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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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE HASLAM 3 FOUNDATION INC

A Employer identification number
62-1867421

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 10573

Room/suite

B Telephone number (see page 10 of the instructions)
(865) 384-4178

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

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$** 5,049,289

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,300,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	34,317	34,317		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	156,219			
	b Gross sales price for all assets on line 6a <u>679,237</u>				
	7 Capital gain net income (from Part IV, line 2)		156,219		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	454	504		
	12 Total. Add lines 1 through 11	1,490,990	191,040		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	10,000	0		10,000
	17 Interest	98,864	10		0
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,167	847		20
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	18,708	18,637		67
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	129,739	19,494		10,087
	25 Contributions, gifts, grants paid	2,169,532			2,169,532
	26 Total expenses and disbursements. Add lines 24 and 25	2,299,271	19,494		2,179,619
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-808,281			
	b Net investment income (if negative, enter -0-)		171,546		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	808,278	179,013	179,013
	2	Savings and temporary cash investments	252,026	128,262	128,262
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 1,625,000 Less allowance for doubtful accounts ▶ _____ 0	1,625,000	1,625,000	1,625,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,941,324	1,917,440	2,221,944
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	643,093	612,233	895,070
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,269,721	4,461,948	5,049,289

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	1,625,000	1,625,000	
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	1,625,000	1,625,000	

Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	3,644,721	2,836,948	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,644,721	2,836,948	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,269,721	4,461,948	

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	3,644,721
2	Enter amount from Part I, line 27a	2	-808,281
3	Other increases not included in line 2 (itemize) ▶ _____	3	508
4	Add lines 1, 2, and 3	4	2,836,948
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	2,836,948

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	156,219
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	759,993	3,382,880	0 224659
2009	2,302,975	4,845,579	0 475273
2008	3,169,383	6,204,079	0 510855
2007	1,872,783	8,788,463	0 213096
2006	1,274,150	8,704,038	0 146386

2	Total of line 1, column (d).	2	1 570269
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 314054
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	3,499,781
5	Multiply line 4 by line 3.	5	1,099,120
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,715
7	Add lines 5 and 6.	7	1,100,835
8	Enter qualifying distributions from Part XII, line 4.	8	2,179,619

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	1,715
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	1,715
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	1,715
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,476	
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	5,476
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	3,761
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 3,761	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
14	The books are in care of ▶NOVINGER BALL ZIVI PC Telephone no ▶(865) 584-1184 Located at ▶4110 SUTHERLAND AVENUE KNOXVILLE TN ZIP +4 ▶37919			
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		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?.	1c		No
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?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☐	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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?		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 (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
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 page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,459,270
b	Average of monthly cash balances.	1b	93,807
c	Fair market value of all other assets (see page 24 of the instructions).	1c	1,625,000
d	Total (add lines 1a, b, and c).	1d	5,178,077
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	1,625,000
3	Subtract line 2 from line 1d.	3	3,553,077
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	53,296
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,499,781
6	Minimum investment return. Enter 5% of line 5.	6	174,989

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	174,989
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,715
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,715
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	173,274
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	173,274
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	173,274

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,179,619
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,179,619
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	1,715
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,177,904
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				173,274
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				858,622
b	From 2007.				1,450,602
c	From 2008.				2,859,179
d	From 2009.				2,060,886
e	From 2010.				596,321
f	Total of lines 3a through e.	7,825,610			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,179,619				
a	Applied to 2010, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d	Applied to 2011 distributable amount.				173,274
e	Remaining amount distributed out of corpus	2,006,345			
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:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,831,955			
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 page 27 of the instructions . . .		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	858,622			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	8,973,333			
10	Analysis of line 9				
a	Excess from 2007. . . .				1,450,602
b	Excess from 2008. . . .				2,859,179
c	Excess from 2009. . . .				2,060,886
d	Excess from 2010. . . .				596,321
e	Excess from 2011. . . .				2,006,345

