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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2014Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THOMAS M GARROTT FOUNDATION			A Employer identification number 62-6289645	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908			B Telephone number (see instructions) (615) 748-4109	
City or town ORLANDO		State FL	ZIP code 32802-1908	
Foreign country name		Foreign province/state/county		Foreign postal code
G Check all that apply. ☐ 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				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,093,314			J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	
D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ 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)	900,000			
	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	520,862	520,588		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	90,322			
	b Gross sales price for all assets on line 6a 1,500,220				
	7 Capital gain net income (from Part IV, line 2)		90,322		
	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)	74,539	129,779			
12 Total. Add lines 1 through 11	1,585,723	740,689	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,126	4,063		4,063
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,039	2,517		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,965	1,965		
	24 Total operating and administrative expenses. Add lines 13 through 23	32,630	8,545	0	6,563
	25 Contributions, gifts, grants paid	612,900			612,900
26 Total expenses and disbursements. Add lines 24 and 25	645,530	8,545	0	619,463	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	940,193				
b Net investment income (if negative, enter -0-)		732,144			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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JANUARY 29 2015
FBI NEW YORK

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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				
	2	Savings and temporary cash investments	295,493	941,120	941,120	
	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				
	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)	7,963,472	8,432,124	12,152,194		
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)	8,258,965	9,373,244	13,093,314		
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)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27	Capital stock, trust principal, or current funds	8,258,965	9,373,244		
	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)	8,258,965	9,373,244		
31	Total liabilities and net assets/fund balances (see instructions)	8,258,965	9,373,244			

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	8,258,965
2	Enter amount from Part I, line 27a	2	940,193
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	174,086
4	Add lines 1, 2, and 3	4	9,373,244
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,373,244

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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 See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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

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

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	90,322
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	0

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

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

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

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

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

(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	562,203	10,578,017	0.053148
2012	378,119	9,338,237	0.040491
2011	519,315	8,974,138	0.057868
2010	393,443	8,128,173	0.048405
2009	261,194	6,798,052	0.038422

2 Total of line 1, column (d)	2	0.238334
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	0.047667
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	11,593,339
5 Multiply line 4 by line 3	5	552,620
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,321
7 Add lines 5 and 6	7	559,941
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	619,463

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	7,321	
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	7,321	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	7,321	
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	13,701	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	13,701	
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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,380	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
1c 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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN		
8b 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (615) 748-4109 Located at ▶ P.O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 2014?	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 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	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 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)? ☐ Yes ☒ No
- 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
- 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

5b

N/A

6b

X

7b

N/A

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
SUNTRUST BANKS, INC. P.O. BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	8,126		

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

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

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	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	11,550,985
b	Average of monthly cash balances	1b	218,902
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,769,887
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	
3	Subtract line 2 from line 1d	3	11,769,887
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	176,548
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,593,339
6	Minimum investment return. Enter 5% of line 5	6	579,667

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	579,667
2a	Tax on investment income for 2014 from Part VI, line 5	2a	7,321
b	Income tax for 2014. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,321
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	572,346
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	572,346
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	572,346

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	619,463
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	
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	619,463
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	7,321
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	612,142

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				572,346
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____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013	442			
f Total of lines 3a through e	442			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 619,463				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				572,346
e Remaining amount distributed out of corpus	47,117			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	47,559			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	47,559			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	442			
e Excess from 2014	47,117			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A****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 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**b** 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon:**a** "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test—enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0

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).)

N/A

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.

N/A

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.**ARTHUR OLIVER NATIONAL BANK OF COMMERCE****b** The form in which applications should be submitted and information and materials they should include:**LETTER STATING REQUEST****c** Any submission deadlines:

NONE

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

NONE

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	612,900
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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					
4	Dividends and interest from securities			14	520,862	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	90,322	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>MARKWEST ENERGY</u>	900099	-21,436			
b	<u>ENTERPRISE PRODUCTS</u>	900099	-10,185	18	19,305	
c	<u>KINDER MORGAN ENERGY</u>	900099	-2,840	18	110,507	
d	<u>PLAINS ALL AMERICAN</u>	900099	-20,779			
e	<u>MOVIE INVESTORS</u>			14	-33	
12	Subtotal. Add columns (b), (d), and (e)		-55,240		740,963	0
13	Total. Add line 12, columns (b), (d), and (e)				13	685,723

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2014▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

THOMAS M GARROTT FOUNDATION

Employer identification number

62-6289645

Organization type (check one).**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Page 3

Name of organization
THOMAS M GARROTT FOUNDATION

Employer identification number
62-6289645

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Page **4**Name of organization
THOMAS M GARROTT FOUNDATIONEmployer identification number
62-6289645

Part III **Exclusively** religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$0.

