

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

Name of foundation GEORGE R JOHNSON FAMILY FOUNDATION		A Employer identification number 62-6401641	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 4558		Room/suite	B Telephone number (see instructions) (423) 614-2393
City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, TN 373204558		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 29,382,103	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 Dividends and interest from securities . . .	793,551	787,108		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,170,352			
	b Gross sales price for all assets on line 6a 7,617,548				
	7 Capital gain net income (from Part IV, line 2) . . .		1,170,352		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	1,963,903	1,957,460		
	13 Compensation of officers, directors, trustees, etc	60,000	18,000		42,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,590	1,377		3,213
	16a Legal fees (attach schedule)	10,036			10,036
	b Accounting fees (attach schedule)	7,285			7,285
	c Other professional fees (attach schedule)	127,827	127,827		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	64,291	6,707		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	17,612	6,247		11,365
	24 Total operating and administrative expenses. Add lines 13 through 23	291,641	160,158		73,899
	25 Contributions, gifts, grants paid	1,825,405			1,825,405
	26 Total expenses and disbursements. Add lines 24 and 25	2,117,046	160,158		1,899,304
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-153,143			
	b Net investment income (if negative, enter -0-)		1,797,302		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	3,447	4,276	4,276
	2	Savings and temporary cash investments	909,768	645,707	644,984
	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)	15,985,831	16,083,173	22,088,434
	c	Investments—corporate bonds (attach schedule)	6,675,489	6,659,512	6,584,454
	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 ▶ _____ 104,263 Less accumulated depreciation (attach schedule) ▶ _____	104,263	104,263	36,000
15	Other assets (describe ▶ _____)	-4,789	23,955	23,955	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	23,674,009	23,520,886	29,382,103	
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	
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	23,576,009	23,423,136	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	98,000	98,000	
	29	Retained earnings, accumulated income, endowment, or other funds		-250	
30	Total net assets or fund balances (see instructions)	23,674,009	23,520,886		
31	Total liabilities and net assets/fund balances (see instructions) .	23,674,009	23,520,886		

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	23,674,009
2	Enter amount from Part I, line 27a	2	-153,143
3	Other increases not included in line 2 (itemize) ▶ _____	3	20
4	Add lines 1, 2, and 3	4	23,520,886
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	23,520,886

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)
1 a PUBLICLY-TRADED SECURITIES	P		
b POWERSHARES DB COMMODITY INDEX	P	2014-08-04	2017-12-31
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 7,489,986		6,447,196	1,042,790
b 3,900			3,900
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			1,042,790
b			3,900
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	1,170,352
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	1,596,458	26,295,704	0 060712
2015	1,784,994	26,860,346	0 066455
2014	1,573,969	27,443,846	0 057352
2013	2,018,037	24,967,081	0 080828
2012	1,255,286	22,944,893	0 054709

2 Total of line 1, column (d)	2	0 320056
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 064011
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	27,865,956
5 Multiply line 4 by line 3	5	1,783,728
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,973
7 Add lines 5 and 6	7	1,801,701
8 Enter qualifying distributions from Part XII, line 4	8	1,899,304

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	17,973
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	17,973
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	17,973
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	48,267
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	48,267
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	30,294
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 30,294 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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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? Website address N/A	13	Yes	
14	The books are in care of FIRST TENNESSEE BANK Telephone no (423) 757-4458			

Located at **701 MARKET STREET CHATTANOOGA TN** ZIP+4 **37402**

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			
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? 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 ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
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		
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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ 	5b		
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 <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? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <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? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	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
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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A
Summary of Direct Charitable Activities

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

Total. Add lines 1 through 3

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	27,473,222
b	Average of monthly cash balances.	1b	781,089
c	Fair market value of all other assets (see instructions).	1c	36,000
d	Total (add lines 1a, b, and c).	1d	28,290,311
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	28,290,311
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	424,355
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	27,865,956
6	Minimum investment return. Enter 5% of line 5.	6	1,393,298

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	1,393,298
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	17,973
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	17,973
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,375,325
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,375,325
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	1,375,325

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	1,899,304
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	1,899,304
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	17,973
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,881,331

