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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

Name of foundation

**HAZEL MONTAGUE HUTCHESON FOUNDATION
C/O JOHN L. HUTCHESON IV, TRUSTEE**

A Employer identification number

62-6045925

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

1237 BROWNS FERRY ROAD

Room/suite

B Telephone number

(423) 667-6193

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

CHATTANOOGA, TN 37419C 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 foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

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

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

☐ Other (specify)▶ \$ **5,937,641.** (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)

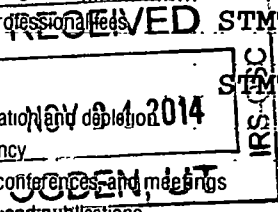
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	193,391.	193,391.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,877.			
	b Gross sales price for all assets on line 6a	717,432.			
	7 Capital gain net income (from Part IV, line 2)		10,877.		
	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					
12 Total. Add lines 1 through 11	204,268.	204,268.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	4,598.	2,299.		2,299.
	b Accounting fees	1,375.	688.		687.
	c Other professional fees	37,015.	18,507.		18,508.
	17 Interest				
	18 Taxes	4,502.	1,028.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	47,490.	22,522.		21,494.
25 Contributions, gifts, grants paid	300,670.			300,670.	
26 Total expenses and disbursements. Add lines 24 and 25	348,160.	22,522.		322,164.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<143,892.>				
b Net investment income (if negative, enter -0-)		181,746.			
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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SCANNED NOV 28 2014



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				
	2	Savings and temporary cash investments		705,766.	386,667.	386,667.
	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 6		491,200.	275,408.	285,263.
	b	Investments - corporate stock STMT 7		1,966,911.	1,931,743.	3,946,327.
	c	Investments - corporate bonds STMT 8		48,750.	98,490.	99,436.
	Liabilities	11	Investments - land, buildings, and equipment, basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 9		766,393.	1,150,600.	1,219,948.
14		Land, buildings, and equipment, basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		3,979,020.	3,842,908.	5,937,641.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ EXCISE TAX DUE)		102.	0.	
23	Total liabilities (add lines 17 through 22)		102.	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		4,996,810.	4,996,810.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		<1,017,892.>	<1,153,902.>		
30	Total net assets or fund balances		3,978,918.	3,842,908.		
31	Total liabilities and net assets/fund balances		3,979,020.	3,842,908.		

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	3,978,918.
2	Enter amount from Part I, line 27a	2	<143,892.>
3	Other increases not included in line 2 (itemize) ▶	3	7,882.
4	Add lines 1, 2, and 3	4	3,842,908.
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	3,842,908.

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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 717,432.		706,555.	10,877.

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			10,877.

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	10,877.
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	308,501.	5,568,686.	.055399
2011	294,081.	5,317,499.	.055304
2010	269,824.	5,170,664.	.052184
2009	269,024.	4,916,073.	.054723
2008	252,417.	4,604,600.	.054818

2 Total of line 1, column (d)	2	.272428
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	.054486
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,872,164.
5 Multiply line 4 by line 3	5	319,951.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,817.
7 Add lines 5 and 6	7	321,768.
8 Enter qualifying distributions from Part XII, line 4	8	322,164.

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.

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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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,817.
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	1,817.
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	1,817.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,372.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,372.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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	1,555.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 1,555. Refunded <input type="checkbox"/>	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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?		
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) <input checked="" type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 ► BROOKS, MOORE & ASSOCIATES, INC. Telephone no. ► 423-756-8628 Located at ► 3905 ST. ELMO AVENUE, CHATTANOOGA, TN ZIP+4 ► 37409			
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 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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	
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	
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

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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

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?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

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
JOHN L. HUTCHESON, IV 1237 BROWNS FERRY ROAD CHATTANOOGA, TN 37419	TRUSTEE	0.00	0.	0.
HAZEL H. BELL 1020 SCENIC HIGHWAY LOOKOUT MOUNTAIN, GA 30750	TRUSTEE	0.00	0.	0.
JOHN BANKS 709 GREENBRIER PLACE NORTHPOINT, AL 35473	TRUSTEE	0.00	0.	0.
THEODORE M. HUTCHESON, JR. 285 CENTENNIAL OLYMPIC PARK DR NW #2 ATLANTA, GA 30313-0005	TRUSTEE	0.00	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

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. 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	5,411,461.
b	Average of monthly cash balances	1b	550,127.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,961,588.
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	5,961,588.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89,424.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,872,164.
6	Minimum investment return. Enter 5% of line 5	6	293,608.

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	293,608.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,817.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,817.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	291,791.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	291,791.
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	291,791.

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	322,164.
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	322,164.
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	1,817.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	320,347.

