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

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.

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation: THE HASLAM 3 FOUNDATION, INC.

A Employer identification number: 62-1867421

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 10573 Room/suite

B Telephone number: (865) 384-4178

City or town, state, and ZIP code: KNOXVILLE, TN 37919

C If exemption application is pending, check here [ ]

D 1. Foreign organizations, check here [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 6,019,508.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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

		(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	1,350,000.		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	32,429.	32,429.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	270,406.			
	b Gross sales price for all assets on line 6a 1,187,263.				
	7 Capital gain net income (from Part IV, line 2)		270,406.		
	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	184.	-14.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,653,019.	302,821.		
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 STMT 3	10,424.	10,424.		0.
	c Other professional fees STMT 4	10,000.	0.		10,000.
	17 Interest	123,510.	0.		0.
	18 Taxes STMT 5	511.	491.		20.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	18,507.	18,304.		198.
	24 **Total operating and administrative expenses** Add lines 13 through 23	162,952.	29,219.		10,218.
	25 Contributions, gifts, grants paid	749,775.			749,775.
	26 **Total expenses and disbursements** Add lines 24 and 25	912,727.	29,219.		759,993.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	740,292.			
	b **Net investment income** (if negative, enter -0-)		273,602.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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14021115 130770 HASLAM3FOUND 2010.04041 THE HASLAM 3 FOUNDATION, IN HASLAM81

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	204,602.	808,278.	808,278.
	2 Savings and temporary cash investments	62,873.	252,026.	252,026.
	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.			
	Less: allowance for doubtful accounts ▶ 0.	1,625,000.	1,625,000.	1,625,000.
	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	1,997,238.	1,941,324.	2,406,025.
	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)	642,191.	643,093.	928,179.
	16 **Total assets** (to be completed by all filers)	4,531,904.	5,269,721.	6,019,508.
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	2,906,904.	3,644,721.	
	30 **Total net assets or fund balances**	2,906,904.	3,644,721.	
	31 **Total liabilities and net assets/fund balances**	4,531,904.	5,269,721.	

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	2,906,904.
2	Enter amount from Part I, line 27a	2	740,292.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,647,196.
5	Decreases not included in line 2 (itemize) ▶ OTHER EXPENSE ADJUSTMENT	5	2,475.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,644,721.

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	1,187,242.		947,283.	239,959.
b				4,075.
c				26,351.
d	21.			21.
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				239,959.
b				4,075.
c				26,351.
d				21.
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	270,406.
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))
2009	2,302,975.	4,845,579.	.475273
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

2	**Total** of line 1, column (d)	2	1.447481
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	.289496
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,382,880.
5	Multiply line 4 by line 3	5	979,330.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,736.
7	Add lines 5 and 6	7	982,066.
8	Enter qualifying distributions from Part XII, line 4	8	759,993.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	5,472.
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	5,472.
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	5,472.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 9,648.		
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	9,648.
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	4,176.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	4,176. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		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?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col (c), and Part XV			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STEINER & ELLIS, PLLC Telephone no. ▶ (865) 212-3800
Located at ▶ 5516 LONAS DRIVE, SUITE 260, KNOXVILLE, TN ZIP+4 ▶ 37909

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 | N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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? ☐ 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 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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.) N/A	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 2010 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 2010.)* N/A	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 2010?	4b		X

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

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 2010	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 2010	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,304,136.
b	Average of monthly cash balances	1b	130,260.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,434,396.
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	3,434,396.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,516.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,382,880.
6	**Minimum investment return**. Enter 5% of line 5	6	169,144.

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	169,144.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,472.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,472.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	163,672.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	163,672.
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	163,672.

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	759,993.
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	759,993.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	759,993.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				163,672.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 459,889.				
b From 2006 858,622.				
c From 2007 1,450,602.				
d From 2008 2,859,179.				
e From 2009 2,060,886.				
f **Total** of lines 3a through e	7,689,178.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 759,993.				
a Applied to 2009, 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 2010 distributable amount				163,672.
e Remaining amount distributed out of corpus	596,321.			
5 Excess distributions carryover applied to 2010 (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	8,285,499.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	459,889.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	7,825,610.			
10 Analysis of line 9:				
a Excess from 2006 858,622.				
b Excess from 2007 1,450,602.				
c Excess from 2008 2,859,179.				
d Excess from 2009 2,060,886.				
e Excess from 2010 596,321.				

