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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
Treated as a Private Foundation

OMB No 1545-0052

2011

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

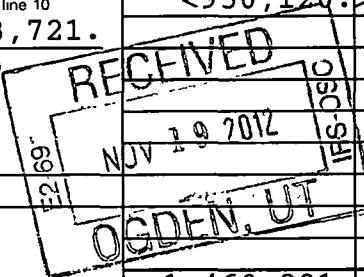
For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE CLAYTON FAMILY FOUNDATION		A Employer identification number 58-1970851
Number and street (or P O box number if mail is not delivered to street address) 620 MARKET STREET	Room/suite 102	B Telephone number (865) 522-2930
City or town, state, and ZIP code KNOXVILLE, TN 37902		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 83,601,157.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		956.	956.		STATEMENT 1
4 Dividends and interest from securities		2,409,385.	2,409,385.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<950,120.>			
b Gross sales price for all assets on line 6a		41,563,721.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		1,460,221.	2,410,341.		
13 Compensation of officers, directors, trustees, etc		54,315.	54,315.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		12,600.	3,900.		0.
c Other professional fees STMT 4		164,963.	164,963.		0.
17 Interest					
18 Taxes STMT 5		57,822.	57,822.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		3,854.	2,232.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		293,554.	283,232.		0.
25 Contributions, gifts, grants paid		4,596,628.			4,596,628.
26 Total expenses and disbursements. Add lines 24 and 25		4,890,182.	283,232.		4,596,628.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,429,961.>			
b Net investment income (if negative, enter -0-)			2,127,109.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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			
	2 Savings and temporary cash investments	2,127,260.	989,275.	989,275.
	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 ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	273,963.		
	b Investments - corporate stock STMT 7	77,423,617.	74,679,152.	76,675,762.
	c Investments - corporate bonds STMT 8	4,273,125.	5,008,750.	4,902,889.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	1,042,404.	1,033,231.	1,033,231.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	85,140,369.	81,710,408.	83,601,157.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	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	85,140,369.	81,710,408.	
30 Total net assets or fund balances	85,140,369.	81,710,408.		
31 Total liabilities and net assets/fund balances	85,140,369.	81,710,408.		

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	85,140,369.
2 Enter amount from Part I, line 27a	2	<3,429,961.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	81,710,408.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	81,710,408.

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				
b	SEE ATTACHED STATEMENTS			
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	41,563,721.	42,513,841.	<950,120.>

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			<950,120.>

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	<950,120.>
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))
2010	3,453,683.	83,381,594.	.041420
2009	4,677,352.	73,972,258.	.063231
2008	1,403,027.	90,711,821.	.015467
2007	2,982,107.	108,200,296.	.027561
2006	2,129,742.	100,539,832.	.021183

2 Total of line 1, column (d)	2	.168862
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	.033772
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	87,325,464.
5 Multiply line 4 by line 3	5	2,949,156.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,271.
7 Add lines 5 and 6	7	2,970,427.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	4,596,628.

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	21,271.
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	21,271.
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	21,271.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	83,935.	
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	83,935.	
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	62,664.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 62,664. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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 instructions) ☒ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CLAYTON.ORG	13	X	
14	The books are in care of ► JEANNE C CAMPBELL Telephone no. ► (865) 522-2930 Located at ► 620 MARKET STREET SUITE 102, KNOXVILLE, TN ZIP+4 ► 37902			
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	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
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 2011 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 2011)	3b	N/A
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 2011?	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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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 11		54,315.	0.	0.

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

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

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

0

Part 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	87,984,944.
b	Average of monthly cash balances	1b	670,349.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	88,655,293.
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	88,655,293.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,329,829.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	87,325,464.
6	Minimum investment return. Enter 5% of line 5	6	4,366,273.

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	4,366,273.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	21,271.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,271.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,345,002.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,345,002.
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	4,345,002.

