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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**

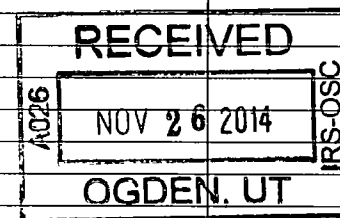
For calendar year 2013 or tax year beginning

09/01, 2013, and ending

08/31, 2014

Name of foundation JANE L. PETTWAY FOUNDATION		A Employer identification number 62-6371465						
Number and street (or P O box number if mail is not delivered to street address) 4823 OLD KINGSTON PIKE SUITE 100		B Telephone number (see instructions) 865-971-1902						
City or town, state or province, country, and ZIP or foreign postal code KNOXVILLE, TN 37919		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="1"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
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) ▶ \$ 8,837,446.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	207,134.	207,134.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	321,072.			
	b Gross sales price for all assets on line 6a	1,378,347.			
	7 Capital gain net income (from Part IV, line 2)		321,072.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	528,206.	528,206.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	39,602.	19,801.		19,801.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 2	5,415.	2,271.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	45,017.	22,072.		19,801.
	25 Contributions, gifts, grants paid	433,514.			433,514.
26 Total expenses and disbursements. Add lines 24 and 25	478,531.	22,072.		453,315.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	49,675.				
b Net investment income (if negative, enter -0-)		506,134.			
c Adjusted net income (if negative, enter -0-)					



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		250.	250.	250.
	2	Savings and temporary cash investments		241,817.	212,067.	212,067.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) STMT 3		418,144.	418,144.	402,164.
	b	Investments - corporate stock (attach schedule) STMT 4		4,237,949.	3,573,093.	5,334,746.
	c	Investments - corporate bonds (attach schedule) STMT 5		2,133,641.	2,877,869.	2,888,219.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		7,031,801.	7,081,423.	8,837,446.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				NONE
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 and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		7,031,801.	7,081,423.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		7,031,801.	7,081,423.		
31	Total liabilities and net assets/fund balances (see instructions)		7,031,801.	7,081,423.		

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	7,031,801.
2	Enter amount from Part I, line 27a	2	49,675.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,081,476.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	53.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,081,423.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,378,347.		1,057,275.	321,072.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			321,072.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	321,072.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	420,640.	8,020,340.	0.052447
2011	386,225.	7,553,960.	0.051129
2010	327,508.	7,317,060.	0.044760
2009	356,759.	7,069,049.	0.050468
2008	406,720.	7,612,128.	0.053431
2 Total of line 1, column (d)			2 0.252235
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.050447
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 8,621,025.
5 Multiply line 4 by line 3			5 434,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,061.
7 Add lines 5 and 6			7 439,966.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 453,315.

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)		1	5,061.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	5,061.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	5,061.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,492.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	2,492.	
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	2,569.	
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 ☐ NONE 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?		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ☐ 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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ THE TRUST COMPANY OF KNOXVILLE Telephone no ▶ (865) 673-3572 Located at ▶ 4823 OLD KINGSTON PIKE, KNOXVILLE, TN ZIP+4 ▶ 37919			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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) STMT 7	2b	X
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)	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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE TRUST COMPANY OF KNOXVILLE 4823 OLD KINGSTON PIKE, KNOXVILLE, TN 37919	TRUSTEE 2	39,602.	-0-	-0-
DEAN JOHN ROSS 4823 OLD KINGSTON PIKE, KNOXVILLE, TN 37919	DIRECTOR 1	-0-	-0-	-0-
MYRETTA BLACK 4823 OLD KINGSTON PIKE, KNOXVILLE, TN 37919	DIRECTOR 1	-0-	-0-	-0-
STACY E. ROETTIGER 4823 OLD KINGSTON PIKE, KNOXVILLE, TN 37919	DIRECTOR 1	-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	8,477,511.
b	Average of monthly cash balances	1b	274,799.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	8,752,310.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	8,752,310.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	131,285.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,621,025.
6	Minimum investment return. Enter 5% of line 5	6	431,051.

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	431,051.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,061.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,061.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	425,990.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	425,990.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	425,990.

