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 AUG 1, 2013 , and ending JUL 31, 2014

Name of foundation Bartlett-Patterson Corporation	**A** Employer identification number 62-1706760
Number and street (or P O box number if mail is not delivered to street address) / Room/suite 119 S. Main Street	**B** Telephone number (423) 639-0151
City or town, state or province, country, and ZIP or foreign postal code Greeneville, TN 37743	**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 change	**D** 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 foundation	**E** 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 *(from Part II, col. (c), line 16)* ▶$ 2,157,086. **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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				
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	37.	37.	37.	Statement 1
4 Dividends and interest from securities	56,508.	56,508.	56,508.	Statement 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,086.			
b Gross sales price for all assets on line 6a 41,878.				
7 Capital gain net income (from Part IV, line 2)		4,086.		
8 Net short-term capital gain			0.	
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	60,631.	60,631.	56,545.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees Stmt 3	58.	58.	58.	58.
b Accounting fees Stmt 4	7,092.	7,092.	7,092.	7,092.
c Other professional fees Stmt 5	1,700.	1,700.	1,700.	1,700.
17 Interest				
18 Taxes Stmt 6	1,788.	20.	975.	813.
19 Depreciation and depletion				
20 Occupancy	2,674.	0.	0.	2,674.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses Stmt 7	212.	212.	212.	0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	13,524.	9,082.	10,037.	12,337.
25 Contributions, gifts, grants paid	46,160.			46,160.
26 **Total expenses and disbursements.** Add lines 24 and 25	59,684.	9,082.	10,037.	58,497.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	947.			
b **Net investment income** (if negative, enter -0-)		51,549.		
c **Adjusted net income** (if negative, enter -0-)			46,508.	

9

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	213,224.	43,129.	43,129.
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			
b	Investments - corporate stock Stmt 8	1,103,478.	1,103,478.	1,282,785.
c	Investments - corporate bonds Stmt 9	12,000.	0.	0.
11	Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other Stmt 10	478,619.	655,891.	831,172.
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 I)	1,807,321.	1,802,498.	2,157,086.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	1,807,321.	1,802,498.	
30	**Total net assets or fund balances**	1,807,321.	1,802,498.	
31	**Total liabilities and net assets/fund balances**	1,807,321.	1,802,498.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,807,321.
2	Enter amount from Part I, line 27a	2	947.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,808,268.
5	Decreases not included in line 2 (itemize) ▶ Miscellaneous	5	5,770.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,802,498.

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	FRANKLIN INCOME FUND	P	12/31/11	01/23/14
b	Capital Gains Dividends			
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	40,879.		37,792.	3,087.
b	999.			999.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,087.
b				999.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 4,086.

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 — 0.

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	49,756.	1,885,433.	.026390
2011	47,809.	1,741,578.	.027452
2010	40,925.	1,680,663.	.024351
2009	48,262.	1,571,712.	.030707
2008	71,269.	1,732,437.	.041138

2	Total of line 1, column (d)	2	.150038
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	.030008
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,070,189.
5	Multiply line 4 by line 3	5	62,122.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	515.
7	Add lines 5 and 6	7	62,637.
8	Enter qualifying distributions from Part XII, line 4	8	58,497.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	1,031.
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	1,031.
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	1,031.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,000.		
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	1,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	31.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		Refunded ▶	11	

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?	1a		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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6		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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ None			
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* See Statement 11	8b		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*	9	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ C. Ray Adams Telephone no. ▶ (423) 639-0151

Located at ▶ 119 S. Main Street, Greeneville, TN ZIP+4 ▶ 37743

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ 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? ☐ Yes ☒ 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

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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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
Gene Gaby 230 Depot Street Greeneville, TN 37743	President 0.50	0.	0.	0.
Ray Adams 119 S. Main Street Greeneville, TN 37743	Treasurer 0.50	0.	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 The Coal Fund	22,850.
2 Various	13,360.
3 Food Bank	5,000.
4 Greeneville/Greene County Library	2,500.

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,973,538.
b	Average of monthly cash balances	1b	128,177.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,101,715.
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	2,101,715.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,526.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,070,189.
6	**Minimum investment return.** Enter 5% of line 5	6	103,509.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

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

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	58,497.
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	58,497.
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	58,497.

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.