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 2010, 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	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 the 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).)

SEE STATEMENT 10

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 of the person to whom applications should be addressed:

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
STATEMENT 14				749,775.
Total			▶ 3a	749,775.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

023811 12-07-10

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	32,429.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	198.	14	-14.	
8 Gain or (loss) from sales of assets other than inventory			18	270,406.	
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)		198.		302,821.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 303,019.

(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).
	NOT APPLICABLE

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

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

▶ [signature] | 11-15-11 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JIM R. SHELBY, CPA	[signature]	11-15-11		P01085845

Firm's name ▶ JIM R. SHELBY, CPA — Firm's EIN ▶ 62-0823916

Firm's address ▶ 4823 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919 — Phone no. (865) 971-1902

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization

THE HASLAM 3 FOUNDATION, INC.

Employer identification number

62-1867421

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: THE HASLAM 3 FOUNDATION, INC.

Employer identification number: 62-1867421

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JAMES A. III AND SUSAN B. HASLAM 5020 LYONS VIEW PIKE KNOXVILLE, TN 379196407	$ 1,350,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE HASLAM 3 FOUNDATION, INC.	62-1867421

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE HASLAM 3 FOUNDATION, INC.	62-1867421

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	21,805.	21.	21,784.
FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC	10,645.	0.	10,645.
TOTAL TO FM 990-PF, PART I, LN 4	32,450.	21.	32,429.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC	-14.	-14.	
FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC - UBTI	198.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	184.	-14.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,424.	10,424.		0.
TO FORM 990-PF, PG 1, LN 16B	10,424.	10,424.		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	491.	491.		0.
TENNESSEE REPORT FEE	20.	0.		20.
TO FORM 990-PF, PG 1, LN 18	511.	491.		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	18,304.	18,304.		0.
BANK SERVICE CHARGES	10.	0.		10.
NONDEDUCTIBLE EXPENSES FROM EXCELSIOR BUYOUT INVESTORS, LLC	5.	0.		0.
OFFICE EXPENSES	188.	0.		188.
TO FORM 990-PF, PG 1, LN 23	18,507.	18,304.		198.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT 12	1,941,324.	2,406,025.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,941,324.	2,406,025.

FORM 990-PF	OTHER ASSETS	STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCELSIOR BUYOUT FUND	142,191.	143,093.	141,653.
GREENLIGHT MASTERS OFFSHORE LTD	500,000.	500,000.	786,526.
TO FORM 990-PF, PART II, LINE 15	642,191.	643,093.	928,179.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