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				1,375,325
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.	133,013			
b From 2013.	795,509			
c From 2014.	255,042			
d From 2015.	474,603			
e From 2016.	329,335			
f Total of lines 3a through e.	1,987,502			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,899,304</u>				
a Applied to 2016, 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 2017 distributable amount.				1,375,325
e Remaining amount distributed out of corpus	523,979			
5 Excess distributions carryover applied to 2017 (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	2,511,481			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
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).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	133,013			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	2,378,468			
10 Analysis of line 9				
a Excess from 2013.	795,509			
b Excess from 2014.	255,042			
c Excess from 2015.	474,603			
d Excess from 2016.	329,335			
e Excess from 2017.	523,979			

Part XIV

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	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(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

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

JANICE J WILSON
PO BOX 4558
CLEVELAND, TN 373204558
(423) 614-2393

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

APPLICATIONS ARE TO BE SUBMITTED IN THE FORM OF A LETTER OF NOT MORE THAN TWO PAGES DESCRIBING THE PROJECT FOR WHICH THE GRANT IS SOUGHT. IF THE PROJECT MEETS FOUNDATION GUIDELINES, ADDITIONAL INFORMATION MAY BE REQUESTED.

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

GRANTS WILL BE AWARDED TO CHARITABLE ORGANIZATIONS PRIMARILY IN THE FOLLOWING LOCATIONS TENNESSEE - BRADLEY, HAMILTON, LOUDON, MARION, MCMINN, MEIGS, MONROE, POLK, RHEA & SEQUATCHIE COUNTIES GEORGIA - CATOOSA, DADE, MURRAY, WALKER & WHITFIELD COUNTIES

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	1,825,405
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	793,551	
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			14	1,170,352	
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).				1,963,903	
13 Total. Add line 12, columns (b), (d), and (e).			13		1,963,903

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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?		Yes	No
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.		
	*****	2018-07-12	*****
	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
	VICKI P SULLIVAN CPA		2018-07-12		P00152617
	Firm's name ▶ ARNETTKIRKSEYKIMSEYSULLIVANLAYHALL				Firm's EIN ▶ 62-0798554
	Firm's address ▶ 4395 N OCOEE ST CLEVELAND, TN 373124832				Phone no (423) 476-5581

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

(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
JANICE J WILSON	EXECUTIVE DI 20 00	60,000	0	0
PO BOX 4558 CLEVELAND, TN 373204558				
BEVERLY P JOHNSON	DIRECTOR 1 00	0	0	0
PO BOX 4558 CLEVELAND, TN 373204558				
R MARK JOHNSON	DIRECTOR 1 00	0	0	0
PO BOX 4558 CLEVELAND, TN 373204558				
JULIA JOHNSON SCOGGINS	DIRECTOR 1 00	0	0	0
PO BOX 4558 CLEVELAND, TN 373204558				
DORIS JOHNSON	DIRECTOR 1 00	0	0	0
PO BOX 4558 CLEVELAND, TN 373204558				

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>				
AIM CENTER472 WEST MLK BOULEVARD CHATTANOOGA, TN 37402	NONE	PUBLIC	PROGRAM SUPPORT	25,000
ARTSBUILD301 11TH STREET CHATTANOOGA, TN 37403	NONE	PUBLIC	ART EDUCATION	10,000
ASSOCIATION FOR VISUAL ARTS 30 FRAZIER AVENUE CHATTANOOGA, TN 37405	NONE	PUBLIC	ART EDUCATION	15,000
AUSTIN HATCHER FOUNDATION 6739 RINGGOLD ROAD CHATTANOOGA, TN 37412	NONE	PUBLIC	EDUCATION PROGRAM	25,000
BALLET TENNESSEE 3202 KELLYS FERRY BEND RD CHATTANOOGA, TN 37419	NONE	PUBLIC	SUMMER PROGRAM	15,000
Total 				1,825,405
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)				
a <i>Paid during the year</i>				
BCPEFPO BOX 4354 CLEVELAND, TN 37320	NONE	PUBLIC	EDUCATION PROGRAM	20,000
BETHEL BIBLE VILLAGE 3001 HAMILL ROAD HIXSON, TN 37343	NONE	PUBLIC	PROGRAM SUPPORT	45,000
BOYS & GIRLS CLUBS OF G M & W 1013 UNDERWOOD ST DALTON, GA 30720	NONE	PUBLIC	PROGRAM SUPPORT	75,000
BOYS & GIRLS CLUBS OF MONROE AREA 185 OAK GROVE ROAD MADISONVILLE, TN 37354	NONE	PUBLIC	PROGRAM SUPPORT	40,000
BOYS & GIRLS CLUBS OF OCOEE REGION 385 3RD STREET SW CLEVELAND, TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	160,000
Total ▶ 3a				1,825,405

