Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: PADDISON CHARITABLE FOUNDATION

A Employer identification number: 62-6310121

Number and street (or P O box number if mail is not delivered to street address): 1111 NORTHSHORE DRIVE, S800 | Room/suite

B Telephone number: 865-766-3017

City or town, state or province, country, and ZIP or foreign postal code: KNOXVILLE, TN 37919

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ 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) ▶$ 3,258,843.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	112,500.		N/A	
	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	97,211.	97,211.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	135,343.			
	b Gross sales price for all assets on line 6a 930,802.				
	7 Capital gain net income (from Part IV, line 2)		135,343.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	345,054.	232,554.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,147.	15,861.		5,287.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 1	1,200.	900.		300.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 2	2,976.	801.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	1,163.	1,163.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	26,486.	18,725.		5,587.
	25 Contributions, gifts, grants paid	160,000.			160,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	186,486.	18,725.		165,587.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	158,568.			
	b **Net investment income** (if negative, enter -0-)		213,829.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	88,380.	160,746.	160,746.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 4	101,030.	32,498.	30,746.
	b Investments - corporate stock STMT 5	1,611,097.	1,611,789.	2,198,902.
	c Investments - corporate bonds STMT 6	715,953.	887,198.	868,449.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,516,460.	2,692,231.	3,258,843.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,516,460.	2,692,231.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	2,516,460.	2,692,231.	
	31 **Total liabilities and net assets/fund balances**	2,516,460.	2,692,231.	

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	2,516,460.
2	Enter amount from Part I, line 27a	2	158,568.
3	Other increases not included in line 2 (itemize) ▶ TAX EFFECTIVE DATE DIFFERENCE	3	17,203.
4	Add lines 1, 2, and 3	4	2,692,231.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,692,231.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	930,802.		795,459.	135,343.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				135,343.

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	135,343.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	140,211.	2,940,819.	.047678
2012	103,702.	2,618,555.	.039603
2011	100,971.	2,469,865.	.040881
2010	97,041.	2,180,640.	.044501
2009	109,044.	1,836,513.	.059376

2 **Total** of line 1, column (d)	2	.232039
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	.046408
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,181,115.
5 Multiply line 4 by line 3	5	147,629.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,138.
7 Add lines 5 and 6	7	149,767.
8 Enter qualifying distributions from Part XII, line 4	8	165,587.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	2,138.
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	2,138.
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	2,138.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 3,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	3,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	862.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 862. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ PINNACLE NATIONAL BANK/ JIM BAUGH Telephone no. ▶ 865-766-3017

Located at ▶ 1111 NORTHSHORE DR., SUITE S800, KNOXVILLE, TN ZIP+4 ▶ 37919

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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		X
	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 ▶			

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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

		Yes	No
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)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY PADDISON JAMES 3920 BEVERLY PLACE KNOXVILLE, TN 37918	CO-TRUSTEE 3.00	0.	0.	0.
PINNACLE BANK - SUCCESSOR TRUSTEE 1111 NORTHSHORE DR, SUITE S800 KNOXVILLE, TN 37919	CO-TRUSTEE 3.00	21,147.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services	▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	3,137,230.
b	Average of monthly cash balances		1b	92,328.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,229,558.
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	3,229,558.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	48,443.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,181,115.
6	**Minimum investment return**. Enter 5% of line 5		6	159,056.

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	159,056.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 2,138.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,138.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	156,918.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	156,918.
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	156,918.

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	165,587.
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	165,587.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,138.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	163,449.

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				156,918.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,075.	
b Total for prior years: ______ , ______ , ______		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: ▶ $ 165,587.				
a Applied to 2013, but not more than line 2a			1,075.	
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				156,918.
e Remaining amount distributed out of corpus	7,594.			
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	7,594.			
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 instr.			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	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	7,594.			
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 7,594.				

