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

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
ARTHUR K. & SYLVIA S. LEE SCHOLARSHIP
FOUNDATION C/O JAMES B. FORD

A Employer identification number
36-6069067

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 681943

B Telephone number
615-771-8300

City or town, state, and ZIP code
FRANKLIN, TN 37068-1943

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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,088,735.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	917.	917.		STATEMENT 1
	4 Dividends and interest from securities	27,358.	27,358.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,533.			
	b Gross sales price for all assets on line 6a 97,771.				
	7 Capital gain net income (from Part IV, line 2)		7,533.		
	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	35,808.	35,808.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,000.	14,000.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,000.	2,000.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	537.	537.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	8,593.	8,593.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,130.	25,130.	0.	0.
	25 Contributions, gifts, grants paid	78,058.			78,058.
	26 **Total expenses and disbursements.** Add lines 24 and 25	103,188.	25,130.	0.	78,058.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-67,380.			
	b **Net investment income** (if negative, enter -0-)		10,678.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

SCANNED JUN 28 2013

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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	20,343.	25,850.	25,850.
	2 Savings and temporary cash investments	123,953.	112,514.	112,514.
	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			
	b Investments - corporate stock STMT 6	888,595.	829,183.	950,371.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,032,891.	967,547.	1,088,735.
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	361,876.	361,876.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	671,015.	605,671.	
	30 **Total net assets or fund balances**	1,032,891.	967,547.	
	31 **Total liabilities and net assets/fund balances**	1,032,891.	967,547.	

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	1,032,891.
2	Enter amount from Part I, line 27a	2	-67,380.
3	Other increases not included in line 2 (itemize) ▶ OTHER ADJUSTMENT	3	2,036.
4	Add lines 1, 2, and 3	4	967,547.
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	967,547.

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	MORGAN STANLEY - 11382 (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
b	MORGAN STANLEY - 11382 (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
c	AMERICAN GR FD OF AMERICA F1	P	08/28/08	08/01/12
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,825.		3,327.	-502.
b	37,613.		38,178.	-565.
c	50,000.		48,733.	1,267.
d	7,333.			7,333.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-502.
b				-565.
c				1,267.
d				7,333.
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	7,533.
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 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))
2011	84,567.	1,013,748.	.083420
2010	84,105.	984,893.	.085395
2009	88,872.	892,812.	.099542
2008	92,152.	1,048,278.	.087908
2007	95,600.	1,293,440.	.073911

2	**Total** of line 1, column (d)	2	.430176
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	.086035
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,070,456.
5	Multiply line 4 by line 3	5	92,097.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	107.
7	Add lines 5 and 6	7	92,204.
8	Enter qualifying distributions from Part XII, line 4	8	78,058.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	214.
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	214.
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	214.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,425.		
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	1,425.
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	1,211.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	1,211.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN,IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ MR. JAMES B. FORD Telephone no. ▶ (615) 308-8502
Located at ▶ 9679 AURORA COURT, BRENTWOOD, TN ZIP+4 ▶ 37027-2223

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See 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 instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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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)? **5b** X (No)

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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 ATTACHMENT #6 P.O. BOX 681943 FRANKLIN, TN 37068-1943	SEE ATTACHMENT #6 1.00	14,000.	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION MADE GRANTS TO BE USED FOR EDUCATIONAL PURPOSES TO THE RECIPIENTS LISTED IN THE ATTACHED STATEMENT.	78,058.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	942,424.
b	Average of monthly cash balances	1b	144,333.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,086,757.
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	1,086,757.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,301.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,070,456.
6	**Minimum investment return.** Enter 5% of line 5	6	53,523.

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	53,523.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 214.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	214.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	53,309.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	53,309.
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	53,309.

