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
MASSENGILL-DEFRIECE FOUNDATION INC

A Employer identification number
62-6044873

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O BOX 966

B Telephone number (see instructions)
(770) 457-0035

City or town, state or province, country, and ZIP or foreign postal code
BRISTOL, TN 376210966

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)*▶$ 4,546,061

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,210	4,210		
	4	Dividends and interest from securities	83,839	83,839		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	321,220			
	b	Gross sales price for all assets on line 6a 778,230				
	7	Capital gain net income (from Part IV, line 2)		321,220		
	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)				
	12	**Total.** Add lines 1 through 11	409,269	409,269		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,800	2,240		2,800
	c	Other professional fees (attach schedule)	35,780	35,780		35,780
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,075	1,483		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	10,899	8,719		10,899
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,257	1,804		2,257
	24	**Total operating and administrative expenses.** Add lines 13 through 23	56,811	50,026		51,736
	25	Contributions, gifts, grants paid	205,900			205,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	262,711	50,026		257,636
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	146,558			
	b	**Net investment income** (if negative, enter -0-)		359,243		
	c	**Adjusted net income**(if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,185	3,922	3,922
	2	Savings and temporary cash investments	187,346	167,232	167,232
	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	113		
	10a	Investments—U S and state government obligations (attach schedule)	96,693	90,445	90,445
	b	Investments—corporate stock (attach schedule)	2,064,971	2,112,656	2,112,656
	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)	1,789,412	2,171,806	2,171,806
	14	Land, buildings, and equipment basis ▶ 8,923 Less accumulated depreciation (attach schedule) ▶ 8,923			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,139,720	4,546,061	4,546,061
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 ▶)	0	2,073	
	23	**Total liabilities**(add lines 17 through 22)	0	2,073	
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	4,139,720	4,543,988	
	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			
	30	**Total net assets or fund balances** (see instructions)	4,139,720	4,543,988	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,139,720	4,546,061	

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	4,139,720
2	Enter amount from Part I, line 27a	2	146,558
3	Other increases not included in line 2 (itemize) ▶	3	257,710
4	Add lines 1, 2, and 3	4	4,543,988
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	4,543,988

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	321,220
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	230,568	4,010,168	0 057496
2015	235,348	4,142,165	0 056818
2014	244,728	4,263,937	0 057395
2013	216,523	3,987,018	0 054307
2012	227,982	3,732,306	0 061083

2 Total of line 1, column (d)	2	0 287099
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 057420
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	4,257,225
5 Multiply line 4 by line 3	5	244,450
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,592
7 Add lines 5 and 6	7	248,042
8 Enter qualifying distributions from Part XII, line 4	8	257,636

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	3,592
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	3,592
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	3,592
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — **6a** 1,520		
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** 0		
7	Total credits and payments Add lines 6a through 6d.	7	1,520
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	1
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,073
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 2018 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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

		Line	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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶PAUL E DEFRIECE Telephone no ▶(770) 457-0035

Located at ▶1853 GAINSBOROUGH DRIVE ATLANTA GA ZIP+4 ▶30341

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

		Line	Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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

			Line	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 2017?.		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?.	☐ 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 2017 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 2017).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		No

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

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

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,111,217
b	Average of monthly cash balances	1b	210,839
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,322,056
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	4,322,056
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,831
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,257,225
6	**Minimum investment return.** Enter 5% of line 5	6	212,861

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	212,861
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 3,592		
b	Income tax for 2017 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,592
3	Distributable amount before adjustments Subtract line 2c from line 1	3	209,269
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	209,269
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	209,269

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	257,636
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	257,636
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	3,592
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	254,044