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

SUSAN B HASLAM
PO BOX 10573
KNOXVILLE, TN 37919
(865) 384-4178

b

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

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

c

Any submission deadlines

JUNE 30, DECEMBER 31

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,169,532
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	34,317	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	504	
8	Gain or (loss) from sales of assets other than inventory			18	156,219	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
	FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC -	523000	-50			
11	Other revenue a UBTI					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		-50		191,040	0
13	Total. Add line 12, columns (b), (d), and (e).			13		190,990

[illegible]

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization		(b) Type of organization		(c) Description of relationship	
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge					
*****		2012-11-14		*****	
Signature of officer or trustee		Date		Title	
Sign Here	Paid Preparer's Use Only	Preparer's Signature  AARON J STEINER CPA		Date	Check if self-employed ☒
		Firm's name  STEINER & ELLIS PLLC		Firm's EIN  62-1873897	PTIN P00286532
		5516 LONAS DRIVE SUITE 260			
		Firm's address  KNOXVILLE, TN 37909		Phone no (865) 212-3800	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

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

Organization type (check one)

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

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

General Rule—

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization THE HASLAM 3 FOUNDATION INC	Employer identification number 62-1867421
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Part I

Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JAMES A III AND SUSAN B HASLAM 5020 LYONS VIEW PIKE KNOXVILLE, TN 379196407	\$ 1,300,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	_____

Name of organization THE HASLAM 3 FOUNDATION INC	Employer identification number 62-1867421
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Part III

