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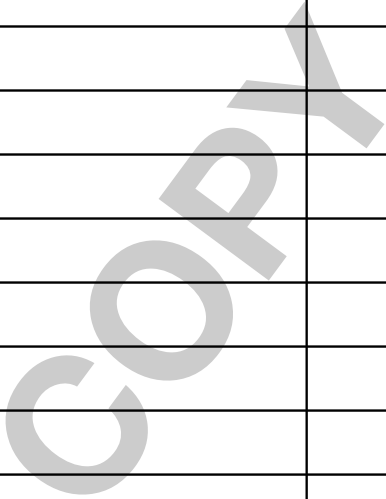
Tax Return Carryovers to 2013

NAME: **WELDON F. OSBORNE FOUNDATION, INC.**

ID Number:

**** - *******

Disallowing Form	Description	Originating Form	Entity/ Activity	St/ City	Amount
990-PF	EXCESS DISTRIBUTIONS	990-PF			572,540.



JANUARY 10, 2014

WELDON F. OSBORNE FOUNDATION, INC.
ONE UNION SQUARE NO. 210
CHATTANOOGA, TN 37402-2501

WELDON F. OSBORNE FOUNDATION, INC.:

ENCLOSED IS THE ORGANIZATION'S 2012 EXEMPT ORGANIZATION
RETURN. THE RETURN SHOULD BE SIGNED, DATED, AND MAILED.

SPECIFIC FILING INSTRUCTIONS ARE AS FOLLOWS.

FORM 990-PF RETURN:

FORM 990-PF HAS AN OVERPAYMENT OF \$10,429. THE ENTIRE
OVERPAYMENT HAS BEEN APPLIED TO THE ESTIMATED TAX PAYMENTS.

NO AMOUNT IS DUE ON FORM 990-PF.

PLEASE SIGN AND MAIL ON OR BEFORE FEBRUARY 18, 2014.

MAIL TO - DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0027

PLEASE NOTE THAT THE FORM 990-PF RETURN CONTAINS EXCESS
DISTRIBUTION CARRYOVER OF \$572,540. THIS MAY BE APPLIED TO
TAX YEAR 2013 AND SUBSEQUENT YEARS.

PLEASE SIGN AND MAIL ADDITIONAL COPY OF 990-PF AS FOLLOWS:

MAIL TO - TENNESSEE ATTORNEY GENERAL
ATTN: LIBRARY
P.O. BOX 20207
NASHVILLE, TN 37202-0207

A COPY OF THE RETURN IS ENCLOSED FOR YOUR FILES. WE SUGGEST THAT YOU RETAIN THIS COPY INDEFINITELY.

BARTO, HOSS & COMPANY, P.C.

COPY

Form **990-W**

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(Worksheet)
Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations) **FORM 990-PF**
(Keep for your records. Do not send to the Internal Revenue Service.)

2013

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	6,455.
b	Enter the tax shown on the 2012 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	6,455.
c	2013 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	6,455.

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions)	11	11/15/13	12/16/13	03/17/14	06/16/14
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	1,614.	1,614.	1,614.	1,613.
13	2012 Overpayment (see instructions)	13				
14	Payment due. (Subtract line 13 from line 12.)	14				

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2013)

ESTIMATED TAX 6,455.
OVERPAYMENT APPLIED 10,429.
AMOUNT DUE 0.