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	4,596,628.
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	4,596,628.
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	21,271.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,575,357.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,345,002.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009	350,058.			
e From 2010				
f Total of lines 3a through e	350,058.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 4,596,628.				
a Applied to 2010, 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 2011 distributable amount				4,345,002.
e Remaining amount distributed out of corpus	251,626.			
5 Excess distributions carryover applied to 2011 (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:	601,684.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	601,684.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	350,058.			
d Excess from 2010				
e Excess from 2011	251,626.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHILD ADVOCACY CENTER 9TH JUDICIAL DISTRICT 887 HIGHWAY 70 WEST LENOIR CITY, TN 37771	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
CHILDREN'S BIBLE MINISTRIES OF EAST TENNESSEE P O BOX 188 WAUTAUGA, TN 37694	N/A	PUBLIC CHARITY	CAMP PA-PA WINGO	500.
CHURCH STREET UNITED METHODIST CHURCH 900 HENLEY STREET KNOXVILLE, TN 37902	N/A	CHURCH	GENERAL FUND	500.
CITIZENS FOR HOMELESS RELIEF P O BOX 2611 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	SHEPHERDS HOUSE MINISTRY	500.
FIDELITY CHARITABLE P O BOX 770001 CINCINNATI, OH 45277-0053	N/A	PUBLIC CHARITY	DONOR ADVISED FUND (CLAYTON SPECIAL FUND)	870,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	4,596,628.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COFFEE COUNTY HUMANE SOCIETY 313 SOUTH RAMSEY STREET MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	500.
COFFEE COUNTY JUNIOR GOLF 6751 MCMINNVILLE HIGHWAY MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
COFFEE COUNTY LANNOM MEMORIAL LIBRARY 312 NORTH COLLINS STREET TULLAHOMA, TN 37388	N/A	GOVERNMENT ENTITY	GENERAL FUND	1,250.
COFFEE COUNTY MANCHESTER PUBLIC LIBRARY 1005 HILLSBORO BLVD MANCHESTER, TN 37355	N/A	GOVERNMENT ENTITY	GENERAL FUND	1,250.
COFFEE COUNTY PARTNERSHIP FOR TOMORROW 1329 MCARTHUR STREET MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	IMAGINATION LIBRARY	2,000.
COMPASSION COALITION 107 WESTFIELD DRIVE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	2,000.
CONCORD SAILING CENTER 11600 NORTSHORE DRIVE KNOXVILLE, TN 37922	N/A	PUBLIC CHARITY	GENERAL FUND	500.
COOKEVILLE HOUSING SERVICES CORP P O BOX 400 COOKEVILLE, TN 38503	N/A	PUBLIC CHARITY	TEENS NEED TRAINING PROGRAM	500.
CORNERSTONE CHURCH OF KNOXVILLE 1250 HERITAGE LAKE BLVD KNOXVILLE, TN 37922	N/A	CHURCH	VOLUNTEERS FOR CHRIST	1,200.
COWAN COMMUNITY SCHOOL P O BOX 84 COWAN, TN 37318	N/A	EDUC INSTITUTION	GENERAL FUND	500.
Total from continuation sheets				3,723,628.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CROSSVILLE THUNDER 2230 OPEN RANGE ROAD CROSSVILLE, TN 38555	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CUMBERLAND COUNTY PLAYHOUSE P O BOX 484 CROSSVILLE, TN 38557	N/A	PUBLIC CHARITY	EMERGENCY OPERATIONS FUND	2,500.
CUMBERLAND PRESBYTERIAN CHURCH 200 SECOND AVENUE NW WINCHESTER, TN 37398	N/A	CHURCH	GENERAL FUND	500.
HAVEN OF HOPE P O BOX 1271 MANCHESTER, TN 37349	N/A	PUBLIC CHARITY	GENERAL FUND	7,000.
HELPING HANDS OF PUTNAM COUNTY 421 EAST BROAD STREET COOKEVILLE, TN 38501	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
HERITAGE FOUNDATION OF FRANKLIN COUNTY P O BOX 723 FRANKLIN, TN 37065	N/A	PUBLIC CHARITY	GENERAL FUND	500.
HIGH PRAISES BAPTIST CHURCH 1601 EAST BROADWAY AVENUE MARYVILLE, TN 37804	N/A	CHURCH	MISSION FUND	1,000.
HONORAIR KNOXVILLE 7536 TAGGART LANE KNOXVILLE, TN 37938	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
HORSE HAVEN OF TENNESSEE P O BOX 22841 KNOXVILLE, TN 37933	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
HOSPICE OF THE HIGHLAND RIM 110 EAST LAUDERDALE STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HUNTLAND HIGH SCHOOL 400 GORE STREET HUNTLAND, TN 37345	N/A	EDUC INSTITUTION	GENERAL FUND	500.
INGLES CHAPEL UNITED METHODIST CHURCH RR 1 ROAD 683 ROSE HILL, VA 24281	N/A	CHURCH	GENERAL FUND	1,000.
KEEP BLOUNT BEAUTIFUL 373 ELLIS AVENUE MARYVILLE, TN 37804	N/A	PUBLIC CHARITY	GENERAL FUND	500.
KINGSWOOD SCHOOL P O BOX 5000 BEAN STATION, TN 37708	N/A	EDUC INSTITUTION	GENERAL FUND	500.
KIRABO FOUNDATION P O BOX 2715 GEORGETOWN, SC 29442	N/A	PUBLIC CHARITY	GENERAL FUND	500.
LEGAL AID SOCIETY OF MIDDLE TENNESSEE 123 NORTHWEST ATLANTIC STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
LIFE CHURCH 2223 NORTH WASHINGTON AVENUE COOKEVILLE, TN 38501	N/A	CHURCH	BAG BUDDIES MINISTRY	500.
LITERACY COUNCIL OF TULLAHOMA 510 SOUTH JACKSON STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	500.
LITTLE LEAGUE BASEBALL INC MANCHESTER 401 MURFREESBORO HIGHWAY MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	500.
LOST SHEEP MINISTRIES P O BOX 5835 KNOXVILLE, TN 37928	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
REDEEMING HOPE MINISTRIES 1642 HIGHLAND AVENUE KNOXVILLE, TN 37916	N/A	PUBLIC CHARITY	GENERAL FUND	500.
RIVERSIDE CHURCH OF CHRIST 116 RIVERSIDE LANE FAYETTEVILLE, TN 37334	N/A	CHURCH	CHRISTIAN ACADEMY	500.
ROCK CREEK ELEMENTARY SCHOOL 901 ROCK CREEK ROAD ESTILL SPRINGS, TN 37330	N/A	EDUC INSTITUTION	GENERAL FUND	500.
ROCKY HILL ELEMENTARY SCHOOL 1200 MORRELL ROAD KNOXVILLE, TN 37919	N/A	EDUC INSTITUTION	GENERAL FUND	5,000.
ROSE HILL MIDDLE SCHOOL 2233 BEACH BLUFF ROAD JACKSON, TN 38301	N/A	EDUC INSTITUTION	PARTNERS IN EDUCATION	500.
THE NEXT DOOR P O BOX 282 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
TOP NOTCH GYMNASTICS 117 BOWLING DRIVE JACKSON, TN 38305	N/A	PUBLIC CHARITY	GENERAL FUND	500.
AMHURST ELEMENTARY SCHOOL 5101 SCHAAD ROAD KNOXVILLE, TN 37931	N/A	EDUC INSTITUTION	EFL DEPARTMENT	500.
ARROWHEAD RANCH 239 CORTNER MILL ROAD NORMANDY, TN 37360	N/A	PUBLIC CHARITY	GENERAL FUND	500.
ARROWMONT SCHOOL OF ARTS AND CRAFTS P O BOX 567 GATLINBURG, TN 37738	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ARTHRITIS FOUNDATION 6504 DEAN HILL DRIVE SUITE C KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	500.
ARTS AND CULTURE ALLIANCE P O BOX 2506 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	30,000.
12TH DISTRICT DRUG COURT FOUNDATION P O BOX 400 WINCHESTER, TN 37398	N/A	PUBLIC CHARITY	GENERAL FUND	500.
5 LOAVES 4 KIDS 317 SHARONDALE DRIVE TULLAHOMA, TN 37988	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
4 MARKET SQUARE 4 MARKET SQUARE SUITE 303C KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
AGAPE 428 EAST SCOTT AVENUE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
ALL SOULS CHURCH 4 MARKET SQUARE KNOXVILLE, TN 37902	N/A	CHURCH	BENEVOLENT FUND	10,500.
AID FOR HAITI 1367 OLD MANCHESTER ROAD MORRISON, TN 37357	N/A	PUBLIC CHARITY	GENERAL FUND	500.
AIRPLANE FILLING STATION PRESERVATION ASSOCIATION P O BOX 1331 POWELL, TN 37849	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
ALZHEIMER'S DISEASE AND RELATED DISORDER ASSOCIATION - KNOXVILLE 2270 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
AMERICAN CANCER SOCIETY MIDSOUTH DIVISION 1100 IRELAND WAY SUITE 300 BIRMINGHAM, AL 35205	N/A	PUBLIC CHARITY	RELAY FOR LIFE CAMPAIGN	33,000.
ALL SAINTS CATHOLIC CHURCH 620 NORTH CEDAR BLUFF KNOXVILLE, TN 37923	N/A	CHURCH	GENERAL FUND	500.
AMERICAN RED CROSS 6921 MIDDLEBROOK PIKE KNOXVILLE, TN 37909	N/A	PUBLIC CHARITY	HEART OF TENNESSEE CHAPTER	11,000.
ANGELIC MINISTRIES INC 1218 NORTH CENTRAL KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	500.
BEAUMONT ELEMENTARY SCHOOL 1211 BEAUMONT AVENUE KNOXVILLE, TN 37921	N/A	EDUC INSTITUTION	MUSEUM PROGRAM	8,000.
AUTISM SOCIETY OF AMERICA 2890 ALCOA HIGHWAY ALCOA, TN 38920	N/A	PUBLIC CHARITY	GENERAL FUND	500.
B & L MISSIONARY FOUNDATION 713 SOUTH CANNON BLVD SHELBYVILLE, TN 37160	N/A	PUBLIC CHARITY	GENERAL FUND	500.
BETA THETA BOULE FOUNDATION 309 SUGARWOOD DRIVE KNOXVILLE, TN 37934	N/A	PUBLIC CHARITY	SCHOLARSHIP FUND	3,000.
BEECH PARK MISSIONARY BAPTIST CHURCH 1085 EAST TRI-COUNTY BLVD OLIVER SPRINGS, TN 37840	N/A	CHURCH	GENERAL FUND	2,500.
BEL-AIRE ELEMENTARY SCHOOL 504 STONE BLVD TULLAHOMA, TN 37388	N/A	EDUC INSTITUTION	GENERAL FUND	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BEARDEN HIGH SCHOOL FOOTBALL BOOSTER CLUB 8352 KINGSTON PIKE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	500.
BLOUNT SPECIAL OPERATIONS RESPONSE TEAM 940 EAST LAMAR ALEXANDER PKWY MARYVILLE, TN 37804	N/A	GOVERNMENT ENTITY	GENERAL FUND	5,075.
BETHESDA UNITED METHODIST CHURCH 76 DUNAWAY SPUR HALLS, TN 38040	N/A	CHURCH	GENERAL FUND	500.
BIG BROTHERS BIG SISTERS 119 WEST SUMMITT HILL KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
BONHAM FIREFIGHTERS ASSOCIATION CHRISTMAS FUND 301 EAST FIFTH STREET BONHAM, TX 75418	N/A	GOVERNMENT ENTITY	CHRISTMAS FUND	2,000.
BOY SCOUTS OF AMERICA GREAT SMOKY MOUNTAIN COUNCIL 6440 PAPERMILL DRIVE KNOXVILLE, TN 37950	N/A	PUBLIC CHARITY	GENERAL FUND	117,500.
BREAD OF LIFE RESCUE MISSION P O BOX 1414 CROSSVILLE, TN 38557	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
BREAK FREE WORSHIP CENTER 120 FLOWERTOWN ROAD TULLAHOMA, TN 37388	N/A	CHURCH	HAITI FUND	500.
BOYS AND GIRLS CLUB OF SMOKY MOUNTAINS P O BOX 5743 SEVIERVILLE, TN 37864	N/A	PUBLIC CHARITY	SEYMOUR BRANCH	2,000.
BOYS AND GIRLS CLUBS OF THE TENNESSEE VALLEY 220 CARRICK STREET KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	62,833.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CARL PERKINS CENTER FOR PREVENTION OF CHILD ABUSE 113 EAST MAIN STREET HENDERSON, TN 38346	N/A	PUBLIC CHARITY	GENERAL FUND	10,500.
CASA OF EAST TENNESSEE INC 2250 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	A CHILDS VOICE IN COURT	1,000.
CASA WORKS MANCHESTER 224 WEST FORT STREET MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
CALVARY BAPTIST CHURCH P O BOX 309 ALCOA, TN 37701	N/A	CHURCH	BUILDING FUND	10,000.
CATHOLIC CHARITIES OF EAST TENNESSEE INC 119 DAMRON AVE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	6,000.
CAMPORA FAMILY RESOURCE CENTER 900 SOUTH SHEPHERD STREET WINCHESTER, TN 37398	N/A	EDUC INSTITUTION	FAMILY RESOURCE CENTER	7,000.
CANCER SUPPORT COMMUNITY 2230 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	8,500.
CANVAS CHURCH P O BOX 1114 LENOIR CITY, TN 37771	N/A	CHURCH	GENERAL FUND	500.
CARTER HIGH SCHOOL 210 NORTH CARTER SCHOOL ROAD KNOXVILLE, TN 37871	N/A	EDUC INSTITUTION	TRACK CLUB	500.
CHERISH THE CHILD FOUNDATION P O BOX 4391 SEVIERVILLE, TN 37864	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHILD AND FAMILY TENNESSEE 901 EAST SUMMIT HILL DRIVE SUITE 300 KNOXVILLE, TN 37915	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CHILDHHELP 2505 KINGSTON PIKE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GAME ROOM	7,000.
CHRISTIAN ACADEMY OF KNOXVILLE INC 529 ACADEMY WAY KNOXVILLE, TN 37923	N/A	EDUC INSTITUTION	GENERAL FUND	4,000.
CASA OF TIPTON COUNTY 200 WEST WASHINGTON AVENUE COVINGTON, TN 37801	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CENTER CITY EVENTS 406 WEST CHURCH AVENUE KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	INTERNATIONAL BISCUIT FESTIVAL	4,000.
CHURCH AT STERCHI HILLS 904 DRY GAP PIKE KNOXVILLE, TN 37918	N/A	CHURCH	GENERAL FUND	2,000.
CENTRO HISPANO DE EAST TENNESSEE 150 PINEY KNOB ROAD TEN MILE, TN 37880	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
COFFEE COUNTY CHILDRENS ADVOCACY CENTER 104 NORTH SPRING STREET MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	8,500.
COFFEE COUNTY CENTRAL HIGH SCHOOL 2135 NEW TULLAHOMA HIGHWAY MANCHESTER, TN 37355	N/A	GOVERNMENT ENTITY	RENAISSANCE PROGRAM	500.
COMMUNITY CARE MINISTRIES 302 WEST HOGAN STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COMMUNITY SCHOOL FOR THE ARTS 620 STATE STREET KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	3,000.
CONCORD UNITED METHODIST CHURCH 11020 ROANE DRIVE KNOXVILLE, TN 37934	N/A	CHURCH	ADULT DAY ENRICHMENT SERVICES	5,000.
COUNTRY CHRISTMAS CELEBRATION ASSOCIATION OF SAVANNAH RT 4 BOX 275B SAVANNAH, TN 38372	N/A	PUBLIC CHARITY	CHRISTMAS TOYS AND FOOD DRIVE	5,000.
COVENANT LIFE INTERNATIONAL YOUTH MINISTRY P O BOX 67 LAKE CITY, TN 37769	N/A	CHURCH	YOUTH PROGRAM	2,500.
CRAIG BROCK FOUNDATION 201 VANDERBILT LANE COWAN, TN 37318	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CROSS GREEK CHRISTIAN MINISTRIES P O BOX 11092 KNOXVILLE, TN 37939	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CHARITY RESCUE MISSION P O BOX 23 MERCEDES, TX 78570	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
CROSSROADS CHURCH OF THE NAZARENE 511 WHITE WING ROAD LENOIR CITY, TN 37771	N/A	CHURCH	FAMILY LIFE CENTER	2,000.
CRUTCHER MEMORIAL YOUTH ENRICHMENT CENTER 112 LAKESIDE STREET KNOXVILLE, TN 37914	N/A	PUBLIC CHARITY	ACADEMIC ENRICHMENT PROGRAM	1,000.
CUMBERLAND COLLEGE 649 SOUTH 10TH STREET WILLIAMSBURG, KY 40769	N/A	EDUC INSTITUTION	GENERAL FUND	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CUMBERLAND COUNTY HIGH SCHOOL 660 STANLEY STREET CROSSVILLE, TN 38555	N/A	EDUC INSTITUTION	GENERAL FUND	500.
CUMBERLAND COMMUNITY COMMUNICATIONS P O BOX 27568 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	WDVX RADIO STATION	500.
DOGWOOD ARTS FESTIVAL 106 WEST SUMMITT HILL DRIVE SUITE 200 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	25,000.
DECHERD CHURCH OF GOD 1300 WEST MARKET STREET DECHERD, TN 37324	N/A	CHURCH	YOUTH MINISTRY	500.
DYERSBURG STATE COMMUNITY COLLEGE FOUNDATION 1510 LAKE ROAD DYERSBURG, TN 38024	N/A	PUBLIC CHARITY	SCHOLARSHIP FUND	5,000.
EAST TENNESSEE CHILDREN'S HOSPITAL P O BOX 15010 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	7,500.
EAST TENNESSEE COMMUNITY DESIGN CENTER 1300 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	500.
EAST LINCOLN ELEMENTARY SCHOOL 700 EAST LINCOLN STREET TULLAHOMA, TN 37388	N/A	EDUC INSTITUTION	GENERAL FUND	500.
EAST TENNESSEE FOUNDATION (BUTTERFLY FUND) 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	BUTTERFLY FUND	3,000.
EAST TENNESSEE FOUNDATION WOMEN'S FUND 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
EMPTY STOCKING FUND 2332 NEWS SENTINEL DRIVE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
EAST TENNESSEE HISTORICAL SOCIETY P O BOX 1629 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	PERMANENT EXHIBIT	20,000.
EAST TENNESSEE HOUSING DEVELOPMENT CORPORATION 1300 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	LONSDALE HOUSING DEVELOPMENT	5,200.
EAST TENNESSEE TECHNOLOGY ACCESS CENTER 4918 NORTH BROADWAY KNOXVILLE, TN 37918	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
EMERALD YOUTH FOUNDATION 1718 NORTH CENTRAL KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	JUST LEAD MINISTRY	51,333.
EPILEPSY FOUNDATION OF EAST TENNESSEE P O BOX 3156 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
EPISCOPAL SCHOOL OF KNOXVILLE 950 EPISCOPAL SCHOOL WAY KNOXVILLE, TN 37932	N/A	CHURCH SCHOOL	GENERAL FUND	30,000.
EPISCOPAL CHURCH OF THE ASCENSION 800 S NORTHSHORE DRIVE KNOXVILLE, TN 37919	N/A	CHURCH	GENERAL FUND	500.
ERIN PRESBYTERIAN CHURCH 200 LOCKETT ROAD KNOXVILLE, TN 37919	N/A	CHURCH	GENERAL FUND	500.
FAMILY PROMISE OF KNOXVILLE P O BOX 10184 KNOXVILLE, TN 37939	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FAIRVIEW ELEMENTARY SCHOOL 2130 OLD NILES FERRY ROAD MARYVILLE, TN 37803	N/A	EDUC INSTITUTION	GENERAL FUND	1,500.
FIRST BAPTIST CHURCH OF FAIRFIELD GLADE 130 TOWNE CENTRE WAY FAIRFIELD GLADE, TN 38571	N/A	CHURCH	GENERAL FUND	500.
FIRST BAPTIST CHURCH OF HENDERSON 504 EAST MAIN STREET HENDERSON, TN 38340	N/A	CHURCH	GENERAL FUND	1,000.
FIRST PRESBYTERIAN CHURCH OF MANCHESTER 1101 JACKSON STREET MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	500.
FIRST BIBLE CHURCH OF DECATUR 3202 SRRING AVENUE DECATUR, AL 35603	N/A	CHURCH	TORNADO RELIEF	5,000.
FIRST UNITED METHODIST CHURCH OF KNOXVILLE 3316 KINGSTON PIKE KNOXVILLE, TN 37919	N/A	CHURCH	GENERAL FUND	10,500.
FLORENCE CRITTENTON AGENCY 1531 DICK LONAS ROAD KNOXVILLE, TN 37909	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
FOCUS GROUP PRISON MINISTRIES 6300 DEANE HILL DRIV E KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	2,000.
FIRST FARRAGUT UNITED METHODIST CHURCH 12733 KINGSTON PIKE KNOXVILLE, TN 37934	N/A	CHURCH	GENERAL FUND	3,000.
FOOD ALLERGY AND ANAPHYLAXIS NETWORK 11781 LEE JACKSON HWY SUITE 160 FAIRFAX, VA 22033	N/A	PUBLIC CHARITY	GENERAL FUND	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FIRST UNITED METHODIST CHURCH OF TULLAHOMA 208 WEST LAUDERDALE STREET TULLAHOMA, TN 37388	N/A	CHURCH	FOOD PANTRY	1,000.
FORT LOUDON LAKE ASSOCIATION 956 VOLUNTEER LANDING LANE KNOXVILLE, TN 37915	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
FORT SANDERS SCHOOL SEPTA 501 SOUTH 21ST STREET KNOXVILLE, TN 37916	N/A	PUBLIC CHARITY	LIBRARY RENOVATION	17,832.
FREE MEDICAL CLINIC OF AMERICA 6207 CHAPMAN HIGHWAY KNOXVILLE, TN 37920	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
FREED HARDEMAN UNIVERSITY 158 EAST MAIN STREET HENDERSON, TN 38340	N/A	EDUC INSTITUTION	GENERAL FUND	20,000.
FRIENDS OF LITERACY 101 EAST FIFTH AVE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	ADULT EDUCATION PROGRAM	10,000.
FRIENDS OF TENNESSEE BABIES WITH SPECIAL NEEDS (INFANT PARENT SERVICES) P O BOX 504 ALCOA, TN 37701	N/A	PUBLIC CHARITY	GENERAL FUND	12,500.
FRIENDS OF THE GREAT SMOKY MOUNTAINS NATIONAL PARK INC P O BOX 1660 KODAK, TN 37764	N/A	PUBLIC CHARITY	GENERAL FUND	11,000.
FRIENDS OF YOUNG WILLIAMS ANIMAL CENTER 3201 DIVISION STREET KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	3,000.
FRIENDSHIP ELEMENTARY SCHOOL 6117 HIGHWAY 189 FRIENDSHIP, TN 38034	N/A	EDUC INSTITUTION	GENERAL FUND	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GENESIS HOUSE P O BOX 1180 COOKEVILLE, TN 38503	N/A	PUBLIC CHARITY	GENERAL FUND	500.
GIRL SCOUTS COUNCIL OF THE SOUTHERN APPALACHIANS 1567 DOWNTOWN WEST BLVD KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	20,000.
