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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

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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 VIOLET HAMPTON TUW #2 2055000645		A Employer identification number 62-6373852	
Number and street (or P O box number if mail is not delivered to street address) REGIONS BANK TRUST DEPARTMENT P O B		B Telephone number (see instructions) (251) 690-1024	
City or town, state or province, country, and ZIP or foreign postal code MOBILE, AL 366522886		C If exemption application is pending, check here <input type="checkbox"/>	
G 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 type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,059,531		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5	5		
	4 Dividends and interest from securities.	26,329	26,422		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	18,402			
	b Gross sales price for all assets on line 6a 236,240				
	7 Capital gain net income (from Part IV , line 2) . . .		18,402		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	44,736	44,829		
	13 Compensation of officers, directors, trustees, etc	14,310	11,710		2,600
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	800	0	0	800
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	724	227		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	2,559			2,559
	24 Total operating and administrative expenses. Add lines 13 through 23	18,393	11,937	0	5,959
	25 Contributions, gifts, grants paid	30,000			30,000
	26 Total expenses and disbursements. Add lines 24 and 25	48,393	11,937	0	35,959
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,657			
	b Net investment income (if negative, enter -0-)		32,892		
	c Adjusted net income (if negative, enter -0-)			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			
	2	Savings and temporary cash investments	31,525	27,085	27,085
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	103,434	 114,507	113,537
	b	Investments—corporate stock (attach schedule)	450,619	 450,824	631,541
	c	Investments—corporate bonds (attach schedule).	294,920	 284,350	287,368
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	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)	880,498	876,766	1,059,531
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	
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	880,498	876,766	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	880,498	876,766	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	880,498	876,766	

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	880,498
2	Enter amount from Part I, line 27a	2	-3,657
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	110
4	Add lines 1, 2, and 3	4	876,951
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	185
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	876,766

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	18,402
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	37,699	927,440	0 040648
2011	41,400	922,896	0 044859
2010	48,900	891,181	0 054871
2009	53,215	809,022	0 065777
2008	58,300	975,446	0 059768

2	Total of line 1, column (d).	2	0 265923
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 053185
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	996,878
5	Multiply line 4 by line 3.	5	53,019
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	329
7	Add lines 5 and 6.	7	53,348
8	Enter qualifying distributions from Part XII, line 4. 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	8	35,959

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	658
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	658
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	658
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	516	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	516
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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 <input type="checkbox"/>		9	142
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/>		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>		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 Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
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 Form 990-T 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		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	REGIONS BANK The books are in care of TRUST DEPARTMENT Telephone no (251) 690-1024 Located at 11 NORTH WATER STREET 25TH FLOOR MOBILE AL ZIP+4 36602			
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.			
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		No
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		No
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))?

☐ 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 Additional Data Table				

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

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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	
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	

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	1,012,059
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,012,059
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	1,012,059
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	15,181
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	996,878
6	Minimum investment return. Enter 5% of line 5.	6	49,844

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	49,844
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	658
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	658
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	49,186
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	49,186
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	49,186

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	35,959
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	35,959
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	35,959
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				49,186
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				0
b From 2009.				9,700
c From 2010.				4,546
d From 2011.				0
e From 2012.				0
f Total of lines 3a through e.	14,246			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 35,959				
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.				35,959
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).)	13,227			13,227
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,019			
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				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). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,019			
10 Analysis of line 9				
a Excess from 2009. . . .				0
b Excess from 2010. . . .				1,019
c Excess from 2011. . . .				0
d Excess from 2012. . . .				0
e Excess from 2013. . . .				0

Part XIV

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

1a

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

b

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

☐ 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 XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

CARL ESTERHAY CO REGIONS BANK
150 4TH AVENUE NORTH
NASHVILLE, TN 37219
(615) 748-2008

b

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

APPLICATION FORMS ARE AVAILABLE AT THE ABOVE ADDRESS

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

SCHOLARSHIP RECIPIENTS MUST BE LEGAL RESIDENTS OF THE STATE OF TENNESSEE

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	30,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