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation WELDON F. OSBORNE FOUNDATION, INC.		A Employer identification number **_*****
Number and street (or P.O. box number if mail is not delivered to street address) ONE UNION SQUARE	Room/suite 210	B Telephone number 423-267-0931
City or town, state, and ZIP code CHATTANOOGA, TN 37402-2501		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 18,534,890.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	163,748.	163,748.		
	4 Dividends and interest from securities	264,266.	264,266.		
	5a Gross rents	364,276.	364,276.		STATEMENT 1
	b Net rental income or (loss) 128,064.				STATEMENT 2
	6a Net gain or (loss) from sale of assets not on line 10	255,262.			
	b Gross sales price for all assets on line 6a 7,812,959.				
	7 Capital gain net income (from Part IV, line 2)		255,262.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	297.	297.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	1,047,849.	1,047,849.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	24,000.	12,000.	0.	12,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	3,680.	3,380.	0.	300.
	b Accounting fees STMT 5	18,890.	945.	0.	17,946.
	c Other professional fees STMT 6	94,265.	35,765.	0.	58,500.
	17 Interest				
	18 Taxes STMT 7	93,310.	75,766.	0.	0.
	19 Depreciation and depletion	35,286.	32,687.	0.	
	20 Occupancy	21,683.	4,337.	0.	17,346.
	21 Travel, conferences, and meetings	7,347.	731.	0.	6,616.
	22 Printing and publications				
	23 Other expenses STMT 8	248,523.	236,786.	0.	11,630.
	24 Total operating and administrative expenses. Add lines 13 through 23	546,984.	402,397.	0.	124,338.
	25 Contributions, gifts, grants paid	970,575.			998,024.
26 Total expenses and disbursements. Add lines 24 and 25	1,517,559.	402,397.	0.	1,122,362.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-469,710.				
b Net investment income (if negative, enter -0-)		645,452.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		12,643.	322,899.	322,899.
	2	Savings and temporary cash investments		1,281,825.	961,593.	961,593.
	3	Accounts receivable	5,239.			
		Less: allowance for doubtful accounts		5,443.	5,239.	5,239.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		5,346.	10,873.	10,873.
	10a	Investments - U.S. and state government obligations	STMT 10	3,565,925.	3,249,171.	3,249,171.
	b	Investments - corporate stock	STMT 11	7,671,948.	10,874,554.	10,874,554.
	c	Investments - corporate bonds	STMT 12	3,579,057.	1,317,489.	1,317,489.
11	Investments - land, buildings, and equipment: basis		2,187,137.			
	Less: accumulated depreciation	STMT 13	319,822.	1,900,002.	1,867,315.	
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis		66,015.			
	Less: accumulated depreciation	STMT 9	36,045.	21,011.	29,970.	
15	Other assets (describe)	STATEMENT 14)	263,102.	263,102.	263,102.	
16	Total assets (to be completed by all filers)		18,306,302.	18,902,205.	18,534,890.	
Liabilities	17	Accounts payable and accrued expenses		12,207.	13,607.	
	18	Grants payable		387,233.	359,784.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		399,440.	373,391.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		17,906,862.	18,528,814.		
30	Total net assets or fund balances		17,906,862.	18,528,814.		
31	Total liabilities and net assets/fund balances		18,306,302.	18,902,205.		

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	17,906,862.
2	Enter amount from Part I, line 27a	2	-469,710.
3	Other increases not included in line 2 (itemize) UNREALIZED GAINS AND LOSSES	3	1,091,662.
4	Add lines 1, 2, and 3	4	18,528,814.
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	18,528,814.

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 PUBLICLY TRADED SECURITIES	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,812,959.		7,557,697.	255,262.
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			255,262.
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	255,262.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	998,422.	18,905,574.	.052811
2010	1,032,192.	19,319,334.	.053428
2009	1,009,074.	18,891,453.	.053414
2008	1,066,844.	18,312,744.	.058257
2007	1,102,547.	22,096,787.	.049896

2 Total of line 1, column (d)	2	.267806
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	.053561
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19,279,312.
5 Multiply line 4 by line 3	5	1,032,619.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,455.
7 Add lines 5 and 6	7	1,039,074.
8 Enter qualifying distributions from Part XII, line 4	8	1,122,362.

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

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Total credits and payments'. Total tax due is 10,429.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political activities, tax on political expenditures, and reporting requirements. Most 'No' boxes are checked.

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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of GLENN C. STOPHEL Telephone no. 423-267-0931
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2012, 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?

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):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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 2012?
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?
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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2012 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2012?