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					209,269
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.	43,441				
b From 2013.	20,095				
c From 2014.	34,007				
d From 2015.	31,380				
e From 2016.	33,028				
f Total of lines 3a through e.		161,951			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 257,636					
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.					209,269
e Remaining amount distributed out of corpus		48,367			
5 Excess distributions carryover applied to 2017 *(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		210,318			
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) . . .		43,441			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a		166,877			
10 Analysis of line 9					
a Excess from 2013. . . .	20,095				
b Excess from 2014. . . .	34,007				
c Excess from 2015. . . .	31,380				
d Excess from 2016. . . .	33,028				
e Excess from 2017. . . .	48,367				

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)

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

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

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

C THOMAS DAVENPORT
640 STATE STREET SUITE 201
BRISTOL, TN 37620
(423) 989-6500

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

ONE OR TWO PAGE LETTER - NO SPECIFIC INFORMATION OR MATERIALS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				205,900
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					4,210
4 Dividends and interest from securities. . . .					83,839
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					321,220
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		0	409,269

13 Total. Add line 12, columns (b), (d), and (e). 13 409,269

(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)
3	THE PURPOSE OF THIS FOUNDATION IS TO PROVIDE CHARITABLE GRANTS TO WORTHY ORGANIZATIONS THE PRODUCTION OF INCOME IS NECESSARY TO PROVIDE THE FUNDING FOR SUCH DONATIONS
4	SAME AS NUMBER 3 ABOVE
7	SAME AS NUMBER 3 ABOVE
8	SAME AS NUMBER 3 ABOVE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2018-05-09	******
Signature of officer or trustee	Date	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
SARAH PRESNELL		2018-05-08		P01269151

Firm's name ▶ BLACKBURN CHILDERS & STEAGALL PLC	Firm's EIN ▶62-0647474
Firm's address ▶ 801B SUNSET DRIVE JOHNSON CITY, TN 376043033	Phone no (423) 282-4511

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
60 SHS AMERICAN EXPRESS CO	P	2008-12-01	2017-01-06
100 SHS AMPHENOL CORP	P	2011-08-30	2017-01-06
400 SHS EMERSON ELECTRIC	P	2010-06-16	2017-01-06
50 SHS EXXON MOBIL CORP	P	2010-06-16	2017-01-06
100 SHS ILLINOIS TOOL WORKS	P	2010-06-16	2017-01-06
100 SHS AUTOMATIC DATA PROCESSING	P		2017-03-14
100 SHS MERCK & CO INC	P	2010-06-16	2017-01-06
2,163 498 SHS WILLIAM BLAIR INTL GROWTH	P		2017-03-14
50 SHS HOME DEPOT	P	2011-10-21	2017-03-14
50 SHS ILLINOIS TOOL WORKS	P	2010-06-16	2017-03-14

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)
4,513		1,230	3,283
6,768		2,293	4,475
22,484		18,963	3,521
4,420		3,127	1,293
12,224		4,666	7,558
10,408		3,064	7,344
5,967		3,597	2,370
55,321		41,644	13,677
7,336		1,823	5,513
6,646		2,333	4,313

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,283
			4,475
			3,521
			1,293
			7,558
			7,344
			2,370
			13,677
			5,513
			4,313

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
20 SHS JOHNSON & JOHNSON	P	2008-04-23	2017-03-14
100 SHS KELLOGG CO	P	2009-04-07	2017-03-14
100 SHS MERCK & CO INC	P	2010-06-16	2017-03-14
100 SHS NIKE INC	P	2011-04-05	2017-03-14
314 607 SHS TWEEDY BROWNE	P	2010-07-30	2017-03-14
250 SHS AT&T INC	P	2010-06-16	2017-04-25
100 SHS AMPHENOL CORP	P	2011-08-30	2017-04-25
100 SHS AUTOMATIC DATA PROCESSING	P	2009-03-03	2017-04-25
30 SHS WALT DISNEY CO	P	2009-03-04	2017-04-25
50 SHS HOME DEPOT	P	2011-10-21	2017-04-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,547		1,347	1,200
7,413		3,896	3,517
6,430		3,598	2,832
5,770		1,931	3,839
8,296		6,824	1,472
9,950		6,384	3,566
7,226		2,293	4,933
10,482		2,900	7,582
3,460		506	2,954
7,680		1,823	5,857

