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

OMB No 1545-0052








2013

Open to Public Inspection

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

Name of foundation GEORGE R JOHNSON FAMILY FOUNDATION		A Employer identification number 62-6401641	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 4558		B Telephone number (see instructions) (423) 614-2393	
City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, TN 373204558		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) \$ 27,348,176	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)	1,621,913			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	535,262	523,859		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	908,124			
	b Gross sales price for all assets on line 6a 6,051,550				
	7 Capital gain net income (from Part IV, line 2) . . .		908,124		
	8 Net short-term capital gain				
	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	3,065,299	1,431,983		
	13 Compensation of officers, directors, trustees, etc	60,000	18,000		42,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	14,443			14,443
	b Accounting fees (attach schedule)	6,400			6,400
	c Other professional fees (attach schedule)	112,894	112,894		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	41,767	5,735		4,931
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	15,041	4,065		10,976
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	250,545	140,694		78,750
	25 Contributions, gifts, grants paid	1,952,200			1,952,200
	26 Total expenses and disbursements. Add lines 24 and 25	2,202,745	140,694		2,030,950
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	862,554			
	b Net investment income (if negative, enter -0-)		1,291,289		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	20,387	1,956	1,956
	2	Savings and temporary cash investments	2,679,459	1,783,695	1,803,733
	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)	2,011,319	 1,000,000	1,006,320
	b	Investments—corporate stock (attach schedule)	11,856,059	 12,566,711	17,983,941
	c	Investments—corporate bonds (attach schedule).	4,481,499	 6,592,502	6,516,735
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans	9,078		
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 98,000 Less accumulated depreciation (attach schedule) ▶ _____	98,000	 98,000	35,000
15	Other assets (describe ▶ _____)	 25,000	 491	 491	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,180,801	22,043,355	27,348,176	
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	21,082,801	21,945,355	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	98,000	98,000	
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	21,180,801	22,043,355	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	21,180,801	22,043,355	

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	21,180,801
2	Enter amount from Part I, line 27a	2	862,554
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	22,043,355
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,043,355

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	LT CAPITAL GAIN DISTRIBUTIONS	P		
c	CAPITAL GAIN DIST-UNRECAP SECT 1250	P		
d	CAPITAL GAIN DIST-SETTLEMENTS	P		
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 5,906,477		5,143,426	763,051
b 143,825			143,825
c 1,128			1,128
d 120			120
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			763,051
b			143,825
c			1,128
d			120
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	908,124
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	908,124

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	1,255,286	22,944,893	0 054709
2011	1,391,941	23,365,250	0 059573
2010	1,365,374	22,793,566	0 059902
2009	1,393,996	21,586,419	0 064577
2008	1,733,336	25,789,283	0 067211

2 Total of line 1, column (d).	2	0 305972
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 061194
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	24,967,081
5 Multiply line 4 by line 3.	5	1,527,836
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	12,913
7 Add lines 5 and 6.	7	1,540,749
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	2,030,950

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		1	12,913		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	12,913		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				2	
3 Add lines 1 and 2.				3	12,913
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	12,913		
6 Credits/Payments		7	16,735		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			13,600	
b Exempt foreign organizations—tax withheld at source	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c			3,135	
d Backup withholding erroneously withheld	6d				
7 Total credits and payments Add lines 6a through 6d.		7	16,735		
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	27		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,795		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 3,795 Refunded		11			

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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 \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <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) 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 N/A				
14	The books are in care of FIRST TENNESSEE BANK Telephone no (423) 757-4458 Located at 701 MARKET STREET CHATTANOOGA TN ZIP +4 37402			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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		
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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.