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

PADDISON FOUNDATION, PINNACLE BANK, TTEE, 865-766-3017
1111 NORTHSHORE DR., SUITE 800, KNOXVILLE, TN 37919

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

APPLICATION FORM CAN BE REQUESTED AT THE ABOVE ADDRESS.

c Any submission deadlines:

APPLICATION MUST BE MADE BY JANUARY 31

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 *Paid during the year*				
EMERALD AVE YOUTH FOUNDATION 1718 N CENTRAL ST. KNOXVILLE, TN 37917			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATION	8,000.
FOCUS GROUP PRISON MINISTRY 6300 DEANE HILL DRIVE KNOXVILLE, TN 37919			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATION	10,000.
FOUNTAIN CITY MINISTRY CENTER P.O. BOX 5311 KNOXVILLE, TN 37928			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATION	15,000.
FRIENDS OF THE GREAT SMOKY MOUNTAIN NATIONAL PARK P.O. BOX 1660 KODAK, TN 377647660			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATION	10,000.
INTERFAITH HEALTH CLINIC 315 GILL AVE. KNOXVILLE, TN 37917			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATION	14,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	160,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	97,211.	
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	135,343.	
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.		232,554.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 232,554.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: June F. Barnett (signature) Date: 5/4/15 Title:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
JACQUELINE DENTON	Jacqueline Denton JACQUELINE DENTON	04/28/15		P01368924
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	

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	PUBLICALLY TRADED SECURITIES - SEE ATTACHMENT		01/01/14	12/31/14
b	PUBLICALLY TRADED SECURITIES - SEE ATTACHMENT	P	VARIOUS	12/31/14
c	SECURITIES LITIGATION RECEIPT	P	VARIOUS	05/02/14
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	342,940.		352,351.	<9,411.>
b	566,736.		443,108.	123,628.
c	11.			11.
d	21,115.			21,115.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<9,411.>
b				123,628.
c				11.
d				21,115.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	135,343.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

423591
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KNOXVILLE-KNOX COUNTY CAC 2247 WESTERN AVE KNOXVILLE, TN 37950			MOBILE MEALS	14,000.
KNOXVILLE-ZOOLOGICAL GARDENS 3500 KNOXVILLE ZOO DR. KNOXVILLE, TN 37914			EDUCATIONAL	15,000.
LOST SHEEP MINISTRY 1444 BREDA DRIVE KNOXVILLE, TN 37918			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATIONN	6,000.
MARYVILLE COLLEGE SCHOLARSHIP FUND 502 E. LAMAR ALEXANDER PKWY MARYVILLE, TN 37804			FUNDING THE ROGER B & EVELYN W PADDISON SCHOLARSHIP	14,000.
REMOTE AREA MEDICAL (RAM) 2200 STOCK CREEK BLVD ROCKFORD, TN 37853			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATION	6,000.
SECOND HARVEST FOOD BANK 922 DELAWARE AVE. KNOXVILLE, TN 37921			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATION	10,000.
ST. PAUL METHODIST CHURCH 4014 GARDEN DR. KNOXVILLE, TN 37918			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATION	12,000.
UNIVERSITY OF TENNESSEE KNOXVILLE 800 ANDY HOLT TOWER KNOXVILLE, TN 37996			SCHOLARSHIP PAYMENT	3,000.
WESLEY HOUSE FOUNDATION 923 DAMERON AVENEUE KNOXVILLE, TN 37921			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATION	15,000.
YOUNG WILLIAMS ANIMAL CENTER 3201 DIVISION STREET KNOXVILLE, TN 37919			TO FURTHER CHARITABLE PURPOSE OF ORGANIZATION	5,000.
Total from continuation sheets				103,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARTIN METHODIST SCHOLARHSIP FUND 433 W MADISON ST PULASKI, TN 38478			SCHOLARSHIP PAYMENT	3,000.
Total from continuation sheets				

423631
05-01-14

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

OMB No 1545-0047

2014

Name of the organization

PADDISON CHARITABLE FOUNDATION

Employer identification number

62-6310121

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 foundation

Check 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)

Name of organization	Employer identification number
PADDISON CHARITABLE FOUNDATION	62-6310121

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PADDISON CHARITABLE LEAD TRUSTS (2) 1111 NORTHSHORE DR., SUITE S800 KNOXVILLE, TN 37919	$ 112,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
PADDISON CHARITABLE FOUNDATION	62-6310121

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
		$	

Name of organization	Employer identification number
PADDISON CHARITABLE FOUNDATION	62-6310121

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 info once) ▶ $

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

(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

(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

(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

FORM 990-PF ACCOUNTING FEES STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,200.	900.		300.
TO FORM 990-PF, PG 1, LN 16B	1,200.	900.		300.

