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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

09/01, 2010, and ending

08/31, 2011

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

ROBERT LEE WEISS FOUNDATION 3002252

A Employer identification number

62-1261218

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

800 S. GAY STREET

(865) 971-2023

City or town, state, and ZIP code

KNOXVILLE, TN 37995-1230

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

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 2,609,119.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

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 ☐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) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	68,052.	68,052.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	156,409.			
b Gross sales price for all assets on line 6a	1,244,089.			
7 Capital gain net income (from Part IV, line 2)		156,409.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	224,461.	224,461.		
13 Compensation of officers, directors, trustees, etc.	26,168.	13,084.		13,084.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	872.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 5	164.			
24 Total operating and administrative expenses				
Add lines 13 through 23	27,204.	13,084.	NONE	13,084.
25 Contributions, gifts, grants paid	129,000.			129,000.
26 Total expenses and disbursements Add lines 24 and 25	156,204.	13,084.	NONE	142,084.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	68,257.			
b Net investment income (if negative, enter -0-)		211,377.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2010)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	186,980.	202,536.	203,406.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶	150,000.		
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)	478,365.	328,365.	340,029.
	b	Investments - corporate stock (attach schedule)	1,316,056.	1,515,504.	1,619,101.
	c	Investments - corporate bonds (attach schedule)	274,700.	427,302.	446,583.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,406,101.	2,473,707.	2,609,119.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,406,101.	2,473,707.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,406,101.	2,473,707.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,406,101.	2,473,707.		

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	2,406,101.
2	Enter amount from Part I, line 27a	2	68,257.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,474,358.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	651.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,473,707.

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 PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	156,409.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	132,575.	2,476,323.	0.05353703859
2008	138,296.	NONE	NONE
2007	137,740.	2,834,931.	0.04858672045
2006	130,602.	2,831,573.	0.04612347978
2005	129,114.	2,706,025.	0.04771352815
2 Total of line 1, column (d)			2 0.19596076697
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.03919215339
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,521,257.
5 Multiply line 4 by line 3			5 98,813.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,114.
7 Add lines 5 and 6			7 100,927.
8 Enter qualifying distributions from Part XII, line 4			8 142,084.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,114.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	2,114.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,114.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	37.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	37.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	15.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,092.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?	X	
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 page 19 of the instructions) ▶ STMT 13		
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 . . . STMT 14		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 on page 27)? 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 (2010)

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 page 20 of the 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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SEE STATEMENT 15 Telephone no <input type="checkbox"/>			
Located at <input type="checkbox"/> ZIP + 4 <input type="checkbox"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		<input type="checkbox"/>
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	Yes	No
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 <input type="checkbox"/>				X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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 page 22 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	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

Form 990-PF (2010)

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)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		26,168.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2010)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,289,215.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	270,437.
d	Total (add lines 1a, b, and c)	1d	2,559,652.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,559,652.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	38,395.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,521,257.
6	Minimum investment return. Enter 5% of line 5	6	126,063.

Part XI Distributable Amount (see page 25 of the 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	126,063.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,114.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,114.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	123,949.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	123,949.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	123,949.

Part XII Qualifying Distributions (see page 25 of the 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	142,084.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	142,084.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,114.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	139,970.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				123,949.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				NONE
b From 2006				NONE
c From 2007				NONE
d From 2008				11,226.
e From 2009				9,877.
f Total of lines 3a through e	21,103.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>142,084.</u>				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				123,949.
e Remaining amount distributed out of corpus	18,135.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	39,238.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	39,238.			
10 Analysis of line 9:				
a Excess from 2006				NONE
b Excess from 2007				NONE
c Excess from 2008				11,226.
d Excess from 2009				9,877.
e Excess from 2010				18,135.

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of 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).)

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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 17

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 28				
Total			▶ 3a	129,000.
b Approved for future payment				
Total			▶ 3b	

(e)
Related or exempt
function income
(See page 28 of
the instructions)

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.		

[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 5277. . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

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**

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.

