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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.

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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 R MEADOWS JR FOUNDATION		<b>A Employer identification number</b>  62-1545923	
Number and street (or P O box number if mail is not delivered to street address) 408 HYDE PARK		<b>B Telephone number</b> (see instructions)  (615) 515-1700	
City or town, state or province, country, and ZIP or foreign postal code NASHVILLE, TN 372152449		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year ( <i>from Part II, col. (c), line 16</i> )▶\$ 18,864,941		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ ( <i>Part I, column (d) must be on cash basis.</i> )			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	17,038,847			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	37,086	37,086		
	<b>4</b> Dividends and interest from securities. . . . .	73,121	73,121		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	699,351			
	<b>b</b> Gross sales price for all assets on line 6 a 4,817,594				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		699,351		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 6,950	6,950		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	17,855,355	816,508		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	 4,804	2,402		0
	<b>c</b> Other professional fees (attach schedule) . . . . .	 55	55		0
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	 16,300	0		0
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	 75,912	75,912		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	97,071	78,369		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	160,750			160,750
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	257,821	78,369		160,750
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	17,597,534			
	<b>b Net investment income</b> (if negative, enter -0-)		738,139		
	<b>c Adjusted net income</b> (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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	931,626	231,119	231,119
	2	Savings and temporary cash investments . . . . .	741,628	4,646,845	4,646,845
	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)	0	42,165	45,036
	b	Investments—corporate stock (attach schedule) . . . . .	0	9,476,127	10,526,070
	c	Investments—corporate bonds (attach schedule). . . . .	0	3,482,482	3,415,871
	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)	1,673,254	17,878,738	18,864,941	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	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	1,673,254	17,878,738	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	1,673,254	17,878,738	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	1,673,254	17,878,738		

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 1,673,254
2	Enter amount from Part I, line 27a . . . . .	2 17,597,534
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3 . . . . .	4 19,270,788
5	Decreases not included in line 2 (itemize) ▶	5 1,392,050
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 17,878,738

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	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	699,351
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 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	81,000	547,789	0 147867
2011	0	0	0 000000
2010	0	0	0 000000
2009	0	0	0 000000
2008	0	0	0 000000

2	Total of line 1, column (d). . . . .	2	0 147867
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	0 029573
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	9,481,629
5	Multiply line 4 by line 3. . . . .	5	280,400
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	7,381
7	Add lines 5 and 6. . . . .	7	287,781
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	160,750

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 <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	14,763
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	14,763
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	14,763
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	16,300
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d. . . . .	7	22,300
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	32
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	7,505
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 7,505 <b>Refunded</b>	11	0

Part VII-A

Statements Regarding Activities

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	Yes	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)? . . . . . <i>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.</i>	1b		No
c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	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 <b>Form 990-T</b> for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i> . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	Yes	

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 PATRICIA MEADOWS Telephone no (615) 832-7000 Located at 408 HYDE PARK NASHVILLE TN ZIP+4 37215			
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		
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	Yes	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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ).			
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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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? 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?			
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		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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
PATRICIA MEADOWS 636 GRASSMERE PARK DRIVE NASHVILLE,TN 37215	PRESIDENT/DIRECTOR 10 00	0	0	0
PAUL STUMB 636 GRASSMERE PARK DRIVE NASHVILLE,TN 37205	SECRETARY/DIRECTOR 0 50	0	0	0
RIDLEY WILLS II 636 GRASSMERE PARK DRIVE NASHVILLE,TN 37215	DIRECTOR 0 50	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.				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	0
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	
2	
All other program-related investments. See page 24 of the 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	6,442,433
b	Average of monthly cash balances. . . . .	1b	3,183,586
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	9,626,019
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	9,626,019
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	144,390
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,481,629
6	Minimum investment return. Enter 5% of line 5. . . . .	6	474,081

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	474,081
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	14,763
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	14,763
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	459,318
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	459,318
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	459,318

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	160,750
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	160,750
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	160,750
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				459,318
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . .				
d From 2011. . . . .				
e From 2012. . . . .				53,611
f Total of lines 3a through e. . . . .	53,611			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 160,750				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				160,750
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	53,611			53,611
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				244,957
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). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
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 XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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

TRUXTON TRUST  
4525 HARDING ROAD SUITE 300  
NASHVILLE, TN 37205  
(615) 515-1700

b

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

APPLICATIONS SHOULD BE SUBMITTED IN WRITING WITH THREE YEAR FINANCIAL PLAN

c

Any submission deadlines

JUNE 30

d

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

N/A

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	160,750
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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

2b

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.