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.

Form 990-PF (2013)

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				291,791.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
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	6,110.			
f Total of lines 3a through e	6,110.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 322,164.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				291,791.
e Remaining amount distributed out of corpus	30,373.			
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	36,483.			
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				0.
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	36,483.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	6,110.			
e Excess from 2013	30,373.			

Part XV Supplementary Information (continued)				
3 Grants and Contributions Paid During the Year or Approved for Future Payment				
<div> <div>Recipient</div> <div>Name and address (home or business)</div> </div>	<div> If recipient is an individual, show any relationship to any foundation manager or substantial contributor </div>	<div> Foundation status of recipient </div>	<div> Purpose of grant or contribution </div>	<div> Amount </div>
a Paid during the year				
SEE ATTACHED SCHEDULE	N/A	PUBLIC CHARITIES	UNRESTRICTED GRANTS	300,670.
Total				3a 300,670.
b Approved for future payment				
NONE				
Total				3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	193,391.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			14	4,269.		6,608.
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		197,660.		6,608.
13 Total. Add line 12, columns (b), (d), and (e)						204,268.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

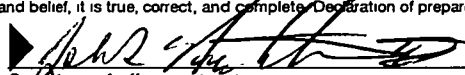
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

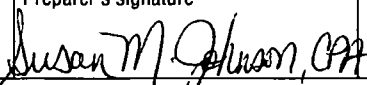
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

 **11/14/14** **TRUSTEE**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SUSAN M. JOHNSON		11/13/14		P00741734
	Firm's name WILKINS, CREWS & ASSOCIATES, PC	Firm's EIN 20-3250784			
	Firm's address 430 CHESTNUT STREET, FOURTH FLOOR CHATTANOOGA, TN 37402			Phone no. (423) 266-5177	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED FTB STMT 7/1/13-9/30/13			
b	SEE ATTACHED FTB STMT 7/1/13-9/30/13			
c	SEE ATTACHED FTB STMT 10/1/13-12/31/13			
d	SEE ATTACHED FTB STMT 10/1/13-12/31/13			
e	SEE ATTACHED FTB STMT 1/1/14-3/31/14			
f	SEE ATTACHED FTB STMT 1/1/14-3/31/14			
g	CLASS ACTION PROCEEDS			
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 109,853.		116,361.	<6,508.>
b 96,240.		109,625.	<13,385.>
c 111,223.		111,969.	<746.>
d 54,602.		48,486.	6,116.
e 169,948.		151,274.	18,674.
f 170,923.		168,840.	2,083.
g 374.			374.
h 4,269.			4,269.
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			<6,508.>
b			<13,385.>
c			<746.>
d			6,116.
e			18,674.
f			2,083.
g			374.
h			4,269.
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	10,877.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST TENNESSEE NOMINEE	197,660.	4,269.	193,391.	193,391.	
TO PART I, LINE 4	197,660.	4,269.	193,391.	193,391.	

FORM 990-PF	LEGAL FEES				STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	4,598.	2,299.		2,299.	
TO FM 990-PF, PG 1, LN 16A	4,598.	2,299.		2,299.	

FORM 990-PF	ACCOUNTING FEES				STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	1,375.	688.		687.	
TO FORM 990-PF, PG 1, LN 16B	1,375.	688.		687.	

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	29,189.	14,594.		14,595.	
TRUSTEE FEES	7,826.	3,913.		3,913.	
TO FORM 990-PF, PG 1, LN 16C	37,015.	18,507.		18,508.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	3,474.	0.		0.	
FOREIGN TAX	1,028.	1,028.		0.	
TO FORM 990-PF, PG 1, LN 18	4,502.	1,028.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
782.25 GOVERNMENT NATIONAL MTG ASSN	X		391.	809.	
432.88 GOVERNMENT NATIONAL MTG ASSN	X				
II			428.	528.	
100,000 FEDERAL FARM CREDIT BANK	X		107,063.	111,663.	
50,000 FEDERAL FARM CREDIT BANK	X		51,705.	56,207.	
100,000 FEDERAL FARM CREDIT BANK	X		100,821.	100,323.	
FEDERAL HOME LOAN BANK	X		0.	0.	
FEDERAL HOME LOAN BANK	X		0.	0.	
15,000 TENNESSEE HSG DEV		X	15,000.	15,733.	
WEST BEND WISCONSIN JT		X	0.	0.	
GA ST GO		X	0.	0.	
RALEIGH NC GO		X	0.	0.	
REEDY CREEK FL IMPT DIST GO		X	0.	0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			260,408.	269,530.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			15,000.	15,733.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			275,408.	285,263.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
2,000 ABBOTT LABS			54,619.	81,800.
1,200 ABBVIE INC			30,754.	67,728.
8,000 AEGON NV ADR			44,727.	70,160.
1,500 AGL RES INC			40,571.	82,545.
3,000 ALTRIA GROUP INC			43,090.	125,820.

