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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE HASLAM 3 FOUNDATION, INC.		A Employer identification number 62-1867421
	C/O STEINER & ELLIS, PLLC		B Telephone number (865) 212-3800
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	
	5516 LONAS DRIVE	260	
	City or town, state, and ZIP code KNOXVILLE, TN 37909		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,950,999. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
		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))		(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			N/A	
	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	44,325.	44,325.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<367,027.>			
	b Gross sales price for all assets on line 6a	2,768,948.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	300.	345.		STATEMENT 2	
12 Total. Add lines 1 through 11	<322,402.>	44,670.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	9,325.	9,325.		0.
	c Other professional fees	10,000.	0.		10,000.
	17 Interest	97,988.	0.		0.
	18 Taxes	171.	151.		20.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	50,769.	25,718.		25,050.
	24 Total operating and administrative expenses. Add lines 13 through 23	168,253.	35,194.		35,070.
	25 Contributions, gifts, grants paid	2,268,000.			2,268,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,436,253.	35,194.		2,303,070.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<2,758,655.>				
b Net investment income (if negative, enter -0-)		9,476.			
c Adjusted net income (if negative, enter -0-)			N/A		

THE HASLAM 3 FOUNDATION, INC.

C/O STEINER & ELLIS, PLLC

62-1867421

Page 2

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	90,593.	204,602.	204,602.
	2 Savings and temporary cash investments	1,129,810.	62,873.	62,873.
	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			
	7 Other notes and loans receivable ▶ 1,625,000.	1,625,000.	1,625,000.	1,625,000.
	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			
	b Investments - corporate stock STMT 7	3,787,184.	1,997,238.	2,207,701.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	658,722.	642,191.	850,823.	
16 Total assets (to be completed by all filers)	7,291,309.	4,531,904.	4,950,999.	
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	1,625,000.	1,625,000.	
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	1,625,000.	1,625,000.		
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	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	5,666,309.	2,906,904.	
	30 Total net assets or fund balances	5,666,309.	2,906,904.	
31 Total liabilities and net assets/fund balances	7,291,309.	4,531,904.		

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	5,666,309.
2 Enter amount from Part I, line 27a	2	<2,758,655.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,907,654.
5 Decreases not included in line 2 (itemize) ▶ OTHER EXPENSE ADJUSTMENT	5	750.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,906,904.

Form 990-PF (2009)

THE HASLAM 3 FOUNDATION, INC.

Form 990-PF (2009)

C/O STEINER & ELLIS, PLLC

62-1867421

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 13	P		
b FROM K-1 EXCELSIOR BUYOUT FUND	P		
c FROM K-1 EXCELSIOR BUYOUT FUND	P		
d CAPITAL GAINS DIVIDENDS			
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 2,768,823.		3,129,749.	<360,926.>
b			<296.>
c			<5,930.>
d 125.			125.
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			<360,926.>
b			<296.>
c			<5,930.>
d			125.
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	<367,027.>
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 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))
2008	3,169,383.	6,204,079.	.510855
2007	1,872,783.	8,788,463.	.213096
2006	1,274,150.	8,704,038.	.146386
2005	888,935.	8,726,044.	.101871
2004	930,664.	8,926,614.	.104257

2 Total of line 1, column (d)	2	1.076465
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	.215293
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,845,579.
5 Multiply line 4 by line 3	5	1,043,219.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	95.
7 Add lines 5 and 6	7	1,043,314.
8 Enter qualifying distributions from Part XII, line 4 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.	8	2,303,070.

THE HASLAM 3 FOUNDATION, INC.

C/O STEINER & ELLIS, PLLC

62-1867421

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	95.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	95.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	95.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	9,743.	
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	9,743.	
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	9,648.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 9,648. Refunded ☐	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2009)

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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>STEINER & ELLIS, PLLC</u> Telephone no. ► <u>(865) 212-3800</u> Located at ► <u>5516 LONAS DRIVE, SUITE 260, KNOXVILLE, TN</u> ZIP+4 ► <u>37909</u>			
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 <u>N/A</u>			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
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 2009?		1c X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ► _____, _____, _____		
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.)	<u>N/A</u>	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. ► _____, _____, _____		
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 2009 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 2009.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
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 2009?		4b X

Form 990-PF (2009)

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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?

N/A

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 9		0.	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
NO COMPENSATED EMPLOYEES	0.00	0.	0.	0.

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

0

Form 990-PF (2009)

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 NO DIRECT CHARITABLE ACTIVITIES IN 2009	
	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 NO PROGRAM RELATED INVESTMENTS IN 2009	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	4,876,850.
b Average of monthly cash balances	1b	42,520.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,919,370.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	4,919,370.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,791.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,845,579.
6 Minimum investment return. Enter 5% of line 5	6	242,279.

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	242,279.
2a Tax on investment income for 2009 from Part VI, line 5	2a	95.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	95.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	242,184.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	242,184.
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	242,184.

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	2,303,070.
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	2,303,070.
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	95.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,302,975.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				242,184.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	488,413.			
b From 2005	459,889.			
c From 2006	858,622.			
d From 2007	1,450,602.			
e From 2008	2,859,179.			
f Total of lines 3a through e	6,116,705.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 2,303,070.				
a Applied to 2008, 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 2009 distributable amount				242,184.
e Remaining amount distributed out of corpus	2,060,886.			
5 Excess distributions carryover applied to 2009 (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	8,177,591.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	488,413.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	7,689,178.			
10 Analysis of line 9:				
a Excess from 2005	459,889.			
b Excess from 2006	858,622.			
c Excess from 2007	1,450,602.			
d Excess from 2008	2,859,179.			
e Excess from 2009	2,060,886.			

