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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 THE CLAYTON FAMILY FOUNDATION		A Employer identification number 58-1970851
Number and street (or P.O. box number if mail is not delivered to street address) 620 MARKET STREET		B Telephone number (865) 522-2930
City or town, state, and ZIP code KNOXVILLE, TN 37902		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 91,816,291.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,573.	2,573.		STATEMENT 1
4 Dividends and interest from securities		2,459,292.	2,459,292.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		51,243.			
b Gross sales price for all assets on line 6a		3,379,213.			
7 Capital gain net income (from Part IV, line 2)			51,243.		
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		2,513,108.	2,513,108.		
13 Compensation of officers, directors, trustees, etc		56,027.	56,027.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		12,352.	0.		0.
b Accounting fees STMT 4		3,339.	3,339.		0.
c Other professional fees STMT 5		184,151.	184,151.		0.
17 Interest					
18 Taxes STMT 6		52,934.	52,934.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		3,472.	1,833.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		312,275.	298,284.		0.
25 Contributions, gifts, grants paid		4,634,350.			4,634,350.
26 Total expenses and disbursements. Add lines 24 and 25		4,946,625.	298,284.		4,634,350.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,433,517.>			
b Net investment income (if negative, enter -0-)			2,214,824.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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18

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			989,275.	757,188.	757,188.
	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 8			74,679,152.	73,662,327.	86,108,464.
	c Investments - corporate bonds STMT 9			5,008,750.	3,992,250.	4,085,513.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 10			1,033,231.	865,126.	865,126.
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			81,710,408.	79,276,891.	91,816,291.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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 ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	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			81,710,408.	79,276,891.	
Net Assets or Fund Balances	30 Total net assets or fund balances			81,710,408.	79,276,891.	
	31 Total liabilities and net assets/fund balances			81,710,408.	79,276,891.	

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	81,710,408.
2 Enter amount from Part I, line 27a	2	<2,433,517.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	79,276,891.
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	79,276,891.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,379,213.		3,327,970.	51,243.

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			
b			
c			
d			
e			51,243.

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	51,243.
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	4,575,357.	87,325,464.	.052394
2010	3,453,683.	83,381,594.	.041420
2009	4,677,352.	73,972,258.	.063231
2008	1,403,027.	90,711,821.	.015467
2007	2,982,107.	108,200,296.	.027561

2 Total of line 1, column (d)	2	.200073
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	.040015
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	88,982,160.
5 Multiply line 4 by line 3	5	3,560,621.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,148.
7 Add lines 5 and 6	7	3,582,769.
8 Enter qualifying distributions from Part XII, line 4	8	4,634,350.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	22,148.
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	22,148.
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	22,148.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	62,664.	
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	62,664.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	40,516.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 40,516. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?	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) <input checked="" type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CLAYTON.ORG	13	X	
14	The books are in care of ► JEANNE C CAMPBELL Telephone no. ► (865) 522-2930 Located at ► 620 MARKET STREET SUITE 102, KNOXVILLE, TN ZIP+4 ► 37902			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		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?		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

If "Yes" to 6b, file Form 8870.

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		56,027.	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

Form 990-PF (2012)

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	89,702,595.
b	Average of monthly cash balances	1b	634,623.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	90,337,218.
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	90,337,218.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,355,058.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	88,982,160.
6	Minimum investment return. Enter 5% of line 5	6	4,449,108.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	4,449,108.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,148.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,148.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,426,960.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,426,960.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,426,960.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,634,350.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,634,350.
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	22,148.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,612,202.

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				4,426,960.
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				
b From 2008				
c From 2009				350,058.
d From 2010				
e From 2011				251,626.
f Total of lines 3a through e	601,684.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 4,634,350.				
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				4,426,960.
e Remaining amount distributed out of corpus	207,390.			
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	809,074.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	809,074.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				350,058.
c Excess from 2010				
d Excess from 2011				251,626.
e Excess from 2012				207,390.

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				
12TH DISTRICT DRUG COURT FOUNDATION P O BOX 400 WINCHESTER, TN 37398	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
ADOPT A GOLDEN RETRIEVER P O BOX 11822 KNOXVILLE, TN 37939	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
5 LOAVES 4 KIDS 317 SHARONDALE DRIVE TULLAHOMA, TN 37988	N/A	PUBLIC CHARITY	GENERAL FUND	3,000.
AGAPE 428 EAST SCOTT AVENUE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	10,500.
BLUEGRASS ELEMENTARY SCHOOL PTA 8901 BLUEGRASS ROAD KNOXVILLE, TN 37922	N/A	PUBLIC CHARITY	GENERAL FUND	500.
Total	SEE CONTINUATION SHEET(S)			4,634,350.
b Approved for future payment				
NONE				
Total				0.

THE CLAYTON FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV

58-1970851

PAGE 1 OF 1

1

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	100 155 EAST TROPICANA LLC 8.75%	P	10/05/06	04/02/12
b	99900 155 EAST TROPICANA LLC 8.75%	P	10/05/06	04/02/12
c	CLAYTON BANK AND TRUST 100062 (SEE SCHEDULE)	P	12/01/12	12/31/12
d	CLAYTON BANK AND TRUST 100062 (SEE SCHEDULE)	P	12/01/11	12/31/12
e	CLAYTON BANK AND TRUST 100094 (SEE SCHEDULE)	P	12/01/12	12/31/12
f	CLAYTON BANK AND TRUST 100094 (SEE SCHEDULE)	P	12/01/11	12/31/12
g	CLAYTON BANK AND TRUST 100123 (SEE SCHEDULE)	P	12/01/12	12/31/12
h	CLAYTON BANK AND TRUST 100123 (SEE SCHEDULE)	P	12/01/11	12/31/12
i	INNOVATION VALLEY PARTNERS (INVESTMENT PARTNERSHI	P	12/01/11	12/31/12
j	MORGAN-KEEGAN SETTLEMENT	P	VARIOUS	11/21/12
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

(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 100.		100.	0.
b 99,900.		99,900.	0.
c 827,527.		801,537.	25,990.
d 2,207,793.		2,074,334.	133,459.
e 644.		613.	31.
f 4,341.		4,308.	33.
g 29,193.		27,528.	1,665.
h 174,994.		161,755.	13,239.
i		157,895.	<157,895.>
j 2,683.			2,683.
k 32,038.			32,038.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			0.
c			25,990.
d			133,459.
e			31.
f			33.
g			1,665.
h			13,239.
i			<157,895.>
j			2,683.
k			32,038.
l			
m			
n			
o			

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

51,243.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

N/A

PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		OMB No. 1545-0715 <h1 style="margin: 0;">2012</h1>		Proceeds From Broker and Barter Exchange Transactions	
PAYER'S federal identification number 62-0201645		RECIPIENT'S identification number 100062		Substitute Form 1099-B	
RECIPIENT'S name, address, etc. THE CLAYTON FAMILY FOUNDATION REV TRUST 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919					

This information has not been provided to the IRS. We are providing this information for your files.