David B. Lent | 12/08/2011 | VICE PRESIDENT

Signature of officer or trustee FIRST TENNESSEE BANK Date Title

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					3,835.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					3,035.	
3,069.00		100. THE ALLSTATE CORPORATION PROPERTY TYPE: SECURITIES 5,352.00					08/15/2007	02/15/2011
							-2,283.00	
1,183.00		35. THE ALLSTATE CORPORATION PROPERTY TYPE: SECURITIES 1,873.00					08/15/2007	05/04/2011
							-690.00	
14,966.00		125. APACHE CORP PROPERTY TYPE: SECURITIES 10,388.00					01/23/2008	02/15/2011
							4,578.00	
1,259.00		10. APACHE CORP PROPERTY TYPE: SECURITIES 793.00					08/15/2007	05/04/2011
							466.00	
1,884.00		5. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 1,749.00					05/04/2011	08/12/2011
							135.00	
17,580.00		350. BMC SOFTWARE INC PROPERTY TYPE: SECURITIES 13,594.00					04/05/2010	02/15/2011
							3,986.00	
6,633.00		450. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 3,181.00					04/01/2009	02/15/2011
							3,452.00	
4,080.00		125. CVS CORP PROPERTY TYPE: SECURITIES 4,595.00					01/23/2008	02/15/2011
							-515.00	
332.00		10. CVS CORP PROPERTY TYPE: SECURITIES 368.00					01/23/2008	08/12/2011
							-36.00	
478.00		30. CISCO SYSTEMS PROPERTY TYPE: SECURITIES 918.00					08/15/2007	08/12/2011
							-440.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,894.00		75. COLGATE PALMOLIVE CO WITH RIGHTS EXP PROPERTY TYPE: SECURITIES 5,766.00					09/26/2008 128.00	02/15/2011
1,285.00		15. COLGATE PALMOLIVE CO WITH RIGHTS EXP PROPERTY TYPE: SECURITIES 1,153.00					09/26/2008 132.00	08/12/2011
16,488.00		225. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 15,421.00					03/24/2009 1,067.00	02/15/2011
10,175.00		500. CONSTELLATION BRANDS INC PROPERTY TYPE: SECURITIES 10,209.00					01/23/2008 -34.00	02/15/2011
9,304.00		125. COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES 5,811.00					03/24/2009 3,493.00	02/15/2011
364.00		5. COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES 232.00					03/24/2009 132.00	08/12/2011
7,683.00		150. DANAHER CORP PROPERTY TYPE: SECURITIES 5,285.00					09/26/2008 2,398.00	02/15/2011
272.00		5. DANAHER CORP PROPERTY TYPE: SECURITIES 176.00					09/26/2008 96.00	05/04/2011
2,449.00		50. DARDEN RESTUARANTS INC-W/I PROPERTY TYPE: SECURITIES 2,054.00					08/15/2007 395.00	02/15/2011
467.00		10. DARDEN RESTUARANTS INC-W/I PROPERTY TYPE: SECURITIES 411.00					08/15/2007 56.00	05/04/2011
1,464.00		30. DARDEN RESTUARANTS INC-W/I PROPERTY TYPE: SECURITIES 1,233.00					08/15/2007 231.00	08/12/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,897.00		660. DODGE & COX INCOME FUND (DODIX) PROPERTY TYPE: SECURITIES 8,692.00					03/10/2010	08/15/2011
							205.00	
150,000.00		150000. FHLB PROPERTY TYPE: SECURITIES 150,000.00		2.350% 11/2			05/12/2010	05/20/2011
690.00		25. FEDERATED INVESTORS INC-CL B PROPERTY TYPE: SECURITIES 553.00					03/24/2009	02/15/2011
							137.00	
21,045.00		2290. FEDERATED ULTRA SHORT FD-INS PROPERTY TYPE: SECURITIES 21,068.00					02/15/2011	08/12/2011
							-23.00	
5,452.00		580. FIDELITY ADV FLO RT H/I-I PROPERTY TYPE: SECURITIES 5,742.00					02/15/2011	08/12/2011
							-290.00	
4,660.00		75. FISERV INC PROPERTY TYPE: SECURITIES 3,618.00					08/15/2007	02/15/2011
							1,042.00	
12,339.00		225. FREEPORTMCMORAN COPPERAND GOLD INC PROPERTY TYPE: SECURITIES 4,661.00					03/24/2009	02/15/2011
							7,678.00	
7,661.00		100. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES 7,471.00					09/26/2008	02/15/2011
							190.00	
2,902.00		75. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 3,426.00					10/06/2009	02/15/2011
							-524.00	
187.00		5. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 228.00					10/06/2009	08/12/2011
							-41.00	
4,184.00		25. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 4,303.00					08/15/2007	02/15/2011
							-119.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,671.00		5. GOOGLE INC-CL A PROPERTY TYPE: SECURITIES 2,692.00					10/05/2010 -21.00	05/04/2011
2,826.00		5. GOOGLE INC-CL A PROPERTY TYPE: SECURITIES 2,692.00					10/05/2010 134.00	08/12/2011
11,671.00		966.962 HARBOR BOND FUND PROPERTY TYPE: SECURITIES 12,000.00					03/10/2010 -329.00	02/15/2011
3,104.00		50. HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 2,814.00					01/04/2010 290.00	02/15/2011
7,363.00		150. HARRIS CORP DEL PROPERTY TYPE: SECURITIES 5,600.00					10/06/2009 1,763.00	02/15/2011
12,120.00		297. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 13,400.00					09/04/2009 -1,280.00	10/05/2010
12,547.00		217. ITT INDUSTRIES INC PROPERTY TYPE: SECURITIES 12,052.00					09/26/2008 495.00	01/20/2011
4,081.00		25. IBM PROPERTY TYPE: SECURITIES 2,023.00					09/13/2005 2,058.00	02/15/2011
840.00		5. IBM PROPERTY TYPE: SECURITIES 405.00					09/13/2005 435.00	08/12/2011
3,528.00		75. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 3,300.00					09/26/2008 228.00	02/15/2011
453.00		10. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 440.00					09/26/2008 13.00	05/04/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
25,851.00		1104.281 JANUS PERKINS MID CAP VAL I PROPERTY TYPE: SECURITIES 26,050.00					02/15/2011 -199.00	06/21/2011
83,013.00		3546.061 JANUS PERKINS MID CAP VAL I PROPERTY TYPE: SECURITIES 52,573.00					01/04/2010 30,440.00	06/21/2011
1,591.00		30. KOHL'S DEPT STORE PROPERTY TYPE: SECURITIES 1,054.00					02/19/2009 537.00	05/04/2011
239.00		5. KOHL'S DEPT STORE PROPERTY TYPE: SECURITIES 176.00					02/19/2009 63.00	08/12/2011
7,450.00		1175. LSI LOGIC CORP PROPERTY TYPE: SECURITIES 6,224.00					01/23/2008 1,226.00	02/15/2011
326.00		45. LSI LOGIC CORP PROPERTY TYPE: SECURITIES 179.00					01/23/2008 147.00	05/04/2011
905.00		130. LSI LOGIC CORP PROPERTY TYPE: SECURITIES 516.00					01/23/2008 389.00	08/12/2011
1,986.00		25. L3 COMMUNICATIONS HLDGS INCCOM PROPERTY TYPE: SECURITIES 1,666.00					03/24/2009 320.00	02/15/2011
8,760.00		100. LABORATORY CRP OF AMER HLDGS 50540R PROPERTY TYPE: SECURITIES 7,581.00					08/15/2007 1,179.00	02/15/2011
9,256.00		3170. LORD ABBETT INCOME-I PROPERTY TYPE: SECURITIES 8,971.00					02/15/2011 285.00	08/12/2011
6,215.00		1360. LORD ABBETT SHT DUR INCOME-I PROPERTY TYPE: SECURITIES 6,242.00					02/15/2011 -27.00	08/12/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,296.00		50. LOWE'S COMPANIES INC WITH RIGHTS EXP PROPERTY TYPE: SECURITIES 1,186.00					03/03/2010 110.00	05/04/2011
4,545.00		310. MFS EMERGING MKTS DEBT FD I PROPERTY TYPE: SECURITIES 4,421.00					02/15/2011 124.00	08/12/2011
13,841.00		175. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES 6,058.00					04/01/2009 7,783.00	02/15/2011
393.00		5. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES 173.00					04/01/2009 220.00	08/12/2011
7,757.00		125. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 5,061.00					03/24/2009 2,696.00	02/15/2011
1,970.00		35. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 2,128.00					05/04/2011 -158.00	07/01/2011
5,573.00		99. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 4,008.00					03/24/2009 1,565.00	07/01/2011
5,890.00		150. MEDTRONICS PROPERTY TYPE: SECURITIES 4,510.00					03/24/2009 1,380.00	02/15/2011
7,408.00		176. MEDTRONICS PROPERTY TYPE: SECURITIES 5,253.00					04/01/2009 2,155.00	05/04/2011
2,336.00		50. METLIFE INC PROPERTY TYPE: SECURITIES 1,515.00					05/18/2009 821.00	02/15/2011
2,697.00		100. MICROSOFT CORP PROPERTY TYPE: SECURITIES 2,714.00					09/26/2008 -17.00	02/15/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,546.00		331. MICROSOFT CORP PROPERTY TYPE: SECURITIES 8,983.00					09/26/2008 -437.00	05/04/2011
97,148.00		3199.857 MUNDER M/C CORE GROWTH FD Y PROPERTY TYPE: SECURITIES 74,775.00					01/04/2010 22,373.00	02/15/2011
7,032.00		100. MURPHY OIL CORP PROPERTY TYPE: SECURITIES 5,664.00					09/03/2009 1,368.00	02/15/2011
38,979.00		500. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES 22,260.00					12/31/2009 16,719.00	02/15/2011
665.00		10. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES 445.00					12/31/2009 220.00	08/12/2011
1,217.00		25. NUCOR CORP PROPERTY TYPE: SECURITIES 1,202.00					12/08/2008 15.00	02/15/2011
5,721.00		100. O'REILLY AUTOMOTIVE INC PROPERTY TYPE: SECURITIES 3,874.00					11/06/2009 1,847.00	02/15/2011
2,097.00		35. O'REILLY AUTOMOTIVE INC PROPERTY TYPE: SECURITIES 1,356.00					11/06/2009 741.00	05/04/2011
903.00		15. O'REILLY AUTOMOTIVE INC PROPERTY TYPE: SECURITIES 581.00					11/06/2009 322.00	08/12/2011
5,728.00		175. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 3,435.00					08/15/2007 2,293.00	02/15/2011
35,327.00		3403.377 PIMCO LOW DURATION FUND INST CL PROPERTY TYPE: SECURITIES 35,940.00					08/12/2010 -613.00	02/15/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
14,756.00		1421.623 PIMCO LOW DURATION FUND INST CL PROPERTY TYPE: SECURITIES 14,117.00					08/13/2008 639.00	02/15/2011
8,987.00		859.213 PIMCO LOW DURATION FUND INST CL PROPERTY TYPE: SECURITIES 9,073.00					08/12/2010 -86.00	08/12/2011
5,970.00		570.787 PIMCO LOW DURATION FUND INST CL PROPERTY TYPE: SECURITIES 5,948.00					03/10/2010 22.00	08/12/2011
44,175.00		4280.51 PIMCO TOTAL RETURN II-INSTL PROPERTY TYPE: SECURITIES 42,762.00					09/26/2008 1,413.00	02/15/2011
3,681.00		150. PPL CORPORATION PROPERTY TYPE: SECURITIES 4,245.00					04/05/2010 -564.00	02/15/2011
1,647.00		60. PPL CORPORATION PROPERTY TYPE: SECURITIES 1,698.00					04/05/2010 -51.00	05/04/2011
518.00		20. PPL CORPORATION PROPERTY TYPE: SECURITIES 566.00					04/05/2010 -48.00	08/12/2011
37,113.00		4170. PIMCO COMMODITY REALRETURN STR FD PROPERTY TYPE: SECURITIES 38,614.00					02/15/2011 -1,501.00	08/12/2011
8,670.00		770. PIMCO INCOME FUND-INS PROPERTY TYPE: SECURITIES 8,639.00					02/15/2011 31.00	08/12/2011
5,143.00		790. T ROWE PRICE HIGH YEILD BOND FUND PROPERTY TYPE: SECURITIES 5,483.00					02/15/2011 -340.00	08/15/2011
6,437.00		100. PROCTER AND GAMBLE PROPERTY TYPE: SECURITIES 6,448.00					08/15/2007 -11.00	02/15/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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8,541.00		130. PROCTER AND GAMBLE PROPERTY TYPE: SECURITIES 8,382.00					08/15/2007 159.00	05/04/2011
2,433.00		75. PUBLIC SERVICE ENTERPRISE GROUP INC PROPERTY TYPE: SECURITIES 2,475.00					09/13/2005 -42.00	02/15/2011
640.00		20. PUBLIC SERVICE ENTERPRISE GROUP INC PROPERTY TYPE: SECURITIES 604.00					04/01/2009 36.00	05/04/2011
619.00		20. PUBLIC SERVICE ENTERPRISE GROUP INC PROPERTY TYPE: SECURITIES 591.00					04/01/2009 28.00	08/12/2011
6,314.00		75. ROPER INDS INC PROPERTY TYPE: SECURITIES 5,536.00					01/20/2011 778.00	02/15/2011
14,971.00		473. SPDR S&P INTL SMALL CAP PROPERTY TYPE: SECURITIES 14,985.00					02/15/2011 -14.00	07/29/2011
58,938.00		2077. SPDR S&P INTL SMALL CAP PROPERTY TYPE: SECURITIES 65,799.00					02/15/2011 -6,861.00	08/12/2011
12,660.00		150. STERICYCLE INC PROPERTY TYPE: SECURITIES 8,147.00					11/06/2009 4,513.00	02/15/2011
4,024.00		75. TARGET CORP PROPERTY TYPE: SECURITIES 2,531.00					04/01/2009 1,493.00	02/15/2011
968.00		20. TARGET CORP PROPERTY TYPE: SECURITIES 663.00					03/24/2009 305.00	08/12/2011
4,430.00		325. TEMPLETON GLOBAL BOND FUND-AD PROPERTY TYPE: SECURITIES 4,388.00					02/15/2011 42.00	08/12/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
8,482.00		150. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES 5,555.00				05/08/2009 2,927.00	02/15/2011
1,478.00		25. TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES 1,018.00				03/24/2009 460.00	02/15/2011
1,580.00		25. TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES 1,018.00				03/24/2009 562.00	05/04/2011
12,252.00		125. UNION PACIFIC PROPERTY TYPE: SECURITIES 8,167.00				12/28/2009 4,085.00	02/15/2011
7,257.00		275. UNUMPROVIDENT CORP PROPERTY TYPE: SECURITIES 3,674.00				03/24/2009 3,583.00	02/15/2011
1,384.00		65. VANGUARD REIT INDEX FUND-SIG PROPERTY TYPE: SECURITIES 1,432.00				02/15/2011 -48.00	08/15/2011
8,233.00		295. VANGUARD INFLATION-PROTECTED-AD PROPERTY TYPE: SECURITIES 7,424.00				02/15/2011 809.00	08/15/2011
43,950.00		3941.731 VANGUARD INTER-TERM TREAS FD-AD PROPERTY TYPE: SECURITIES 44,660.00				11/29/2007 -710.00	02/15/2011
48,237.00		4487.137 VANGUARD S/T INVEST GR-ADM PROPERTY TYPE: SECURITIES 48,455.00				08/12/2010 -218.00	02/15/2011
14,335.00		1333.444 VANGUARD S/T INVEST GR-ADM PROPERTY TYPE: SECURITIES 13,934.00				08/13/2008 401.00	02/15/2011
5,891.00		350. VANGUARD SMALL CAP VALUE STK INSTL PROPERTY TYPE: SECURITIES 5,572.00				08/15/2007 319.00	02/15/2011