1,000 AMERICAN EXPRESS CO	2,567.	94,870.
1,500 AT&T INC	41,736.	53,040.
1,500 CHEVRON CORPORATION	29,804.	195,825.
2,400 COCA COLA CO	56,597.	101,664.
3,000 CORNING INC	29,621.	65,850.
1,500 DU PONT E I DE NEMOURS & CO	46,892.	98,160.
1,500 DUKE ENERGY CORP	76,450.	111,285.
1,500 ENTERPRISE PRODS PARTNERS LP	31,082.	117,435.
1,500 EXXON MOBIL CORPORATION	2,922.	151,020.
2,100 GENERAC HOLDINGS	76,195.	102,354.
5,050 GENERAL ELECTRIC CORP	112,457.	132,714.
2,000 HOME DEPOT INC	58,317.	161,920.
3,050 INTEL CORP	70,274.	94,245.
1,000 INTERNATIONAL BUSINESS MACHINES CORP	64,387.	181,270.
1,200 JOHNSON & JOHNSON	64,732.	125,544.
1,000 JP MORGAN CHASE & CO	37,748.	57,620.
500 KINDER MORGAN ENERGY PARTNERS LP	20,892.	41,105.
833 KRAFT FOODS GROUP INC	20,012.	49,938.
1,000 LILLY ELI & CO	36,812.	62,170.
1,500 MICROSOFT CORP	53,780.	62,550.
2,500 MONDELEZ INTERNATIONAL INC	37,051.	94,025.
1,500 PFIZER INC	35,445.	44,520.
1,800 PHILIP MORRIS INTERNATIONAL	45,585.	151,758.
2,000 POTASH CORP SASK INC	64,256.	75,920.
1,200 PROCTOR & GAMBLE CO	10,147.	94,308.
1,800 RAYONIER INC	25,356.	63,990.
1,200 ROYAL DUTCH SHELL PLC	86,013.	104,412.
1,000 TARGET CORP	34,102.	57,950.
1,000 TEVA PHARMACEUTICAL INDS LTD	30,245.	52,420.
1,000 THE MOSAIC COMPANY	41,621.	49,450.
2,000 UNUMPROVIDENT CORP	8,439.	69,520.
1,331 VERIZON COMMUNICATIONS	62,012.	65,126.
1,309 VODAFONE GROUP	64,387.	43,708.
1,500 WALMART STORES INC	2,335.	112,605.
3,000 WELLS FARGO & CO	68,155.	157,680.
CATERPILLAR INC	0.	0.
EDWARDS LIFESCIENCES CORP	0.	0.
EYLEM INC	0.	0.
1,000 CBL & ASSOCIATES PROP PFD	24,299.	25,350.
2,000 FIRST HORIZON NATIONAL PFD	48,545.	48,140.
2,500 CLIFFS NATURAL CONV PFD	41,704.	35,825.
1,400 HEALTH CARE REIT INC	46,305.	87,738.
600 RAYONIER ADVANCED MATERIALS	8,703.	23,250.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,931,743.	3,946,327.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
50,000 GEN ELEC CAP MTN	48,750.	50,026.	
50,000 ROYAL BANK OF CANADA	49,740.	49,410.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	98,490.	99,436.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
500 ISHARES JP MORGAN EM BOND ETF	COST	57,047.	57,635.
1,000 ISHARES S&P PREF STK ETF	COST	38,696.	39,910.
2,500 POWERSHARES FIN PFD PORTFOLIO	COST	30,712.	45,500.
2,500 VANGUARD INTERMEDIATE-TERM BOND ETF	COST	204,473.	211,725.
2,792.378 VANGUARD INTERNATIONAL VALUE FD	COST	75,000.	109,545.
15,251.52 VANGUARD INTER TERM CORP FUND	COST	146,792.	151,600.
1,500 VANGUARD SHORT TERM BOND ETF	COST	120,852.	120,510.
28,691.499 VANGUARD SHORT TERM INVEST GR	COST	302,278.	309,007.
VANGUARD SHORT-TERM BOND FUND	COST	0.	0.
VANGUARD TRUSTEES EQUITY FD	COST	0.	0.
75,000 GOLDMAN SACHS BK CD	COST	75,000.	75,025.
50,000 GOLDMAN SACHS BK CD	COST	49,875.	49,717.
50,000 GE CAPITAL RETAIL BANK	COST	49,875.	49,774.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,150,600.	1,219,948.