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years: ____ , ____ , ____				
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				
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
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)

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 [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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	46,508.	48,225.	48,845.	49,086.	192,664.
b 85% of line 2a	39,532.	40,991.	41,518.	41,723.	163,764.
c Qualifying distributions from Part XII, line 4 for each year listed	58,497.	49,756.	47,809.	40,925.	196,987.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	58,497.	49,756.	47,809.	40,925.	196,987.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets	2,157,086.	2,046,343.	1,781,948.	1,754,250.	7,739,627.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	69,006.	62,848.	58,053.	56,022.	245,929.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income	60,631.	55,395.	54,144.	55,325.	225,495.

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:

C. Ray Adams, (423) 639-0151
119 S. Main Street, Greeneville, TN 37743

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

See the attached memo answering this question.

c Any submission deadlines:

See the attached memo answering this question.

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

See the attached memo answering this question.

Part XV Supplementary Information (continued)

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

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
a *Paid during the year*				
Appa. Girl Scout Council 3175 Middle Creek Rd Afton, TN 37616	None	Public Charity	To instill values in youth and build character.	100.
Boy Scouts of America 129 Boone Ridge Ln Johnson City, TN 37602	None	Public Charity	To instill values in youth and build character.	100.
Boys and Girls Club 740 W. Church St Greeneville, TN 37745	None	Public Charity	To assist young people in the community.	100.
Child Advocacy Center for 3rd Judicial System 200 Main St Greeneville, TN 37818	None	Public Charity	To provide support for children in the community	100.
Food Bank 107 North Cutler Street Greeneville, TN 37743	None	Public Charity	To assist individuals in need of food	5,000.
Total See continuation sheet(s)			▶ 3a	46,160.
b *Approved for future payment* None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion 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			14	37.	
4 Dividends and interest from securities			14	56,508.	
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			18	4,086.	
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.		60,631.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 60,631.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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

Signature of officer or trustee | Date: 12.11.14 | Title: Sec. / Treas.

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 ☐ if self-employed	PTIN
Whitney A. Ball	Whitney A. Ball	12-11-14		P00964896
Firm's name ▶ ADAMS & PLUCKER, CPA's PLLP			Firm's EIN ▶ 62-0970323	
Firm's address ▶ P.O. BOX 1117 GREENEVILLE, TN 37744			Phone no. 423-639-0151	

323622
10-10-13

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
Free Will Baptist Family Ministry 90 Stanley Ln Greeneville, TN 37743	None	Public Charity	To provide care for families.	100.
Greene County Imagination Library PO Box 576 Chuckey, TN 37641	None	Public Charity	To promote reading to young children	100.
Greeneville/Greene County Library 210 N Main St Greeneville, TN 37745	None	Public Charity	Acquire books for the library	2,500.
Holston UM Home for Children 404 Holston Dr Greeneville, TN 37743	None	Public Charity	To provide care of young people.	100.
Laughlin Healthcare Foundation 1420 Tusculum Blvd Greeneville, TN 37745	None	Public Charity	To assist individuals in need	100.
Mosheim Public Library 730 Main St Mosheim, TN 37818	None	Public Charity	Acquire books for the library	50.
Nathanael Greene Museum 101 W McKee Street Greeneville, TN 37743	None	Public Charity	To promote local history	300.
Opportunity House 203 N Irish St Greeneville, TN 37745	None	Public Charity	To assist those in need of shelter	1,000.
Takoma Foundation 401 Asheville Hwy Greeneville, TN 37743	None	Public Charity	To assist individuals in need	100.
The Coal Fund 107 North Cutler Street Greeneville, TN 37743	None	Public Charity	To assist individuals in need	22,850.
Total from continuation sheets				40,760.

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
United Way 115 Academy St Greeneville, TN 37743	None	Public Charity	To assist those in need	100.
Various Various Greeneville, TN 37743	None	Public Charity	Promote Andrew Johnson's name	13,360.
YMCA 404 Y St. Greeneville, TN 37745	None	Public Charity	Assist individuals in the community	100.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Andrew Johnson Bank Money Market	37.	37.	37.
Total to Part I, line 3	37.	37.	37.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
3M Corp	820.	0.	820.	820.	820.
3M Corp	343.	0.	343.	343.	343.
Andrew Johnson Bancshares	392.	0.	392.	392.	392.
Atmos Energy	2,482.	0.	2,482.	2,482.	2,482.
Bank of America Corp	944.	0.	944.	944.	944.
Bond Fund of America	3,646.	0.	3,646.	3,646.	3,646.
BP PLC ADR	680.	0.	680.	680.	680.
Capital Income Builder	2,308.	0.	2,308.	2,308.	2,308.
Capital World Growth	1,508.	0.	1,508.	1,508.	1,508.
Chevron Corp New	3,256.	0.	3,256.	3,256.	3,256.
Citigroup	4.	0.	4.	4.	4.
DJ US Utilities	878.	0.	878.	878.	878.
Duke Energy	624.	0.	624.	624.	624.
Duke Realty Corp	408.	0.	408.	408.	408.
Emerson Electric	1,020.	0.	1,020.	1,020.	1,020.
Equity Residential	4,510.	0.	4,510.	4,510.	4,510.
Franklin Growth Fund	57.	0.	57.	57.	57.
Franklin High Yield	445.	0.	445.	445.	445.
Franklin Income Fund	1,047.	0.	1,047.	1,047.	1,047.
Franklin Strategic Inc. Fund	1,009.	178.	831.	831.	831.
Franklin Total Ret.	913.	0.	913.	913.	913.
Fundamental Investment Fund	1,119.	761.	358.	358.	358.

