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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
CARE FOUNDATION OF AMERICA INC

A Employer identification number
62-1802653

Number and street (or P O box number if mail is not delivered to street address)
750 OLD HICKORY BLVD NO 150

Room/suite

B Telephone number (see instructions)
(615) 257-0633

City or town, state or province, country, and ZIP or foreign postal code
BRENTWOOD, TN 37027

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)*▶$ 48,497,565

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) (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	240,451	240,451		
	4	Dividends and interest from securities.	608,276	606,812		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,632,616			
	b	Gross sales price for all assets on line 6a 17,519,816				
	7	Capital gain net income (from Part IV, line 2)		1,632,616		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	228,881	228,881		
	12	**Total.** Add lines 1 through 11	2,710,224	2,708,760		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	203,010	29,988		143,033
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	450	225		0
	b	Accounting fees (attach schedule)	12,000	6,000		0
	c	Other professional fees (attach schedule)	202,729	202,729		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	2,080	0		0
	21	Travel, conferences, and meetings	1,429	0		715
	22	Printing and publications				
	23	Other expenses (attach schedule)	21,251	17,557		27
	24	**Total operating and administrative expenses.** Add lines 13 through 23	442,949	256,499		143,775
	25	Contributions, gifts, grants paid	2,340,205			2,340,205
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,783,154	256,499		2,483,980
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-72,930			
	b	**Net investment income** (if negative, enter -0-)		2,452,261		
	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	1,108,120	940,415	940,415
	2	Savings and temporary cash investments			
	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	160		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	47,882,978	47,531,462	47,557,150
	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)	48,991,258	48,471,877	48,497,565
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 ▶ ________)	17,125	41,439	
	23	**Total liabilities** (add lines 17 through 22)	17,125	41,439	
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	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	48,974,133	48,430,438	
	30	**Total net assets or fund balances** (see instructions)	48,974,133	48,430,438	
	31	**Total liabilities and net assets/fund balances** (see instructions)	48,991,258	48,471,877	

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	48,974,133
2	Enter amount from Part I, line 27a	2	-72,930
3	Other increases not included in line 2 (itemize) ▶ ________	3	0
4	Add lines 1, 2, and 3	4	48,901,203
5	Decreases not included in line 2 (itemize) ▶ ________	5	470,765
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	48,430,438

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a	See Additional Data Table			
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	1,632,616
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 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))
2013			
2012			
2011			
2010			
2009			

2	**Total** of line 1, column (d).	2	
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	
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	
8	Enter qualifying distributions from Part XII, line 4.	8	

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 page 18 of the 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	49,045
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	49,045
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	49,045
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	38,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	40,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	78,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	703
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	28,252
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 28,252 **Refunded** ▶			11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶C THOMAS DAVENPORT JR Telephone no ▶(615) 257-0633

Located at ▶750 OLD HICKORY BLVD SUITE 150 BRENTWOOD TN ZIP+4 ▶37027

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 |

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **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)?	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 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (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		
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	
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	
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	47,306,212
b	Average of monthly cash balances.		1b	870,923
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	48,177,135
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	48,177,135
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	722,657
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	47,454,478
6	**Minimum investment return.** Enter 5% of line 5.		6	2,372,724

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	2,372,724
2a	Tax on investment income for 2014 from Part VI, line 5.	2a 49,045		
b	Income tax for 2014 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	49,045
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	2,323,679
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	2,323,679
6	Deduction from distributable amount (see instructions).		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.		7	2,323,679

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,483,980
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	2,483,980
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	2,483,980

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,323,679
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 2,483,980				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				2,323,679
e Remaining amount distributed out of corpus	160,301			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	160,301			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	160,301			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . . 160,301				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
See Additional Data Table				
Total . . . . ▶ **3a**				2,340,205
b *Approved for future payment*				
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 (See instructions)
	(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	240,451	
4 Dividends and interest from securities. . . .			14	608,276	
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.			14	228,881	
8 Gain or (loss) from sales of assets other than inventory			18	1,632,616	
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		2,710,224	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 2,710,224

(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) (See instructions)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee	Date	Title
******	2015-11-13	******

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
SANDRA L LONG		2015-11-13	☐	P00547043