FIRST TENNESSEE BANK

ADMIN

PG 1
06/05/14 14:11

GAIN/LOSS WORKSHEET

ID: 687 FIRST TENNESSEE BANK
COVERING PERIOD: 07/01/13 THROUGH 09/30/13
HAZEL M. HUTCHESON FOUNDATION
ADMINISTRATOR: TERESA LANEY
INV MGR: UNASSIGNED
ACCT: 1099 REPORTABLE ACCT - BB8802777 : CUST-
TAX ID: 62-6045925
ACCT TYPE: PERSONAL CUSTODY
CAP CDE: CUSTODIAN

DATE	TYPE	DESCRIPTION	TRAN	BATCH#	TRAN#
07/15/2013	SELL	GNMA PL #513046		7.500% 8/15/29	ZY000353 000054
	LT SEC G/L:	0.14			
	ST SEC G/L:	0.00			
	TOTAL LT GAIN:	0.14			
	TOTAL ST GAIN:	0.00			
07/22/2013	SELL	GNMA II PL #002999		7.500% 11/20/30	ZY000537 000034
	LT SEC G/L:	0.11			
	ST SEC G/L:	0.00			
	TOTAL LT GAIN:	0.11			
	TOTAL ST GAIN:	0.00			
07/24/2013	SELL	MICROSOFT CORP			ZY000636 000122
	LT SEC G/L:	-9,052.45			
	ST SEC G/L:	0.00			
	TOTAL LT GAIN:	-9,052.45			
	TOTAL ST GAIN:	0.00			
08/15/2013	SELL	GNMA PL #513046		7.500% 8/15/29	ZY000381 000054
	LT SEC G/L:	0.12			
	ST SEC G/L:	0.00			
	TOTAL LT GAIN:	0.12			
	TOTAL ST GAIN:	0.00			
08/19/2013	SELL	XYLEM INC-W/I			ZY000463 001105
	LT SEC G/L:	0.00			
	ST SEC G/L:	-5,306.01			
	TOTAL LT GAIN:	0.00			
	TOTAL ST GAIN:	-5,306.01			
08/20/2013	SELL	GNMA II PL #002999		7.500% 11/20/30	ZY000494 000034
	LT SEC G/L:	0.05			
	ST SEC G/L:	0.00			
	TOTAL LT GAIN:	0.05			
	TOTAL ST GAIN:	0.00			
08/23/2013	SELL	FHLB		5.780% 8/23/21	ZY000615 000006
	LT SEC G/L:	0.00			
	ST SEC G/L:	-1,202.50			
	TOTAL LT GAIN:	0.00			
	TOTAL ST GAIN:	-1,202.50			
09/09/2013	SELL	MICROSOFT CORP			ZY000162 000303
	LT SEC G/L:	-4,332.80			
	ST SEC G/L:	0.00			
	TOTAL LT GAIN:	-4,332.80			
	TOTAL ST GAIN:	0.00			
09/16/2013	SELL	GNMA PL #513046		7.500% 8/15/29	ZY000352 000054
	LT SEC G/L:	0.11			

FIRST TENNESSEE BANK
GAIN/LOSS WORKSHEET

ADMIN PG 2

06/05/14 14:11

ID. 687 FIRST TENNESSEE BANK
COVERING PERIOD: 07/01/13 THROUGH 09/30/13
TAX ID: 62-6045925 HUTCHESON FOUNDATION
ADMINISTRATOR: TERESA LANEY
ACCT TYPE: PERSONAL CUSTODY INV MGR: UNASSIGNED
CAP CDE: CUSTODIAN ACCT: 1099 REPORTABLE ACCT - BB

8802777 : CUST- HAZEL M.
TAX ID: 62-6045925
ACCT TYPE: PERSONAL CUSTODY
CAP CDE: CUSTODIAN

DATE	TYPE	DESCRIPTION	BATCH#	TRAN#
09/20/2013	SELL	GNMA II PL #002999	7.500	11/20/30
				ZY000504
				000034

ST SEC G/L: 0.00
TOTAL LT GAIN: 0.11
TOTAL ST GAIN: 0.00

09/20/2013 SELL GNMA II PL #002999 7.500 11/20/30 ZY000504 000034

LT SEC G/L: 0.04
ST SEC G/L: 0.00
TOTAL LT GAIN: 0.04
TOTAL ST GAIN: 0.00

SUMMARY SECTION

NET SEC LT GAIN/LOSS: -13,384.68
NET SEC ST GAIN/LOSS: -6,508.51
NET MISC LT G/L: 0.00
NET CTF LT G/L: 0.00
NET LT CAP G/L DIST: 0.00