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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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 **N/A**

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). **N/A**

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
 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? Yes No **N/A**

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		24,000.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE - NO ACTIVITIES OTHER THAN GRANT MAKING	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A - FOUNDATION IS ENGAGED SOLELY IN GRANT MAKING ACTIVITIES	0.
2	
3 All other program-related investments. See instructions.	
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	15,430,749.
b	Average of monthly cash balances	1b	1,162,157.
c	Fair market value of all other assets	1c	2,980,000.
d	Total (add lines 1a, b, and c)	1d	19,572,906.
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	19,572,906.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	293,594.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,279,312.
6	Minimum investment return. Enter 5% of line 5	6	963,966.

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	963,966.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,455.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,455.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	957,511.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	957,511.
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	957,511.

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	1,122,362.
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	1,122,362.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,455.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,115,907.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				957,511.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	26,184.			
b From 2008	163,821.			
c From 2009	76,693.			
d From 2010	91,519.			
e From 2011	75,656.			
f Total of lines 3a through e	433,873.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	1,122,362.			
a Applied to 2011, 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 2012 distributable amount				957,511.
e Remaining amount distributed out of corpus	164,851.			
5 Excess distributions carryover applied to 2012 (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	598,724.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	26,184.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	572,540.			
10 Analysis of line 9:				
a Excess from 2008	163,821.			
b Excess from 2009	76,693.			
c Excess from 2010	91,519.			
d Excess from 2011	75,656.			
e Excess from 2012	164,851.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

BARBARA MARTER, 423-267-0931
ONE UNION SQUARE STE 210, CHATTANOOGA, TN 37402

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

SEE SCHEDULE 1

c Any submission deadlines:

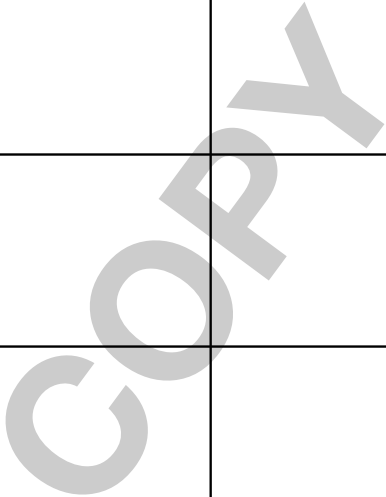
NONE

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

ALL CONTRIBUTIONS ARE MADE TO QUALIFIED 501(C)(3) ORGANIZATIONS.

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 Paid during the year					
SEE STATEMENT 16					998,024.
Total				3a	998,024.
b Approved for future payment					
SEE STATEMENT 17					359,784.
Total				3b	359,784.



Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	163,748.	
4 Dividends and interest from securities			14	264,266.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	128,064.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	297.	
8 Gain or (loss) from sales of assets other than inventory			18	255,262.	
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.	811,637.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 811,637.

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

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

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

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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' and a large 'COPY' watermark.

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 [X] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date, Title. May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: MICHAEL A. BARTO; Preparer's signature; Date; Check [] if self-employed; PTIN: *****; Firm's name: BARTO, HOSS & COMPANY, P.C.; Firm's EIN: **-*****; Firm's address: 5751 UPTAIN ROAD, SUITE 100 CHATTANOOGA, TN 37411-4077; Phone no.: (423) 855-0700

FORM 990-PF	RENTAL INCOME	STATEMENT	1
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME	
RENT - WFO	2	364,276.	
TOTAL TO FORM 990-PF, PART I, LINE 5A		364,276.	