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

NAME OF MANAGER

SUSAN B. HASLAM
JAMES A. HASLAM III

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

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, 2010

Statement 12

Description	Book Value	Fair Market Value
AMPHENOL CORP CLASS A	17,649 27	17,945 20
ARBITRAGE FUND CLASS I	25,566 27	24,977 23
BERKSHIRE HATHAWAY INC CL A 1/100 Share	147,300.00	240,900.00
BERKSHIRE HATHAWAY INC CL B	46,030.00	80,110.00
BLOUNT INTERNATIONAL	11,629.63	16,863.20
BROOKFIELD ASSET MANAGEMENT INC	23,467.88	56,426.55
COCA-COLA COMPANY	89,176.95	105,232.00
CORELOGIC INC	7,742.96	7,778.40
DENTSPLY INTERNATIONAL INC	36,433.03	37,416.15
EXXON MOBIL CORP	49,922.35	59,958.40
FLOWERS FOODS INC	83,528 05	94,185.00
GABELLI ABC FUND ADV CL	25,579.03	25,441.45
GARMIN LTD	25,141.67	25,411.80
GRACO INC	15,064.22	18,541.50
GREENLIGHT CAPITAL RE LTD	14,283.55	16,086.00
I H S INC	21,839.98	39,391.10
IDEXX LABORATORIES INC	21,199.51	31,841.20
INTERFACE INC	7,549.69	10,348.80
INTERPUBLIC GROUP OF COMPANIES INC	27,589.52	35,683.20
JOHNSON AND JOHNSON	87,878.95	92,775.00
KIRBY CORPORATION	20,321.02	28,852.75
LABORATORY CORP	33,859.05	43,520.40
LONGLEAF PARTNERS FUND	267,035.01	278,710.20
LONGLEAF PARTNERS INTERNATIONAL FUND	156,877.35	191,637.35
MARKEL CORP	14,796.43	15,125.20
MEREDITH CORPORATION	27,556.35	23,215.50
MICROSOFT CORP	40,763.95	41,865.00
O'REILLY AUTOMOTIVE INC	24,166.31	56,092.00
PATTERSON COMPANIES INC	30,789 65	41,350.50
PAYCHEX INC	17,903 83	20,709.70
PERKINELMER INC	26,857.90	36,406.20
PERRIGO CO	14,502 55	15,832.50
PIMCO EMERGING LOCAL BOND FD INSTL CL	51,833.26	51,123.03
POLO RALPH LAUREN CORPORATION	16,139.04	31,057.60
POOL CORPORATION	7,605.93	9,241.40
SELECTED AMERICAN SHARES CL D	219,112.00	236,874.73
SHERWIN WILLIAMS CO	24,826.37	43,550.00
SIGMA ALDRICH CORP	32,598 25	38,604.80
SIGNET JEWELERS LIMITED	37,911 55	60,326.00
STRAYER EDUCATION INC	41,856.26	41,099.40
WABTEC	32,118.51	39,138.60
WRIGHT EXPRESS CORP	17,320.69	24,380.00
Line 10b Investments - Corporate Stock	**1,941,324**	**2,406,025**

The Haslam 3 Foundation, Inc.
FEIN: 62-1867421
Form 990-PF, Part IV
December 31, 2010