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	78,058.
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	78,058.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	78,058.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				53,309.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 32,418.				
b From 2008 — 40,554.				
c From 2009 — 44,299.				
d From 2010 — 34,860.				
e From 2011 — 33,880.				
f Total of lines 3a through e	186,011.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 78,058.				
a Applied to 2011, 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 2012 distributable amount				53,309.
e Remaining amount distributed out of corpus	24,749.			
5 Excess distributions carryover applied to 2012 (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	210,760.			
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 2011 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	32,418.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	178,342.			
10 Analysis of line 9:				
a Excess from 2008 — 40,554.				
b Excess from 2009 — 44,299.				
c Excess from 2010 — 34,860.				
d Excess from 2011 — 33,880.				
e Excess from 2012 — 24,749.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 7

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT #7	NONE	INDIVIDUAL	EDUCATIONAL SCHOLARSHIP ;LISTTOTAL 84566.63	78,058.
Total			▶ 3a	78,058.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	917.	
4 Dividends and interest from securities			14	27,358.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	7,533.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		35,808.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 35,808.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

James B Ford | 6/18/13 | Secretary - Treasurer

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JILL HUDSON	Jill Hudson	6/17/13		P00061190

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C. | Firm's EIN ▶ 62-1199757

Firm's address ▶ P.O. BOX 1869 BRENTWOOD, TN 37024-1869 | Phone no. (615)377-4600

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

SOURCE	AMOUNT
BANCORPSOUTH BANK (38401)	876.
BANCORPSOUTH BANK (38441)	41.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	917.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITI SMITH BARNEY-02723	863.	0.	863.
CITI SMITH BARNEY-11382	3,204.	0.	3,204.
MORGAN STANLEY - 105409	2,600.	0.	2,600.
MORGAN STANLEY - 106753	28,024.	7,333.	20,691.
TOTAL TO FM 990-PF, PART I, LN 4	34,691.	7,333.	27,358.

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	2,000.	2,000.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	2,000.	2,000.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	537.	537.	0.	0.
TO FORM 990-PF, PG 1, LN 18	537.	537.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	1,656.	1,656.	0.	0.
INVESTMENT ADVISORY FEES	6,937.	6,937.	0.	0.
TO FORM 990-PF, PG 1, LN 23	8,593.	8,593.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CITI SMITH BARNEY - 446-02723-15	0.	0.
CITI SMITH BARNEY - 446-11382-18	0.	0.
MORGAN STANLEY - 941-105409-070	13,625.	87,800.
MORGAN STANLEY - 941-106753-070	815,558.	862,571.
TOTAL TO FORM 990-PF, PART II, LINE 10B	829,183.	950,371.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 7
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ARTHUR & SYLVIA LEE SCHOLARSHIP FOUNDATION, C/O JAMES FORD,
810 CRESCENT CENTRE DRIVE, SUITE 600
FRANKLIN, TN 37067

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
615-771-8300	.

FORM AND CONTENT OF APPLICATIONS

REQUEST APPLICATION FROM THE FOUNDATION AT THE ADDRESS IN 2(A) ABOVE

ANY SUBMISSION DEADLINES

JUNE 1 DEADLINE FOR APPLICATIONS, JUNE 30 DEADLINE FOR TRANSCRIPT SUBMISSION

RESTRICTIONS AND LIMITATIONS ON AWARDS

PRIORITY GIVEN TO CHILDREN OR DEPENDENTS OF EMPLOYEES

Morgan Stanley

Ref: 00022226 00083479

2012 Year End Summary

ARTHUR K LEE & SYLVIA S LEE
Account Number 446-11382-18 051

Details of Earnings 2012

Dividends and Distributions, Section 1

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax. "Total dividends" includes both Qualified and non-qualified dividends received. "Total capital gain distributions" is a total of long term capital gain distributions, Unrecaptured Sec. 1250 gain and Section 1202 gain.

Reference number	Description	Total dividends	Qualified dividends	Short term capital gains	Total capital gain distributions	Unrecaptured Sec 1250 gain	Section 1202 gain	Alternative minimum tax
160000100	616980108000 MORGAN STANLEY LIQUID ASSET FUND INC	$ .11						
160000200	693391674000 PIMCO TOTAL RETURN FUND CLASS D A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	2,359.99	4.02					
160000300	722005196000 PIMCO FOREIGN BOND (UNHEDGED) FD CLASS A A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	319.92	.33					
160000400	939330403000 WASHINGTON MUTUAL INVESTORS FUND CLASS F A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	523.77	523.77					
Totals		**$ 3,203.79**	**$ 528.12**					

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	9.76	BRANDES INSTL INTERNATIONAL EQUITY FUND CL E	04/06/11	01/10/12	$ 126.00	$ 153.72	($ 27 72)	