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)
4000 TEVA PHARMA FIN IV LLC DTD 11/10/2011 1		2011-11-09	2013-01-07
1000 TEVA PHARMA FIN IV LLC DTD 11/10/2011 1		2012-05-09	2013-01-07
108 66 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/		2012-03-06	2013-01-15
157 35 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2013-01-15
97 48 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2013-01-15
587 41 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2013-01-25
273 18 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2013-01-25
81 77 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2013-01-25
206 63 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2013-01-25
153 33 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-01-25
724 24 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2013-01-25
109 42 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2013-01-25
155 43 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2013-01-25
130 4 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2013-01-25
107 59 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5		2012-04-05	2013-01-25
204 21 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-01-25
4000 UNITED STATES TREASURY DTD 11/30/2010 1		2012-12-11	2013-01-29
1000 CREDIT SUISSE NEW YORK DTD 5/4/09 5 5% 0		2010-08-09	2013-02-06
1000 GOLDMAN SACHS GROUP INC DTD 2/5/09 7 5%		2012-05-07	2013-02-06
1000 HEWLETT-PACKARD CO DTD 12/02/2010 2 2% 1		2012-05-07	2013-02-06
1000 MORGAN STANLEY DTD 11/20/2009 4 2% 11/20		2011-05-06	2013-02-06
1000 PFIZER INC DTD 3/24/09 6 2% 03/15/2019		2012-05-07	2013-02-06
1000 DUKE ENERGY CORPORATION DTD 11/17/2011 2		2012-05-07	2013-02-07
1000 TALISMAN ENERGY INC DTD 6/1/09 7 75% 06/		2012-05-08	2013-02-07
97 99 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2013-02-15
190 69 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2013-02-15
76 67 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2013-02-15
474 58 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2013-02-25
191 01 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2013-02-25
101 56 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2013-02-25

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181 57 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2013-02-25
126 73 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-02-25
746 04 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2013-02-25
130 69 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2013-02-25
162 85 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2013-02-25
98 35 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2013-02-25
102 53 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5		2012-04-05	2013-02-25
187 11 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-02-25
2000 UNITED STATES TREASURY DTD 11/30/2010 1		2012-12-11	2013-03-01
1000 UNITED STATES TREASURY DTD 11/30/2010 1		2012-12-11	2013-03-04
1000 CHEVRON CORP CALLABLE DTD 12/05/2012 1 1		2012-11-29	2013-03-06
1000 UNITED STATES TREASURY N/B DTD 11/15/201		2012-09-12	2013-03-06
1019 68 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 62		2012-05-07	2013-03-06
1000 UNITED STATES TREASURY DTD 11/30/2010 1		2012-12-11	2013-03-11
85 72 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2013-03-15
171 93 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2013-03-15
120 11 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/0		2012-06-11	2013-03-15
417 9 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 11		2010-05-10	2013-03-25
136 26 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2013-03-25
68 19 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2013-03-25
159 72 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2013-03-25
195 68 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-03-25
526 84 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2013-03-25
109 43 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2013-03-25
106 85 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2013-03-25
88 97 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2013-03-25
95 5 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5%		2012-04-05	2013-03-25
149 9 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-03-25
91 36 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2013-04-15
150 33 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2013-04-15

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62 83 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2013-04-15
3000 CITIGROUP INC DTD 06/15/2010 6% 12/13/20		2010-12-13	2013-04-24
1000 CITIGROUP INC DTD 06/15/2010 6% 12/13/20		2010-12-13	2013-04-25
434 32 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2013-04-25
130 56 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2013-04-25
65 98 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2013-04-25
176 36 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2013-04-25
150 73 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-04-25
548 58 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2013-04-25
139 09 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2013-04-25
127 87 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2013-04-25
108 89 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 0		2012-05-07	2013-04-25
95 25 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5%		2012-04-05	2013-04-25
96 06 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5%		2013-03-06	2013-04-25
156 23 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-04-25
4000 UNITED STATES TREASURY DTD 11/30/2010 1		2012-12-11	2013-05-01
1000 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1 95% 07/22/2016		2012-02-02	2013-05-06
1000 TIME WARNER CABLE 6 75% 07/01/2018		2012-05-07	2013-05-06
83 99 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2013-05-15
134 2 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/		2012-07-09	2013-05-15
79 01 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2013-05-15
2000 UNITED STATES TREASURY DTD 11/30/2010 1		2012-12-11	2013-05-15
4000 UNITED STATES TREASURY DTD 11/30/2010 1		2012-12-11	2013-05-16
488 49 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2013-05-28
180 53 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2013-05-28
94 77 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2013-05-28
171 22 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2013-05-28
199 46 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-05-28
649 87 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2013-05-28
133 06 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2013-05-28