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FROM K-1 EXCELSIOR BUYOUT FUND	P		
FROM K-1 EXCELSIOR BUYOUT FUND	P		
150 AMPHENOL CORP CLASS A		2010-12-10	2011-08-05
20 AMPHENOL CORP CLASS A		2010-12-10	2011-10-19
100 AMPHENOL CORP CLASS A		2011-01-18	2011-10-19
100 AMPHENOL CORP CLASS A		2011-04-04	2011-10-19
100 BERKSHIRE HATHAWAY INC CL A 1/100 SHARE		2002-01-23	2011-05-27
100 BERKSHIRE HATHAWAY INC CL A 1/100 SHARE		2002-02-08	2011-05-27
35 BROOKFIELD ASSET MANAGEMENT INC		2009-11-12	2011-01-18
125 BROOKFIELD ASSET MANAGEMENT INC		2009-02-19	2011-01-18
110 C H ROBINSON WORLDWIDE INC		2011-08-16	2011-11-17
10 C H ROBINSON WORLDWIDE INC		2011-08-16	2011-12-01
100 C H ROBINSON WORLDWIDE INC		2011-08-10	2011-12-01
300 COCA-COLA COMPANY		2010-08-12	2011-09-28
260 CORELOGIC INC		2009-12-16	2011-03-04
160 CORELOGIC INC		2009-12-08	2011-03-04
145 DENTSPLY INTERNATIONAL INC		2009-10-20	2011-07-25
75 DENTSPLY INTERNATIONAL INC		2010-04-26	2011-07-25
95 DENTSPLY INTERNATIONAL INC		2010-04-26	2011-12-21
105 DENTSPLY INTERNATIONAL INC		2009-07-31	2011-12-21
90 ECOLAB INC		2011-08-16	2011-12-21
20 EXELIS INC		2011-01-31	2011-12-21
120 EXELIS INC		2011-01-20	2011-12-21
130 EXELIS INC		2011-03-07	2011-12-21
100 GRACO INC		2010-04-06	2011-09-14
30 GRACO INC		2010-03-29	2011-09-14
20 I H S INC		2010-03-08	2011-05-02
40 I H S INC		2009-10-23	2011-05-02
10 I H S INC		2009-10-23	2011-06-20
50 I H S INC		2009-05-18	2011-06-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
160 I T T CORP INC		2011-01-13	2011-06-15
140 I T T CORP INC		2011-01-13	2011-09-07
110 I T T CORP INC		2011-01-31	2011-09-07
70 IDEXX LABORATORIES INC		2010-08-26	2011-02-22
460 INTERPUBLIC GROUP OF COMPANIES INC		2010-12-22	2011-02-07
190 INTERPUBLIC GROUP OF COMPANIES INC		2010-05-11	2011-02-07
60 INTERPUBLIC GROUP OF COMPANIES INC		2010-03-01	2011-02-07
100 JOHNSON AND JOHNSON		2010-08-12	2011-09-28
100 JOHNSON AND JOHNSON		2010-08-12	2011-09-28
100 JOHNSON AND JOHNSON		2010-08-12	2011-09-28
70 LABORATORY CORP		2010-03-02	2011-03-07
70 LABORATORY CORP		2007-11-20	2011-04-20
50 LABORATORY CORP		2007-11-20	2011-04-21
45 LABORATORY CORP		2007-11-20	2011-05-02
25 LABORATORY CORP		2009-10-21	2011-05-02
1958 48 LONGLEAF PARTNERS GROWTH FUND		2003-12-15	2011-09-28
125 MEREDITH CORPORATION		2004-11-29	2011-05-02
65 MEREDITH CORPORATION		2005-07-13	2011-05-02
60 MEREDITH CORPORATION		2005-11-17	2011-05-02
5 MEREDITH CORPORATION		2005-11-17	2011-05-20
80 MEREDITH CORPORATION		2005-08-12	2011-05-20
45 MEREDITH CORPORATION		2005-10-17	2011-05-20