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- [illegible]

22291112 130770 SYCAMOREFOUN 2009.04040 THE HASLAM 3 FOUNDATION. IN SYCAMOR1

Part XV	Supplementary Information (continued)
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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 STATEMENT 14					2268000.
Total					2268000.
b Approved for future payment NONE					
Total					0.

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

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

[illegible]

- 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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

Title

Preparer's signature 

Firm's name (or yours if self-employed), address, and ZIP code

JIM R. SHELBY, CPA

P.O. BOX 789

KNOXVILLE, TN 37901-0789

Date

11-55-10

Check if self-employed	
------------------------	--

Preparer's identifying number

201085895

EIN ▶ 62-0823966

Phone no. (865) 971-1902

Form **990-PF** (2009)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	42,589.	125.	42,464.
FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC	1,861.	0.	1,861.
TOTAL TO FM 990-PF, PART I, LN 4	44,450.	125.	44,325.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC	345.	345.	
FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC - UBTI	<45.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	300.	345.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,325.	9,325.		0.
TO FORM 990-PF, PG 1, LN 16B	9,325.	9,325.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	10,000.	0.		10,000.	
TO FORM 990-PF, PG 1, LN 16C	10,000.	0.		10,000.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	151.	151.		0.	
TENNESSEE REPORT FEE	20.	0.		20.	
TO FORM 990-PF, PG 1, LN 18	171.	151.		20.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES	25,718.	25,718.		0.	
PUBLIC RELATIONS	25,000.	0.		25,000.	
BANK SERVICE CHARGES	50.	0.		50.	
NONDEDUCTIBLE EXPENSES FROM EXCELSIOR BUYOUT INVESTORS, LLC	1.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	50,769.	25,718.		25,050.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT 12	1,997,238.	2,207,701.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,997,238.	2,207,701.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCELSIOR BUYOUT FUND	158,722.	142,191.	147,692.
GREENLIGHT MASTERS OFFSHORE LTD	500,000.	500,000.	703,131.
TO FORM 990-PF, PART II, LINE 15	658,722.	642,191.	850,823.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN B. HASLAM 5020 LYONS VIEW PIKE KNOXVILLE, TN 37919	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
JAMES A. HASLAM III 5020 LYONS VIEW PIKE KNOXVILLE, TN 37919	VICE PRESIDENT & DIRECTOR 0.00	0.	0.	0.
J. TODD ELLIS 5516 LONAS DRIVE, STE. 260 KNOXVILLE, TN 37909	SECRETARY, TREASURER & DIR 0.00	0.	0.	0.
CYNTHIA HASLAM ARNHOLT 1060 LYNNWOOD BLVD. NASHVILLE, TN 37205	DIRECTOR 0.00	0.	0.	0.
WHITNEY H. JOHNSON 849 BLUFF DRIVE KNOXVILLE, TN 37919	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
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NAME OF MANAGER

SUSAN B. HASLAM
JAMES A. HASLAM III

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 11
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SUSAN B. HASLAM
P.O. BOX 10573
KNOXVILLE, TN 37919

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST STATING AMOUNT AND PURPOSE OF REQUEST, MOST RECENT AUDITED FINANCIAL STATEMENTS AND COPY OF TAX EXEMPT RULING.

ANY SUBMISSION DEADLINES

JUNE 30, DECEMBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY TO TAX EXEMPT 501(C)(3) ORGANIZATIONS, WITH PREFERENCE GIVEN TO ORGANIZATIONS IN EAST TENNESSEE AREA.

The Haslam 3 Foundation, Inc.
FEIN: 62-1867421
Form 990-PF, Part II
December 31, 2009

Statement 12

Description	Book Value	Fair Market Value
Berkshire Hathaway Cl A Inc	554,210	694,400
Berkshire Hathaway Inc	46,030	65,720
Brookfield Asset Mgmt Inc	32,836	47,354
Brown & Brown Inc	33,132	26,416
C B Richards Ellis Group	3,719	12,892
C H Robinson Worldwide	12,716	17,325
C R Bard Inc	8,111	7,790
Church & Dwight Co Inc	19,658	22,669
DENTSPLY INTL INC	24,774	25,850
Fastenal Co	7,365	11,243
First American Corp	13,569	13,906
Franklin Electric Co	14,866	13,654
Greenlight Capital RE F	14,284	14,154
HCC Insurance Hldgs Inc	12,465	15,384
Idexx Labs	15,001	18,708
IHS Inc	20,745	25,761
Jones Lang Lasalle INC	8,700	10,268
Kirby Corp	20,321	22,814
Lab CP of Amer Hldg	28,625	31,807
Longleaf Partners Fund	383,020	333,124
Longleaf Partners Intl	207,326	223,427
Meredith Corp	27,556	20,670
Millipore Corp	22,791	25,323
Mohawk Industries Inc	26,439	21,658
O'Reilly Automotive Inc	28,730	40,217
Patterson Companies Inc	20,106	27,001
Paychex Inc	10,912	13,175
Perkinelmer Inc	19,059	21,002
Polo Ralph Lauren Corp	14,210	20,650
Pool Corp	12,212	12,211
Selected American Shares	215,648	209,817
Sherwin Williams Co	24,826	32,058
Signet Jewelers Ltd	14,214	14,589
Strayer Education Inc.	24,237	28,690
Thermo Fisher Scientific	11,212	15,499
VCA Antech Inc.	17,011	17,070
Washington Post Co	19,057	21,980
Williams Sonoma	7,544	11,429
Line 10b Investments - Corporate Stock	1,997,238	2,207,701