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>				
BOYS & GIRLS CLUBS OF TN VALLEY 1100 MARION STREET KNOXVILLE, TN 37921	NONE	PUBLIC	PROGRAM SUPPORT	30,000
BRADLEY HEALTHCARE 2910 PEERLESS ROAD NW CLEVELAND, TN 37312	NONE	PUBLIC	PROGRAM SUPPORT	25,000
BRADLEY JUVENILE COURT 1620 JOHNSON BOULEVARD CLEVELAND, TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	5,000
BRIDGE SCHOLARS 1270 MARKET STREET CHATTANOOGA, TN 37402	NONE	PUBLIC	PROGRAM SUPPORT	5,000
BROAD STREET UNITED METHODIST 155 CENTRAL AVENUE NW CLEVELAND, TN 37311	NONE	PUBLIC	CHANGE PROGRAM	15,000
Total ► 3a				1,825,405

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>				
CAMP LOOKOUT3130 HIGHWAY 157 RISING FAWN, GA 30738	NONE	PUBLIC	CAPITAL CAMPAIGN	50,000
CASA CORRIDOR OF EAST TENNESSEE 107 1/2 PARK STREET ATHENS, TN 37303	NONE	PUBLIC	PROGRAM SUPPORT	15,000
CASA OF BRADLEY COUNTY 170 NORTH OCOEE STREET CLEVELAND, TN 37311	NONE	PUBLIC	ADVOCATE TRAINING PROGRAM	10,000
CASA OF MONROE COUNTYPO BOX 929 MADISONVILLE, TN 37354	NONE	PUBLIC	ADVOCATE TRAINING PROGRAM	6,400
CATOOSA COUNTY CHILDREN'S FUND PO BOX 130 RINGGOLD, GA 30736	NONE	PUBLIC	UNDERSERVED CHILDREN PROGRAM	5,000
Total ▶ 3a				1,825,405

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>				
CHATTANOOGA COMMUNITY KITCHEN PO BOX 11203 CHATTANOOGA, TN 37401	NONE	PUBLIC	PROGRAM SUPPORT	10,000
CHATTANOOGA ZOO 301 NORTH HOLTZCLAW AVE CHATTANOOGA, TN 37404	NONE	PUBLIC	PROGRAM SUPPORT	20,000
CHILDREN'S ADVOCACY CENTER 5705 UPTAIN ROAD SUITE C CHATTANOOGA, TN 37411	NONE	PUBLIC	PROGRAM SUPPORT	10,000
CITY OF CALHOUNPO BOX 115 CALHOUN, TN 37309	NONE	PUBLIC	MEADOWLAND PARK SUPPORT	47,000
CIVITAN INTERNATIONAL ONE CIVITAN PLACE BIRMINGHAM, AL 35213	NONE	PUBLIC	PROGRAM SUPPORT	25,000
Total ► 3a				1,825,405

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>				
CLEVELAND LIBRARY FOUNDATION 795 CHURCH STREET NE CLEVELAND, TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	50,000
CONTEMPORARY PERFORMING ARTS 1307 DODDS AVENUE CHATTANOOGA, TN 37404	NONE	PUBLIC	PROGRAM SUPPORT	10,000
CREATIVE DISCOVERY MUSEUM 321 CHESTNUT STREET CHATTANOOGA, TN 37402	NONE	PUBLIC	CHILDREN EDUCATIONAL PROGRAM	17,775
ERLANGER HEALTH SYSTEM 975 EAST 3RD STREET CHATTANOOGA, TN 37403	NONE	PUBLIC	PROGRAM SUPPORT	50,000
FAMILY CORNERSTONES INC PO BOX 5404 CLEVELAND, TN 37320	NONE	PUBLIC	PROGRAM SUPPORT	25,000
Total ▶ 3a				1,825,405