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	453,315.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	453,315.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,061.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	448,254.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				425,990.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			296,875.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>453,315.</u>				
a Applied to 2012, but not more than line 2a			296,875.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				156,440.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				269,550.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the 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:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3. Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 20				433,514.
Total			▶ 3a	433,514.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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. | | |

[illegible]

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

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

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	10/09/2014 Date	Sr. Tax Manager of The Trust Co. Title
			May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	RON SHOEMAKER		10/09/2014	☒	P00021964
	Firm's name ▶ ERNST & YOUNG U.S. LLP	Firm's EIN ▶ 34-6565596			
	Firm's address ▶ ONE SEA GATE, SUITE 1200 TOLEDO, OH 43604	Phone no 419-321-6096			

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BMO SMALL-CAP GROWTH Y	12,193.	12,193.
MOUNTAIN COMMERCE(MM) .75% RATE GTD 12/3	737.	737.
CAPITALMARK (MM) VAR RATE (0.45%)	2.	2.
CAPITALMARK (MM) VAR RATE (0.95%)	292.	292.
MOUNTAIN COMMERCE(MM) .65% RATE GTD 9/30	696.	696.
PARAMETRIC EMERGING MKTS	9,178.	9,178.
FPA NEW INCOME FD	15,302.	15,302.
FNMA	18,500.	18,500.
MANNING & NAPIER DIVIDEND FOCUS A	21,499.	21,499.
METROPOLITAN WEST TOTAL RETURN BOND CL M	12,467.	12,467.
FEDERATED PRIME OBLIGATIONS INSTL FD #10	13.	13.
PIMCO SHORT TERM INSTL FD #37	416.	416.
PIMCO TOTAL RETURN FD #435 (ADMIN SHS)	10,775.	10,775.
TEMPLETON GLOBAL BOND ADV CL	39,232.	39,232.
VANGUARD TOTAL INT'L STOCK INDEX S SHS #	33,814.	33,814.
VANGUARD VALUE INDEX FD SIGNAL SHS #1346	14,108.	14,108.
VANGUARD GROWTH INDEX SIGNAL SHS FD #134	5,739.	5,739.
VANGUARD MID-CAP VALUE INDEX INV CL 835	3,004.	3,004.
VANGUARD MID-CAP GROWTH INDEX INV #832	1,011.	1,011.
VANGUARD SMALL CAP VALUE INDEX FD #860	3,206.	3,206.
WELLS FARGO CO	4,950.	4,950.
	-----	-----
TOTAL	207,134.	207,134.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	652.	
FEDERAL ESTIMATES - PRINCIPAL	2,492.	
FOREIGN TAXES ON QUALIFIED FOR	1,902.	1,902.
FOREIGN TAXES ON NONQUALIFIED	369.	369.
	-----	-----
TOTALS	5,415.	2,271.
	=====	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHED ASSET STATEMENT

418,144.

402,164.

TOTALS

418,144.

402,164.

=====

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ---
SEE ATTACHED ASSET STATEMENT	3,573,093.	5,334,746.
	-----	-----
TOTALS	3,573,093.	5,334,746.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ---
SEE ATTACHED ASSET STATEMENT	2,877,869.	2,888,219.
	-----	-----
TOTALS	2,877,869.	2,888,219.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROUNDING

1.

BASIS ADJ ON MUTUAL FUND FOR 2012 RETURN OF CAPITAL

52.

TOTAL

53.
=====

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
=====

N/A

RECIPIENT NAME:

CHARLES PURKEY

ADDRESS:

4823 OLD KINGSTON PIKE

KNOXVILLE, TN 37919

RECIPIENT'S PHONE NUMBER: 865-971-1902

FORM, INFORMATION AND MATERIALS:

APPLICATION FORM PROVIDED BY THE FOUNDATION

AND IS AVAILABLE UPON REQUEST.

SUBMISSION DEADLINES:

MARCH 31 FOR FUNDING IN THE CURRENT FISCAL YEAR.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

DETAILS ARE IN THE GRANT INFORMATION, POLICY AND PROCEDURE

DOCUMENT WHICH IS AVAILABLE UPON REQUEST.

=====

RECIPIENT NAME:

SECOND HARVEST FOOD BANK

ADDRESS:

922 DELAWARE AVENUE

KNOXVILLE, TN 37921

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOOD FOR WOMEN'S SHELTERS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 14,000.

RECIPIENT NAME:

THE NEXT DOOR

ADDRESS:

P.O. BOX 282

KNOXVILLE, TN 37901

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

REHABILITATION SERVICES FOR WOMEN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

THE SALVATION ARMY

KNOXVILLE COMMAND

ADDRESS:

409 N. BROADWAY STREET

KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSISTANCE TO THE NEEDY

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

LUTTRELL PUBLIC LIBRARY

ADDRESS:

115 PARK ROAD

LUTTRELL, TN 37779

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BOOKS AND EDUCATIONAL MATERIALS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,875.