\*\*\*\*\*

2016-01-26

\*\*\*\*\*

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

KATHLEEN GRAINGER

Preparer's Signature

Date

Check if self-employed

☒

PTIN

P01259682

Firm's name

GRAINGER REYNOLDS & ASSOCIATES PLLC

Firm's EIN

62-1765397

Firm's address

3100 WEST END AVE STE 1020 NASHVILLE, TN 37203

Phone no

(615) 255-2238

Form 990-PF (2013)

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 )
42 AUTOMATIC DATA PROCESSING	P	2013-09-25	2013-10-09
80 COCA-COLA CO	P	2013-09-25	2013-10-28
159 GENERAL ELECTRIC CO	P	2013-09-25	2013-10-28
88 INTEL CORP	P	2013-09-25	2013-10-09
2955 ISHARES LATIN AMERICA 40 ETF	P	2013-12-08	2013-12-09
289 JABIL CIRCUIT INC	P	2013-12-18	2013-12-19
61 MICROSOFT CORP	P	2013-09-25	2013-10-09
18 STERICYCLE INC	P	2013-09-25	2013-10-28
28 T ROWE PRICE GROUP INC	P	2013-09-25	2013-10-09
56 TEVA PHARMACEUTICAL INDUSTRIES	P	2013-09-25	2013-10-09
38 VALERO ENERGY CORP	P	2013-09-25	2013-10-09
45 YUM BRANDS INC	P	2013-09-25	2013-10-09
99 BLACKSTONE GROUP LP	P	2013-09-25	2013-10-09
41 SPDR S&P 500 ETF TRUST	P	2013-09-25	2013-10-09
37 55 FEDERAL HOME LOAN MORTGAGE	D	2012-04-30	2013-12-16
EE BONDS	D	2012-04-30	2013-09-30
18017 BSB BANCORP INC	D	2011-10-17	2013-08-28
45000 CAPITOL FEDERAL FINL INC	D	2010-12-16	2013-08-28
24410 FIRST CONNECTICUT BANCORP INC	D	2011-07-11	2013-08-28
6300 FRANKLIN FINANCIAL CORP	D	2011-04-27	2013-08-29
16405 FRANKLIN FINANCIAL CORP	D	2011-04-27	2013-09-03
7295 FRANKLIN FINANCIAL CORP	D	2011-04-27	2013-09-04
14234 HOME FEDERAL BANCORP INC	D	2004-12-07	2013-08-28
25000 INVESTORS BANCORP INC	D	2005-10-12	2013-08-28
50000 NORTHFIELD BANCORP INC	P	2013-01-24	2013-08-28
8481 OBA FINANCIAL SERVICES	D	2010-01-27	2013-09-03
25000 PEOPLE FEDERAL BANCSHARES INC	D	2010-07-20	2013-09-04
8549 POAGE BANKSHARES INC	D	2011-09-26	2013-09-04
12500 SI FINANCIAL GRP INC	D	2011-01-25	2013-08-30
40658 TIMBERLAND BANCORP	D	1999-02-19	2013-08-28

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 )
26019 UNITED FINANCIAL BANCORP INC	D	2005-07-03	2013-08-29
PARTNERSHIP K-1 ITEMS	D	2013-01-01	2013-12-31
PARTNERSHIP K-1 ITEMS	D	2012-04-30	2013-12-31
PARTNERSHIP K-1 ITEMS	D	2012-04-30	2013-12-31
LOSS ON DISPOSAL OF GMO FORESTRY FUND 6-A LP	D	2012-04-30	2013-12-31
CAPITAL GAINS DIVIDENDS	P		



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)
2,950		3,047	-97
3,154		3,074	80
4,118		3,866	252
1,992		2,086	-94
110,684		115,082	-4,398
4,670		6,376	-1,706
2,026		1,988	38
2,096		2,063	33
2,016		2,039	-23
2,194		2,146	48
1,292		1,329	-37
3,004		3,225	-221
2,463		2,488	-25
6,805		6,942	-137
38		54	-16
11,950		11,950	0
251,328		217,826	33,502
551,604		531,000	20,604
344,658		322,700	21,958
113,498		91,917	21,581
292,340		239,349	52,991
129,041		106,434	22,607
191,538		142,909	48,629
512,996		386,124	126,872
595,295		500,000	95,295
155,067		122,211	32,856
447,108		411,875	35,233
125,286		104,654	20,632
139,491		143,813	-4,322
355,340		203,087	152,253

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)
406,534		421,898	-15,364
44,407			44,407
		1,032	-1,032
27			27
		3,659	-3,659
584			584


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	
			-97
			80
			252
			-94
			-4,398
			-1,706
			38
			33
			-23
			48
			-37
			-221
			-25
			-137
			-16
			0
			33,502
			20,604
			21,958
			21,581
			52,991
			22,607
			48,629
			126,872
			95,295
			32,856
			35,233
			20,632
			-4,322
			152,253


