

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE MELROSE FOUNDATION		A Employer identification number 62-6037984	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 629		B Telephone number (see instructions) (865) 525-5134	
City or town, state or province, country, and ZIP or foreign postal code KNOXVILLE, TN 379010629		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 464,930		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,898	18,898		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,053			
	b Gross sales price for all assets on line 6a 127,959				
	7 Capital gain net income (from Part IV, line 2)		12,053		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	28,765	0	0		
12 Total. Add lines 1 through 11	59,716	30,951	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	4,025	4,025	4,025	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	159	159	159	0	
24 Total operating and administrative expenses. Add lines 13 through 23	4,184	4,184	4,184	0	
25 Contributions, gifts, grants paid	28,200			28,200	
26 Total expenses and disbursements. Add lines 24 and 25	32,384	4,184	4,184	28,200	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	27,332				
b Net investment income (if negative, enter -0-)		26,767			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,847	3,275	3,275
	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)	434,751	461,150	461,150
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	0	505	505	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	437,598	464,930	464,930	
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 <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	437,598	464,930	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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				
30 Total net assets or fund balances (see instructions)	437,598	464,930		
31 Total liabilities and net assets/fund balances (see instructions) .	437,598	464,930		

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	437,598
2 Enter amount from Part I, line 27a		2	27,332
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	464,930
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	464,930

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	12,053
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	26,423	435,272	0 060705
2015	26,550	457,598	0 058020
2014	27,550	496,284	0 055513
2013	27,400	482,958	0 056734
2012	26,050	438,560	0 059399

2 Total of line 1, column (d)	2	0 290371
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 058074
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	444,247
5 Multiply line 4 by line 3	5	25,799
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	268
7 Add lines 5 and 6	7	26,067
8 Enter qualifying distributions from Part XII, line 4	8	28,200

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 505, with 505 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Columns for 'Yes' and 'No' are provided for each question.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, distribution to donor advised funds, and public inspection requirements.

14 The books are in care of JACKSON G KRAMER Telephone no (865) 525-5134

Located at 2500 PLAZA TOWER KNOXVILLE TN ZIP+4 37929

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

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.			<input type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b
				No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
EDWIN H RAYSON PO BOX 629 KNOXVILLE, TN 37901	MEMBERS 1 00	0	0	0
WAYNE R KRAMER PO BOX 629 KNOXVILLE, TN 37901	VP,SEC,TRES 1 00	0	0	0
COWAN RODGERS III PO BOX 629 KNOXVILLE, TN 37901	MEMBERS 1 00	0	0	0
JACKSON G KRAMER PO BOX 629 KNOXVILLE, TN 37901	PRESIDENT 1 00	0	0	0

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

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

Total number of other employees paid over \$50,000. **0**

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 INTERFAITH HEALTH CLINIC	669
2 KNOXVILLE MUSEUM OF ART	586
3 VOLUNTEER MINISTRY CENTER	293
4 SECOND HARVEST FOOD BANK	209

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	0
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	447,951
b	Average of monthly cash balances.	1b	3,061
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	451,012
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	451,012
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,765
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	444,247
6	Minimum investment return. Enter 5% of line 5.	6	22,212

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	22,212
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	268
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	268
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	21,944
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	21,944
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	21,944

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	28,200
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	28,200
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	268
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	27,932

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				21,944
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	4,379			
b From 2013.	4,403			
c From 2014.	3,524			
d From 2015.	4,442			
e From 2016.	4,713			
f Total of lines 3a through e.	21,461			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>28,200</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				21,944
e Remaining amount distributed out of corpus	6,256			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	27,717			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	4,379			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	23,338			
10 Analysis of line 9				
a Excess from 2013.	4,403			
b Excess from 2014.	3,524			
c Excess from 2015.	4,442			
d Excess from 2016.	4,713			
e Excess from 2017.	6,256			

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 2017, enter the date of the ruling. ▶

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

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

	Tax year				(e) Total
	(a) 2017	(b) 2016	Prior 3 years		
			(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
 JACKSON G KRAMER CO THE MELROSE FOU
 PO BOX 629
 KNOXVILLE, TN 379010629
 (865) 525-5134

b The form in which applications should be submitted and information and materials they should include
 NAME AND ADDRESS, TYPE OF ORGANIZATION, TAX EXEMPT DETERMINATION LETTER UNDER IRC SEC 501(C)(3), BROCHURE OR OTHER PRINTED MATERIALS REGARDING ORGANIZATION'S ACTIVITIES AND OPERATIONS