Trade Date	Acq Date	Units	Description	Symbol	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
4/27/2012	2/15/2012	138.417	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$17,803.20	\$17,054.33	\$748.87	SHORT
6/22/2012	3/29/2012	91.529	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$11,242.47	\$11,757.82	(\$515.35)	SHORT
6/28/2012	3/29/2012	172.377	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$20,978.32	\$22,143.55	(\$1,165.23)	SHORT
7/5/2012	3/29/2012	46.764	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$5,858.11	\$6,007.30	(\$149.19)	SHORT
7/6/2012	3/29/2012	523.572	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$64,991.02	\$67,258.06	(\$2,267.04)	SHORT
8/24/2012	3/29/2012	6.26	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$811.76	\$804.16	\$7.60	SHORT
8/27/2012	3/29/2012	286.739	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$37,164.26	\$36,834.50	\$329.76	SHORT
8/28/2012	3/29/2012	30.075	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$3,894.97	\$3,863.43	\$31.54	SHORT
8/28/2012	6/29/2012	7.866	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$1,018.72	\$957.29	\$61.43	SHORT
8/30/2012	6/29/2012	6.274	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$807.21	\$763.55	\$43.66	SHORT
9/6/2012	6/29/2012	378.775	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$49,888.46	\$46,096.91	\$3,791.55	SHORT
9/12/2012	6/29/2012	6.219	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$821.97	\$756.85	\$65.12	SHORT
9/17/2012	6/29/2012	188.485	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$25,345.60	\$22,938.62	\$2,406.98	SHORT
9/19/2012	6/29/2012	2.509	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$337.40	\$305.35	\$32.05	SHORT
9/25/2012	6/29/2012	40.045	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$5,313.93	\$4,873.48	\$440.45	SHORT
9/27/2012	6/29/2012	30.37	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$4,025.24	\$3,696.03	\$329.21	SHORT
10/16/2012	9/27/2012	1,399.77	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$186,701.61	\$185,525.84	\$1,175.77	SHORT
10/16/2012	6/29/2012	625.767	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$83,464.81	\$76,155.83	\$7,308.98	SHORT
10/18/2012	6/29/2012	40.392	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$5,397.20	\$4,915.70	\$481.50	SHORT
11/1/2012	6/29/2012	30.128	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$3,944.66	\$3,666.58	\$278.08	SHORT
12/6/2012	12/27/2011	529.683	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$68,927.67	\$61,294.91	\$7,632.76	SHORT
2/15/2012	7/27/2011	2,415.45	VANGUARD SMALL CAP INDEX SIGNAL	VISIX	922908421	\$80,168.82	\$79,057.71	\$1,111.11	SHORT
6/28/2012	3/21/2012	0.104	VANGUARD SMALL CAP INDEX SIGNAL	VISIX	922908421	\$3.31	\$3.53	(\$0.22)	SHORT
8/28/2012	3/21/2012	33.066	VANGUARD SMALL CAP INDEX SIGNAL	VISIX	922908421	\$1,115.32	\$1,122.27	(\$6.95)	SHORT
9/17/2012	3/21/2012	18.569	VANGUARD SMALL CAP INDEX SIGNAL	VISIX	922908421	\$659.39	\$630.23	\$29.16	SHORT
6/28/2012	3/21/2012	15.222	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$312.36	\$340.22	(\$27.86)	SHORT
8/28/2012	3/21/2012	5.805	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$126.43	\$129.74	(\$3.31)	SHORT
2/15/2012	7/27/2011	8,122.78	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	74160Q202	\$146,372.53	\$142,554.82	\$3,817.71	SHORT

PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		OMB No. 1545-0715 <h1 style="margin: 0;">2012</h1> Substitute Form 1099-B		Proceeds From Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645		RECIPIENT'S identification number 100062		
RECIPIENT'S name, address, etc. THE CLAYTON FAMILY FOUNDATION REV TRUST 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919				

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Trade Date	Acq Date	Units	Description	Symbol	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
6/22/2012	7/27/2011	0.923	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q202	\$17.01	\$16.20	\$0.81	SHORT
6/28/2012	7/27/2011	0.701	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q202	\$12.94	\$12.30	\$0.64	SHORT
Short-Term Total						\$827,526.70	\$801,537.11	\$25,989.59	
4/27/2012	9/17/2010	998.352	FMI LARGE CAP	FMIHX	3029333205	\$16,952.00	\$14,286.42	\$2,665.58	LONG
6/22/2012	9/17/2010	0.542	FMI LARGE CAP	FMIHX	3029333205	\$8.77	\$7.76	\$1.01	LONG
6/28/2012	9/17/2010	13.297	FMI LARGE CAP	FMIHX	3029333205	\$215.27	\$190.28	\$24.99	LONG
8/27/2012	7/27/2011	511.981	FMI LARGE CAP	FMIHX	3029333205	\$8,775.35	\$8,365.77	\$409.58	LONG
8/28/2012	7/27/2011	39.248	FMI LARGE CAP	FMIHX	3029333205	\$671.14	\$641.31	\$29.83	LONG
9/17/2012	7/27/2011	196.338	FMI LARGE CAP	FMIHX	3029333205	\$3,457.50	\$3,208.16	\$249.34	LONG
9/19/2012	7/27/2011	1.936	FMI LARGE CAP	FMIHX	3029333205	\$34.08	\$31.63	\$2.45	LONG
9/25/2012	7/27/2011	41.832	FMI LARGE CAP	FMIHX	3029333205	\$725.36	\$683.53	\$41.83	LONG
10/3/2012	7/27/2011	43.373	FMI LARGE CAP	FMIHX	3029333205	\$758.16	\$708.71	\$49.45	LONG
10/16/2012	7/27/2011	560.98	FMI LARGE CAP	FMIHX	3029333205	\$9,873.25	\$9,166.41	\$706.84	LONG
10/18/2012	7/27/2011	41.719	FMI LARGE CAP	FMIHX	3029333205	\$734.67	\$681.69	\$52.98	LONG
11/19/2012	7/27/2011	8,880.09	FMI LARGE CAP	FMIHX	3029333205	\$147,853.45	\$145,100.63	\$2,752.82	LONG
11/29/2012	7/27/2011	1.718	FMI LARGE CAP	FMIHX	3029333205	\$29.20	\$28.07	\$1.13	LONG
12/5/2012	7/27/2011	314.623	FMI LARGE CAP	FMIHX	3029333205	\$5,351.74	\$5,140.94	\$210.80	LONG
4/18/2012	10/13/2010	269.884	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$8,668.67	\$9,505.31	(\$836.64)	LONG
6/28/2012	10/13/2010	30.583	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$908.92	\$1,077.13	(\$168.21)	LONG
8/24/2012	10/13/2010	3.107	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$100.00	\$109.43	(\$9.43)	LONG
8/28/2012	10/13/2010	49.112	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$1,576.99	\$1,729.72	(\$152.73)	LONG
8/30/2012	10/13/2010	3.158	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$100.09	\$111.22	(\$11.13)	LONG
9/12/2012	10/13/2010	3.854	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$127.92	\$135.74	(\$7.82)	LONG
9/17/2012	10/13/2010	237.409	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$8,048.15	\$8,361.55	(\$313.40)	LONG
9/19/2012	10/13/2010	0.202	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$6.84	\$7.11	(\$0.27)	LONG
9/25/2012	10/13/2010	54.326	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$1,813.40	\$1,913.36	(\$99.96)	LONG
10/3/2012	10/13/2010	51.848	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$1,712.56	\$1,826.09	(\$113.53)	LONG
10/18/2012	10/13/2010	47.044	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$1,596.20	\$1,656.89	(\$60.69)	LONG
11/19/2012	10/13/2010	2,831.08	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$93,085.74	\$99,710.46	(\$6,624.72)	LONG
11/29/2012	10/13/2010	1.861	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$63.18	\$65.54	(\$2.36)	LONG
12/5/2012	10/13/2010	7,040.67	SPARTAN INT'L INDEX FUND	FSIVX	315911875	\$240,790.79	\$247,972.26	(\$7,181.47)	LONG

PAYER'S name, address, etc CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100 PAYER'S federal identification number 62-0201645	OMB No. 1545-0715 <div style="text-align: center; font-size: 2em; font-weight: bold;">2012</div> Substitute Form 1099-8
Proceeds From Broker and Barter Exchange Transactions	

