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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

JUL 1, 2013

, and ending

JUN 30, 2014

Name of foundation

THE CARTINHOOR-WOODS FOUNDATION, INC

A Employer identification number

62-1504440

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

2626 CLIFFTOPS AVENUE

Room/suite

B Telephone number

(423) 510-9401

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

MONTEAGLE, TN 37356

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 5,489,300.

J Accounting method:

☐ Cash☐ Accrual☒ Other (specify) MODIFIED CASHF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(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).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" 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	97,724.	92,357.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	61,834.			
b Gross sales price for all assets on line 6a	244,352.			
7 Capital gain net income (from Part IV, line 2)		61,834.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	955.	955.		STATEMENT 2
12 Total. Add lines 1 through 11	160,513.	155,146.		
13 Compensation of officers, directors, trustees, etc	26,134.	0.		26,134.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	13,860.	0.		13,860.
b Accounting fees				
c Other professional fees	13,493.	13,493.		0.
17 Interest				
18 Taxes	15,495.	81.		14,434.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	3,405.	780.		2,625.
24 Total operating and administrative expenses. Add lines 13 through 23	72,387.	14,354.		57,053.
25 Contributions, gifts, grants paid	200,000.			200,000.
26 Total expenses and disbursements. Add lines 24 and 25	272,387.	14,354.		257,053.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-111,874.			
b Net investment income (if negative, enter -0-)		140,792.		
c Adjusted net income (if negative, enter -0-)			N/A	

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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914 5

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash - non-interest-bearing		5,722.	16,534.	16,534.		
	2 Savings and temporary cash investments		126,483.	97,946.	97,946.		
	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						
	7 Other notes and loans receivable						
	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	STMT 7	151,967.	99,913.	107,993.		
	b Investments - corporate stock	STMT 8	854,461.	833,520.	1,183,584.		
	c Investments - corporate bonds	STMT 9	203,177.	158,894.	162,479.		
	Liabilities	11 Investments - land, buildings, and equipment basis					
Less accumulated depreciation							
12 Investments - mortgage loans							
13 Investments - other		STMT 10	3,467,172.	3,485,865.	3,916,328.		
14 Land, buildings, and equipment basis							
Less accumulated depreciation							
15 Other assets (describe)		STATEMENT 11	0.	4,436.	4,436.		
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			4,808,982.	4,697,108.	5,489,300.		
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							
22 Other liabilities (describe)							
23 Total liabilities (add lines 17 through 22)		0.	0.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here	<input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted		4,808,982.	4,697,108.			
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here	<input type="checkbox"/>					
	and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
28 Paid-in or capital surplus, or land, bldg., and equipment fund							
29 Retained earnings, accumulated income, endowment, or other funds							
30 Total net assets or fund balances		4,808,982.	4,697,108.				
31 Total liabilities and net assets/fund balances		4,808,982.	4,697,108.				

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	4,808,982.
2 Enter amount from Part I, line 27a	2	-111,874.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	4,697,108.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,697,108.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 244,352.		182,518.	61,834.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			61,834.

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	61,834.
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). If (loss), enter -0- in Part I, line 8 .. }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

.. ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	251,321.	4,963,089.	.050638
2011	250,456.	5,035,728.	.049736
2010	251,352.	5,413,518.	.046430
2009	302,736.	5,318,876.	.056917
2008	383,134.	5,711,921.	.067076

2 Total of line 1, column (d)	2	.270797
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	.054159
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,254,304.
5 Multiply line 4 by line 3	5	284,568.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,408.
7 Add lines 5 and 6	7	285,976.
8 Enter qualifying distributions from Part XII, line 4	8	257,053.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	2,816.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,816.
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	2,816.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	32.	
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	152.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 152. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TN</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MRS. SANDRA M. THURMOND Located at ► 2322 HAVEN CREST DRIVE, CHATTANOOGA, TN Telephone no. ► (423) 510-9401 ZIP+4 ► 37421			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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.) N/A	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. ►		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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	X

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)? ☐ 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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870.

6b

X

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?

N/A

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.