The Haslam 3 Foundation, Inc.
FEIN: 62-1867421
Form 990-PF, Part IV
December 31, 2009

Statement 13

(a) List and describe the kinds of property sold		(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
Security	No. Shares		Date Purchased	Date Sold	Proceeds	Cost	Gain/(Loss)
Affiliated Computer CL A	190	P	7/8/2004	6/25/2009	8,476	9,871	(1,396)
Affiliated Computer CL A	60	P	8/5/2004	6/25/2009	2,677	3,125	(448)
Affiliated Computer CL A	20	P	1/25/2005	6/25/2009	892	1,076	(184)
Allstate Corporation	330	P	4/17/2009	6/25/2009	7,902	7,607	295
Allstate Corporation	120	P	6/11/2009	6/25/2009	2,873	3,059	(186)
Ameren Corp	170	P	9/26/2006	6/25/2009	4,167	8,996	(4,829)
Ameren Corp	80	P	11/16/2006	6/25/2009	1,961	4,294	(2,333)
Analog Devices INC	270	P	6/11/2009	6/25/2009	6,632	6,972	(341)
Annaly Capital Mgmt REIT	1000	P	7/18/2007	6/25/2009	14,880	14,054	826
Aon Corp	130	P	1/15/2003	2/24/2009	5,112	2,710	2,403
Aon Corp	41	P	1/15/2003	6/25/2009	1,526	855	672
Aon Corp	70	P	10/27/2003	6/25/2009	2,606	1,555	1,052
Apollo Group Inc	100	P	5/6/2008	1/12/2009	8,511	5,403	3,108
Apollo Group Inc	130	P	5/6/2008	5/11/2009	7,618	7,024	594
Apollo Group Inc	10	P	5/6/2008	5/21/2009	609	540	69
Apollo Group Inc	90	P	7/1/2008	5/21/2009	5,485	4,392	1,094
Apollo Group Inc	30	P	10/2/2008	5/21/2009	1,828	1,758	70
Apollo Group Inc	140	P	10/2/2008	6/26/2009	9,034	8,205	829
Apollo Group Inc	20	P	10/2/2008	7/16/2009	1,278	1,172	106
Apollo Group Inc	90	P	4/7/2009	7/16/2009	5,750	6,135	(385)
Brandywine Realty Tr Sbi New	199	P	8/29/2002	6/25/2009	1,392	4,477	(3,085)
Brandywine Realty Tr Sbi New	270	P	10/3/2002	6/25/2009	1,889	5,843	(3,954)
Broadrdge Financial Solutions Inc	420	P	11/19/2007	6/25/2009	6,757	9,256	(2,499)
Brookfield Asset Mgmt Inc	430	P	11/24/2008	6/9/2009	7,784	6,549	1,235
Brookfield Asset Mgmt Inc	340	P	11/28/2008	6/9/2009	6,155	4,282	1,873
Brookfield Asset Mgmt Inc	330	P	9/30/2009	12/18/2009	7,091	7,357	(266)
Brookfield Asset Mgmt Inc	135	P	10/30/2009	12/18/2009	2,901	2,887	14
Brown & Brown Inc	40	P	12/1/2006	12/18/2009	713	1,159	(447)
Brown & Brown Inc	330	P	12/11/2006	12/18/2009	5,880	9,765	(3,885)
C B Richards Ellis Group	90	P	6/12/2008	9/4/2009	1,047	1,900	(853)
C B Richards Ellis Group	470	P	8/5/2008	9/4/2009	5,466	6,198	(732)
C B Richards Ellis Group	350	P	8/5/2008	12/18/2009	4,499	4,616	(117)
C B Richards Ellis Group	270	P	8/5/2008	12/23/2009	3,649	3,561	88
C B Richards Ellis Group	170	P	2/12/2009	12/23/2009	2,297	666	1,632
C H Robinson Worldwide	10	P	11/15/2006	10/23/2009	606	416	190
C H Robinson Worldwide	70	P	1/16/2007	10/23/2009	4,245	3,148	1,097
C H Robinson Worldwide	50	P	11/15/2007	10/23/2009	3,032	2,336	696
C H Robinson Worldwide	75	P	11/15/2007	12/18/2009	4,341	3,504	837
Cablevision NY Group	460	P	6/16/2005	6/25/2009	8,614	9,348	(734)
Cablevision NY Group	310	P	5/10/2006	6/25/2009	5,805	4,991	814
Cent Euro Media Ent NEWF	40	P	9/17/2008	2/6/2009	338	2,882	(2,544)
Cent Euro Media Ent NEWF	190	P	10/9/2008	2/6/2009	1,604	7,845	(6,241)
Cent Euro Media Ent NEWF	180	P	10/17/2008	2/6/2009	1,520	8,109	(6,589)
Chumera Investmnet Corp	2020	P	5/18/2009	6/25/2009	6,712	6,998	(286)
Chumera Investmnet Corp	280	P	6/11/2009	6/25/2009	930	966	(36)
Chubb Corporation	190	P	6/11/2009	6/25/2009	7,517	7,922	(405)
Church & Dwight Co Inc	95	P	5/8/2009	12/18/2009	5,478	5,382	95
Cintas Corp	260	P	7/19/2007	6/25/2009	5,913	10,076	(4,163)
Colonial Properties	300	P	12/24/2008	6/25/2009	2,044	2,193	(149)
Consolidated Edison Inc	220	P	6/11/2008	6/25/2009	8,075	8,938	(863)
Corp Executive Board Co	310	P	5/6/2009	12/1/2009	6,468	5,441	1,027
Covidien PLC	220	P	2/29/2008	6/25/2009	8,010	9,697	(1,687)
Dell Inc	540	P	6/11/2009	6/25/2009	7,362	7,088	274
Dell Inc	2000	P	12/5/2005	12/18/2009	27,336	62,330	(34,994)
Dell Inc	2000	P	2/17/2006	12/18/2009	27,336	61,226	(33,889)
Dell Inc	1000	P	2/27/2006	12/18/2009	13,668	29,539	(15,871)
DENTSPLY INTL INC	130	P	9/8/2008	12/18/2009	4,463	5,139	(676)
DENTSPLY INTL INC	55	P	10/23/2009	12/18/2009	1,888	1,997	(109)
Endurance Specialty Hldg	200	P	5/28/2004	6/25/2009	5,580	6,830	(1,250)
Endurance Specialty Hldg	50	P	6/11/2009	6/25/2009	1,395	1,485	(90)
Entergy Corp	120	P	6/11/2009	6/25/2009	9,296	9,104	192
Fastenal Co	140	P	4/26/2005	10/22/2009	5,412	3,721	1,691