Firm's name ▶ KRAFTCPAS PLLC

Firm's EIN ▶ 62-0713250

Firm's address ▶ 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228

Phone no (615) 242-7351

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FROM K-1S	P	2014-12-31	2014-12-31
FROM K-1S	P	2014-12-31	2014-12-31
197 SHS ALLIANZ AKTIENGES ADR	P	2014-01-13	2014-03-24
500 SHS BNP PARIBAS SPON ADR	P	2013-03-20	2014-01-07
102 SHS CENTURYLINK INC	P	2014-01-13	2014-08-12
307 SHS CHINA CONSTRUCTION ADR	P	2014-01-13	2014-03-24
91 SHS ENI S P A ADR	P	2014-01-13	2014-06-30
300 SHS ILLINOIS TOOL WORKS INC	P	2014-12-31	2014-01-08
27 SHS INTERNATIONAL BUS MACHINES	P	2014-01-13	2014-02-24
1,250 SHS J SAINSBURY SPN ADR NEW	P	2014-12-31	2014-11-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
300			300
81,068			81,068
3,225		3,473	-248
19,198		13,624	5,574
4,151		3,176	975
4,026		4,418	-392
4,972		4,308	664
24,760		21,847	2,913
4,976		5,031	-55
19,572		27,172	-7,600

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			300
			81,068
			-248
			5,574
			975
			-392
			664
			2,913
			-55
			-7,600

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
250 SHS LORILLARD INC COM	P	2014-12-31	2014-06-30
108 SHS MARATHON OIL CORP	P	2014-01-13	2014-10-10
391 SHS MUNICH RE GROUP ADR	P	2014-01-13	2014-08-13
700 SHS MYLAN INC	P	2014-12-31	2014-03-18
1,113 SHS NIKON CORP PLC	P	2014-12-31	2014-03-19
826 446 SHS OW REAL RETURN FUND	P	2014-05-21	2014-09-11
191 SHS SANOFI ADR	P	2014-01-13	2014-10-30
972 SHS SWATCH GROUP AG UNSPON ADR	P	2014-12-31	2014-09-11
85 SHS TARGET CORP	P	2014-01-13	2014-06-30
7,308 SHS TELE2 AB ADR	P	2014-12-31	2014-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,260		11,575	3,685
3,725		3,730	-5
7,789		8,184	-395
37,572		31,230	6,342
18,722		27,327	-8,605
7,000		7,512	-512
8,655		9,579	-924
25,738		30,720	-4,982
4,923		5,256	-333
43,475		44,605	-1,130

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			3,685
			-5
			-395
			6,342
			-8,605
			-512
			-924
			-4,982
			-333
			-1,130

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
150 SHS VIACOM INC CL B NEW	P	2013-03-14	2014-01-17
126 SHS VOLKSWAGEN AG ADR	P	2014-01-13	2014-10-30
46 SHS WALGREEN CO	P	2014-01-13	2014-09-09
2,431 SHS WEIR GROUP PLC ADR	P	2014-12-31	2014-12-31
300 SHS WHITING PETROLEUM	P	2014-06-13	2014-12-11
100 SHS NXP SEMICONDUCTORS	P	2014-05-19	2014-10-10
1,250 SHS ALLIANZ AKTIENGES ADR	P	2014-12-31	2014-03-26
200 SHS CVS HEALTH CORP	P	2014-12-31	2014-01-06
775 SHS CENTURYLINK INC	P	2014-12-31	2014-08-12
3,450 SHS CHINA CONSTRUCTION ADR	P	2014-12-31	2014-03-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,918		9,536	3,382
5,267		6,979	-1,712
2,896		2,807	89
51,074		44,424	6,650
9,872		23,405	-13,533
5,683		6,043	-360
20,589		12,834	7,755
13,940		8,930	5,010
31,542		29,363	2,179
45,437		52,730	-7,293

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			3,382
			-1,712
			89
			6,650
			-13,533
			-360
			7,755
			5,010
			2,179
			-7,293