FORM 990-PF	RENTAL EXPENSES	STATEMENT	2
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		32,687.	
ELECTRICITY - OUTSIDE		5,270.	
LOT SWEEPING		5,960.	
LANDSCAPING		14,520.	
MISCELLANEOUS		10,975.	
INSURANCE		24,232.	
MANAGEMENT FEES		21,660.	
ELECTRICITY - INSIDE		812.	
LEASING COMMISSION		7,605.	
PROPERTY TAXES		58,402.	
TENANT REPAIRS		14,957.	
PARKING LOT		4,685.	
PROFESSIONAL & CONSULTING		27,080.	
SECURITY		3,240.	
ADVERTISING & PROMOTION		3,107.	
WATER & SEWER		1,020.	
- SUBTOTAL -	2		236,212.
TOTAL RENTAL EXPENSES			236,212.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			128,064.

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	297.	297.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	297.	297.	0.

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	3,680.	3,380.	0.	300.	
TO FM 990-PF, PG 1, LN 16A	3,680.	3,380.	0.	300.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	18,890.	945.	0.	17,946.	
TO FORM 990-PF, PG 1, LN 16B	18,890.	945.	0.	17,946.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEASING COMMISSION	7,605.	7,605.	0.	0.	
MANAGEMENT FEES	21,660.	21,660.	0.	0.	
PROFESSIONAL & CONSULTING FEES	65,000.	6,500.	0.	58,500.	
TO FORM 990-PF, PG 1, LN 16C	94,265.	35,765.	0.	58,500.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROPERTY TAXES	58,402.	58,402.	0.	0.	
FOREIGN INCOME TAXES	17,364.	17,364.	0.	0.	
TAXES & LICENSES	322.	0.	0.	0.	
FEDERAL EXCISE TAX	17,222.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	93,310.	75,766.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEMBERSHIP DUES	4,020.	482.	0.	3,538.	
BROKERAGE MANAGEMENT FEES	145,842.	145,842.	0.	0.	
INSURANCE	2,927.	0.	0.	2,927.	
PARKING	1,081.	130.	0.	951.	
TELEPHONE	718.	86.	0.	632.	
DIRECTORS EXPENSES	2,276.	1,138.	0.	1,138.	
MISCELLANEOUS EXPENSE	31.	31.	0.	0.	
OFFICE EXPENSE	5,885.	3,441.	0.	2,444.	
RENTAL EXP- ELECTRICITY OUTSIDE	5,270.	5,270.	0.	0.	
RENTAL EXP- LOT SWEEPING	5,960.	5,960.	0.	0.	
RENTAL EXP- LANDSCAPING	14,520.	14,520.	0.	0.	
RENTAL EXP- INSURANCE	24,232.	24,232.	0.	0.	
RENTAL EXP- ELECTRICITY INSIDE	812.	812.	0.	0.	
RENTAL EXP- PARKING LOT	4,685.	4,685.	0.	0.	
RENTAL EXP- REPAIRS & MAINTENANCE	19,053.	19,053.	0.	0.	
RENTAL EXP TENANT REPAIRS	6,843.	6,843.	0.	0.	
RENTAL EXP- WATER & SEWER	1,021.	1,021.	0.	0.	
PENALTIES	107.	0.	0.	0.	
SECURITY EXPENSE	3,240.	3,240.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	248,523.	236,786.	0.	11,630.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
1 DELL INTEL COMPUTER PRINTER & SCANNER FROM OFFICE DEPOT	1,579.	1,579.	0.	0.
PRINTER/SCANNER/COPIER	213.	213.	0.	0.
RENOVATION OF OFFICE (TU PARKS	362.	180.	182.	182.
OFFICE EQUIPMENT	29,957.	10,038.	19,919.	19,919.
OFFICE EQUIPMENT	460.	460.	0.	0.
TELEPHONES	2,067.	2,067.	0.	0.
2 BRONZE CHAIRSIDE TABLES	135.	135.	0.	0.
1 WHITTAMORE SHERRILL SOFA	808.	808.	0.	0.
PULASKI CREDENZA	2,859.	2,859.	0.	0.
2 ARM CHAIRS	1,019.	1,019.	0.	0.
BRONZE TEA TABLE	1,226.	1,226.	0.	0.
1 LA BARGE ESUIRROR	458.	458.	0.	0.
10 CONFERENCE CHAIRS	496.	496.	0.	0.
TABLE TOP AND BASE	3,450.	3,450.	0.	0.
2 DOOR CABINET	697.	697.	0.	0.
2 GREEN MARBLE LAMPS	559.	559.	0.	0.
OUR TOWN PRINTS (STAMPERS)	998.	998.	0.	0.
2 FEATHERLIGHT HURRICANE LAMPS	330.	330.	0.	0.
STYLECRAFT DESK LAMP	110.	110.	0.	0.
MAHOGANY TYPING TABLE	85.	85.	0.	0.
48 IN ROUND TOP &CYLINDER BASE	340.	340.	0.	0.
TWO DOOR CABINET	559.	559.	0.	0.
FRAMING PRINTS	684.	684.	0.	0.
HANDMADE WINDOW DRAPERIES	1,279.	1,279.	0.	0.
2 HANDMADE RUGS	2,293.	2,293.	0.	0.
FRAMING 3 CALENDAR PHOTOS	736.	736.	0.	0.
SOFTWARE- GRANT LIFECYLE	8,000.	1,333.	6,667.	6,667.
HP 8300 COMPAQ ELITE & MONITOR	2,181.	218.	1,963.	1,963.
HP LASER JET PRO 400 PRINTER	1,377.	138.	1,239.	1,239.
TO 990-PF, PART II, LN 14	66,015.	36,045.	29,970.	29,970.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	10
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE 3	X		3,249,171.	3,249,171.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,249,171.	3,249,171.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,249,171.	3,249,171.