RECIPIENT'S name, address, etc THE CLAYTON FAMILY FOUNDATION REV TRUST 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919	100062 This information has not been provided to the IRS. We are providing this information for your files.
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Trade Date	Acq Date	Units	Description	Symbol	QUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
12/10/2012	10/13/2010	60.607	SPARTAN INTL INDEX FUND	FSVX	315911875	\$2,076.41	\$2,134.58	(\$58.17)	LONG
4/27/2012	7/31/2006	17.453	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$2,244.80	\$2,038.34	\$206.46	LONG
10/3/2012	3/27/2009	42.471	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$5,645.64	\$3,234.17	\$2,411.47	LONG
11/1/2012	7/31/2006	3,788.71	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$442,482.96	\$442,482.96	\$53,572.38	LONG
11/19/2012	7/31/2006	2,032.65	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$259,060.81	\$237,392.83	\$21,667.98	LONG
11/29/2012	7/31/2006	2,788.42	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$363,135.56	\$325,659.33	\$37,476.23	LONG
12/6/2012	7/31/2006	1,715.38	VANGUARD INSTITUTIONAL INDEX FUND	VINIX	922040100	\$223,222.09	\$200,338.87	\$22,883.22	LONG
2/15/2012	11/5/2010	787	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$34,713.58	\$38,673.33	(\$3,959.75)	LONG
6/28/2012	11/5/2010	59	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$2,260.88	\$2,899.27	(\$638.39)	LONG
8/24/2012	11/5/2010	2	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$81.90	\$98.28	(\$16.38)	LONG
8/28/2012	11/5/2010	36	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$1,456.92	\$1,769.05	(\$312.13)	LONG
9/12/2012	11/5/2010	4	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$159.12	\$196.56	(\$37.44)	LONG
9/17/2012	11/5/2010	3	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$124.92	\$147.42	(\$22.50)	LONG
9/25/2012	11/5/2010	38	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$7,454.16	\$8,550.39	(\$1,096.23)	LONG
9/27/2012	11/5/2010	49	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$1,577.00	\$1,867.33	(\$290.33)	LONG
10/3/2012	11/5/2010	37	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$2,056.53	\$2,407.87	(\$351.34)	LONG
10/18/2012	11/5/2010	37	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$1,550.67	\$1,818.19	(\$267.52)	LONG
12/5/2012	11/5/2010	420	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$1,571.39	\$1,818.19	(\$246.80)	LONG
9/17/2012	7/27/2011	143.32	VANGUARD SMALL CAP INDEX SIGNAL	VSIX	922908421	\$17,900.40	\$20,638.88	(\$2,738.48)	LONG
9/19/2012	7/27/2011	0.724	VANGUARD SMALL CAP INDEX SIGNAL	VSIX	922908421	\$5,089.29	\$4,690.86	\$398.43	LONG
9/25/2012	7/27/2011	34.961	VANGUARD SMALL CAP INDEX SIGNAL	VSIX	922908421	\$25.62	\$23.70	\$1.92	LONG
10/3/2012	7/27/2011	37.186	VANGUARD SMALL CAP INDEX SIGNAL	VSIX	922908421	\$1,208.94	\$1,144.27	\$64.67	LONG
10/18/2012	7/27/2011	35.22	VANGUARD SMALL CAP INDEX SIGNAL	VSIX	922908421	\$1,288.84	\$1,217.10	\$71.74	LONG
11/29/2012	7/27/2011	3,128.68	VANGUARD SMALL CAP INDEX SIGNAL	VSIX	922908421	\$1,225.64	\$1,152.75	\$72.89	LONG
12/5/2012	7/27/2011	308.487	VANGUARD SMALL CAP INDEX SIGNAL	VSIX	922908421	\$108,064.64	\$102,401.70	\$5,662.94	LONG
8/28/2012	10/31/2007	30.228	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$10,627.36	\$10,096.78	\$530.58	LONG
9/17/2012	10/31/2007	177.302	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$658.37	\$670.15	(\$11.78)	LONG
9/19/2012	10/31/2007	1.473	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$4,028.30	\$3,930.75	\$97.55	LONG
9/25/2012	10/31/2007	38.171	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$33.43	\$32.66	\$0.77	LONG
10/3/2012	10/31/2007	41.148	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$846.26	\$846.24	\$0.02	LONG
10/18/2012	10/31/2007	37.807	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$918.41	\$912.24	\$6.17	LONG
11/21/2012	10/31/2007	0.0008	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$852.55	\$838.17	\$14.38	LONG
						\$0.02	\$0.02	\$0.00	LONG

PAYER's name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100	OMB No. 1545-0715 <div style="font-size: 2em; text-align: center; margin: 10px 0;">2012</div> Proceeds From Broker and Barter Exchange Transactions
PAYER's federal identification number 62-0201645	Substitute Form 1099-B

RECIPIENT's name, address, etc. THE CLAYTON FAMILY FOUNDATION REV TRUST 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919	100062 <small>This information has not been provided to the IRS. We are providing this information for your files.</small>
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Trade Date	Acq Date	Units	Description	Symbol	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
11/29/2012	10/31/2007	1,286.21	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$28,630.98	\$28,514.91	\$116.07	LONG
12/5/2012	10/29/2010	363.455	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$8,090.51	\$6,858.40	\$1,232.11	LONG
8/28/2012	7/27/2011	34.557	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$664.53	\$606.48	\$58.05	LONG
9/6/2012	7/27/2011	32.819	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$646.86	\$575.97	\$70.89	LONG
9/17/2012	7/27/2011	174.907	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$3,454.40	\$3,069.62	\$384.78	LONG
9/19/2012	7/27/2011	1.266	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$25.16	\$22.22	\$2.94	LONG
9/25/2012	7/27/2011	30.856	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$604.47	\$541.52	\$62.95	LONG
10/3/2012	7/27/2011	39.013	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$769.73	\$684.68	\$85.05	LONG
10/11/2012	7/27/2011	40.2	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$773.45	\$705.51	\$67.94	LONG
10/16/2012	7/27/2011	1,015.28	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$19,960.33	\$17,818.10	\$2,142.23	LONG
10/18/2012	8/1/2011	32.47	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$641.94	\$563.03	\$78.91	LONG
10/18/2012	7/27/2011	5.435	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$107.45	\$95.38	\$12.07	LONG
11/29/2012	8/1/2011	4.023	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$76.44	\$69.76	\$6.68	LONG
12/5/2012	8/1/2011	1,710.61	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600Q20	\$32,091.12	\$29,662.03	\$2,429.09	LONG
Long-Term Total						\$2,207,792.55	\$2,074,333.96	\$133,458.59	

PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		OMB No. 1545-0715 <h1 style="margin: 0;">2012</h1>		Proceeds From Broker and Barter Exchange Transactions	
PAYER'S federal identification number 62-0201645		RECIPIENT'S identification number 		Substitute Form 1099-B	

RECIPIENT'S name, address, etc. CLAYTON FAMILY FOUNDATION REV TRUST (INC ADV) 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919		100123
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This information has not been provided to the IRS. We are providing this information for your files.