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----

THOMAS M GARROTT FOUNDATION

62-6289645 Page 1 of 8

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MAJENGO SECONDARY SCHOOL

Street

City	KILLIMANJARO	State	Zip Code	Foreign Country
				Tanzania
Relationship	NONE	Foundation Status	PC	
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES			Amount
				1,100

Name

THE BOYS AND GIRLS CLUB

Street

1729 17TH AVE

City	VERO BEACH	State	Zip Code	Foreign Country
		FL	32960-3641	
Relationship	NONE	Foundation Status	PC	
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES			Amount
				25,000

Name

INDEPENDENT PRESBYTERIAN CHURCH

Street

4738 WALNUT GROVE ROAD

City	MEMOHS	State	Zip Code	Foreign Country
		TN	38117	
Relationship	NONE	Foundation Status	PC	
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES			Amount
				30,000

Name

DIXON GALLERY AND GARDENS

Street

4339 PARK AVENUE

City	MEMPHIS	State	Zip Code	Foreign Country
		TN	38117	
Relationship	NONE	Foundation Status	PC	
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES			Amount
				52,200

Name

THE WOLF RIVER CONSERVANCY

Street

EPPING WAY DRIVE

City	MEMPHIS	State	Zip Code	Foreign Country
		TN	38128	
Relationship	NONE	Foundation Status	PC	
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES			Amount
				100

Name

SECOND PRESBYTERIAN CHURCH

Street

700 PINE STREET

City	CHATTANOOGA	State	Zip Code	Foreign Country
		TN	37402	
Relationship	NONE	Foundation Status	PC	
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES			Amount
				3,900

THOMAS M GARROTT FOUNDATION

62-6289645 Page 2 of 8

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE VERO BEACH MUSEUM OF ART

Street

3001 RIVERSIDE PARK DRIVE

City

VERO BEACH

State

FL

Zip Code

32963

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,500

Name

THE EXCEPTIONAL FOUNDATION

Street

1616 OXMOOR ROAD

City

BIRMINGHAM

State

AL

Zip Code

35209

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

50,000

Name

RHODES COLLEGE FOUNDATION

Street

2000 N PARKWAY

City

MEMPHIS

State

TN

Zip Code

38112

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

170,000

Name

TEACH FOR AMERICA

Street

519 8TH AVE

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

10,000

Name

UNIVERSITY OF MEMPHIS FOUNDATION

Street

6191 PARK AVENUE

City

MEMPHIS

State

TN

Zip Code

38119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

6,500

Name

THE MEMPHIS ZOO

Street

2000 GALLOWAY AVE

City

MEMPHIS

State

TN

Zip Code

38112

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

101,000

THOMAS M GARROTT FOUNDATION

62-6289645 Page 3 of 8

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MONOGRAM LOVES KIDS FOUNDATION