NET MISC ST G/L: 0.00
NET CTF ST G/L: 0.00
NET ST CAP G/L DIST: 0.00

FIRST TENNESSEE BANK

ADMIN PG 1
06/05/14 14.12

GAIN/LOSS WORKSHEET

8902777 : CUST- HAZEL M. HUTCHESON FOUNDATION
TAX ID: 62-6045925
ACCT TYPE: PERSONAL CUSTODY
CAP CDE: CUSTODIAN
ID: 687 FIRST TENNESSEE BANK
COVERING PERIOD: 10/01/13 THROUGH 12/31/13
ADMINISTRATOR: TERESA LANEY
INV MGR: UNASSIGNED
ACCT: 1099 REPORTABLE ACCT - BB

DATE	TRAN	DESCRIPTION	BATCH#	TRAN#
10/15/2013	SELL	GNMA PL #513046	7.500% 8/15/29	ZY000376 000054
	LT SEC G/L:	0.10		
	ST SEC G/L:	0.00		
	TOTAL LT GAIN:	0.10		
	TOTAL ST GAIN:	0.00		
10/21/2013	SELL	GNMA II PL #002999	7.500% 11/20/30	ZY000527 000034
	LT SEC G/L:	0.02		
	ST SEC G/L:	0.00		
	TOTAL LT GAIN:	0.02		
	TOTAL ST GAIN:	0.00		
10/29/2013	SELL	CATERPILLAR INC		ZY000775 000126
	LT SEC G/L:	0.00		
	ST SEC G/L:	192.54		
	TOTAL LT GAIN:	0.00		
	TOTAL ST GAIN:	192.54		
11/04/2013	SELL	AGL RES INC		ZY000052 000487
	LT SEC G/L:	6,116.00		
	ST SEC G/L:	0.00		
	TOTAL LT GAIN:	6,116.00		
	TOTAL ST GAIN:	0.00		
11/15/2013	SELL	GNMA PL #513046	7.500% 8/15/29	ZY000376 000054
	LT SEC G/L:	0.09		
	ST SEC G/L:	0.00		
	TOTAL LT GAIN:	0.09		
	TOTAL ST GAIN:	0.00		
11/20/2013	SELL	GNMA II PL #002999	7.500% 11/20/30	ZY000488 000034
	LT SEC G/L:	0.13		
	ST SEC G/L:	0.00		
	TOTAL LT GAIN:	0.13		
	TOTAL ST GAIN:	0.00		
12/12/2013	SELL	EDWARDS LIFESCIENCES CORP		ZY000323 000429
	LT SEC G/L:	0.00		
	ST SEC G/L:	-938.55		
	TOTAL LT GAIN:	0.00		
	TOTAL ST GAIN:	-938.55		
12/16/2013	SELL	GNMA PL #513046	7.500% 8/15/29	ZY000394 000054
	LT SEC G/L:	0.08		
	ST SEC G/L:	0.00		
	TOTAL LT GAIN:	0.08		
	TOTAL ST GAIN:	0.00		
12/18/2013	CAGD	VANGUARD S/T INVEST GR-ADM		ZY000508 004554
	LT SEC G/L:	544.02		

FIRST TENNESSEE BANK
GAIN/LOSS WORKSHEET

ADMIN PG 2

06/05/14 14:12

8802777 : CUST- HAZEL M. HUTCHESON FOUNDATION
TAX ID: 62-6045925
ACCT TYPE: PERSONAL CUSTODY
CAP CDE: CUSTODIAN
ID. 687 FIRST TENNESSEE BANK
COVERING PERIOD: 10/01/13 THROUGH 12/31/13
ADMINISTRATOR: TERESA LANEY
INV MGR: UNASSIGNED
ACCT: 1099 REPORTABLE ACCT - BB

DATE	TYPE	DESCRIPTION	BATCH#	TRAN#
		ST SEC G/L:		
		TOTAL LT GAIN:		
		TOTAL ST GAIN:		

12/18/2013 CAGD VANGUARD INTER TERM CORP FUND 71 ZY000508 004588

LT SEC G/L: 1,657.56
ST SEC G/L: 0.00
TOTAL LT GAIN: 1,657.56
TOTAL ST GAIN: 0.00

12/20/2013 SELL GNMA II PL #002999 7.500* 11/20/30 ZY000548 000034

LT SEC G/L: 0.08
ST SEC G/L: 0.00
TOTAL LT GAIN: 0.08
TOTAL ST GAIN: 0.00

SUMMARY SECTION

NET SEC LT GAIN/LOSS:	6,116.50	NET MISC ST G/L:	0.00
NET SEC ST GAIN/LOSS:	-746.01	NET CTF ST G/L:	0.00
NET MISC LT G/L:	0.00	NET ST CAP G/L DIST:	0.00
NET CTF LT G/L:	0.00		
NET LT CAP G/L DIST:	2,201.58		