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	801.	801.		0.
ESTIMATED FEDERAL TAX PAYMENTS	2,175.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,976.	801.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCRUED INT. PAID	1,156.	1,156.		0.
TENNESSEE VITAL RECORDS	7.	7.		0.
TO FORM 990-PF, PG 1, LN 23	1,163.	1,163.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 4

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS		X	32,498.	30,746.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			32,498.	30,746.
TOTAL TO FORM 990-PF, PART II, LINE 10A			32,498.	30,746.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	1,611,789.	2,198,902.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,611,789.	2,198,902.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	887,198.	868,449.
TOTAL TO FORM 990-PF, PART II, LINE 10C	887,198.	868,449.

FROM 01/01/2014 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 12/31/2014 CTUA PADDISON FOUNDATION RUN 01/26/2015 11.17 54 AM

TRUST YEAR ENDING 12/31/2014

TAX PREPARER: 4020
TRUST ADMINISTRATOR· 103
INVESTMENT OFFICER 304

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	8949
540 0000 AFLAC INC COM - 001055102 - MINOR = 50									
SOLD		04/22/2014	33869.13						
ACQ	540.0000	02/01/2012	33869.13	26158 19	7710 94	0 00	LT		F
19 0000 AT&T INC COM - 00206R102 - MINOR = 50									
SOLD		08/21/2014	653 90						
ACQ	19 0000	04/22/2014	653 90	691 19	-37.29	0 00	ST		C
38.0000 ABBVIE INC - 00287Y109 - MINOR = 50									
SOLD		08/21/2014	2086 85						
ACQ	38 0000	01/14/2008	2086 85	1186.10	900 75	0 00	LT	Y	F
40000 0000 ALLIANT ENERGY CORP DTD 04/15/10 4% 10/1 - 018802AA6 - MINOR = 45									
SOLD		10/15/2014	40000.00						
ACQ	40000 0000	09/07/2011	40000.00	41882 80	-1882 80	0.00	LT	Y	F
46 0000 ALTRIA GROUP INC COM - 02209S103 - MINOR = 50									
SOLD		08/21/2014	1954 09						
ACQ	46 0000	03/26/2009	1954 09	791.80	1162 29	0 00	LT	Y	F
115 0000 AMAZON COM INC - 023135106 - MINOR = 50									
SOLD		04/22/2014	37871 58						
ACQ	90.0000	10/26/2011	29638 63	17845 98	11792.65	0 00	LT		F
	25.0000	02/13/2012	8232.95	4787 46	3445 49	0 00	LT		F
22 0000 AMERICAN EXPRESS CO COM - 025816109 - MINOR = 50									
SOLD		08/21/2014	1955.59						
ACQ	22.0000	04/12/2013	1955 59	1445.18	510 41	0 00	LT		F
19 0000 APPLE INC COM - 037833100 - MINOR = 50									
SOLD		08/21/2014	1903 52						
ACQ	19.0000	09/28/2011	1903 52	1082 12	821 40	0 00	LT		F
141 8940 ARTISAN MID CAP VALUE FUND - INV #1464 - 04314H709 - MINOR = 62									
SOLD		08/21/2014	4000.00						
ACQ	141 8940	06/19/2009	4000 00	2360.86	1639 14	0.00	LT	Y	F
60 0000 ASTRAZENECA PLC SPONSORED ADR - 046353108 - MINOR = 50									
SOLD		03/21/2014	3856 51						
ACQ	60 0000	08/16/2013	3856 51	3002 84	853 67	0 00	ST		C
28.0000 ASTRAZENECA PLC SPONSORED ADR - 046353108 - MINOR = 50									