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)**
ATHENAHEALTH INC	280.000	P	5/3/2010	9/17/2010	7,959.70	7,924.38	35.32
BARD CB INC	70.000	P	3/24/2010	12/16/2010	6,385.79	5,982.43	403.36
BARD CB INC	100.000	P	1/14/2010	12/27/2010	9,314.11	8,292.62	1,021.49
BARD CB INC	100.000	P	11/20/2009	12/29/2010	9,269.57	8,110.63	1,158 94
BERKSHIRE HATHAWAY INC CL A 1/100 Share	200	P	2/17/2006	8/12/2010	231,103.52	175,609.95	55,493.57
BERKSHIRE HATHAWAY INC CL A 1/100 Share	100	P	10/17/2003	8/12/2010	115,568.77	77,100.00	38,468.77
BERKSHIRE HATHAWAY INC CL A 1/100 Share	100	P	10/17/2003	8/12/2010	115,558.76	77,100 00	38,458.76
BERKSHIRE HATHAWAY INC CL A 1/100 Share	100	P	10/17/2003	9/17/2010	125,813.92	77,100.00	48,713.92
BROOKFIELD ASSET MANAGEMENT INC	230.000	P	5/11/2010	9/9/2010	6,159.73	5,865.47	294.26
BROOKFIELD ASSET MANAGEMENT INC	180.000	P	5/11/2010	9/17/2010	4,909.75	4,590 37	319.38
BROOKFIELD ASSET MANAGEMENT INC	40.000	P	10/30/2009	9/17/2010	1,091.05	855.39	235.66
BROOKFIELD ASSET MANAGEMENT INC	125.000	P	10/30/2009	10/14/2010	3,724.38	2,673.11	1,051.27
BROOKFIELD ASSET MANAGEMENT INC	275.000	P	11/12/2009	10/14/2010	8,193.63	5,839.45	2,354.18
BROWN & BROWN INC	65.000	P	11/28/2006	1/20/2010	1,147 58	1,883.90	(736.32)
BROWN & BROWN INC	265.000	P	2/15/2007	1/20/2010	4,678.60	7,550.69	(2,872.09)
BROWN & BROWN INC	35.000	P	2/15/2007	1/22/2010	627.15	997.26	(370.11)
BROWN & BROWN INC	120.000	P	3/26/2007	1/22/2010	2,150.22	3,318 35	(1,168 13)
BROWN & BROWN INC	195.000	P	4/4/2007	1/22/2010	3,494 10	5,324.47	(1,830.37)
BROWN & BROWN INC	55.000	P	4/4/2007	2/18/2010	905.43	1,501.77	(596.34)
BROWN & BROWN INC	345.000	P	7/1/2008	2/18/2010	5,679.52	6,095.85	(416.33)
BROWN & BROWN INC	90.000	P	7/22/2008	2/18/2010	1,481 61	1,490.82	(9.21)
BROWN & BROWN INC	300.000	P	7/22/2008	2/22/2010	4,986.38	4,969.39	16.99
C B RICHARD ELLIS GROUP INC	460.000	P	2/12/2009	3/30/2010	7,317 52	1,800.91	5,516 61
C B RICHARD ELLIS GROUP INC	490.000	P	2/12/2009	4/26/2010	8,648.83	1,918.36	6,730.47
C H ROBINSON WORLDWIDE INC	100.000	P	3/4/2010	6/16/2010	5,920.10	5,274.95	645.15
C H ROBINSON WORLDWIDE INC	30 000	P	2/12/2010	6/16/2010	1,776 03	1,576.51	199 52