Trade Date	Acq Date	Units	Description	Symbol	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
6/22/2012	7/27/2011	220	ISHARES S&P GLOBAL HEALTHCARE SECTOR	IXJ	464287325	\$12,916.20	\$12,595.17	\$321.03	SHORT
6/22/2012	7/27/2011	480	CONSUMER STAPLES SELECT SECTOR SPDR FUND	XLP	81369Y308	\$16,276.80	\$14,932.46	\$1,344.34	SHORT
		<u>700</u>			Short-Term Total	<u>\$29,193.00</u>	<u>\$27,527.63</u>	<u>\$1,665.37</u>	
8/24/2012	7/27/2011	10	ISHARES S&P GLOBAL TELECOM SECTOR INDEX	IXP	464287275	\$596.30	\$595.10	\$1.20	LONG
8/27/2012	7/27/2011	358	ISHARES S&P GLOBAL TELECOM SECTOR INDEX	IXP	464287275	\$21,313.32	\$21,304.73	\$8.59	LONG
8/30/2012	7/27/2011	11	ISHARES S&P GLOBAL TELECOM SECTOR INDEX	IXP	464287275	\$650.98	\$654.61	(\$3.63)	LONG
9/6/2012	7/27/2011	11	ISHARES S&P GLOBAL TELECOM SECTOR INDEX	IXP	464287275	\$662.31	\$654.61	\$7.70	LONG
9/12/2012	7/27/2011	14	ISHARES S&P GLOBAL TELECOM SECTOR INDEX	IXP	464287275	\$855.54	\$833.15	\$22.39	LONG
9/13/2012	7/27/2011	327	ISHARES S&P GLOBAL TELECOM SECTOR INDEX	IXP	464287275	\$20,166.09	\$19,459.91	\$706.18	LONG
8/24/2012	7/27/2011	6	ISHARES S&P GLOBAL HEALTHCARE SECTOR	IXJ	464287325	\$371.70	\$343.50	\$28.20	LONG
8/27/2012	7/27/2011	168	ISHARES S&P GLOBAL HEALTHCARE SECTOR	IXJ	464287325	\$10,410.03	\$9,618.13	\$791.90	LONG
8/30/2012	7/27/2011	6	ISHARES S&P GLOBAL HEALTHCARE SECTOR	IXJ	464287325	\$370.02	\$343.50	\$26.52	LONG
9/6/2012	7/27/2011	7	ISHARES S&P GLOBAL HEALTHCARE SECTOR	IXJ	464287325	\$443.31	\$400.76	\$42.55	LONG
9/12/2012	7/27/2011	9	ISHARES S&P GLOBAL HEALTHCARE SECTOR	IXJ	464287325	\$569.43	\$515.26	\$54.17	LONG
9/13/2012	7/27/2011	209	ISHARES S&P GLOBAL HEALTHCARE SECTOR	IXJ	464287325	\$13,371.82	\$11,965.41	\$1,406.41	LONG
8/24/2012	7/27/2011	14	CONSUMER STAPLES SELECT SECTOR SPDR FUND	XLP	81369Y308	\$498.40	\$435.53	\$62.87	LONG
8/27/2012	7/27/2011	91	CONSUMER STAPLES SELECT SECTOR SPDR FUND	XLP	81369Y308	\$3,244.76	\$2,830.95	\$413.81	LONG
8/30/2012	7/27/2011	14	CONSUMER STAPLES SELECT SECTOR SPDR FUND	XLP	81369Y308	\$496.30	\$435.53	\$60.77	LONG
9/6/2012	7/27/2011	14	CONSUMER STAPLES SELECT SECTOR SPDR FUND	XLP	81369Y308	\$504.70	\$435.53	\$69.17	LONG
9/12/2012	7/27/2011	24	CONSUMER STAPLES SELECT SECTOR SPDR FUND	XLP	81369Y308	\$850.08	\$746.62	\$103.46	LONG
9/13/2012	7/27/2011	643	CONSUMER STAPLES SELECT SECTOR SPDR FUND	XLP	81369Y308	\$23,180.15	\$20,003.28	\$3,176.87	LONG
8/24/2012	7/27/2011	35	UTILITIES SELECT SECTOR SPDR FUND	XLU	81369Y886	\$1,281.70	\$1,180.90	\$100.80	LONG
8/30/2012	7/27/2011	35	UTILITIES SELECT SECTOR SPDR FUND	XLU	81369Y886	\$1,273.76	\$1,180.90	\$92.86	LONG
9/6/2012	7/27/2011	37	UTILITIES SELECT SECTOR SPDR FUND	XLU	81369Y886	\$1,359.38	\$1,248.38	\$111.00	LONG
9/12/2012	7/27/2011	53	UTILITIES SELECT SECTOR SPDR FUND	XLU	81369Y886	\$1,922.84	\$1,788.21	\$134.63	LONG
9/13/2012	7/27/2011	1,857	UTILITIES SELECT SECTOR SPDR FUND	XLU	81369Y886	\$68,319.03	\$62,654.97	\$5,664.06	LONG
9/27/2012	7/27/2011	63	UTILITIES SELECT SECTOR SPDR FUND	XLU	81369Y886	\$2,281.86	\$2,125.61	\$156.25	LONG
		<u>4016</u>			Long-Term Total	<u>\$174,993.81</u>	<u>\$161,755.08</u>	<u>\$13,238.73</u>	

PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		OMB No. 1545-0715 <h1>2012</h1>		Proceeds From Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645		Substitute Form 1099-B		

RECIPIENT'S name, address, etc. CFF HORATIO ALGER SCHOLARSHIP ENDOWMENT 3340 LAKE VIEW DRIVE KNOXVILLE, TN 37919		100094	This information has not been provided to the IRS. We are providing this information for your files.
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Trade Date	Acq Date	Units	Description	Symbol	CUSIP	Proceeds*	Cost Basis**	Gain/(Loss)	Term
2/15/2012	10/27/2011	25.149	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$547.24	\$519.07	\$28.17	SHORT
2/15/2012	8/1/2011	4.451	VANGUARD MID-CAP INDEX FUND	VMCIX	922908835	\$96.85	\$93.82	\$3.03	SHORT
		<u>29.600</u>			Short-Term Total	<u>\$644.09</u>	<u>\$612.89</u>	<u>\$31.20</u>	
2/15/2012	11/5/2010	58	VANGUARD EMERGING MARKETS ETF	VWO	922042858	\$2,558.31	\$2,850.13	(\$291.82)	LONG
2/15/2012	6/1/2010	29.163	VANGUARD SMALL CAP INDEX SIGNAL	VSIX	922908421	\$967.92	\$747.74	\$220.18	LONG
2/15/2012	10/19/2010	35.664	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600202	\$642.66	\$556.71	\$85.95	LONG
2/15/2012	10/25/2010	9.54	PRIMECAP ODYSSEY AGGRESSIVE GROWTH	POAGX	741600202	\$171.91	\$152.93	\$18.98	LONG
		<u>132.367</u>			Long-Term Total	<u>\$4,340.80</u>	<u>\$4,307.51</u>	<u>\$33.29</u>	

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AIRPLANE FILLING STATION PRESERVATION ASSOCIATION P O BOX 1331 POWELL, TN 37849	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
AKIMA CLUB P O BOX 51968 KNOXVILLE, TN 37950	N/A	PUBLIC CHARITY	GENERAL FUND	3,000.
ARROWMONT SCHOOL OF ARTS AND CRAFTS P O BOX 567 GATLINBURG, TN 37738	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
ALZHEIMER'S DISEASE AND RELATED DISORDER ASSOCIATION - KNOXVILLE 2270 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
AMERICAN CANCER SOCIETY MIDSOUTH DIVISION 1100 IRELAND WAY SUITE 300 BIRMINGHAM, AL 35205	N/A	PUBLIC CHARITY	RELAY FOR LIFE CAMPAIGN	37,650.
AMERICAN RED CROSS 6921 MIDDLEBROOK PIKE KNOXVILLE, TN 37909	N/A	PUBLIC CHARITY	GENERAL FUND HEART OF TENNESSEE CHAPTER LYNCHBURG	10,500.
AMERICAN DIABETES ASSOCIATION 220 GREAT CIRCLE ROAD SUITE 134 NASHVILLE, TN 37228	N/A	PUBLIC CHARITY	GENERAL FUND	500.
AMERICAN HEART ASSOCIATION 1818 PATTERSON STREET NASHVILLE, TN 37203	N/A	PUBLIC CHARITY	GENERAL FUND	20,500.
AMERICAN KIDNEY FUND 11921 ROCKVILLE PIKE SUITE 300 ROCKVILLE, MD 20852	N/A	PUBLIC CHARITY	GENERAL FUND	500.
AMERICAN YOUTH SOCCER ORGANIZATION 5730 WOODDALE DRIVE KNOXVILLE, TN 37912	N/A	PUBLIC CHARITY	NATIONAL GAMES	5,000.
Total from continuation sheets				4,618,350.