15 MEREDITH CORPORATION		2008-06-10	2011-05-20
105 MEREDITH CORPORATION		2008-06-23	2011-05-20
170 MEREDITH CORPORATION		2008-06-23	2011-06-07
25 O'REILLY AUTOMOTIVE INC		2009-10-08	2011-02-25
105 O'REILLY AUTOMOTIVE INC		2006-07-10	2011-02-25
140 O'REILLY AUTOMOTIVE INC		2006-07-10	2011-09-14
150 PATTERSON COMPANIES INC		2010-03-30	2011-07-08
10 PATTERSON COMPANIES INC		2010-03-30	2011-08-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
190 PATTERSON COMPANIES INC		2010-08-27	2011-08-23
210 PAYCHEX INC		2010-09-29	2011-02-23
30 PAYCHEX INC		2010-09-22	2011-02-23
430 PAYCHEX INC		2010-09-22	2011-03-23
70 PERRIGO CO		2011-06-07	2011-09-07
10 PERRIGO CO		2010-04-28	2011-09-07
10 POLO RALPH LAUREN CORPORATION		2010-06-23	2011-07-08
15 POLO RALPH LAUREN CORPORATION		2010-02-05	2011-07-08
15 POLO RALPH LAUREN CORPORATION		2009-07-31	2011-07-08
15 POLO RALPH LAUREN CORPORATION		2009-05-28	2011-07-08
80 POLO RALPH LAUREN CORPORATION		2009-05-28	2011-08-05
70 POLO RALPH LAUREN CORPORATION		2009-05-28	2011-09-19
75 POLO RALPH LAUREN CORPORATION		2009-05-28	2011-12-20
100 POOL CORPORATION		2009-10-30	2011-03-07
120 POOL CORPORATION		2009-12-09	2011-03-07
190 POOL CORPORATION		2009-12-09	2011-03-16
95 SHERWIN WILLIAMS CO		2011-05-09	2011-11-17
200 SIGNET JEWELERS LIMITED		2010-03-26	2011-02-25
20 SIGNET JEWELERS LIMITED		2010-03-26	2011-07-08
100 SIGNET JEWELERS LIMITED		2010-09-02	2011-07-08
100 STRAYER EDUCATION INC		2010-10-04	2011-01-11
10 STRAYER EDUCATION INC		2010-10-12	2011-01-11
50 STRAYER EDUCATION INC		2010-10-12	2011-01-20
20 STRAYER EDUCATION INC		2010-10-12	2011-01-24
30 STRAYER EDUCATION INC		2010-10-14	2011-01-24
60 STRAYER EDUCATION INC		2010-10-29	2011-01-24
160 WRIGHT EXPRESS CORP		2010-05-03	2011-03-07
120 WRIGHT EXPRESS CORP		2010-05-03	2011-05-02
70 WRIGHT EXPRESS CORP		2010-03-11	2011-05-02
180 WRIGHT EXPRESS CORP		2010-03-11	2011-06-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
LITIGATION SETTLEMENTS	P	2011-05-24	2011-05-24
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			-13
			17,616
6,566		8,033	-1,467
837		1,070	-233
4,183		5,334	-1,151
4,183		5,224	-1,041
116,924		73,799	43,125
116,923		73,500	43,423
1,154		743	411
4,123		1,855	2,268
7,324		7,474	-150
677		679	-2
6,772		6,295	477
20,676		16,721	3,955
4,747		4,869	-122
2,921		2,874	47
5,681		5,265	416
2,939		2,721	218
3,342		3,447	-105
3,694		3,535	159
5,038		4,226	812
170		274	-104
1,023		1,622	-599
1,108		1,721	-613
3,618		3,256	362
1,085		964	121
1,766		1,095	671
3,532		2,170	1,362
851		542	309
4,256		2,290	1,966