SOLD		08/21/2014	2046 24						
ACQ	28.0000	08/16/2013	2046 24	1401 33	644.91	0 00	LT		F
24 0000 BANK MONTREAL QUE - 063671101 - MINOR = 50									
SOLD		08/21/2014	1792 09						
ACQ	24.0000	04/22/2014	1792 09	1659 75	132.34	0 00	ST		C
35 0000 BOEING CO COM - 097023105 - MINOR = 50									
SOLD		03/21/2014	4283.82						
ACQ	35 0000	03/26/2009	4283.82	1352.93	2930.89	0 00	LT	Y	F
290 0000 BOEING CO COM - 097023105 - MINOR = 50									
SOLD		04/22/2014	37111 37						
ACQ	75 0000	03/26/2009	9597 77	2899.12	6698.65	0 00	LT	Y	F
	200 0000	04/20/2009	25594.05	7360 00	18234 05	0 00	LT	Y	F
	15 0000	04/27/2011	1919 55	1149.25	770 30	0.00	LT		F
147 7540 BUFFALO SMALL CAP FUND #1444 - 119804102 - MINOR = 62									
SOLD		08/21/2014	5000 00						
ACQ	147 7540	05/12/2009	5000 00	2699.92	2300 08	0.00	LT	Y	F
40000.0000 CNA FINANCIAL CORP DTD 12/15/04 5 85% 12 - 126117AL4 - MINOR = 45									
SOLD		12/15/2014	40000 00						
ACQ	40000 0000	01/03/2014	40000.00	41961 60	-1961 60	0 00	ST		C
15 0000 CHEVRON CORP NEW COM - 166764100 - MINOR = 50									
SOLD		08/21/2014	1915 14						
ACQ	15 0000	06/02/2000	1915 14	673 09	1242.05	0 00	LT	Y	F
30000 0000 CITIGROUP INC SUB NT5-2014 DTD 09/16/200 - 172967CQ2 - MINOR = 45									
SOLD		09/15/2014	30000.00						
ACQ	30000 0000	04/22/2013	30000 00	31528.80	-1528.80	0.00	LT		F
42.0000 COCA COLA CO COM - 191216100 - MINOR = 50									
SOLD		08/21/2014	1740 48						
ACQ	42 0000	03/26/2009	1740.48	939 66	800 82	0.00	LT	Y	F
25.0000 CONOCOPHILLIPS COM - 20825C104 - MINOR = 50									
SOLD		08/21/2014	2012 20						
ACQ	25 0000	03/26/2009	2012 20	766 43	1245.77	0 00	LT	Y	F
23 0000 DUKE ENERGY CORP NEW COM - 26441C204 - MINOR = 50									
SOLD		08/21/2014	1677 42						
ACQ	11.0840	04/20/2009	808 37	459.08	349.29	0 00	LT	Y	F
	11 9160	04/27/2011	869.05	644 32	224 73	0 00	LT		F
498 0080 FEDERATED MUNI ULTRASHORT FD IS #253 - 31417P858 - MINOR = 61									
SOLD		01/14/2014	5000 00						
ACQ	498 0080	12/14/2012	5000 00	5004.98	-4 98	0 00	LT	Y	F
1492 0410 FEDERATED MUNI ULTRASHORT FD IS #253 - 31417P858 - MINOR = 61									
SOLD		04/29/2014	14980 09						
ACQ	1492.0410	12/14/2012	14980 09	14995 01	-14.92	0 00	LT	Y	F
44.0000 FREEPORT MCMORAN COPPER & GOLD COM - 35671D857 - MINOR = 50									
SOLD		08/21/2014	1602.72						
ACQ	44.0000	08/29/2013	1602.72	1339 98	262 74	0.00	ST		C
67 0000 GENERAL ELECTRIC CO COM - 369604103 - MINOR = 50									
SOLD		08/21/2014	1763.09						
ACQ	67.0000	09/08/1998	1763 09	1815.42	-52 33	0.00	LT	Y	F
5131 1290 GOLDMAN SACHS HIGH QUALITY FLOATING RATE INSTITUTIONAL FUND #450 - 38141W208 - MINOR = 61									
SOLD		01/14/2014	45000 00						
ACQ	2054 7950	04/22/2013	18020 55	18007.33	13.22	0 00	ST	Y	C
	1140 2510	07/26/2013	10000.00	9992.67	7 33	0 00	ST	Y	C
	1936.0830	12/30/2013	16979 45	16979.45	0.00	0 00	ST		C