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANGELIC MINISTRIES INTERNATIONAL 1218 NORTH CENTRAL KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	500.
ARTS AND CULTURE ALLIANCE P O BOX 2506 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	ARTS AND HERITAGE FUND	30,000.
AUTISM SOCIETY OF AMERICA 2890 ALCOA HIGHWAY ALCOA, TN 38920	N/A	PUBLIC CHARITY	GENERAL FUND	500.
B & L MISSIONARY FOUNDATION 713 SOUTH CANNON BLVD SHELBYVILLE, TN 37160	N/A	PUBLIC CHARITY	GENERAL FUND	500.
BEARDEN HIGH SCHOOL FOOTBALL BOOSTER CLUB 8352 KINGSTON PIKE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	500.
BAPTIST MEMORIAL HEALTH CARE FOUNDATION 350 NORTH HUMPHREYS BLVD MEMPHIS, TN 38120	N/A	PUBLIC CHARITY	BAPTIST HOSPITAL COVINGTON CAMPAIGN	10,000.
BEAVER DAM BAPTIST CHURCH 4328 EMORY ROAD KNOXVILLE, TN 37938	N/A	CHURCH	GENERAL FUND	16,000.
BETHANY CHRISTIAN SERVICES 318 ERIN DRIVE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	500.
BETHEL BAPTIST CHURCH 408 WESTSIDE DRIVE TULLAHOMA, TN 37388	N/A	CHURCH	MISSIONS	1,000.
BLOUNT MANSION ASSOCIATION P O BOX 1703 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	25,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG BROTHERS BIG SISTERS 119 WEST SUMMITT HILL KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	MENTORING PROGRAM	11,000.
BLOUNT COUNTY FIRE DEPARTMENT P O BOX 4488 MARYVILLE, TN 379802	N/A	GOVERNMENT ENTITY	COATS FOR THE COMMUNITY	500.
BONHAM FIREFIGHTERS ASSOCIATION CHRISTMAS FUND 301 EAST FIFTH STREET BONHAM, TX 75418	N/A	GOVERNMENT ENTITY	CHRISTMAS FUND	3,700.
BOY SCOUTS OF AMERICA GREAT SMOKY MOUNTAIN COUNCIL 6440 PAPERMILL DRIVE KNOXVILLE, TN 37950	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	109,500.
BOYS AND GIRLS CLUB OF SMOKY MOUNTAINS P O BOX 5743 SEVIERVILLE, TN 37864	N/A	PUBLIC CHARITY	SEYMOUR BRANCH	7,500.
BOYS AND GIRLS CLUBS OF THE TENNESSEE VALLEY 220 CARRICK STREET KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN (\$50,000); GENERAL FUND (\$32,000)	82,000.
BREAD OF LIFE RESCUE MISSION P O BOX 1414 CROSSVILLE, TN 38557	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
BREAKTHROUGH CORPORATION 1805 MARYVILLE PIKE KNOXVILLE, TN 37920	N/A	PUBLIC CHARITY	OPERATIONS	10,000.
CALVARY BAPTIST CHURCH P O BOX 309 ALCOA, TN 37701	N/A	CHURCH	BUILDING FUND	10,000.
CAMPORA FAMILY RESOURCE CENTER 900 SOUTH SHEPHERD STREET WINCHESTER, TN 37398	N/A	EDUC INSTITUTION	FAMILY RESOURCE CENTER	3,500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CANCER SUPPORT COMMUNITY 2230 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	8,000.
CAMP JOY 212 TANKERFLY RIDGE ROAD TULLAHOMA, TN 37388	N/A		GENERAL FUND	1,000.
CARL PERKINS CENTER FOR PREVENTION OF CHILD ABUSE 113 EAST MAIN STREET HENDERSON, TN 38346	N/A	PUBLIC CHARITY	GENERAL FUND	8,000.
CASA OF EAST TENNESSEE INC 2250 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	A CHILDS VOICE IN COURT	1,000.
CENTRAL BAPTIST CHURCH BEARDEN 6300 DEANE HILL DRIVE KNOXVILLE, TN 37919	N/A	CHURCH	SAMARITAN MINISTRY	500.
CASA WORKS MANCHESTER 224 WEST FORT STREET MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
CATHOLIC CHARITIES OF EAST TENNESSEE INC 119 DAMRON AVE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	4,000.
CENTER CITY EVENTS 406 WEST CHURCH AVENUE KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	INTERNATIONAL BISCUIT FESTIVAL	19,000.
CEDAR SPRINGS PRESBYTERIAN CHURCH 9132 KINGSTON PIKE KNOXVILLE, TN 37923	N/A	CHURCH	GLOBAL MISSIONS	1,000.
CHAPEL HILL CHURCH OF CHRIST 4483 NASHVILLE HWY CHAPEL HILL, TN 37034	N/A	CHURCH	GENERAL FUND	500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHAPEL HILL LIONS CHARITIES P O BOX 264 CHAPEL HILL, TN 37034	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CHAPEL HILL TOUCHDOWN CLUB P O BOX 585 CHAPEL HILL, TN 37034	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CHARACTER COUNTS OF KNOXVILLE 9111 CROSS PARK DRIVE #D200 KNOXVILLE, TN 37923	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CHILDHHELP 2505 KINGSTON PIKE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	4,000.
CHRISTIAN TABERNACLE 655 CLARK ROAD WINCHESTER, TN 37398	N/A	CHURCH	GENERAL FUND	500.
CHRISTIANS CLEBRATING GOD'S BOUNTY P O BOX 7218 WINCHESTER, TN 37398	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CHURCH STREET CHURCH OF CHRIST LEWISBURG 305 WEST CHURCH STREET LEWISBURG, TN 37091	N/A	CHURCH	GENERAL FUND	500.
CHURCH STREET UNITED METHODIST CHURCH 900 HENLEY STREET KNOXVILLE, TN 37902	N/A	CHURCH	GENERAL FUND	500.
CITIZENS FOR HOMELESS RELIEF P O BOX 2611 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	SHEPHERDS HOUSE MINISTRY	1,000.
COFFEE COUNTY CHILDRENS ADVOCACY CENTER 104 NORTH SPRING STREET MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	6,500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COFFEE COUNTY HUMANE SOCIETY 313 SOUTH RAMSEY STREET MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	500.
COKESBURY UNITED METHODIST CHURCH 9908 KINGSTON PIKE KNOXVILLE, TN 37922	N/A	CHURCH	CELEBRATE RECOVERY	500.
COFFEE COUNTY PARTNERSHIP FOR TOMORROW 1329 MCARTHUR STREET MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	IMAGINATION LIBRARY	1,000.
COMMUNITY FOOD CONNECTION OF BLOUNT COUNTY P O BOX 786 ALCOA, TN 37701	N/A	PUBLIC CHARITY	PEANUTBUTTER PURCHASE	500.
COMMUNITY SCHOOL FOR THE ARTS 620 STATE STREET KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	4,000.
COMPASSION COALITION 107 WESTFIELD DRIVE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	4,500.
CONCORD SAILING CENTER 11600 NORTHSHORE DRIVE KNOXVILLE, TN 37922	N/A	PUBLIC CHARITY	GENERAL FUND	500.
COMMUNITY SHARES 507 SOUTH GAY STREET STE 1120 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	500.
COOKEVILLE HOUSING SERVICES CORP P O BOX 400 COOKEVILLE, TN 38503	N/A	PUBLIC CHARITY	TEEN NEEDS TRAINING PROGRAM	500.
CORNERSTONE CHURCH OF KNOXVILLE 1250 HERITAGE LAKE BLVD KNOXVILLE, TN 37922	N/A	CHURCH	VOLUNTEERS FOR CHRIST	1,200.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COUNTRY CHRISTMAS CELEBRATION ASSOCIATION OF SAVANNAH RT 4 BOX 275B SAVANNAH, TN 38372	N/A	PUBLIC CHARITY	CHRISTMAS TOYS AND FOOD DRIVE	5,000.