GO CONTEMPORARY DANCE WORKS 1234 ROCKY HILL ROAD KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
GOOD SAMARITAN MINISTRIES OF FRANKLIN COUNTY 215 EAST MAIN STREET DECHERD, TN 37324	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
GOOD SAMARITAN MINISTRIES OF TULLAHOMA P O BOX 1705 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	6,500.
GRACE BAPTIST CHURCH OF CAMDEN 226 WASHINGTON AVE CAMDEN, TN 38320	N/A	CHURCH	GENERAL FUND	1,000.
GRAINGER COUNTY HISTORICAL SOCIETY P O BOX 215 RUTLEDGE, TN 37861	N/A	PUBLIC CHARITY	DOCUMENTARY PRODUCTION COSTS	5,000.
GREAT SCHOOLS PARTNERSHIP CHARITABLE TRUST P O BOX 2188 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	60,000.
GREAT SMOKY MOUNTAIN INSTITUTE AT TREMONT 9275 TREMONT ROAD TOWNSEND, TN 37882	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
HARDIN COUNTY HIGH SCHOOL 1170 PICKWICK ROAD SAVANNAH, TN 38372	N/A	EDUC INSTITUTION	VOLLEYBALL PROGRAM	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HABITAT FOR HUMANITY KNOXVILLE P O BOX 27478 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	GENERAL FUND	40,000.
HANCOCK COUNTY HIGH SCHOOL 2700 MAIN STREET SNEADVILLE, TN 37869	N/A	EDUC INSTITUTION	FOOTBALL PROGRAM	1,000.
HARDIN VALLEY ELEMENTARY SCHOOL PTA 11445 HARDIN VALLEY ROAD KNOXVILLE, TN 37932	N/A	PUBLIC CHARITY	GENERAL FUND	500.
HARMONY ADOPTIONS OF TENNESSEE 131 CHEROKEE HEIGHTS DRIVE MARYVILLE, TN 37803	N/A	PUBLIC CHARITY	GENERAL FUND	50,500.
HEARING AND SPEECH FOUNDATION 1619 EAST BROADWAY AVE MARYVILLE, TN 37804	N/A	PUBLIC CHARITY	GENERAL FUND	6,000.
HEART OF A WARRIOR CHARITABLE FOUNDATION 1624 FALCON DRIVE DESOTO, TX 75115	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
HEISKELL UNITED METHODIST CHURCH 9420 HEISKELL ROAD HEISKELL, TN 37754	N/A	CHURCH	SENIOR PROGRAM	500.
HELEN ROSS MCNABB CENTER 201 WEST SPRINGDALE AVENUE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	43,500.
HIGHLAND RIM HABITAT FOR HUMANITY 201 WEST LINCOLN STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
HISTORIC TENNESSEE THEATRE FOUNDATION P O BOX 272 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	RENOVATION CAMPAIGN	50,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HOLA HORA LATINA P O BOX 32192 KNOXVILLE, TN 37930	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
HOLSTON CONFERENCE UNITED METHODIST CHURCH P O BOX 850 ALCOA, TN 37701	N/A	CHURCH	CAMP WESLEY WOODS	1,000.
HOSPITALITY PANTRIES 800 NORTHSORE DRIVE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	2,900.
HUMANE SOCIETY OF THE TENNESSEE VALLEY P O BOX 9479 KNOXVILLE, TN 37940	N/A	PUBLIC CHARITY	ADOPT A PET	1,500.
IJAMS NATURE CENTER P O BOX 2601 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	TRAIL SPONSORSHIP	11,500.
INTERFAITH HEALTH CLINIC 315 GILL AVENUE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	133,000.
JACKSON CHRISTIAN SCHOOL 832 COUNTRY CLUB LANE JACKSON, TN 38305	N/A	PUBLIC CHARITY	THEATRE DEPARTMENT	500.
JACK'S CREEK CHURCH OF CHRIST 7295 STATE ROUTE 100E JACKS CREEK, TN 38347	N/A	CHURCH	GENERAL FUND	500.
JAMES WHITE FORT ASSOCIATION 205 EAST HILL AVE KNOXVILLE, TN 37915	N/A	PUBLIC CHARITY	ROOF	6,000.
JASON FOUNDATION 18 VOLUNTEER DRIVE HENDERSONVILLE, TN 37075	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
JACKSON MADISON COUNTY HUMANE SOCIETY 3107 PAUL LOFFMAN DRIVE JACKSON, TN 38301	N/A	PUBLIC CHARITY	GENERAL FUND	500.
JOHNSON BIBLE COLLEGE 7900 JOHNSON DRIVE KNOXVILLE, TN 37998	N/A	EDUC INSTITUTION	GYMNASIUM FLOOR	5,000.
JONI AND FRIENDS 1540 ROBINSON ROAD KNOXVILLE, TN 37923	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
JOY OF MUSIC YOUTH MUSIC SCHOOL 1209 EUCLID AVE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
JORDAN THOMAS FOUNDATION P O BOX 22764 CHATTANOOGA, TN 37422	N/A	PUBLIC CHARITY	GENERAL FUND	500.
JUNIOR LEAGUE OF KNOXVILLE 6739 BAUM DRIVE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	2,000.
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 6701 BAUM DRIVE SUITE 240 KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
KINGS ACADEMY 202 SMOTHERS ROAD SEYMOUR, TN 37865	N/A	EDUC INSTITUTION	GENERAL FUND	5,000.
KING COLLEGE 1350 KING COLLEGE ROAD BRISTOL, TN 37620	N/A	EDUC INSTITUTION	GENERAL FUND	500.
KNOX AREA RESCUE MINISTRIES P O BOX 3310 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	GENERAL FUND	11,075.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KNOXVILLE AREA URBAN LEAGUE 1514 EAST FIFTH AVENUE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	FORECLOSURE COUNSELING PROGRAM	12,500.
KNOX COUNTY ASSOCIATION OF BAPTISTS P O BOX 11028 KNOXVILLE, TN 37939	N/A	CHURCH	WESTERN HEIGHTS CENTER	500.
KNOX COUNTY LIBRARY FOUNDATION 500 WEST CHURCH AVENUE KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
KNOX COUNTY IMAGINATION LIBRARY FUND 500 WEST CHURCH AVENUE KNOXVILLE, TN 37902	N/A	GOVERNMENT ENTITY	GENERAL FUND	10,000.
KNOX HERITAGE P O BOX 1242 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
KNOX YOUTH SPORTS P O BOX 52363 KNOXVILLE, TN 37950	N/A	PUBLIC CHARITY	GENERAL FUND	3,500.
KNOXVILLE BOTANICAL GARDENS AND ARBORETUM 2743 WIMPOLE AVENUE KNOXVILLE, TN 37914	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
KNOX COUNTY LIONS CHARITIES P O BOX 1086 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	2,846.
KNOXVILLE CHORAL SOCIETY P O BOX 1086 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	4,000.
KNOX HOUSING PARTNERSHIP 109 WIONA STREET KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KNOXVILLE LEADERSHIP FOUNDATION 901 EAST SUMMIT HILL DRIVE SUITE 300 KNOXVILLE, TN 37915	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
KNOXVILLE MUSEUM OF ART 1050 WORLD'S FAIR PARK DRIVE KNOXVILLE, TN 37916	N/A	PUBLIC CHARITY	GENERAL FUND	126,000.
KNOXVILLE MUSEUM OF ART FOUNDATION 1050 WORLD'S FAIR PARK DRIVE KNOXVILLE, TN 37916	N/A	PUBLIC CHARITY	ENDOWMENT FUND	100,000.
KNOXVILLE PUBLIC SAFETY FOUNDATION 800 HOWARD BAKER JR DRIVE KNOXVILLE, TN 37915	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
KNOXVILLE OPRA COMPANY P O BOX 1601 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	4,000.
KNOXVILLE ROTARY CLUB STUDENT LOAN FUND 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
KNOXVILLE SYMPHONY SOCIETY P O BOX 360 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	157,000.
KNOXVILLE WOMEN'S RUGBY CLUB 830 MAPLEHURST COURT KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
KNOXVILLE ZOO P O BOX 6040 KNOXVILLE, TN 37914	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
KNOXVILLE-KNOX COUNTY COUNCIL ON AGING P O BOX 51650 KNOXVILLE, TN 37950	N/A	PUBLIC CHARITY	ONE CALL SENIORS CLUB	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LAKWAY FOUNDATION INC 505 LAKEWAY PLACE TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	CARING FOR KIDS	500.
LEADERSHIP KNOXVILLE 1301 HANNAH AVE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
LEGACY PARKS FOUNDATION 2447 SOUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	HALLS PARK	50,000.
LEGAL AID OF EAST TENNESSEE 502 S GAY STREET SUITE 404 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
LEUKEMIA AND LYMPHOMA SOCIETY INC 404 BNA DRIVE SUITE 102 NASHVILLE, TN 37217	N/A	PUBLIC CHARITY	TENNESSEE CHAPTER GENERAL FUND	500.
LITTLE LEAGUE BASEBALL INC ESTILL SPRINGS P O BOX 865 ESTILL SPRINGS, TN 37330	N/A	PUBLIC CHARITY	GENERAL FUND	500.
LOCKED DOWN ON THE OUTSIDE P O BOX 6026 KNOXVILLE, TN 37914	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
LOVING PAWS RESCUE ORGANIZATION 2035 BROWN CEMETARY ROAD LURAY, TN 38352	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
MALESUS ELEMENTARY SCHOOL 610 BOLIVAR HIGHWAY JACKSON, TN 38301	N/A	EDUC INSTITUTION	GENERAL FUND	500.
MARCH OF DIMES FOUNDATION 322 NANCY LYNN LANE SUITE 11 KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MARINE TOYS FOR TOTS P O BOX 1947 QUATICO, VA 22134	N/A	PUBLIC CHARITY	GENERAL FUND	500.
MARYVILLE COLLEGE 502 LAMAR ALEXANDER PARKWAY MARYVILLE, TN 37304	N/A	EDUC INSTITUTION	CLAYTON CENTER FOR THE ARTS	250,500.
MARYVILLE VINEYARD CHURCH 713 WILLIAM BLOUNT DRIVE MARYVILLE, TN 37801	N/A	CHURCH	GENERAL FUND	1,850.
MISSION OF HOPE P O BOX 22312 KNOXVILLE, TN 37933	N/A	PUBLIC CHARITY	GENERAL FUND	4,500.
MISSION TO THE WORLD PCA P O BOX 116284 ATLANTA, GA 30368	N/A	PUBLIC CHARITY	ETHIOPIA PROJECT	500.
MOTLOW COLLEGE FOUNDATION P O BOX 8500 LYNCHBURG, TN 37352	N/A	EDUC INSTITUTION	ENDOWMENT FUND (100,000); GENERL FUND (10,250)	110,250.
MOUNT OLIVE ELEMENTARY SCHOOL 2507 MARYVILLE PIKE KNOXVILLE, TN 37920	N/A	EDUC INSTITUTION	GENERAL FUND	1,000.
MOUNT OLIVE MISSIONARY BAPTIST CHURCH 201 ACKLEN STREET DECHERD, TN 37324	N/A	CHURCH	MEN'S MINISTRY	500.
MUSCULAR DYSTROPHY ASSOCIATION 6408 PAPERMILL DRIVE NO 230 KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	500.
MUSEUM OF APPALACHIA P O BOX 1189 NORRIS, TN 37828	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MUSTARD SEED RANCH P O BOX 3814 COOKEVILLE, TN 38501	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
NATIVITY PAGEANT OF KNOXVILLE P O BOX 53258 KNOXVILLE, TN 37950	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
NESSIE FOUNDATION 4500 PARRISH MANOR DRIVE GARNER, NC 27529	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
NATIONAL AEROSPACE EDUCATION CENTER P O BOX 1301 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
NEW VISION BAPTIST CHURCH 1750 NORTH THOMPSON LAVE MURFREESBORO, TN 37129	N/A	CHURCH	GENERAL FUND	500.
NEW YORK PROVINCE OF THE SOCIETY OF JESUS 39 EAST 83RD STREET NEW YORK, NY 10028	N/A	CHURCH	GENERAL FUND	500.
OPERATION INASMUCH 4815 SANTA MONICA ROAD KNOXVILLE, TN 37918	N/A	PUBLIC CHARITY	GENERAL FUND	500.
PARTNERS FOR HEALING 109 WEST BLACKWELL STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
PLATEAU CHRISTIAN CHURCH 93 BOB TOLLETT LOOP CROSSVILLE, TN 38555	N/A	CHURCH	GENERAL FUND	500.
PELLISSIPPI STATE FOUNDATION P O BOX 22090 KNOXVILLE, TN 37933	N/A	EDUC INSTITUTION	ENDOWMENT FUND-80,000; BLOUNT CO CAMPUS- 80,000; GENERAL FUND - 4,500	164,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PROMISE TO PROTECT P O BOX 27451 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	HERO TO HERO PROGRAM	26,000.
PUNTES COMMUNITY RESOURCES 17 MARKET SQUARE SUITE 201 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	500.
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	N/A	EDUC INSTITUTION	GENERAL FUND	2,000.
RIDGEDALE BAPTIST CHURCH 5632 NICKLE ROAD KNOXVILLE, TN 37921	N/A	CHURCH	GENERAL FUND	6,000.
ROCKFORD BAPTIST CHURCH P O BOX 242 ROCKFORD, TN 37853	N/A	CHURCH	GENERAL FUND	12,500.
REBEL BASEBALL BACKERS P O BOX 374 WINCHESTER, TN 37398	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
ROSEBERRY BAPTIST CHURCH 2920 ROSEBERRY ROAD MASCOT, TN 37806	N/A	CHURCH	GENERAL FUND	5,000.
REDEEMER CHURCH OF KNOXVILLE 1642 HIGHLAND AVENUE KNOXVILLE, TN 37916	N/A	CHURCH	GENERAL FUND	500.
SALVATION ARMY 409 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	20,000.
SAVANNAH CHURCH OF CHRIST 1175 PICKWICK STREET SAVANNAH, TN 38372	N/A	CHURCH	GENERAL FUND	1,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ST JOHN NEUMAN CATHOLIC CHURCH 645 ST JOHN WAY KNOXVILLE, TN 37934	N/A	CHURCH	GENERAL FUND	500.
SECOND HARVEST FOOD BANK 922 DELAWARE AVE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	105,500.
SECOND PRESBYTERIAN CHURCH 2829 KINGSTON PIKE KNOXVILLE, TN 37919	N/A	CHURCH	GENERAL FUND	1,000.
SENIOR CITIZENS HOME ASSISTANCE SERVICE P O BOX 2035 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	500.
SEQUOYAH ELEMENTARY FOUNDATION P O BOX 11709 KNOXVILLE, TN 37939	N/A	PUBLIC CHARITY	GENERAL FUND	500.
SERTOMA CENTER 1400 EAST FIFTH AVE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
SEYMOUR HIGH SCHOOL 732 BOYDS CREEK ROAD SEYMOUR, TN 37865	N/A	EDUC INSTITUTION	FORENSICS TEAM	3,500.
FOUNDATION FOR THE SEVIER COUNTY PUBLIC LIBRARY SYSTEM 321 COURT STREET SEVIERVILLE, TN 37862	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	7,500.
SMOKY MOUNTAIN ANIMAL CARE FOUNDATION P O BOX 7218 MARYVILLE, TN 37802	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
SHAR PEI RESCUE TENNESSEE 739 GARNER LANE DECHERD, TN 37324	N/A	PUBLIC CHARITY	GENERAL FUND	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SPECIAL SPACES 5201 KINGSTON PIKE SUITE 6-122 KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	500.
SOUTHERN FELLOWSHIP CHURCH 7301 BENNINGTON DRIVE KNOXVILLE, TN 37909	N/A	CHURCH	GENERAL FUND	12,500.
SPECIAL OLYMPICS TENNESSEE 1900 12TH AVE SOUTH NASHVILLE, TN 37203	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
SPORTSMEN AND PROFESSIONAL MEN OF COFFEE COUNTY P O BOX 1078 MANCHESTER, TN 37349	N/A	PUBLIC CHARITY	GENERAL FUND	15,000.
SPIRITUAL HERITAGE KNOXVILLE 1100 MARION STREET SUITE 100 KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
ST JOHNS LUTHERAN CHURCH 544 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	CHURCH	GENERAL FUND	8,000.
ST JUDE CHILDRENS RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	N/A	PUBLIC CHARITY	GENERAL FUND	2,000.
ST MARK UNITED METHODIST CHURCH 7001 S NORTHSHORE DRIVE KNOXVILLE, TN 37919	N/A	CHURCH	GENERAL FUND	500.
ST JOHN'S CATHEDRAL 413 CUMBERLAND AVENUE KNOXVILLE, TN 37902	N/A	CHURCH	GENERAL FUND	500.
SCHOOL OF THE GOOD SHEPHERD 2037 DECHERD BLVD DECHERD, TN 37324	N/A	EDUC INSTITUTION	GENERAL FUND	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SHANGRI LA THERAPEUTIC ACADEMY OF RIDING 11800 HIGHWAY 11 E LENOIR CITY, TN 37772	N/A	PUBLIC CHARITY	GENERAL FUND	3,500.
TTU STUDENT FISHERIES ASSOCIATION 1100 NORTH DIXIE 205 PENNEBAKER HALL COOKEVILLE, TN 38501	N/A	EDUC INSTITUTION	GENERAL FUND	500.
TECHNOLOGY 2020 1020 COMMERCE PARK DRIVE OAK RIDGE, TN 37830	N/A	PUBLIC CHARITY	GENERAL FUND	500.
TENNESSEE JUDICIAL CONFERENCE FOUNDATION 1903 DIVISION STREET NASHVILLE, TN 37203	N/A	PUBLIC CHARITY	SCHOLARSHIP FUND	1,000.
TEEN CENTER P O BOX 10434 KNOXVILLE, TN 37939	N/A	PUBLIC CHARITY	GENERAL FUND	500.
TENNESSEE STAGE COMPANY P O BOX 1186 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	SHAKESPEARE ON THE SQUARE	5,000.
TENNESSEE ASSOCIATION OF THE DEAF 6395 VERINICA DRIVE OOLTEWAH, TN 37363	N/A	PUBLIC CHARITY	GENERAL FUND	500.
TENNESSEE RIGHT TO LIFE P O BOX 5218 KNOXVILLE, TN 37928	N/A	PUBLIC CHARITY	GENERAL FUND	500.
THE LOVE KITCHEN 2418 MARTIN LUTHER KING AVE KNOXVILLE, TN 37914	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION 1207 18TH AVENUE SOUTH SUITE 326 NASHVILLE, TN 37212	N/A	PUBLIC CHARITY	GENERAL FUND	150,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
TNACHIEVES 10427 ELECTRIC AVENUE KNOXVILLE, TN 37932	N/A	PUBLIC CHARITY	GENERAL FUND	103,834.
TRIBE ONE EMPOWERMENT P O BOX 478 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	6,400.
TRINITY CARE CENTER 1127 EAST LAMAR ALEXANDER PARKWAY MARYVILLE, TN 37804	N/A	PUBLIC CHARITY	GENERAL FUND	500.
TRINITY UNITED METHODIST CHURCH 2303 JONES BLVD MURFREESBORO, TN 37129	N/A	CHURCH	BATTERED WOMEN'S MINISTRY	500.
TULLAHOMA EDUCATIONAL FOUNDATION P O BOX 445 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	500.
TWO RIVERS CHURCH 275 HARRISON LANE LENOIR CITY, TN 37772	N/A	CHURCH	GENERAL FUND	6,500.
UNION UNITED METHODIST CHURCH 159 BEADFORD HIGHWAY TRENTON, TN 38382	N/A	CHURCH	GENERAL FUND	500.
UNION COUNTY HUMANE SOCIETY P O BOX 625 MAYNARDVILLE, TN 37807	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
UNIT SCHOLARSHIP FUND P O BOX 73338 FORT BRAGG, NC 28307	N/A	PUBLIC CHARITY	GENERAL FUND	500.
UNITED WAY OF BLOUNT COUNTY 1615 EAST BROADWAY AVENUE MARYVILLE, TN 37804	N/A	PUBLIC CHARITY	KNOX DESIGNATION	41,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNITED WAY OF GREATER KNOXVILLE 1301 HANNAH AVENUE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	204,000.
UNITED WAY OF SEVIER COUNTY P O BOX 6458 SEVIERVILLE, TN 37864	N/A	PUBLIC CHARITY	KNOX DESIGNATION	10,000.
UNIVERSITY HEALTH SYSTEM 1520 CHEROKEE TRAIL SUITE 110 KNOXVILLE, TN 37920	N/A	PUBLIC CHARITY	GENERAL FUND	500.
UNIVERSITY OF TENNESSEE (MCCLUNG) 1327 CIRCLE PARK DRIVE KNOXVILLE, TN 37996	N/A	PUBLIC CHARITY	MCCLUNG MUSEUM	1,500.
UNIVERSITY OF TENNESSEE BAKER CENTER 600 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A	EDUC INSTITUTION	BAKER CENTER BUILDING FUND	25,000.
UNIVERSITY OF TENNESSEE KAPPA DELTA BUILDING 600 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A	EDUC INSTITUTION	KAPPA DELTA BUILDING FUND	10,000.
UNIVERSITY OF TENNESSEE SIGMA PHI 600 ANDY HOLT TOWER KNOXVILLE, TN 37796	N/A	EDUC INSTITUTION	SIGMA PHI EPSILON BUILDING AND RENOVATION FUND	200,000.
VOLUNTEER MINISTRY CENTER 103 SOUTH GAY STREET KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	25,500.
WALLACE MEMORIAL BAPTIST CHURCH 701 MERCHANT'S ROAD KNOXVILLE, TN 37912	N/A	CHURCH	GENERAL FUND	500.
WASHINGTON COUNTY COMMUNITY RESIDENTIAL SERVICES 409 WEST WALNUT STREET JOHNSON CITY, TN 37604	N/A	PUBLIC CHARITY	CORE SERVICES	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE, TN 37923	N/A	EDUC INSTITUTION	SCIENCE CENTER	108,000.
WEST HIGH SCHOOL 3300 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	EDUC INSTITUTION	CHORAL DEPARTMENT	2,500.
WEST PARK BAPTIST CHURCH 8833 MIDDLEBROOK PIKE KNOXVILLE, TN 37923	N/A	CHURCH	GENERAL FUND	3,000.
WESTWOOD JUNIOR HIGH SCHOOL 505 TAYLOR STREET MANCHESTER, TN 37355	N/A	EDUC INSTITUTION	WE CARE PROGRAM	500.
WINCHESTER CHURCH OF CHRIST 1230 SOUTH COLLEGE STREET WINCHESTER, TN 37398	N/A	CHURCH	CHRISTIAN ACADEMY	8,000.
WIN OUR WORLD 544 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	7,500.
WOMENS RESOURCE & RAPE ASSISTANCE PROGRAM 62 DIRECTOR'S ROW JACKSON, TN 38305	N/A	PUBLIC CHARITY	GENERAL FUND	500.
YMCA KNOXVILLE 900 S GAY STREET KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000.
YOUNG LIFE KNOXVILLE P O BOX 647 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	500.
YOUNG LIFE OF BLOUNT COUNTY P O BOX 5284 MARYVILLE, TN 37803	N/A	PUBLIC CHARITY	SUMMER PROGRAM	10,000.
Total from continuation sheets				