(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 STATEMENT 12		26,134.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	5,311,431.
b Average of monthly cash balances	1b	22,888.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	5,334,319.
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	5,334,319.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,015.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,254,304.
6 Minimum investment return. Enter 5% of line 5	6	262,715.

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	262,715.
2a Tax on investment income for 2013 from Part VI, line 5	2a	2,816.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,816.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	259,899.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	259,899.
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	259,899.

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	257,053.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	257,053.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	257,053.

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				259,899.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			243,517.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 257,053.				
a Applied to 2012, but not more than line 2a			243,517.	
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				13,536.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				246,363.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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

Tax year

(a) 2013

Prior 3 years

(b) 2012

(c) 2011

(d) 2010

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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				
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA, INC. 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	501(C)(3)	SOUTH CUMBERLAND COMMUNITY FUND	10,000.
FRANKLIN COUNTY HUMANE SOCIETY--ANIMAL HARBOR P.O. BOX 187 WINCHESTER, TN 37398	NONE	501(C)(3)	NEW SHELTER CAMPAIGN	14,000.
GOOD SAMARITAN MINISTRIES 1725 DECHERD AVENUE DECHERD, TN 37324	NONE	501(C)(3)	OPERATING FUNDS	31,500.
GOOD SHEPHERD CHURCH 2021 DECHERD BOULEVARD DECHERD, TN 37324	NONE	CHURCH	REPAIRS AND IMPROVEMENTS; SPECIAL EVENTS AND ANNIVERSARIES	5,000.
INSTITUTE FOR APPLIED MEDITATION, INC. P.O. BOX 86149 TUCSON, AZ 85754	NONE	501(C)(3)	ANNUAL GIVING	9,000.
Total	SEE CONTINUATION SHEET(S)			200,000.
b Approved for future payment				
FRANKLIN COUNTY HUMANE SOCIETY--ANIMAL HARBOR P.O. BOX 187 WINCHESTER, TN 37398	NONE	501(C)(3)	NEW SHELTER CAMPAIGN	14,000.
ST. ANDREWS/SEWANEE SCHOOL 290 QUINTARD ROAD SEWANEE, TN 37375	NONE	SCHOOL	RETIREE FUND	5,000.
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE	CHURCH	ANNUAL FUND	20,000.
Total	SEE CONTINUATION SHEET(S)			179,000.

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

- | | | | |
|--|--------------|-----|----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |


[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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


Signature of officer or trustee

Date _____

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

AMY G. THOMAS

Almy G Thomas

1/20/15

P01525903

Firm's name ► CHAMBLISS, BAHNER & STOPHEL, P.C.

Firm's EIN ▶ 62-1674553

Firm's address ▶ 605 CHESTNUT STREET, SUITE 1700
CHATTANOOGA, TN 37450-0019

Phone no. (423) 756-3000

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	PUBLICLY TRADED SECURITIES - ST - STATEMENT ATTAC			
b	PUBLICLY TRADED SECURITIES - LT - STATEMENT ATTAC			
c	GCP SPV LTD	P	12/01/09	09/01/14
d	AMA INTERNATIONAL EQUITY FUND QP LP	P	03/01/05	01/01/14
e	THE 1794 EVENT DRIVEN OVERSEAS FUND, LTD.	P	08/01/07	06/01/14
f	PARTNERSHIP FLOWTHROUGH			
g	ISHARES S&P GSCI	P		12/31/14
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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 4,212.		5,898.	-1,686.
b 110,173.		120,975.	-10,802.
c 13,942.		17,783.	-3,841.
d 3,486.			3,486.
e 4,436.		15,645.	-11,209.
f		988.	-988.
g 21,263.		21,229.	34.
h 86,840.			86,840.
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,686.
b			-10,802.
c			-3,841.
d			3,486.
e			-11,209.
f			-988.
g			34.
h			86,840.
i			
j			
k			
l			
m			
n			
o			

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	61,834.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE CARTINHOUR-WOODS FOUNDATION, INC.
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME, PART IV
PUBLICLY TRADED SECURITIES
FISCAL YEAR ENDED JUNE 30, 2014