2012 YEAR END SUMMARY

022230 CISYAXC4 053159 000101

Details of Short Term Gain (Loss) 2012 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	180.72	BRANDES INSTL INTERNATIONAL EQUITY FUND CL E	04/06/11	01/20/12	$ 2,409.00	$ 2,846.34	($ 437.34)	
125000030	10.784	BRANDES INSTL INTERNATIONAL EQUITY FUND CL E	04/06/11	02/09/12	150.00	169.85	(19.85)	
125000040	9.986	BRANDES INSTL INTERNATIONAL EQUITY FUND CL E	04/06/11	03/08/12	139.71	157.28	(17.57)	
Total					**$ 2,824.71**	**$ 3,327.19**	**($ 502.48)**	

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000050	9 811	BRANDES INSTL INTERNATIONAL EQUITY FUND CL E	04/06/11	04/10/12	$ 129 60	$ 154.52	($ 24.92)	
125000060	5.935	DAVIS N Y VENTURE FD INC CLASS Y	08/28/08	01/10/12	201.25	212 00	(10.75)	
125000070	110 476	DAVIS N Y VENTURE FD INC CLASS Y	08/28/08	01/20/12	3,828.00	3,946.20	(118.20)	
125000080	6.475	DAVIS N Y VENTURE FD INC CLASS Y	08/28/08	02/09/12	230.00	231.29	(1.29)	
125000090	6 07	DAVIS N Y VENTURE FD INC CLASS Y	08/28/08	03/08/12	217.12	216.82		.30
125000100	5.902	DAVIS N Y VENTURE FD INC CLASS Y	08/28/08	04/10/12	208.80	210.82	(2.02)	
125000110	3.592	EUROPACIFIC GROWTH FUND CLASS F1	08/28/08	01/10/12	127 75	151.73	(23.98)	
125000120	67 146	EUROPACIFIC GROWTH FUND CLASS F1	08/28/08	01/20/12	2,475.00	2,836.25	(361.25)	
125000130	3 98	EUROPACIFIC GROWTH FUND CLASS F1	08/28/08	02/09/12	154.00	168.12	(14.12)	

Ref: 00022226 00083481

2012 Year End Summary

ARTHUR K LEE & SYLVIA S LEE
Account Number 446-11382-18 051

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000140	3.671	EUROPACIFIC GROWTH FUND CLASS F1	08/28/08	03/08/12	$ 143.48	$ 155.06	($ 11.58)	
125000150	3 631	EUROPACIFIC GROWTH FUND CLASS F1	08/28/08	04/10/12	136.80	153.37	(16.57)	
125000160	7.403	GROWTH FUND OF AMERICA CLASS F1	08/28/08	01/10/12	218.75	227.79	(9.04)	
125000170	138.867	GROWTH FUND OF AMERICA CLASS F1	08/28/08	01/20/12	4,191.00	4,272.94	(81.94)	
125000180	7.975	GROWTH FUND OF AMERICA CLASS F1	08/28/08	02/09/12	252 00	245.39		6.61
125000190	7.513	GROWTH FUND OF AMERICA CLASS F1	08/28/08	03/08/12	239.80	231.18		8.62
125000200	7 414	GROWTH FUND OF AMERICA CLASS F1	08/28/08	04/10/12	234.00	228.13		5.87
125000210	4.847	LAZARD EMERGING MKTS EQUITY PORT INST'L SHS	08/28/08	01/10/12	84.00	99.90	(15.90)	
125000220	89.918	LAZARD EMERGING MKTS EQUITY PORT INST'L SHS	08/28/08	01/20/12	1,650.00	1,853.21	(203.21)	
125000230	5 425	LAZARD EMERGING MKTS EQUITY PORT INST'L SHS	08/28/08	02/09/12	106.00	111.81	(5 81)	
125000240	4.971	LAZARD EMERGING MKTS EQUITY PORT INST'L SHS	08/28/08	03/08/12	98.17	102.45	(4.28)	
125000250	4 893	LAZARD EMERGING MKTS EQUITY PORT INST'L SHS	08/28/08	04/10/12	93.60	100.84	(7.24)	
125000260	49.199	PIMCO TOTAL RETURN FUND CLASS D	08/28/08	01/10/12	537.25	524.95		12.30
125000270	904.11	PIMCO TOTAL RETURN FUND CLASS D	08/28/08	01/20/12	9,900.00	9,646.85		253.15
125000280	53.43	PIMCO TOTAL RETURN FUND CLASS D	08/28/08	02/09/12	592.00	570.10		21 90
125000290	50 765	PIMCO TOTAL RETURN FUND CLASS D	08/28/08	03/08/12	564.51	541.66		22.85
125000300	48 021	PIMCO TOTAL RETURN FUND CLASS D	08/28/08	04/10/12	536.40	512.38		24.02
125000310	10 143	PIMCO FOREIGN BOND (UNHEDGED) FD CLASS A	08/28/08	01/10/12	110 25	104 68		5.57