Street

7901 POPLAR AVENUE

City

GERMANTOWN

State

TN

Zip Code

38138

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

HUTCHISON SCHOOL

Street

1740 RIDGEWAY ROAD

City

MEMPHIS

State

TN

Zip Code

38119

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

4,000

Name

MISSION TO THE WORLD

Street

1600 N BROWN ROAD

City

LAWRENCEVILLE

State

GA

Zip Code

30043-8141

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

Name

TENNIS MEMPHIS

Street

4145 SOUTHERN AVENUE

City

MEMPHIS

State

TN

Zip Code

38117

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

WOUNDED WARRIOR PROJECT

Street

PO BOX 758517

City

TOPEKA

State

KS

Zip Code

66675

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

YOUNG LIFE MEMPHIS

Street

658 COLONIAL RD

City

MEMPHIS

State

TN

Zip Code

38117

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

THOMAS M GARROTT FOUNDATION

62-6289645 Page 4 of 8

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CHICKASAW COUNCIL

Street

171 SOUTH HOLLYWOOD

City

MEMPHIS

State

TN

Zip Code

38112

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

6,000

Name

PRESBYTERIAN DAY SCHOOL

Street

4025 POPLAR AVE

City

MEMPHIS

State

TN

Zip Code

37111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

6,500

Name

ST MARY'S EPISCOPAL SCHOOL

Street

60 PERKINS EXTENDED

City

MEMPHIS

State

TN

Zip Code

38117

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

12,500

Name

PEER POWER

Street

850 RIDGE LAKE BLVD

City

MEMPHIS

State

TN

Zip Code

38120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

WOMEN'S REFUGE OF VERO BEACH

Street

P.O BOX 1047

City

VERO BEACH

State

FL

Zip Code

32961

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

KING'S DAUGHTERS AND SONS

Street

3568 APPLING ROAD

City

BARTLETT

State

TN

Zip Code

38133

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

500

THOMAS M GARROTT FOUNDATION

62-6289645 Page 5 of 8

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST. MARY'S SCHOOL RALIEGH

Street

900 HILLSBOROUGH ST

City

RALEIGH

State

NC

Zip Code

27603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

50,000

Name

PDS ANNUAL FUND

Street

5800 SARDIS ROAD

City

CHARLOTTE

State

NC

Zip Code

28270

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

SMS ANNUAL FUND

Street

900 HILLSBOROUGH RD

City

RALEIGH

State

NC

Zip Code

27603

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

MUS ANNUAL FUND

Street

6191 PARK AVE

City

MEMPHIS

State

TN

Zip Code

38119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

3,500

Name

NEIGHBORHOOD CHRISTIAN CENTER

Street

785 JACKSON AVENUE

City

MEMPHIS

State

TN

Zip Code

38107

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

CONSERVATION THROUGH ART

Street

575 S. MENDENHALL

City

MEMPHIS

State

TN

Zip Code

38117

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

THOMAS M GARROTT FOUNDATION

62-6289645 Page 6 of 8

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

OLIVE BRANCH FAMILY YMCA

Street

8555 GOODMAN RD

City

OLIVE BRANCH

State

MS

Zip Code

38654

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

THE CYSTIC FIBROSIS FOUNDATION

Street

6931 ARLINGTON ROAD, 2ND FLOOR

City

BETHESDA

State

MD

Zip Code

20814

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

100

Name

THE CHURCH HEALTH CENTER

Street

1210 PEABODY AVE

City

MEMPHIS

State

TN

Zip Code

38104

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,100

Name

SHELBY COUNTY BOOKS FROM BIRTH

Street

P.O. BOX 17008

City

MEMPHIS

State

TN

Zip Code

38187-0008

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

DUCKSUNLIMITED

Street

1 WATERFOWL WAY

City

MEMPHIS

State

TN

Zip Code

38120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

100

Name

CONCERTS INTERNATIONAL

Street

P.O. BOX 770522

City

MEMPHIS

State

TN

Zip Code

38177-0522

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

100

THOMAS M GARROTT FOUNDATION

62-6289645 Page 7 of 8

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

VIDANT SERVICE LEAGUE

Street

920 WELLNESS DRIVE

City

GREENVILLE

State

NC

Zip Code

27834

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

100

Name

LE BONHEUR CHILDREN'S HOSPITAL

Street

50 N DUNLAP ST

City

MEMPHIS

State

TN

Zip Code

38103

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

100

Name

GREATER REFUGE TEMPLE

Street

2081 ADAM CLAYTON JUNIOR BLVD

City

NEW YORK

State

NY

Zip Code

10027

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

10,000

Name

COACHING FOR LITERACY/WISEHEART

Street

PO BOX 771049

City

MEMPHIS

State

TN

Zip Code

38117

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

DELTA WATERFOWL

Street

1735 MOORSVILLE PIKE

City

CULLEOKA

State

TN

Zip Code

38451

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

COACHES' HONOR

Street

PO BOX 51139

City

JACKSONVILLE BEACH, FL

State

FL

Zip Code

32240

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

THOMAS M GARROTT FOUNDATION

62-6289645 Page 8 of 8

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

YOUNG LIFE

Street

1865 BROADWAY, 11TH FLOOR

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

Name

MEMPHIS BOTANIC GARDEN

Street

750 CHERRY ROAD

City

MEMPHIS

State

TN

Zip Code

38117

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

18,000

Name

BOY SCOUTS OF AMERICA

Street

1325 WEST WALNUT HILL LANE

City

IRVING

State

TX

Zip Code

75015

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

FIRST BAPTIST CHURCH OF BISCOE

Street

444 N DIXON

City

BISCOE

State

AR

Zip Code

72017

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Long Term CG Distributions	-174,052
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Part I, Line 11 (990-PF) - Other Income