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	
			-15,364
			44,407
			-1,032
			27
			-3,659
			584

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
FISK UNIVERSITY 1000 17TH AVENUE N NASHVILLE,TN 37208		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	65,000
NASHVILLE HUMANE ASSOCIATION 213 OCEOLA AVENUE NASHVILLE,TN 37209		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	1,000
VANDERBILT UNIVERSITY - MIHOW 1400 18TH AVE SOUTH A-1 NASHVILLE,TN 37212		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	250
NASHVILLE PUBLIC TELEVISION 161 RAINS AVENUE NASHVILLE,TN 37203		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	1,000
NASHVILLE RESCUE MISSION 639 LAFAYETTE STREET NASHVILLE,TN 37203		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	1,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS,TN 38105		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	1,000
JANE GOODALL INSTITUTE 1595 SPRING HILL RD SUITE 550 VIENNA,VA 22182		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	500
THE LAND TRUST FOR TENNESSEE 209 10TH AVE SOUTH SUITE 511 NASHVILLE,TN 37203		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	6,000
UNITED WAY OF METROPOLITAN NASHVILLE 250 VENTURE CIRCLE NASHVILLE,TN 37228		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	10,000
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE,TN 37240		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	10,000
WESTMINSTER PRESBYTERIAN CHURCH 3900 WEST END AVENUE NASHVILLE,TN 37205		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	3,000
YWCA 1608 WOODMONT BLVD NASHVILLE,TN 37215		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	10,000
MEN OF VALOR 1410 DONELSON PIKE SUITE B-1 NASHVILLE,TN 37217		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	5,000
SILOAM 820 GALE LANE NASHVILLE,TN 37204		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	5,000
THE WEBB SCHOOL 319 WEBB RD E BELL BUCKLE,TN 37020		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	15,000
<b>Total . . . . .</b>  <b>3a</b>				160,750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CAMBRIDGE IN AMERICA 292 MADISON AVENUE NEW YORK,NY 10017		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	10,000
THE CONTRIBUTOR PO BOX 332023 NASHVILLE,TN 37203		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	1,000
SALVATION ARMY 631 DICKERSON RD NASHVILLE,TN 37207		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	500
CUMBERLAND HEIGHTS PO BOX 90727 NASHVILLE,TN 37209		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	1,000
TN WOMEN'S THEATER PROJECT PO BOX 158525 NASHVILLE,TN 37215		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	200
MONROE HARDING 1120 GLENDALE LANE NASHVILLE,TN 37204		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	100
NASHVILLE RED CROSS 2201 CHARLOTTE AVE NASHVILLE,TN 37203		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	500
YOUTH ENCOURAGEMENT SERVICES 521 MCIVER STREET NASHVILLE,TN 37211		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	200
CASA 601 WOODLAND ST NASHVILLE,TN 37206		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	1,000
MONTGOMERY BELL ACADEMY 4001 HARDING PIKE NASHVILLE,TN 37205		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	500
SECOND HARVEST FOOD 331 GREAT CIRCLE RD NASHVILLE,TN 37228		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	5,000
MARTHA O'BRYAN CENTER 711 S 7TH ST NASHVILLE,TN 37206		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	5,000
RAPHA HOUSE PO BOX 1569 JOPLIN,MO 64802		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	1,000
NASHVILLE PUBLIC RADIO 630 MAINSTREAM DRIVE NASHVILLE,TN 37228		PUBLIC CHARITY	FOR USE IN THE ORGANIZATION'S EXEMPT FUNCTION	1,000
<b>Total . . . . .</b>  <b>3a</b>				160,750