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE, OTHER THAN THE ORGANIZATION MUST BE A 501(C)(3) ORGANIZATION

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				28,200
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
THORNBURG INTL VALUE FD I	P	2017-03-24	2017-11-14
AIG FOCUSED DIV STRATGS FD CL W	P	2011-12-22	2017-11-14
ALGER FDS CAPTL APP FD CL Z	P	2011-12-22	2017-11-14
CALVERT ST DURATION IN FD CL I	P	2011-07-28	2017-12-15
CALVERT ST DURATION IN FD CL Y	P	2008-03-25	2017-10-24
FIRST EAGLE GLOBAL FD GL I	P	2011-12-22	2017-11-14
JOHN HANCOCK GLOBAL ABSOLUTE RETN STRATGS CL I	P	2015-06-11	2017-11-14
JOHN HANCOCK GLOBAL ABSOLUTE RETN STRATGS CL I	P	2015-12-23	2017-11-14
LOOMIS SAYLES STRATEGIC INC FD CL Y	P	2008-03-25	2017-11-14
THORNBURG INTL VALUE FD I	P	2016-09-26	2017-11-14

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
401		387	14
5,150		3,261	1,889
5,940		3,243	2,697
28,000		28,007	-7
988		989	-1
4,800		3,573	1,227
30,773		33,170	-2,397
2,541		2,744	-203
1,298		1,285	13
40,149		31,158	8,991

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			14
			1,889
			2,697
			-7
			-1
			1,227
			-2,397
			-203
			13
			8,991

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
13D ACTIVIST FD CL I	P	2015-06-11	2017-11-14
PACE GOVT MM INVST FD CL P	P	2017-01-24	2017-10-24
UBS OTHER	P	2017-01-24	2017-10-24

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,378		3,869	509
3,541		3,541	0
		679	-679

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			509
			0
			-679


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIG BROTHERSBIG SISTERS OF TENNESSEE VALLEY INC 2918 MAGNOLIA AVENUE KNOXVILLE, TN 37901	NONE	LISTED IN PUB 78	EDUCATIONAL SUPPORT	1,000
BOYS & GIRLS CLUB OF THE TENNESSEE VALLEY 407 CASWELL AVENUE KNOXVILLE, TN 37917	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	1,000
CASA-A CHILD'S VOICE IN COURT 2200 SUTHERLAND AVENUE KNOXVILLE, TN 37919	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	300
Total ▶ 3a				28,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY SCHOOL OF THE ARTS 620 STATE STREET KNOXVILLE, TN 37902	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	500
EMERALD YOUTH FOUNDATION 1600 N CENTRAL STREET KNOXVILLE, TN 37914	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	500
FISH OF KNOX COUNTY HOSPITALITY PANTRIES 2700 E MAGNOLIA AVENUE KNOXVILLE, TN 37914	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	1,000
Total ▶ 3a				28,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FLORENCE CRITTENTON AGENCY 2815 TEXAS AVENUE KNOXVILLE, TN 379216090	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	500
GIRL SCOUTS COUNCIL OF THE SOUTHERN APPALACHIANS INC 1567 DOWNTOWN WEST BLBD KNOXVILLE, TN 37919	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	500
HEARING & SPEECH FOUNDATION OF BLOUNT COUNTY 334 S WASHINGTON STREET MARYVILLE, TN 37804	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	400
Total 				28,200
3a				

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Name and address (home or business)				
a <i>Paid during the year</i>				
HELEN ROSS MCNABB CENTER 1520 CHEROKEE TRAIL KNOXVILLE, TN 37901	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	900
HOLSTON UNITED METHODIST HOME FOR CHILDREN 900 E HILL AVENUE KNOXVILLE, TN 37915	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	1,000
IJAMS NATURE CENTER 2915 ISLAND HOME AVENUE KNOXVILLE, TN 37920	NONE	LISTED IN PUB 78	EDUCATIONAL SUPPORT	500
Total ▶ 3a				28,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
INTERFAITH HEALTH CLINIC 315 GILL AVENUE KNOXVILLE, TN 37902	NONE	LISTED IN PUB 78	MEDICAL SUPPORT	4,500
JOHN T O'CONNOR SENIOR CENTER 6111 WINONA ST KNOXVILLE, TN 37917	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	150
KNOX AREA RESCUE MINISTRIES 418 N BROADWAY KNOXVILLE, TN 37917	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	250
Total ▶ 3a				28,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
KNOX COUNTY OFFICE ON AGING - MOBILE MEALS 2247 WESTERN AVENUE KNOXVILLE, TN 37921	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	250
KNOXVILLE FAMILY JUSTICE CENTER 400 HARRIET TUBMAN STREET KNOXVILLE, TN 37915	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	250
KNOXVILLE LEGAL AID SOCIETY INC 502 S GAY STREET KNOXVILLE, TN 37902	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	750
Total ▶ 3a				28,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
KNOXVILLE MUSEUM OF ART 1010 LAUREL AVENUE KNOXVILLE, TN 37916	NONE	LISTED IN PUB 78	EDUCATIONAL SUPPORT	4,000
KNOXVILLE SYMPHONY SOCIETY 708 GAY STREET KNOXVILLE, TN 379021685	NONE	LISTED IN PUB 78	EDUCATIONAL SUPPORT	300
KNOXVILLE ZOOLOGICAL PARK PO BOX 6040 KNOXVILLE, TN 37914	NONE	LISTED IN PUB 78	EDUCATIONAL SUPPORT	300
Total 3a			▶	28,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MCCLUNG MUSEUM OF NATURAL HISTORY & CULTURE 1327 CIRCLE PARK DRIVE KNOXVILLE, TN 37916		LISTED IN PUB 78	EDUCATIONAL SUPPORT	500
SECOND HARVEST FOOD BANK 922 DELAWARE AVENUE KNOXVILLE, TN 37921	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	1,500
SERTOMA CENTER INC 1400 E 5TH AVENUE KNOXVILLE, TN 37917	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	500
Total ▶ 3a				28,200