<i>Security</i>	<i>Shares or Face Value</i>	<i>Date Acquired</i>	<i>Date Sold</i>	<i>Gross Sales Price</i>	<i>Cost or Other Basis</i>	<i>Gain or (Loss)</i>
<i>Short-Term Capital Gains or (Losses)</i>						
MALLINCKRODT PLC	25.00	VARIOUS	11/14/2013	42.57	35.95	6.62
HIGHBRIDGE DYNAMIC COMM STRAT FUND-E	2,680.00	VARIOUS	12/24/2013	4,169.26	5,862.46	(1,693.20)
Total Short-Term Capital Gain/Loss				<u>4,211.83</u>	<u>5,898.41</u>	<u>(1,686.58)</u>
<i>Long-Term Capital Gains or (Losses)</i>						
FHLMC GOLD G14044	569.16	VARIOUS	7/15/2013	569.16	586.59	(17.43)
FHLMC GOLD G14044	412.34	VARIOUS	8/15/2013	412.34	424.97	(12.63)
CITIGROUP INC	12,000.00	VARIOUS	9/11/2013	12,630.00	13,240.32	(610.32)
FHLMC GOLD G14044	201.74	VARIOUS	9/15/2013	201.74	207.92	(6.18)
FHLMC GOLD G14044	157.87	VARIOUS	10/15/2013	157.87	162.70	(4.83)
NXP SEMICONDUCTORS N V	340.00	VARIOUS	11/14/2013	14,072.38	8,431.53	5,640.85
C S T BRANDS INC	38.00	VARIOUS	11/14/2013	1,244.48	742.67	501.81
MALLINCKRODT PLC	25.00	VARIOUS	11/14/2013	1,131.16	955.24	175.92
FHLMC GOLD G14044	226.19	VARIOUS	11/15/2013	226.19	233.12	(6.93)
FHLMC GOLD G14044	166.47	VARIOUS	12/15/2013	166.47	171.57	(5.10)
HIGHBRIDGE DYNAMIC COMM STRAT FUND-E	2,680.00	VARIOUS	12/24/2013	28,097.94	39,508.94	(11,411.00)
FHLMC GOLD G14044	294.71	VARIOUS	1/15/2014	294.71	303.74	(9.03)
CME GROUP INC	25,000.00	VARIOUS	2/15/2014	25,000.00	27,953.75	(2,953.75)
FHLMC GOLD G14044	200.09	VARIOUS	2/15/2014	200.09	206.22	(6.13)
FHLMC GOLD G14044	163.79	VARIOUS	3/15/2014	163.79	168.81	(5.02)
FHLMC GOLD G14044	186.81	VARIOUS	4/15/2014	186.81	192.53	(5.72)
OHIO ST	25,000.00	VARIOUS	5/1/2014	25,000.00	27,054.25	(2,054.25)
FHLMC GOLD G14044	232.74	VARIOUS	5/15/2014	232.74	239.87	(7.13)
FHLMC GOLD G14044	184.78	VARIOUS	6/15/2014	184.78	190.44	(5.66)
Total Long-Term Capital Gain/Loss				<u>110,172.65</u>	<u>120,975.18</u>	<u>(10,802.53)</u>

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAND TRUST FOR TENNESSEE 209 10TH AVENUE SOUTH SUITE 530 NASHVILLE, TN 37203	NONE	501(C)(3)	OPERATING FUNDS	500.
SCHOOL OF GOOD SHEPHERD 2037 DECHERD BOULEVARD DECHERD, TN 37324	NONE	SCHOOL	TUITION ASSISTANCE	10,000.
ST. MARY'S SEWANEE P.O. BOX 188 SEWANEE, TN 37375	NONE	CHURCH	ANNUAL FUND	5,000.
ST. STEPHENS AND ST. AGNES SCHOOL 400 FONTAINE STREET ALEXANDRIA, VA 22302	NONE	SCHOOL	ENDOWMENT CAMPAIGN	45,000.
THE NASHVILLE FOOD PROJECT 3605 HILLSBORO PIKE NASHVILLE, TN 37215	NONE	501(C)(3)	ANNUAL GIVING	2,000.
THE UNIVERSITY SCHOOL OF NASHVILLE 200 EDGEHILL ROAD NASHVILLE, TN 37203	NONE	SCHOOL	ANNUAL GIVING	30,000.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE	UNIVERSITY	J. ALBERT WOODS SCIENCE LABORATORIES	10,000.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE	UNIVERSITY	W. C. CARTINHOOR MEMORIAL SCHOLARSHIP GRANT	10,000.
VIRGINIA THEOLOGICAL SEMINARY 3737 SEMINARY ROAD ALEXANDRIA, VA 22304	NONE	UNIVERSITY	CHAPEL REPLACEMENT	10,000.
WISHBONE 2144 LEAVENWORTH STREET SAN FRANCISCO, CA 94133	NONE	501(C)(3)	MICHAEL'S PROJECT	8,000.
Total from continuation sheets				130,500.