2012 YEAR END SUMMARY

022230 CISYAXC4 053160 000101

ARTHUR K LEE & SYLVIA S LEE
Account Number 446-11382-18 051

Details of Long Term Gain (Loss) 2012 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000320	187.191	PIMCO FOREIGN BOND (UNHEDGED) FD CLASS A	08/28/08	01/20/12	$ 2,046.00	$ 1,931.81		$ 114.19
125000330	11.101	PIMCO FOREIGN BOND (UNHEDGED) FD CLASS A	08/28/08	02/09/12	122.00	114.56		7.44
125000340	10.402	PIMCO FOREIGN BOND (UNHEDGED) FD CLASS A	08/28/08	03/08/12	113.28	107.35		5.93
125000350	9.854	PIMCO FOREIGN BOND (UNHEDGED) FD CLASS A	08/28/08	04/10/12	108.00	101.69		6.31
125000360	9.814	ROYCE VALUE PLUS FUND SERVICE CLASS	08/28/08	01/10/12	124.25	129.45	(5.20)	
125000370	182 769	ROYCE VALUE PLUS FUND SERVICE CLASS	08/28/08	01/20/12	2,376 00	2,410.72	(34.72)	
125000380	10.811	ROYCE VALUE PLUS FUND SERVICE CLASS	08/28/08	02/09/12	148.00	142.60		5.40
125000390	10.164	ROYCE VALUE PLUS FUND SERVICE CLASS	08/28/08	03/08/12	137.82	134.06		3 76
125000400	9.931	ROYCE VALUE PLUS FUND SERVICE CLASS	08/28/08	04/10/12	129.60	130.99	(1.39)	
125000410	7.611	WASHINGTON MUTUAL INVESTORS FUND CLASS F	08/28/08	01/10/12	220.50	228.10	(7.60)	
125000420	140 977	WASHINGTON MUTUAL INVESTORS FUND CLASS F	08/28/08	01/20/12	4,125.00	4,225.08	(100.08)	
125000430	8.297	WASHINGTON MUTUAL INVESTORS FUND CLASS F	08/28/08	02/09/12	246.00	248.66	(2.66)	
125000440	7.817	WASHINGTON MUTUAL INVESTORS FUND CLASS F	08/28/08	03/08/12	234.11	234.28	(.17)	
125000450	7.6	WASHINGTON MUTUAL INVESTORS FUND CLASS F	08/28/08	04/10/12	223.20	227.77	(4.57)	
Total					**$ 37,613.29**	**$ 38,177.56**	**($ 1,068.49)**	**$ 504.22**