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
400 SHS SINOPEC CHINA PETE&CHM ADR	P	2014-12-31	2014-03-20
725 SHS ENI S P A ADR	P	2014-12-31	2014-06-30
250 SHS IMPERIAL TOBACCO LT ADR	P	2014-12-31	2014-09-09
320 SHS INTERNATIONAL BUS MACHINES	P	2014-12-31	2014-02-24
600 SHS L BRANDS INC	P	2014-12-31	2014-10-13
750 SHS MARATHON OIL CORP	P	2014-12-31	2014-10-14
2,825 SHS MUNICH RE GROUP ADR	P	2014-12-31	2014-08-13
900 SHS NIKON CORP PLC UNSPON ADR	P	2014-12-31	2014-03-24
12,605 042 SHS O W LARGE CAP STRATEGIES FD	P	2013-05-16	2014-09-11
26,713 058 SHS O W SMALL & MID CAP FUND	P	2014-12-31	2014-09-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34,024		35,505	-1,481
38,028		31,391	6,637
21,570		19,869	1,701
58,977		61,444	-2,467
39,139		34,548	4,591
25,357		20,787	4,570
58,984		34,816	24,168
14,747		25,336	-10,589
165,000		141,176	23,824
460,000		409,210	50,790

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-1,481
			6,637
			1,701
			-2,467
			4,591
			4,570
			24,168
			-10,589
			23,824
			50,790

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
24,038 462 SHS O W REAL RETURN FUND	P	2014-12-31	2014-01-13
86,157 821 SHS O W STRATEGIC OPPTYS FUND	P	2014-12-31	2014-12-31
1,100 SHS SANOFI ADR	P	2014-12-31	2014-10-30
1,750 SHS SUMITOMO METAL MIN CO LTD	P	2013-08-27	2014-09-12
775 SHS TARGET CORP	P	2014-12-31	2014-06-30
2,475 SHS TELE2 AB ADR	P	2014-12-31	2014-05-24
1,050 SHS TOTAL SA ADR	P	2014-12-31	2014-12-31
850 SHS VOLKSWAGEN AG ADR	P	2014-12-31	2014-10-31
600 SHS WALGREEN CO	P	2014-12-31	2014-12-31
1,600 SHS WEIR GROUP PLC ADR	P	2014-12-31	2014-09-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
200,000		248,395	-48,395
685,000		661,239	23,761
49,847		38,759	11,088
27,473		24,441	3,032
44,882		42,799	2,083
14,808		23,485	-8,677
66,548		55,199	11,349
35,553		31,256	4,297
39,116		21,695	17,421
33,803		26,458	7,345

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-48,395
			23,761
			11,088
			3,032
			2,083
			-8,677
			11,349
			4,297
			17,421
			7,345

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
300 SHS ZIMMER HLDGS INC	P	2012-05-02	2014-01-07
400 SHS ACCENTURE PLC CL A	P	2014-12-31	2014-01-07
500 SHS ACE LIMITED	P	2014-12-31	2014-01-08
600 SHS AVAGO TECHNOLOGIES	P	2014-12-31	2014-12-31
105,000 SHS FEDERAL HOME LOAN BANK	P	2013-11-14	2014-10-06
280,000 SHS US TRESURY NOTE	P	2014-12-31	2014-12-31
625,000 SHS US TREASURY NOTE	P	2014-09-02	2014-12-15
75,000 SHS AMERICAN EXPRESS CO	P	2010-09-14	2014-01-15
150,000 SHS ANHEUSER-BUSCH INBEV FIN	P	2013-01-14	2014-05-15
100,000 SHS FPL GORUP CAPITAL INC	P	2012-05-22	2014-11-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
28,286		19,257	9,029
32,512		22,501	10,011
50,153		33,399	16,754
41,876		22,621	19,255
104,806		104,717	89
279,911		279,374	537
626,025		625,397	628
77,583		75,230	2,353
150,866		149,991	875
101,535		102,318	-783

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			9,029
			10,011
			16,754
			19,255
			89
			537
			628
			2,353
			875
			-783

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
480,000 SHS FEDERAL HOME LOAN BANK	P	2010-10-12	2014-12-23
20,000 SHS FED NATL MTG ASSOC	P	2010-09-14	2014-01-15
75,000 SHS MEDCO HEALTH SOLUTIONS	P	2010-09-14	2014-12-23
100,000 SHS NJ ECON DEV AUTH TAXABLE	P	2011-03-08	2014-09-01
75,000 SHS SHELL INTERNATIONAL FIN	P	2010-09-21	2014-06-20
457,000 SHS US TREASURY BONDS	P	2014-12-31	2014-12-31
75,000 SHS SOUTHERN CO	P	2010-09-13	2014-12-23
520,000 SHS US TREASURY NOTE	P	2013-08-15	2014-09-02
1325 222 SHS FPA CRESENT PORTFOLIO FUND CL I	P	2014-12-31	2014-09-30
115 27 SHS NATIXIS GATEWAY FUND CL Y	P	2013-12-18	2014-09-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
485,616		487,185	-1,569
20,637		20,633	4
76,012		75,347	665
100,000		100,624	-624
77,053		78,347	-1,294
628,500		660,326	-31,826
75,662		74,986	676
520,102		518,505	1,597
45,058		44,638	420
3,403		3,319	84