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>				
FAMILY PROMISE OF GREATER CHATT 1184 BALDWIN STREET CHATTANOOGA, TN 37403	NONE	PUBLIC	PROGRAM SUPPORT	10,000
FAMILY WELLNESS & MATERNITY CTR 3459 HWY 68 MADISONVILLE, TN 37354	NONE	PUBLIC	PROGRAM SUPPORT	25,000
FCAPO BOX 4381 CLEVELAND, TN 37320	NONE	PUBLIC	OUTDOOR LEADERSHIP CAMP	10,000
FIRST THINGS FIRST 620 LINDSAY STREET 100 CHATTANOOGA, TN 37403	NONE	PUBLIC	PROGRAM SUPPORT	10,000
FIRST UNITED METHODIST CHURCH 3425 NORTH OCOEE STREET CLEVELAND, TN 37312	NONE	PUBLIC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,825,405

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>				
FRIENDS OF THE 6TH CAVALRY MUSEUM PO BOX 2011 FORT OGLETHORPE, GA 30742	NONE	PUBLIC	PROGRAM SUPPORT	4,000
GIRL SCOUTS 6101 ENTERPRISE PARK DR CHATTANOOGA, TN 37416	NONE	PUBLIC	PROGRAM SUPPORT	10,000
GIRLS INC709 S GREENWOOD AVE CHATTANOOGA, TN 37404	NONE	PUBLIC	PROGRAM SUPPORT	12,500
GIVE A KID A CHANCEPO BOX 1173 DECATUR, TN 37322	NONE	PUBLIC	PROGRAM SUPPORT	1,000
GOOD FAITH CLINIC 18 CONGRESS PARKWAY S ATHENS, TN 37303	NONE	PUBLIC	PROGRAM SUPPORT	5,000
Total ▶ 3a				1,825,405

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>				
HABITAT FOR HUMANITY OF DALTON PO BOX 2477 DALTON, GA 30722	NONE	PUBLIC	PROGRAM SUPPORT	30,000
HOSPICE OF CHATTANOOGA 4411 OAKWOOD DRIVE CHATTANOOGA, TN 37416	NONE	PUBLIC	PROGRAM SUPPORT	50,000
JOY SCHOOL CO 1ST PRESBYTERIAN 433 NORTH OCOEE STREET CLEVELAND, TN 37311	NONE	PUBLIC	SUMMER SCHOOL PROGRAM	5,000
JUNIOR ACHIEVEMENTPO BOX 2202 CLEVELAND, TN 37320	NONE	PUBLIC	PROGRAM SUPPORT	5,000
LAPAZ CHATTANOOGA 1402 BAILEY AVENUE CHATTANOOGA, TN 37404	NONE	PUBLIC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,825,405

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>				
LAUNCH CHATTANOOGAPO BOX 903 CHATTANOOGA, TN 37401	NONE	PUBLIC	PROGRAM SUPPORT	5,000
LOOKOUT MOUNTAIN CONSERVANCY PO BOX 76 LOOKOUT MOUNTAIN, TN 37350	NONE	PUBLIC	HOWARD HS INTERNSHIP PROGRAM	20,000
LOUDON COUNTY EDUCATION FDTN 318 ANGEL ROW LOUDON, TN 37774	NONE	PUBLIC	PROGRAM SUPPORT	10,000
LOUDON COUNTY HABITAT FOR HUMANITY 238 HIGHWAY 70 WEST LENOIR CITY, TN 37771	NONE	PUBLIC	PROGRAM SUPPORT	30,000
MARK MAKINGPO BOX 4271 CHATTANOOGA, TN 37405	NONE	PUBLIC	PROGRAM SUPPORT	15,000
Total ▶ 3a				1,825,405