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,909		9,639	-730
6,273		8,434	-2,161
4,929		6,487	-1,558
5,489		3,945	1,544
5,350		4,988	362
2,210		1,575	635
698		494	204
6,403		5,859	544
6,403		5,859	544
6,403		5,859	544
6,345		5,234	1,111
6,722		4,976	1,746
4,814		3,554	1,260
4,392		3,199	1,193
2,440		1,755	685
49,951		57,254	-7,303
4,122		6,608	-2,486
2,144		3,260	-1,116
1,979		2,993	-1,014
161		249	-88
2,575		3,942	-1,367
1,448		2,204	-756
483		473	10
3,379		2,988	391
5,038		4,838	200
1,374		878	496
5,772		3,055	2,717
9,512		4,073	5,439
5,030		4,695	335
281		313	-32

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,344		4,793	551
6,781		5,687	1,094
969		797	172
13,601		11,420	2,181
6,514		5,949	565
931		588	343
1,364		788	576
2,047		1,141	906
2,047		953	1,094
2,047		829	1,218
9,607		4,419	5,188
10,409		3,867	6,542
10,291		4,143	6,148
2,430		2,003	427
2,916		2,169	747
4,512		3,434	1,078
8,008		7,971	37
8,652		5,824	2,828
935		582	353
4,675		2,809	1,866
11,666		17,006	-5,340
1,167		1,611	-444
6,253		8,053	-1,800
2,437		3,221	-784
3,655		4,157	-502
7,310		7,809	-499
8,074		5,475	2,599
6,710		4,106	2,604
3,914		2,167	1,747
8,901		5,572	3,329

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
38			38
7,890			7,890

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-13
			17,616
			-1,467
			-233
			-1,151
			-1,041
			43,125
			43,423
			411
			2,268
			-150
			-2
			477
			3,955
			-122
			47
			416
			218
			-105
			159
			812
			-104
			-599
			-613
			362
			121
			671
			1,362
			309
			1,966

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-730
			-2,161
			-1,558
			1,544
			362
			635
			204
			544
			544
			544
			1,111
			1,746
			1,260
			1,193
			685
			-7,303
			-2,486
			-1,116
			-1,014
			-88
			-1,367
			-756
			10
			391
			200
			496
			2,717
			5,439
			335
			-32

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			551
			1,094
			172
			2,181
			565
			343
			576
			906
			1,094
			1,218
			5,188
			6,542
			6,148
			427
			747
			1,078
			37
			2,828
			353
			1,866
			-5,340
			-444
			-1,800
			-784
			-502
			-499
			2,599
			2,604
			1,747
			3,329