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-1,569
			4
			665
			-624
			-1,294
			-31,826
			676
			1,597
			420
			84

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3254 902 SHS PIMCO ALL ASSET FUND CL I	P	2014-06-27	2014-09-30
9036 145 SHS TORTOISE MLP & PIPELINE FUND	P	2014-09-30	2014-12-30
298 018 SHS VANGUARD EXTENDED MARKET INDEX FUND	P	2014-09-30	2014-12-30
1,046 SHS VANGUARD FTSE ENERGING MARKETS	P	2014-12-31	2014-04-01
3033 937 SHS WHITEBOX TACTICAL OPPORTUNITIES FUND	P	2014-12-31	2014-09-30
1272 463 SHS FPA CRESENT PORTFOLIO FUND CL I	P	2014-12-31	2014-04-03
3952 176 SHS FPA CRESENT PORTFOLIO FUND CL I	P	2014-12-31	2014-09-30
3,650 SHS JPMORGAN CHASE & CO ALERIAN MLP INDEX	P	2014-12-31	2014-05-01
365 SHS JPMORGAN CHASE & CO ALERIAN MLP INDEX	P	2012-12-28	2014-07-30
6,681 SHS JPMORGAN CHASE & CO ALERIAN MLP INDEX	P	2014-12-31	2014-09-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
39,970		41,500	-1,530
150,000		170,491	-20,491
20,000		18,894	1,106
42,765		41,746	1,019
37,985		38,682	-697
42,882		36,134	6,748
134,374		124,397	9,977
177,664		143,147	34,517
18,708		13,837	4,871
353,479		232,391	121,088

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-1,530
			-20,491
			1,106
			1,019
			-697
			6,748
			9,977
			34,517
			4,871
			121,088

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
14,257 SHS JPMORGAN CHASE & CO ALERIAN MLP INDEX	P	2011-09-30	2014-09-26
208,505 SHS NATIXIS GATEWAY FUND CL Y	P	2014-12-31	2014-07-30
10,892 644 SHS NATIXIS GATEWAY FUND CL Y	P	2014-12-31	2014-09-30
979 21 SHS PIMCO ALL ASSET FUND CL I	P	2014-12-31	2014-04-03
44,336 057 SHS PIMCO ALL ASSET FUND CL I	P	2014-12-31	2014-09-30
3,360 08 SHS RIVERPARK SHORT TERM HIGH YIELD	P	2014-12-31	2014-10-30
9,869 739 SHS RIVERPARK SHORT TERM HIGH YIELD	P	2014-12-31	2014-11-26
1,765 893 SHS RIVERPARK SHORT TERM HIGH YIELD	P	2014-12-31	2014-12-30
5,487 SHS UBS AG JERSEY BRH E TRACS LTD	P	2014-12-31	2014-09-26
4,174 SHS UBS AG JERSEY BRH E TRACS LTD	P	2013-11-27	2014-12-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
748,848		485,486	263,362
6,163		5,771	392
321,551		304,060	17,491
12,044		12,302	-258
544,447		531,481	12,966
33,500		33,501	-1
98,500		98,406	94
17,500		17,611	-111
247,705		186,065	61,640
171,443		164,670	6,773

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			263,362
			392
			17,491
			-258
			12,966
			-1
			94
			-111
			61,640
			6,773