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
FIRST TENNESSEE BANK	INVESTMENT MGMT	112,894
701 MARKET STREET		
CHATTANOOGA, TN 37402		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	25,307,751
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	39,539
d	Total (add lines 1a, b, and c).	1d	25,347,290
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	25,347,290
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	380,209
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,967,081
6	Minimum investment return. Enter 5% of line 5.	6	1,248,354

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	1,248,354
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	12,913
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,913
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,235,441
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,235,441
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,235,441

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	2,030,950
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,030,950
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	12,913
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,018,037
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				1,235,441
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				66,916
d From 2011.				243,815
e From 2012.				133,013
f Total of lines 3a through e.	443,744			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,030,950				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				1,235,441
e Remaining amount distributed out of corpus	795,509			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,239,253			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	1,239,253			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				66,916
c Excess from 2011.				243,815
d Excess from 2012.				133,013
e Excess from 2013.				795,509

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)

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

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

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

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

JANICE J WILSON
PO BOX 4558
CLEVELAND,TN 373204558
(423) 614-2393

b

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

APPLICANTS SHOULD SEND A TWO PAGE LETTER SUMMARIZING THE PROJECT AND THE AMOUNT REQUESTED. IF THE PROJECT MEETS FOUNDATION GUIDELINES A LINK TO AN ONLINE APPLICATION WILL BE SENT TO THE APPLICANTS EMAIL 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

GRANTS WILL BE AWARDED TO CHARITABLE ORGANIZATIONS PRIMARILY IN THE FOLLOWING LOCATIONS: TENNESSEE - BRADLEY, HAMILTON, LOUDON, MARION, MCMINN, MEIGS, MONROE, POLK, RHEA & SEQUATCHIE COUNTIES. GEORGIA - CATOOSA, DADE, MURRAY, WALKER & WHITFIELD COUNTIES

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	1,952,200
b Approved for future payment See Additional Data Table				
Total			▶ 3b	550,000

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?

Yes

No

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

2014-06-09

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
VICKI P SULLIVAN
CPA

Preparer's Signature

Date
2014-06-10

Check if self-employed ☐

PTIN
P00152617

Firm's name

ARNETTKIRKSEYKIMSEYSULLIVANLAYHALL

Firm's EIN

Firm's address

4395 N OCOEE ST CLEVELAND, TN 373124832

Phone no (423) 476-5581

Form 990-PF (2013)

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.</div>	<div>OMB No 1545-0047</div> <div>2013</div>
---	--	---

<div>Name of the organization</div> <div>GEORGE R JOHNSON FAMILY FOUNDATION</div>	<div>Employer identification number</div> <div>62-6401641</div>
---	---

Organization type (check one)

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

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 33¹/₃% 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).

[illegible]

Employer identification number
62-6401641

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	LAND & COMMERCIAL BUILDING	\$ _____ <div style="text-align: right;">1,320,000</div>	_____ 2013-04-15
(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
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization GEORGE R JOHNSON FAMILY FOUNDATION	Employer identification number 62-6401641
---	---

Part III

Exclusively 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 *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(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>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</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>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</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>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</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>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

TY 2013 Accounting Fees Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	6,400			6,400

TY 2013 Compensation Explanation**Name:** GEORGE R JOHNSON FAMILY FOUNDATION**EIN:** 62-6401641

Person Name	Explanation
JANICE J WILSON	
BEVERLY P JOHNSON	
R MARK JOHNSON	
JULIA JOHNSON SCOGGINS	
DORIS JOHNSON	

TY 2013 Investments Corporate Bonds Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Name of Bond	End of Year Book Value	End of Year Fair Market Value
STATEMENT B ATTACHED	6,592,502	6,516,735

TY 2013 Investments Corporate Stock Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STATEMENT A ATTACHED	12,566,711	17,983,941

**TY 2013 Investments Government
Obligations Schedule****Name:** GEORGE R JOHNSON FAMILY FOUNDATION**EIN:** 62-6401641**US Government Securities - End of****Year Book Value:**

1,000,000

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

1,006,320

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

TY 2013 Land, Etc. Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
VACANT LAND - 4.34 ACRES IN TN	98,000		98,000	35,000

TY 2013 Legal Fees Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GEARHISER, PETERS, ELLIOTT & CAN	14,443			14,443

TY 2013 Other Assets Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ASSETS IN TRANSIT	25,000	491	491

TY 2013 Other Expenses Schedule**Name:** GEORGE R JOHNSON FAMILY FOUNDATION**EIN:** 62-6401641