58-1970851

3 Grants and Contributions Paid During the Year (Continuation)

123631 08-03-11

THE CLAYTON FAMILY FOUNDATION

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	CLAYTON BANK AND TRUST -0062 (SEE SCHEDULE)	P		
b	CLAYTON BANK AND TRUST -0062 (SEE SCHEDULE)	P		
c	CLAYTON BANK AND TRUST -0094 (SEE SCHEDULE)	P		
d	CLAYTON BANK AND TRUST -0094 (SEE SCHEDULE)	P		
e	CLAYTON BANK AND TRUST -0123 (SEE SCHEDULE)	P		
f	250 RITE AID DEB	P	10/06/06	11/18/11
g	249750 RITE AID DEB	P	10/06/06	11/18/11
h	1100 SPRINT NEXTEL CORP FONS SHS	P	10/25/06	11/11/11
i	8565 SPRINT NEXTEL CORP FONS SHS	P	10/25/06	11/11/11
j	335 SPRINT NEXTEL CORP FONS SHS	P	10/25/06	11/11/11
k	5000 SPRINT NEXTEL CORP FONS SHS	P	10/26/06	11/11/11
l	5000 SPRINT NEXTEL CORP FONS SHS	P	02/06/07	11/11/11
m	290000 1ST TENN BK MEMPHIS MTN BE	P	11/20/09	02/14/11
n	INNOVATION VALLEY PARTNERS LP (INVESTMENT PARTNER	P		
o	CAPITAL GAINS DIVIDENDS			

(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 32,657,155.		32,605,340.	51,815.
b 7,463,608.		8,127,477.	<663,869.>
c 156,230.		155,640.	590.
d 27,684.		27,363.	321.
e 529,534.		538,381.	<8,847.>
f 235.		241.	<6.>
g 239,203.		240,773.	<1,570.>
h 3,185.		19,451.	<16,266.>
i 24,838.		147,090.	<122,252.>
j 973.		5,923.	<4,950.>
k 14,525.		93,753.	<79,228.>
l 14,525.		88,808.	<74,283.>
m 290,000.		290,000.	0.
n		173,601.	<173,601.>
o 142,026.			142,026.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			51,815.
b			<663,869.>
c			590.
d			321.
e			<8,847.>
f			<6.>
g			<1,570.>
h			<16,266.>
i			<122,252.>
j			<4,950.>
k			<79,228.>
l			<74,283.>
m			0.
n			<173,601.>
o			142,026.