GMAC Smart	125.	0.	125.	125.	125.
Ishares Core US	77.	0.	77.	77.	77.
Ishares MSCI	522.	0.	522.	522.	522.
Ishares Russ	75.	0.	75.	75.	75.
Johnson & Johnson	402.	0.	402.	402.	402.
Lord Abbett Short Duration	2,019.	57.	1,962.	1,962.	1,962.
MFS Bond Fund	451.	0.	451.	451.	451.
Money Market	14.	0.	14.	14.	14.
New Perspective	2,753.	0.	2,753.	2,753.	2,753.
P&G Co.	367.	0.	367.	367.	367.
Peidmont N. Gas	4,662.	0.	4,662.	4,662.	4,662.
Royal Dutch Shell	510.	0.	510.	510.	510.
S&P Global Utilities	855.	0.	855.	855.	855.
Scana Corp	578.	0.	578.	578.	578.
Sector Trust Utilities	988.	0.	988.	988.	988.
Southern Co., TN	8,190.	0.	8,190.	8,190.	8,190.
Templeton Global Bond Fund	525.	3.	522.	522.	522.
Vanguard	232.	0.	232.	232.	232.
Vectron Corp.	603.	0.	603.	603.	603.
Washington Mutual Investors	3,042.	0.	3,042.	3,042.	3,042.
Weingarten Realty Inv.	693.	0.	693.	693.	693.
Wells Fargo	236.	0.	236.	236.	236.
Westar Energy	690.	0.	690.	690.	690.
WGL Holdings	485.	0.	485.	485.	485.
To Part I, line 4	57,507.	999.	56,508.	56,508.	56,508.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	58.	58.	58.	58.
To Fm 990-PF, Pg 1, ln 16a	58.	58.	58.	58.

Form 990-PF	Accounting Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Adams & Plucker, CPAs	7,092.	7,092.	7,092.	7,092.
To Form 990-PF, Pg 1, ln 16b	7,092.	7,092.	7,092.	7,092.

Form 990-PF	Other Professional Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Andrew Johnson Book (Defense)	1,700.	1,700.	1,700.	1,700.
To Form 990-PF, Pg 1, ln 16c	1,700.	1,700.	1,700.	1,700.

Form 990-PF	Taxes			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dan Walker, Property Taxes	276.	0.	0.	276.
Carolyn Susong, Property Taxes	346.	0.	0.	346.
Secretary of State, Annual Report	20.	20.	20.	0.
Greene County Trustee	191.	0.	0.	191.
Tax on investment income	955.	0.	955.	0.
To Form 990-PF, Pg 1, ln 18	1,788.	20.	975.	813.

Form 990-PF	Other Expenses			Statement 7
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office expense	212.	212.	212.	0.
To Form 990-PF, Pg 1, ln 23	212.	212.	212.	0.

Form 990-PF	Corporate Stock	Statement 8
Description	Book Value	Fair Market Value
Atmos Energy	43,460.	85,340.
Bank of America Corp.	542,892.	367,986.
BP PLC ADR	19,781.	15,276.
Chevron Corp	29,193.	106,856.
Citigroup Inc	45,828.	4,503.
Duke Energy Corp	9,871.	14,642.
Duke Realty Corp	20,226.	10,836.
Emerson Electric Co	21,134.	40,458.
Equity Residential	35,960.	142,648.
Piedmont Natural Gas Inc	75,917.	130,647.
Scana Corp	10,053.	14,826.
Southern Co	98,097.	178,960.
Vectren Corp	10,037.	16,477.
Weingarten Realty Investors	19,827.	18,463.
Wells Fargo	44,536.	9,752.
Westar Energy Inc.	10,184.	18,420.
WGL Holdings Inc.	10,008.	11,369.
3M Co	20,965.	39,908.
Johnson & Johnson	9,136.	15,316.
Procter & Gamble Co.	8,783.	11,934.
Royal Dutch SHell PLC	8,848.	11,479.
3M Co	8,742.	16,689.
Total to Form 990-PF, Part II, line 10b	1,103,478.	1,282,785.