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>				
MCMINN COUNTY EDUCATION FOUNDATION 114 ASHLEY COURT DRIVE ATHENS, TN 37303	NONE	PUBLIC	IMAGINATION LIBRARY PROGRAM	14,500
MIRACLE LEAGUEPO BOX 5814 CHATTANOOGA, TN 37406	NONE	PUBLIC	PROGRAM SUPPORT	25,000
MONROE COUNTY SENIOR CITIZENS 144 COLLEGE STREET SOUTH MADISONVILLE, TN 37354	NONE	PUBLIC	PROGRAM SUPPORT	9,000
NEW HOPE PREGNANCY CENTER 353 WORTH STREET NW CLEVELAND, TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	10,000
NORTHSIDE NEIGHBORHOOD HOUSE PO BOX 4086 CHATTANOOGA, TN 37405	NONE	PUBLIC	CHILDREN EDUCATIONAL PROGRAM	15,000
Total ▶ 3a				1,825,405

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>				
ON POINT4509 HIXSON PIKE HIXSON, TN 37343	NONE	PUBLIC	GRADUATION COACHING PROGRAM	25,000
PARTNERSHIP FOR FAMILIES CHILDREN 1800 MCCALLIE AVENUE CHATTANOOGA, TN 37404	NONE	PUBLIC	PROGRAM SUPPORT	10,000
POLK COUNTY FRIENDS OF THE LIBRARY PO BOX 1171 BENTON, TN 37307	NONE	PUBLIC	IMAGINATION LIBRARY PROGRAM	5,500
RHEA COUNTY IMAGINATION LIBRARY PO BOX 669 DAYTON, TN 37321	NONE	PUBLIC	PROGRAM SUPPORT	2,500
RHEA MEDICAL HEALTHCARE FDTN 9400 RHEA COUNTY HWY DAYTON, TN 37321	NONE	PUBLIC	PROGRAM SUPPORT	10,000
Total ► 3a				1,825,405

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>				
SCENIC CITY CLAY ARTS 301 EAST 11TH STREET 100 CHATTANOOGA, TN 37403	NONE	PUBLIC	PROGRAM SUPPORT	10,000
SECOND HARVEST FOOD BANK 136 HARVEST LANE MARYVILLE, TN 37801	NONE	PUBLIC	SAK PAK PROGRAM	10,000
SISKIN CHILDREN'S INSTITUTE 1101 CARTER STREET CHATTANOOGA, TN 37402	NONE	PUBLIC	PROGRAM SUPPORT	50,000
SISKIN HOSPITALONE SISKIN PLAZA CHATTANOOGA, TN 37403	NONE	PUBLIC	PROGRAM SUPPORT	50,000
SOLOMON FAMILY SOLUTIONS 166 NORTH OCOEE STREET CLEVELAND, TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,825,405

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>				
SOUTHERN LIT ALLIANCE 301 EAST 11TH STREET 301 CHATTANOOGA, TN 37403	NONE	PUBLIC	PROGRAM SUPPORT	4,230
TENNESSEE WESLEYAN UNIVERSITY 204 EAST COLLEGE STREET ATHENS, TN 37303	NONE	PUBLIC	CAPITAL CAMPAIGN	100,000
THE BETHLEHEM CENTER 200 WEST 38TH STREET CHATTANOOGA, TN 37410	NONE	PUBLIC	PROGRAM SUPPORT	10,000
THE CARING PLACEPO BOX 5334 CLEVELAND, TN 37320	NONE	PUBLIC	FOOD PROGRAM	30,000
THE HOPE CENTER INC 2600 EXECUTIVE PARK DR CLEVELAND, TN 37312	NONE	PUBLIC	PROGRAM SUPPORT	30,000
Total ► 3a				1,825,405

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 REFUGE1075 BLYTHE AVENUE SE CLEVELAND, TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	10,000
TRI-COUNTY CENTERPO BOX 793 ATHENS, TN 37371	NONE	PUBLIC	PROGRAM SUPPORT	5,000
TROUSDALE SCHOOL 3171 HEWITT STREET SE CLEVELAND, TN 37323	NONE	PUBLIC	PROGRAM SUPPORT	10,000
UNITED WAY OF BRADLEY COUNTY 85 SOUTH OCOEE STREET CLEVELAND, TN 37311	NONE	PUBLIC	PROGRAM SUPPORT	30,000
UNITED WAY OF GREATER CHATTANOOGA 630 MARKET STREET CHATTANOOGA, TN 37402	NONE	PUBLIC	PROGRAM SUPPORT	40,000
Total ▶ 3a				1,825,405