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
PROFESSIONAL DUES & CONSULTIN	8,695			8,695
OFFICE EXPENSES	1,788	536		1,252
LIABILITY INSURANCE	3,430	2,401		1,029
PROPERTY INSURANCE	1,128	1,128		

TY 2013 Other Professional Fees Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIRST TN NATL BANK-TRUSTEE FEES	112,894	112,894		

TY 2013 Taxes Schedule**Name:** GEORGE R JOHNSON FAMILY FOUNDATION**EIN:** 62-6401641

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON DIVIDENDS	2,541	2,541		
FEDERAL EXCISE TAX	31,081			
TN ANNUAL REPORT	20			
REAL ESTATE TAXES	1,080	1,080		
PAYROLL TAXES	7,045	2,114		4,931

George R Johnson Family Foundation
Supporting Schedule - Statement A
For the year ended December 31, 2013

Part II - Line 10b:

	Beginning of year Book Value	End of year Book Value	End of year Fair Mkt Value
Investments - Corporate Stock			
Actavis PLC	-	309,621.50	361,200.00
Allstate Corp	130,689.84	130,689.84	248,157.00
Ameriprise Financial Inc.	150,737.19	137,966.91	310,635.00
Apache Corp	243,744.25	267,209.67	247,077.50
Apple Inc.	162,863.56	162,863.56	238,433.50
Bank America Corp	161,201.31	161,201.31	256,905.00
BMC Software Inc.	204,060.99	-	-
Capital One Financial Corp	173,769.26	199,060.86	268,135.00
Celgene Corp	-	187,943.25	321,039.20
CF Industries Holdings Inc.	125,315.28	139,692.77	203,910.00
Cisco Systems Inc.	194,656.77	184,811.77	237,197.25
Colgate Palmolive Co.	136,996.59	136,996.59	329,310.50
ConocoPhillips	79,344.24	79,344.24	250,807.50
CVS Caremark Corp	193,373.83	193,373.83	411,527.50
Danaher Corp	45,331.95	37,630.43	221,950.00
Darden Restaurants Inc.	188,771.98	211,331.88	252,820.50
Deere & Co	-	189,625.80	194,076.25
Dr. Pepper Snapple Group Inc.	249,833.18	230,590.98	292,320.00
DTE Energy Co	-	158,730.26	172,614.00
Fiserv Inc.	140,326.55	130,982.48	310,012.50
Freeportmcmoran Copper & Gold Inc.	180,375.83	187,287.81	195,304.50
General Dynamics Corp	111,420.56	104,420.61	229,320.00
Gilead Sciences Corp	107,661.03	81,964.91	300,400.00
Google Inc - Class A	176,815.44	163,408.69	336,213.00
Harman International Inds	186,657.09	172,258.90	341,723.75
Harris Corp DEL	201,386.29	202,454.71	317,635.50
JP Morgan Chase & Co.	128,566.73	128,566.73	251,464.00
Kohls Corp	221,211.23	243,628.41	279,493.75
Laboratory Corp America Holdings	162,955.15	162,955.15	194,161.25
Lowes Cos Inc.	137,884.45	148,654.45	287,390.00
LSI Corp	106,495.50	106,495.50	165,525.00
L3 Communications Hldgs Inc	171,903.63	-	-
McKesson Corp	118,279.27	113,670.99	298,590.00
Metlife Inc.	209,024.93	196,491.75	287,124.00
Murphy Oil Corp	184,017.87	158,423.58	223,836.00
Murphy USA Inc	-	25,579.04	35,824.72
Nabors Industries LTD	251,857.65	251,857.65	246,355.00
National-Oilwell Inc.	131,471.23	154,521.97	270,402.00
NVIDIA Corp	254,709.10	251,442.15	283,954.50
Oracle Corporation	128,324.19	115,836.93	237,212.00