C H ROBINSON WORLDWIDE INC	100.000	P	2/12/2010	8/11/2010	6,422.81	5,255.04	1,167.77
C H ROBINSON WORLDWIDE INC	30 000	P	11/15/2007	8/11/2010	1,926.84	1,401 80	525 04
C H ROBINSON WORLDWIDE INC	90.000	P	11/15/2007	9/10/2010	6,076.80	4,205.39	1,871.41
C H ROBINSON WORLDWIDE INC	35 000	P	11/15/2007	9/16/2010	2,365.34	1,635 43	729.91
C H ROBINSON WORLDWIDE INC	40.000	P	3/6/2009	9/16/2010	2,703.25	1,563.70	1,139.55
C H ROBINSON WORLDWIDE INC	100 000	P	3/6/2009	10/7/2010	7,065.48	3,909 25	3,156.23
CHURCH & DWIGHT COMPANY INC	5.000	P	5/5/2009	3/9/2010	336.23	283.29	52.94
CHURCH & DWIGHT COMPANY INC	90 000	P	5/7/2009	3/9/2010	6,052.22	4,937 84	1,114 38
CHURCH & DWIGHT COMPANY INC	5.000	P	5/20/2009	3/9/2010	336.23	262.10	74.13
CHURCH & DWIGHT COMPANY INC	100.000	P	5/20/2009	7/2/2010	6,245.32	5,242 04	1,003.28
CHURCH & DWIGHT COMPANY INC	25.000	P	5/20/2009	7/12/2010	1,613.10	1,310.51	302.59
CHURCH & DWIGHT COMPANY INC	150.000	P	3/16/2009	7/12/2010	9,678.58	7,621.79	2,056.79
FASTENAL COMPANY	40 000	P	7/14/2009	1/7/2010	1,798.96	1,257 32	541 64
FASTENAL COMPANY	230.000	P	3/9/2009	1/7/2010	10,344.05	6,108.05	4,236.00
FIRST AMERICAN FINANCIAL CORPORATION	260.000	P	12/16/2009	6/21/2010	3,494.57	3,663.60	(169.03)
FIRST AMERICAN FINANCIAL CORPORATION	160.000	P	12/8/2009	6/21/2010	2,150.51	2,162.21	(11.70)
FRANKLIN ELECTRIC CO INC	210 000	P	11/5/2003	3/18/2010	6,068.00	6,642.28	(574.28)
FRANKLIN ELECTRIC CO INC	260 000	P	11/5/2003	4/1/2010	7,853.62	8,223.78	(370.16)
GRACO INC	130.000	P	4/6/2010	12/20/2010	5,182.65	4,233.04	949.61
H C C INSURANCE HOLDINGS INC	240.000	P	3/3/2010	3/25/2010	6,806.43	6,781.61	24.82
H C C INSURANCE HOLDINGS INC	10.000	P	11/18/2008	3/25/2010	283.60	228.63	54.97
H C C INSURANCE HOLDINGS INC	240.000	P	11/18/2008	8/12/2010	5,972.81	5,487.22	485.59
H C C INSURANCE HOLDINGS INC	300.000	P	12/3/2008	8/12/2010	7,466.02	6,749.41	716 61
I H S INC	100.000	P	3/8/2010	9/16/2010	6,439.23	5,473 02	966 21
INTERPUBLIC GROUP OF COMPANIES INC	540.000	P	5/11/2010	8/11/2010	4,892.77	4,475 16	417.61
JONES LANG LASALLE INC	70 000	P	11/9/2009	4/30/2010	5,649.47	3,582 44	2,067.03