TAX PREPARER 4020
TRUST ADMINISTRATOR 103
INVESTMENT OFFICER: 304

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
912 2010 GOLDMAN SACHS HIGH QUALITY FLOATING RATE INSTITUTIONAL FUND #450 - 38141W208 - MINOR = 61									
SOLD		06/20/2014	8000 00						
ACQ	912.2010	12/30/2013	8000 00	8000 00	0.00	0 00	ST		C
1368 3010 GOLDMAN SACHS HIGH QUALITY FLOATING RATE INSTITUTIONAL FUND #450 - 38141W208 - MINOR = 61									
SOLD		07/28/2014	12000 00						
ACQ	1368 3010	12/30/2013	12000 00	12000 00	0 00	0 00	ST		C
1145 4760 GOLDMAN SACHS HIGH QUALITY FLOATING RATE INSTITUTIONAL FUND #450 - 38141W208 - MINOR = 61									
SOLD		12/04/2014	10000 00						
ACQ	914 5440	12/30/2013	7983.96	8020 55	-36 59	0 00	ST		C
	230 9320	11/28/2014	2016 04	2016 04	0 00	0 00	ST		C
932 4010 GOLDMAN SACHS SATELLITE STRATEGIES PORTF - 38143H332 - MINOR = 60									
SOLD		08/21/2014	8000 00						
ACQ	932.4010	06/28/2012	8000 00	7125 68	874 32	0 00	LT		F
57 0000 GOVERNMENT PROPERTIES INCOME REIT - 38376A103 - MINOR = 50									
SOLD		08/21/2014	1362 96						
ACQ	57 0000	05/01/2013	1362 96	1466.76	-103 80	0 00	LT		F
1043.0000 GOVERNMENT PROPERTIES INCOME REIT - 38376A103 - MINOR = 50									
SOLD		10/02/2014	22786 22						
ACQ	1043 0000	05/01/2013	22786 22	26839 21	-4052 99	0.00	LT		F
35000 0000 HENDERSONVILLE TN UTIL DIST W/S REV DTD 03/01/04 3.75% 02/01/2019-2014 - 425392EA1 - MINOR = 40									
SOLD		02/03/2014	35000 00						
ACQ	35000.0000	09/06/2011	35000 00	35962.50	-962 50	0 00	LT	Y	F
50 0000 HOME DEPOT INC COM - 437076102 - MINOR = 50									
SOLD		03/21/2014	4016 94						
ACQ	50 0000	08/28/2012	4016 94	2841.70	1175 24	0.00	LT		F
21 0000 HOME DEPOT INC COM - 437076102 - MINOR = 50									
SOLD		08/21/2014	1915 61						
ACQ	21 0000	08/28/2012	1915 61	1193 51	722 10	0 00	LT		F
40.0000 HONEYWELL INTL INC COM - 438516106 - MINOR = 50									
SOLD		03/21/2014	3720 91						
ACQ	40 0000	04/20/2009	3720 91	1207.20	2513 71	0 00	LT	Y	F
18 0000 HONEYWELL INTL INC COM - 438516106 - MINOR = 50									
SOLD		08/21/2014	1728 18						
ACQ	18 0000	04/20/2009	1728 18	543 24	1184 94	0 00	LT	Y	F
62.0000 INTEL CORP COM - 458140100 - MINOR = 50									
SOLD		08/21/2014	2153 79						
ACQ	62 0000	10/06/2006	2153 79	1272 29	881 50	0 00	LT	Y	F
8.0000 INTERNATIONAL BUSINESS MACHS CORP COM - 459200101 - MINOR = 50									
SOLD		08/21/2014	1530 34						
ACQ	8.0000	04/27/2011	1530 34	1363 72	166 62	0.00	LT		F