RECIPIENT NAME:

MAYNARDVILLE PUBLIC LIBRARY

ADDRESS:

296 MAIN STREET

MAYNARDVILLE, TN 37807

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BOOKS AND EDUCATIONAL MATERIALS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 16,025.

RECIPIENT NAME:

ST JAMES EPISCOPAL CHURCH

KNOXVILLE

ADDRESS:

1101 NORTH BROADWAY

KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT ACTIVITIES OF THE CHURCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 21,862.

=====

RECIPIENT NAME:

BRICEVILLE PUBLIC LIBRARY

ADDRESS:

921 ANDY RIDGE RD

BRICEVILLE, TN 37710

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDE LITERATURE AND EDUCATION TO COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

LENOIR CITY PUBLIC LIBRARY

ADDRESS:

100 W BROADWAY ST

LENOIR CITY, TN 37771

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDE LITERATURE AND EDUCATION MATERIAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

SEVIER COUNTY PUBLIC LIBRARY

ADDRESS:

408 HIGH STREET

SEVIERVILLE, TN 37862

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDE LITERATURE AND EDUCATIONAL MATERIALS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,727.

=====

RECIPIENT NAME:

WASHBURN PUBLIC LIBRARY

ADDRESS:

7715 TENNESSEE 131

WASHBURN, TN 37888

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDE LITERATURE AND EDUCATIONAL MATERIALS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

CENTRO HISPANO DE EAST

TENNESSEE

ADDRESS:

PO BOX 10041

KNOXVILLE, TN 37939-1004

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT ACTIVITIES FOR THE COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

RESTORATION HOUSE OF EAST TENNESSEE

TENNESSEE

ADDRESS:

8912 TOWN AND COUNTRY CIRCLE, SUITE

KNOXVILLE, TN 37923

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSISTANCE TO SINGLE MOTHERS & CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,460.

RECIPIENT NAME:
KNOX COUNTY PUBLIC LIBRARY
ADDRESS:
500 W. CHURCH AVENUE
KNOXVILLE, TN 37902-2505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ARTS PROGRAMS FOR TENNAGERS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
SAFESPACE INC
ADDRESS:
636 MIDDLE CREEK ROAD
SEVIERVILLE, TN 37862
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOUSING ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
HOPE RESOURCE CENTER
ADDRESS:
2700 PAINTER AVE
KNOXVILLE, TN 37919
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASSISTANCE TO THE NEEDY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

AID TO DISTRESSED FAMILIES
APPALACHIAN COUNTIES (ADFAC)

ADDRESS:

1051 OAK RIDGE TURNPIKE
OAK RIDGE, TN 37831

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SOCIAL SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

INTERFAITH HEALTH CLINIC INC

ADDRESS:

315 GILL AVENUE
KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MEDICAL SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

LEGAL AID OF EAST TENNESSEE INC

ADDRESS:

502 S. GAY STREET
KNOXVILLE, TN 37902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDE LEGAL AID

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

=====

RECIPIENT NAME:

YWCA OF KNOXVILLE

ADDRESS:

420 WEST CLINCH AVENUE

KNOXVILLE, TN 37902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EMERGENCY NEEDS AND CHILDCARE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

HELEN ROSS MCNABB CENTER, INC

ADDRESS:

201 WEST SPRINGDALE AVE

KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SOCIAL SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 55,000.

RECIPIENT NAME:

SERTOMA CENTER INC

ADDRESS:

1400 E. FIFTH AVENUE

KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HEALTH SERVICES TO NEEDY WOMEN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 12,000.

=====

RECIPIENT NAME:

BIG BROTHER-BIG SISTER OF
EAST TENNESSEE

ADDRESS:

119 W SUMMIT HILL DRIVE #101
KNOXVILLE, TN 37902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT ACTIVITIES FOR CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MICHAEL DUNN CENTER

ADDRESS:

629 GALLAHER ROAD
KINGSTON, TN 37763

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROVIDE FOR DEVELOPMENTALLY DISABLED CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

GOODWILL INDUSTRIES
KNOXVILLE

ADDRESS:

5307 KINGSTON PIKE
KNOXVILLE, TN 37919

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL PROGRAMS FOR WOMEN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

=====

RECIPIENT NAME:

VOLUNTEER MINISTRY CENTER

ADDRESS:

511 N BROADWAY ST
KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSISTANCE TO THE NEEDY

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

CATHOLIC CHARITIES OF EAST
TENNESSEE

ADDRESS:

3009 LAKE BROOK BOULEVARD
KNOXVILLE, TN 37909

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RESIDENTIAL AND CHILDREN'S SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

EMERALD YOUTH FOUNDATION

ADDRESS:

1718 N. CENTRAL STREET
KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSISTANCE TO URBAN YOUTH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

EAST TENNESSEE HUMAN
RESOURCE AGENCY

ADDRESS:

9111 CROSS PARK DRIVE, STE D-100
KNOXVILLE, TN 37923

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SOCIAL SERVICES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

THE PUBLIC LIBRARY OF TELLICO
VILLAGE

ADDRESS:

300 IRENE LANE
LOUDON, TN 37774

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BOOKS AND EDUCATIONAL MATERIALS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,180.

RECIPIENT NAME:

HOSPITALITY PANTRIES

ADDRESS:

800 NORTHSORE DRIVE
KNOXVILLE, TN 37919

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSISTANCE TO THE NEEDY

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

=====

RECIPIENT NAME:

FOCUS GROUP PRISON MINISTRIES

ADDRESS:

6300 DEANE HILL DRIVE

KNOXVILLE, TN 37919

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSISTANCE TO INMATES AND FAMILIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MARY TIPPITT MEMORIAL LIBRARY

ADDRESS:

120 TIGER DRIVE

TOWNSEND, TN 37882

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BOOKS AND EDUCATIONAL MATERIALS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,450.

RECIPIENT NAME:

ALL SAINTS EPISCOPAL SCHOOL

ADDRESS:

3275 MAPLE VALLEY RD

MORRISTOWN, TN 37813

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BOOKS AND EDUCATIONAL MATERIALS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,935.

=====

RECIPIENT NAME:

THE FLORENCE CRITTENTON

AGENCY INC

ADDRESS:

1531 DICK LONAS RD

KNOXVILLE, TN 37909

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SOCIAL SERVICES FOR WOMEN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,500.

TOTAL GRANTS PAID:

433,514.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust

JANE L. PETTWAY FOUNDATION

Employer identification number

62-6371465

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	73,005.	62,627.		10,378.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6 ()	
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶			7	10,378.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	1,225,386.	994,648.		230,738.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.			12	
13 Capital gain distributions.			13	79,956.
14 Gain from Form 4797, Part I.			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15 ()	
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶			16	310,694.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		10,378.
18 Net long-term gain or (loss):			
a Total for year	18a		310,694.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		321,072.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 19, column (3) or **b** \$3,000 **20** ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15% ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

Name(s) shown on return

JANE L PETTWAY FOUNDATION

Social security number or taxpayer identification number

62-6371465

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	506.586 PIMCO SHORT TERM I	12/21/2012	11/07/2013	5,005.00	5,000.00			5.00
	2066.239 VANGUARD TOTAL IN INDEX S SHS #1769	11/15/2012	11/07/2013	68,000.00	57,627.00			10,373.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				73,005	62,627			10,378

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

JANE L PETTWAY FOUNDATION

62-6371465

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	200000. WELLS FARGO CO 4.950% 10/16/13	11/01/2007	10/16/2013	200,000.00	199,586.00			414.00
	1599.326 BMO SMALL-CAP GRO	07/25/2011	11/07/2013	38,000.00	32,514.00			5,486.00
	19743.336 MAINSTAY LARGE C CL I	09/18/2012	11/07/2013	200,000.00	142,739.00			57,261.00
	4721.862 MANNING & NAPIER FOCUS A	09/18/2012	11/07/2013	73,000.00	59,290.00			13,710.00
	15514.825 PIMCO SHORT TERM #37	09/18/2012	11/07/2013	153,286.00	151,186.00			2,100.00
	2935.223 VANGUARD VALUE IN SIGNAL SHS #1346	02/27/2012	11/07/2013	87,000.00	60,771.00			26,229.00
	1544.029 VANGUARD GROWTH I SHS FD #1347	02/27/2012	11/07/2013	64,000.00	47,078.00			16,922.00
	1405.152 VANGUARD MID-CAP INV CL 835	02/27/2012	11/07/2013	42,000.00	31,307.00			10,693.00
	1192.605 VANGUARD MID-CAP INV #832	08/13/2012	11/07/2013	40,000.00	30,781.00			9,219.00
	1717.901 VANGUARD SMALL CA INDEX FD #860	10/05/2012	11/07/2013	38,000.00	29,926.00			8,074.00
	1452.02 PARAMETRIC EMERGIN	11/22/2010	06/17/2014	23,000.00	22,710.00			290.00
	1531.191 MAINSTAY LARGE CA CL I	11/15/2012	06/17/2014	16,200.00	11,591.00			4,609.00
	3381.643 MANNING & NAPIER FOCUS A	11/15/2012	06/17/2014	56,000.00	41,759.00			14,241.00
	1512.989 VANGUARD TOTAL IN INDEX S SHS #1769	11/15/2012	06/17/2014	53,000.00	42,197.00			10,803.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