		74,539	129,779	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PLAINS ALL AMERICAN	-20,779		
2	MARKWEST ENERGY	-21,436		
3	ENTERPRISE PRODUCTS PARTNERS	9,120	19,305	
4	KINDER MORGAN ENERGY	107,667	110,507	
5	MOVIE INVESTORS	-33	-33	

Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

Part I, Line 18 (990-PF) - Taxes

		20,039	2,517	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHLED	2,517	2,517		
2	PY EXCISE TAX DUE	3,821			
3	ESTIMATED EXCISE PAYMENTS	13,701			

Part I, Line 23 (990-PF) - Other Expenses

		1,965	1,965	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	1,465	1,465		
2	PARTNERSHIP EXPENSES	500	500		

Part II, Line 13 (990-PF) - Investments - Other

		7,963,472	8,432,124	12,152,194
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
1 SUNTRUST BANK			8,432,124	12,152,194
2		0	0	0
3		0	0	0
4		0	0	0
5		0	0	0
6		0	0	0

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FINAL PARTNERSHIP ADJUSTMENT	1	170,041
2	RETURN OF CAPITAL ADJUSTMENT	2	4,045
3	Total	3	174,086

Long Term CG Distributions			Short Term CG Distributions			Amount	1,674,272										264,374		1,408,898		264,374		0		Gains Minus Excess of FMV Over Adjusted Basis or Losses	
						-174,052																				
						0																				
	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis													
1	ENTERPRISE PRODS PARTNERS LP	283782Z107		6/28/2014	9/2/2014	121,677			0	90,360	31,317	0	0	0	31,317	0	0	0	0	0	0	0				
2	FRONTIER COMMUNICATIONS CORP	35908A108		2/27/2012	8/4/2014	137,041			0	84,525	52,516	0	0	0	52,516	0	0	0	0	0	0	0				
3	KINDER MORGAN ENERGY PARTNERS	48450106		11/20/2012	9/2/2014	586,884			0	501,008	87,856	0	0	0	87,856	0	0	0	0	0	0	0				
4	AT&T INC	00208R102		10/22/2008	5/13/2014	15,437			0	10,032	5,405	0	0	0	5,405	0	0	0	0	0	0	0				
5	AT&T INC	00208R102		2/19/2009	5/13/2014	148,355			0	97,024	52,331	0	0	0	52,331	0	0	0	0	0	0	0				
6	CELGENE CORP	151020104		5/11/2009	5/29/2014	91,564			0	25,018	66,546	0	0	0	66,546	0	0	0	0	0	0	0				
7	ENTERPRISE PRODS PARTNERS LP	283782Z107		6/25/2013	9/2/2014	81,118			0	58,840	22,278	0	0	0	22,278	0	0	0	0	0	0	0				
8	MORGAN STANLEY	61746SBR9		12/8/2009	3/12/2014	106,853			0	98,303	10,580	0	0	0	10,580	0	0	0	0	0	0	0				
9	TELEFONICA SA SPONS ADR	87938Z208		4/18/2012	8/4/2014	160,209			0	148,455	13,754	0	0	0	13,754	0	0	0	0	0	0	0				
10	VERIZON COMMUNICATIONS	92343V104		2/24/2014	3/17/2014	1			0	1	0	0	0	0	0	0	0	0	0	0	0	0				
11	VODAFONE GROUP SPONS ADR	92857W308		2/27/2012	3/17/2014	37			0	50	-13	0	0	0	-13	0	0	0	0	0	0	0				
12	VODAFONE GROUP SPONS ADR	92857W308		2/27/2012	4/17/2014	212,086			0	300,282	-88,196	0	0	0	-88,196	0	0	0	0	0	0	0				

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQD	Compensation	Benefits	Expense Account	0
	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		8,126			0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/13/2014	3,425
3 Second quarter estimated tax payment	6/11/2014	3,426
4 Third quarter estimated tax payment	9/9/2014	3,425
5 Fourth quarter estimated tax payment	12/11/2014	3,425
6 Other payments		
7 Total		13,701



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
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PRINCIPAL PORTFOLIO

STIF & MONEY MARKET FUNDS

645,195.41	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	645,195.41 1.000 4.93 %	645,195.41 1.00	0.00	65	0.01 % 0.00 %
250,000	PWM FIDUCIARY MASTER DEP ACCT CUSIP: 99A101DF0	250,000.00 1.000 1.91 %	250,000.00 1.00	0.00	125	0.05 % 0.00 %
TOTAL STIF & MONEY MARKET FUNDS		895,195.41	895,195.41	0.00	190	0.02 %