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,200
			3,517
			2,832
			3,839
			1,472
			3,566
			4,933
			7,582
			2,954
			5,857

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
25 SHS ILLINOIS TOOL WORKS	P	2010-06-16	2017-04-25
50 SHS COLGATE PALMOLIVE	P	2010-06-16	2017-06-27
3,759 398 SHS GLENMEDE FUND	P	2011-08-30	2017-06-27
50 SHS WATERS CORP	P	2010-06-16	2017-06-27
190 SHS WALT DISNEY CORP	P	2009-03-04	2017-08-24
100 SHS EI DU PONT DE NEMOURS	P	2011-08-30	2017-08-24
50 SHS EXXON MOBIL CORP	P	2010-06-16	2017-08-24
50 SHS HOME DEPOT	P	2011-10-21	2017-08-24
200 SHS INTERNATIONAL BUSINESS MACHINES CORP	P	2010-06-16	2017-08-24
50 SHS JP MORGAN CHASE	P	2010-06-16	2017-08-24

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)
3,480		1,166	2,314
3,774		2,014	1,760
41,353		25,000	16,353
9,195		3,558	5,637
19,283		3,206	16,077
8,263		4,494	3,769
3,828		3,127	701
7,432		1,823	5,609
28,617		26,063	2,554
4,588		1,941	2,647

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,314
			1,760
			16,353
			5,637
			16,077
			3,769
			701
			5,609
			2,554
			2,647

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
50 SHS NEXTERA ENERGY INC	P	2010-06-16	2017-08-24
100 SHS NIKE INC	P	2011-04-05	2017-08-24
100 SHS OMNICOM GROUP	P	2010-06-16	2017-08-24
30 SHS 3M CO	P	2008-07-02	2017-08-24
1,806 358 SHS TWEEDY BROWNE GLOBAL VALUE FD	P		2017-08-24
750 SHS AT&T INC	P	2010-06-16	2017-10-17
100 SHS AMERICAN EXPRESS	P	2008-12-01	2017-10-17
200 SHS EXXON MOBIL CORP	P	2010-06-16	2017-10-17
200 SHS INTEL CORP	P	2010-06-16	2017-10-17
100 SHS JP MORGAN CHASE & CO	P	2010-06-16	2017-10-17

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)
7,490		2,585	4,905
5,378		1,931	3,447
7,327		3,876	3,451
6,072		2,056	4,016
49,982		38,920	11,062
27,112		19,153	7,959
9,183		2,051	7,132
16,518		12,507	4,011
7,906		4,336	3,570
9,792		3,882	5,910

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	
			4,905
			3,447
			3,451
			4,016
			11,062
			7,959
			7,132
			4,011
			3,570
			5,910

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
130 SHS KELLOGG CO	P	2009-04-07	2017-10-17
500 SHS VANGUARD DIVIDEND APPREC	P		2017-10-17
5,000 SHS FHLB DTD 10/19/07	P	2007-11-20	2017-11-17
140 SHS AMERICAN EXPRESS CO	P	2008-12-01	2017-01-06
254 647 SHS DODGE & COX INTL FD	P		2017-01-06
426 439 SHS MATTHEWS PACIFIC TIGER FD	P		2017-01-06
100 SHS BAXTER INTL	P	2016-02-11	2017-03-14
50 SHS WALT DISNEY CO	P	2008-11-11	2017-03-14
485 909 SHS DODGE & COX INTL FD	P	2014-04-28	2017-03-14
30 SHS JOHNSON & JOHNSON	P	2007-06-22	2017-03-14

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)
8,039		5,066	2,973
47,943		23,570	24,373
5,000		5,063	-63
10,530		2,871	7,659
9,977		11,296	-1,319
10,000		10,671	-671
5,201		3,601	1,600
5,612		1,059	4,553
19,864		21,555	-1,691
3,820		1,836	1,984