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
17,074.00		725. VANGUARD S/C GROWTH INDX INS PROPERTY TYPE: SECURITIES 13,485.00					03/06/2007	02/15/2011
							3,589.00	
6,295.00		175. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 5,059.00					03/24/2009	02/15/2011
							1,236.00	
4,323.00		115. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 3,325.00					03/24/2009	05/04/2011
							998.00	
341.00		10. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 289.00					03/24/2009	08/12/2011
							52.00	
2,741.00		50. WAL-MART STORES PROPERTY TYPE: SECURITIES 2,179.00					08/15/2007	02/15/2011
							562.00	
11,254.00		200. WATSON PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES 5,658.00					03/24/2009	02/15/2011
							5,596.00	
1,286.00		20. WATSON PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES 566.00					03/24/2009	08/12/2011
							720.00	
TOTAL GAIN(LOSS)							----- 156,409. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
THE ALLSTATE CORPORATION	261.	261.
APACHE CORP	98.	98.
BANK OF AMERICA CORP	33.	33.
BANK OF AMER CRP MTN 4.750% 5/15/16	3,444.	3,444.
FIRST TENNESSEE BANK DEPOSIT ACCOUNT	192.	192.
CVS CORP	149.	149.
CISCO SYSTEMS	63.	63.
COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/	333.	333.
COLUMBIA ACORN FUND-Z	290.	290.
CONOCOPHILLIPS	665.	665.
COSTCO WHOLESALE CORP	155.	155.
DANAHER CORP	18.	18.
DARDEN RESTUARANTS INC-W/I	288.	288.
DODGE & COX INCOME FUND (DODIX)	773.	773.
AMERICAN EUROPACIFIC GRTH-F2	1,858.	1,858.
FFCB 4.500% 5/04/12	6,750.	6,750.
FFCB 4.750% 12/12/13	4,750.	4,750.
FHLB 2.350% 11/20/14	3,525.	3,525.
FEDERATED INVESTORS INC-CL B	307.	307.
FEDERATED ULTRA SHORT FD-INS	589.	589.
FIDELITY ADV FLO RT H/I-I	233.	233.
FIRSTBANK PR CD 1.200% 11/14/11	900.	900.
ABSOLUTE STRATEGIES FUND I	132.	132.
FREEMPORTCMORAN COPPERAND GOLD INC	459.	459.
GE MONEY BANK CD 1.550% 12/18/12	1,163.	1,163.
GENERAL DYNAMICS CORP	267.	267.
GOLDMAN SACHS GROUP INC	82.	82.
GOLDMAN SACHS FIN SQ GOVT-INSTL	24.	24.
HAMILTON CNTY TN 1.800% 3/01/13	1,268.	1,268.
HARBOR BOND FUND	259.	259.
HARBOR INTERNATIONAL FUND	1,833.	1,833.
HARRIS CORP DEL	258.	258.