The Haslam 3 Foundation, Inc.
FEIN: 62-1867421
Form 990-PF, Part IV
December 31, 2009

Statement 13

(a) Last and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)	
<u>Security</u>	<u>No. Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>	
Fastenal Co	30	P	4/26/2005	10/30/2009	1,072	797	275
Fastenal Co	190	P	7/13/2006	10/30/2009	6,789	6,704	86
Fastenal Co	100	P	1/13/2009	10/30/2009	3,573	3,316	257
Fastenal Co	70	P	1/13/2009	12/17/2009	2,736	2,321	414
Fastenal Co	110	P	7/17/2009	12/17/2009	4,299	3,458	842
First American Corp	110	P	12/16/2009	12/18/2009	3,664	3,610	54
Flowers Food Inc	6000	P	6/15/2009	12/18/2009	141,229	125,995	15,234
FPA New Income	36260 29	P	6/25/2009	12/18/2009	397,002	400,000	(2,998)
FPA New Income	297 487	P	6/30/2009	12/18/2009	3,257	3,263	(6)
FPA New Income	298 837	P	10/1/2009	12/18/2009	3,272	3,290	(18)
FPA New Income	319 178	P	12/14/2009	12/18/2009	3,495	3,501	(7)
Franklin Electric Co	140	P	11/29/2004	12/18/2009	3,979	5,753	(1,775)
Franklin Electric Co	40	P	10/17/2005	12/18/2009	1,137	1,745	(608)
Franklin Electric Co	180	P	11/5/2003	12/24/2009	5,089	5,693	(604)
Franklin Electric Co	70	P	11/29/2004	12/24/2009	1,979	2,877	(897)
Genzyme Corp	110	P	5/18/2007	6/25/2009	6,148	6,982	(834)
Hasbro Inc	270	P	6/11/2009	6/25/2009	6,563	7,089	(525)
HCC Insurance Hldgs Inc	200	P	12/29/2008	12/16/2009	5,382	5,059	324
HCC Insurance Hldgs Inc	130	P	1/21/2009	12/16/2009	3,498	3,193	305
HCC Insurance Hldgs Inc	40	P	11/21/2008	12/18/2009	1,082	915	167
HCC Insurance Hldgs Inc	100	P	1/21/2009	12/18/2009	2,704	2,456	248
HCP Inc REIT	422	P	1/13/2003	6/25/2009	8,703	7,519	1,184
Health Care REIT Inc	176	P	8/29/2002	6/25/2009	5,910	4,207	1,703
Health Care REIT Inc	150	P	10/3/2002	6/25/2009	5,037	3,410	1,626
Health Care REIT Inc	54	P	1/28/2003	6/25/2009	1,813	1,168	645
Hutchison Tele HK	1310	P	4/30/2009	6/25/2009	2,533	2,130	403
Hutchison Telecomm Intl	460	P	11/13/2007	6/25/2009	1,561	10,025	(8,464)
Hutchison Telecomm Intl	850	P	1/15/2009	6/25/2009	2,884	3,631	(748)
Hutchison Telecomm Intl	390	P	6/11/2009	6/25/2009	1,323	1,470	(147)
ICON PLC SPON ADR F	320	P	11/4/2008	4/30/2009	4,886	7,778	(2,891)
Idexx Labs	90	P	2/27/2007	12/18/2009	4,644	3,912	731
IHS Inc	110	P	10/28/2009	12/18/2009	5,751	5,966	(215)
Integrus Energy Group Inc	240	P	6/27/2007	6/25/2009	6,986	12,190	(5,205)
Ivanhoe Mines Ltd	1590	P	5/23/2006	6/25/2009	8,833	11,227	(2,394)
Kirby Corp	50	P	2/23/2006	1/29/2009	1,271	1,495	(223)
Kirby Corp	200	P	2/27/2006	1/29/2009	5,085	6,012	(927)
Kirby Corp	20	P	3/3/2006	1/29/2009	509	606	(98)
Kirby Corp	150	P	3/3/2006	6/9/2009	5,035	4,546	490
Kirby Corp	30	P	6/13/2006	6/9/2009	1,007	1,023	(16)
Kirby Corp	165	P	12/4/2006	12/18/2009	5,775	5,885	(110)
Lab CP of Amer Hldg	15	P	11/20/2007	12/18/2009	1,112	1,066	46
Lab CP of Amer Hldg	90	P	12/12/2007	12/18/2009	6,673	6,695	(23)
Lender Processing Svcs Inc	210	P	10/17/2008	2/5/2009	5,277	6,128	(850)
Lender Processing Svcs Inc	100	P	10/17/2008	2/11/2009	2,491	2,918	(427)
Lender Processing Svcs Inc	160	P	11/28/2008	2/11/2009	3,985	2,902	1,084
Lender Processing Svcs Inc	250	P	11/28/2008	2/12/2009	6,663	4,534	2,128
Longleaf Partners Fund	2353.124	P	12/16/2003	12/18/2009	55,974	68,791	(12,817)
Longleaf Partners Fund	508 419	P	11/11/2004	12/18/2009	12,094	15,339	(3,245)
Longleaf Partners Fund	118.527	P	12/29/2004	12/18/2009	2,819	3,708	(888)
Longleaf Partners Fund	761 554	P	11/9/2005	12/18/2009	18,115	23,502	(5,386)
Longleaf Partners Fund	137 08	P	11/9/2005	12/18/2009	3,261	4,230	(970)
Longleaf Partners Fund	226 724	P	12/28/2005	12/18/2009	5,393	7,076	(1,683)
Longleaf Partners Fund	3103 105	P	2/15/2006	12/18/2009	73,814	100,000	(26,186)
Longleaf Partners Fund	6037 168	P	8/18/2006	12/18/2009	143,607	200,000	(56,393)
Longleaf Partners Fund	58 665	P	11/8/2006	12/18/2009	1,395	2,034	(639)
Longleaf Partners Fund	2079 563	P	11/8/2006	12/18/2009	49,467	72,119	(22,653)
Longleaf Partners Fund	123 863	P	12/27/2006	12/18/2009	2,946	4,349	(1,402)
Longleaf Partners Fund	1242.653	P	11/7/2007	12/18/2009	29,559	44,288	(14,729)
Longleaf Partners Fund	3 932	P	11/7/2007	12/18/2009	94	140	(47)
Longleaf Partners Fund	59 41	P	12/27/2007	12/18/2009	1,413	1,991	(578)
Longleaf Partners Intl	14519 324	P	10/28/2003	12/18/2009	195,108	190,854	4,254
Longleaf Partners Intl	549 413	P	11/9/2005	12/18/2009	7,383	9,224	(1,841)
Longleaf Partners Intl	72 789	P	11/8/2006	12/18/2009	978	1,326	(348)