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
67 105 SHS VANGUARD 500 INDEX FUND ADM #540	P	2014-12-31	2014-10-30
12,184 SHS VANGUARD FTSE EMERGING MARKETS	P	2014-12-31	2014-04-01
623 SHS VANGUARD SPECIALIZED PORTFOLIOS DIVIDEND APPR	P	2014-12-31	2014-06-27
2,721 617 SHS WHITEBOX TACTICAL OPPORTUNITIES FUND	P	2013-01-02	2014-04-03
34,138 111 SHS WHITEBOX TACTICAL OPPORTUNITIES FUND	P	2014-12-31	2014-09-30
17,912 251 SHS DTC MULTI-STRATEGY FUND	P	2014-09-30	2014-10-31
4,810 61 SHS LARGE CAP US EQUITY FUND	P	2014-12-31	2014-09-30
46,787 SHS SMALL/MID CAP US EQUITY FUND	P	2014-12-31	2014-09-30
40,470 791 SHS CORE FIXED INCOME FUND	P	2014-12-31	2014-04-30
5,729 778 SHS CORE FIXED INCOME FUND	P	2010-09-30	2014-10-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,365		9,994	2,371
498,138		496,778	1,360
48,440		35,158	13,282
35,000		31,244	3,756
427,409		403,255	24,154
175,000		174,548	452
135,864		131,090	4,774
2,177		2,566	-389
390,000		409,784	-19,784
55,500		57,947	-2,447

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			2,371
			1,360
			13,282
			3,756
			24,154
			452
			4,774
			-389
			-19,784
			-2,447

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
20,063 356 SHS CORE FIXED INCOME FUND	P	2010-09-30	2014-11-28
28,068 811 SHS DTC CREDIT OPPORTUNITY COMMON FUND	P	2014-12-31	2014-04-30
2,028 54 SHS DTC CREDIT OPPORTUNITY COMMON FUND	P	2014-12-31	2014-09-30
1,418 285 SHS DTC CREDIT OPPORTUNITY COMMON FUND	P	2014-12-31	2014-10-31
13,363 836 SHS DTC CREDIT OPPORTUNITY COMMON FUND	P	2014-12-31	2014-11-28
41,183 893 SHS DTC CREDIT OPPORTUNITY COMMON FUND	P	2014-12-31	2014-12-31
5,987 373 SHS DTC CREDIT OPPORTUNITY COMMON FUND	P	2014-12-31	2014-03-31
36,391 792 SHS DTC CREDIT OPPORTUNITY COMMON FUND	P	2014-12-31	2014-04-30
10,073 148 SHS DTC CREDIT OPPORTUNITY COMMON FUND	P	2014-12-31	2014-09-30
507 953 SHS FPA CRESENT PORTFOLIO FUND CL I	P	2010-09-07	2014-04-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
195,000		202,857	-7,857
415,000		432,739	-17,739
30,000		31,817	-1,817
21,000		22,305	-1,305
197,500		210,922	-13,422
600,000		653,782	-53,782
80,000		68,964	11,036
485,000		408,413	76,587
135,000		119,388	15,612
17,118		12,612	4,506

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-7,857
			-17,739
			-1,817
			-1,305
			-13,422
			-53,782
			11,036
			76,587
			15,612
			4,506

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
8,965 471 FPA CRESENT PORTFOLIO FUND CL L	P	2010-09-07	2014-09-30
3,220 96 SHS INTERNATIONAL EQUITY FUND	P	2014-12-31	2014-06-30
2,241 674 SHS INTERNATIONAL EQUITY FUND	P	2014-12-31	2014-11-28
29,016 099 SHS LARGE CAP US EQUITY FUND	P	2014-12-31	2014-09-30
3,174 447 SHS NATIXIS GATEWAY FUND CL Y	P	2010-09-07	2014-07-30
16,384 989 SHS NATIXIS GATEWAY FUND CL Y	P	2014-12-31	2014-09-30
1,053 309 PIMCO ALL ASSETS FUND CLASS I	P	2014-12-31	2014-04-03
7,843 926 SHS PIMCO ALL ASSETS FUND CLASS I	P	2010-09-07	2014-09-22
45,171 646 SHS PIMCO ALL ASSETS FUND CLASS I	P	2014-12-31	2014-09-30
3,203 51 SHS SMALL/MID CAP US EQUITY FUND	P	2014-12-31	2004-04-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
304,826		222,613	82,213
90,000		86,804	3,196
60,000		60,727	-727
819,489		682,900	136,589
93,837		79,488	14,349
483,685		410,277	73,408
12,956		13,097	-141
97,500		97,029	471
554,708		555,046	-338
150,000		155,548	-5,548

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			82,213
			3,196
			-727
			136,589
			14,349
			73,408
			-141
			471
			-338
			-5,548