JANE L. PETTWAY FOUNDATION

62-6371465

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	1553.931 VANGUARD VALUE IN SIGNAL SHS #1346	11/15/2012	06/17/2014	51,000.00	32,297.00			18,703.00
	856.407 VANGUARD GROWTH IN SHS FD #1347	11/15/2012	06/17/2014	39,900.00	24,223.00			15,677.00
	621.854 VANGUARD MID-CAP V INV CL 835	02/27/2012	06/17/2014	21,000.00	13,855.00			7,145.00
	401.606 VANGUARD MID-CAP G INV #832	08/13/2012	06/17/2014	15,000.00	10,365.00			4,635.00
	601.202 VANGUARD SMALL CAP FD #860	10/05/2012	06/17/2014	15,000.00	10,473.00			4,527.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				1,225,386	994,648			230,738

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Jane L. Pettway Foundation

Account Number: 70127004

Statement Period: 08/01/2014 - 08/31/2014

Portfolio Detail

	Symbol	Qty	Market Value	Cost	Estimated Annual Inc	Accruals	Yield
Cash & Cash Equivalents							
Cash			250.00	250.00		0.00	
Federated Prime Obligations Instl Fd #10 - P	POIXX	212,067.460	212,067.46	212,067.46	63.62	4.11	0.03
Total Cash & Cash Equivalents			212,317.46	212,317.46	63.62	4.11	0.03
Domestic Equity							
BMO Small-Cap Growth Y	MRSCX	8,077.314	180,204.88	163,780.57	0.00	0.00	0.00
Mainstay Large Cap Growth Fd CI	MLAIX	94,952.578	1,049,225.99	572,172.09	0.00	0.00	0.00
Manning & Napier Dividend Focus A	MNOFX	51,752.034	876,161.94	628,291.83	19,127.55	0.00	2.18
Vanguard Growth Index Signal Shs Fd #1347	VIGSX	9,259.353	449,726.78	228,798.62	5,166.72	0.00	1.15
Vanguard Mid-Cap Growth Index Inv #832	VMGIX	5,613.910	218,830.21	144,788.17	943.14	0.00	0.43
Vanguard Mid-Cap Value Index Inv CI 835	VMVIX	6,235.889	215,761.76	138,935.60	2,731.32	0.00	1.27
Vanguard Small Cap Value Index Fd #880	VISVX	7,413.416	187,633.56	128,201.21	2,965.37	0.00	1.58
Vanguard Value Index Fd Signal Shs #1346	VVISX	17,556.958	589,562.65	350,085.73	12,763.91	0.00	2.16
Total Domestic Equity			3,767,107.77	2,355,053.82	43,698.01	0.00	1.16
International Equity							
Parametric Emerging Mkts	EIEMX	32,637.777	535,585.92	389,485.78	0.00	0.00	0.00
Vanguard Total Int'l Stock Index S Shs #1769	VTSGX	29,707.900	1,032,052.45	828,553.33	31,668.62	0.00	3.07
Total International Equity			1,567,638.37	1,218,039.11	31,668.62	0.00	2.02
Fixed Income							
FNMA 4.625% 10/15/14		400,000.000	402,163.60	418,143.60	18,500.00	6,988.89	4.60
FPA New Income Fd	FPNIX	66,678.555	682,788.40	690,000.00	24,004.28	0.00	3.52
Metropolitan West Total Return Bond CI M	MWTRX	53,810.615	585,997.60	566,929.13	12,607.83	980.78	2.15
Pimco Total Return Fd #435 (Admin Shs)	PTRAX	51,725.324	568,461.31	548,575.86	11,151.98	981.51	1.96
Templeton Global Bond Adv CI	TGBAX	78,665.515	1,050,971.28	1,072,364.41	36,414.27	0.00	3.46
Total Fixed Income			3,290,382.19	3,296,013.00	102,678.36	8,951.18	3.12
Total Investments			8,837,445.79	7,081,423.39	178,108.61	8,955.29	2.02