The Haslam 3 Foundation, Inc.
FEIN: 62-1867421
Form 990-PF, Part IV
December 31, 2009

Statement 13

(a) Last and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
<u>Security</u>	<u>No.</u> <u>Shares</u>	<u>Date</u> <u>Purchased</u>	<u>Date</u> <u>Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
Longleaf Partners Intl	2831 878	P 11/8/2006	12/18/2009	38,054	51,590	(13,536)
Longleaf Partners Intl	32 518	P 12/27/2006	12/18/2009	437	615	(178)
Longleaf Partners Intl	43 759	P 11/7/2007	12/18/2009	588	885	(297)
Longleaf Partners Intl	4271 748	P 11/7/2007	12/18/2009	57,403	86,439	(29,036)
McDermott Intl Inc	290	P 1/25/2006	6/25/2009	5,978	4,994	984
Meredith Corp	145	P 11/5/2003	5/22/2009	3,925	7,183	(3,258)
Meredith Corp	80	P 11/4/2004	5/22/2009	2,166	4,038	(1,872)
Meredith Corp	5	P 11/29/2004	5/22/2009	135	264	(129)
Meredith Corp	40	P 11/29/2004	12/18/2009	1,219	2,115	(896)
Meredith Corp	130	P 12/19/2007	12/18/2009	3,960	7,355	(3,395)
Millicom Intl Cellular SA New	210	P 8/14/2003	6/25/2009	11,766	1,759	10,007
Millipore Corp	20	P 6/23/2006	5/21/2009	1,297	1,244	53
Millipore Corp	50	P 7/10/2006	5/21/2009	3,242	3,133	110
Millipore Corp	60	P 7/12/2006	5/21/2009	3,891	3,705	185
Millipore Corp	30	P 11/21/2006	12/18/2009	2,125	2,023	102
Millipore Corp	60	P 12/11/2006	12/18/2009	4,250	4,204	46
Mohawk Industries Inc	30	P 7/25/2007	12/18/2009	1,404	2,857	(1,453)
Mohawk Industries Inc	85	P 1/9/2008	12/18/2009	3,978	6,102	(2,124)
Moody's Corp	210	P 6/4/2008	1/16/2009	4,803	7,866	(3,063)
Moody's Corp	300	P 6/4/2008	1/23/2009	6,323	11,237	(4,914)
Moody's Corp	80	P 6/4/2008	1/30/2009	1,706	2,997	(1,290)
Moody's Corp	170	P 6/11/2008	1/30/2009	3,626	6,914	(3,288)
Moody's Corp	120	P 7/11/2008	1/30/2009	2,559	3,947	(1,388)
Moody's Corp	230	P 7/11/2008	2/4/2009	5,037	7,565	(2,528)
Nisource Inc Holding	440	P 2/12/2004	6/25/2009	5,014	9,420	(4,407)
Noble Energy Inc	56	P 2/12/2003	1/16/2009	2,694	965	1,728
Noble Energy Inc	4	P 10/27/2003	1/16/2009	192	80	112
Noble Energy Inc	96	P 10/27/2003	6/25/2009	5,573	1,928	3,645
NY Community Bancorp Inc	690	P 2/4/2005	6/25/2009	7,335	12,302	(4,967)
O Reilly Automotive Inc	240	P 9/29/2009	12/18/2009	8,994	8,744	250
O Reilly Automotive Inc	25	P 10/14/2009	12/18/2009	937	878	59
Old Republic Intl	560	P 5/16/2003	6/25/2009	5,390	9,440	(4,050)
Patterson Companies Inc	240	P 10/21/2008	12/18/2009	6,451	5,894	557
Patterson Companies Inc	5	P 11/14/2008	12/18/2009	134	114	20
Paychex Inc	200	P 10/16/2008	10/21/2009	5,688	5,830	(142)
Paychex Inc	130	P 10/16/2008	10/23/2009	3,709	3,789	(80)
Paychex Inc	110	P 10/23/2008	10/23/2009	3,138	2,947	191
Paychex Inc	120	P 10/23/2008	11/13/2009	3,694	3,215	479
Paychex Inc	90	P 4/1/2009	11/13/2009	2,771	2,312	459
Paychex Inc	110	P 4/1/2009	12/18/2009	3,372	2,825	547
Perkinelmer Inc	350	P 6/17/2008	7/29/2009	6,185	9,922	(3,737)
Perkinelmer Inc	300	P 6/17/2008	9/1/2009	5,420	8,505	(3,085)
Perkinelmer Inc	10	P 8/14/2008	9/1/2009	181	296	(115)
Perkinelmer Inc	260	P 8/14/2008	12/18/2009	5,193	7,688	(2,495)
Pioneer Natural Resources Co	125	P 10/3/2002	4/8/2009	2,200	3,320	(1,120)
Pioneer Natural Resources Co	80	P 10/27/2003	4/8/2009	1,408	2,055	(647)
Polo Ralph Lauren Corp	65	P 8/5/2009	12/18/2009	5,154	4,129	1,025
Progress Energy Inc	260	P 7/5/2006	6/25/2009	9,717	11,304	(1,587)
Range Resources Corp	140	P 5/23/2008	6/25/2009	5,806	10,101	(4,295)
Range Resources Corp	60	P 6/11/2009	6/25/2009	2,488	2,780	(292)
Rockwood Holdings Inc	440	P 6/11/2009	6/25/2009	6,410	7,498	(1,088)
Rowan Companies Inc	100	P 3/21/2003	6/10/2009	2,281	1,945	336
Rowan Companies Inc	248	P 3/21/2003	6/25/2009	4,785	4,824	(39)
Rowan Companies Inc	60	P 5/10/2005	6/25/2009	1,158	1,679	(521)
Rowe T Price Group	230	P 11/25/2008	4/28/2009	8,594	5,885	2,708
Rowe T Price Group	10	P 2/19/2009	4/28/2009	374	269	105
Rowe T Price Group	160	P 2/19/2009	5/6/2009	6,098	4,305	1,793
Rowe T Price Group	30	P 2/23/2009	5/6/2009	1,143	719	425
Rowe T Price Group	170	P 2/23/2009	5/28/2009	6,399	4,072	2,328
Rowe T Price Group	40	P 3/16/2009	5/28/2009	1,506	973	533
Rowe T Price Group	120	P 3/16/2009	6/5/2009	5,049	2,920	2,129
Rowe T Price Group	130	P 3/16/2009	6/8/2009	5,485	3,163	2,323
Rowe T Price Group	90	P 3/16/2009	7/24/2009	3,859	2,190	1,669

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FEIN: 62-1867421
Form 990-PF, Part IV
December 31, 2009