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123 45 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2013-05-28
78 72 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2013-05-28
88 12 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5%		2012-04-05	2013-05-28
78 61 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5%		2013-03-06	2013-05-28
133 5 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-05-28
1000 COMCAST CORP DTD 06/18/09 5 7% 07/01/201		2012-05-07	2013-06-06
1000 FEDERAL HOME LOAN MTG CORP DTD 01/07/201		2012-01-10	2013-06-06
1000 UNITED STATES TREASURY DTD 11/30/2010 1		2012-12-11	2013-06-06
100 HEINZ H J CO		2012-04-04	2013-06-10
70 APACHE CORP COM		2010-04-16	2013-06-14
175 JOHNSON CTLS INC COM		2012-04-04	2013-06-14
75 LABORATORY CORP AMER HLDGS COM NEW		2011-10-26	2013-06-14
175 MATTEL INC		2011-10-26	2013-06-14
120 NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHED EXP 9/26/2010		2010-04-16	2013-06-14
290 STAPLES INC COM W/INVISIBLE RTS TO PUR SHS UNDER CERTAIN		2010-04-16	2013-06-14
80 55 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2013-06-17
149 11 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2013-06-17
108 27 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/0		2012-06-11	2013-06-17
1000 UNITED STATES TREASURY DTD 11/30/2010 1		2012-12-11	2013-06-18
8000 UNITED STATES TREASURY DTD 11/30/2010 1		2012-12-11	2013-06-24
503 07 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2013-06-25
163 12 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2013-06-25
95 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06		2011-11-04	2013-06-25
147 67 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2013-06-25
71 68 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-06-25
588 2 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/0		2010-05-10	2013-06-25
126 42 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2013-06-25
139 85 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2013-06-25
99 33 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2013-06-25
98 06 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5%		2012-04-05	2013-06-25

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102 15 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5%		2013-03-06	2013-06-25
141 09 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-06-25
24000 UNITED STATES TREASURY DTD 11/30/2010 1		2013-06-06	2013-07-08
4000 UNITED STATES TREASURY DTD 11/30/2010 1		2013-06-14	2013-07-11
67 59 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2013-07-15
143 31 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2013-07-15
76 3 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/		2012-06-11	2013-07-15
472 76 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2013-07-25
144 9 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03		2011-08-09	2013-07-25
45 15 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2013-07-25
146 47 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2013-07-25
99 29 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-07-25
531 39 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2013-07-25
127 75 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2013-07-25
144 82 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 0		2012-02-07	2013-07-25
100 25 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 0		2012-05-07	2013-07-25
85 75 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5%		2012-04-05	2013-07-25
90 52 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5%		2013-03-06	2013-07-25
126 63 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-07-25
1000 CREDIT SUISSE NEW YORK DTD 5/4/09 5 5% 0		2010-08-09	2013-08-06
1000 FEDERAL HOME LOAN MTG CORP DTD 01/07/201		2012-01-10	2013-08-06
1000 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1 95% 07/22/2016		2012-02-02	2013-08-06
64 74 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2013-08-15
151 05 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2013-08-15
61 15 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2013-08-15
460 06 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2013-08-26
92 94 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02		2013-07-11	2013-08-26
113 21 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2013-08-26
56 73 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2013-08-26
33 51 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3 5%		2013-07-08	2013-08-26

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137 89 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2013-08-26
69 56 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-08-26
523 94 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2013-08-26
134 35 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2013-08-26
63 44 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06		2012-02-07	2013-08-26
25 87 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2013-08-26
79 26 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5%		2012-04-05	2013-08-26
65 17 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5%		2013-03-06	2013-08-26
116 28 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-08-26
4000 UNITED STATES TREASURY DTD 11/30/2010 1		2013-06-14	2013-09-03
1000 CHEVRON CORP CALLABLE DTD 12/05/2012 1 1		2012-11-29	2013-09-09
1000 UNITED STATES TREASURY DTD 05/15/2013 1		2013-06-24	2013-09-09
4000 CHEVRON CORP CALLABLE DTD 12/05/2012 1 1		2013-07-08	2013-09-13
46 9 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/01		2012-03-06	2013-09-16
115 54 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01		2012-07-09	2013-09-16
40 24 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2013-09-16
100 ALLERGAN INC		2010-04-16	2013-09-25
20 BLACKROCK INC		2011-10-26	2013-09-25
175 BROADCOM CORP CL A		2011-10-26	2013-09-25
50 CATERPILLAR INC		2010-04-16	2013-09-25
401 14 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2013-09-25
50 79 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02		2013-07-11	2013-09-25
121 89 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 0		2011-08-09	2013-09-25
34 74 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2013-09-25
35 77 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3 5%		2013-07-08	2013-09-25
114 78 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/		2011-08-09	2013-09-25
66 42 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-09-25
474 66 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2013-09-25
94 2 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 02/		2010-05-10	2013-09-25
49 88 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06		2012-02-07	2013-09-25