Arthur K and Sylvia S Lee Scholarship Foundation

2011-2012 Grants Paid in 2012

Name	Street Address	City, State Zip	Check Date	Check #	Check Amount
Katherine Grace Anglin	820 Camden Way	Prosper, TX 75078	01/09/12	2667	$600.00
Molly Marie Baker	507 East Madison	Yates Center, KS 66783	01/26/12	2718	$291 65
			02/14/12	2730	$208 30
Neely Elizabeth Baugh	525 Dale Court	Franklin, TN 37067	01/10/12	2698	$500 00
Kelsey Lynn Boydston	28415 W. 215th Street	Gardner, KS 66030	01/16/12	2702	$500.00
Audra Alisa Brackins	507 Foxgate Drive	Erwin, TN 37650	01/09/12	2668	$500.00
Emily Elise Bradley	120 John Hall Road	Watauga, TN 37694	01/26/12	2725	$600.00
Bailey Lynn Briley	191 S Ray Road	Portland, TN 37148	01/09/12	2669	$500.00
Bailee Jo Brooks	RR-1, Box 52A	Kahoka, MO 63445	01/09/12	2670	$500 00
Emily Ann Brown	1668 Highfield Lane	Brentwood, TN 37027	01/19/12	2711	$500 00
Mallory Griffin Brown	971 Bonnie Blue Lane	Columbia, TN 38401	01/09/12	2671	$1,100 00
Chesney L Buchanan	4440 Nebo Road	Wailand, TN 37886	01/16/12	2703	$500 00
Linsay Renee Keifer	4212 Bart Griffin Road	Maryville, TN 37803	01/09/12	2672	$600 00
Christopher Fitzgerald Cain	5205 Summer Brooke Lane	Phenix City, AL 36867	02/03/12	2726	$600.00
			03/15/12	2733	$400.00
Morgan Elizabeth Duckett	9252 Reedy Creek Road	Bristol, VA 24202	01/09/12	2673	$600 00
Katelyn Ann Fennell	312 Stonegate Drive	Franklin, TN 37064	01/09/12	2674	$1,200 00
Madison Elizabeth Frihart	10949 Southbury Lane	Frisco, TX 75034	01/26/12	2719	$1,050.00
Daryle Ann Goldie	3641 Middle Road	Keokuk, IA 52632	01/16/12	2704	$600 00
William Tucker Greer	1004 Stonewood Circle	Bowling Green, KY 42103	01/09/12	2675	$600 00
Matthew Scott Hape	9261 Hamletsburg Road	Brookport, IL 62910	01/26/12	2720	$600.00
Anne Ellis Hawkins	6717 Fountain Lane	Baton Rouge, LA 70809	01/16/12	2705	$600 00
Jonathan Alan Hay	2115 Sue Lane	Spring Hill, TN 37174	01/09/12	2676	$500.00
Erin Nichole Hoag	930 Mimosa	Yates Center, KS 66783	01/09/12	2677	$500 00
Troy Donovan Hopson	304 Pinecrest Drive	Greeneville, TN 37743	01/09/12	2678	$500 00
Travis Robert Hudson	2305 Mud Pike	Christiansburg, VA 24073	01/09/12	2679	$500 00
Amy Rae Hughes	225 Pepper's Mill Drive	Paducah, KY 42001	01/26/12	2721	$600 00
Joshua Lee Hutton	8635 Reedy Creek Road	Bristol, VA 24202	01/26/12	2722	$1,200 00
Travis Lee Johnson	3425 Laurel Mountain Road	Murfreesboro, TN 37129	01/09/12	2680	$500 00
Caroline Grace Kerley	266 Lake Cricle	Madison, KS 39110	01/19/12	2712	$500 00
Kimberly Anne Kester	4831 Bethesda Road	Thompson Station, TN 37179	01/20/12	2716	$1,100 00
Kelsie Jo Kraus	1019 Seymour	Keokuk, IA 52632	01/20/12	2717	$41 67
Cody Tyler Lowery	740 West Allens Bridge Road	Greeneville, TN 37743	01/16/12	2706	$600 00
Kimberly Dawn Martin	930 Weaver Hill Drive	Maryville, TN 37803	01/09/12	2679	$600 00
Kimberly Ann Mercer	4805 Summerville Road	Phenix City, AL 36867	01/26/12	2723	$600 00
Evie Noelle Merritt	10970 Otis Street	Westminister, CO 80020	01/16/12	2707	$600 00
Derrick Parker Mills	217 Draytonville Road	Gaffney, SC 29340	01/09/12	2682	$600 00