3 Grants and Contributions Approved for Future Payment (Continuation)

323635
05-01-13

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMA INTERNATIONAL EQUITY FUND (QP), LP	66.	0.	66.	66.	
BNY MELLON - NOMINEE	184,494.	86,840.	97,654.	92,287.	
ISHARES S&P GSCI	4.	0.	4.	4.	
TO PART I, LINE 4	184,564.	86,840.	97,724.	92,357.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMA INT'L EQUITY FUND (QP), LP - OTHER LOSS	955.	955.	
TOTAL TO FORM 990-PF, PART I, LINE 11	955.	955.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHAMBLISS, BAHNER & STOPHEL, P.C.	13,860.	0.		13,860.
TO FM 990-PF, PG 1, LN 16A	13,860.	0.		13,860.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BNY-MELLON - INVESTMENT MANAGEMENT FEES	13,493.	13,493.		0.	
TO FORM 990-PF, PG 1, LN 16C	13,493.	13,493.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER TAXES	980.	0.		0.	
PAYROLL TAXES	14,434.	0.		14,434.	
FOREIGN TAXES	81.	81.		0.	
TO FORM 990-PF, PG 1, LN 18	15,495.	81.		14,434.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PORTFOLIO & OTHER DEDS THRU PARTNERSHIPS	71.	71.		0.	
SUPPLIES	2,625.	0.		2,625.	
WIRE FEES	15.	15.		0.	
MISCELLANEOUS INVESTMENT EXPENSE	694.	694.		0.	
TO FORM 990-PF, PG 1, LN 23	3,405.	780.		2,625.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INDIANA UNIV CTFS 3.773% DUE 12-1-16		X	25,000.	26,698.
MINNEAPOLIS MN 4% DUE 3-1-2018		X	24,913.	27,611.
ARKANSAS STATE 4% DUE 7-1-19		X	25,000.	27,759.
NJ ECONOMIC DEV AUTHORITY 3.719% 9-1-2015		X	20,000.	20,743.
NJ ECONOMIC DEV AUTHORITY		X	5,000.	5,182.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			99,913.	107,993.
TOTAL TO FORM 990-PF, PART II, LINE 10A			99,913.	107,993.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS--SCHEDULE ATTACHED	833,520.	1,183,584.
TOTAL TO FORM 990-PF, PART II, LINE 10B	833,520.	1,183,584.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANK AMERICA FDG CORP 6.5% DUE 8-1-16	26,899.	27,710.
DEERE & CO 4.375% DUE 10-16-19	25,862.	27,793.
CITIGROUP, INC. 6.375% DUE 8-12-14	14,344.	13,086.
VERIZON COMMUNICATIONS, INC. 3% DUE 4-1-16	25,664.	25,919.
BP CAP MKTS P L C 4.75%	28,057.	28,039.
BERKSHIRE HATHAWAY, INC. 3.75%	24,998.	26,771.
FEDERAL HOME LOAN MTG 3% DUE 1-1-26	13,070.	13,161.
TOTAL TO FORM 990-PF, PART II, LINE 10C	158,894.	162,479.