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			38
			7,890

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

SUSAN B HASLAM
JAMES A HASLAM III

Form 990PF Part XV Line 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				
AMERICAN HEART ASSOCIATION 11207 BLUE HERON BLVD NORTH SAINT PETERSBURG,FL 33716		501(C)(3) 509(A)(1)	TO BUILD HEALTHIER LIVES, FREE OF CARDIOVASCULAR DISEASES AND STROKE	2,173
ARTS AND CULTURE ALLIANCE OF GREATER KNOXVILLEPO BOX 2506 KNOXVILLE,TN 37901		501(C)(3) 509(A)(1)	TO SERVE AND SUPPORT A DIVERSE COMMUNITY OF ARTISTS, ARTS ORGANIZATIONS, AND CULTURAL INSTITUTIONS	20,000
AUTISM AVENUE INC164 ST FRANCIS STREET MOBILE,AL 36602		501(C)(3) 509(A)(1)	TO PROVIDE A PERSONALIZED CURRICULUM FOR KIDS WITH AUTISM SPECTRUM DISORDER AND RESOURCES FOR THEIR FAMILIES AND SCHOOLS	25,000
BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY220 CARRICK STREET SUITE 318 KNOXVILLE,TN 37921		501(C)(3) 509(A)(1)	TO INSPIRE AND ENABLE YOUNG PEOPLE, ESPECIALLY THOSE FROM DISADVANTAGED CIRCUMSTANCES, TO REALIZE THEIR FULL POTENTIAL AS PRODUCTIVE, RESPONSIBLE, AND CARING CITIZENS	20,000
BOY SCOUTS OF AMERICA GREAT SMOKY MOUNTAIN COUNCILPO BOX 51885 KNOXVILLE,TN 37950		501(C)(3) 509(A)(3)	YOUTH ORGANIZATION DEDICATED TO DEVELOPING THE CITIZENSHIP, CHARACTER AND PERSONAL FITNESS OF ITS MEMBERS	6,500
BREAKTHROUGH CORPORATION 1805 MARYVILLE PIKE KNOXVILLE,TN 37920		501(C)(3) 509(A)(1)	TO PROVIDE SPECIALIZED SERVICES FOR ADULTS WITH AUTISM IN EAST TENNESSEE	5,000
CANCER SUPPORT COMMUNITY-EAST TENNESSEE INC2230 SUTHERLAND AVENUE KNOXVILLE,TN 37919		501(C)(3) 509(A)(1)	TO PROVIDE SUPPORT SERVICES TO THOSE WITH CANCER AND THEIR FAMILIES	2,940
CASA DE SARAPO BOX 30306 KNOXVILLE,TN 379300306		501(C)(3) 509(A)(2)	TO PROVIDE EDUCATION AND HEALTHCARE FOR HISPANIC AND INDIGENOUS CHILDREN IN THE AMERICAS	10,000
CHEEKWOOD BOTANICAL GARDEN1200 FORREST PARK DRIVE NASHVILLE,TN 37205		501(C)(3) 509(A)(2)	PRESERVE CHEEKWOOD AS AN HISTORICAL LANDMARK WHERE BEAUTY AND EXCELLENCE IN ART AND HORTICULTURE STIMULATE THE MIND AND NURTURE THE SPIRIT	2,500
EAST TENNESSEE CHILDREN'S HOSPITAL ASSOCIATION INC 2018 CLINCH AVENUE KNOXVILLE,TN 37916		501(C)(3) 509(A)(1)	PROVIDING QUALITY HEALTHCARE TO INFANTS AND CHILDREN	20,000
EMERALD YOUTH FOUNDATION 1718 N CENTRAL STREET KNOXVILLE,TN 37917		501(C)(3) 509(A)(1)	TO DEVELOP CHRISTIAN LEADERS WHO USE THEIR KNOWLEDGE, SKILLS, AND GIFTS TO RENEW THEIR NEIGHBORHOODS	61,000
FRIENDS OF GREAT SMOKY MOUNTAINS NATIONAL PARKPO BOX 1660 KODAK,TN 37764		501(C)(3) 509(A)(1)	TO PRESERVE AND PROTECT GREAT SMOKY MOUNTAINS NATIONAL PARK BY RAISING FUNDS AND PUBLIC AWARENESS AND PROVIDING VOLUNTEERS FOR NEEDED PROJECTS	9,170
GREAT SMOKY MOUNTAINS INSTITUTE AT TREMONT9275 TREMONT ROAD TOWNSEND,TN 37882		501(C)(3) 509(A)(1)	TO PROVIDE IN-DEPTH EXPERIENCES THROUGH EDUCATION PROGRAMS THAT CELEBRATE ECOLOGICAL AND CULTURAL DIVERSITY, FOSTER STEWARDSHIP, AND NURTURE APPRECIATION OF GREAT SMOKY MOUNTAINS NATIONAL PARK	10,000
HABITAT FOR HUMANITY INTERNATIONAL INCPO BOX 27478 KNOXVILLE,TN 37927		501(C)(3) 509(A)(1)	TO BUILD SIMPLE, DECENT, AFFORDABLE HOMES IN PARTNERSHIP WITH THOSE IN NEED	30,000
INTERVARSITY CHRISTIAN FELLOWSHIP6400 SCHROEDER ROAD MADISON,WI 53711		501(C)(3) 509(A)(2)	TO ESTABLISH AND ADVANCE CAMPUS WITNESSING COMMUNITIES SO THAT STUDENTS AND FACULTY ARE TRANSFORMED, CAMPUSES ARE RENEWED AND WORLD CHANGERS ARE DEVELOPED	5,000