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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHANGRI-LA THERAPEUTIC ACADEMY OF RIDING INC 11800 HIGHWAY 11 EAST LENOIR CITY, TN 37772	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	1,000
TENNESSEE LION'S CHARITIES INC 505 FESSLERS LANE NASHVILLE, TN 372102814	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	350
TENNESSEE WESLEYAN COLLEGE PO BOX 40 ATHENS, TN 37303	NONE	LISTED IN PUB 78	EDUCATIONAL SUPPORT	250
Total ▶ 3a				28,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE JOY OF MUSIC YOUTH MUSIC SCHOOL 1209 EUCLID AVENUE KNOXVILLE, TN 37921	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	500
THE MUSE KNOXVILLE 516 N BEAMAN STREET KNOXVILLE, TN 37914	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	250
UNIVERSITY OF TENNESSEE MEDICAL CENTER - PASTORAL CARE DEPARTMENT 1924 ALCOA HIGHWAY KNOXVILLE, TN 37901	NONE	LISTED IN PUB 78	MEDICAL SUPPORT	1,000
Total 3a			▶	28,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VOLUNTEER MINISTRY CENTER 306 W JACKSON AVENUE KNOXVILLE, TN 37901	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	2,000
WESLEY HOUSE 923 DAMERON AVENUE KNOXVILLE, TN 37921	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	1,000
YOUNG MEN'S CHRISTIAN ASSOCIATION PO BOX 2776 KNOXVILLE, TN 379012776	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	250
Total 				28,200
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
YOUNG WOMEN'S CHRISTIAN ASSOCIATION 420 W CLINCH AVENUE KNOXVILLE, TN 37902	NONE	LISTED IN PUB 78	CHARITABLE SUPPORT	250
Total ▶ 3a				28,200

TY 2017 Investments Corporate Stock Schedule**Name:** THE MELROSE FOUNDATION**EIN:** 62-6037984

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PACE GOVT MM INVEST FD CL P	9,510	9,510
AIG FOCUSED DIV STRATGS FD CL W	51,092	51,092
ALGER FUNDS CAPITAL APP FD CL Z	43,388	43,388
FIRST EAGLE GLOBAL FDS CL I	87,270	87,270
LORD ABBOTT DEVELOPING GWTH FD CL F	20,066	20,066
OAKMARK INTL FD CL I	39,217	39,217
13D ACTIVIST FUND CLASS	36,354	36,354
CALVERT ST DURATION INC FD CL Y	24,360	24,360
LOOMIS SAYLES STRATEGIC INC FD CL Y	52,717	52,717
TEMPLETON GLOBAL BOND ADV	28,233	28,233
BLACKROCK GLOBAL LG/ST CR FD I	28,616	28,616
BLACKSTONE ALTERNATIVE MULTI-STRATEGY FD CL I	37,985	37,985
TENNECO AUTOMOTIVE, INC.	2,342	2,342

TY 2017 Other Assets Schedule**Name:** THE MELROSE FOUNDATION**EIN:** 62-6037984**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
REFUNDABLE FEDERAL EXCISE TAXES	0	505	505

TY 2017 Other Expenses Schedule**Name:** THE MELROSE FOUNDATION**EIN:** 62-6037984**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	159	159	159	0

TY 2017 Other Income Schedule**Name:** THE MELROSE FOUNDATION**EIN:** 62-6037984**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UNREALIZED APPRECIATION OF INVESTMENTS	28,765	0	

TY 2017 Other Professional Fees Schedule**Name:** THE MELROSE FOUNDATION**EIN:** 62-6037984

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGER FEES	4,025	4,025	4,025	0