The Haslam 3 Foundation, Inc.
FEIN: 62-1867421
Form 990-PF, Part IV
December 31, 2010

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)**
JONES LANG LASALLE INC	100.000	P	11/9/2009	8/4/2010	7,982.37	5,117.76	2,864 61
LONGLEAF PARTNERS GROWTH FUND	4014.452	P	12/15/2003	6/7/2010	99,951 00	117,358 86	(17,407.86)
LONGLEAF PARTNERS INTERNATIONAL FUND	4016.064	P	10/27/2003	6/7/2010	49,951.00	52,792.88	(2,841 88)
MILLIPORE CORPORATION	135.000	P	11/16/2006	2/23/2010	11,657.48	9,103 09	2,554.39
MILLIPORE CORPORATION	65.000	P	11/16/2006	2/25/2010	6,036.93	4,382.97	1,653.96
MILLIPORE CORPORATION	5 000	P	10/10/2006	2/25/2010	464.38	310 68	153 70
MILLIPORE CORPORATION	105.000	P	10/10/2006	3/2/2010	10,998.60	6,524.22	4,474.38
MILLIPORE CORPORATION	40.000	P	7/12/2006	3/2/2010	4,189.94	2,470.31	1,719 63
MOHAWK INDUSTRIES INC	195.000	P	1/4/2008	2/12/2010	8,547 52	13,997 60	(5,450.08)
MOHAWK INDUSTRIES INC	100.000	P	1/18/2008	2/12/2010	4,383.34	6,709.95	(2,326.61)
MOHAWK INDUSTRIES INC	5 000	P	1/21/2009	2/12/2010	219.17	179.12	40.05
MOHAWK INDUSTRIES INC	155.000	P	1/21/2009	8/12/2010	7,341.51	5,552.83	1,788.68
O'REILLY AUTOMOTIVE INC	140.000	P	2/22/2010	10/14/2010	7,403.46	5,442 91	1,960.55
O'REILLY AUTOMOTIVE INC	70.000	P	2/22/2010	10/19/2010	3,698.73	2,721.45	977.28
O'REILLY AUTOMOTIVE INC	30.000	P	10/8/2009	10/19/2010	1,585.17	1,053.12	532.05
O'REILLY AUTOMOTIVE INC	100.000	P	10/8/2009	11/23/2010	5,954.95	3,510 40	2,444 55
PAYCHEX INC	110.000	P	3/27/2009	2/25/2010	3,276.91	2,825 27	451.64
PAYCHEX INC	320.000	P	7/16/2009	2/25/2010	9,532.84	8,086.99	1,445.85
POLO RALPH LAUREN CORPORATION	65.000	P	2/5/2010	5/10/2010	5,747.45	4,944.90	802 55
POLO RALPH LAUREN CORPORATION	90.000	P	6/23/2010	12/6/2010	10,006.28	7,088 39	2,917.89
POOL CORPORATION	230.000	P	10/30/2009	11/5/2010	4,954.02	4,606.47	347.55
STRAYER EDUCATION INC	5.000	P	5/12/2009	5/17/2010	1,170.56	957.50	213.06
STRAYER EDUCATION INC	30.000	P	5/5/2009	5/17/2010	7,023 37	5,696 99	1,326.38
STRAYER EDUCATION INC	21.000	P	5/18/2009	5/20/2010	5,062.75	3,986.32	1,076.43
STRAYER EDUCATION INC	9.000	P	5/18/2009	5/21/2010	2,130 55	1,708 42	422.13
STRAYER EDUCATION INC	21.000	P	4/29/2009	5/21/2010	4,971.27	3,774.43	1,196.84
STRAYER EDUCATION INC	9 000	P	4/29/2009	6/16/2010	2,222.98	1,617.61	605.37
STRAYER EDUCATION INC	40.000	P	4/14/2009	6/16/2010	9,879.91	6,495 57	3,384.34
THERMO FISHER SCIENTIFIC	15 000	P	1/24/2008	2/25/2010	718.18	754.15	(35.97)
THERMO FISHER SCIENTIFIC	230.000	P	5/7/2009	2/25/2010	11,012.03	8,256.25	2,755.78
THERMO FISHER SCIENTIFIC	80 000	P	10/31/2005	2/25/2010	3,830.27	2,201.15	1,629.12
V C A ANTECH INC	295.000	P	2/6/2008	2/22/2010	7,093 52	9,505.11	(2,411.59)
V C A ANTECH INC	35.000	P	3/2/2005	2/22/2010	841.60	696.37	145.23
V C A ANTECH INC	90.000	P	3/2/2005	2/23/2010	2,161 66	1,790.66	371.00
V C A ANTECH INC	80.000	P	12/29/2004	2/23/2010	1,921.47	1,585.95	335.52
V C A ANTECH INC	105.000	P	3/8/2005	2/23/2010	2,521.93	2,015.45	506.48
V C A ANTECH INC	80.000	P	1/27/2005	2/23/2010	1,921.47	1,417.15	504.32
WASHINGTON POST COMPANY	3.000	P	11/5/2008	1/26/2010	1,323.93	1,351.50	(27.57)
WASHINGTON POST COMPANY	2.000	P	11/3/2008	1/26/2010	882.62	852.30	30.32
WASHINGTON POST COMPANY	9.000	P	1/13/2009	1/26/2010	3,971 78	3,746.97	224.81
WASHINGTON POST COMPANY	6.000	P	1/13/2009	2/10/2010	2,472.94	2,497.98	(25.04)
WASHINGTON POST COMPANY	13.000	P	11/18/2008	2/10/2010	5,358.04	5,131.51	226.53
WASHINGTON POST COMPANY	17.000	P	3/10/2009	2/25/2010	7,044.14	5,476.44	1,567.70
WILLIAMS-SONOMA INC	180.000	P	5/5/2009	4/15/2010	5,373 32	2,612.23	2,761.09
WILLIAMS-SONOMA INC	110.000	P	4/23/2009	4/15/2010	3,283.70	1,466.30	1,817.40
WILLIAMS-SONOMA INC	260.000	P	4/23/2009	5/11/2010	7,878.66	3,465.81	4,412.85
LITIGATION SETTLEMENTS			Various	Various	2,195.87	-	2,195.87
					1,187,242	947,283	239,959