CORPORATE OBLIGATIONS

100,000	PEPSICO INC DTD 10/24/2008 7.900% 11/01/2018 NON CALLABLE CUSIP: 713448BJ6 MOODY'S RATING: A1	121,660.00 121.660 0.93 %	105,780.00 105.78	15,880.00	7,900	6.49 % 2.00 %
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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>EQUITY SECURITIES</u>						
<u>ENERGY</u>						
5,481	CONOCOPHILLIPS CUSIP: 20825C104	378,517.86 69.060 2.89 %	194,475.98 35.48	184,041.88	16,005	4.23 % 0.00 %
5,759	EXXONMOBIL CORP CUSIP: 30231G102	532,419.55 92.450 4.07 %	344,379.42 59.80	188,040.13	15,895	2.99 % 0.00 %
12,000	MARATHON OIL CORP CUSIP: 565849106	339,480.00 28.290 2.59 %	231,718.78 19.31	107,761.22	10,080	2.97 % 0.00 %
6,000	MARATHON PETROLEUM CORPORATION CUSIP: 56585A102	541,560.00 90.260 4.14 %	156,745.22 26.12	384,814.78	12,000	2.22 % 0.00 %
2,500	MARKWEST ENERGY LP EXCHANGE TRADED PARTNERSHIP CUSIP: 570759100	167,975.00 67.190 1.28 %	165,266.45 66.11	2,708.55	8,900	5.30 % 0.00 %
2,740	PHILLIPS 66 CUSIP: 718546104	196,458.00 71.700 1.50 %	61,309.88 22.38	135,148.12	5,480	2.79 % 0.00 %
11,000	PLAINS ALL AMERICAN PIPELINE LP EXCHANGE TRADED PARTNERSHIP CUSIP: 726503105	564,520.00 51.320 4.31 %	505,682.10 45.97	58,837.90	29,040	5.14 % 0.00 %
TOTAL ENERGY		2,720,930.41	1,659,577.83	1,061,352.58	97,399	3.58 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MATERIALS						
2,530	MONSANTO CO CUSIP: 61166W101	302,259.10 119.470 2.31 %	200,133.12 79.10	102,125.98	4,959	1.64 % 0.00 %
INDUSTRIALS						
10,400	CORRECTIONS CORP OF AMERICA REAL ESTATE INVESTMENT TRUST CUSIP: 22025Y407	377,936.00 36.340 2.89 %	351,938.42 33.84	25,997.58	21,216	5.61 % 0.00 %
CONSUMER STAPLES						
3,530	GENERAL MILS INC CUSIP: 370334104	188,254.90 53.330 1.44 %	100,068.71 28.35	88,186.19	5,789	3.08 % 0.00 %
5,960	PEPSICO INC CUSIP: 713448108	563,577.60 94.560 4.30 %	445,935.31 74.82	117,642.29	15,615	2.77 % 0.00 %
1,880	PROCTER & GAMBLE CO CUSIP: 742718109	171,249.20 91.090 1.31 %	100,074.19 53.23	71,175.01	4,839	2.83 % 0.00 %
TOTAL CONSUMER STAPLES			646,078.21	277,003.49	26,244	2.84 %