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)
38 23 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2013-09-25
48 64 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5%		2012-04-05	2013-09-25
42 73 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5%		2013-03-06	2013-09-25
77 33 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-09-25
110 MONSANTO CO NEW COM		2010-04-16	2013-09-25
75 THERMO ELECTRON CORP		2010-04-16	2013-09-25
75 TRAVELERS COMPANIES, INC		2010-04-16	2013-09-25
175 XCEL ENERGY INC COM		2012-04-04	2013-09-25
1000 TALISMAN ENERGY INC DTD 6/1/09 7 75% 06/		2010-05-12	2013-10-03
1000 APPLE INC DTD 05/03/2013 1% 05/03/2018		2013-05-01	2013-10-04
1000 UNITED STATES TREASURY N/B DTD 11/15/201		2012-09-12	2013-10-04
4000 VERIZON COMMUNICATIONS DTD 09/18/2013 6		2013-09-11	2013-10-10
30 51 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2013-10-15
86 5 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2		2012-07-09	2013-10-15
28 68 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2013-10-15
333 5 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 11		2010-05-10	2013-10-25
41 39 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02		2013-07-11	2013-10-25
60 6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/		2011-08-09	2013-10-25
35 29 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2013-10-25
22 38 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3 5%		2013-07-08	2013-10-25
90 96 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/0		2011-08-09	2013-10-25
106 17 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-10-25
360 02 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2013-10-25
102 35 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 0		2010-05-10	2013-10-25
19 41 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06		2012-02-07	2013-10-25
34 96 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2013-10-25
26 47 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5%		2012-04-05	2013-10-25
28 92 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5%		2013-03-06	2013-10-25
50 16 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-10-25
25 15 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/0		2012-03-06	2013-11-15

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)
71 62 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/		2012-07-09	2013-11-15
39 4 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/		2012-06-11	2013-11-15
4000 GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5 875% 01/14/2038		2011-05-10	2013-11-21
269 05 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2013-11-25
51 81 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02		2013-07-11	2013-11-25
50 44 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03		2011-08-09	2013-11-25
14 2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 0		2011-11-04	2013-11-25
25 31 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3 5%		2013-07-08	2013-11-25
70 91 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/0		2011-08-09	2013-11-25
96 59 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-11-25
339 9 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/0		2010-05-10	2013-11-25
75 93 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 02		2010-05-10	2013-11-25
15 59 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06		2012-02-07	2013-11-25
49 52 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2013-11-25
17 71 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5%		2012-04-05	2013-11-25
30 02 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5%		2013-03-06	2013-11-25
44 12 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5%		2011-08-09	2013-11-25
25 8 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4 5% 08/01		2012-03-06	2013-12-16
65 05 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/		2012-07-09	2013-12-16
31 55 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01		2012-06-11	2013-12-16
222 06 FEDERAL NATIONAL MORTGAGE ASSN POOL #190363 DTD 10/01/05 5 5% 1		2010-05-10	2013-12-26
33 55 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02		2013-07-11	2013-12-26
52 05 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03		2011-08-09	2013-12-26
35 29 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5%		2011-11-04	2013-12-26
38 4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3 5% 1		2013-07-08	2013-12-26
62 91 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/0		2011-08-09	2013-12-26
75 56 FEDERAL NATIONAL MORTGAGE ASSN POOL #929		2010-05-10	2013-12-26
271 33 FEDERAL NATIONAL MORTGAGE ASSN POOL #995050 DTD 10/01/08 6% 09/		2010-05-10	2013-12-26
63 97 FEDERAL NATIONAL MORTGAGE ASSN POOL #995431 DTD 01/01/09 5 5% 02		2010-05-10	2013-12-26
28 21 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06		2012-02-07	2013-12-26

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)
33 28 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05		2012-05-07	2013-12-26
23 41 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4 5%		2012-04-05	2013-12-26
29 46 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5%		2013-03-06	2013-12-26
50 7 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 0		2011-08-09	2013-12-26

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)
4,092		4,002	90
1,023		1,022	1
109		116	-7
157		171	-14
97		105	-8
587		623	-36
273		287	-14
82		87	-5
207		223	-16
153		162	-9
724		779	-55
109		118	-9
155		164	-9
130		137	-7
108		115	-7
204		212	-8
4,108		4,123	-15
1,061		1,110	-49
1,261		1,163	98
1,006		1,015	-9
1,046		1,046	
1,254		1,262	-8
1,038		1,033	5
1,289		1,253	36
98		104	-6
191		207	-16
77		82	-5
475		504	-29
191		201	-10
102		108	-6

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)
182		196	-14
127		134	-7
746		802	-56
131		140	-9
163		172	-9
98		103	-5
103		109	-6
187		194	-7
2,057		2,062	-5
1,029		1,031	-2
1,000		1,006	-6
1,085		1,094	-9
1,163		1,125	38
1,027		1,031	-4
86		91	-5
172		186	-14
120		129	-9
418		444	-26
136		143	-7
68		73	-5
160		172	-12
196		207	-11
527		567	-40
109		118	-9
107		113	-6
89		93	-4
96		102	-6
150		156	-6
91		97	-6
150		163	-13