COVENANT LIFE INTERNATIONAL YOUTH MINISTRY P O BOX 67 LAKE CITY, TN 37769	N/A	CHURCH	BLESSINGS FUND	7,000.
COOKEVILLE RESCUE MISSION P O BOX 1144 COOKEVILLE, TN 38503	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
CROHNS & COLITIS FOUNDATION 95 WHITE BRIDGE ROAD SUITE 209 NASHVILLE, TN 37205	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CROSS GREEK CHRISTIAN MINISTRIES P O BOX 11092 KNOXVILLE, TN 37939	N/A	PUBLIC CHARITY	GENERAL FUND	500.
CROSSROADS CHURCH OF THE NAZARENE 511 WHITE WING ROAD LENOIR CITY, TN 37771	N/A	CHURCH	FAMILY LIFE CENTER	2,000.
CRUTCHER MEMORIAL YOUTH ENRICHMENT CENTER 112 LAKESIDE STREET KNOXVILLE, TN 37914	N/A	PUBLIC CHARITY	ACADEMIC ENRICHMENT PROGRAM	1,000.
CUMBERLAND COLLEGE 649 SOUTH 10TH STREET WILLIAMSBURG, KY 40769	N/A	EDUC INSTITUTION	GENERAL FUND	1,000.
CYSTIC FIBROSIS FOUNDATION 5401 KINGSTON PIKE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	4,000.
DIAPER LOVE P O BOX 32804 KNOXVILLE, TN 37930	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DOWN SYNDROME AWARENESS GROUP EAST TENNESSEE P O BOX 53575 KNOXVILLE, TN 37950	N/A	PUBLIC CHARITY	GENERAL FUND	500.
DUSTY ELAM FOUNDATION 744 OLD WOODBURY HWY MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
DOGWOOD ARTS FESTIVAL 106 WEST SUMMITT HILL DRIVE SUITE 200 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
DYERSBURG STATE COMMUNITY COLLEGE FOUNDATION 1510 LAKE ROAD DYERSBURG, TN 38024	N/A	PUBLIC CHARITY	SCHOLARSHIP FUND	5,000.
EAST TENNESSEE PUBLIC COMMUNICATIONS CORP 1611 EAST MAGNOLIA AVENUE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
EAST TENNESSEE CHILDREN'S HOSPITAL P O BOX 15010 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	7,200.
EAST TENNESSEE COMMUNITY DESIGN CENTER 1300 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
EAST TENNESSEE FOUNDATION (BUTTERFLY FUND) 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	BUTTERFLY FUND	3,500.
EAST TENNESSEE FOUNDATION WOMEN'S FUND 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	500.
EAST TENNESSEE HISTORICAL SOCIETY P O BOX 1629 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EAST TENNESSEE HOUSING DEVELOPMENT CORPORATION 1300 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	LONSDALE HOUSING DEVELOPMENT	10,000.
EAST TENNESSEE TECHNOLOGY ACCESS CENTER 4918 NORTH BROADWAY KNOXVILLE, TN 37918	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
EMERALD YOUTH FOUNDATION 1718 NORTH CENTRAL KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	JUST LEAD MINISTRY	43,500.
EMORY VALLEY CENTER 715 EMORY VALLEY ROAD OAK RIDGE, TN 37830	N/A	PUBLIC CHARITY	BUILDING FUND	25,000.
EPILEPSY FOUNDATION OF EAST TENNESSEE P O BOX 3156 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
EPISCOPAL CHURCH OF THE ASCENSION 800 S NORTHSHORE DRIVE KNOXVILLE, TN 37919	N/A	CHURCH	GENERAL FUND	500.
EPISCOPAL SCHOOL OF KNOXVILLE 950 EPISCOPAL SCHOOL WAY KNOXVILLE, TN 37932	N/A	CHURCH SCHOOL	SCHOLARSHIP PROGRAM	31,000.
EXCHANGE CLUB FAMILY CENTER OF THE MIDSOUTH 2180 UNION AVENUE MEMPHIS, TN 38104	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
FAIRVIEW ELEMENTARY SCHOOL 2130 OLD NILES FERRY ROAD MARYVILLE, TN 37803	N/A	EDUC INSTITUTION	GENERAL FUND	500.
FAMILY PROMISE OF KNOXVILLE P O BOX 10184 KNOXVILLE, TN 37939	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIDELITY CHARITABLE P O BOX 770001 CINCINNATI, OH 45277-0053	N/A	PUBLIC CHARITY	DONOR ADVISED FUND (CLAYTON SPECIAL FUND)	850,000.
FIRST BAPTIST CHURCH OF TULLAHOMA 108 EAST GRUNDY STREET TULLAHOMA, TN 37388	N/A	CHURCH	IN LIGHT PROGRAM	500.
FIRST CHRISTIAN CHURCH OF TULLAHOMA 120 WEST GRUNGY STREET TULLAHOMA, TN 37388	N/A	CHURCH	GENERAL FUND	500.
FARMINGTON BAPTIST CHURCH 2777 NASHVILLE HWY LEWISBURG, TN 37091	N/A	CHURCH	GENERAL FUND	500.
FIRST FARRAGUT UNITED METHODIST CHURCH 12733 KINGSTON PIKE KNOXVILLE, TN 37934	N/A	CHURCH	GENERAL FUND	500.
FIRST PRESBYTERIAN CHURCH OF MANCHESTER 1101 JACKSON STREET MANCHESTER, TN 37355	N/A	PUBLIC CHARITY	GENERAL FUND	500.
FIRST UNITED METHODIST CHURCH OF KNOXVILLE 3316 KINGSTON PIKE KNOXVILLE, TN 37919	N/A	CHURCH	GENERAL FUND	10,500.
FIRST UNITED METHODIST CHURCH OF TULLAHOMA 208 WEST LAUDERDALE STREET TULLAHOMA, TN 37388	N/A	CHURCH	FOOD PANTRY	500.
FLORENCE CRITTENTON AGENCY 1531 DICK LONAS ROAD KNOXVILLE, TN 37909	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
FOCUS GROUP PRISON MINISTRIES 6300 DEANE HILL DRIV E KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FISH HOSPITALITY PANTRIES 800 NORTHSORE DRIVE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	6,000.
FORT LOUDON LAKE ASSOCIATION 956 VOLUNTEER LANDING LANE KNOXVILLE, TN 37915	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
FRANKLIN COUNTY PREVENTION COALITION 900 SOUTH SHEPHERD STREET WINCHESTER, TN 37398	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
FAYETTE CARES P O BOX 326 SOMERVILLE, TN 38068	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
FREE MEDICAL CLINIC OF AMERICA 6207 CHAPMAN HIGHWAY KNOXVILLE, TN 37920	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
FREED HARDEMAN UNIVERSITY 158 EAST MAIN STREET HENDERSON, TN 38340	N/A	EDUC INSTITUTION	GENERAL FUND (\$20,000); RENOVATIONS (\$10,000)	30,000.
FRIENDS OF LITERACY 101 EAST FIFTH AVE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	3,500.
FRIENDS OF TENNESSEE BABIES WITH SPECIAL NEEDS (INFANT PARENT SERVICES) P O BOX 504 ALCOA, TN 37701	N/A	PUBLIC CHARITY	GENERAL FUND	10,500.
FRIENDS OF THE GREAT SMOKY MOUNTAINS NATIONAL PARK INC P O BOX 1660 KODAK, TN 37764	N/A	PUBLIC CHARITY	GENERAL FUND	24,600.
FRIENDS OF YOUNG WILLIAMS ANIMAL CENTER 3201 DIVISION STREET KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	4,500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF TENNESSEE SCHOOL FOR THE BLIND 115 STEWARTS FERRY PIKE NASHVILLE, TN 37214	N/A	PUBLIC CHARITY	GENERAL FUND	500.
FRIENDS OF THE KNOX COUNTY PUBLIC LIBRARY 500 WEST CLINCH AVENUE KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	FESTIVAL OF READING	5,000.
GIRL SCOUTS COUNCIL OF THE SOUTHERN APPALACHIANS 1567 DOWNTOWN WEST BLVD KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	20,000.