3002252

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STATEMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HEWLETT PACKARD CO	24.	24.
ITT INDUSTRIES INC	109.	109.
IBM	216.	216.
JP MORGAN CHASE & CO	121.	121.
JANUS PERKINS MID CAP VAL I	715.	715.
KOHL'S DEPT STORE	87.	87.
L3 COMMUNICATIONS HLDGS INCCOM	181.	181.
LORD ABBETT INCOME-I	655.	655.
LORD ABBETT SHT DUR INCOME-I	403.	403.
LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9	132.	132.
MFS EMERGING MKTS DEBT FD I	332.	332.
MCKESSON HBOC INC	134.	134.
MEDTRONICS	186.	186.
MERRILL LYNCH MTN 5.450% 7/15/14	5,450.	5,450.
METLIFE INC	172.	172.
MICROSOFT CORP	194.	194.
MUNDER M/C CORE GROWTH FD Y	28.	28.
MURPHY OIL CORP	270.	270.
NATIONAL-OILWELL INC	171.	171.
NUCOR CORP	243.	243.
ORACLE CORPORATION	77.	77.
PIMCO LOW DURATION FUND INST CL	1,510.	1,510.
PIMCO TOTAL RETURN II-INSTL	515.	515.
PPL CORPORATION	528.	528.
PIMCO COMMODITY REALRETURN STR FD	8,876.	8,876.
PIMCO INCOME FUND-INS	681.	681.
T ROWE PRICE HIGH YEILD BOND FUND	644.	644.
PROCTER AND GAMBLE	290.	290.
PROCTER & GAMBLE CO 4.850% 12/15/15	2,425.	2,425.
PUBLIC SERVICE ENTERPRISE GROUP INC	372.	372.
ROPER INDS INC	21.	21.
SPDR S&P INTL SMALL CAP	342.	342.
SCRIPPS NETWORKS	16.	16.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TARGET CORP	221.	221.
TEMPLETON GLOBAL BOND FUND-AD	253.	253.
TRAVELERS COMPANIES INC	237.	237.
UNION PACIFIC	203.	203.
UNUMPROVIDENT CORP	172.	172.
VALERO ENERGY CORP	22.	22.
VANGUARD REIT INDEX FUND-SIG	1,175.	1,175.
VANGUARD INFLATION-PROTECTED-AD	255.	255.
VANGUARD INTER-TERM TREAS FD-ADM	528.	528.
VANGUARD S/T INVEST GR-ADM	937.	937.
VANGUARD INFLATION-PROTECTED SEC FD	106.	106.
VANGUARD SMALL CAP VALUE STK INSTL	2,247.	2,247.
VANGUARD S/C GROWTH INDX INS	614.	614.
VERIZON COMMUNICATIONS	848.	848.
VICTORY ESTABLISHED VALUE-I	185.	185.
WAL-MART STORES	260.	260.
WAL-MART STORES 4.500% 7/01/15	2,250.	2,250.
	-----	-----
TOTAL	68,052.	68,052.
	=====	=====

FORM 990PF, PART I - TAXES
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX PAYMENT - PRIOR YE	407.
FOREIGN TAXES ON QUALIFIED FOR	465.

TOTALS	872.
	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
OTHER ALLOCABLE EXPENSE-PRINCI	164.