KALU GRACE FOUNDATION6934 OLD KENT DRIVE KNOXVILLE,TN 37919		501(C)(3) 509(A)(1)	TO PROVIDE FUNDING FOR DOMESTIC AND INTERNATIONAL ADOPTION INITIATIVES, AS WELL AS PROVIDE FUNDING FOR INITIATIVES SEEKING TO MINIMIZE AFRICA'S ORPHAN CRISIS	2,500
KNOX AREA RESCUE MINISTRIES PO BOX 3310 KNOXVILLE,TN 379273310		501(C)(3) 509(A)(1)	TO SEEK TO RESCUE THE POOR AND NEEDY OF THE KNOX AREA BY PROVIDING RECOVERY SERVICES IN JESUS' NAME	1,000
KNOXVILLE CHRISTIAN COMMUNITY FOUNDATIONPO BOX 52250 KNOXVILLE,TN 37950		501(C)(3) 509(A)(1)	TO GROW THE CAPACITY OF PEOPLE TO BECOME GOOD STEWARDS	70,000
KNOXVILLE FAMILY JUSTICE CENTER400 HARRIET TUBMAN ST KNOXVILLE,TN 37915		501(C)(3) 509(A)(1)	TO PROVIDE A SAFE HARBOR FOR DOMESTIC ABUSE VICTIMS	18,249
KNOXVILLE ZOOLOGICAL GARDENS INCPO BOX 6040 KNOXVILLE,TN 37914		501(C)(3) 509(A)(1)	TO PROVIDE CARE FOR THE ANIMALS OF THE KNOXVILLE ZOO AND TO PERFORM RESEARCH INTO THE PRESERVATION AND CONSERVATION OF WILDLIFE AND NATURAL RESOURCES	4,000
LEGACY PARKS FOUNDATION625 MARKET STREET SUITE 1203 KNOXVILLE,TN 37902		501(C)(3) 509(A)(1)	TO ASSURE THAT OUR COMMUNITY ENJOYS EXCEPTIONAL RECREATIONAL OPPORTUNITIES, NATURAL BEAUTY AND OPEN SPACES, AND THAT THOSE ASSETS EXIST FOR GENERATIONS TO COME	35,000
MARYVILLE COLLEGE502 E LAMAR ALEXANDER PARKWAY MARYVILLE,TN 378045907		501(C)(3) 509(A)(1)	TO SUPPORT THE CIVIC/FINE ARTS CENTER OF MARYVILLE COLLEGE	40,000
NANTUCKET DREAMLAND FOUNDATIONPO BOX 989 NANTUCKET,MA 02554		501(C)(3) 509(A)(1)	TO DEVELOP AND RUN A COMMUNITY, ARTS AND CULTURAL CENTER IN NANTUCKET, MA	10,000
PATHFINDERSPO BOX 11799 ASPEN,CO 81612		501(C)(3) 509(A)(2)	TO PROVIDE SUPPORT FOR CANCER PATIENTS	10,000
PELLISSIPPI STATE COMMUNITY COLLEGE FOUNDATIONPO BOX 229900 KNOXVILLE,TN 37933		501(C)(3) 509(A)(1)	TO BENEFIT THE BAGWELL CENTER FOR MEDIA TECHNOLOGIES AND ART FUND	100,000
RANDOM ACTS OF FLOWERSPO BOX 27817 KNOXVILLE,TN 379277817		501(C)(3) 509(A)(2)	TO PROVIDE FLOWERS TO PATIENTS IN AREA HOSPITALS, NURSING HOMES, AND ASSISTED LIVING FACILITIES	15,000
SCONSET TRUST INCPO BOX 821 SIASCONSET,MA 02564		501(C)(3) 509(A)(1)	CONSERVATION OF AREAS OF OPEN LAND AND PUBLIC WATER RESOURCES	20,000
ST JOHN NEUMANN CATHOLIC CHURCH645 ST JOHN COURT KNOXVILLE,TN 37934		501(C)(3) 509(A)(1)	TO MEET THE NEEDS OF THE VARIOUS AREAS OF MINISTRY FOR THE CHURCH	10,000
THE NEXT DOOR INCPO BOX 282 KNOXVILLE,TN 37901		501(C)(3) 509(A)(2)	TO PROVIDE HOUSING AND SUPPORT TO WOMEN WHO ARE REENTERING SOCIETY AFTER SPENDING TIME IN CORRECTIONAL FACILITIES	5,000
THE UNIVERSITY OF TENNESSEE FOUNDATION INC DEVELOPMENT OFFICE1609 MELROSE AVENUE KNOXVILLE,TN 37996		501(C)(3) 509(A)(1)	TO PROVIDE SUPPORT FOR THE MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES AND THE FORENSIC ANTHROPOLOGY PROGRAM	1,499,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
VOLUNTEER MINISTRY CENTER INC511 NORTH BROADWAY KNOXVILLE,TN 37917		501(C)(3) 509(A)(1)	TO SUPPORT THE CONSTRUCTION OF NEW BUILDINGS FOR KNOXVILLE'S HOMELESS	5,000
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE,TN 37923		501(C)(3) 509(A)(1)	MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES	30,500
WILLOW CREEK ASSOCIATIONPO BOX 3188 BARRINGTON,IL 60011		501(C)(3) 509(A)(2)	TO INSPIRE AND EQUIP CHRISTIAN LEADERS TO LEAD TRANSFORMATION- MINDED CHURCHES	25,000
YMCA OF EAST TENNESSEE INC 605 WEST CLINCH AVENUE KNOXVILLE,TN 37902		501(C)(3) 509(A)(2)	TO SUPPORT NEW BUILDINGS AND RENOVATIONS OF YMCA PROPERTIES IN EAST TENNESSEE	40,000
Total  3a				2,169,532