Name	Street Address	City, State Zip	Check Date	Check #	Check Amount
Isaac Benjamin Mills	15633 174th Street	Bonner Springs, KS 66012	01/19/12	2713	$1,100 00
Lisa Ann Morris	854 Greenfield Court	Murfreesboro, TN 37128	01/09/12	2683	$600 00
Joseph Bradley Napier	1353 Ascot Lane	Franklin, TN 37064	01/10/12	2699	$500.00
Stephne Holland Neu	602 Williamsburg Drive	Franklin, TN 37069	01/16/12	2708	$1,100 00
Thomas Fletcher Oren	2420 Knapp Street	Ames, IA 50014	01/10/12	2700	$600.00
Christoper Michael Perry	199 Abernathy Drive	Gaffney, SC 29341	01/09/12	2684	$600 00
William Giles Poff	113 Golden Meadow Lane	Franklin, TN 37067	01/19/12	2714	$500 00
Jamey LeAnn Rice	716 Thornhill Road	Madisonville, TK 42431	01/09/12	2685	$500.00
Regina Faith Roberson	809 26th Street	Phenix City, AL 36867	01/16/12	2709	$600.00
Jennifer Leila Russell	1966 CR 2600	Havana, KS 67347	02/02/12	2727	$600 00
James Sean Sadler	127 Lohman Road	Mount Juliet, TN 37122-4022	01/09/12	2686	$500 00
Joseph Elijah Sadler	2850 Middle Tennessee Blvd, F-1	Murfreesboro, TN 37130	01/09/12	2687	$1,100.00
Abbey Catherine Sanders	3568 Shady Lane	Murfreesboro, TN 37130	01/09/12	2701	$600.00
Brian Grayson Sanders	7457 Bill Wilson Road	Lula, GA 30554	01/16/12	2710	$833.35
James A Scott	12100 Roby Road	Junction, IL 62954	01/09/12	2690	$500.00
Cherokee Renee Shaffer	711 S Grove Street	Yates Center, KS 66783	02/03/12	2728	$500 00
Kelsey LuAnn Snider	661 CR 667	Broseley, MO 63932	01/09/12	2691	$500 00
Chalon Wayne Spore	915 Catherine Street	Metropolis, IL 62960	01/09/12	2692	$1,000 00
Stefan Dobson Swecker	413 Leeds Court	Maryville, TN 37803	01/09/12	2693	$600 00
Tyler Gregory Thessin	400 Maplewood Drive	Franklin, TN 37064	01/21/12	2724	$1,100 00
Theresa Louise Toplikar	1317 Juniper Court	Eudora, KS 66025	01/09/12	2694	$458 37
Amanda K Walton	RR1, Box 124	Shobonier, IL 32885	01/09/12	2695	$1,100 00
Justin Michael Ward	703 Brushy Ridge	La Vergne, TN 37086	01/09/12	2696	$1,100 00
Kimberly Brooke Willis	2743 South Rutherford Blvd, Apt 731	Murfreesboro, TN 37130	01/09/12	2697	$600 00
Ashley Nicole Winkleman	1014 N Park Boulevard	Independence, KS 67301	01/19/12	2715	$500.00
Cheri Thomas Wolfe	172 Trout Road	Bean Station, TN 37708	02/03/12	2729	$600 00
Tara R Croy	251 Sult Street	Wytheville, VA 24382	02/23/12	2731	$450 00
Mathew R Rose	1542 W Dartmouth Street	Olathe, KS 66061	02/23/12	2732	$500 00
					$41,333.34

