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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: The John Willis Mashburn Charitable Trust

A Employer identification number: 27-3958145

Number and street (or P.O. box number if mail is not delivered to street address): 2206 Fawn Drive

Room/suite:

B Telephone number (see instructions): 706-278-1408

City or town, state or province, country, and ZIP or foreign postal code: Dalton, Ga. 30720

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) ▶ $

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	0			
	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	435,524	435,524		
	5a	Gross rents	64,065	64,065		
	b	Net rental income or (loss) (20,646)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,562,305			
	b	Gross sales price for all assets on line 6a 11,278,164				
	7	Capital gain net income (from Part IV, line 2)		3,562,305		
	8	Net short-term capital gain			97,434	
	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)				
	12	**Total.** Add lines 1 through 11	4,061,894	4,061,894	97,434	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	114,000			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	9,125			
	c	Other professional fees (attach schedule)	1,440			
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,906	4,906		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	423,460	423,460	76,594	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	552,931	428,366	76,594	0
	25	Contributions, gifts, grants paid	6,019,880			6,019,880
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,572,811	428,366	76,594	6,019,880
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(2,510,917)			
	b	**Net investment income** (if negative, enter -0-)		3,634,528		
	c	**Adjusted net income** (if negative, enter -0-)			20,840	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	2,789,740	648,064	648,064
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	15,414,719	13,420,374	15,953,631
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	1,705,634	3,330,738	3,330,738
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	19,910,093	17,399,176	19,932,433
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** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	19,910,093	17,399,176	
30	**Total net assets or fund balances** (see instructions)	19,910,093	17,399,176	
31	**Total liabilities and net assets/fund balances** (see instructions)	19,910,093	17,399,176	

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	19,910,093
2	Enter amount from Part I, line 27a	2	(2,510,917)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	
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	17,399,176

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	Schedule Attached	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,278,164		7,715,759	3,562,405
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	3,562,405
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	97,434

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))
2015			
2014			
2013			
2012			
2011			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		
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		
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a			
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		
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		
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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		✓
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Georgia			
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	✓	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

14 The books are in care of ▶ Michael Jinright Telephone no. ▶ 706-278-5853

Located at ▶ P.O. Box 39, Dalton, Ga ZIP+4 ▶ 30722

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2016, 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		✓
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		✓
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☑ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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 2016?	4b		✓

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Catherine Mashburn 1710 Rio Vista Dr., Dalton, Ga. 30720	Managing Trustee 2.0	24,000	0	0
Sharon Beavers 2206 Fawn Drive, Dalton, Ga. 30720	Trustee 2.0	18,000	0	0
Dewey Hughes 1210 Vanderbilt Dr. Dalton, Ga 30720	Trustee 2.0	18,000	0	0
Schedule Attached		54,000	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Dalton State College 650 College Drive Dalton, Ga. 30720	1,202,826
2 First Baptist Church 311 N Thornton Ave Dalton, Ga. 30720	401,000
3 Whitfield County Schools 1306 S Thornton Ave Dalton, Ga. 30720	3,394,696
4 Whitfield Healthcare Foundation P.O. Box 1168 Dalton, Ga 30722	600,000

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	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	
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	
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	
6	***Minimum investment return.*** Enter 5% of line 5	6	

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	
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

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

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 2015	(c) 2015	(d) 2016
1	Distributable amount for 2016 from Part XI, line 7				
2	Undistributed income, if any, as of the end of 2016:				
a	Enter amount for 2015 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2016:				
a	From 2011				
b	From 2012				
c	From 2013				
d	From 2014				
e	From 2015				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2016 from Part XII, line 4: ▶ $				
a	Applied to 2015, 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 2016 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				
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 2011 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2012				
b	Excess from 2013				
c	Excess from 2014				
d	Excess from 2015				
e	Excess from 2016				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶ 05/04/2015

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) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
1) American Heart Association	N/A	501c(3)	General Fund	25,000
2) Artistic Theater	N/A	501c(3)	Building Fund	50,000
3) Auburn University	N/A	501c(3)	Scholarship	5,000
4) Carpet Capital Aquatics	N/A	501c(3)	Equipment Purchases	28,400
5) Dalton State College	N/A	501c(3)	Scholarships and Building Fund	1,202,826
6) First Baptist Church	N/A	501c(3)	Building Funds	401,000
7) Maple Grove Baptist Church	N/A	501c(3)	Building Improvements	60,000
8) Whitfield County Schools	N/A	501c(3)	Building Improvements and Equip	3,394,696
9) Whitfield Healthcare Foundation	N/A	501c(3)	Building Fund	600,000
10) Berry College	N/A	501c(3)	Scholarships	5,000
11) Georgia Sheriff's Youth Homes	N/A	501c(3)	General Fund	107,700
12) Kennesaw State University	N/A	501c(3)	Scholarships	5,000
13) Georgia Southern University	N/A	501c(3)	Scholarships	10,000
14) Greater Works Ministries	N/A	501c(3)	Building Fund	35,000
15) Tunnel Hill Depot	N/A	501c(3)	Building Fund	50,000
16) Schedule Attached				40,258
Total . . . . ▶ 3a				6,019,880
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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					
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					
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)					