PPL Corporation	153,558.38	-	-
Public Svc Enterprise Group Inc.	178,884.92	162,436.88	175,419.00
Roper Inds Inc.	127,468.90	123,260.61	208,020.00
Scripps Networks	166,819.86	177,059.09	300,274.75
St. Jude Medical Inc.	189,482.17	-	-
Stericycle Inc.	101,217.57	101,217.57	212,010.25
Target Corp	169,200.24	187,584.21	218,281.50
Thermo Fisher Scientific Inc.	146,132.32	137,301.82	308,996.25
Travelers Companies Inc.	128,734.70	128,734.70	230,877.00
Union Pac Corp	100,662.10	86,020.34	197,400.00
UNUMProvident Corp	156,358.28	156,358.28	308,704.00
Verizon Communications	255,177.33	235,753.32	331,695.00
Wal-Mart Stores Inc.	207,403.85	207,403.85	308,858.25
Watson Pharmaceuticals	88,122.47	-	-
American Europacific Grth-F2	697,469.50	-	-
Brown Cap Mgmt Mid Cap - Instl	450,000.00	450,000.00	614,082.18
Cohen & Steers Instl Rlty SH	625,000.00	625,000.00	599,917.22
Harbor International Fund#11	933,779.00	-	-
ING Midcap Opportunities - I	450,000.00	450,000.00	561,724.42
MFS Intl Value - I	-	1,172,081.76	1,231,596.07
Oppenheimer Intl Growth Fd - Y	-	1,168,357.10	1,270,938.03
Victory Established Value - I	778,553.25	778,553.25	995,090.06
	<u>11,856,058.78</u>	<u>12,566,710.64</u>	<u>17,983,941.15</u>

George R Johnson Family Foundation
Supporting Schedule - Statement B
For the year ended December 31, 2013


Part II - Line 10c:

	Beginning of year Book Value	End of year Book Value	End of year Fair Mkt Value
Investments - Corporate Bonds			
Wells Fargo Company	211,794.00	-	-
Morgan Stanley	213,664.00	-	-
Dell Inc.	150,388.50	-	-
St. Jude Medical Inc.	304,875.00	-	-
JPMorgan Chase & Co.	250,146.41	-	-
Southwest Airlines	-	79,464.75	77,394.75
Oneok Inc	-	267,257.50	235,185.00
General Electric Cap Corp MTN	263,800.00	263,800.00	257,480.00
Berkshire Hathaway FIN	149,880.00	149,880.00	155,449.50
Hewlett-Packard Co.	297,296.40	297,296.40	298,810.20
Federated Total Return Bond	-	370,000.00	366,633.61
Fidelity Advisor Floating Rate H Income Fd	1,197,996.00	1,397,996.00	1,410,317.25
Lord Abbett Income - I	-	370,000.00	364,189.59
Lord Abbett SHT Dur Income - I	-	444,000.00	442,541.60
PIMCO High Yield Fund - Instl	900,000.00	1,025,000.00	1,038,793.33
Principal Preferred Sec - P	-	550,000.00	515,846.80
Victory Fund for Income - I	-	444,000.00	435,418.13
Western Asset Core Plus Bd - I	-	370,000.00	368,026.66
Tennessee State Sch. Bd 2.250%	55,402.60	77,551.50	76,671.00
Morgan Stanley MTN V-Q	197,500.00	197,500.00	203,000.00
Memphis TN	288,756.00	288,756.00	270,977.20
	<u>4,481,498.91</u>	<u>6,592,502.15</u>	<u>6,516,734.62</u>

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
JANICE J WILSON 	EXECUTIVE DI 20 00	60,000	0	0
PO BOX 4558 CLEVELAND, TN 373204558				
BEVERLY P JOHNSON 	DIRECTOR 1 00	0	0	0
PO BOX 4558 CLEVELAND, TN 373204558				
R MARK JOHNSON 	DIRECTOR 1 00	0	0	0
PO BOX 4558 CLEVELAND, TN 373204558				
JULIA JOHNSON SCOGGINS 	DIRECTOR 1 00	0	0	0
PO BOX 4558 CLEVELAND, TN 373204558				
DORIS JOHNSON 	DIRECTOR 1 00	0	0	0
PO BOX 4558 CLEVELAND, TN 373204558				