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,973
			24,373
			-63
			7,659
			-1,319
			-671
			1,600
			4,553
			-1,691
			1,984

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100 SHS ELI LILLY & CO	P	2014-01-22	2017-03-14
100 SHS MICROSOFT CORP	P	2008-01-18	2017-03-14
442 682 SHS TWEEDY BROWNE GLOBAL VALUE FD	P		2017-03-14
20 SHS WALT DISNEY CO	P	2008-11-11	2017-04-25
220 SHS SPDR DOW JONES GLOBAL REAL ESTATE	P	2015-12-16	2017-04-25
2,010 209 GLENMEDE FD	P		2017-06-27
110 SHS WALT DISNEY CO	P	2009-03-04	2017-08-24
20 SHS 3M CO	P	2008-07-02	2017-08-24
300 SHS UNION PACIFIC CORP	P	2014-01-22	2017-08-24
270 SHS KELLOGG CO	P	2009-04-07	2017-10-17

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)
8,411		5,560	2,851
6,430		3,381	3,049
11,674		11,276	398
2,307		423	1,884
10,584		10,429	155
22,112		19,456	2,656
11,164		1,856	9,308
4,048		1,371	2,677
31,565		25,286	6,279
16,696		10,521	6,175

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,851
			3,049
			398
			1,884
			155
			2,656
			9,308
			2,677
			6,279
			6,175

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100 SHS MICROSOFT CORP	P		2017-10-17
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,756		2,932	4,824
37,583			37,583

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	
			4,824
			37,583

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
C THOMAS DAVENPORT JR P O BOX 966 BRISTOL, TN 37620	PRESIDENT 5 00	0	0	0
C RICHARD HAGERSTROM JR PO BOX 966 BRISTOL, TN 37620	DIRECTOR 5 00	0	0	0
PAUL E DEFRIECE PO BOX 966 BRISTOL, TN 37620	DIRECTOR 5 00	0	0	0
CHET SIKORSKI PO BOX 966 BRISTOL, TN 37620	DIRECTOR 5 00	0	0	0
STEPHEN L EVERHART PO BOX 966 BRISTOL, TN 37620	DIRECTOR 5 00	0	0	0
RONAN KING PO BOX 966 BRISTOL, VA 37620	DIRECTOR 5 00	0	0	0
POLLY WILLS PO BOX 966 BRISTOL, GA 37620	SECRETARY/TREASURER 5 00	0	0	0
KATE DEFRIECE PO BOX 966 BRISTOL, TN 37620	DIRECTOR 5 00	0	0	0
DREW WILLS PO BOX 966 BRISTOL, TN 37620	DIRECTOR 5 00	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BIG BROTHERSBIG SISTERS 301 LOUIS ST STE 302 KINGSPORT, TN 37660	N/A	PUBLIC CHARITY	1 1 MENTORING	1,000
BOYS & GIRLS CLUB OF MOUNTAIN EMPIRE 311 REBECCA STREET BRISTOL, VA 24201	N/A	PUBLIC CHARITY	OPERATIONS	12,500
BRISTOL FOOD PANTRY 21 WASHINGTON STREET BRISTOL, VA 24201	NONE	PUBLIC CHARITY	OPERATIONS	6,250
FRIENDS OF STEELE CREEK PARK PO BOX 1763 BRISTOL, TN 37620	NONE	PUBLIC CHARITY	MEMORIAL FOR FWD/JDW	50,000
GIRLS INC227 LIBRARY LANE JOHNSON CITY, TN 37601	NONE	PUBLIC CHARITY	OPERATIONS	6,250
Total . . . . ▶ 3a				205,900