THE CARTINHOUR-WOODS FOUNDATION, INC.
FORM 990-PF, PART II, LINE 10B
SCHEDULE OF COMMON STOCK
FISCAL YEAR ENDED JUNE 30, 2014

	BookValue Basis	Fair Market Value	Unrealized Gains or (Losses)
Common Stock			
Actavis PLC	17,281	26,766	9,485
AON PLC	13,398	24,324	10,926
Accenture PLC	8,915	12,126	3,212
Eaton Corp PLC	14,706	21,610	6,904
Ingersoll-Rand PLC	9,095	16,878	7,783
Invesco Limited	15,217	22,273	7,055
AT&T Inc	4,905	5,658	752
Air Products & Chemicals, Inc	9,116	12,862	3,747
Amazon.com Inc	11,232	17,863	6,631
Apple Inc	49,168	58,546	9,378
B B & T Corporation	9,560	12,618	3,058
Broadcom Corp Cl	13,877	15,590	1,714
Carnival Corp	9,410	10,919	1,508
Caterpillar Inc	13,970	14,127	157
Celanese Corp - Series A	10,241	14,784	4,544
Centerpoint Energy Inc	13,967	17,878	3,911
Chevron Corporation	14,934	17,624	2,690
Coca-Cola Co	11,639	14,826	3,187
Comcast Corp Cl	15,192	25,766	10,574
Costco Whsl Corp New	10,912	13,819	2,908
The Walt Disney Company	17,201	32,581	15,380
Dover Corp	9,405	16,371	6,966
Express Scripts Holdings, Inc	14,531	18,719	4,188
Exxon Mobil Corp	14,829	17,116	2,287
Freeport McMoran Copper & Gold Inc	9,221	8,760	(461)
General Electric Company	14,351	18,133	3,782
Gilead Sciences Inc	8,498	29,848	21,350
Halliburton Co	12,363	25,564	13,200
Home Depot Inc	14,459	22,669	8,209
Honeywell Intl Inc	12,773	19,520	6,747
Intercontinentalexchange Inc	14,103	18,890	4,787
International Business Machines Corporation	24,132	23,565	(566)
JP Morgan Chase & Co	7,623	11,524	3,901
Johnson Controls Inc	9,261	14,480	5,219
Las Vegas Sands Corp	12,191	17,531	5,340
Lilly Eli & Co	13,555	15,543	1,988
Marathon Oil Corp	14,931	17,964	3,033
Mead Johnson Nutrition Company	8,714	10,249	1,534
Metlife Inc	12,351	18,335	5,984
Mondelez International	16,146	22,942	6,796
Occidental Petroleum Corp	13,164	15,395	2,231
PNC Financial Services Group	19,811	28,496	8,685
Pepsico Inc	14,245	18,761	4,516
Pfizer Inc	18,928	24,931	6,003

THE CARTINHOOR-WOODS FOUNDATION, INC.
FORM 990-PF, PART II, LINE 10B
SCHEDULE OF COMMON STOCK
FISCAL YEAR ENDED JUNE 30, 2014

Philip Morris International Inc	12,119	11,803	(316)
The Procter & Gamble Company	17,912	21,612	3,700
Qualcomm Inc	22,654	27,720	5,067
Salesforce.Com Inc.	12,758	19,747	6,989
Schlumberger Ltd	15,524	24,770	9,245
Sempra Energy	9,682	16,754	7,072
Shire PLC ADR	10,843	25,904	15,061
Southwestern Energy Co	13,640	18,196	4,556
State Street corp	15,308	21,523	6,215
Teva Pharmaceuticals Inds Ltd ADR	15,136	20,968	5,832
The Travelers Companies Inc	11,983	14,111	2,127
Union Pac Corp	6,113	10,973	4,860
United Technologies Corp	13,237	18,472	5,235
Valero Energy Corp New	8,033	17,535	9,502
Verizon Communications Inc	5,778	7,340	1,562
Wells Fargo & Company	19,354	30,485	11,131
Yahoo Inc.	11,426	20,375	8,949
Yum! Brands Inc	8,501	10,556	2,055
	<u>833,520</u>	<u>1,183,584</u>	<u>350,064</u>
Total Common Stock	<u>833,520</u>	<u>1,183,584</u>	<u>350,064</u>