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	<950,120.>
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

PAYER'S name, address, etc CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		2011 SUPPLEMENTAL INFORMATION		Proceeds From Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645		RECIPIENT'S identification number 100062		

RECIPIENT'S name, address, etc
 THE CLAYTON FAMILY FOUNDATION REV TRUST
 3340 LAKE VIEW DRIVE
 KNOXVILLE, TN 37919

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Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
1/12/2011	10/25/2010	1,888.206	SALE OF ASSET FMI LARGE CAP	302933205	30,249.06	28,285.33	1,963.73	SHORT
1/12/2011	12/30/2010	677.851	SALE OF ASSET FMI LARGE CAP	302933205	10,859.17	10,574.48	284.69	SHORT
4/27/2011	2/28/2011	58.038	SALE OF ASSET FMI LARGE CAP	302933205	976.78	946.60	30.18	SHORT
5/13/2011	2/28/2011	1,243.339	SALE OF ASSET FMI LARGE CAP	302933205	21,000.00	20,278.86	721.14	SHORT
5/26/2011	9/28/2010	43,066.436	SALE OF ASSET FMI LARGE CAP	302933205	719,209.48	625,755.32	93,454.16	SHORT
5/26/2011	10/14/2010	37,537.807	SALE OF ASSET FMI LARGE CAP	302933205	626,881.38	556,310.30	70,571.08	SHORT
5/26/2011	9/27/2010	32,366.655	SALE OF ASSET FMI LARGE CAP	302933205	540,523.14	469,316.50	71,206.64	SHORT
5/26/2011	8/5/2010	20,480.311	SALE OF ASSET FMI LARGE CAP	302933205	342,021.19	294,506.88	47,514.31	SHORT
5/26/2011	10/21/2010	18,741.337	SALE OF ASSET FMI LARGE CAP	302933205	312,980.33	280,370.40	32,609.93	SHORT
5/26/2011	10/25/2010	18,354.547	SALE OF ASSET FMI LARGE CAP	302933205	306,520.93	274,951.13	31,569.80	SHORT
5/26/2011	8/2/2010	17,055.066	SALE OF ASSET FMI LARGE CAP	302933205	284,819.60	245,422.40	39,397.20	SHORT
5/26/2011	8/6/2010	15,462.690	SALE OF ASSET FMI LARGE CAP	302933205	258,226.93	221,580.35	36,646.58	SHORT
5/26/2011	2/23/2011	2,951.497	SALE OF ASSET FMI LARGE CAP	302933205	49,290.00	47,489.58	1,800.42	SHORT
5/26/2011	10/29/2010	2,778.946	SALE OF ASSET FMI LARGE CAP	302933205	46,408.40	41,017.24	5,391.16	SHORT
5/26/2011	3/1/2011	2,490.509	SALE OF ASSET FMI LARGE CAP	302933205	41,591.50	40,122.10	1,469.40	SHORT
5/26/2011	2/28/2011	771.155	SALE OF ASSET FMI LARGE CAP	302933205	12,878.29	12,577.54	300.75	SHORT
9/12/2011	7/27/2011	1,962.616	SALE OF ASSET FMI LARGE CAP	302933205	28,693.44	32,069.15	(3,375.71)	SHORT
1/12/2011	12/16/2010	4,767.091	SALE OF ASSET FAIRHOLME FUND	304871106	173,045.40	162,271.78	10,773.62	SHORT
1/12/2011	12/31/2010	346.357	SALE OF ASSET FAIRHOLME FUND	304871106	12,572.77	12,323.38	249.39	SHORT
4/27/2011	2/28/2011	38.127	SALE OF ASSET FAIRHOLME FUND	304871106	1,318.04	1,357.12	(39.08)	SHORT
4/27/2011	4/6/2011	0.099	SALE OF ASSET FAIRHOLME FUND	304871106	3.42	3.56	(0.14)	SHORT
5/13/2011	2/28/2011	570.914	SALE OF ASSET FAIRHOLME FUND	304871106	19,000.00	20,321.51	(1,321.51)	SHORT
5/26/2011	9/28/2010	23,164.558	SALE OF ASSET FAIRHOLME FUND	304871106	749,373.44	755,627.88	(6,254.44)	SHORT
5/26/2011	10/14/2010	13,962.482	SALE OF ASSET FAIRHOLME FUND	304871106	451,686.29	464,112.90	(12,426.61)	SHORT
5/26/2011	10/21/2010	11,345.978	SALE OF ASSET FAIRHOLME FUND	304871106	367,042.39	384,288.27	(17,245.88)	SHORT
5/26/2011	8/5/2010	10,140.294	SALE OF ASSET FAIRHOLME FUND	304871106	328,038.51	334,933.92	(6,895.41)	SHORT

PAYER'S name, address, etc CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		2011 SUPPLEMENTAL INFORMATION		Proceeds From: Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645		RECIPIENT'S identification number 100062		

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RECIPIENT'S name, address, etc THE CLAYTON FAMILY FOUNDATION REV TRUST 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919	
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Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
5/26/2011	8/6/2010	8,442.577	SALE OF ASSET FAIRHOLME FUND	304871106	273,117.37	279,111.60	(5,994.23)	SHORT
5/26/2011	2/23/2011	4,178.160	SALE OF ASSET FAIRHOLME FUND	304871106	135,163.48	148,281.13	(13,117.65)	SHORT
5/26/2011	10/25/2010	4,006.465	SALE OF ASSET FAIRHOLME FUND	304871106	129,609.14	136,259.88	(6,650.74)	SHORT
5/26/2011	12/16/2010	1,447.255	SALE OF ASSET FAIRHOLME FUND	304871106	46,818.70	49,264.55	(2,445.85)	SHORT
5/26/2011	3/1/2011	1,142.735	SALE OF ASSET FAIRHOLME FUND	304871106	36,967.48	40,122.10	(3,154.62)	SHORT
5/26/2011	2/28/2011	341.550	SALE OF ASSET FAIRHOLME FUND	304871106	11,049.14	12,157.37	(1,108.23)	SHORT
5/26/2011	12/16/2010	135.125	SALE OF ASSET FAIRHOLME FUND	304871106	4,371.29	4,599.66	(228.37)	SHORT
11/3/2011	8/1/2011	17,466.916	SALE OF ASSET FAIRHOLME FUND	304871106	475,100.12	543,745.12	(68,645.00)	SHORT
11/3/2011	7/27/2011	16,740.297	SALE OF ASSET FAIRHOLME FUND	304871106	455,336.08	522,129.88	(66,793.80)	SHORT
11/3/2011	8/4/2011	688.344	SALE OF ASSET FAIRHOLME FUND	304871106	18,722.96	19,803.66	(1,080.70)	SHORT
11/16/2011	8/10/2011	13,443.602	SALE OF ASSET FAIRHOLME FUND	304871106	337,837.72	345,769.44	(7,931.72)	SHORT
11/16/2011	8/4/2011	10,205.494	SALE OF ASSET FAIRHOLME FUND	304871106	256,464.06	293,612.08	(37,148.02)	SHORT
11/16/2011	8/18/2011	7,483.294	SALE OF ASSET FAIRHOLME FUND	304871106	188,055.18	194,041.83	(5,986.65)	SHORT
11/16/2011	9/1/2011	6,582.467	SALE OF ASSET FAIRHOLME FUND	304871106	165,417.40	180,096.28	(14,678.88)	SHORT
11/16/2011	9/12/2011	2,718.016	SALE OF ASSET FAIRHOLME FUND	304871106	68,303.74	69,744.29	(1,440.55)	SHORT
1/20/2011	10/13/2010	326.149	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	11,640.24	11,486.97	153.27	SHORT
4/27/2011	2/28/2011	46.410	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	1,769.16	1,730.63	38.53	SHORT
5/26/2011	10/13/2010	15,430.852	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	561,991.63	543,474.61	18,517.02	SHORT
5/26/2011	3/1/2011	2,016.576	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	73,443.70	74,512.48	(1,068.78)	SHORT
5/26/2011	2/28/2011	1,637.071	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	59,622.12	61,046.37	(1,424.25)	SHORT
5/26/2011	2/23/2011	1,245.681	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	45,367.70	45,579.48	(211.78)	SHORT
5/26/2011	4/15/2011	932.593	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	33,965.04	34,291.43	(326.39)	SHORT
5/26/2011	4/15/2011	165.585	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	6,030.61	6,088.56	(57.95)	SHORT
4/27/2011	10/29/2010	96.870	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	1,066.54	1,132.48	(65.94)	SHORT
5/3/2011	10/29/2010	109.990	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	1,213.18	1,285.86	(72.68)	SHORT
5/13/2011	10/29/2010	1,359.927	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	15,000.00	15,898.46	(898.46)	SHORT
6/29/2011	10/29/2010	5,704.840	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	62,639.14	66,693.40	(4,054.26)	SHORT

PAYER's name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		2011 SUPPLEMENTAL INFORMATION		Proceeds From Broker and Barter Exchange Transactions
PAYER's federal identification number 62-0201645		RECIPIENT's identification number 100062		

RECIPIENT's name, address, etc.
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Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
7/27/2011	9/27/2010	58,142.387	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	642,473.38	673,288.84	(30,815.46)	SHORT
7/27/2011	10/29/2010	50,939.492	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	562,881.39	595,516.77	(32,635.38)	SHORT
7/27/2011	9/28/2010	43,531.609	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	481,024.28	504,966.66	(23,942.38)	SHORT
7/27/2011	8/17/2010	18,489.513	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	204,309.12	212,629.40	(8,320.28)	SHORT
7/27/2011	10/14/2010	17,964.390	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	198,506.51	210,003.72	(11,497.21)	SHORT
7/27/2011	10/29/2010	757.449	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	8,369.81	8,854.58	(484.77)	SHORT
7/27/2011	9/30/2010	407.422	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	4,502.01	4,726.09	(224.08)	SHORT
7/27/2011	8/31/2010	133.006	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	1,469.72	1,534.88	(65.16)	SHORT
8/1/2011	5/26/2011	44,625.595	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	496,236.62	492,851.32	3,385.30	SHORT
8/1/2011	9/3/2010	40,892.027	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	454,719.34	469,031.55	(14,312.21)	SHORT
8/1/2011	8/9/2010	40,033.562	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	445,173.21	457,983.95	(12,810.74)	SHORT
8/1/2011	8/17/2010	34,610.075	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	384,864.03	398,015.86	(13,151.83)	SHORT
8/1/2011	9/1/2010	27,190.235	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	302,355.41	312,687.70	(10,332.29)	SHORT
8/1/2011	7/29/2011	1,910.944	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	21,249.70	21,211.53	38.17	SHORT
8/1/2011	5/31/2011	1,403.375	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	15,605.53	15,521.37	84.16	SHORT
8/1/2011	11/30/2010	1,001.356	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	11,135.08	11,505.58	(370.50)	SHORT
8/4/2011	5/26/2011	134,089.770	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	1,491,078.24	1,480,906.19	10,172.05	SHORT
8/10/2011	5/26/2011	133,705.693	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	1,482,796.12	1,476,664.40	6,131.72	SHORT
8/18/2011	5/26/2011	62,320.643	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	689,899.52	688,277.90	1,611.62	SHORT
9/1/2011	1/12/2011	16,020.292	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	177,024.24	173,837.44	3,186.80	SHORT
9/1/2011	12/8/2010	11,886.850	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	131,349.69	128,377.98	2,971.71	SHORT
9/1/2011	5/26/2011	10,444.697	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	115,413.90	115,352.70	61.20	SHORT
9/1/2011	1/20/2011	6,009.172	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	66,401.35	65,026.60	1,374.75	SHORT
9/1/2011	12/8/2010	5,435.237	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	60,059.37	58,700.56	1,358.81	SHORT
9/1/2011	2/23/2011	4,711.574	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	52,062.89	51,062.45	1,000.44	SHORT
9/1/2011	6/30/2011	2,117.556	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	23,398.99	23,271.96	127.03	SHORT
9/1/2011	12/31/2010	1,160.732	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	12,826.09	12,593.94	232.15	SHORT

PAYER's name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		2011 SUPPLEMENTAL INFORMATION		Proceeds From Broker and Barter Exchange Transactions
PAYER's federal identification number 62-0201645		RECIPIENT's identification number 100062		

RECIPIENT's name, address, etc.
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 3340 LAKE VIEW DRIVE
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9/1/2011	3/31/2010	1,103.612	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	12,194.91	12,007.30	187.61	SHORT
9/1/2011	4/29/2011	1,102.818	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	12,186.14	12,164.08	22.06	SHORT
9/1/2011	2/28/2011	1,035.993	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	11,447.72	11,271.60	176.12	SHORT
9/1/2011	1/31/2011	955.244	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	10,555.45	10,364.40	191.05	SHORT
9/1/2011	8/31/2011	371.103	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	4,100.69	4,085.86	14.83	SHORT
10/13/2011	9/30/2011	2.662	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	28.51	28.72	(0.21)	SHORT
11/1/2011	9/30/2011	0.005	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	0.06	0.05	0.01	SHORT
11/1/2011	10/31/2011	0.003	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	0.03	0.04	(0.01)	SHORT
4/27/2011	9/27/2010	69.725	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	740.48	758.61	(18.13)	SHORT
5/3/2011	9/27/2010	81.936	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	874.26	891.46	(17.20)	SHORT
5/13/2011	9/27/2010	1,400.561	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	15,000.00	15,238.10	(238.10)	SHORT
5/26/2011	9/27/2010	1,676.046	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	18,034.25	18,235.38	(201.13)	SHORT
6/29/2011	9/27/2010	5,382.787	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	57,595.83	58,564.72	(968.89)	SHORT
7/27/2011	9/27/2010	3,485.858	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	37,472.98	37,953.49	(480.51)	SHORT
7/28/2011	9/27/2010	54,464.514	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	586,582.82	592,546.56	(5,963.74)	SHORT
7/28/2011	9/1/2010	29,784.643	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	320,780.60	323,759.07	(2,978.47)	SHORT
7/28/2011	8/17/2010	16,018.846	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	172,522.97	173,964.67	(1,441.70)	SHORT
8/1/2011	9/3/2010	44,883.420	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	487,433.94	485,638.60	1,795.34	SHORT
8/1/2011	8/9/2010	28,228.601	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	306,562.60	304,868.89	1,693.71	SHORT
8/1/2011	8/17/2010	22,066.171	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	239,638.62	239,638.62	-	SHORT
8/1/2011	7/29/2011	1,048.990	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	11,392.03	11,360.58	31.45	SHORT
8/4/2011	8/9/2010	29,216.300	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	321,087.14	315,536.04	5,551.10	SHORT
8/4/2011	4/29/2011	1,115.453	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	12,258.83	11,879.57	379.26	SHORT
8/4/2011	5/31/2011	1,114.829	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	12,251.97	11,995.56	256.41	SHORT
8/4/2011	6/30/2011	1,091.180	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	11,992.07	11,664.67	327.40	SHORT
8/4/2011	12/31/2010	1,035.220	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	11,377.07	10,973.33	403.74	SHORT
8/4/2011	1/31/2011	1,032.957	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	11,352.20	10,928.69	423.51	SHORT

PAYER's name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		2011 SUPPLEMENTAL INFORMATION		Proceeds From: Broker and Barter Exchange Transactions
PAYER's federal identification number 62-0201645		RECIPIENT's identification number 100062		
RECIPIENT's name, address, etc. THE CLAYTON FAMILY FOUNDATION REV TRUST 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919				