Statement 13

(a) List and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Cost or Other Basis	(g) Gain or (Loss)
Security	No. Shares	Date Purchased	Date Sold	Proceeds	Cost	Gain/(Loss)
SEI Investments Co	200	P 6/13/2008	3/2/2009	2,389	5,001	(2,612)
SEI Investments Co	190	P 6/17/2008	3/2/2009	2,270	4,871	(2,601)
SEI Investments Co	180	P 7/21/2008	3/2/2009	2,150	3,928	(1,778)
SEI Investments Co	70	P 7/21/2008	3/27/2009	801	1,528	(726)
SEI Investments Co	240	P 9/4/2008	3/27/2009	2,748	5,663	(2,916)
SEI Investments Co	260	P 9/10/2008	3/27/2009	2,977	5,943	(2,966)
Selected American Shares	552 198	P 2/15/2006	12/18/2009	20,146	22,419	(2,273)
Selected American Shares	7346 338	P 2/21/2006	12/18/2009	268,024	299,926	(31,902)
Selected American Shares	132 615	P 12/1/2006	12/18/2009	4,838	5,965	(1,127)
Selected American Shares	190 28	P 12/3/2007	12/18/2009	6,942	9,131	(2,189)
Sempra Energy	16	P 8/29/2002	6/25/2009	787	370	418
Sempra Energy	210	P 10/3/2002	6/25/2009	10,332	4,224	6,108
Sherwin Williams Co	130	P 7/27/2009	12/18/2009	8,023	7,081	942
SPDR Gold Trust	40	P 11/18/2004	6/25/2009	3,673	1,774	1,899
SPDR Gold Trust	140	P 11/23/2004	6/25/2009	12,856	6,299	6,557
SPDR Gold Trust	150	P 1/20/2006	6/25/2009	13,774	8,436	5,338
St Jude Medical Inc	230	P 2/4/2008	6/25/2009	9,523	9,397	126
Strayer Education Inc	35	P 5/15/2009	12/18/2009	7,344	6,702	642
Sun Communities Inc REIT	370	P 3/22/2007	6/25/2009	4,802	9,993	(5,190)
Sun Communities Inc REIT	140	P 1/15/2009	6/25/2009	1,817	1,734	83
Sun Communities Inc REIT	90	P 6/11/2009	6/25/2009	1,168	1,305	(137)
Telephone & Data Systems Inc	23	P 8/29/2002	6/25/2009	601	678	(77)
Telephone & Data Systems Inc	80	P 10/3/2002	6/25/2009	2,089	2,044	45
Thermo Fisher Scientific	120	P 11/2/2005	5/28/2009	4,225	3,317	909
Thermo Fisher Scientific	50	P 11/2/2005	5/28/2009	1,761	1,376	385
Thermo Fisher Scientific	140	P 11/2/2005	8/24/2009	6,219	3,852	2,367
Thermo Fisher Scientific	130	P 8/23/2007	11/12/2009	5,773	6,786	(1,012)
Thermo Fisher Scientific	90	P 1/29/2008	11/12/2009	3,997	4,525	(528)
Thermo Fisher Scientific	85	P 1/29/2008	12/18/2009	4,079	4,274	(195)
Time Warner Cable Class A	0 333	P 2/2/2007	3/21/2009	9	42	(34)
Time Warner Cable Class A	73	P 2/2/2007	6/25/2009	2,292	8,242	(5,950)
Time Warner Cable Class A	127	P 6/11/2009	6/25/2009	3,987	3,650	337
Ultra Petroleum Corp	140	P 2/22/2006	6/25/2009	5,622	7,923	(2,300)
Umpqua Holdings Corp	260	P 7/25/2007	5/22/2009	2,423	5,082	(2,659)
US Cellular CP	121	P 6/3/2003	6/25/2009	4,696	3,144	1,552
Vanguard S/T Investment Grade Fund	29320 723	P 7/1/2009	12/21/2009	311,338	300,133	11,205
Vanguard S/T Investment Grade Fund	98 277	P 7/30/2009	12/21/2009	1,044	1,006	38
Vanguard S/T Investment Grade Fund	92 697	P 8/31/2009	12/21/2009	984	949	35
Vanguard S/T Investment Grade Fund	86 485	P 9/30/2009	12/21/2009	918	885	33
Vanguard S/T Investment Grade Fund	91 658	P 10/30/2009	12/21/2009	973	938	35
Vanguard S/T Investment Grade Fund	86 127	P 11/30/2009	12/21/2009	915	882	33
VCA Antech Inc	250	P 11/29/2004	7/2/2009	6,338	4,712	1,626
VCA Antech Inc	175	P 2/11/2008	12/18/2009	4,311	5,639	(1,327)
Washington Post Co	13	P 11/6/2008	9/2/2009	5,889	5,540	349
Washington Post Co	15	P 11/10/2008	12/18/2009	6,535	6,757	(222)
Williams Sonoma	140	P 5/8/2009	12/18/2009	3,008	2,032	977
Litigation Settlement - United Global Com, Inc		Various	8/31/2009	116	-	116
Total Gain or Loss to Part IV, Line 1a, Col (b)				2,768,823	3,129,749	(360,926)