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMA INT'L EQUITY FUND, L.P.	COST	0.	11,461.
THE 1794 EVENT DRIVEN OVERSEAS FUND LTD	COST		
GCP SPV LTD	COST	63,714.	17,129.
BNY MELLON CORPORATE BOND FUND	COST	53,737.	43,405.
BNY MELLON SHORT-TERM U S	COST	206,777.	211,107.
GOVERNMENT SECURITIES FUND		36,683.	35,910.
BNY MELLON INTERMEDIATE BOND FUND	COST	205,146.	199,473.
BNY MELLON BOND FUND	COST	487,544.	470,524.
DREYFUS INFLATION ADJUSTED SECURITIES FUND	COST	128,782.	118,491.
BNY MELLON INCOME STOCK FUND	COST	102,309.	140,995.
BNY MELLON FOCUSED EQUITY OPPORTUNITIES FUND	COST	303,258.	410,242.
DREYFUS U S EQUITY FUND	COST	317,252.	417,426.
FAMILY DOLLAR STORES INC	COST	6,754.	7,937.
KNOWLES CORPORATION	COST	1,909.	2,767.
BNY MELLON MID CAP STOCK FUND	COST	348,735.	442,663.
DREYFUS SELECT MANAGERS SMALL CAP GROWTH FUND	COST	49,156.	65,074.
DREYFUS SELECT MANAGERS SMALL CAP VALUE FUND	COST	152,914.	199,629.
ALLEGION PUBLIC LIMITED COMPANY	COST	2,318.	5,101.
COVIDIEN PLC	COST	9,984.	18,036.
BNY MELLON INTERNATIONAL EQUITY INCOME FUND	COST	73,593.	76,347.
BNY MELLON INTERNATIONAL FUND	COST	62,289.	85,998.
DREYFUS/NEWTON INTERNATIONAL EQUITY FUND	COST	30,082.	39,800.
STRATEGIC INTERNATIONAL STOCK FUND	COST	63,189.	75,153.
BNY MELLON EMERGING MARKETS FUND	COST	473,991.	491,970.
DREYFUS GLOBAL REAL ESTATE SECURITIES FUND	COST	85,874.	101,136.
DREYFUS HIGH YIELD FUND	COST	115,377.	123,331.
DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND	COST	43,110.	44,071.
TCW EMERGING MARKETS INCOME FUND - I	COST	61,388.	61,152.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,485,865.	3,916,328.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE FROM PARTNERSHIP	0.	4,436.	4,436.
TO FORM 990-PF, PART II, LINE 15	0.	4,436.	4,436.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARIE CARTINHOOR WOODS 305 CLARA'S POINT ROAD SEWANEE, TN 37375	TRUSTEE EMERITUS 0.25	0.	0.	0.
KATHLEEN E. WOODS 4416 HARDING PLACE NASHVILLE, TN 37205	TRUSTEE 0.25	0.	0.	0.
ELLEN L. WOODS 2610 CLIFFTOPS AVENUE MONTEAGLE, TN 37356	PRESIDENT & TRUSTEE 0.25	0.	0.	0.
MARGARET C. WOODS 2626 CLIFFTOPS AVENUE MONTEAGLE, TN 37356	CHAIRMAN & TRUSTEE 0.25	0.	0.	0.
CAROLINE T. WOODS P.O. BOX 459 MONTEAGLE, TN 37356	VICE PRESIDENT & TRUSTEE 0.25	0.	0.	0.
SANDRA M. THURMOND 2322 HAVEN CREST DRIVE CHATTANOOGA, TN 37421	SECRETARY/TREASURER 15.00	26,134.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		26,134.	0.	0.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE CARTINHOUR-WOODS FOUNDATION, INC	62-1504440
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	2626 CLIFFTOPS AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MONTEAGLE, TN 37356	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MRS. SANDRA M. THURMOND

- The books are in the care of ► **2322 HAVEN CREST DRIVE - CHATTANOOGA, TN 37421**
- Telephone No. ► **(423) 510-9401** Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year _____ or

► ☒ tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	3,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.