8802777 : CUST- HAZEL M. HUTCHESON FOUNDATION
TAX ID: 62-6045925
ACCT TYPE: PERSONAL CUSTODY
CAP CDE: CUSTODIAN
ID: 687 FIRST TENNESSEE BANK
COVERING PERIOD: 01/01/14 THROUGH 03/31/14
ADMINISTRATOR: TERESA LANEY
INV MGR: UNASSIGNED
ACCT: 1099 REPORTABLE ACCT - BB

DATE	TYPE	DESCRIPTION	BATCH#	TRAN#
01/02/2014	CAGD	VANGUARD SHORT TERM BOND ETF	XI000001	000007
LT SEC G/L:		274.50		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		274.50		
TOTAL ST GAIN:		0.00		
01/03/2014	CAGD	VANGUARD INTERMEDIATE-TERM BOND ETF	XI000011	000007
LT SEC G/L:		1,470.00		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		1,470.00		
TOTAL ST GAIN:		0.00		
01/15/2014	SELL	GNMA PL #513046	ZY000353	000054
LT SEC G/L:		0.07		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		0.07		
TOTAL ST GAIN:		0.00		
01/21/2014	SELL	GNMA II PL #002999	ZY000469	000034
LT SEC G/L:		0.02		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		0.02		
TOTAL ST GAIN:		0.00		
02/18/2014	SELL	GNMA PL #513046	ZY000389	000054
LT SEC G/L:		0.07		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		0.07		
TOTAL ST GAIN:		0.00		
02/20/2014	SELL	GNMA II PL #002999	ZY000465	000034
LT SEC G/L:		0.07		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		0.07		
TOTAL ST GAIN:		0.00		
02/27/2014	SELL	KINDER MORGAN ENERGY PARTNERS LP	ZY000682	000169
LT SEC G/L:		16,624.64		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		16,624.64		
TOTAL ST GAIN:		0.00		
02/28/2014	SELL	AT & T INC	ZY000721	000121
LT SEC G/L:		4,209.24		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		4,209.24		
TOTAL ST GAIN:		0.00		
03/04/2014	SELL	FHLB		
LT SEC G/L:		-2,159.00		
		4.300%	3/04/19	ZY000056 000002

FIRST TENNESSEE BANK
GAIN/LOSS WORKSHEET

ADMIN PG 2

06/05/14 14:12

8802777 : CUST- HAZEL M. HUTCHESON FOUNDATION
TAX ID: 62-6045925
ACCT TYPE: PERSONAL CUSTODY
CAP CDE: CUSTODIAN
ID: 687 FIRST TENNESSEE BANK
COVERING PERIOD: 01/01/14 THROUGH 03/31/14
ADMINISTRATOR: TERESA LANEY
INV MGR: UNASSIGNED
ACCT: 1099 REPORTABLE ACCT - BB

DATE	TYPE	DESCRIPTION	BATCH#	TRAN#
ST SEC G/L:		0.00		
TOTAL LT GAIN:		-2,159.00		
TOTAL ST GAIN:		0.00		
03/14/2014	SELL	VODAFONE GROUP SPONS ADR	ZY000378	000248
LT SEC G/L:		-1.10		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		-1.10		
TOTAL ST GAIN:		0.00		
03/17/2014	SELL	GNMA PL #513046	7.500*	8/15/29
LT SEC G/L:		0.06	ZY000389	000054
ST SEC G/L:		0.00		
TOTAL LT GAIN:		0.06		
TOTAL ST GAIN:		0.00		
03/20/2014	SELL	GNMA II PL #002999	7.500*	11/20/30
LT SEC G/L:		0.10	ZY000503	000034
ST SEC G/L:		0.00		
TOTAL LT GAIN:		0.10		
TOTAL ST GAIN:		0.00		

SUMMARY SECTION

NET SEC LT GAIN/LOSS:	18,674.17	
NET SEC ST GAIN/LOSS:	0.00	
NET MISC LT G/L:	0.00	NET MISC ST G/L:
NET CTF LT G/L:	0.00	NET CTF ST G/L:
NET LT CAP G/L DIST:	1,744.50	NET ST CAP G/L DIST:

GAIN/LOSS WORKSHEET

ID: 687 FIRST TENNESSEE BANK
COVERING PERIOD: 04/01/14 THROUGH 06/05/148802777 : CUST- HAZEL M. HUTCHESON FOUNDATION
TAX ID: 62-6045925
ADMINISTRATOR: TERESA LANEY