FORM 990-PF	CORPORATE STOCK		STATEMENT	11
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE 2			10,874,554.	10,874,554.
TOTAL TO FORM 990-PF, PART II, LINE 10B			10,874,554.	10,874,554.

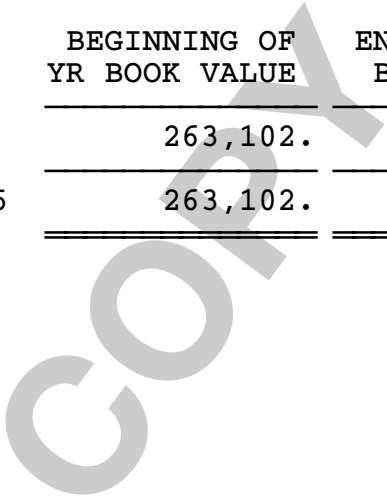
FORM 990-PF	CORPORATE BONDS		STATEMENT	12
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE 3			1,317,489.	1,317,489.
TOTAL TO FORM 990-PF, PART II, LINE 10C			1,317,489.	1,317,489.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT		STATEMENT	13
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	
RENOVATIONS ON BRAINERED PARK - WFO, LLC	511,641.	149,761.	361,880.	
IMPROVEMENTS TO OLD FLASHBACK BLDG.	261,806.	50,627.	211,179.	
LANDSCAPING TO OLD FLASHBACK BLDG.	13,905.	6,953.	6,952.	
PARKING LOT	85,648.	42,824.	42,824.	

NEW ROOF ON SWEET BASIL BUIDLING	1,820.	267.	1,553.
ROOF-BLDG #5 EXCLUDING SWEET-BAZIL (3 UNITS) 5841-5843	19,590.	1,507.	18,083.
ROOF-HARBOR FREIGHT	28,308.	2,179.	26,129.
ROOF - LA OLLA MEXICAN RESTURANT	18,000.	1,366.	16,634.
ROOF-HARBOR FREIGHT-LOWER LEVEL	16,465.	703.	15,762.
WFO,LLC LAND	1,054,246.	0.	1,054,246.
WFO, LLC BUILDINGS	175,708.	63,635.	112,073.
TOTAL TO FM 990-PF, PART II, LN 11	2,187,137.	319,822.	1,867,315.