Arthur K and Sylvia S Lee Scholarship Foundation

2012-2013 Grants Paid in 2012

Name	Street Address	City, State Zip	Check Date	Check #	Check Amount
Katherine Grace Anglin	820 Camden Way	Prosper, TX 75078	08/09/12	2747	$650 00
Kasey Michelle Anthony	8400 Veterans Parkways, Apt 514	Columbus, GA 31909	08/09/12	2751	$700 00
Neely Elizabeth Baugh	525 Dale Court	Franklin, TN 37067	08/09/12	2752	$550 00
Stephanie L Blackman	8205 Walker Road	Knoxville, TN 37938	08/09/12	2753	$500.00
Kelsey Lynn Boydston	28415 W 215th Street	Gardner, KS 66030	08/09/12	2754	$550 00
Audra Alisa Brackins	507 Foxgate Drive	Erwin, TN 37650	08/09/12	2758	$1,100 00
Emily Elise Bradley	120 John Hall Road	Watauga, TN 37694	08/09/12	2756	$700 00
Bailey Lynn Briley	191 S Ray Road	Portland, TN 37148			$550 00
Bailee Jo Brooks	RR-1, Box 52A	Kahoka, MO 63445	08/09/12	2758	$500 00
Emily Ann Brown	1668 Highfield Lane	Brentwood, TN 37027	08/09/12	2760	$550 00
Morgan Elizabeth Duckett	9252 Reedy Creek Road	Bristol, VA 24202	08/09/12	2763	$700.00
Luke Arlington Fennell	312 Stonegate Drive	Franklin, TN 37064	08/09/12	2765	$1,400 00
Daryle Ann Goldie	3641 Middle Road	Keokuk, IA 52632	08/09/12	2767	$500 00
Jonathan Alan Hay	2115 Sue Lane	Spring Hill, TN 37174	08/09/12	2769	$550 00
Erin Nichole Hoag	930 Mimosa	Yates Center, KS 66783	08/09/12		$500 00
Troy Donovan Hopson	304 Pinecrest Drive	Greeneville, TN 37743	08/09/12		$550.00
Travis Robert Hudson	2305 Mud Pike	Christiansburg, VA 24073	08/09/12	2771	$550 00
Joshua Lee Hutton	8635 Reedy Creek Road	Bristol, VA 24202	08/09/12	2772	$1,300 00
Travis Lee Johnson	3425 Laurel Mountain Road	Murfreesboro, TN 37129	08/09/12	2773	$550 00
William Kester	4831 Bethesda Road	Thompson Station, TN 37179	08/09/12	2774	$1,400 00
Cody Tyler Lowery	740 West Allens Bridge Road	Greeneville, TN 37743	08/09/12	2775	$700 00
Kimberly Ann Mercer	4805 Summerville Road	Phenix City, AL 36867	08/09/12	2776	$1,200.00
Erin Taylor Mills	15633 174th Street	Bonner Springs, KS 66012	08/09/12	2777	$1,150.00
Joseph Bradley Napier	1353 Ascot Lane	Franklin, TN 37064	08/09/12	2778	$500 00
Daniel Wilson Neu	602 Williamsburg Drive	Franklin, TN 37069	08/09/12	2779	$700 00
Christoper Michael Perry	199 Abernathy Drive	Gaffney, SC 29341	08/09/12	2780	$700 00
William Giles Poff	113 Golden Meadow Lane	Franklin, TN 37067	08/09/12	2781	$1,050 00
Jamey LeAnn Rice	716 Thornhill Road	Madisonville, TK 42431	08/09/12	2783	$600 00
Regina Faith Roberson	809 26th Street	Phenix City, AL 36867	08/09/12	2784	$700 00
Jennifer Leila Russell	1966 CR 2600	Havana, KS 67347	08/09/12	2785	$700.00
James Sean Sadler	127 Lohman Road	Mount Juliet, TN 37122-4022	08/09/12	2788	$700.00
Abbey Catherine Sanders	3568 Shady Lane	Murfreesboro, TN 37130	08/09/12	2789	$700 00
John Arthur Schulz	1509 Daventry Court	Nashville, TN 37221	08/09/12	2791	$600 00
James A Scott	12100 Roby Road	Junction, IL 62954	08/09/12	2797	$550 00
Cherokee Renee Shaffer	711 S Grove Street	Yates Center, KS 66783	08/09/12	2793	$550.00
Kelsey LuAnn Snider	661 CR 667	Broseley, MO 63932	08/09/12	2794	$550 00
Stefan Dobson Swecker	413 Leeds Court	Maryville, TN 37803	08/09/12	2795	$700 00

Name	Street Address	City, State Zip	Check Date	Check #	Check Amount
Molly Thessin			08/09/12	2796	$1,300 00
Theresa Louise Toplikar	1317 Juniper Court	Eudora, KS 66025	08/09/12	2797	$500 00
William Tucker	3717 Covered Bridge Road	Thompson Station, TN 37179	08/09/12	2798	$550 00
Amanda K Walton	RR1, Box 124	Shobonier, IL 32885	08/09/12	2799	$1,100 00
Zachary David Ward	703 Brushy Ridge	La Vergne, TN 37086	08/09/12	2800	$1,250.00
Tara R Croy	251 Sult Street	Wytheville, VA 24382	08/0912	2762	$500 00
Blair R Brown	971 Bonnie Blue Lane	Columbia, TN 38401	8/9/2012	2759	$1,250.00
Mathew C Carpenter	5001 War Admiral Court	Mount Juliet, TN 37122	8/9/2012	2761	$500 00
Garrett A Ellie	490 Summit Drive	Jonesborough, TN 37659	8/9/2012	2764	$500 00
John T Frihard	10949 Southbury Lane	Frisco, TX 75033	8/9/2012	2766	$1,300 00
Allison N Greene	5223 Chouteau	Shawnee, KS 66226	8/9/2012	2768	$600 00
Kimberly Mercer	4805 Summerville Road	Phenix City, AL 36867	8/9/2012	2776	$1,200.00
Taylor Reed	5228A US Highway 160	Elk City, KS 67344	8/9/2012	2702	$500 00
Jamey Rose	1542 N Dartmouth Street	Olathe, KS 66061	8/9/2012	2785	$550 00
Caitlin Sadler	2850 Middle Tennessee Blvd	Murfreesboro, TN 37130			$1,100 00
Stephen Sanders	7457 Bill Wilson Road	Lula, GA 30554	8/9/2012	2790	$975 00
					$40,375.00