50 0000 JPMORGAN CHASE & CO COM - 46625H100 - MINOR = 50									
SOLD		03/21/2014	2999.93						
ACQ	50 0000	05/27/2003	2999 93	1602.00	1397 93	0 00	LT	Y	F
30.0000 JPMORGAN CHASE & CO COM - 46625H100 - MINOR = 50									
SOLD		08/21/2014	1741 86						
ACQ	30 0000	05/27/2003	1741 86	961 20	780.66	0 00	LT	Y	F
390 0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 50									
SOLD		04/16/2014	38593 10						
ACQ	220.0000	06/28/2001	21770 47	11514 80	10255 67	0.00	LT	Y	F
	100 0000	11/05/2003	9895 67	4895 00	5000 67	0 00	LT	Y	F
	50 0000	03/27/2008	4947 83	3237 50	1710.33	0 00	LT	Y	F
	20.0000	04/27/2011	1979 13	1317 15	661 98	0.00	LT		F
30000 0000 KNOX CNTY TN GO 5 5% 04/01/2014 - 499512G88 - MINOR = 40									
SOLD		04/01/2014	30000 00						
ACQ	30000 0000	07/11/2012	30000 00	32570 40	-2570 40	0.00	LT	Y	F
34 0000 KRAFT FOODS GROUP INC COM - 50076Q106 - MINOR = 50									
SOLD		08/21/2014	1950 31						
ACQ	34 0000	04/15/2011	1950.31	1188 49	761 82	0.00	LT		F
33 0000 LILLY ELI & CO COM - 532457108 - MINOR = 50									
SOLD		08/21/2014	2049.86						
ACQ	33 0000	04/16/2014	2049 86	1975 84	74 02	0 00	ST		C
12.0000 LOCKHEED MARTIN CORP COM - 539830109 - MINOR = 50									
SOLD		08/21/2014	2098 17						
ACQ	12 0000	04/22/2014	2098 17	1875 61	222.56	0.00	ST		C
3296 7030 LORD ABBETT SHORT DURATION INCOME FUND C - 543916688 - MINOR = 61									
SOLD		01/14/2014	15000.00						
ACQ	3296 7030	12/24/2013	15000 00	15000 00	0 00	0.00	ST		C
2637 3630 LORD ABBETT SHORT DURATION INCOME FUND C - 543916688 - MINOR = 61									
SOLD		06/20/2014	12000 00						
ACQ	1152 7960	12/24/2013	5245 22	5245 22	0 00	0.00	ST		C
	1484.5670	12/30/2013	6754 78	6754.78	0 00	0 00	ST		C
4625 5500 LORD ABBETT SHORT DURATION INCOME FUND C - 543916688 - MINOR = 61									
SOLD		07/28/2014	21000 00						
ACQ	4625.5500	12/30/2013	21000 00	21046 25	-46 25	0.00	ST		C
4415 0110 LORD ABBETT SHORT DURATION INCOME FUND C - 543916688 - MINOR = 61									
SOLD		08/21/2014	20000 00						
ACQ	4415.0110	12/30/2013	20000 00	20088 30	-88.30	0.00	ST		C
5580.3570 LORD ABBETT SHORT DURATION INCOME FUND C - 543916688 - MINOR = 61									
SOLD		12/04/2014	25000 00						
ACQ	2661.6850	12/30/2013	11924 35	12110 67	-186 32	0 00	ST		C
	2918.6720	11/28/2014	13075 65	13104 84	-29 19	0.00	ST		C
179 6410 MATTHEWS ASIA DIVIDEND FUND #809 - 577125107 - MINOR = 62									
SOLD		08/21/2014	3000 00						
ACQ	179.6410	03/09/2012	3000 00	2476 56	523 44	0.00	LT		F