TOTALS	164.
	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FHLB NOTES	253,365.	263,949.
FFCB NOTES	75,000.	76,080.
HAMILTON COUNTY TN	-----	-----
TOTALS	328,365.	340,029.
	=====	=====

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
HARBOR INTERNATIONAL FUND	78,044.	104,597.
APPLE INC	8,743.	9,621.
FIDELITY ADV FLO RT	11,308.	10,794.
AMERICAN FUNDS EUROPACIFIC	84,743.	103,582.
GOOGLE INC	7,000.	7,032.
BANK AMERICA CORP	7,753.	8,260.
CVS	9,630.	9,408.
COLUMBIA ACORN FUND	115,045.	105,809.
DANAHER CORP	5,913.	7,513.
DODGE & COX INCOME FUND	14,233.	14,454.
FEDERATED ULTRA SHORT FUND	35,207.	35,092.
GILEAD SCIENCES INC	8,563.	7,538.
HEWLETT PACKARD		
KOHL'S CORP	5,375.	7,090.
INTERNATIONAL BUSINESS MACHINE	4,288.	9,111.
ITT INDUSTRIES		
LORD ABBETT INCOME	14,054.	14,402.
LORD ABBETT SHORT DURATION	10,633.	10,540.
MUNDER M/C CORE GROWTH		
MFS EMERGING MARKETS	7,079.	7,357.
PIMCO INCOME FUND	14,386.	14,347.
UNION PACIFIC	5,598.	7,374.
VANGUARD SMALL CAP VALUE EFF	96,113.	111,183.
VERIZON COMMUNICATIONS	7,256.	9,077.
ST. JUDE MEDICAL	7,900.	7,514.
SCRIPPS NETWORKS	8,539.	7,285.
WATSON PHARMACEUTICALS	3,820.	7,450.
VANGUARD INTER TERM BOND		
ALLSTATE CORP	10,530.	7,685.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ABSOLUTE STRATEGIES FUND	103,995.	104,586.
APACHE CORP	7,724.	10,101.
BMC SOFTWARE	8,462.	8,609.
CISCO SYSTEMS	14,235.	8,462.
CONOCO PHILLIPS	6,326.	10,551.
COSTCO WHOLESALE GROUP	6,033.	9,346.
DARDEN RESTAURANTS	6,039.	7,071.
FISERV INC.	7,715.	8,765.
GENERAL DYNAMICS CORP	7,894.	7,626.
GOLDMAN SACHS GROUP	10,078.	7,206.
HARBOR BOND FUND		
HARRIS CORPORATION	8,876.	9,563.
LABORATORY CORP AMERICA	6,856.	7,184.
LOWES COMPANIES	8,909.	7,514.
LSI CORPORATION	4,913.	8,431.
L3 COMMUNICATIONS HOLDINGS	7,289.	7,257.
NATIONAL OILWELL INC	7,242.	10,182.
NUCOR CORP	8,436.	7,505.
O REILLY AUTOMOTIVE	4,727.	7,915.
ORACLE CORPORATION	6,673.	8,926.
PPL CORPORATION	6,706.	6,845.
PROCTOR & GAMBLE		
PUBLIC SERVICE ENTERPRISE	5,876.	6,792.
STERICYCLE INC.	5,447.	8,245.
ROPER INDUSTRIES	7,522.	7,849.
TARGET CORP	4,984.	7,647.
T ROWE PRICE HIGH YIELD	11,542.	10,794.
TEMPLETON GLOBAL BOND FUND	7,113.	7,271.
VF CORP		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
VANGUARD INFLATION PROTECTED	9,626.	10,565.
WAL MART STORES	7,952.	9,415.
WALGREEN		
WHIRLPOOL CORP		
WYETH		
MURPHY OIL CORPORATION	11,024.	10,609.
VANGUARD S/C GROWTH INDEX	92,571.	111,585.
PIMCO LOW DURATION FUND	24,927.	24,668.
PIMCO TOTL RETURN		
VANGUARD SHORT TERM INVESTMENT		
CONSTELLATION BRANDS	7,692.	9,055.
COLGATE PALMOLIVE	7,109.	9,267.
FEDERATED INVESTORS	9,031.	7,544.
FREEPORTMCMORAN	4,250.	7,443.
JP MORGAN CHASE & CO	8,442.	7,625.
MCKESSON CORP	3,150.	7,274.
MEDCO HEALTH SOLUTIONS		
MEDTRONIC		
METLIFE	6,856.	7,459.
MICROSOFT		
THERMO FISHER SCIENTIFIC	5,349.	7,416.
TRAVELERS COMPANIES	6,018.	7,266.
UNUM PROVIDENT	4,372.	7,674.
JANUS PERKINS MID CAP VALUE		
VALERO ENERGY	12,656.	11,133.
PIMCO COMMODITY REALRETURN	74,261.	74,020.
VANGUARD EMERGING MARKETS	157,185.	153,683.
VANGUARD REIT INDEX	73,818.	73,081.
VICTORY ESTABLISHED VALUE	115,850.	105,961.

ROBERT LEE WEISS FOUNDATION 3002252
FORM 990PF, PART II - CORPORATE STOCK
=====

62-1261218

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
TOTALS	1,515,504. =====	1,619,101. =====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PROCTER & GAMBLE	50,343.	57,470.
WAL MART STORES	48,976.	56,335.
MERRILL LYNCH MTN	100,381.	103,013.
BANK OF AMERICA	75,000.	72,536.
CISCO SYSTEMS	76,760.	78,794.
COLGATE PALMOLIVE	75,842.	78,435.
	-----	-----
TOTALS	427,302.	446,583.
	=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROUNDING/TIMING DIFFERENCES

651.

TOTAL

651.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

TN

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

=====

NOT REQUIRED BY THE STATE OF TENNESSEE

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: FIRST TENNESSEE BANK NA

ADDRESS: TRUST DIVISION, 800 S. GAY STREET
KNOXVILLE, TN 37995-1230

TELEPHONE NUMBER: (865)971-2280

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

FIRST TENNESSEE BANK

ADDRESS:

TRUST DIVISION

KNOXVILLE, TN 37995-12,

TITLE:

TRUSTEE

COMPENSATION

26,168.