Form 990-PF	Corporate Bonds	Statement 9

Description	Book Value	Fair Market Value
GMAC	0.	0.
Total to Form 990-PF, Part II, line 10c	0.	0.

Form 990-PF	Other Investments	Statement 10

Description	Valuation Method	Book Value	Fair Market Value
Franklin Growth Fund	COST	12,057.	13,505.
Bond Fund of America	COST	127,000.	155,089.
Capital Income Builder Fund	COST	53,973.	75,139.
Capital World Growth & Income	COST	53,033.	82,808.
Lord Abbett Short Duration	COST	80,000.	83,117.
New Perspective Fund	COST	25,439.	54,888.
Washington Mutual Investors	COST	52,973.	94,113.
Franklin High Yield Tax Free	COST	8,656.	9,814.
Fundamental Investors Fund	COST	23,857.	30,726.
Ishares Dow Jones US Utilities	COST	21,623.	28,829.
Ishares S&P Global Utilities	COST	21,705.	22,457.
Ishares Core US Value	COST	16,650.	17,224.
Ishares TR MCSI EAFE Value	COST	16,510.	16,907.
Vanguard	COST	16,861.	17,736.
Sector Spdr Trust Utilities	COST	21,637.	28,435.
Franklin Total Return Fund A	COST	26,103.	24,943.
Franklin Strategic Income Fd A	COST	21,276.	20,394.
Templeton Global Bond Fund A	COST	15,207.	14,629.
MFS Bond Fund	COST	30,331.	29,449.
MFS Intl New Discovery Fund	COST	11,000.	10,970.
Total to Form 990-PF, Part II, line 13		655,891.	831,172.

Form 990-PF	Explanation Concerning Part VII-A, Line 8b	Statement 11

Explanation

According to the Tennessee Charitable Solicitation Act, an organization that receives gross contributions from the public of less than $30,000 annually, pursuant to T.C.A. 48-101-502(a)(2) is exempt from the registration requirements in the State of Tennessee. The Bartlett-Patterson Corporation is exempt.

Bartlett-Patterson Corporation
62-1706760
Information for Form 990-PF
July 31, 2014

Part XV – Item 2

The organization accepts requests and there are no preselected charitable organizations. The primary purpose of the organization is to promote the legacy of President Andrew Johnson, who was the great-great grandfather of the donor.

We have completed a book on the life of the President. We worked with Dr. Robert Orr who is well versed on this subject. We commissioned him to do this book for a specific purpose. The original commission was for him to do the "true story of the President." This book is about 80 pages plus photos, is a hardback edition and is presented to all students in the Greeneville and Greene County schools. Our initial group was all students in the 8th through 12th grade at each school located in Greene County. This is a continuing project as we return to each school each year to the 8th grade. We leave extra books for transfer students. The books are delivered by and lectures provided by the Author. We have provided books to all of the initial group. Some of these books have been provided to the National Park Service for their use.

Past projects have been acquisition of various pieces of memorabilia of the Johnson family for the National Park Service, the Presidential Library at Tusculum College and other interested public agencies.

Since Greeneville is the home of Andrew Johnson we are blessed to have the Tailor Shop, his home, his grave, and other sites maintained by the National Park Service. The corporation has assisted in providing a statue of the President and a replica of his birthplace. The Park Service opens and closes it for visitors. The corporation provides maintenance and general upkeep on an ongoing basis.

We have provided rare books relating to the President and/or his family to the Greeneville/Greene County Library and assisted the library in the renovation of acquired property for their genealogy section that houses their collection of Johnson items. They have many items from the Johnson era that are available for viewing and/or use by the public and historians.

We have also acquired three impeachment tickets for the National Park Service.

We continue to assist in the acquisition of Johnson memorabilia for the library and for the Park Service. We participate in the local "August 8" Day Celebration.

The Bartlett home was left to the local chapter of the Daughters of the American Revolution for use in their tax exempt function. We maintain the home and pay expenses such as utilities, insurance, and repairs.