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE HASLAM 3 FOUNDATION INC
EIN: 62-1867421

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMETEK INC	36,738	35,785
AMPHENOL CORP CLASS A	14,292	12,709
ARBITRAGE FUND CLASS I	26,143	26,161
BERKSHIRE HATHAWAY INC CL B	46,030	76,300
BLOUNT INTERNATIONAL	11,630	15,536
BROOKFIELD ASSET MANAGEMENT INC	25,990	47,403
C B RICHARD ELLIS GROUP INC	19,583	18,721
COCA-COLA COMPANY	72,456	90,961
COMPASS MINERALS INTERNATIONAL INC	5,897	6,197
DENTSPLY INTERNATIONAL INC	21,465	23,618
ECOLAB INC	7,851	9,828
EXPEDITORS INTERNATIONAL WASHINGTON INC	26,896	26,214
EXXON MOBIL CORP	49,922	69,503
FIRST REPUBLIC BANK	14,883	16,529
FLOWERS FOODS INC	83,528	99,645
GABELLI ABC FUND ADV CL	26,250	25,854
GARMIN LTD	38,392	48,966
GRACO INC	10,844	13,903
GREENLIGHT CAPITAL RE LTD	14,284	14,202
HARRY WINSTON DIAMOND	5,730	4,154
I H S INC	21,523	38,772
I T T CORP INC	8,015	7,539
I T T EDUCATIONAL SERVICES INC	12,546	9,387
IDEXX LABORATORIES INC	17,255	30,014
INTERFACE INC	16,318	13,502
INTERPUBLIC GROUP OF COMPANIES INC	25,591	30,163
JOHNSON AND JOHNSON	70,303	78,696
KIRBY CORPORATION	27,210	52,343
LABORATORY CORP	15,142	20,203
LONGLEAF PARTNERS GROWTH FUND	216,272	216,999

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LONGLEAF PARTNERS INTERNATIONAL FUND	161,087	152,748
MARKEL CORP	29,350	31,100
MICROSOFT CORP	40,764	38,940
O'REILLY AUTOMOTIVE INC	16,161	52,367
PATTERSON COMPANIES INC	20,989	29,520
PAYCHEX INC	12,364	14,152
PERKINELMER INC	26,858	28,200
PERRIGO CO	13,914	23,352
PIMCO EMERGING LOCAL BOND FD INSTL CL	54,462	50,721
SELECTED AMERICAN SHARES CL D	220,840	227,348
SHERWIN WILLIAMS CO	40,030	62,935
SIGMA ALDRICH CORP	43,309	46,845
SIGNET JEWELERS LIMITED	28,696	47,037
TRANSDIGM GROUP INC	26,535	27,747
VANGUARD SHORTH TERM INVMT GRADE FD	152,019	150,426
WABTEC	32,118	51,763
XYLEM INC	8,965	6,936

TY 2011 Other Assets Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
EXCELSIOR BUYOUT FUND	143,093	112,233	110,862
GREENLIGHT MASTERS OFFSHORE LTD	500,000	500,000	784,208

TY 2011 Other Expenses Schedule**Name:** THE HASLAM 3 FOUNDATION INC**EIN:** 62-1867421

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	18,637	18,637		0
BANK SERVICE CHARGES	67	0		67
NONDEDUCTIBLE EXPENSES FROM EXCELSIOR BUYOUT INVESTORS, LLC	4	0		0

TY 2011 Other Income Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC	504	504	504
FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC - UBTI	-50		-50

TY 2011 Other Increases Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Description	Amount
OTHER EXPENSE ADJUSTMENT	508

TY 2011 Other Professional Fees Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	10,000	0		10,000

TY 2011 Taxes Schedule**Name:** THE HASLAM 3 FOUNDATION INC**EIN:** 62-1867421

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	847	847		0
TENNESSEE REPORT FEE	20	0		20
FEDERAL INCOME TAX	1,300	0		0

Additional Data

Software ID:
Software Version:
EIN: 62-1867421
Name: THE HASLAM 3 FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
SUSAN B HASLAM	PRESIDENT & DIRECTOR 0 00	0	0	0
5020 LYONS VIEW PIKE KNOXVILLE,TN 37919				
JAMES A HASLAM III	VICE PRESIDENT & DIRECTOR 0 00	0	0	0
5020 LYONS VIEW PIKE KNOXVILLE,TN 37919				
JAMES E OAKLEY III	SECRETARY, TREASURER & DIR 0 00	0	0	0
PO BOX 52206 KNOXVILLE,TN 37950				
CYNTHIA HASLAM ARNHOLT	DIRECTOR 0 00	0	0	0
1103 BELLE MEADE BLVD NASHVILLE,TN 37205				
WHITNEY H JOHNSON	DIRECTOR 0 00	0	0	0
849 BLUFF DRIVE KNOXVILLE,TN 37919				