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GIRLS SCOUTS SOUTHERN APPALACHIANS 1100 WOODLAND AVENUE JOHNSON CITY, TN 37601	N/A	PUBLIC CHARITY	MLEADERSHIP PROGRAN	2,000
HEALING HANDS HEALTH CENTER 245 MIDWAY MEDICAL PARK BRISTOL, TN 37620	NONE	PUBLIC CHARITY	OPERATIONS	5,000
MORRISON SCHOOL 200 N PINECREST LANE BRISTOL, VA 24201	NONE	SCHOOL SYSTEM	EDUCATION	20,000
RISE UPPO BOX 4426 JOHNSON CITY, TN 37602	N/A	PUBLIC CHARITY	10 COMPUTER TABLETS	900
ROCKY MOUNT MUSEUMPO BOX 160 PINEY FLATS, TN 376860160	N/A	PUBLIC CHARITY	OPERATIONS/DIRECTOR	69,500
Total . . . . ▶ **3a**				205,900

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SECOND HARVEST FOOD BANK 127 DILLON COURT GRAY, TN 37615	N/A	PUBLIC CHARITY	FOOD FOR KIDS, BACKPACK PROGRAM	10,000
SULLIVAN COUNTY DOE TITLE I SCHOOL SOCIAL WORKER PO BOX 306 BLOUNTVILLE, TN 37617	N/A	SCHOOL SYSTEM	TITLE 1 PROGRAM	3,000
SULLIVAN COUNTY FAMILY JUSTICE CENTER 313 FOOTHILLS DRIVE BLOUNTVILLE, TN 37617	NONE	PUBLIC CHARITY	OPERATIONS	12,500
SULLIVAN COUNTY IMAGINATION LIBRARY PO BOX 3045 KINGSPORT, TN 37664	N/A	PUBLIC CHARITY	BOOKS FOR PRESCHOOL	4,000
WILLIAM KING MUSEUMPO BOX 2256 ABINGDON, VA 24212	N/A	PUBLIC CHARITY	VAN GOGH OUTREACH	3,000
Total . . . . ▶ 3a				205,900

TY 2017 Accounting Fees Schedule

Name: MASSENGILL-DEFRIECE FOUNDATION INC

EIN: 62-6044873

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,800	2,240		2,800

TY 2017 Investments Corporate Stock Schedule

Name: MASSENGILL-DEFRIECE FOUNDATION INC

EIN: 62-6044873

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS - THE GLENMEDE TRUST COMPANY	2,112,656	2,112,656

TY 2017 Investments Government Obligations Schedule

Name:	MASSENGILL-DEFRIECE FOUNDATION INC
EIN:	62-6044873
US Government Securities - End of Year Book Value:	90,445
US Government Securities - End of Year Fair Market Value:	90,445
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2017 Investments - Other Schedule

Name: MASSENGILL-DEFRIECE FOUNDATION INC

EIN: 62-6044873

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS AND OTHER INV.	AT COST	2,171,806	2,171,806

TY 2017 Other Expenses Schedule

Name: MASSENGILL-DEFRIECE FOUNDATION INC

EIN: 62-6044873

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	90	72		90
DIRECTOR'S EXPENSE	2,053	1,642		2,053
OFFICE SUPPLIES	113	90		113
PENALTIES	1	0		1

TY 2017 Other Increases Schedule

Name: MASSENGILL-DEFRIECE FOUNDATION INC

EIN: 62-6044873

Description	Amount
UNREALIZED GAINS (LOSSES)	257,710

TY 2017 Other Liabilities Schedule

Name: MASSENGILL-DEFRIECE FOUNDATION INC

EIN: 62-6044873

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED FEDERAL EXCISE TAX	0	2,073

TY 2017 Other Professional Fees Schedule

Name: MASSENGILL-DEFRIECE FOUNDATION INC

EIN: 62-6044873

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	35,780	35,780		35,780

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TY 2017 Taxes Schedule

Name: MASSENGILL-DEFRIECE FOUNDATION INC

EIN: 62-6044873

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	3,592	0		0
FOREIGN TAXES ON INVESTMENTS	1,483	1,483		0