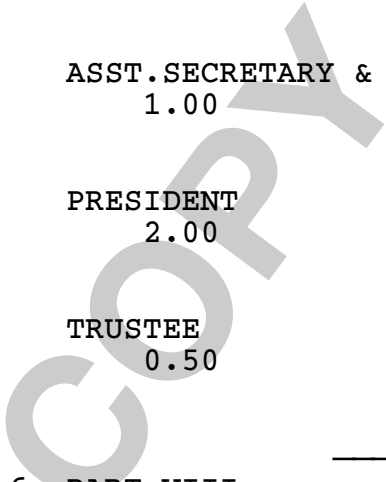
FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE RECEIVABLE	263,102.	263,102.	263,102.
TO FORM 990-PF, PART II, LINE 15	263,102.	263,102.	263,102.



FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GENE BURNETT ONE UNION SQUARE STE 210 CHATTANOOGA, TN 37402	VICE-PRESIDENT 10.00	12,000.	0.	0.
C. DUFFY FRANCK, JR. ONE UNION SQUARE STE 210 CHATTANOOGA, TN 37402	TRUSTEE 10.00	12,000.	0.	0.
ARCH TRIMBLE ONE UNION SQUARE STE 210 CHATTANOOGA, TN 37402	SECRETARY 1.00	0.	0.	0.
SCOTT MATTICE ONE UNION SQUARE STE 210 CHATTANOOGA, TN 37402	ASST.SECRETARY & TREASURER 1.00	0.	0.	0.
GLENN STOPHEL ONE UNION SQUARE STE 210 CHATTANOOGA, TN 37402	PRESIDENT 2.00	0.	0.	0.
CHRISTINE B. SMITH ONE UNION SQUARE STE 210 CHATTANOOGA, TN 37402	TRUSTEE 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		24,000.	0.	0.