GOODWILL INDUSTRIES P O BOX 11066 KNOXVILLE, TN 37939	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
GOOD SAMARITAN MINISTRIES OF FRANKLIN COUNTY 215 EAST MAIN STREET DECHERD, TN 37324	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
GOOD SAMARITAN MINISTRIES OF TULLAHOMA P O BOX 1705 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	500.
GRACE BAPTIST CHURCH OF CAMDEN 226 WASHINGTON AVE CAMDEN, TN 38320	N/A	CHURCH	GENERAL FUND	500.
GRAINGER COUNTY IMAGINATION LIBRARY P O BOX 158 RUTLEDGE, TN 37861	N/A	PUBLIC CHARITY	GENERAL FUND	7,500.
GREAT SCHOOLS PARTNERSHIP CHARITABLE TRUST P O BOX 2188 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	150,000.
GREAT SMOKY MOUNTAIN INSTITUTE AT TREMONT 9275 TREMONT ROAD TOWNSEND, TN 37882	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HABITAT FOR HUMANITY KNOXVILLE P O BOX 27478 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	GENERAL FUND	10,500.
HANCOCK COUNTY HIGH SCHOOL 2700 MAIN STREET SNEADVILLE, TN 37869	N/A	EDUC INSTITUTION	GENERAL FUND	500.
HANDS ON SCIENCE CENTER 101 MITCHELL BLVD TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
HARDIN VALLEY ELEMENTARY SCHOOL PTA 11445 HARDIN VALLEY ROAD KNOXVILLE, TN 37932	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
HARMONY ADOPTIONS OF TENNESSEE 131 CHEROKEE HEIGHTS DRIVE MARYVILLE, TN 37803	N/A	PUBLIC CHARITY	GENERAL FUND	52,500.
HABITAT FOR HUMANITY TULLAHOMA 201 WEST LINCOLN STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	500.
HEARING AND SPEECH FOUNDATION 1619 EAST BROADWAY AVE MARYVILLE, TN 37804	N/A	PUBLIC CHARITY	GENERAL FUND	6,000.
HENDERSON CHURCH OF CHRIST 241 WHITE AVENUE HENDERSON, TN 38340	N/A	CHURCH	GENERAL FUND	500.
HELEN ROSS MCNABB CENTER 201 WEST SPRINGDALE AVENUE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	44,000.
HELPING HANDS OF PUTNAM COUNTY 421 EAST BROAD STREET COOKEVILLE, TN 38501	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HELP PORTRAIT P O BOX 723 FRANKLIN, TN 37065	N/A	PUBLIC CHARITY	GENERAL FUND	500.
HELP OUT P O BOX 533 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	500.
HICKORY HILL BAPTIST CHURCH 2701 TANYARD HILL ROAD LYNCHBURG, TN 37352	N/A	CHURCH	GENERAL FUND	500.
HISTORIC TENNESSEE THEATRE FOUNDATION P O BOX 272 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	50,500.
HOLA HORA LATINA P O BOX 32192 KNOXVILLE, TN 37930	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
HOLSTON UNITED METHODIST HOME FOR CHILDREN P O BOX 188 GREENEVILLE, TN 37744	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
HOPE RESOURCE CENTER 2700 PAINTER AVENUE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
HORSE HAVEN OF TENNESSEE P O BOX 22841 KNOXVILLE, TN 37933	N/A	PUBLIC CHARITY	GENERAL FUND	4,000.
HIGHLAND BAPTIST CHURCH 808 WEST HICKORY STREET TULLAHOMA, TN 37388	N/A	CHURCH	CHILD DEVELOPMENT CENTER	500.
HORSE PLAY P O BOX 393 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUMANE SOCIETY OF THE TENNESSEE VALLEY P O BOX 9479 KNOXVILLE, TN 37940	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
HIWASSEE COLLEGE 225 HIWASSEE COLLEGE DRIVE MADISONVILLE, TN 37354	N/A	EDUC INSTITUTION	AUDITORIUM RENOVATION	135,500.
IJAMS NATURE CENTER P O BOX 2601 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	11,500.
IN HIS IMAGE PREGNANCY RESOURCE CENTER 432 COMMERCE STREET LEWISBURG, TN 37094	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
INTERFAITH HEALTH CLINIC 315 GILL AVENUE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	PHYSICIAN SALARY	90,000.
JACK T FARRAR ELEMENTARY SCHOOL 215 WESTSIDE DRIVE TULLAHOMA, TN 37388	N/A	EDUC INSTITUTION	GENERAL FUND	500.
JAMES WHITE FORT ASSOCIATION 205 EAST HILL AVE KNOXVILLE, TN 37915	N/A	PUBLIC CHARITY	ROOF	5,000.
JOHN SEVIER ELEMENTARY SCHOOL 2001 SEQUOYAH AVENUE MARYVILLE, TN 37804	N/A	EDUC INSTITUTION	GENERAL FUND	1,000.
JONI AND FRIENDS 1540 ROBINSON ROAD KNOXVILLE, TN 37923	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
JUNIOR SERVICE LEAGUE OF MARYVILLE P O BOX 6373 MARYVILLE, TN 37802	N/A	PUBLIC CHARITY	GENERAL FUND	500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUNIOR LEAGUE OF KNOXVILLE 6739 BAUM DRIVE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	2,000.
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 6701 BAUM DRIVE SUITE 240 KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
KINGS ACADEMY 202 SMOTHERS ROAD SEYMOUR, TN 37865	N/A	EDUC INSTITUTION	GENERAL FUND	5,000.
KINGS CROSS CHURCH 222 TURKEY CREEK ROAD TULLAHOMA, TN 37388	N/A	CHURCH	GENERAL FUND	1,000.
KNOX AREA RESCUE MINISTRIES P O BOX 3310 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
KNOX COUNTY IMAGINATION LIBRARY FUND 500 WEST CHURCH AVENUE KNOXVILLE, TN 37902	N/A	GOVERNMENT ENTITY	GENERAL FUND	10,500.
KNOX HERITAGE P O BOX 1242 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	500.
KNOXVILLE CATHOLIC HIGH SCHOOL 9245 FOX LONAS ROAD KNOXVILLE, TN 37923	N/A	EDUC INSTITUTION	GENERAL FUND	1,500.
KNOXVILLE AREA URBAN LEAGUE 1514 EAST FIFTH AVENUE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	FORECLOSURE COUNSELING PROGRAM	15,000.
KNOXVILLE BOTANICAL GARDENS AND ARBORETUM 2743 WIMPOLE AVENUE KNOXVILLE, TN 37914	N/A	PUBLIC CHARITY	GENERAL FUND	2,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KNOXVILLE CHORAL SOCIETY P O BOX 1086 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
KNOXVILLE LEADERSHIP FOUNDATION 901 EAST SUMMIT HILL DRIVE SUITE 300 KNOXVILLE, TN 37915	N/A	PUBLIC CHARITY	GENERAL FUND	3,000.
KNOXVILLE MUSEUM OF ART 1050 WORLD'S FAIR PARK DRIVE KNOXVILLE, TN 37916	N/A	PUBLIC CHARITY	GENERAL FUND	106,500.
KNOXVILLE MUSEUM OF ART FOUNDATION 1050 WORLD'S FAIR PARK DRIVE KNOXVILLE, TN 37916	N/A	PUBLIC CHARITY	ENDOWMENT FUND	100,000.
KNOXVILLE OPERA COMPANY P O BOX 1601 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	13,500.
KNOXVILLE RUGBY CLUB 5916 ROLLING RIDGE DRIVE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
KNOXVILLE SYMPHONY SOCIETY P O BOX 360 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	150,000.
KNOXVILLE ZOO P O BOX 6040 KNOXVILLE, TN 37914	N/A	PUBLIC CHARITY	GENERAL FUND	102,000.