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

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Sharon Reaner | 11-14-17 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michael Jinright	[signature]	11/9/17		P00978972
Firm's name ► Acree, Jinright, Leonard & Co, PC			Firm's EIN ►	58-1762926
Firm's address ► P.O. Box 39, Dalton, Ga. 30722			Phone no.	706-278-5853

The John Willis Mashburn Charitable Trust
27-3958145
December 31, 2016

Form 990-PF; Part I; Line 23; Other Expenses:

	Column a	Column b	Column c
Investment Fees	381,422	381,422	76,594
Miscellaneous	3,525	3,525	0
Insurance	11,849	11,849	0
Utilities	3,535	3,535	0
Repairs - Rental	20,035	20,035	0
Exterminating	3,094	3,094	0
Total	423,460	423,460	76,594

The John Willis Mashburn Charitable Trust
27-3958145
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Form 990-PF; Page 2; Part II; Line 10b:

Description	Symbol	Number of Shares	Column b Book Value	Column c Fair Market Value
Common Stocks:				
Abbvie, Inc	ABBV	2,612	101,751.94	163,563.44
Aetna, Inc.	AET	1,000	118,236.00	124,010.00
Allergen, Inc	AGN	368	0.00	77,283.68
Allergen, Inc	AGN	32	7,676.08	6,720.32
Altria Group, Inc	MO	4,800	131,856.00	324,576.00
Altria Group, Inc	MO	200	12,709.08	13,524.00
Amazon.Com	AMZN	1,500	1,168,203.45	1,124,805.00
Envision Healthcare	EVHC	2,000	132,111.30	126,580.00
Apple, Inc	AAPL	5,000	342,287.22	579,100.00
Berkshire Hathaway	BRK/B	1,500	208,089.60	244,470.00
Bristol Myers	BMY	2,811	116,794.82	164,274.84
Bristol Myers	BMY	1,189	66,207.18	69,485.16
Chubb LTD	CB	1,000	125,599.40	132,120.00
Cigna Corp	CI	1,000	128,021.00	133,390.00
Cigna Corp	CI	500	66,320.00	66,695.00
Consol Energy, Inc	CNX	5,000	89,076.12	91,150.00
ConocoPhillips	COP	5,000	328,400.00	250,700.00
Cummins Inc	CMI	1,000	146,392.14	136,670.00
Cummins Inc	CMI	2,000	281,906.02	273,340.00
Cummins Inc	CMI	1,000	143,140.00	136,670.00
CVS Caremark	CVS	500	38,234.82	39,455.00
Delta Airlines	DAL	1,000	48,959.80	49,190.00
Dow Chemical	DOW	500	20,559.50	28,610.00
Dow Chemical	DOW	500	26,498.40	28,610.00
Earthlink, Inc.	ELNK	10,000	900.00	0.00
Eastman Chemical Co	EMN	750	30,187.50	56,407.50
Eastman Chemical Co	EMN	1,250	92,927.84	94,012.50
Exxon Mobile	XOM	2,000	157,720.00	180,520.00
Exxon Mobile	XOM	1,439	125,379.92	129,884.14
Exxon Mobile	XOM	1,561	131,904.50	140,895.86
Facebook	FB	500	38,703.44	57,525.00
Facebook	FB	1,000	86,676.80	115,050.00
Facebook	FB	500	60,113.40	57,525.00
FBD Holding Company, Inc		2,500	12,500.00	12,500.00
Fortis Inc (ITC Corp merger)	FTS	376	0.00	11,610.88
Fortis Inc	FTS	624	18,930.16	19,269.12
Gaylord Entertainment Company	GET	175	3,697.75	0.00
General Electric Company	GE	1,000	16,670.00	31,600.00
General Electric Company	GE	1,000	24,103.30	31,600.00
General Motors	GM	795	19,103.85	27,697.80
General Motors	GM	722	20,770.50	25,154.48
General Motors	GM	722	10,987.40	25,154.48