OFFICER NAME:

MRS. MARY ELLEN RODDY MITCHELL

ADDRESS:

C/O FIRST TENNESSEE BANK TRUST DIVI

KNOXVILLE, TN 37995-12,

TITLE:

MANAGER

OFFICER NAME:

ROBERT MCDONALD

ADDRESS:

C/O FIRST TENNESSEE BANK TRUST DIVI

KNOXVILLE, TN 37995-12,

TITLE:

MANAGER

OFFICER NAME:

DAVID LANTZ, EXECUTIVE VICE PRESIDE

ADDRESS:

FIRST TENNESSEE BANK TRUST DIVISION

KNOXVILLE, TN 37995-12,

TITLE:

MANAGER

TOTAL COMPENSATION:

26,168.

=====

RECIPIENT NAME:

DAVID B. LANTZ

ADDRESS:

FIRST TENNESSEE BANK TRUST DIVISION
KNOXVILLE, TN 37995-1230

RECIPIENT'S PHONE NUMBER: 865-971-2023

FORM, INFORMATION AND MATERIALS:

GRANT APPLICATION FORM - CONTACT
THE FOUNDATION FOR A COPY

SUBMISSION DEADLINES:

JUNE 30 OF CURRENT FISCAL YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE GRANT POLICY - CONTACT
THE FOUNDATION FOR A COPY

RECIPIENT NAME:
OPERATION INASMUCH
ADDRESS:
4815 SANTA MONICA ROAD
KNOXVILLE, TN 37918
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICE PROJECTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
BAPTIST COLLEGIATE
MINISTRY
ADDRESS:
1811 MELROSE AVENUE
KNOXVILLE, TN 37916
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUNDING OF MISSION PROJECT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
HELEN ROSS MCNABB MENTAL HEALTH
FOUNDATION
ADDRESS:
201 WEST SPRINGDALE AVENUE
KNOXVILLE, TN 37909
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MENTAL HEALTH PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
KNOXVILLE-KNOX COUNTY
COUNCIL ON AGING
ADDRESS:
2247 WESTERN AVENUE
KNOXVILLE, TN 37950-1650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACCESSIBLE EQUIPMENT FOR SENIORS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
THE NEXT DOOR
ADDRESS:
P.O. BOX 282
KNOXVILLE, TN 37901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASSISTANCE TO WOMEN IN CRISIS SITUATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
THE SALVATION ARMY
KNOXVILLE AREA COMMAND
ADDRESS:
409 N. BROADWAY
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EMERGENCY ASSISTANCE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
KING COLLEGE, INC.
ADDRESS:
1350 KING COLLEGE ROAD
BRISTOL, TN 37620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUNDING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WEST END ACADEMY
ADDRESS:
5311 MCKAMEY ROAD
KNOXVILLE, TN 37921
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINANCIAL ASSISTANCE TO STUDENTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
SECOND HARVEST FOOD BANK
ADDRESS:
922 DELAWARE AVENUE
KNOXVILLE, TN 37921
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF FOOD
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
SAFE SPACE
ADDRESS:
636 MIDDLE CREEK ROAD
SEVIERVILLE, TN 37862
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DOMESTIC VIOLENCE PREVENTION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
KNOXVILLE HABITAT FOR
HUMANITY
ADDRESS:
P.O. BOX 27478
KNOXVILLE, TN 37927
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOME CONSTRUCTION MATERIALS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
INTERFAITH HEALTH CLINIC
ADDRESS:
315 GILL AVENUE
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PATIENT CARE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:
THOMPSON CANCER SURVIVAL
CENTER FOUNDATION
ADDRESS:
1915 WHITE AVENUE
KNOXVILLE, TN 37916
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CANCER OUTREACH SERVICES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
CARSON-NEWMAN COLLEGE
ADDRESS:
1646 RUSSELL AVENUE
JEFFERSON CITY, TN 37760
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
VOCATIONAL MINISTRY SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CENTRAL BAPTIST CHURCH OF
FOUNTAIN CITY
ADDRESS:
5364 NORTH BROADWAY STREE
KNOXVILLE, TN 37918
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LEADERSHIP TRAINING AND MISSIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
CHILD & FAMILY TENNESSEE
ADDRESS:
901 EAST SUMMITT HILL DR
KNOXVILLE, TN 37915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FAMILY CRISIS CENTER OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
KNOX COUNTY ASSOCIATION
OF BAPTISTS
ADDRESS:
7709 WESTLAND DRIVE
KNOXVILLE, TN 37939-1028
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MISSIONS SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
MENTAL HEALTH ASSOCIATION
OF EAST TENNESSEE
ADDRESS:
P.O. BOX 32731
KNOXVILLE, TN 37930-2731
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTREACH ACTIVITIES TO PREVENT SUICIDE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
GOODWILL INDUSTRIES -
KNOXVILLE, INC.
ADDRESS:
5508 KINGSTON PIKE
KNOXVILLE, TN 37939-1066
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NURSING TRAINING PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE LADIES OF CHARITY
ADDRESS:
1031 N. CENTRAL STREET
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOOD PANTRY
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
TN BAPTIST ADULT HOME
ADDRESS:
5001 MARYLAND WAY
BRENTWOOD, TN 37027-7509
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF VAN FOR GROUP HOME USE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SECOND HARVEST FOOD BANK
OF NORTHEAST TENNESSEE
ADDRESS:
127 DILLON COURT
GRAY, TN 37615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOOD PURCHASES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
VOLUNTEER MINISTRY CENTER
ADDRESS:
103 S. GAY STREET
KNOXVILLE, TN 37902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOUSING SUPPORT, REFUGE, AND HOLIDAY STORE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CATHOLIC CHARITIES OF
EAST TENNESSEE
ADDRESS:
3009 LAKE BROOK BLVD
KNOXVILLE, TN 37909
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SENIOR CITIZEN HOUSING AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
EMERALD YOUTH FOUNDATION
ADDRESS:
1718 N. CENTRAL STREET
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LEADERSHIP TRAINING FOR YOUTH
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
KNOXVILLE LEADERSHIP
FOUNDATION
ADDRESS:
901 E. SUMMITT HILL DRIVE
KNOXVILLE, TN 37915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MENTORING PROGRAM FOR CHILDREN
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
FOCUS GROUP PRISON
MINISTRIES
ADDRESS:
6300 DEANE HILL DRIVE
KNOXVILLE, TN 37919
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINANCIAL ASSISTANCE TO CLIENTS AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
JOHNSON UNIVERSITY
F/K/A JOHNSON BIBLE COLLEGE
ADDRESS:
7900 JOHNSON DRIVE
KNOXVILLE, TN 37998
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUNDING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
YOUNG LIFE
ADDRESS:
911 MOUNTCASTLE ROAD
KNOXVILLE, TN 37916
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTREACH TO TEENAGERS - CAMPING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
THE NAVIGATORS
ADDRESS:
P.O. BOX 6000
COLORADO SPRINGS, CO 80934
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTREACH ACTIVITIES IN TENNESSEE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
CHILDHELP USA TENNESSEE
ADDRESS:
2505 KINGSTON PIKE
KNOXVILLE, TN 37919
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MEDICAL EXAMINATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID: 129,000.
=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust

ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number

62-1261218

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			3,835.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-4,968.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-1,133.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			3,035.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	154,507.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	157,542.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-1,133.
14	Net long-term gain or (loss):			
a	Total for year	14a		157,542.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		156,409.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2010

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number

62-1261218

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5. APPLE COMPUTER INC	05/04/2011	08/12/2011	1,884.00	1,749.00	135.00
350. BMC SOFTWARE INC	04/05/2010	02/15/2011	17,580.00	13,594.00	3,986.00
2290. FEDERATED ULTRA SHORT FD-INS	02/15/2011	08/12/2011	21,045.00	21,068.00	-23.00
580. FIDELITY ADV FLO RT H/I-I	02/15/2011	08/12/2011	5,452.00	5,742.00	-290.00
5. GOOGLE INC-CL A	10/05/2010	05/04/2011	2,671.00	2,692.00	-21.00
5. GOOGLE INC-CL A	10/05/2010	08/12/2011	2,826.00	2,692.00	134.00
966.962 HARBOR BOND FUND	03/10/2010	02/15/2011	11,671.00	12,000.00	-329.00
1104.281 JANUS PERKINS MID CAP VAL I	02/15/2011	06/21/2011	25,851.00	26,050.00	-199.00
3170. LORD ABBETT INCOME-I	02/15/2011	08/12/2011	9,256.00	8,971.00	285.00
1360. LORD ABBETT SHT DUR INCOME-I	02/15/2011	08/12/2011	6,215.00	6,242.00	-27.00
310. MFS EMERGING MKTS DEBT FD I	02/15/2011	08/12/2011	4,545.00	4,421.00	124.00
35. MEDCO HEALTH SOLUTIONS INC	05/04/2011	07/01/2011	1,970.00	2,128.00	-158.00
3403.377 PIMCO LOW DURATION FUND INST CL	08/12/2010	02/15/2011	35,327.00	35,940.00	-613.00
859.213 PIMCO LOW DURATION FUND INST CL	08/12/2010	08/12/2011	8,987.00	9,073.00	-86.00
150. PPL CORPORATION	04/05/2010	02/15/2011	3,681.00	4,245.00	-564.00
4170. PIMCO COMMODITY REALRETURN STR FD	02/15/2011	08/12/2011	37,113.00	38,614.00	-1,501.00
770. PIMCO INCOME FUND-INS	02/15/2011	08/12/2011	8,670.00	8,639.00	31.00
790. T ROWE PRICE HIGH YEILD BOND FUND	02/15/2011	08/15/2011	5,143.00	5,483.00	-340.00
75. ROPER INDS INC	01/20/2011	02/15/2011	6,314.00	5,536.00	778.00
473. SPDR S&P INTL SMALL CAP	02/15/2011	07/29/2011	14,971.00	14,985.00	-14.00
2077. SPDR S&P INTL SMALL CAP	02/15/2011	08/12/2011	58,938.00	65,799.00	-6,861.00
325. TEMPLETON GLOBAL BOND FUND-AD	02/15/2011	08/12/2011	4,430.00	4,388.00	42.00
65. VANGUARD REIT INDEX FUND-SIG	02/15/2011	08/15/2011	1,384.00	1,432.00	-48.00
295. VANGUARD INFLATION-PR OTECTED-AD	02/15/2011	08/15/2011	8,233.00	7,424.00	809.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2010