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>				
UNITED WAY OF LOUDON COUNTY PO BOX 145 LENOIR CITY, TN 37771	NONE	PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF MCMINNMEIGS CO 313 MAPLE STREET ATHENS, TN 37371	NONE	PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF MONROE COUNTY 695 NEW HIGHWAY 68 SWEETWATER, TN 37874	NONE	PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF NORTHWEST GEORGIA PO BOX 566 DALTON, GA 30722	NONE	PUBLIC	PROGRAM SUPPORT	15,000
UNITED WAY OF RHEA COUNTY 231 DELAWARE AVENUE DAYTON, TN 37321	NONE	PUBLIC	PROGRAM SUPPORT	15,000
Total 				1,825,405
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)				
a <i>Paid during the year</i>				
UNIVERSITY OF TENNESSEE FOUNDATION 1609 MELROSE AVENUE KNOXVILLE, TN 37996	NONE	PUBLIC	SCHOLARSHIP PROGRAM	25,000
VOLUNTEERS IN MEDICINE PO BOX 81057 CHATTANOOGA, TN 37414	NONE	PUBLIC	CLINIC SUPPORT	20,000
YMCA301 WEST SIXTH STREET CHATTANOOGA, TN 37402	NONE	PUBLIC	YCAP PROGRAM	35,000
YOUNG LIFE OF MONROE COUNTY PO BOX 1088 MADISONVILLE, TN 37354	NONE	PUBLIC	PROGRAM SUPPORT	6,000
Total ▶ 3a				1,825,405

TY 2017 Accounting Fees Schedule**Name:** GEORGE R JOHNSON FAMILY FOUNDATION**EIN:** 62-6401641**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	7,285			7,285

TY 2017 Investments Corporate Bonds Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED - STATEMENT B	6,659,512	6,584,454

TY 2017 Investments Corporate Stock Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED - STATEMENT A	16,083,173	22,088,434

**TY 2017 Land, Etc.
Schedule****Name:** GEORGE R JOHNSON FAMILY FOUNDATION**EIN:** 62-6401641

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
VACANT LAND - 4.34 ACRES	104,263		104,263	36,000

TY 2017 Legal Fees Schedule**Name:** GEORGE R JOHNSON FAMILY FOUNDATION**EIN:** 62-6401641

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	10,036			10,036

TY 2017 Other Assets Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ASSETS IN TRANSIT	-4,789	23,955	23,955

TY 2017 Other Expenses Schedule**Name:** GEORGE R JOHNSON FAMILY FOUNDATION**EIN:** 62-6401641**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
LIABILITY INSURANCE	4,494	3,146		1,348
OFFICE EXPENSE	7,953	2,386		5,567
PROFESSIONAL DUES & CONSULTIN	4,200			4,200
INVESTMENT EXPENSES	715	715		
APPRAISAL FEE	250			250

TY 2017 Other Increases Schedule

Name: GEORGE R JOHNSON FAMILY FOUNDATION

EIN: 62-6401641

Description	Amount
SEE ATTACHED - STATEMENT C	20

TY 2017 Other Professional Fees Schedule**Name:** GEORGE R JOHNSON FAMILY FOUNDATION**EIN:** 62-6401641

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT/MANAGEMENT FEES	127,827	127,827		

TY 2017 Taxes Schedule**Name:** GEORGE R JOHNSON FAMILY FOUNDATION**EIN:** 62-6401641

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE TAXES	293			
LICENSES	20			
FOREIGN TAXES - QUALIFIED	6,657	6,657		
FOREIGN TAXES - NONQUALIFIED	50	50		
FEDERAL EXCISE TAX	57,271			

George R. Johnson Family Foundation

Supporting Schedule - Statement A

For the Year Ended December 31, 2017

Part II - Line 10b:

	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Mkt Value
Investments - Corporate Stock			
Allergan PLC	234,789.96	195,187.21	175,030.60
Allstate Corp.	114,145.93	77,364.75	295,805.75
Alphabet Inc. - Class A	228,858.71	202,738.20	426,627.00
Ameriprise Financial Inc.	139,913.93	100,808.72	292,335.75
Amerisourcebergen Corp.	275,428.98	256,846.81	285,560.20
Amgen Inc.	-	255,926.39	269,545.00
Apple Inc.	203,521.61	169,296.01	414,613.50
Archer Daniels Midland Co.	216,968.03	-	-
AT&T Inc.	-	283,369.37	285,573.60
Baker Hughes Inc.	189,455.84	246,194.03	174,652.80
Bank America Corp.	118,758.12	92,483.73	285,606.00
Best Buy Company Inc.	185,638.55	141,588.18	303,048.22
Biogen IDEC Inc.	297,229.11	265,329.94	275,563.05
Boeing Co.	188,155.03	118,215.83	281,639.05
Capital One Financial Corp.	177,169.88	154,748.04	268,866.00
Caterpillar Inc.	171,695.87	-	-
CF Industries Holdings Inc.	190,114.11	-	-
Cisco Systems Inc.	225,012.19	232,992.00	441,982.00
Comcast Corp. - Class A	271,282.30	226,179.95	271,138.50
Darden Restaurants Inc.	156,447.15	132,000.35	293,341.10
Deere & Co.	196,331.62	-	-
DTE Energy Co.	135,293.67	119,148.35	207,974.00
eBay Inc. Com	327,072.24	291,341.42	412,234.02
Ecolab Inc.	190,292.50	156,897.60	187,181.10
Fiserv Inc.	120,409.72	110,388.33	384,866.55
Gilead Sciences Corp.	132,819.81	153,027.24	272,232.00
Hewlett Packard Co.	303,093.88	261,639.12	396,983.95
Intel Corp.	271,578.20	260,654.57	440,597.20
Int'l Business Machines Corp.	330,564.74	393,666.64	393,522.30
JP Morgan Chase & Co.	91,094.88	65,793.09	279,113.40
Kinder Morgan Inc.	-	212,676.00	183,410.50
Kohls Corp.	205,141.13	205,141.13	260,304.00
Kroger Co.	245,866.06	-	-
Lowes Cos Inc.	120,774.80	105,732.86	286,719.90
Lyondellbasell Industries NV	-	178,487.56	226,156.00
L3 Technologies Inc.	-	213,162.25	247,312.50
ManpowerGroup Inc.	178,356.88	138,912.57	255,372.75
McKesson Corp.	154,516.09	161,287.09	288,507.50
Metlife Inc.	178,014.56	141,519.77	222,464.00

George R. Johnson Family Foundation

Supporting Schedule - Statement A

For the Year Ended December 31, 2017

Part II - Line 10b:

	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Mkt Value
Investments - Corporate Stock			
Murphy Oil Corp.	215,863.28	-	-
National-Oilwell Inc.	234,989.24	209,171.05	211,077.20
Parker Hannifin Corp.	-	218,719.21	264,443.50
PepsiCo Inc.	-	223,464.46	229,047.20
Perrigo Co. PLC	440,988.22	440,988.22	264,530.60
Public Svc Enterprise Group Inc.	156,807.69	139,986.57	227,115.00
Spectrum Brands Holdings Inc.	-	228,738.99	178,716.00
Stanley Black & Decker Inc.	209,247.03	166,271.79	262,171.05
Target Corp.	199,916.77	261,835.31	309,285.00
Thermo Fisher Scientific Inc.	92,284.30	-	-
Travelers Companies Inc.	122,936.01	95,117.62	257,037.80
Tyson Foods Inc. Class A	197,650.45	159,001.31	292,662.70
Union Pac Corp.	92,229.25	73,940.38	262,165.50
UNUM Group	-	84,489.94	268,412.10
UNUMProvident Corp.	113,644.89	-	-
Valero Energy Corp.	227,584.11	195,674.11	289,056.95
Verizon Communications	236,031.73	-	-
Wal-Mart Stores Inc.	207,301.09	166,925.10	311,062.50
Walgreens Boots Alliance Inc.	243,701.75	216,684.72	203,336.00
Alerian MLP ETF	132,934.97	-	-
American Beacon S/C Value Op - Y	331,459.84	404,675.53	523,087.65
DFA Real Estate Secs Port	887,413.08	887,413.08	931,390.54
Dreyfus Global Real Ret - I	-	433,500.00	429,909.93
Hartford SmallCap Growth - I	442,496.62	464,129.72	557,507.21
iShares DJ U.S. Real Estate ETF	-	368,505.54	372,646.00
Maingate MLP Fund - I	133,920.99	-	-
MFS Intl Value - I	1,122,111.79	949,220.40	1,283,205.36
Oppenheimer Developing Mkt - Y	328,317.37	694,778.99	739,908.67
Oppenheimer Intl Growth Fd - Y	1,243,056.66	1,047,154.43	1,302,590.34
PIMCO Commodity Real Return Str Fd	141,768.00	-	-
PowerShares DB Commodity Ind	90,216.00	-	-
T Rowe Price Emerging Mrkt St - I	268,050.64	617,122.30	740,653.96
Vanguard M/C Grow Index - ADM	341,661.86	302,744.55	360,148.10
Victory Sycamore Established Value - I	483,449.41	456,849.89	710,595.45
Voya Midcap Opportunities - I	281,991.81	255,325.14	320,791.47
Totals	15,985,830.93	16,083,173.45	22,088,433.57

George R. Johnson Family Foundation

Supporting Schedule - Statement B

For the Year Ended December 31, 2017

Part II - Line 10c:

	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Mkt Value
Investments - Corporate Bonds			
Oneok Inc.	267,257.50	-	-
Federated Total Return Bond	805,243.12	1,005,243.12	996,903.54
Federated Ultra Short Fd - Ins	-	500,000.00	500,000.00
Lord Abbett Floating Rate - I	1,178,634.62	993,496.74	1,010,000.00
Lord Abbett Income - I	568,183.72	-	-
Lord Abbett SHT Dur Income - I	720,475.00	673,309.83	650,000.00
PIMCO Global Bd USD	-	545,579.84	541,899.83
PIMCO High Yield Fund - Instl	586,373.43	453,231.08	432,534.52
PIMCO Income Fund - Ins	-	570,094.93	577,069.99
Principal Preferred Sec - P	550,000.00	433,338.09	431,423.85
Victory Fund for Income - I	529,877.02	505,557.02	432,056.60
Western Asset Core Plus Bd - I	983,188.37	979,661.35	1,012,565.62
Morgan Stanley MTN V-Q	197,500.00	-	-
Memphis TN	288,756.00	-	-
Totals	<u><u>6,675,488.78</u></u>	<u><u>6,659,512.00</u></u>	<u><u>6,584,453.95</u></u>

George R. Johnson Family Foundation

Supporting Schedule - Statement C

For the Year Ended December 31, 2017

Form 990-PF, Part III, Lines 3 and 5

Changes in Net Assets or Fund Balances

All of the net assets of the George R. Johnson Charitable Trust (EIN 62-6369022) were transferred to the George R. Johnson Family Foundation (EIN 62-6401641) pursuant to a transaction under Section 507(b)(2) of the Internal Revenue Code and Revenue Ruling 2002-28 on December 31, 2004 (the "2004 Transaction"). The George R. Johnson Charitable Trust (EIN 62-6369022) continues to exist and will continue to exist as a separate entity from the George R. Johnson Family Foundation (EIN 62-6401641). The same persons effectively control the George R. Johnson Charitable Trust (EIN 62-6369022) and the George R. Johnson Family Foundation (EIN 62-6401641).

During 2017 and in continuation of the 2004 Transaction:

- (1) The George R. Johnson Charitable Trust (EIN 62-6369022) transferred \$20 of income to the George R. Johnson Family Foundation (EIN 62-6401641); and
- (2) The George R. Johnson Family Foundation (EIN 62-6401641) transferred this income to various public charities giving rise to qualifying distribution deductions under Code Section 4942(g) to the George R. Johnson Family Foundation (EIN 62-6401641) in the amount of the value of the transferred income.