Depreciation and Amortization Detail RENT - WFO

RENT 2

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
29	RENOVATIONS ON BRAINERED PARK - WFO, LLC							
	100101	SL	39.00	17	511,641.		136,970.	12,791.
30	IMPROVEMENTS TO OLD FLASHBACK BLDG.							
	122105	SL	39.00	17	261,806.		43,914.	6,713.
31	LANDSCAPING TO OLD FLASHBACK BLDG.							
	122105	SL	15.00	17	13,905.		6,026.	927.
32	PARKING LOT							
	122105	SL	15.00	17	85,648.		37,114.	5,710.
33	NEW ROOF ON SWEET BASIL BUIDLING							
	102307	SL	39.00	17	1,820.		220.	47.
34	ROOF-BLDG #5 EXCLUDING SWEET-BAZIL (3 UNITS) 5841-5843							
	062210	SL	39.00	17	19,590.		1,005.	502.
35	ROOF-HARBOR FREIGHT							
	062310	SL	39.00	17	28,308.		1,453.	726.
36	ROOF - LA OLLA MEXICAN RESTURANT							
	072210	SL	39.00	17	18,000.		904.	462.
37	ROOF-HARBOR FREIGHT-LOWER LEVEL							
	102811	SL	39.00	17	16,465.		281.	422.
38	WFO,LLC LAND							
	060199	L	1.00		1,054,246.			0.
39	WFO, LLC BUILDINGS							
	010199	SL	39.00	17	175,708.		59,248.	4,387.
	* 990-PF RENTAL TOTAL OTHER							
					2,187,137.	0.	287,135.	32,687.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
11	DELL INTEL COMPUTER							
	011608	SL	5.00	17	1,579.		1,500.	79.
2	PRINTER & SCANNER FROM OFFICE DEPOT							
	011608	SL	5.00	17	213.		202.	11.
3	PRINTER/SCANNER/COPIER							
	072210	SL	5.00	17	362.		108.	72.
4	RENOVATION OF OFFICE (TU PARKS							
	020100	SL	39.00	17	29,957.		9,290.	748.
5	OFFICE EQUIPMENT							
	111996	SL	7.00	17	460.		460.	0.
6	OFFICE EQUIPMENT							
	010797	SL	7.00	17	2,067.		2,067.	0.
7	TELEPHONES							
	031397	SL	7.00	17	135.		135.	0.
82	BRONZE CHAIRSIDE TABLES							
	093099	SL	7.00	17	808.		808.	0.
91	WHITAMORE SHERRILL SOFA							
	093099	SL	7.00	17	2,859.		2,859.	0.
10	PULASKI CREDENZA							
	093099	SL	7.00	17	1,019.		1,019.	0.
112	ARM CHAIRS							
	093099	SL	7.00	17	1,226.		1,226.	0.
12	BRONZE TEA TABLE							
	093099	SL	7.00	17	458.		458.	0.
131	LA BARGE ESUIROR							
	093099	SL	7.00	17	496.		496.	0.
14	(D) TELEPHONES (HAROLD WILSON)							
	083199	SL	7.00	17	758.		758.	0.
1510	CONFERENCE CHAIRS							
	100899	SL	7.00	17	3,450.		3,450.	0.
16	TABLE TOP AND BASE							
	100899	SL	7.00	17	697.		697.	0.
172	DOOR CABINET							
	101499	SL	7.00	17	559.		559.	0.
182	GREEN MARBLE LAMPS							
	101499	SL	7.00	17	998.		998.	0.
19	OUR TOWN PRINTS (STAMPERS)							
	111699	SL	7.00	17	698.		698.	0.
202	FEATHERLIGHT HURRICANE LAMPS							
	101499	SL	7.00	17	330.		330.	0.
21	STYLECRAFT DESK LAMP							
	101499	SL	7.00	17	110.		110.	0.
22	MAHOGANY TYPING TABLE							
	111099	SL	7.00	17	85.		85.	0.
2348	IN ROUND TOP & CYLINDER BASE							
	111099	SL	7.00	17	340.		340.	0.
24	TWO DOOR CABINET							
	111099	SL	7.00	17	559.		559.	0.
25	FRAMING PRINTS							
	111099	SL	7.00	17	684.		684.	0.
26	HANDMADE WINDOW DRAPERIES							
	100799	SL	7.00	17	1,279.		1,279.	0.
272	HANDMADE RUGS							
	100899	SL	7.00	17	2,293.		2,293.	0.

Asset Number	Description of property								
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction	
28	FRAMING 3 CALENDAR PHOTOS								
	02/01/00	SL	7.00	17	736.		736.	0.	
40	SOFTWARE- GRANT LIFECYCLE								
	11/01/12	SL	3.00	19A	8,000.			1,333.	
41	HP 8300 COMPAQ ELITE & MONITOR								
	06/23/13	SL	5.00	19B	2,181.			218.	
42	HP LASER JET PRO 400 PRINTER								
	06/23/13	SL	5.00	19B	1,377.			138.	
* TOTAL 990-PF PG 1 DEPR									
					66,773.	0.	34,204.	2,599.	

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

WELDON F. OSBORNE FOUNDATION, INC.

FORM 990-PF PAGE 1

Identifying number
-***

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	▶ 13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	910.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	▶ <input type="checkbox"/>	

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		8,000.	3 YRS.	HY	SL	1,333.
b 5-year property		3,558.	5 YRS.	HY	SL	356.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year	/	40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	2,599.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 25

26 Property used more than 50% in a qualified business use: Table with 9 columns for percentage and cost.

27 Property used 50% or less in a qualified business use: Table with 9 columns for percentage and S/L.

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with 6 main columns: (a) Vehicle, (b) Vehicle, (c) Vehicle, (d) Vehicle, (e) Vehicle, (f) Vehicle. Includes rows 30-36 for miles driven and availability.

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

Table for Section C with 2 columns: Yes, No. Includes rows 37-41 for policy statements and requirements.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table for Part VI with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2012 tax year: Table with 6 columns.

43 Amortization of costs that began before your 2012 tax year 43

44 Total. Add amounts in column (f). See the instructions for where to report 44