Name and Address	Relationship to Foundation, Mgr or Substantial Contributor	Status of Recipient	Purpose of grant or contribution	IRS BMF	Amount
Battle Ground Academy of Franklin Tennessee 336 Ernest Race Lane Franklin, TN 37069	N/A	Public Charity - an organization described in section 501(c)(3)	To provide support in order for the school to keep up with technological needs	509(a)(1)	15,000
Boys & Girls Clubs of the Tennessee Valley 220 Carmel Street, Suite 318 Knoxville, TN 37921	N/A	Public Charity - an organization described in section 501(c)(3)	To inspire and enable young people, especially those from disadvantaged circumstances, to realize their full potential as productive, responsible, and caring citizens	509(a)(1)	20,000
Boy Scouts of America Great Smoky Mountain Council PO Box 51885 Knoxville, TN 37950	N/A	Public Charity - an organization described in section 501(c)(3)	Youth organization dedicated to developing the citizenship, character and personal fitness of its members	509(a)(3) Type I	6,000
Breakthrough Corporation 1805 Maryville Pike Knoxville, TN 37920	N/A	Public Charity - an organization described in section 501(c)(3)	To provide specialized services for adults with autism in East Tennessee	509(a)(1)	5,000
The Cancer Support Community East Tennessee 702 Lindsay Place Knoxville, TN 37919	N/A	Public Charity - an organization described in section 501(c)(3)	To provide support services to those with cancer and their families	509(a)(1)	3,000
Casa de Sara 2816 Maple Hollow Lane Knoxville, TN 37931	N/A	Public Charity - an organization described in section 501(c)(3)	To provide education health care and special projects	509(a)(2)	10,000
Catholic Charities of East Tennessee, Inc 3009 Lake Brook Boulevard Knoxville	N/A	Public Charity - an organization described in section 501(c)(3)	To provide support to churches throughout East Tennessee for charitable and educational work.	509(a)(1)	5,000
Character Counts Of Knoxville-Knox County 616 Jessamine Street Knoxville, TN 37917	N/A	Public Charity - an organization described in section 501(c)(3)	To provide character education to America's youth	509(a)(1)	10,000
East Tennessee Children's Hospital Association, Inc 2018 Church Avenue Knoxville, TN 37916	N/A	Public Charity - an organization described in section 501(c)(3)	Providing quality healthcare to infants and children.	509(a)(1)	20,000
Emerald Youth Foundation 1718 N. Central Street Knoxville, TN 37917	N/A	Public Charity - an organization described in section 501(c)(3)	To develop Christian leaders who use their knowledge, skills, and gifts to renew their neighborhoods	509(a)(1)	42,500
Fort Loudon Lake Association 956 Volunteer Landing Lane Knoxville, TN 37915	N/A	Public Charity - an organization described in section 501(c)(3)	To protect and enhance the economic benefits and quality of life values of clean water	509(a)(2)	500
The Florence Crittenton Agency, Inc 1531 Dick Lucas Road Knoxville, TN 37909	N/A	Public Charity - an organization described in section 501(c)(3)	To provide prevention and treatment programs, education, housing, and living skills to young people at risk or in crisis	509(a)(1)	2,500
First Center for the Visual Arts in C 919 Broadway Nashville, TN 37203	N/A	Public Charity - an organization described in section 501(c)(3)	To support the First Center in displaying art, culture, and humanities for society	509(a)(1)	2,500
Girl Scouts of Tennesse Council, Inc 1567 Downtown West Blvd Knoxville, TN 37919	N/A	Public Charity - an organization described in section 501(c)(3)	To serve girls and adults in East Tennessee, developing qualities that will serve them all their lives, like leadership, social conscience, and conviction about their own potential and self-worth.	509(a)(1)	3,000
Goodwill Industries - Knoxville, Inc. P O Box 11066 Knoxville, TN 37939	N/A	Public Charity - an organization described in section 501(c)(3)	To help change lives through the power of work.	509(a)(1)	5,000