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)
63		67	-4
3,100		3,273	-173
1,034		1,091	-57
434		461	-27
131		137	-6
66		70	-4
176		190	-14
151		160	-9
549		590	-41
139		150	-11
128		135	-7
109		114	-5
95		101	-6
96		101	-5
156		162	-6
4,113		4,123	-10
1,040		1,036	4
1,234		1,226	8
84		90	-6
134		145	-11
79		85	-6
2,054		2,062	-8
4,108		4,123	-15
488		518	-30
181		190	-9
95		101	-6
171		185	-14
199		211	-12
650		699	-49
133		143	-10

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)
123		131	-8
79		82	-3
88		94	-6
79		83	-4
134		139	-5
1,195		1,201	-6
1,043		1,069	-26
1,025		1,031	-6
7,250		5,339	1,911
5,940		7,395	-1,455
6,603		5,579	1,024
7,524		6,305	1,219
7,864		4,828	3,036
9,216		7,103	2,113
4,538		7,041	-2,503
81		86	-5
149		162	-13
108		116	-8
1,024		1,031	-7
8,151		8,247	-96
503		534	-31
163		171	-8
95		101	-6
148		159	-11
72		76	-4
588		633	-45
126		136	-10
140		148	-8
99		104	-5
98		104	-6

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)
102		108	-6
141		146	-5
24,479		24,693	-214
4,085		4,098	-13
68		72	-4
143		155	-12
76		82	-6
473		502	-29
145		152	-7
45		48	-3
146		158	-12
99		105	-6
531		571	-40
128		137	-9
145		153	-8
100		105	-5
86		91	-5
91		96	-5
127		131	-4
1,036		1,110	-74
1,039		1,069	-30
1,031		1,036	-5
65		69	-4
151		164	-13
61		66	-5
460		488	-28
93		96	-3
113		119	-6
57		60	-3
34		33	1

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)
138		149	-11
70		74	-4
524		563	-39
134		144	-10
63		67	-4
26		27	-1
79		84	-5
65		69	-4
116		121	-5
4,077		4,098	-21
971		1,006	-35
904		927	-23
3,878		3,982	-104
47		50	-3
116		125	-9
40		43	-3
9,152		6,199	2,953
5,401		3,043	2,358
4,687		6,077	-1,390
4,251		3,363	888
401		426	-25
51		53	-2
122		128	-6
35		37	-2
36		36	
115		124	-9
66		70	-4
475		510	-35
94		101	-7
50		53	-3

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)
38		40	-2
49		52	-3
43		45	-2
77		80	-3
11,554		7,072	4,482
6,900		3,997	2,903
6,453		3,925	2,528
4,876		4,658	218
1,217		1,222	-5
964		1,000	-36
1,040		1,094	-54
4,525		4,159	366
31		33	-2
87		94	-7
29		31	-2
334		354	-20
41		43	-2
61		64	-3
35		38	-3
22		22	
91		98	-7
106		112	-6
360		387	-27
102		110	-8
19		21	-2
35		37	-2
26		28	-2
29		31	-2
50		52	-2
25		27	-2

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)
72		78	-6
39		42	-3
4,466		4,135	331
269		286	-17
52		54	-2
50		53	-3
14		15	-1
25		25	
71		76	-5
97		102	-5
340		366	-26
76		82	-6
16		16	
50		52	-2
18		19	-1
30		32	-2
44		46	-2
26		28	-2
65		70	-5
32		34	-2
222		236	-14
34		35	-1
52		55	-3
35		38	-3
38		38	
63		68	-5
76		80	-4
271		292	-21
64		69	-5
28		30	-2

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)
33		35	-2
23		25	-2
29		31	-2
51		53	-2

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	
			90
			1
			-7
			-14
			-8
			-36
			-14
			-5
			-16
			-9
			-55
			-9
			-9
			-7
			-7
			-8
			-15
			-49
			98
			-9
			-8
			5
			36
			-6
			-16
			-5
			-29
			-10
			-6

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	
			-14
			-7
			-56
			-9
			-9
			-5
			-6
			-7
			-5
			-2
			-6
			-9
			38
			-4
			-5
			-14
			-9
			-26
			-7
			-5
			-12
			-11
			-40
			-9
			-6
			-4
			-6
			-6
			-6
			-13

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	
			-4
			-173
			-57
			-27
			-6
			-4
			-14
			-9
			-41
			-11
			-7
			-5
			-6
			-5
			-6
			-10
			4
			8
			-6
			-11
			-6
			-8
			-15
			-30
			-9
			-6
			-14
			-12
			-49
			-10