▶ See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

[illegible][illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-4,968.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. THE ALLSTATE CORPORATION	08/15/2007	02/15/2011	3,069.00	5,352.00	-2,283.00
35. THE ALLSTATE CORPORATION	08/15/2007	05/04/2011	1,183.00	1,873.00	-690.00
125. APACHE CORP	01/23/2008	02/15/2011	14,966.00	10,388.00	4,578.00
10. APACHE CORP	08/15/2007	05/04/2011	1,259.00	793.00	466.00
450. BANK OF AMERICA CORP	04/01/2009	02/15/2011	6,633.00	3,181.00	3,452.00
125. CVS CORP	01/23/2008	02/15/2011	4,080.00	4,595.00	-515.00
10. CVS CORP	01/23/2008	08/12/2011	332.00	368.00	-36.00
30. CISCO SYSTEMS	08/15/2007	08/12/2011	478.00	918.00	-440.00
75. COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98	09/26/2008	02/15/2011	5,894.00	5,766.00	128.00
15. COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98	09/26/2008	08/12/2011	1,285.00	1,153.00	132.00
225. CONOCOPHILLIPS	03/24/2009	02/15/2011	16,488.00	15,421.00	1,067.00
500. CONSTELLATION BRANDS INC	01/23/2008	02/15/2011	10,175.00	10,209.00	-34.00
125. COSTCO WHOLESALE CORP	03/24/2009	02/15/2011	9,304.00	5,811.00	3,493.00
5. COSTCO WHOLESALE CORP	03/24/2009	08/12/2011	364.00	232.00	132.00
150. DANAHER CORP	09/26/2008	02/15/2011	7,683.00	5,285.00	2,398.00
5. DANAHER CORP	09/26/2008	05/04/2011	272.00	176.00	96.00
50. DARDEN RESTUARANTS INC-W/I	08/15/2007	02/15/2011	2,449.00	2,054.00	395.00
10. DARDEN RESTUARANTS INC-W/I	08/15/2007	05/04/2011	467.00	411.00	56.00
30. DARDEN RESTUARANTS INC-W/I	08/15/2007	08/12/2011	1,464.00	1,233.00	231.00
660. DODGE & COX INCOME FUND (DODIX)	03/10/2010	08/15/2011	8,897.00	8,692.00	205.00
150000. FHLB 2.350% 11/20/14	05/12/2010	05/20/2011	150,000.00	150,000.00	
25. FEDERATED INVESTORS INC-CL B	03/24/2009	02/15/2011	690.00	553.00	137.00
75. FISERV INC	08/15/2007	02/15/2011	4,660.00	3,618.00	1,042.00
225. FREEPORTMCMORAN COPPERAND GOLD INC	03/24/2009	02/15/2011	12,339.00	4,661.00	7,678.00
100. GENERAL DYNAMICS CORP	09/26/2008	02/15/2011	7,661.00	7,471.00	190.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 75. GILEAD SCIENCES INC	10/06/2009	02/15/2011	2,902.00	3,426.00	-524.00
5. GILEAD SCIENCES INC	10/06/2009	08/12/2011	187.00	228.00	-41.00
25. GOLDMAN SACHS GROUP INC	08/15/2007	02/15/2011	4,184.00	4,303.00	-119.00
50. HARBOR INTERNATIONAL FUND	01/04/2010	02/15/2011	3,104.00	2,814.00	290.00
150. HARRIS CORP DEL	10/06/2009	02/15/2011	7,363.00	5,600.00	1,763.00
297. HEWLETT PACKARD CO	09/04/2009	10/05/2010	12,120.00	13,400.00	-1,280.00
217. ITT INDUSTRIES INC	09/26/2008	01/20/2011	12,547.00	12,052.00	495.00
25. IBM	09/13/2005	02/15/2011	4,081.00	2,023.00	2,058.00
5. IBM	09/13/2005	08/12/2011	840.00	405.00	435.00
75. JP MORGAN CHASE & CO	09/26/2008	02/15/2011	3,528.00	3,300.00	228.00
10. JP MORGAN CHASE & CO	09/26/2008	05/04/2011	453.00	440.00	13.00
3546.061 JANUS PERKINS MID CAP VAL I	01/04/2010	06/21/2011	83,013.00	52,573.00	30,440.00
30. KOHL'S DEPT STORE	02/19/2009	05/04/2011	1,591.00	1,054.00	537.00
5. KOHL'S DEPT STORE	02/19/2009	08/12/2011	239.00	176.00	63.00
1175. LSI LOGIC CORP	01/23/2008	02/15/2011	7,450.00	6,224.00	1,226.00
45. LSI LOGIC CORP	01/23/2008	05/04/2011	326.00	179.00	147.00
130. LSI LOGIC CORP	01/23/2008	08/12/2011	905.00	516.00	389.00
25. L3 COMMUNICATIONS HLDGS INCCOM	03/24/2009	02/15/2011	1,986.00	1,666.00	320.00
100. LABORATORY CRP OF AMER HLDGS 50540R409	08/15/2007	02/15/2011	8,760.00	7,581.00	1,179.00
50. LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9/98	03/03/2010	05/04/2011	1,296.00	1,186.00	110.00
175. MCKESSON HBOC INC	04/01/2009	02/15/2011	13,841.00	6,058.00	7,783.00
5. MCKESSON HBOC INC	04/01/2009	08/12/2011	393.00	173.00	220.00
125. MEDCO HEALTH SOLUTIONS INC	03/24/2009	02/15/2011	7,757.00	5,061.00	2,696.00
99. MEDCO HEALTH SOLUTIONS INC	03/24/2009	07/01/2011	5,573.00	4,008.00	1,565.00
150. MEDTRONICS	03/24/2009	02/15/2011	5,890.00	4,510.00	1,380.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 176. MEDTRONICS	04/01/2009	05/04/2011	7,408.00	5,253.00	2,155.00
50. METLIFE INC	05/18/2009	02/15/2011	2,336.00	1,515.00	821.00
100. MICROSOFT CORP	09/26/2008	02/15/2011	2,697.00	2,714.00	-17.00
331. MICROSOFT CORP	09/26/2008	05/04/2011	8,546.00	8,983.00	-437.00
3199.857 MUNDER M/C CORE GROWTH FD Y	01/04/2010	02/15/2011	97,148.00	74,775.00	22,373.00
100. MURPHY OIL CORP	09/03/2009	02/15/2011	7,032.00	5,664.00	1,368.00
500. NATIONAL-OILWELL INC	12/31/2009	02/15/2011	38,979.00	22,260.00	16,719.00
10. NATIONAL-OILWELL INC	12/31/2009	08/12/2011	665.00	445.00	220.00
25. NUCOR CORP	12/08/2008	02/15/2011	1,217.00	1,202.00	15.00
100. O'REILLY AUTOMOTIVE INC	11/06/2009	02/15/2011	5,721.00	3,874.00	1,847.00
35. O'REILLY AUTOMOTIVE INC	11/06/2009	05/04/2011	2,097.00	1,356.00	741.00
15. O'REILLY AUTOMOTIVE INC	11/06/2009	08/12/2011	903.00	581.00	322.00
175. ORACLE CORPORATION	08/15/2007	02/15/2011	5,728.00	3,435.00	2,293.00
1421.623 PIMCO LOW DURATION FUND INST CL	08/13/2008	02/15/2011	14,756.00	14,117.00	639.00
570.787 PIMCO LOW DURATION FUND INST CL	03/10/2010	08/12/2011	5,970.00	5,948.00	22.00
4280.51 PIMCO TOTAL RETURN II-INSTL	09/26/2008	02/15/2011	44,175.00	42,762.00	1,413.00
60. PPL CORPORATION	04/05/2010	05/04/2011	1,647.00	1,698.00	-51.00
20. PPL CORPORATION	04/05/2010	08/12/2011	518.00	566.00	-48.00
100. PROCTER AND GAMBLE	08/15/2007	02/15/2011	6,437.00	6,448.00	-11.00
130. PROCTER AND GAMBLE	08/15/2007	05/04/2011	8,541.00	8,382.00	159.00
75. PUBLIC SERVICE ENTERPRISE GROUP INC	09/13/2005	02/15/2011	2,433.00	2,475.00	-42.00
20. PUBLIC SERVICE ENTERPRISE GROUP INC	04/01/2009	05/04/2011	640.00	604.00	36.00
20. PUBLIC SERVICE ENTERPRISE GROUP INC	04/01/2009	08/12/2011	619.00	591.00	28.00
150. STERICYCLE INC	11/06/2009	02/15/2011	12,660.00	8,147.00	4,513.00
75. TARGET CORP	04/01/2009	02/15/2011	4,024.00	2,531.00	1,493.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2010

Employer identification number

62-1261218

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b		154,507.00
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Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

HARBOR BOND FUND	388.00
PIMCO LOW DURATION FUND INST CL	1,369.00
PIMCO TOTAL RETURN II-INSTL	1,727.00
VANGUARD INTER-TERM TREAS FD-ADM	351.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

3,835.00

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COLUMBIA ACORN FUND-Z	1,063.00
HARBOR BOND FUND	199.00
PIMCO LOW DURATION FUND INST CL	273.00
PIMCO TOTAL RETURN II-INSTL	972.00
VANGUARD INTER-TERM TREAS FD-ADM	493.00
VANGUARD S/T INVEST GR-ADM	35.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

3,035.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

3,035.00

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