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HEALTH CARE						
5,320	ABBOTT LABS CUSIP: 002824100	239,506.40 45.020 1.83 %	190,334.95 35.78	49,171.45	5,107	2.13 % 0.00 %
4,000	ABBVIE INC CUSIP: 00287Y109	261,760.00 65.440 2.00 %	184,313.55 46.08	77,446.45	7,840	3.00 % 0.00 %
10,800	CELGENE CORP CUSIP: 151020104	1,208,088.00 111.860 9.23 %	225,163.80 20.85	982,924.20	0	0.00 % 0.00 %
2,572	COVIDIEN PLC CUSIP: G2554F113	263,064.16 102.280 2.01 %	91,223.98 35.47	171,840.18	3,704	1.41 % 0.00 %
5,000	GILEAD SCIENCES INC CUSIP: 375558103	471,300.00 94.260 3.60 %	344,747.95 68.95	126,552.05	0	0.00 % 0.00 %
3,095	GLAXO SMITHKLINE SPONSORED AMERICAN DEPOSITORY RECEIPT CUSIP: 37733W105	132,280.30 42.740 1.01 %	100,150.14 32.36	32,130.16	8,205	6.20 % 0.00 %
1,858	JOHNSON & JOHNSON CUSIP: 478160104	194,291.06 104.570 1.48 %	99,728.22 53.68	94,562.84	5,202	2.68 % 0.00 %
TOTAL HEALTH CARE		2,770,289.92	1,235,662.59	1,534,627.33	30,058	1.09 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
FINANCIALS						
23,600	BANK OF AMERICA CORP CUSIP: 060505104	422,204.00 17.890 3.22 %	302,695.96 12.83	119,508.04	4,720	1.12 % 0.00 %
8,800	BB&T CORPORATION CUSIP: 054937107	342,232.00 38.890 2.61 %	299,192.96 34.00	43,039.04	8,448	2.47 % 0.00 %
19,000	TRIANGLE CAPITAL CUSIP: 895848109	385,510.00 20.290 2.94 %	324,743.17 17.09	60,766.83	41,040	10.65 % 0.00 %
TOTAL FINANCIALS		1,149,946.00	926,632.09	223,313.91	54,208	4.71 %
INFORMATION TECHNOLOGY						
8,365	APPLE INC CUSIP: 037833100	923,328.70 110.380 7.05 %	479,981.58 57.38	443,347.12	15,726	1.70 % 0.00 %
6,250	FIREEYE INC CUSIP: 31816Q101	197,375.00 31.580 1.51 %	201,340.00 32.21	3,965.00-	0	0.00 % 0.00 %
2,250	PALO ALTO NETWORKS CUSIP: 697435105	275,782.50 122.570 2.11 %	197,961.75 87.98	77,820.75	0	0.00 % 0.00 %
3,600	SPLUNK INC CUSIP: 848637104	212,220.00 58.950 1.62 %	202,197.96 56.17	10,022.04	0	0.00 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
2,250	WORKDAY INC-CLASS A CUSIP: 98138H101	183,622.50 81.610 1.40 %	201,024.00 89.34	17,401.50-	0	0.00 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		1,792,328.70	1,282,505.29	509,823.41	15,726	0.88 %
TELECOMMUNICATION SERVICES						
7,000	VERIZON COMMUNICATIONS CUSIP: 92343V104	327,460.00 46.780 2.50 %	336,506.55 48.07	9,046.55-	15,400	4.70 % 0.00 %
UTILITIES						
5,300	DUKE ENERGY CORP CUSIP: 26441C204	442,762.00 83.540 3.38 %	359,502.18 67.83	83,259.82	16,854	3.81 % 0.00 %
MUTUAL FUNDS-FIXED INCOME						
10,000	ISHARES S&P PREF STK ETF CUSIP: 464288687	394,400.00 39.440 3.01 %	400,301.00 40.03	5,901.00-	24,910	6.32 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
33.33	33.33 MOVIE INVESTORS I LP CUSIP: SU1716012	135,419.79 4,063.000 1.03 %	196,875.00 5,906.84	61,455.21-	0	0.00 % 0.00 %
TOTAL EQUITY SECURITIES		11,336,813.62	7,595,712.28	3,741,101.34	306,974	2.71 %
MUTUAL FUNDS						
56,400	LEHMAN BROTHERS/FIRST TRUST INCOME OPPORTUNITY FUND CUSIP: 64128C106	693,720.00 12.300 5.30 %	730,632.13 12.95	36,912.13-	60,912	8.78 % 0.00 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING JOHNSON & JOHNSON ON RCPT OF FINAL PMT CUSIP: 997001VJ8	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MEDTRONIC, INC ON RCPT OF FINAL PMT CUSIP: 997001RQ7	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MERCK ON RCPT OF FINAL PMT CUSIP: 997001TM4	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
3	CLASS ACTION PENDING MORGAN KEEGAN SETTLEMENT FND ON RCPT OF FINAL PMT CUSIP: 997001RD6	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS						
PRINCIPAL PORTFOLIO TOTAL		13,047,389.03	0.00	0.00	0	0.00 %
INCOME PORTFOLIO			9,327,319.82	3,720,069.21	375,976	2.88 %
STIF & MONEY MARKET FUNDS						
45,925.07	PWM FIDUCIARY MASTER DEP ACCT CUSIP: 99A101DF0	45,925.07 1.000 0.35 %	45,925.07 1.00	0.00	23	0.05 % 0.00 %
INCOME PORTFOLIO TOTAL		45,925.07	45,925.07	0.00	23	0.05 %