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>				
100 BLACK MEN OF BRADLEY COUNTY PO BOX 5677 CLEVELAND,TN 37320	NONE	PUBLIC	SCHOLARSHIPS	15,000
AIM CENTER 472 WEST ML KING BLVD CHATTANOOGA,TN 37402	NONE	PUBLIC	CAPITAL CAMPAIGN	33,000
ALLIED ARTS OF GREATER CHATTANOOGA 406 FRAZIER AVENUE CHATTANOOGA,TN 37405	NONE	PUBLIC	ARTS EDUCATION	10,000
B&G CLUB OF GORDONMURRAYWHITFIELD PO BOX 309 DALTON,GA 30722	NONE	PUBLIC	TEEN PROGRAM	10,000
BALLET TENNESSEE 3202 KELLYS FERRY BEND RD CHATTANOOGA,TN 37419	NONE	PUBLIC	SUMMER PROGRAM	15,000
BETHEL BIBLE VILLAGE 3001 HAMILL ROAD HIXSON,TN 37343	NONE	PUBLIC	HOUSING PROGRAM	30,000
BETHLEHEM CENTER 200 WEST 38TH STREET CHATTANOOGA,TN 37410	NONE	PUBLIC	SUMMER PROGRAM	5,000
BOYS & GIRLS CLUB OF HAMILTON CO PO BOX 11567 CHATTANOOGA,TN 37401	NONE	PUBLIC	CAPITAL CAMPAIGN	20,000
BOYS & GIRLS CLUB OF LOUDON COUNTY 201 NORTH B STREET LENOIR CITY,TN 37771	NONE	PUBLIC	TEEN PROGRAM	25,000
BOYS & GIRLS CLUB OF MONROE AREA 615 WARREN STREET MADISONVILLE,TN 37354	NONE	PUBLIC	PROGRAM SUPPORT	40,000
CASA CORRIDOR OF EAST TENNESSEE 110 NORTH JACKSON STREET ATHENS,TN 37303	NONE	PUBLIC	PROGRAM SUPPORT	15,000
CASA OF BRADLEY COUNTY 170 NORTH OCOEE STREET CLEVELAND,TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	10,000
CASA OF MONROE COUNTY PO BOX 929 MADISONVILLE,TN 37354	NONE	PUBLIC	COURT ADVOCATES PROGRAM	5,000
CHATTANOOGA AREA FOOD BANK 2009 CURTAIN POLE ROAD CHATTANOOGA,TN 37406	NONE	PUBLIC	SAK PACK PROGRAM	15,000
CHATTANOOGA STATE FOUNDATION 4501 AMNICOLA HIGHWAY CHATTANOOGA,TN 37406	NONE	PUBLIC	SCHOLARSHIP	200
Total  3a				1,952,200