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	
			-8
			-3
			-6
			-4
			-5
			-6
			-26
			-6
			1,911
			-1,455
			1,024
			1,219
			3,036
			2,113
			-2,503
			-5
			-13
			-8
			-7
			-96
			-31
			-8
			-6
			-11
			-4
			-45
			-10
			-8
			-5
			-6

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	
			-6
			-5
			-214
			-13
			-4
			-12
			-6
			-29
			-7
			-3
			-12
			-6
			-40
			-9
			-8
			-5
			-5
			-5
			-4
			-74
			-30
			-5
			-4
			-13
			-5
			-28
			-3
			-6
			-3
			1

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	
			-11
			-4
			-39
			-10
			-4
			-1
			-5
			-4
			-5
			-21
			-35
			-23
			-104
			-3
			-9
			-3
			2,953
			2,358
			-1,390
			888
			-25
			-2
			-6
			-2
			-9
			-4
			-35
			-7
			-3

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

[illegible]

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	
			-6
			-3
			331
			-17
			-2
			-3
			-1
			-5
			-5
			-26
			-6
			-2
			-1
			-2
			-2
			-2
			-5
			-2
			-14
			-1
			-3
			-3
			-5
			-4
			-21
			-5
			-2


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	
			-2
			-2
			-2
			-2


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK	TRUSTEE 2	11,710		
150 4TH AVENUE NORTH NASHVILLE,TN 37219				
MAGGIE KERSTEN	COMM MBR 1	650		
150 4TH AVENUE NORTH NASHVILLE,TN 37219				
DAROLYN PORTER	COMM MBR 1	650		
150 4TH AVENUE NORTH NASHVILLE,TN 37219				
DAVID MOHNING	COMM MBR 1	650		
150 4TH AVENUE NORT NASHVILLE,TN 37219				
PATRICIA SMEDLEY	COMM MBR 1	650		
150 4TH AVENUE NORTH NASHVILLE,TN 37219				

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)				
a Paid during the year				
UNIVERSITY OF TENNESSEE 600 ANDY HOLT TOWER KNOXVILLE,TN 37996	NONE	PC	SUPPORT EDUCATIONAL	7,500
GEORGETOWN UNIVERSITY 37TH O STREETS NW WASHINGTON,DC 20057	NONE	PC	SUPPORT EDUCATIONAL	1,500
UNION UNIVERSITY 1050 UNION UNIVERSITY DRIVE JACKSON,TN 38305	NONE	PC	EDUCATIONAL	1,500
PRINCETON UNIVERSITY 110 WEST COLLEGE PRINCETON,NJ 08544	NONE	PC	EDUCATIONAL	1,500
RICE UNIVERSITY P O BOX 1892 HOUSTON,TX 772511892	NONE	PC	EDUCATIONAL	1,500
ROANOKE COLLEGE 221 COLLEGE LANE SALEM,VA 24153	NONE	PC	EDUCATIONAL	1,500
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE CHICAGO,IL 60637	NONE	PC	EDUCATIONAL	1,500
WELLSELEY COLLEGE 106 CENTRA STREET WELLESLEY,MA 02482	NONE	PC	EDUCATIONAL	1,500
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA,PA 19104	NONE	PC	EDUCATIONAL	1,500
UNIVERSITY OF ALABAMA UNIVERSITY BLVD TUSCALOOSA,AL 35487	NONE	PC	EDUCATIONAL	1,500
GEORGE WASHINGTON UNIVERSITY 2121 EYE STREET NW WASHINGTON,DC 20052	NONE	PC	EDUCATIONAL	1,500
LIPSCOMB UNIVERSITY ONE UNIVERSITY PARK DRIVE NASHVILLE,TN 37204	NONE	PC	EDUCATIONAL	1,500
MIDDLE TENNESSEE STATE UNIVERSITY 1301 EAST MAIN STREET MURFREESBORO,TN 37132	NONE	PC	EDUCATIONAL	1,500
UNIVERSITY OF VIRGINIA 1400 UNIVERSITY AVENUE CHARLOTTESVILLE,VA 22903	NONE	PC	EDUCATIONAL	1,500
HARDING UNIVERSITY 915 E MARKET STREET SEARCY,AR 37996	NONE	PC	EDUCATIONAL	1,500
Total  3a				30,000

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)				
a <i>Paid during the year</i>				
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON STREET LEXINGTON, VA 24450	NONE	PC	EDUCATIONAL	1,500
Total  3a				30,000

TY 2013 Accounting Fees Schedule**Name:** VIOLET HAMPTON TUW #2 2055000645**EIN:** 62-6373852