## TY 2013 Accounting Fees Schedule

**Name:** JAMES R MEADOWS JR FOUNDATION

**EIN:** 62-1545923

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	4,804	2,402		0

**TY 2013 General Explanation Attachment****Name:** JAMES R MEADOWS JR FOUNDATION**EIN:** 62-1545923

Identifier	Return Reference	Explanation
FORM 990-PF IS BEING AMENDED TO REFLECT THE CHANGES BELOW	FORM 990-PF, PART I, LINES 1 & 18, PART VI, LINES 6A, 6C, 10, & 11	FORM 990-PF AMENDED RETURN EXPLANATIONS PART I, LINE 1 CHARITABLE CONTRIBUTIONS AS ORIGINALLY REPORTED \$17,029,847INCREASE IN CHARITABLE CONTRIBUTIONS 9,000CHARITABLE CONTRIBUTIONS AS AMENDED \$17,038,847PART I, LINE 18 TAXES AS ORIGINALLY REPORTED \$ 7,300INCREASE IN TAXES PAID 9,000TAXES AS AMENDED \$16,300PART VI, LINE 6A 2013 ESTIMATED TAX PAYMENTS AND 2012 OVERPAYMENT CREDITED TO 2013 AS ORIGINALLY REPORTED \$17,300DECREASE IN ESTIMATED TAX PAYMENTS ( 1,000)2013 ESTIMATED TAX PAYMENTS AND 2012 OVERPAYMENT CREDITED TO 2013 AS AMENDED \$16,300PART VI, LINE 6C TAX PAID WITH APPLICATION FOR EXTENSION OF TIME TO FILE AS ORIGINALLY REPORTED \$ 0ADJUSTMENT TO TAX PAID WITH APPLICATION FOR EXTENSION \$6,000TAX PAID WITH APPLICATION FOR EXTENSION OF TIME TO FILE AS AMENDED \$6,000PART VI, LINES 10 & 11 OVERPAYMENT AS ORIGINALLY REPORTED \$2,505ADDITIONAL OVERPAYMENT \$5,000OVERPAYMENT AS AMENDED - CREDITED TO 2014 ESTIMATED TAX \$7,505



**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** JAMES R MEADOWS JR FOUNDATION  
**EIN:** 62-1545923

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TRUXTON TRUST COMPANY	3,482,482	3,415,871

**TY 2013 Investments Corporate  
Stock Schedule****Name:** JAMES R MEADOWS JR FOUNDATION**EIN:** 62-1545923

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
SECURITIES HELD IN PARTNERSHIPS	3,928,253	4,479,052
TRUXTON TRUST COMPANY	5,522,874	6,022,018
MD FINANCIAL	5,000	5,000
EQUITY BANCSHARES	20,000	20,000

# TY 2013 Investments Government Obligations Schedule

**Name:** JAMES R MEADOWS JR FOUNDATION

**EIN:** 62-1545923

**US Government Securities - End of  
Year Book Value:**

42,165

**US Government Securities - End of  
Year Fair Market Value:**

45,036

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

**TY 2013 Other Decreases Schedule****Name:** JAMES R MEADOWS JR FOUNDATION**EIN:** 62-1545923

Description	Amount
UNREALIZED GAIN ON INVESTMENTS UPON CONTRIBUTION	1,392,045
NONDEDUCTIBLE PARTNERSHIP K-1 PASS THROUGH ITEMS	5

**TY 2013 Other Expenses Schedule****Name:** JAMES R MEADOWS JR FOUNDATION**EIN:** 62-1545923

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AGENCY FEES	40,072	40,072		0
FOREIGN TAX PAID	265	265		0
PARTNERSHIP K-1 DEDUCTIONS	34,376	34,376		0
OTHER	1,199	1,199		0

**TY 2013 Other Income Schedule****Name:** JAMES R MEADOWS JR FOUNDATION**EIN:** 62-1545923

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP K-1 INCOME	3,154	3,154	3,154
PARTNERSHIP K-1 INCOME	3,420	3,420	3,420
PARTNERSHIP K-1 INCOME	376	376	376

# TY 2013 Other Professional Fees Schedule

**Name:** JAMES R MEADOWS JR FOUNDATION

**EIN:** 62-1545923

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	55	55		0

TY 2013 Substantial Contributors Schedule

**Name:** JAMES R MEADOWS JR FOUNDATION

**EIN:** 62-1545923

Name	Address
ESTATE OF JAMES R MEADOWS JR	408 HYDE PARK NASHVILLE,TN 37215



# TY 2013 Taxes Schedule

**Name:** JAMES R MEADOWS JR FOUNDATION

**EIN:** 62-1545923

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	16,300	0		0

Schedule B  
(Form 990, 990-EZ, or 990-PF)  
Department of the Treasury  
Internal Revenue Service

Schedule of Contributors  
  
▶ Attach to Form 990, 990-EZ, or 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047  
  
2013

Name of the organization JAMES R MEADOWS JR FOUNDATION	Employer identification number 62-1545923
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> JAMES R MEADOWS JR FOUNDATION	<b>Employer identification number</b> 62-1545923
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<div>1</div>	<div>ESTATE OF JAMES R MEADOWS JR</div> <div>408 HYDE PARK</div> <div>NASHVILLE, TN 37215</div>	<div>\$ 17,029,847</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>
<div></div>		<div>\$</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contributions )</div>

<b>Name of organization</b> JAMES R MEADOWS JR FOUNDATION	<b>Employer identification number</b> 62-1545923
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> JAMES R MEADOWS JR FOUNDATION	<b>Employer identification number</b> 62-1545923
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<b>Part III</b>	<b>Exclusively</b> religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of <b>\$1,000 or less</b> for the year (Enter this information once See instructions ) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	