Arthur K and Sylvia S Lee Scholarship Foundation

Voided Checks -- December 31, 2012

Check #	Name	Street Address	City, State Zip	Check Amount
2688	Abbey C. Sanders	3568 Shady Land	Murfreesboro, TN 37130	$1,100.00
2726	Christopher Cain	5205 Summer Brook Lane	Phenix City, AL 36867	$600.00
2751	Kasey M. Anthony	8400 Veterans Parkway, Apt 514	Columbus, GA 31909	$700.00
2775	Cody T. Lowery	740 West Allen Bridge road	Greeneville, TN 37742	$700.00
2792	James A Scott	12100 Roby Road	Junction, IL 62954	$550.00
				$3,650.00

COST OF PUBLICATION

Total $18.00

LEGAL NOTICE

Arthur K. & Sylvia S. Lee Scholarship Foundation

The Annual Report Form 990-PF of this foundation is available for public inspection for the next 180 days. The report can be inspected at the following location:

Arthur K. & Sylvia S Lee Scholarship Foundation
9679 Aurora Court
Brentwood, TN 37027
Contact: James B Ford
Secretary-Treasurer
Website: www.akleefoundation.org
Apr. 26, 2013 Mil18481

PROOF OF PUBLICATION

THE WESTVIEW NEWSPAPER, LLC dba/ NASHVILLE LEDGER, the Publisher of the NASHVILLE LEDGER, a weekly newspaper of general circulation printed in the State of Tennessee and distributed throughout Davidson, Williamson, Cheatham, Dixon, Wilson, Robertson, Rutherford, Sumner and Montgomery counties in Tennessee, states that the hereto attached publication appeared in the NASHVILLE LEDGER on the following dates:

April 26, 2013

THE WESTVIEW NEWSPAPER, LLC dba/ NASHVILLE LEDGER

By: Catron Kerr

Catron J. Kerr, Administrative Assistant

STATE OF TENNESSEE

On this **26th** day of **April 2013,** the individual above appeared before me, personally known (or proved to me on the basis of satisfactory evidence), who, being by me duly sworn did say that she is an authorized agent of the corporation or association of The Westview Newspaper, LLC, that the instrument was signed and sealed on behalf of the corporation (or association), by authority of its Board of Directors and **Catron Kerr** acknowledged the instrument to be the free act and deed of the corporation (or association) and that the corporation has no corporate seal.

WITNESS my hand and Official Seal at office this **26th** day of **April 2013.**

Marsha B. Payne

Notary Public

TENNESSEE NOTARY PUBLIC

Arthur K and Sylvia S Lee Scholarship Foundation
36-6069067

STATEMENT 6

Part VII

1 Officers, Directors, Trustees, foudation managers and, if paid, their compensation for 2012:

Adrienne Brandon, Trustee Nashville, TN	$250.00
Bradford Gioia, Trustee Nashville, TN	$250.00
Glenn R. King, Trustee Emeritus Brentwood, TN	$250.00
Malcolm Liles, Trustee Morgan Stanley Smith Barney, Inc. Nashville, TN	$250.00
Suzie Lindsey, Trustee Nolensville, TN	$250.00
Mack S. Linebaugh, Jr., Trustee Adams, TN	$250.00
Susan Weiss, Trustee Brentwood, TN	$250.00
Ogden Stokes, Trustee Nashville, TN	$250.00
James B Ford, Secretary-Treasurer 9679 Aurora Court Brentwood, TN	$12,000 00
	$14,000.00