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				
CHEROKEE AREA CNCL OF BOY SCOUTS 6031 LEE HIGHWAY CHATTANOOGA,TN 37421	NONE	PUBLIC	RURAL PROGRAMS	10,000
CLEVBADLEY KEEP AMERICA BEAUTIFUL 474 2ND STREET SE CLEVELAND,TN 37311	NONE	PUBLIC	SCHOOL PROGRAM	2,500
COMM FOUNDATION OF GREATER CHATT 1270 MARKET STREET CHATTANOOGA,TN 37402	NONE	PUBLIC	LAUNCH FUND	5,000
COTTONPORT CHURCH OF GOD 991 COTTONPORT ROAD DECATUR,TN 37322	NONE	PUBLIC	GIVE KIDS A CHANCE PROGRAM	1,000
GIRLS INC OF CHATTANOOGA 709 S GREENWOOD AVENUE CHATTANOOGA,TN 37404	NONE	PUBLIC	PROGRAM SUPPORT	5,000
HABITAT FOR HUMANITY OF CLEVELAND 300 GROVE AVE SE CLEVELAND,TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	1,320,000
HABITAT FOR HUMANITY OF CLEVELAND 300 GROVE AVENUE SW CLEVELAND,TN 37311	NONE	PUBLIC	HOME BUILDING	30,000
HABITAT FOR HUMANITY OF GR CHATT 1201 EAST MAIN STREET CHATTANOOGA,TN 37408	NONE	PUBLIC	HOME BUILDING	30,000
HABITAT FOR HUMANITY OF MCMINN CO PO BOX 1556 ATHENS,TN 37371	NONE	PUBLIC	HOME BUILDING	30,000
JOY SCHOOL CO 1ST PRESBYTERIAN 433 NORTH OCOEE STREET CLEVELAND,TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	3,000
JUNIOR ACHIEVEMENT PO BOX 2202 CLEVELAND,TN 37320	NONE	PUBLIC	SCHOOL PROGRAM	5,000
KEITH MEMORIAL UMC 600 WEST MADISON AVENUE ATHENS,TN 37371	NONE	PUBLIC	NOURISH ONE PROGRAM	2,000
LOOKOUT MOUNTAIN CONSERVANCY 1391 HOLMES DRIVE CHATTANOOGA,TN 37408	NONE	PUBLIC	OUTDOOR PROJECTS	10,000
LOUDON COUNTY EDUCATION FDTN 318 ANGEL ROW LOUDON,TN 37774	NONE	PUBLIC	PROGRAM SUPPORT	7,000
MCMINN COUNTY EDUCATION FOUNDATION 114 ASHLEY COURT DRIVE ATHENS,TN 37303	NONE	PUBLIC	IMAGINATION LIBRARY PROGRAM	4,000
Total			3a	1,952,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
MEIGS COUNTY IMAGINATION LIBRARY 120 EAST MEMORIAL DRIVE DECATUR,TN 37322	NONE	PUBLIC	BOOK PROGRAM	3,000
MEIGS COUNTY SENIOR CENTER PO BOX 555 DECATUR,TN 37322	NONE	PUBLIC	EQUIPMENT PROJECT	5,000
MUSEUM CENTER AT 5 POINTS 200 INMAN STREET CLEVELAND,TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	10,000
RHEA COUNTY IMAGINATION LIBRARY 231 DELAWARE AVENUE DAYTON,TN 37321	NONE	PUBLIC	BOOKS PROGRAM	1,500
SISKIN CENTER FOR DEV PEDIATRICS 1101 CARTER STREET CHATTANOOGA,TN 37402	NONE	PUBLIC	PROGRAM SUPPORT	50,000
SOUTH POLK ELEMENTARY SCHOOL 977 OLD FEDERAL ROAD OLD FORT,TN 37362	NONE	PUBLIC	CARPETING PROJECT	15,000
TC THOMPSON CHILDREN'S HOSPITAL 910 BLACKFORD STREET CHATTANOOGA,TN 37403	NONE	PUBLIC	CAPITAL CAMPAIGN	25,000
THE TOWN OF POWELLS CROSSROADS 11545 GRIFFITH HIGHWAY WHITWELL,TN 37397	NONE	PUBLIC	BALLPARK FENCING PROJECT	5,000
TROUSDALE SCHOOL 3171 HEWITT STREET SE CLEVELAND,TN 37323	NONE	PUBLIC	EDUCATION PROGRAMS	5,000
UNITED WAY OF BRADLEY COUNTY 85 SOUTH OCOEE STREET CLEVELAND,TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	20,000
UNITED WAY OF GREATER CHATTANOOGA 630 MARKET STREET CHATTANOOGA,TN 37402	NONE	PUBLIC	PROGRAM SUPPORT	20,000
UNITED WAY OF LOUDON COUNTY PO BOX 145 LENOIR CITY,TN 37771	NONE	PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF MCMINNMEIGS CO 313 MAPLE STREET ATHENS,TN 37371	NONE	PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF MONROE COUNTY 695 NEW HIGHWAY 68 SWEETWATER,TN 37874	NONE	PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF NORTHWEST GEORGIA 816 SOUTH THORNTON AVENUE DALTON,GA 30722	NONE	PUBLIC	PROGRAM SUPPORT	15,000
Total  3a				1,952,200

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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>				
UNITED WAY OF RHEA COUNTY 231 DELAWARE AVENUE DAYTON,TN 37321	NONE	PUBLIC	PROGRAM SUPPORT	15,000
YOUNG LIFE OF MONROE COUNTY PO BOX 1088 MADISONVILLE,TN 37354	NONE	PUBLIC	AFTER-SCHOOL PROGRAM	5,000
Total  3a				1,952,200