ACCT TYPE: PERSONAL CUSTODY

INV MGR: UNASSIGNED

CAP CDE: CUSTODIAN

ACCT: 1099 REPORTABLE ACCT - BB

DATE	TYPE	DESCRIPTION	BATCH#	TRAN#
04/01/2014	CAGD	VANGUARD S/T INVEST GR-ADM	ZY000041	011473
LT SEC G/L:		86.05		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		86.05		
TOTAL ST GAIN:		0.00		
04/01/2014	CAGD	VANGUARD INTER TERM CORP FUND 71	ZY000041	011532
LT SEC G/L:		121.91		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		121.91		
TOTAL ST GAIN:		0.00		
04/01/2014	SELL	WEST BEND WI JT SCH 3.650% 4/01/14	ZY000012	000382
LT SEC G/L:		-1,151.50		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		-1,151.50		
TOTAL ST GAIN:		0.00		
04/08/2014	CAGD	VANGUARD INTERMEDIATE-TERM BOND ETF	XI000015	000007
LT SEC G/L:		92.50		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		92.50		
TOTAL ST GAIN:		0.00		
04/08/2014	CAGD	VANGUARD SHORT TERM BOND ETF	XI000016	000007
LT SEC G/L:		22.50		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		22.50		
TOTAL ST GAIN:		0.00		
04/08/2014	SELL	TEVA PHARMACEUTICAL INDS LTD ADR	ZY000201	000257
LT SEC G/L:		1,922.66		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		1,922.66		
TOTAL ST GAIN:		0.00		
04/15/2014	SELL	GNMA PL #513046 7.500% 8/15/29	ZY000399	000048
LT SEC G/L:		0.05		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		0.05		
TOTAL ST GAIN:		0.00		
04/21/2014	SELL	GNMA II PL #002999 7.500% 11/20/30	ZY000545	000034
LT SEC G/L:		0.03		
ST SEC G/L:		0.00		
TOTAL LT GAIN:		0.03		
TOTAL ST GAIN:		0.00		
04/24/2014	SELL	TEVA PHARMACEUTICAL INDS LTD ADR	ZY000663	000405
LT SEC G/L:		1,311.91		

FIRST TENNESSEE BANK
GAIN/LOSS WORKSHEET

ADMIN PG 2

06/05/14 14:12

8802777 : CUST- HAZEL M. *HUTCHESON FOUNDATION
TAX ID:62-6045925 ADMINISTRATOR:TERESA LANEY
ACCT TYPE:PERSONAL CUSTODY INV MGR:UNASSIGNED
CAP CDE:CUSTODIAN ACCT:1099 REPORTABLE ACCT - BB

ID: 687 FIRST TENNESSEE BANK
COVERING PERIOD: 04/01/14 THROUGH 06/05/14

DATE	TRAN	TYPE	DESCRIPTION	BATCH#	TRAN#
			ST SEC G/L:		
			TOTAL LT GAIN:		
			TOTAL ST GAIN:		
05/15/2014	SELL		GNMA PL #513046	7.500	8/15/29 ZY000385 000048
			LT SEC G/L:		
			ST SEC G/L:		
			TOTAL LT GAIN:		
			TOTAL ST GAIN:		
05/20/2014	SELL		GNMA II PL #002999	7.500	11/20/30 ZY000501 000034
			LT SEC G/L:		
			ST SEC G/L:		
			TOTAL LT GAIN:		
			TOTAL ST GAIN:		

SUMMARY SECTION

NET SEC LT GAIN/LOSS: 2,083.27
NET SEC ST GAIN/LOSS: 0.00
NET MISC LT G/L: 0.00
NET CTF LT G/L: 0.00
NET LT CAP G/L DIST: 322.96
NET MISC ST G/L: 0.00
NET CTF ST G/L: 0.00
NET ST CAP G/L DIST: 0.00