TAX PREPARER 4020
TRUST ADMINISTRATOR 103
INVESTMENT OFFICER 304

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
178 4120 MATTHEWS ASIA GROWTH FUND #807 - 577130867 - MINOR = 62									
SOLD		08/21/2014	4000.00						
ACQ	178 4120	03/09/2012	4000 00	3056 26	943.74	0 00	LT		F
345 0000 MCDONALDS CORP COM - 580135101 - MINOR = 50									
SOLD		12/26/2014	32648 35						
ACQ	345 0000	04/22/2014	32648 35	34341 75	-1693 40	0 00	ST		C
78 8640 MERIDIAN GROWTH FUND #75 - 589619105 - MINOR = 62									
SOLD		08/21/2014	3000.00						
ACQ	78.8640	04/24/2009	3000 00	2585.07	414 93	0 00	LT	Y	F
35000.0000 METLIFE INC DTD 08/06/10 2.375% 02/06/20 - 59156RAW8 - MINOR = 45									
SOLD		02/06/2014	35000.00						
ACQ	35000 0000	06/30/2011	35000.00	35938.00	-938 00	0.00	LT	Y	F
75 0000 MICROSOFT CORP COM - 594918104 - MINOR = 50									
SOLD		03/21/2014	3012 18						
ACQ	75 0000	04/26/2001	3012.18	2580 38	431 80	0 00	LT	Y	F
49 0000 MICROSOFT CORP COM - 594918104 - MINOR = 50									
SOLD		08/21/2014	2202.40						
ACQ	49 0000	04/26/2001	2202.40	1685.84	516 56	0 00	LT	Y	F
35.0000 NIKE INC CL B - 654106103 - MINOR = 50									
SOLD		03/21/2014	2657 04						
ACQ	30 0000	05/12/2009	2277 46	762.15	1515.31	0 00	LT	Y	F
	5 0000	05/14/2009	379 58	126 51	253 07	0 00	LT	Y	F
455 0000 NIKE INC CL B - 654106103 - MINOR = 50									
SOLD		04/22/2014	33811 71						
ACQ	395 0000	05/14/2009	29353.02	9994 49	19358 53	0.00	LT	Y	F
	60 0000	12/14/2012	4458.69	2911 75	1546 94	0 00	LT		F
43 0000 ORACLE CORP COM - 68389X105 - MINOR = 50									
SOLD		08/21/2014	1785.48						
ACQ	43 0000	05/12/2010	1785.48	1059 52	725.96	0 00	LT	Y	F
546 4480 PIMCO TOTAL RETURN FUND INST #35 - 693390700 - MINOR = 61									
SOLD		08/21/2014	6000 00						
ACQ	546 4480	08/30/2011	6000 00	6010.93	-10 93	0 00	LT	Y	F
1271 7340 PIMCO TOTAL RETURN FUND INST #35 - 693390700 - MINOR = 61									
SOLD		10/10/2014	13938.20						
ACQ	1271 7340	08/30/2011	13938 20	13989 07	-50 87	0.00	LT	Y	F
430.6630 PIMCO REAL RETURN FUND CLASS I #122 - 693391104 - MINOR = 61									
SOLD		08/21/2014	5000 00						
ACQ	430 6630	04/29/2011	5000.00	5166 56	-166 56	0 00	LT	Y	F
168 6350 PIMCO DIVERSIFIED INCOME FUND CLASS I #1 - 693391880 - MINOR = 61									
SOLD		08/21/2014	2000.00						
ACQ	168 6350	11/14/2011	2000.00	1932 51	67 49	0.00	LT	Y	F
1239 5300 PIMCO DIVERSIFIED INCOME FUND CLASS I #1 - 693391880 - MINOR = 61									
SOLD		10/14/2014	14254 60						
ACQ	1239.5300	11/14/2011	14254 60	14204 68	49 92	0 00	LT	Y	F
21 0000 PEPSICO INC COM - 713448108 - MINOR = 50									
SOLD		08/21/2014	1944 38						
ACQ	21.0000	03/05/1998	1944 38	778 92	1165.46	0 00	LT	Y	F
54.0000 PFIZER INC COM - 717081103 - MINOR = 50									
SOLD		08/21/2014	1553.40						
ACQ	54 0000	04/22/2014	1553.40	1678 81	-125 41	0 00	ST		C
706 0000 PLUM CREEK TIMBER CO INC - 729251108 - MINOR = 50									
SOLD		04/22/2014	30169 53						
ACQ	706 0000	09/27/2013	30169 53	33243 42	-3073 89	0 00	ST		C
20.0000 PROCTER & GAMBLE CO COM - 742718109 - MINOR = 50									
SOLD		08/21/2014	1659 36						
ACQ	20 0000	03/07/2005	1659.36	1079 84	579 52	0 00	LT	Y	F
22.0000 PRUDENTIAL FINANCIAL INC COM - 744320102 - MINOR = 50									
SOLD		08/21/2014	1954.28						
ACQ	22.0000	02/18/2010	1954 28	1125.86	828 42	0 00	LT	Y	F
45.0000 QUALCOMM INC COM - 747525103 - MINOR = 50									
SOLD		03/21/2014	3491 44						
ACQ	45 0000	03/07/2005	3491.44	1685 70	1805.74	0 00	LT	Y	F
23 0000 QUALCOMM INC COM - 747525103 - MINOR = 50									
SOLD		08/21/2014	1768 49						
ACQ	23 0000	03/07/2005	1768.49	861 58	906.91	0 00	LT	Y	F
35 0000 SCANA CORPORATION - 80589M102 - MINOR = 50									
SOLD		08/21/2014	1788 89						
ACQ	35 0000	04/22/2014	1788.89	1839.53	-50.64	0 00	ST		C
20 0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 50									
SOLD		08/21/2014	2179 17						
ACQ	20 0000	02/13/2012	2179 17	1560.89	618 28	0 00	LT		F
18 0000 SELECT SECTOR SPDR TR ENERGY SECTOR ETF - 81369Y506 - MINOR = 50									
SOLD		08/21/2014	1747 99						
ACQ	18.0000	12/26/2013	1747 99	1583.28	164.71	0.00	ST		C
27 0000 SELECT SECTOR SPDR TR UTILITIES SECTOR E - 81369Y886 - MINOR = 50									
SOLD		08/21/2014	1145 71						
ACQ	27 0000	04/14/2014	1145 71	1131.41	14 30	0 00	ST		C
399 0000 SELECT SECTOR SPDR TR UTILITIES SECTOR E - 81369Y886 - MINOR = 50									
SOLD		11/05/2014	18541 75						
ACQ	399 0000	04/14/2014	18541 75	16719 70	1822 05	0 00	ST		C
32 0000 SOUTHERN CO COM - 842587107 - MINOR = 50									
SOLD		08/21/2014	1401 68						
ACQ	32 0000	09/07/2010	1401 68	1186 88	214.80	0 00	LT	Y	F