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Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
8/4/2011	11/30/2010	1,005.928	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	11,055.15	10,864.01	191.14	SHORT
8/10/2011	1/12/2011	19,702.881	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	217,913.86	208,259.45	9,654.41	SHORT
8/10/2011	1/20/2011	6,499.618	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	71,885.78	68,570.97	3,314.81	SHORT
8/10/2011	12/23/2010	1,066.999	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	11,801.01	11,256.84	544.17	SHORT
8/10/2011	2/28/2011	1,035.914	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	11,457.21	10,949.61	507.60	SHORT
8/10/2011	12/23/2010	550.709	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	6,090.84	5,809.98	280.86	SHORT
8/18/2011	2/23/2011	5,201.797	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	57,479.86	54,826.94	2,652.92	SHORT
8/18/2011	3/31/2011	1,149.860	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	12,705.95	12,119.52	586.43	SHORT
9/1/2011	8/31/2011	217.786	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	2,395.65	2,386.96	8.69	SHORT
10/13/2011	9/30/2011	2.250	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	24.57	24.82	(0.25)	SHORT
11/1/2011	9/30/2011	0.004	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	0.05	0.04	0.01	SHORT
11/1/2011	10/31/2011	0.002	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	0.02	0.03	(0.01)	SHORT
3/29/2011	2/28/2011	618.761	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	74,999.99	75,340.35	(340.36)	SHORT
4/27/2011	2/28/2011	41.549	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	5,157.48	5,059.01	98.47	SHORT
5/13/2011	2/28/2011	926.089	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	113,566.22	112,760.60	805.62	SHORT
5/13/2011	3/30/2011	52.465	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	6,433.78	6,374.50	59.28	SHORT
7/5/2011	5/26/2011	1,478.516	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	180,999.99	179,831.84	1,168.15	SHORT
7/27/2011	5/26/2011	9,017.851	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	1,077,723.49	1,096,880.39	(19,156.90)	SHORT
7/28/2011	5/26/2011	9,064.773	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	1,079,886.39	1,102,547.98	(22,661.59)	SHORT
8/1/2011	5/26/2011	14,687.539	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	1,731,220.24	1,786,427.98	(55,207.74)	SHORT
8/4/2011	5/26/2011	12,210.689	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	1,342,809.41	1,485,171.65	(142,362.24)	SHORT
8/10/2011	5/26/2011	7,656.546	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	786,786.73	931,256.63	(144,469.90)	SHORT
8/10/2011	3/1/2011	1,910.538	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	196,326.91	228,958.87	(32,631.96)	SHORT
8/10/2011	3/30/2011	1,199.533	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	123,264.02	145,743.24	(22,479.22)	SHORT
8/10/2011	2/23/2011	1,131.552	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	116,278.29	135,650.44	(19,372.15)	SHORT
8/18/2011	6/30/2011	1,571.737	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	164,513.70	188,011.16	(23,497.46)	SHORT
12/2/2011	10/27/2011	2,003.518	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	229,022.09	235,733.94	(6,711.85)	SHORT

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RECIPIENT's name, address, etc. THE CLAYTON FAMILY FOUNDATION REV TRUST 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919		RECIPIENT's identification number 100062		This information has not been provided to the IRS. We are providing this information for your files.

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12/8/2011	10/27/2011	1,546.660	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	175,453.18	181,980.03	(6,526.85)	SHORT
4/27/2011	11/5/2010	17.000	SALE OF ASSET VANGUARD EMERGING MARKETS ETF	922042858	861.22	835.38	25.84	SHORT
5/26/2011	11/5/2010	224.000	SALE OF ASSET VANGUARD EMERGING MARKETS ETF	922042858	10,713.24	11,007.40	(294.16)	SHORT
6/29/2011	11/5/2010	2,201.000	SALE OF ASSET VANGUARD EMERGING MARKETS ETF	922042858	105,728.20	108,157.57	(2,429.37)	SHORT
1/12/2011	12/23/2010	1,758.950	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	56,479.88	55,336.58	1,143.30	SHORT
1/12/2011	10/29/2010	470.802	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	15,117.44	13,436.69	1,680.75	SHORT
3/29/2011	2/28/2011	745.156	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	25,000.01	24,813.70	186.31	SHORT
4/27/2011	2/28/2011	23.497	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	820.05	782.45	37.60	SHORT
5/13/2011	3/1/2011	413.176	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	14,060.39	13,506.72	553.67	SHORT
5/13/2011	2/28/2011	101.437	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	3,451.90	3,377.85	74.05	SHORT
5/13/2011	3/22/2011	14.311	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	487.00	468.70	18.30	SHORT
5/13/2011	2/4/2011	0.021	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	0.71	0.69	0.02	SHORT
5/26/2011	10/29/2010	25,506.942	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	861,624.49	727,968.12	133,656.37	SHORT
5/26/2011	2/23/2011	642.514	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	21,704.12	20,817.41	886.71	SHORT
5/26/2011	3/1/2011	638.839	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	21,580.00	20,883.65	696.35	SHORT
6/29/2011	10/29/2010	1,081.744	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	36,151.89	30,872.97	5,278.92	SHORT
12/21/2011	7/27/2011	319.964	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	9,710.92	10,472.42	(761.50)	SHORT
1/12/2011	12/15/2010	4,928.390	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	84,222.59	79,741.35	4,481.24	SHORT
1/12/2011	10/29/2010	131.110	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	2,240.57	2,120.12	120.45	SHORT
4/27/2011	2/28/2011	44.058	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	822.57	762.19	60.38	SHORT
5/13/2011	2/28/2011	1,038.819	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	19,000.00	17,971.24	1,028.76	SHORT
5/26/2011	10/25/2010	47,611.243	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	870,333.52	763,208.21	107,125.31	SHORT
5/26/2011	10/29/2010	37,544.393	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	686,311.50	607,114.17	79,197.33	SHORT
5/26/2011	9/28/2010	27,583.567	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	504,227.60	421,476.90	82,750.70	SHORT
5/26/2011	10/19/2010	25,054.228	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	457,991.29	391,096.50	66,894.79	SHORT
5/26/2011	9/27/2010	8,861.804	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	161,993.79	134,621.05	27,372.74	SHORT
5/26/2011	2/23/2011	3,458.376	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	63,219.11	58,703.49	4,515.62	SHORT

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PAYER's federal identification number 62-0201645		RECIPIENT's identification number 100062		

RECIPIENT's name, address, etc
 THE CLAYTON FAMILY FOUNDATION REV TRUST
 3340 LAKE VIEW DRIVE
 KNOXVILLE, TN 37919

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5/26/2011	3/1/2011	2,012.628	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	36,790.84	34,390.37	2,400.47	SHORT
5/26/2011	2/28/2011	593.859	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	10,855.74	10,273.57	582.17	SHORT
6/13/2011	9/27/2010	1,057.068	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	18,180.57	16,058.09	2,122.48	SHORT
6/29/2011	9/27/2010	394.963	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	7,061.93	5,999.94	1,061.99	SHORT
9/12/2011	7/27/2011	2,038.023	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	31,181.76	35,767.30	(4,585.54)	SHORT
11/25/2011	7/27/2011	8,380.391	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	126,376.29	147,075.86	(20,699.57)	SHORT
12/2/2011	7/27/2011	3,085.300	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	51,000.00	54,147.01	(3,147.01)	SHORT
12/8/2011	7/27/2011	4,317.252	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	70,069.01	75,767.77	(5,698.76)	SHORT
12/16/2011	7/27/2011	1,605.360	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	25,285.71	28,174.07	(2,888.36)	SHORT
12/21/2011	7/27/2011	332.776	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GRO	74160Q202	5,314.43	5,840.22	(525.79)	SHORT
1,739,806.902					32,657,154.65	32,605,340.16	51,814.49	
Short-Term Total								
11/25/2011	9/17/2010	11,472.171	SALE OF ASSET FMI LARGE CAP	302933205	164,625.65	164,166.77	458.88	LONG
11/25/2011	8/6/2010	1,663.786	SALE OF ASSET FMI LARGE CAP	302933205	23,875.33	23,842.05	33.28	LONG
12/2/2011	9/17/2010	3,282.994	SALE OF ASSET FMI LARGE CAP	302933205	50,000.00	46,979.64	3,020.36	LONG
12/8/2011	9/17/2010	1,870.948	SALE OF ASSET FMI LARGE CAP	302933205	28,419.70	26,773.27	1,646.43	LONG
12/16/2011	9/17/2010	2,348.740	SALE OF ASSET FMI LARGE CAP	302933205	35,184.12	33,610.47	1,573.65	LONG
12/21/2011	9/17/2010	338.479	SALE OF ASSET FMI LARGE CAP	302933205	5,155.04	4,843.63	311.41	LONG
5/26/2011	5/17/2010	5,987.094	SALE OF ASSET FAIRHOLME FUND	304871106	193,682.49	200,447.92	(6,765.43)	LONG
10/26/2011	9/17/2010	19,725.758	SALE OF ASSET FAIRHOLME FUND	304871106	535,751.59	639,311.80	(103,560.21)	LONG
10/26/2011	9/16/2010	19,622.832	SALE OF ASSET FAIRHOLME FUND	304871106	532,956.12	639,311.81	(106,355.69)	LONG
10/26/2011	9/27/2010	13,081.888	SALE OF ASSET FAIRHOLME FUND	304871106	355,304.08	426,207.91	(70,903.83)	LONG
10/26/2011	5/28/2010	7,759.156	SALE OF ASSET FAIRHOLME FUND	304871106	210,738.68	250,000.00	(39,261.32)	LONG
10/26/2011	9/3/2010	6,618.511	SALE OF ASSET FAIRHOLME FUND	304871106	179,758.76	214,572.13	(34,813.37)	LONG
10/26/2011	8/13/2010	4,762.099	SALE OF ASSET FAIRHOLME FUND	304871106	129,338.59	151,625.24	(22,286.65)	LONG
10/26/2011	9/28/2010	2,967.133	SALE OF ASSET FAIRHOLME FUND	304871106	80,587.33	96,787.88	(16,200.55)	LONG

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10/26/2011	6/21/2010	1,261.543	SALE OF ASSET FAIRHOLME FUND	304871106	34,263.51	40,331.52	(6,068.01)	LONG
11/3/2011	8/13/2010	2,250.755	SALE OF ASSET FAIRHOLME FUND	304871106	61,220.54	71,664.04	(10,443.50)	LONG
11/3/2011	5/25/2010	2,230.259	SALE OF ASSET FAIRHOLME FUND	304871106	60,663.04	70,409.29	(9,746.25)	LONG
12/16/2011	10/13/2010	2,494.801	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	71,925.12	87,866.89	(15,941.77)	LONG
12/21/2011	10/13/2010	550.407	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	16,099.40	19,385.33	(3,285.93)	LONG
8/4/2011	5/28/2010	30,004.029	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	329,744.25	317,142.59	12,601.66	LONG
8/4/2011	7/30/2010	362.763	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	3,986.77	3,910.57	76.20	LONG
8/4/2011	6/30/2010	362.583	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	3,984.79	3,883.27	101.52	LONG
8/4/2011	5/28/2010	259.975	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	2,857.13	2,747.94	109.19	LONG
8/10/2011	5/5/2010	32,932.836	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	364,237.16	347,112.09	17,125.07	LONG
8/10/2011	5/28/2010	2,589.427	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	28,639.06	27,370.24	1,268.82	LONG
8/18/2011	3/4/2010	17,374.869	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	191,992.28	182,262.39	9,729.89	LONG
8/18/2011	5/5/2010	14,505.494	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	160,285.71	152,887.91	7,397.80	LONG
8/18/2011	4/30/2010	121.065	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	1,337.77	1,272.39	65.38	LONG
8/24/2011	3/4/2010	1,217.623	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	13,296.44	12,772.87	523.57	LONG
9/1/2011	4/5/2010	23,168.631	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	254,854.94	240,027.01	14,827.93	LONG
9/1/2011	3/4/2010	2,401.982	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	26,421.80	25,196.79	1,225.01	LONG
9/1/2011	3/31/2010	57.170	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	628.87	596.28	32.59	LONG
1/12/2011	1/22/2008	1,086.226	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	127,816.24	130,151.61	(2,335.37)	LONG
8/10/2011	1/22/2008	1,798.527	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	184,816.64	215,499.53	(30,682.89)	LONG
8/18/2011	8/31/2006	2,491.391	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	260,773.79	297,870.72	(37,096.93)	LONG
8/18/2011	1/22/2008	2,146.245	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	224,647.45	257,163.10	(32,515.65)	LONG
9/1/2011	8/31/2006	5,833.368	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	645,228.77	697,437.50	(52,208.73)	LONG
9/8/2011	8/31/2006	1,284.993	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	140,000.00	153,633.77	(13,633.77)	LONG
9/12/2011	8/31/2006	2,134.454	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	227,938.35	255,195.32	(27,256.97)	LONG
10/13/2011	8/31/2006	529.417	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	58,347.13	63,297.10	(4,949.97)	LONG
11/25/2011	8/31/2006	1,509.429	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	160,558.01	180,467.33	(19,909.32)	LONG

2011 SUPPLEMENTAL INFORMATION		Proceeds From Broker and Barter Exchange Transactions
PAYER's name, address, etc CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		
PAYER's federal identification number 62-0201645	RECIPIENT's identification number	RECIPIENT's name, address, etc THE CLAYTON FAMILY FOUNDATION REV TRUST 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919
100062		This information has not been provided to the IRS We are providing this information for your files

Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
12/2/2011	8/31/2006	1,272 150	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	145,419.46	152,098.26	(6,678.80)	LONG
12/8/2011	7/31/2006	938 606	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	106,475.48	109,619.79	(3,144.31)	LONG
12/8/2011	6/26/2008	828 845	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	94,024.19	97,182.03	(3,157.84)	LONG
12/16/2011	7/31/2006	3,761 973	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	421,867.66	439,360.81	(17,493.15)	LONG
12/21/2011	7/31/2006	369.099	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUN	922040100	42,221.20	43,107.07	(885.87)	LONG
12/21/2011	11/5/2010	378 000	SALE OF ASSET VANGUARD EMERGING MARKETS ETF	922042858	14,360.22	18,574.99	(4,214.77)	LONG
3/29/2011	10/31/2007	1,146 789	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	25,000.00	25,424.31	(424.31)	LONG
4/27/2011	10/31/2007	30 461	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	686.90	675.32	11.58	LONG
5/13/2011	10/31/2007	672 947	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	15,000.00	14,919.23	80.77	LONG
5/26/2011	10/31/2007	4,689 090	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	104,097.80	103,957.13	140.67	LONG
7/27/2011	10/31/2007	4,646 892	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	99,536.40	103,031.42	(3,495.02)	LONG
9/1/2011	10/31/2007	9,405 763	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	183,036.15	208,523.76	(25,487.61)	LONG
9/12/2011	10/31/2007	1,215 416	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	22,801.21	26,945.51	(4,144.30)	LONG
12/21/2011	10/31/2007	361 824	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	7,138.79	8,021.56	(882.77)	LONG
		284,179.706			Long-Term Total	7,463,607.90	8,127,477.10	(663,869.20)

2011 Transaction Totals	40,120,762.55 40,732,817.26 (612,054.71)
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PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		2011 PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS	
PAYER'S federal identification number 62-0201645		RECIPIENT'S identification number 100094	SUPPLEMENTAL INFORMATION
RECIPIENT'S name, address, etc. CFF HORATIO ALGER SCHOLARSHIP ENDOWMENT 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919			

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Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
5/26/2011	9/28/2010	219.408	SALE OF ASSET FMI LARGE CAP	302933205	3,664.11	3,188.00	476.11	SHORT
5/26/2011	9/16/2010	167.202	SALE OF ASSET FMI LARGE CAP	302933205	2,792.27	2,390.99	401.28	SHORT
5/26/2011	9/17/2010	167.086	SALE OF ASSET FMI LARGE CAP	302933205	2,790.34	2,391.00	399.34	SHORT
5/26/2011	9/27/2010	164.896	SALE OF ASSET FMI LARGE CAP	302933205	2,753.76	2,390.99	362.77	SHORT
5/26/2011	10/14/2010	101.205	SALE OF ASSET FMI LARGE CAP	302933205	1,690.12	1,499.86	190.26	SHORT
5/26/2011	8/5/2010	97.831	SALE OF ASSET FMI LARGE CAP	302933205	1,633.78	1,406.81	226.97	SHORT
5/26/2011	8/6/2010	81.810	SALE OF ASSET FMI LARGE CAP	302933205	1,366.23	1,172.34	193.89	SHORT
5/26/2011	8/2/2010	81.469	SALE OF ASSET FMI LARGE CAP	302933205	1,360.53	1,172.34	188.19	SHORT
5/26/2011	8/13/2010	67.376	SALE OF ASSET FMI LARGE CAP	302933205	1,125.18	937.87	187.31	SHORT
9/12/2011	10/14/2010	10.338	SALE OF ASSET FMI LARGE CAP	302933205	151.14	153.21	(2.07)	SHORT
1/12/2011	5/17/2010	62.927	SALE OF ASSET FAIRHOLME FUND	304871106	2,284.25	2,106.79	177.46	SHORT
10/26/2011	12/17/2010	225.280	SALE OF ASSET FAIRHOLME FUND	304871106	6,118.61	7,740.61	(1,622.00)	SHORT
10/26/2011	10/29/2010	48.892	SALE OF ASSET FAIRHOLME FUND	304871106	1,327.91	1,663.11	(335.20)	SHORT
10/26/2011	12/16/2010	33.393	SALE OF ASSET FAIRHOLME FUND	304871106	906.95	1,136.71	(229.76)	SHORT
10/26/2011	7/27/2011	25.124	SALE OF ASSET FAIRHOLME FUND	304871106	682.37	783.62	(101.25)	SHORT
10/26/2011	1/20/2011	9.802	SALE OF ASSET FAIRHOLME FUND	304871106	266.22	350.09	(83.87)	SHORT
10/26/2011	12/16/2010	6.186	SALE OF ASSET FAIRHOLME FUND	304871106	168.01	210.57	(42.56)	SHORT
10/26/2011	12/31/2010	1.983	SALE OF ASSET FAIRHOLME FUND	304871106	53.86	70.57	(16.71)	SHORT
11/3/2011	8/1/2011	110.393	SALE OF ASSET FAIRHOLME FUND	304871106	3,002.69	3,436.52	(433.83)	SHORT
11/3/2011	7/27/2011	89.813	SALE OF ASSET FAIRHOLME FUND	304871106	2,442.91	2,801.26	(358.35)	SHORT
11/3/2011	8/4/2011	39.012	SALE OF ASSET FAIRHOLME FUND	304871106	1,061.12	1,122.38	(61.26)	SHORT
11/16/2011	8/10/2011	93.124	SALE OF ASSET FAIRHOLME FUND	304871106	2,340.21	2,395.16	(54.95)	SHORT
11/16/2011	8/18/2011	50.256	SALE OF ASSET FAIRHOLME FUND	304871106	1,262.93	1,303.13	(40.20)	SHORT

PAYER's name, address, etc.

CLAYTON BANK AND TRUST
620 MARKET STREET SUITE 102
KNOXVILLE, TN 37902
865-544-1100

PAYER's federal identification number

62-0201645

RECIPIENT'S identification number

RECIPIENT's name, address, etc.

CFF HORATIO ALGER SCHOLARSHIP ENDOWMENT

3340 LAKE VIEW DRIVE

KNOXVILLE, TN 37919

100094

2011

SUPPLEMENTAL
INFORMATION

Proceeds from
Broker and
Barter Exchange
Transactions

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Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
11/16/2011	9/1/2011	45.766	SALE OF ASSET FAIRHOLME FUND	304871106	1,150.10	1,252.16	(102.06)	SHORT
11/16/2011	8/4/2011	39.151	SALE OF ASSET FAIRHOLME FUND	304871106	983.86	1,126.37	(142.51)	SHORT
11/16/2011	9/12/2011	17.337	SALE OF ASSET FAIRHOLME FUND	304871106	435.68	444.86	(9.18)	SHORT
5/26/2011	8/3/2010	106.468	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	3,877.58	3,498.53	379.05	SHORT
7/27/2011	9/27/2010	264.865	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	2,926.76	3,067.14	(140.38)	SHORT
7/27/2011	9/3/2010	212.615	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	2,349.40	2,438.69	(89.29)	SHORT
7/27/2011	9/1/2010	141.373	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	1,562.17	1,625.79	(63.62)	SHORT
7/27/2011	8/17/2010	118.544	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	1,309.91	1,363.26	(53.35)	SHORT
7/27/2011	8/9/2010	89.375	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	987.59	1,022.45	(34.86)	SHORT
7/27/2011	9/28/2010	2.435	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	26.91	28.25	(1.34)	SHORT
7/27/2011	8/31/2010	0.297	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	3.28	3.43	(0.15)	SHORT
8/1/2011	12/17/2010	476.150	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	5,294.78	5,132.90	161.88	SHORT
8/1/2011	10/29/2010	262.754	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	2,921.82	3,071.77	(149.95)	SHORT
8/1/2011	9/28/2010	195.871	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	2,178.09	2,272.10	(94.01)	SHORT
8/1/2011	10/14/2010	103.456	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	1,150.43	1,209.40	(58.97)	SHORT
8/1/2011	12/8/2010	47.969	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	533.42	518.07	15.35	SHORT
8/1/2011	12/8/2010	21.934	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	243.91	236.89	7.02	SHORT
8/1/2011	11/30/2010	4.041	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	44.94	46.43	(1.49)	SHORT
8/1/2011	10/29/2010	3.000	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	33.36	35.07	(1.71)	SHORT
8/1/2011	9/30/2010	1.404	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	15.61	16.29	(0.68)	SHORT
8/4/2011	5/26/2011	556.382	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	6,186.97	6,144.76	42.21	SHORT
8/4/2011	12/17/2010	91.761	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	1,020.38	989.18	31.20	SHORT
8/4/2011	1/20/2011	32.993	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	366.88	357.02	9.86	SHORT
8/4/2011	1/12/2011	28.760	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	319.81	312.08	7.73	SHORT

2011		Proceeds From Broker and Barter Exchange Transactions
SUPPLEMENTAL INFORMATION		
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PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100 RECIPIENT'S name, address, etc. 100094 CFF HORATIO ALGER SCHOLARSHIP ENDOWMENT 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919		
PAYER'S federal identification number 62-0201645	RECIPIENT'S identification number	

Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
8/4/2011	3/31/2011	6.009	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	66.82	65.38	1.44	SHORT
8/4/2011	4/29/2011	6.006	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	66.79	66.25	0.54	SHORT
8/4/2011	2/28/2011	5.642	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	62.74	61.38	1.36	SHORT
8/4/2011	12/31/2010	5.467	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	60.79	59.31	1.48	SHORT
8/4/2011	1/31/2011	5.265	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	58.55	57.13	1.42	SHORT
8/4/2011	2/9/2011	0.001	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	0.01	0.01	-	SHORT
8/10/2011	5/26/2011	730.175	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	8,097.65	8,064.15	33.50	SHORT
8/18/2011	5/26/2011	408.657	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	4,523.83	4,513.27	10.56	SHORT
9/1/2011	5/26/2011	376.849	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	4,164.18	4,161.97	2.21	SHORT
9/1/2011	6/30/2011	11.486	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	126.92	126.24	0.68	SHORT
9/1/2011	7/29/2011	10.477	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	115.77	116.29	(0.52)	SHORT
9/1/2011	5/31/2011	7.636	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	84.38	84.46	(0.08)	SHORT
9/1/2011	8/31/2011	2.298	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	25.39	25.30	0.09	SHORT
10/4/2011	9/30/2011	0.017	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	0.18	0.18	-	SHORT
5/26/2011	9/3/2010	14.321	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	154.09	154.95	(0.86)	SHORT
5/26/2011	10/29/2010	7.845	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	84.42	85.43	(1.01)	SHORT
5/26/2011	8/17/2010	2.070	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	22.27	22.48	(0.21)	SHORT
7/27/2011	9/3/2010	271.269	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	2,916.15	2,935.13	(18.98)	SHORT
7/27/2011	8/9/2010	268.709	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	2,888.62	2,902.06	(13.44)	SHORT
7/27/2011	11/30/2010	4.073	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	43.78	43.99	(0.21)	SHORT
8/1/2011	12/17/2010	481.253	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	5,226.41	5,106.09	120.32	SHORT
8/1/2011	8/9/2010	27.336	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	296.87	295.23	1.64	SHORT
8/1/2011	5/31/2011	6.071	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	65.93	65.33	0.60	SHORT
8/1/2011	4/29/2011	6.069	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	65.91	64.64	1.27	SHORT

2011		Proceeds From Broker and Barter Exchange Transactions
SUPPLEMENTAL INFORMATION		
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CFF HORATIO ALGER SCHOLARSHIP ENDOWMENT		
3340 LAKE VIEW DRIVE		
KNOXVILLE, TN 37919		

Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
8/1/2011	6/30/2011	5.921	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	64.30	63.29	1.01	SHORT
8/1/2011	7/29/2011	5.721	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	62.13	61.96	0.17	SHORT
8/4/2011	12/17/2010	75.487	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	829.60	800.92	28.68	SHORT
8/4/2011	1/12/2011	41.588	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	457.05	439.58	17.47	SHORT
8/4/2011	1/20/2011	35.762	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	393.02	377.29	15.73	SHORT
8/4/2011	3/31/2011	6.256	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	68.75	65.94	2.81	SHORT
8/4/2011	12/23/2010	6.081	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	66.83	64.15	2.68	SHORT
8/4/2011	1/31/2011	5.694	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	62.58	60.24	2.34	SHORT
8/4/2011	2/28/2011	5.636	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	61.94	59.57	2.37	SHORT
8/4/2011	12/31/2010	4.875	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	53.58	51.67	1.91	SHORT
8/4/2011	12/23/2010	3.138	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	34.49	33.11	1.38	SHORT
9/1/2011	8/31/2011	1.235	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	13.58	13.54	0.04	SHORT
10/4/2011	9/30/2011	0.013	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	0.14	0.15	(0.01)	SHORT
7/27/2011	5/26/2011	31.901	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FI	922040100	3,812.46	3,880.12	(67.66)	SHORT
8/1/2011	5/26/2011	38.029	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FI	922040100	4,482.44	4,625.47	(143.03)	SHORT
8/4/2011	5/26/2011	24.737	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FI	922040100	2,720.38	3,008.76	(288.38)	SHORT
8/10/2011	5/26/2011	68.070	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FI	922040100	6,994.86	8,279.36	(1,284.50)	SHORT
8/18/2011	5/26/2011	31.181	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FI	922040100	3,263.75	3,792.54	(528.79)	SHORT
9/1/2011	5/26/2011	31.705	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FI	922040100	3,506.92	3,856.28	(349.36)	SHORT
9/12/2011	5/26/2011	14.489	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FI	922040100	1,547.25	1,762.30	(215.05)	SHORT
1/12/2011	6/1/2010	0.231	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNA	922908421	7.43	5.92	1.51	SHORT
5/26/2011	6/1/2010	151.955	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNA	922908421	5,133.02	3,896.13	1,236.89	SHORT
5/26/2011	12/17/2010	33.286	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	738.94	680.03	58.91	SHORT
5/26/2011	1/12/2011	5.583	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	123.94	116.01	7.93	SHORT

2011		Proceeds From Broker and Barter Exchange Transactions
SUPPLEMENTAL INFORMATION		
PAYER'S name, address, etc CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		
PAYER'S federal identification number 62-0201645	RECIPIENT'S identification number 100094	
RECIPIENT'S name, address, etc CFF HORATIO ALGER SCHOLARSHIP ENDOWMENT 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919		