HAZEL MONTAGUE HUTCHESON FOUNDATION
62-6045925

GRANTS AND CONTRIBUTIONS PAID

RECIPIENT	AMOUNT
AIM CENTER	\$ 2,500.00
AMERICAN CANCER SOCIETY	2,805.83
APPALACHIAN BALLET COMPANY	1,200.00
ARTS AND SCIENCE COUNCIL	500.00
ARTS BUILD	2,000.00
BALLET TENNESSEE	4,500.00
BAYLOR SCHOOL	5,000.00
BIBLE IN THE SCHOOLS	3,000.00
BIG BROTHERS BIG SISTERS	2,000.00
BOWEN THEORY EDUCATION CENTER	500.00
BOYS AND GIRLS CLUB	1,000.00
CALVARY CHAPEL OF CHATTANOOGA	2,000.00
CHATTANOOGA BOYS CHOIR	1,000.00
CHATTANOOGA CARES	500.00
CHATTANOOGA FOLK SCHOOL	1,000.00
CHATTANOOGA FOOD BANK	1,500.00
CHATTANOOGA HUMANE EDUCATIONAL SOCIETY	1,000.00
CHATTANOOGA REGIONAL HISTORY MUSEUM	2,000.00
CHATTANOOGA SYMPHONY AND OPERA	3,000.00
CHATTANOOGA WOODWORKING ACADEMY	750.00
CHILDRENS NUTRITION PROGRAM OF HAITI	3,000.00
CHURCH OF GOOD SHEPHERD	8,000.00
COMMUNITY KITCHEN	1,000.00
COMMUNITY SCHOOL OF THE ARTS	2,500.00
COVENANT PRESBYTERIAN CHURCH	4,000.00
CRANIOFACIAL FOUNDATION	3,000.00
EAST SIDE ELEMENTARY	3,000.00
FIRST CENTENARY INNER CITY MINISTRY	1,500.00
FIRST THINGS FIRST	5,000.00
FOOD FOR THE POOR	1,000.00
GIRLS INC	1,500.00
GIVE HOPE	500.00
GOOD NEIGHBORS OF BLOUNT COUNTY	1,000.00
GPS	7,300.00
GREATER CHATTANOOGA WOMENS FUND	1,000.00
GREEN BERET FOUNDATION	2,000.00
HABITAT FOR HUMANITY	3,500.00
HOSANNA HOUSE	1,805.83
HOSPICE OF CHATTANOOGA	2,000.00
HUNTER MUSEUM OF AMERICAN ART	2,000.00
JEFF GORDON CHILDREN'S FOUNDATION	1,000.00
KING COLLEGE	10,000.00
LEADING THE WAY	5,000.00
LOOKOUT MOUNTAIN PRESBYTERIAN CHURCH	5,000.00
LULA LAKE LAND TRUST	2,500.00
LUPUS FOUNDATION OF AMERICA	1,000.00

HAZEL MONTAGUE HUTCHESON FOUNDATION
62-6045925

RECIPIENT	AMOUNT
MADISON UNITED MEHTODIST CHURCH	36,920.00
MARK MAKING	1,500.00
MASTERPATH	11,547.50
MCCALLIE SCHOOL	20,300.00
METROPOLITAN MINISTRIES OF CHATTANOOGA	1,000.00
MILITARY WARRIORS SUPPORT FOUNDATION	2,000.00
MONTVERDE ACADEMY	11,500.00
MUSE OF FIRE	500.00
NATIONAL OUTDOOR LEADERSHIP SCHOOL	500.00
NEW HOPE CHILDREN'S ADVOCACY CENTER	3,000.00
NORTHSIDE NEIGHBORHOOD HOUSE	1,000.00
ORANGE GROVE	1,000.00
PAT'S PLACE	500.00
PLANNED PARENTHOOD	1,000.00
PRISON & PREVENTION MINISTRY	2,000.00
REFLECTION RIDING	4,500.00
RIVER OAKS COMMUNITY CHURCH	2,500.00
SAINT NICHOLAS SCHOOL	1,000.00
SAINT PAUL'S EPISCOPAL CHURCH	1,000.00
SALVATION ARMY	2,000.00
SHEPHERD'S ARMS	3,717.50
SISKIN CHILDREN'S INSTITUTE	2,500.00
SMITHFIELD ELEMENTARY SCHOOL	6,000.00
SOUTHERN ENVIRONMENTAL LAW CENTER	1,000.00
SPECIAL OPERATIONS BIONIC WARRIORS	3,500.00
ST JUDE CHILDRENS RESEARCH HOSPITAL	4,305.83
TASK FORCE DAGGER	2,500.00
TEEN CHALLENGE	1,000.00
TENNESSEE AQUARIUM	3,000.00
TENNESSEE RIVER GARDEN	750.00
TENNESSEE RIVER GORGE TRUST	750.00
THE GO JEN GO FOUNDATION	1,000.00
UNC	1,000.00
UNITED WAY	3,000.00
UNIVERSITY OF ALABAMA	14,450.00
VANDERBILT UNIVERSITY	2,000.00
WEARS VALLEY RANCH	5,000.00
WTCI	2,000.00
WUTC	1,000.00
YMCA	3,000.00
YOUNG LIFE	5,000.00
YOUNG WOMEN'S LEADERSHIP ACADEMY	12,067.50
	<u>\$ 300,669.99</u>