DAVID & CO NOMINEE
STATEMENT OF CAPITAL GAINS AND LOSSES
CTUA PADDISON FOUNDATION

TRUST YEAR ENDING 12/31/2014

TAX PREPARER. 4020
TRUST ADMINISTRATOR: 103
INVESTMENT OFFICER: 304

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	
252.4340 TARGET SMALL CAPITALIZATION VALUE PORTFO - 875921306 - MINOR = 62									
SOLD		08/21/2014	7000.00						
ACQ	252.4340	06/19/2009	7000.00	3737.37	3262.63	0 00	LT	Y	F
252 4340 TARGET SMALL CAPITALIZATION VALUE PORTFO - 875921306 - MINOR = 62									
SOLD		08/21/2014	7000 00						
ACQ	252.4340	06/19/2009	7000 00	3737 37	3262 63	0 00	LT	Y	F
18 0000 UNITED TECHNOLOGIES CORP COM - 913017109 - MINOR = 50									
SOLD		08/21/2014	1977 32						
ACQ	18 0000	11/09/2005	1977 32	946.26	1031 06	0 00	LT	Y	F
.5060 VERIZON COMMUNICATIONS COMMUNICATIONS IN - 92343V104 - MINOR = 50									
SOLD		03/10/2014	23 50						
ACQ	.5060	03/20/2002	23 50	21 90	1 60	0 00	LT	Y	F
118.0000 VERIZON COMMUNICATIONS COMMUNICATIONS IN - 92343V104 - MINOR = 50									
SOLD		03/21/2014	5511.79						
ACQ	118 0000	03/20/2002	5511.79	5106.45	405.34	0 00	LT	Y	F
42 0000 VERIZON COMMUNICATIONS COMMUNICATIONS IN - 92343V104 - MINOR = 50									
SOLD		08/21/2014	2053 79						
ACQ	42 0000	03/20/2002	2053 79	1817 55	236 24	0 00	LT	Y	F
13000 0000 VERIZON COMMUNICATIONS COMMUNICATIONS 2 - 92343VBN3 - MINOR = 45									
SOLD		11/24/2014	13386.36						
ACQ	13000 0000	03/13/2014	13386.36	13496 34	-109 98	0 00	ST		C
0910 VODAFONE GROUP PLC NEW SPNSR ADR - 92857W308 - MINOR = 50									
SOLD		03/06/2014	3 45						
ACQ	.0910	08/29/2013	3 45	4 03	-0 58	0 00	ST	Y	C
619 0000 VODAFONE GROUP PLC NEW SPNSR ADR - 92857W308 - MINOR = 50									
SOLD		04/14/2014	21901 53						
ACQ	619 0000	08/29/2013	21901 53	27439 59	-5538 06	0 00	ST	Y	C
85 0000 WELLS FARGO & CO NEW COM - 949746101 - MINOR = 50									
SOLD		03/21/2014	4170 95						
ACQ	85 0000	01/24/2007	4170.95	3106 75	1064.20	0 00	LT	Y	F
39.0000 WELLS FARGO & CO NEW COM - 949746101 - MINOR = 50									
SOLD		08/21/2014	1993.31						
ACQ	39 0000	01/24/2007	1993.31	1425.45	567.86	0 00	LT	Y	F
80 0000 SEAGATE TECHNOLOGY PLC SHS - G7945M107 - MINOR = 55									
SOLD		03/21/2014	4274.10						
ACQ	80 0000	02/03/2012	4274.10	2117 13	2156.97	0.00	LT	Y	F
		TOTALS	909676 14	795459.13					

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-5518 09	0 00	95397.85	0 00	0 00	0.00*
COVERED FROM ABOVE	-3892 47	0 00	28229 72	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	3719 59	0 00	20428.54			41.73
	-5690 97	0.00	144056 11	0.00	0 00	41.73
STATE						
NONCOVERED FROM ABOVE	-5518.09	0.00	95397 85	0 00	0 00	0 00*
COVERED FROM ABOVE	-3892 47	0 00	28229 72	0.00	0 00	
COMMON TRUST FUND	0.00	0.00	0 00			0 00
CAPITAL GAIN DIV/DIST	3719 59	0 00	20428 54			41 73
	-5690 97	0 00	144056 11	0 00	0 00	41 73

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
TENNESSEE	N/A	N/A