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Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
5/26/2011	3/22/2011	0.156	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	3.48	3.33	0.15	SHORT
9/12/2011	7/27/2011	4.060	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	76.16	86.97	(10.81)	SHORT
9/12/2011	8/1/2011	3.479	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	65.27	73.34	(8.07)	SHORT
1/12/2011	8/2/2010	1.353	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		23.12	19.85	3.27	SHORT
5/26/2011	8/5/2010	172.407	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		3,151.60	2,543.00	608.60	SHORT
5/26/2011	8/6/2010	115.250	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		2,106.77	1,695.33	411.44	SHORT
5/26/2011	9/27/2010	100.107	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		1,829.96	1,520.63	309.33	SHORT
5/26/2011	9/28/2010	99.518	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		1,819.19	1,520.64	298.55	SHORT
5/26/2011	8/2/2010	85.320	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		1,559.65	1,251.65	308.00	SHORT
5/26/2011	8/13/2010	84.706	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		1,548.43	1,186.73	361.70	SHORT
5/26/2011	10/19/2010	60.184	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		1,100.15	939.47	160.68	SHORT
5/26/2011	9/16/2010	52.219	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		954.56	760.31	194.25	SHORT
5/26/2011	9/17/2010	51.303	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		937.82	760.32	177.50	SHORT
9/12/2011	10/19/2010	10.919	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GR: 74160Q202		167.06	170.45	(3.39)	SHORT
8,954.063					156,230.19	155,639.82	590.37	
					Short-Term Total			
5/26/2011	5/25/2010	429.439	SALE OF ASSET FAIRHOLME FUND	304871106	13,892.35	13,557.40	334.95	LONG
5/26/2011	5/17/2010	21.390	SALE OF ASSET FAIRHOLME FUND	304871106	691.95	716.14	(24.19)	LONG
10/26/2011	5/25/2010	109.827	SALE OF ASSET FAIRHOLME FUND	304871106	2,982.90	3,467.24	(484.34)	LONG
8/1/2011	7/30/2010	2.653	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	28.81	28.60	0.21	LONG
8/1/2011	6/30/2010	2.652	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	28.80	28.40	0.40	LONG
8/4/2011	3/4/2010	128.472	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	1,411.90	1,347.67	64.23	LONG
8/4/2011	5/5/2010	41.058	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	451.23	432.75	18.48	LONG

PAYER'S name, address, etc CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		2011		Proceeds From Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645		SUPPLEMENTAL INFORMATION		

RECIPIENT'S name, address, etc CFF HORATIO ALGER SCHOLARSHIP ENDOWMENT 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919		RECIPIENT'S identification number 100094	<i>This information has not been provided to the IRS. We are providing this information for your files.</i>
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Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
8/4/2011	5/28/2010	2.787	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	30.63	29.46	1.17	LONG
8/4/2011	4/30/2010	2.595	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	28.52	27.28	1.24	LONG
8/10/2011	3/4/2010	366.033	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	4,048.33	3,839.69	208.64	LONG
8/18/2011	3/4/2010	218.062	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	2,409.59	2,287.47	122.12	LONG
9/1/2011	3/4/2010	150.284	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	1,653.13	1,576.48	76.65	LONG
9/1/2011	3/31/2010	2.350	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	25.85	24.51	1.34	LONG
		1,477.602		Long-Term Total	27,683.99	27,363.09	320.90	
2011 Transaction Totals					183,914.18	183,002.91	911.27	

2011		Proceeds From Broker and Barter Exchange Transactions
SUPPLEMENTAL INFORMATION		
<i>This information has not been provided to the IRS. We are providing this information for your files.</i>		
PAYER'S name, address, etc CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		
PAYER'S federal identification number 62-0201645		RECIPIENT'S identification number 100123
RECIPIENT'S name, address, etc CLAYTON FAMILY FOUNDATION REV TRUST (INC ADV) 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919		

Trade Date	Acq Date	Units	Description	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
9/12/2011	7/27/2011	203.000	SALE OF ASSET iSHARES S&P GLOBAL TELECOM SECTOR IND	464287275	10,957.91	12,080.62	(1,122.71)	SHORT
12/2/2011	7/27/2011	339.000	SALE OF ASSET iSHARES S&P GLOBAL TELECOM SECTOR IND	464287275	19,163.36	20,174.03	(1,010.67)	SHORT
12/8/2011	7/27/2011	541.000	SALE OF ASSET iSHARES S&P GLOBAL TELECOM SECTOR IND	464287275	30,258.25	32,195.14	(1,936.89)	SHORT
12/14/2011	7/27/2011	147.000	SALE OF ASSET iSHARES S&P GLOBAL TELECOM SECTOR IND	464287275	8,133.42	8,748.03	(614.61)	SHORT
9/12/2011	7/27/2011	73.000	SALE OF ASSET iSHARES S&P GLOBAL HEALTHCARE SECTOR	464287325	3,750.01	4,179.31	(429.30)	SHORT
11/25/2011	7/27/2011	132.000	SALE OF ASSET iSHARES S&P GLOBAL HEALTHCARE SECTOR	464287325	6,755.58	7,557.10	(801.52)	SHORT
12/2/2011	7/27/2011	336.000	SALE OF ASSET iSHARES S&P GLOBAL HEALTHCARE SECTOR	464287325	18,210.36	19,236.26	(1,025.90)	SHORT
12/8/2011	7/27/2011	360.000	SALE OF ASSET iSHARES S&P GLOBAL HEALTHCARE SECTOR	464287325	19,540.67	20,610.28	(1,069.61)	SHORT
12/14/2011	7/27/2011	172.000	SALE OF ASSET iSHARES S&P GLOBAL HEALTHCARE SECTOR	464287325	9,301.06	9,847.13	(546.07)	SHORT
9/12/2011	7/27/2011	1,394.000	SALE OF ASSET CONSUMER STAPLES SELECT SECTOR SPDR F	81369Y308	41,646.70	43,366.36	(1,719.66)	SHORT
11/25/2011	7/27/2011	896.000	SALE OF ASSET CONSUMER STAPLES SELECT SECTOR SPDR F	81369Y308	27,226.92	27,873.93	(647.01)	SHORT
12/2/2011	7/27/2011	503.000	SALE OF ASSET CONSUMER STAPLES SELECT SECTOR SPDR F	81369Y308	15,957.79	15,647.98	309.81	SHORT
12/8/2011	7/27/2011	774.000	SALE OF ASSET CONSUMER STAPLES SELECT SECTOR SPDR F	81369Y308	24,505.00	24,078.60	426.40	SHORT
12/14/2011	7/27/2011	683.000	SALE OF ASSET CONSUMER STAPLES SELECT SECTOR SPDR F	81369Y308	21,542.18	21,247.65	294.53	SHORT
9/12/2011	7/27/2011	2,231.000	SALE OF ASSET UTILITIES SELECT SECTOR SPDR FUND	81369Y886	73,391.10	75,273.69	(1,882.59)	SHORT
11/25/2011	7/27/2011	1,975.000	SALE OF ASSET UTILITIES SELECT SECTOR SPDR FUND	81369Y886	66,039.18	66,636.28	(597.10)	SHORT
12/2/2011	7/27/2011	1,342.000	SALE OF ASSET UTILITIES SELECT SECTOR SPDR FUND	81369Y886	46,664.80	45,278.93	1,385.87	SHORT
12/8/2011	7/27/2011	737.000	SALE OF ASSET UTILITIES SELECT SECTOR SPDR FUND	81369Y886	25,456.12	24,866.30	589.82	SHORT
12/14/2011	7/27/2011	1,763.000	SALE OF ASSET UTILITIES SELECT SECTOR SPDR FUND	81369Y886	61,033.18	59,483.42	1,549.76	SHORT
					14,601.000			
					529,533.59	538,381.04	(8,847.45)	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CLAYTON BANK & TRUST - 0055006523	886.
CLAYTON BANK & TRUST - 100123	3.
CLAYTON BANK AND TRUST - 100062	67.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	956.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CLATYON BANK AND TRUST - 0057	1,414.	0.	1,414.
CLATYON BANK AND TRUST - 0062	1,862,122.	141,124.	1,720,998.
CLATYON BANK AND TRUST - 0123	144,862.	0.	144,862.
CLAYTON BANK & TRUST-0094	11,735.	902.	10,833.
FIFTH THIRD BANK (RADIO SYS)	59,611.	0.	59,611.
HEIGHTS FINANCE CORPORATION	203,836.	0.	203,836.
INNOVATION VALLEY PARTNERS (INVESTMENT PARTNERSHIP)	8,411.	0.	8,411.
NATIONAL FINANCIAL SERVICES (FIDELITY)-2380	8,641.	0.	8,641.
NATIONAL FINANCIAL SERVICES (FIDELITY)-2380	208,103.	0.	208,103.
NATIONAL FINANCIAL SERVICES MARKET DISCOUNT INCOME(FID)-2380	42,676.	0.	42,676.
TOTAL TO FM 990-PF, PART I, LN 4	2,551,411.	142,026.	2,409,385.

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	12,600.	3,900.		0.
TO FORM 990-PF, PG 1, LN 16B	12,600.	3,900.		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	
INVESTMENT MANAGEMENT FEES	164,963.	164,963.		0.	
TO FORM 990-PF, PG 1, LN 16C	164,963.	164,963.		0.	

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	57,508.	57,508.		0.	
STATE TAXES -K-1	314.	314.		0.	
TO FORM 990-PF, PG 1, LN 18	57,822.	57,822.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL REPORT FEE	20.	0.		0.	
DUES AND SUBSCRIPTIONS	1,352.	0.		0.	
BANK,WIRE FEES; PORTFOLIO AMORTIZATON	2,202.	2,202.		0.	
OFFICE SUPPLIES	280.	30.		0.	
TO FORM 990-PF, PG 1, LN 23	3,854.	2,232.		0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BB & T	510,638.	339,795.	
COUNTRYWIDE CAP V GTD CAP SEC	1,250,424.	1,338,480.	
CBT TRUST - 100062	65,138,658.	66,808,528.	
CBT HORATIO ALGER TRUST - 100094	529,628.	528,880.	
CBT TRUST - 100123	7,249,804.	7,660,079.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	74,679,152.	76,675,762.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
HEIGHTS FINANCE DEBENTURES	3,000,000.	3,000,000.	
DONNELLEY RR & SONS DEB-7AG6	437,500.	364,935.	
DONNELLEY RR & SONS DEB-7AR2	441,875.	483,750.	
HERTZ CORP SR/NT	112,875.	126,704.	
EAST TROPICANA LLC BONDS	89,000.	0.	
RADIO SYSTEMS CORP COMMERCIAL PAPER	927,500.	927,500.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,008,750.	4,902,889.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INNOVATION VALLEY PARTNERS LP (INVESTMENT PARTNERSHIP)	COST	1,033,231.	1,033,231.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,033,231.	1,033,231.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 10

EXPLANATION

FOUNDATION HAS ADVISORY PRIVILEGES IN CONNECTION WITH \$780,000 DISTRIBUTION TO FIDELITY CHARITABLE THAT WAS TREATED AS A QUALIFYING DISTRIBUTION WHICH WILL BE USED TO SUPPORT OTHER QUALIFIED 501(C)(3) ORGANIZATIONS OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES L CLAYTON 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902	DIR/PRES 1.00	0.	0.	0.
JANICE K CLAYTON 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902	DIR/VP 3.00	0.	0.	0.
JEANNE C CAMPBELL 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902	DIR/SEC/TREAS 20.00	54,315.	0.	0.
KEVIN T CLAYTON P O BOX 9790 MARYVILLE, TN 37802	DIR 0.25	0.	0.	0.
B JOE CLAYTON 9715 PARKSIDE DRIVE KNOXVILLE, TN 37922	DIR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		54,315.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JEANNE C CAMPBELL
620 MARKET STREET SUITE 102
KNOXVILLE, TN 37902

TELEPHONE NUMBER

865-522-2930

FORM AND CONTENT OF APPLICATIONS

APPLICATION ON WEBSITE. NO SPECIFIC FORM REQUIRED. IRS DETERMINATION LETTER
IS REQUIRED.

ANY SUBMISSION DEADLINES

NONE. GENERAL RESPONSE TIME IS 90 DAYS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS RESTRICTED TO QUALIFIED 501(C)(3) ORGANIZATIONS AND PUBLIC AGENCIES.

2011 FORM 990-PF

PAGE 5, PART VII-B, LINE 1 (a)(3)

ACTIVITIES WITH DISQUALIFIED PERSONS

JAMES L. CLAYTON AND CLAYTON BANK AND TRUST, "DISQUALIFIED PERSONS" WITHIN THE MEANING OF IRC §4946(a), PROVIDED GOODS, SERVICES, AND FACILITIES TO THE FOUNDATION WITHOUT CHARGE.

IN ADDITION, CLAYTON BANK AND TRUST CHARGED A FEE IN THE AMOUNT OF \$128,345 FOR TRUST AND INVESTMENT MANAGEMENT SERVICES PROVIDED TO THE FOUNDATION. THE FEE RATE IS LESS THAN OR EQUAL TO THE RATES CHARGED ALL TRUST DEPARTMENT CUSTOMERS. PROVISION OF AND PAYMENT FOR THESE SERVICES ARE PURSUANT TO P.L.R. DATED NOVEMBER 21, 2005

PAGE 5, PART VII-B, LINE 1 (a)(4)

THE ORGANIZATION PAID CLAYTON BANK AND TRUST \$54,315 TO REIMBURSE SALARY AND RELATED COMPENSATION EXPENSES FOR TIME SPENT ON ORGANIZATION MATTERS BY JEANNE CAMPBELL, A "DISQUALIFIED PERSON" WITHIN THE MEANING OF IRC §4946(a). MS. CAMPBELL PERFORMED PERSONAL SERVICES FOR THE ORGANIZATION WHICH WERE REASONABLE AND NECESSARY TO CARRYING OUT ITS EXEMPT PURPOSE AND THE AMOUNT PAID WAS NOT EXCESSIVE.