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	800			800

TY 2013 Investments Corporate
Bonds Schedule

Name: VIOLET HAMPTON TUW #2 2055000645
EIN: 62-6373852

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA# 929399, 5% 5/1/2023	3,473	3,541
FNMA# 995050, 6% 9/1/2037	8,582	8,868
FNMA# 995431, 5.5% 2/1/2023	2,821	2,867
AT&T 5.6% 5/15/2018	4,443	4,542
BARCLAYS BANK 3.9% 4/7/2015	4,042	4,163
CSX 6.25% 4/1/2015	4,572	4,275
CA INC 5.375% 12/1/2019	4,201	4,448
CATERPILLAR 7.9% 12/15/2018	9,012	8,773
CITIGROUP 6% 12/13/2013		
COMCAST CORP 5.7% 7/1/2019	4,368	4,623
CREDIT SUISSE 5.5% 5/1/2014	8,462	8,130
DIRECTV 3.55% 3/15/2015	4,147	4,132
GOLDMAN SACHS 7.5% 2/15/2019	4,491	4,872
GOLDMAN SACHS 6% 5/1/2014	4,229	4,071
HESS CORP 8.125% 2/15/2019	3,720	3,726
HEW PACKARD 2.2% 12/1/2015	3,999	4,088
J P MORGAN 6.3% 4/23/2019	4,499	4,721
MERILL LYNCH 6.875% 4/25/2018	4,285	4,729
MERILL LYNCH 6.11% 1/29/2037	3,671	4,314
MORGAN STANLEY 5.625% 9/23/19	3,916	4,547
ORACLE CORP 5.75% 4/15/2018	4,589	4,622
PETROBRAS INT 5.75% 1/20/2020	8,448	8,232
PFIZER 6.2% 3/15/2019	4,650	4,742
PRUDENTIAL FIN 4.5% 11/15/2020	3,974	4,291
TALISMAN ENERGY 7.75% 6/1/2019	3,661	3,593
TARGET CORP 5.375% 5/1/2017	4,516	4,496
TIME WARNER 6.75% 7/1/2018	4,515	4,486
WACHOVIA CORP 5.75% 6/15/2017	4,422	4,563
FNMA POOL AH6827 4% 3/01/2026	3,086	3,113
FNMA POOL AL0393 4.5% 6/01/41	2,328	2,325
FNMA POOL 735580 5% 6/01/2035	2,794	2,814
FNMA POOL AE3066 3.5% 9/01/25	3,142	3,168
AFLAC INC 8.5% 5/15/2019	3,717	3,832
AMERICAN EXPRESS 2.75% 9/15/15	4,080	4,139
ANHEUSER-BUSCH 2.875% 2/15/16	4,022	4,164
DUKE ENERGY 2.15% 11/15/2016	4,002	4,099
GE CAP CORP 5.3% 2/11/2021	4,045	4,474
GE CAP CORP 5.875% 1/14/2038		
INTEL CORP 3.3% 10/01/2021	3,986	3,974
MORGAN STANLEY 4.2% 11/20/2014	4,144	4,127
SUNTRUST BKS INC 3.5% 1/20/17	4,002	4,206
TEVA PHARMA FIN 1.7% 11/10/14		
TOYOTA MTR CREDIT 3.4% 9/15/21	3,990	4,061
VERIZON COMM 6% 4/01/2041	4,220	4,392
FHLM 4.5% 8/1/40	1,726	1,715
FHLM 5% 12/1/36	2,424	2,413
FHLM 4% 11/1/40	3,373	3,230
FNMA 5.5% 11/1/35	7,391	7,657
FNMA 4% 6/1/39	1,971	1,919
FNMA 3% 5/1/27	3,747	3,655
FNMA 4.5% 6/1/40	1,765	1,756
BHP BILLITON FIN 1%	9,005	9,049
CHEVRON CORP 1.104%		
CISCO SYSTEMS 5.5%	4,588	4,401
INTL BUS MACHINES 1.95%	8,275	8,219
MONDELEZ INTL 4.125%	4,135	4,241
ONTARIO 1.375%	9,018	9,007
ROYAL BK OF CAN 1.2%	8,997	8,917
WALMART 6.2%	5,221	4,807
FNMA AH5575 4% 2/01/41	3,949	3,931
FNMA AQ0546 3.5% 11/01/42	3,575	3,563
FNMA AE0981 3.5% 3/01/41	3,622	3,411
APPLE INC 1% 5/03/18	3,951	3,868
CITIGROUP INC 1.25% 1/15/16	4,013	4,013
DIRECTV HOLDINGS 3.5% 3/01/16	4,267	4,199
KRAFT FOODS 1.625% 6/04/15	4,072	4,051
MARATHON OIL .9% 11/01/15	3,999	4,003

