO Box 5069 Pinehurst, NC 28374	NO	PUBLIC	CHARITABLE	$20,000
Fentress County Children's Center 341 West Central Avenue Jamestown, TN 38556	NO	PUBLIC	CHARITABLE	$10,000
Nashville Children's Alliance 1264 Foster Ave. Nashville, TN 37210	NO	PUBLIC	CHARITABLE	$15,000
Center for Child and Family Health 411 West Chapel St., Ste 908 Durham, NC 27701	NO	PUBLIC	CHARITABLE	$15,000
University of The Cumberlands 6191 College Station Dr. Williamsburg, KY 40769	NO	PUBLIC	CHARITABLE	$10,000
The Refuge Center for Counseling	NO	PUBLIC	CHARITABLE	$ 5,314

103 Forrest Crossing Blvd., Ste 102 Franklin, TN 37064				
Durham Interfaith Hosp. Network 1216 N. Roxboro St. Durham, NC 27701	NO	PUBLIC	CHARITABLE	$10,000
Legacy Hospice 1963 Second Street Richmond, VA 24641	NO	PUBLIC	CHARITABLE	$10,000
West Virginia CASA Association c/o 293 Wiley St. Morgantown, WV 26505	NO	PUBLIC	CHARITABLE	$15,000
Southwest Virginia Comm. College PO Box SVCC Richlands, VA 24641-1101	NO	PUBLIC	CHARITABLE	$15,000
MorningStar Sanctuary PO BOX 568 Madison, TN 37116-0568	NO	PUBLIC	CHARITABLE	$15,000

TOTAL REPORTED ON 990-PF, PAGE 11, PART XV, LINE 3a: $140,314