Habitat for Humanity International Inc P O Box 27478 Knoxville, TN 37927	N/A	Public Charity - an organization described in section 501(c)(3)	To build simple, decent, affordable homes in partnership with those in need.	509(a)(1)	30,000
Joni and Friends Post Office Box 2222 Akron, OH 44309-2222	N/A	Public Charity - an organization described in section 501(c)(3)	To promote the advancement of Christian ministry within the disability community	509(a)(1)	5,000
Knoxville Museum of Art 1050 World's Fair Park Drive Knoxville, TN 37916	N/A	Public Charity - an organization described in section 501(c)(3)	To present art displays which represent diverse cultures, periods, styles and media	509(a)(2)	20,000
Maryville College 502 E. Lamar Alexander Parkway Maryville, TN 37804-5907	N/A	Public Charity - an organization described in section 501(c)(3)	To support the creative arts center of Maryville College	509(a)(1)	40,000
Mercy Health Partners Foundation, Inc 101 Bloom Avenue, Suite 530 Knoxville, TN 37920	N/A	Public Charity - an organization described in section 501(c)(3)	To support the mission of extending Christ's healing ministry throughout local communities	509(a)(1)	5,000
Metropolitan Drug Commission, Inc. P O Box 53375 Knoxville, TN 37950	N/A	Public Charity - an organization described in section 501(c)(3)	To promote drug awareness and the prevention of drug abuse.	509(a)(2)	10,000
New Living Faith Community Church 120 Woodland Avenue Knoxville, TN 37914	N/A	Public Charity - an organization described in section 501(c)(3)	To meet the needs of the various areas of ministry for the church.	509(a)(1)	10,000
Pellissippi State Technical Community College Foundation 10915 Hurdin Valley Road Knoxville, TN 37933	N/A	Public Charity - an organization described in section 501(c)(3)	To benefit the Bagwell Center for Media Technologies and Art Fund.	509(a)(1)	100,000
St. John Neumann Church 645 St. John Court Knoxville, TN 37934	N/A	Public Charity - an organization described in section 501(c)(3)	To meet the needs of the various areas of ministry for the church.	509(a)(1)	10,000
United Way of Greater Knoxville, Inc. 1301 Hannah Avenue	N/A	Public Charity - an organization described in section 501(c)(3)	To advance the common good of the local community and to help people become self-sufficient.	509(a)(1)	182,000

Name and Address	Relationship to Foundation, Mgr or Substantial Contributor	Status of Recipient	Purpose of grant or contribution	IRS BMF	Amount
Knoxville, TN 37921					
The University of Tennessee Foundation, Inc Development Office 1609 Mehrose Avenue Knoxville, TN 37996	N/A	Public Charity - an organization described in section 501(c)(3)	To provide support for the maintenance of educational institution properties and the forensic anthropology program.	509(a)(1)	1,623,500
Volunteer Ministry Center, Inc 103 South Gay Street Knoxville, TN 37901	N/A	Public Charity - an organization described in section 501(c)(3)	To support the construction of new buildings for Knoxville's homeless	509(a)(1)	10,000
Webb School of Knoxville 9800 Webb School Drive Knoxville, TN 37923	N/A	Public Charity - an organization described in section 501(c)(3)	Maintenance of educational institution properties	509(a)(1)	27,500
Wesley House Community Center 923 Dameron Avenue Knoxville, TN 37921	N/A	Public Charity - an organization described in section 501(c)(3)	To support the after school program that help enhance children's learning beyond their school environment	509(a)(1)	5,000
YMCA of East Tennessee, Inc YMCA Capital Campaign Office 605 West Church Avenue Knoxville, TN 37902	N/A	Public Charity - an organization described in section 501(c)(3)	To support new buildings and renovations of YMCA properties in East Tennessee.	509(a)(2)	40,000
Total Contributions					2,268,000