TY 2013 Investments Corporate
Stock Schedule

Name: VIOLET HAMPTON TUW #2 2055000645
EIN: 62-6373852

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLERGAN INC		
AMERICAN EXPRESS CO	6,992	14,063
APACHE CORPORATION		
AUTO DESK INC	3,494	4,277
CVS/CAREMARK	7,127	13,598
CATERPILLAR INC		
CHEVRON CORP	6,897	10,617
CISCO SYSTEMS INC	7,344	6,056
E M C CORP MASS	5,820	7,545
EXXON MOBIL CORP	7,169	10,626
GENERAL ELECTRIC CO	7,084	10,511
INTEL CORP	7,185	7,787
J P MORGAN CHASE AND CO	7,200	9,064
JOHNSON & JOHNSON	7,171	10,075
JUNIPER NETWORKS INC	6,919	4,965
MONSANTO CO NEW		
NORFOLK CO NEW		
ORACLE CORPORATION	7,197	10,522
PEPSICO INC	6,948	8,709
PHILIP MORRIS INTERNATIONAL	4,841	8,277
PROCTER & GAMBLE CO	7,245	9,362
PRUDENTIAL FINANCIAL INC	6,950	10,144
QUALCOM INC	5,535	9,653
SCHLUMBERGER LTD	6,884	9,462
STAPLES INC		
STRTKER CORP	6,882	9,017
THERMO FISHER SCIENTIFIC, INC	2,931	6,124
3M CO	7,120	11,921
TRAVELLERS COMPANIES, INC	3,140	5,432
UNITED TECHNOLOGIES CORP	7,016	10,811

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERIZON COMMUNICATIONS	5,555	9,828
VISA-INC CLASS A SHRS	7,460	17,814
ISHARES S&P MIDCAP 400	41,036	66,905
ISHARES SMALL CAP 600	40,704	70,935
ISHARES MSCI EAFE INDEX FUND	65,371	77,159
BLACKROCK INC	3,043	6,329
BROADCOM CORP CL A		
GOOGLE INC CL A	6,190	11,207
LABORATORY CORP AMER HLDGS NEW		
MATTEL INC		
MERCK & CO INC NEW	6,666	10,010
NEXTERA ENERGY INC	5,579	8,562
PRAXAIR INC	7,667	9,752
TEXAS INSTRS INC	6,996	8,782
ANADARKO PETROLEUM	5,303	5,949
BAXTER INTL	6,038	6,955
DANAHER CORP DEL	5,585	7,720
HJ HEINZ CO		
JOHNSON CTLS INC		
TARGET CORP	5,719	6,327
XCEL ENERGY INC		
APPLE INC	6,466	8,415
CITIGROUP INC RR	4,944	5,211
EXPRESS SCRIPTS HOLDING CO	4,723	5,268
FORD MOTOR COMPANY	3,098	3,086
GILEAD SCIENCES INC	3,434	4,131
HONEYWELL INTERNATIONAL INC	6,321	6,853
INTUIT INC	3,318	3,816
LOWE'S COMPANIES INC	5,974	7,185
PHILLIPS 66	3,211	3,857

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STARBUCKS CORP	3,845	3,920
TJX COS INC NEW	3,038	3,824
TIFFANY & CO	3,033	3,711
UNION PAC CORP	4,731	5,040
INVESCO LTD	3,231	3,640
LYONDELLBASELL INDUSTRIES-CL A	3,650	4,014
ISHARES MSCI EMERGING MKTS ETF	15,804	16,718

**TY 2013 Investments Government
Obligations Schedule****Name:** VIOLET HAMPTON TUW #2 2055000645**EIN:** 62-6373852**US Government Securities - End of****Year Book Value:**

114,507

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

113,537

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

TY 2013 Other Decreases Schedule**Name:** VIOLET HAMPTON TUW #2 2055000645**EIN:** 62-6373852

Description	Amount
ROUNDING	1
RETURN OF CAPITAL	184

TY 2013 Other Expenses Schedule

Name: VIOLET HAMPTON TUW #2 2055000645

EIN: 62-6373852

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE SERVICES	2,500	0		2,500
DELIVERY SERVICES	59	0		59

TY 2013 Other Increases Schedule

Name: VIOLET HAMPTON TUW #2 2055000645

EIN: 62-6373852

Description	Amount
OID INCOME ON TIPS BONDS	107
ACCRETION ADJUSTMENT	3

TY 2013 Taxes Schedule**Name:** VIOLET HAMPTON TUW #2 2055000645**EIN:** 62-6373852

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	208	0		0
FEDERAL ESTIMATES - PRINCIPAL	516	0		0
FOREIGN TAXES ON QUALIFIED FOR		211		0
FOREIGN TAXES ON NONQUALIFIED		16		0