THE HASLAM 3 FOUNDATION, INC
FEIN 62-1867421
FORM 990, PART XV, LINE 3a
DECEMBER 31, 2010

STATEMENT 14

Name and Address	Relationship to Foundation, Mgr or Substantial Contributor	Status of Recipient	Purpose of grant or contribution	IRS BMF	Amount
American Heart Association 4708 Papermill Drive Knoxville, TN 37918	N/A	Public Charity - an organization described in section 501(c)(3)	To build healthier lives, free of cardiovascular diseases and stroke	509(a)(1)	2,500
Boys & Girls Clubs of the Tennessee Valley 220 Carrick 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	6,500
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
Cancer Support Community-East Tennessee, Inc 2230 Sutherland Avenue 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)	2,875
Casa de Sara 2816 Maple Hollow Lane Knoxville, TN 37931	N/A	Public Charity - an organization described in section 501(c)(3)	To provide health care & health supplies to families in Bolivia, South America To provide medical education to students in the area & scholarships for higher education	509(a)(2)	20,000
East Tennessee Children's Hospital Association, Inc 2018 Clinch 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
Friends of Tennessee's Babies with Special Needs 2726 Island Home Boulevard Knoxville, TN 37920	N/A	Public Charity - an organization described in section 501(c)(3)	To provide support for families with children with special needs	509(a)(1)	2,500
Friends of Great Smoky Mountains National Park PO Box 1660 Kodak, TN 37764	N/A	Public Charity - an organization described in section 501(c)(3)	To preserve and protect Great Smoky Mountains National Park by raising funds and public awareness and providing volunteers for needed projects	509(a)(1)	47,600
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)	50,000

THE HASLAM 3 FOUNDATION, INC
FEIN 62-1867421
FORM 990, PART XV, LINE 3a
DECEMBER 31, 2010

STATEMENT 14

Name and Address	Relationship to Foundation, Mgr or Substantial Contributor	Status of Recipient	Purpose of grant or contribution	IRS BMF	Amount
Holy Paths 3646 Woodland Drive Knoxville, TN 37919	N/A	Public Charity - an organization described in section 501(c)(3)	To promote religious and spiritual development	509(a)(2)	1,000
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
Knox Area Rescue Ministries 418 North Broadway Knoxville, TN 37917	N/A	Public Charity - an organization described in section 501(c)(3)	To seek to rescue the poor and needy of the Knox Area by providing recovery services in Jesus' name	509(a)(1)	3,000
Knoxville Botanical Garden & Arboretum 2743 Wimpole Avenue Knoxville, TN 37914	N/A	Public Charity - an organization described in section 501(c)(3)	To provide and maintain gardens and an arboretum for the benefit and enjoyment of the general public	509(a)(1)	30,000
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 medias	509(a)(2)	10,000
Knoxville Opera Company, Inc P O Box 16 Knoxville, TN 37901	N/A	Public Charity - an organization described in section 501(c)(3)	To provide the residents of East Tennessee with the high quality locally produced opera	509(a)(2)	10,000
Knoxville Zoological Gardens, Inc P O Box 6040 Knoxville, TN 37914	N/A	Public Charity - an organization described in section 501(c)(3)	To provide care for the animals of the Knoxville Zoo and to perform research into the preservation and conservation of wildlife and natural resources	509(a)(1)	4,300
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 civic/fine arts center of Maryville College	509(a)(1)	40,000
Mercy Health Partners Foundation, Inc 101 Blount Avenue, Suite 530 Knoxville, TN37920	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)	40,000
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
Pathfinders P O Box 11799 Aspen, CO 81612	N/A	Public Charity - an organization described in section 501(c)(3)	To provide support for cancer patients	509(a)(2)	2,500
Pellissippi State Community College Foundation PO Box 229900 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

Name and Address	Relationship to Foundation, Mgr or Substantial Contributor	Status of Recipient	Purpose of grant or contribution	IRS BMF	Amount
Random Acts of Flowers P O Box 27817 Knoxville, TN 37927-7817	N/A	Public Charity - an organization described in section 501(c)(3)	To provide flowers to patients in area hospitals, nursing homes, and assisted living facilities	509(a)(2)	5,000
St John Neumann Catholic 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 Knoxville, TN 37921	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)	172,000
The University of Tennessee Foundation, Inc Development Office 1609 Melrose 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)	10,000
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)	5,000
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
YMCA of East Tennessee, Inc YMCA Capital Campaign Office 605 West Clinch 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					749,775

Form 8868 (Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
	THE HASLAM 3 FOUNDATION, INC.	62-1867421
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	
	P.O. BOX 10573	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	KNOXVILLE, TN 37919	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEINER & ELLIS, PLLC 5516 LONAS DRIVE, SUITE 260 - KNOXVILLE, TN 37909

Telephone No. ▶ (865) 212-3800 FAX No. ▶ (865) 212-3700

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2010 or

▶ [ ] tax year beginning ____ , and ending ____ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 2,745.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 9,648.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.