The John Willis Mashburn Charitable Trust
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Form 990-PF; Page 2; Part II; Line 10b:

Description	Symbol	Number of Shares	Column b Book Value	Column c Fair Market Value
General Motors	GM	38	8,296.54	1,323.92
General Motors	GM	103	0.00	3,588.52
General Motors	GM	2,620	73,281.14	91,280.80
Genral Motors WTS B	GMWSB		384.93	731.64
General Motors WTS A	GMWSA		210.00	731.64
Gilead Sciences	GILD	2,000	211,979.80	143,220.00
Gilead Sciences	GILD	1,000	89,018.10	71,610.00
Gilead Sciences	GILD	2,000	173,532.65	143,220.00
Gilead Sciences	GILD	1,000	81,970.00	71,610.00
Google	GOOG	1,000	606,880.00	771,820.00
Google	GOOG	200	121,698.00	154,364.00
Google	GOOG	300	231,628.16	231,546.00
Google	GOOGL	650	519,998.47	515,092.50
GoPro, Inc	GPRO	500	36,937.00	4,355.00
GoPro, Inc	GPRO	2,500	127,057.50	21,775.00
ICON Plc	ICLR	500	34,295.20	37,600.00
ICON Plc	ICLR	500	38,317.60	37,600.00
ICON Plc	ICLR	2,000	151,834.00	150,400.00
Intel Corp	INTC	4,000	81,036.69	145,080.00
Intel Corp	INTC	2,000	63,649.50	72,540.00
Jet Blue	JBLU	5,500	89,594.50	123,310.00
Jet Blue	JBLU	500	8,729.50	11,210.00
Jet Blue	JBLU	500	9,154.50	11,210.00
JM Smucker Co	SJM	1,064	81,765.16	136,255.84
Johnson & Johnson	JNJ	1,744	133,668.19	200,926.24
Johnson & Johnson	JNJ	1,040	65,520.00	119,818.40
Johnson & Johnson	JNJ	1,216	84,335.25	140,095.36
Johnson & Johnson	JNJ	1,000	103,909.90	115,210.00
KB Home	KBH	100	0.00	1,581.00
Kimberly-Clark	KMB	500	46,043.08	57,060.00
Kimberly-Clark	KMB	500	57,265.40	57,060.00
Kinder Morgan Inc	KMI	1,000	22,360.00	20,710.00
Kraft Heinz	KHC	1,000	70,476.80	87,320.00
Marathon Petroleum	MPC	500	9,667.50	25,175.00
McDonalds	MCD	1,000	114,184.00	121,720.00
Medtronic	MDT	1,000	39,445.50	71,230.00
Microchip Technology	MCHP	2,785	100,253.25	178,657.75
Microchip Technology	MCHP	215	13,196.70	13,792.25
Microsoft	MSFT	3,000	181,109.70	186,420.00
Mohawk Industries, Inc.	MHK	2,000	104,760.00	399,360.00
Mondelez Intl (Kraft Foods 10/12)	MDLZ	22,767	143.68	0.00
Netflix	NFLX	1,000	120,689.90	123,800.00
Netflix	NFLX	2,000	208,818.30	247,600.00

The John Willis Mashburn Charitable Trust
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Form 990-PF; Page 2; Part II; Line 10b:

Description	Symbol	Number of Shares	Column b Book Value	Column c Fair Market Value
Noble Energy	NBL	200	11,459.50	7,612.00
Noble Energy	NBL	800	30,190.40	30,448.00
North Georgia Community Financial Partners, Inc.		5,000	60,000.00	60,000.00
Novartis AG Sponsor	NVS	1,372	80,673.47	99,936.48
Novartis AG Sponsor	NVS	628	43,180.53	45,743.52
Nucor Corp	NUE	1,455	65,098.07	86,601.60
Nucor Corp	NUE	545	26,454.30	32,438.40
Pen West Petroleum	PWE	1,530	22,912.52	2,708.10
Pen West Petroleum	PWE	1,000	16,500.00	1,770.00
Pepsico	PEP	1,000	106,020.00	104,630.00
Pfizer	PFE	4,608	126,052.13	149,667.84
Pfizer, Inc.	PFE	4,000	79,520.00	129,920.00
Pfizer, Inc.	PFE	392	13,449.52	12,732.16
Philip Morris	PM	3,000	212,370.00	274,470.00
Philip Morris	PM	1,000	85,732.00	91,490.00
Philip Morris	PM	2,000	174,104.10	182,980.00
Proctor & Gamble	PG	1,453	112,035.37	122,168.24
Proctor & Gamble	PG	547	35,394.18	45,991.76
Proctor & Gamble	PG	500	41,289.50	42,040.00
Quallcomm	QCOM	100	7,341.83	6,520.00
Quallcomm	QCOM	900	67,598.93	58,680.00
Restaurant Brands	QSI	2,407	72,210.00	114,717.62
Reaves Utility Income Fund	UTG	2,000	49,611.36	61,420.00
Reaves Utility Income Fund	UTG	1,000	30,840.00	30,710.00
Regeneron	REGN	500	182,669.79	183,545.00
Schlumberger Limited	SLB	4,000	303,720.00	335,800.00
Schlumberger Limited	SLB	2,000	165,719.60	167,900.00
Sketchers	SKX	1,000	30,368.30	24,580.00
Sketchers	SKX	500	10,650.00	12,290.00
Sprouts Farmers Mkt	SFM	1,000	28,784.40	18,920.00
Sprout Farmers Market	SFM	1,000	33,764.40	18,920.00
Spectra Energy Corp	SE	1,000	28,990.00	41,090.00
Steris, PLC	STE	500	34,815.35	33,695.00
Time Warner	TWX	600	20,640.00	57,918.00
Travelers Companies, Inc	TRV	1,542	90,330.36	188,771.64
Tyson Foods	TSN	500	37,391.55	30,840.00
Tyson Foods	TSN	500	33,789.95	30,840.00
UBS AG	UBS	1,656	20,404.60	25,949.52
United Health Group	UNH	1,000	122,428.94	160,040.00
United Health Group	UNH	500	70,250.00	80,020.00
United Parcel Service	UPS	1,382	114,057.30	158,432.48
United Parcel Service	UPS	618	71,489.07	70,847.52
United Technologies Corp	UTX	986	73,476.65	108,085.32

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Form 990-PF; Page 2; Part II; Line 10b:

Description	Symbol	Number of Shares	Column b Book Value	Column c Fair Market Value
United Rentals	URI	100	8,488.26	10,558.00
Vodafone Group	VOD	1,610	86,776.99	39,332.30
Walt Disney	DIS	4,738	333,033.55	493,794.36
Walt Disney Company	DIS	5,262	184,327.86	548,405.64
Walt Disney Company	DIS	5,000	533,166.01	521,100.00
Waste Mgmt	WM	1,498	54,498.74	106,223.18
Waste Mgmt	WM	502	34,852.40	35,596.82
Wendy's International Inc.	WEN	500	2,710.00	6,760.00
Preferred Stocks:				
GE Cap Corp 4.875%		1,000	25,000.00	24,590.00
Merrill Lynch 7.375% PFD		4,000	96,320.00	102,840.00
Lehman Bros Cap Trust 6%		2,000	20.00	140.00
			13,420,374.11	15,953,630.56

The John Willis Mashburn Charitable Trust
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Form 990-PF; Part VIII; Information about Officers, Directors, Trustees:

a) Name and Address	b) Title and Avg Hours	c) Compensation
Bonnie Jones 351 Castle Road Dalton, Ga. 30720	Trustee / 2hrs	18,000
Carla Ripley 1088 Glenn Cove Dr Dalton, Ga. 30720	Trustee / 2hrs	18,000
Mendy Mashburn 442 Old Grade Road Resaca, Ga. 30735	Trustee / 2hrs	18,000
Total		54,000

The John Willis Mashburn Charitable Trust
27-3958145
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Form 990-PF; Part XV; Item 3; Grants and Contributions Paid:

	Recipient Name and Address	Foundation Status	Purpose of Grant	Amount
16 a)	Crosspointe Christian Centre	501c(3)	General Fund	3,200
16 b)	MCPHS (04-2104700)	501c(3)	Scholarship	2,980
16 c)	Friendship House (58-2316372)	501c(3)	Building Repairs	5,995
16 d)	Armstrong University	501c(3)	Scholarship	5,000
16 e)	Crosscourt Volleyball Academy	501c(3)	Scholarship	3,000
16 f)	Prayers for Hannah	501c(3)	General Fund	2,500
16 g)	Univeristy of Penn	501c(3)	Scholarship	5,000
16 h)	Middlebury College	501c(3)	Scholarship	3,864
16 i)	Wooddale Health & Rehab	501c(3)	General Fund	2,616
16 j)	University of Tennessee	501c(3)	General Fund	1,603
16 k)	Royal Oaks	501c(3)	General Fund	4,500
	Total			**40,258**