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
14,612 62 SHS SMALL/MID CAP US EQUITY FUND	P	2014-12-31	2014-09-30
285 657 SHS VANGUARD 500 INDEX FUND	P	2010-09-07	2014-10-30
677 366 SHS VANGUARD 500 INDEX FUND	P	2010-09-07	2014-11-26
1,092 118 SHS VANGUARD SHORT TERM BOND INDEX	P	2014-12-31	2014-10-30
9,306 743 SHS VANGUARD SHORT TERM BOND INDEX	P	2010-09-07	2014-11-26
1,431 297 SHS VANGUARD SHORT TERM BOND INDEX	P	2010-09-07	2014-12-30
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
679,916		736,396	-56,480
52,635		28,831	23,804
130,000		68,365	61,635
11,500		11,668	-168
98,000		99,396	-1,396
15,000		15,939	-939
513,948			513,948

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-56,480
			23,804
			61,635
			-168
			-1,396
			-939
			513,948

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
C THOMAS DAVENPORT JR 750 OLD HICKORY BLVD 150 BRENTWOOD,TN 37027	PRESIDENT/DIRECTOR 10 00	85,042	0	0
JOSEPH KEANE 750 OLD HICKORY BLVD 150 BRENTWOOD,TN 37027	VICE PRESIDENT/CFO/DIRECTOR 10 00	85,042	0	0
JAMES USDAN 750 OLD HICKORY BLVD 150 BRENTWOOD,TN 37027	DIRECTOR 5 00	2,500	0	0
LEIGH SPRUILL 750 OLD HICKORY BLVD 150 BRENTWOOD,TN 37027	DIRECTOR 5 00	2,000	0	0
NATALIE HENLEY 750 OLD HICKORY BLVD 150 BRENTWOOD,TN 37027	SECRETARY/CONTROLLER 6 00	26,426	0	0
TAUSHA ALEXANDER 750 OLD HICKORY BLVD 150 BRENTWOOD,TN 37027	DIRECTOR 5 00	2,000	0	0

Form 990PF Part XV Line 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*				
TEACH FOR AMERICA 220 ATHENS WAY SUITE 300 NASHVILLE,TN 37228	NONE	NONE	TO FURTHER EXEMPT PURPOSE	250,000
HEALING HANDS 210 MEMORIAL DRIVE BRISTOL,TN 37620	NONE	NONE	TO FURTHER EXEMPT PURPOSE	791,000
INTERFAITH DENTAL CLINIC 1721 PATTERSON STREET NASHVILLE,TN 37203	NONE	NONE	TO FURTHER EXEMPT PURPOSE	250,000
NASHVILLE SYMPHONY 1 SYMPHONY PL NASHVILLE,TN 37201	NONE	NONE	TO FURTHER EXEMPT PURPOSE	304,205
ABE'S GARDEN 115 WOODMONT BLVD NASHVILLE,TN 37205	NONE	NONE	TO FURTHER EXEMPT PURPOSE	745,000
Total . . . . ▶ **3a**				2,340,205

TY 2014 Accounting Fees Schedule

Name: CARE FOUNDATION OF AMERICA INC

EIN: 62-1802653

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	12,000	6,000		0

TY 2014 Investments - Other Schedule

Name: CARE FOUNDATION OF AMERICA INC

EIN: 62-1802653

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BESSEMER	FMV	22,713,022	22,713,022
DIVERSIFIED	FMV	24,818,440	24,844,128

TY 2014 Legal Fees Schedule

Name: CARE FOUNDATION OF AMERICA INC

EIN: 62-1802653

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	450	225		0

TY 2014 Other Decreases Schedule

Name: CARE FOUNDATION OF AMERICA INC

EIN: 62-1802653

Description	Amount
UNREALIZED GAINS/(LOSSES)	470,765

TY 2014 Other Expenses Schedule

Name: CARE FOUNDATION OF AMERICA INC

EIN: 62-1802653

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	2,103	0		0
TELEPHONE & INTERNET	134	0		27
BANK CHARGES	181	0		0
OTHER	1,276	0		0
FOREIGN TAX EXPENSE	17,557	17,557		0

TY 2014 Other Income Schedule

Name: CARE FOUNDATION OF AMERICA INC

EIN: 62-1802653

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	228,881	228,881	228,881

TY 2014 Other Liabilities Schedule

Name: CARE FOUNDATION OF AMERICA INC

EIN: 62-1802653

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED EXPENSES	17,125	41,439

TY 2014 Other Professional Fees Schedule

Name: CARE FOUNDATION OF AMERICA INC

EIN: 62-1802653

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	202,729	202,729		0