KNOXVILLE-KNOX COUNTY COUNCIL ON AGING P O BOX 51650 KNOXVILLE, TN 37950	N/A	PUBLIC CHARITY	ONE CALL SENIORS CLUB	5,000.
LAKEWAY FOUNDATION INC 505 LAKEWAY PLACE TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	CARING FOR KIDS	5,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEADERSHIP KNOXVILLE 1301 HANNAH AVE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	20,000.
LADIES OF CHARITY 1031 NORTH CENTRAL STREET KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	500.
LEGAL AID OF EAST TENNESSEE 502 S GAY STREET SUITE 404 KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
LISA ROSS BIRTH AND WOMENS CENTER 1925 AILOR AVENUE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	500.
LITTLE LEAGUE BASEBALL WINCHESTER 209 NORTH JEFFERSON STREET WINCHESTER, TN 37398	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
LUPUS FOUNDATION OF AMERICA 4004 HILLSBORO ROAD NASHVILLE, TN 37215	N/A	PUBLIC CHARITY	GENERAL FUND	500.
LOST SHEEP MINISTRIES P O BOX 5835 KNOXVILLE, TN 37928	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
LOVING PAWS RESCUE ORGANIZATION 2035 BROWN CEMETARY ROAD LURAY, TN 38352	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
MALESUS ELEMENTARY SCHOOL 610 BOLIVAR HIGHWAY JACKSON, TN 38301	N/A	EDUC INSTITUTION	GENERAL FUND	500.
MARCH OF DIMES FOUNDATION 322 NANCY LYNN LANE SUITE 11 KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	GENERAL FUND	3,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAYNARDVILLE ELEMENTARY SCHOOL 615 MAIN STREET MAYNARDVILLE, TN 37807	N/A	EDUC INSTITUTION	GENERAL FUND	500.
MARYVILLE COLLEGE CLAYTON CENTER FOR THE ARTS 502 LAMAR ALEXANDER PARKWAY MARYVILLE, TN 37304	N/A	EDUC INSTITUTION	CLAYTON CENTER FOR THE ARTS	251,000.
MEDIC SAMARITAN P O BOX 1616 POWELL, TN 37849	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
MIDDLEBROOK PIKE UNITED METHODIST CHURCH 7290 MIDDLEBROOK PIKE KNOXVILLE, TN 37909	N/A	CHURCH	GENERAL FUND	500.
MOORE COUNTY BAND BOOSTERS 1502 LYNCHBURG HWY LYNCHBURG, TN 37352	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
MOTLOW COLLEGE FOUNDATION P O BOX 8500 LYNCHBURG, TN 37352	N/A	EDUC INSTITUTION	GENERAL FUND	13,750.
MOUNT OLIVE ELEMENTARY SCHOOL 2507 MARYVILLE PIKE KNOXVILLE, TN 37920	N/A	EDUC INSTITUTION	GENERAL FUND	1,000.
MOUNT OLIVE MISSIONARY BAPTIST CHURCH 201 ACKLEN STREET DECHERD, TN 37324	N/A	CHURCH	MEN'S MINISTRY	500.
MOUNT ZION BAPTIST CHURCH 301 SOUTH WASHINGTON STREET TULLAHOMA, TN 37388	N/A	CHURCH	GENERAL FUND	1,000.
MULTICOUNTY CANCER SUPPORT NETWORK 110 EAST LAUDERDALE STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MUSTARD SEED RANCH P O BOX 3814 COOKEVILLE, TN 38501	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
NATIONAL WILD TURKEY FEDERATION 1045 PERRY SWITCH ROAD JACKSON, TN 38301	N/A	PUBLIC CHARITY	GENERAL FUND	500.
NATIVITY PAGEANT OF KNOXVILLE P O BOX 53258 KNOXVILLE, TN 37950	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
NESSIE FOUNDATION 4500 PARRISH MANOR DRIVE GARNER, NC 27529	N/A	PUBLIC CHARITY	GENERAL FUND	7,500.
NORTH COFFEE COUNTY ELEMENTARY SCHOOL 6790 MURFREESBORO HWY MANCHESTER, TN 37355	N/A	EDUC INSTITUTION	GENERAL FUND	500.
PARTNERS FOR HEALING 109 WEST BLACKWELL STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	6,500.
PELLISSIPPI STATE FOUNDATION P O BOX 22090 KNOXVILLE, TN 37933	N/A	EDUC INSTITUTION	ENDOWMENT FUND-80,000; BLOUNT CO CAMPUS- 80,000; GENERAL FUND - 4,500	165,000.
PLATEAU CHRISTIAN CHURCH 93 BOB TOLLETT LOOP CROSSVILLE, TN 38555	N/A	CHURCH	GENERAL FUND	1,000.
PAIDEIA ACADEMY 10825 YARNELL ROAD KNOXVILLE, TN 37932	N/A	EDUC INSTITUTION	BUILDING FUND	50,000.
PLEASANT GROVE UNITED METHODIST CHURCH 65 PLEASANT GROVE ROAD ESTILL SPRINGS, TN 37330	N/A	CHURCH	GENERAL FUND	500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
REBEL BASEBALL BACKERS P O BOX 374 WINCHESTER, TN 37398	N/A	PUBLIC CHARITY	GENERAL FUND	500.
REDEEMER CHURCH OF KNOXVILLE 1642 HIGHLAND AVENUE KNOXVILLE, TN 37916	N/A	CHURCH	GENERAL FUND	500.
REVIVAL CENTER CHURCH OF GOD 1201 EAST LINCOLN STREET TULLAHOMA, TN 37388	N/A	CHURCH	GENERAL FUND	500.
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	N/A	EDUC INSTITUTION	GENERAL FUND	1,500.
RIDGEDALE BAPTIST CHURCH 5632 NICKLE ROAD KNOXVILLE, TN 37921	N/A	CHURCH	GENERAL FUND	8,000.
RISING ABOVE MINISTRIES 213 REAGAN STREET COOKEVILLE, TN 38501	N/A	PUBLIC CHARITY	GENERAL FUND	500.
ROCKFORD BAPTIST CHURCH 4104 OLD KNOXVILLE HWY ROCKFORD, TN 37853	N/A	CHURCH	BUILDING FUND	2,500.
RONALD MCDONALD HOUSE CHARITIES 1705 CLINCH AVENUE KNOXVILLE, TN 37916	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
ROCKY HILL ELEMENTARY SCHOOL 1200 MORRELL ROAD KNOXVILLE, TN 37919	N/A	EDUC INSTITUTION	GENERAL FUND	500.
SOAR YOUTH MINISTRIES P O BOX 504 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOMERVILLE ELEMETARY SCHOOL 12690 SOUTH MAIN STREET SOMERVILLE, TN 38068	N/A	EDUC INSTITUTION	GENERAL FUND	500.
SALVATION ARMY 409 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
SAVANNAH CHURCH OF CHRIST 1175 PICKWICK STREET SAVANNAH, TN 38372	N/A	CHURCH	GENERAL FUND	500.
CHURCH AT BENNINGTON PLACE (SOUTHERN FELLOWSHIP CHURCH) 7301 BENNINGTON DRIVE KNOXVILLE, TN 37909	N/A	CHURCH	GENERAL FUND	5,000.
SECOND HARVEST FOOD BANK OF EAST TENNESSEE 922 DELAWARE AVE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	104,500.
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE 331 GREAT CIRCLE ROAD NASHVILLE, TN 37228	N/A	PUBLIC CHARITY	GENERAL FUND	500.
SENIOR CITIZENS HOME ASSISTANCE SERVICE P O BOX 2035 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	10,000.
SEQUOYAH HILLS PRESBYTERIAN CHURCH 3700 KEOWEE AVENUE KNOXVILLE, TN 37919	N/A	CHURCH	GENERAL FUND	5,000.
SERTOMA CENTER 1400 EAST FIFTH AVE KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
SACRED HEART CATHEDRAL 711 NORTHSORE DRIVE KNOXVILLE, TN 37919	N/A	CHURCH	GENERAL FUND	500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SECOND UNITED METHODIST CHURCH 1524 WESTERN AVENUE KNOXVILLE, TN 37921	N/A	CHURCH	GENERAL FUND	500.
FOUNDATION FOR THE SEVIER COUNTY PUBLIC LIBRARY SYSTEM 321 COURT STREET SEVIERVILLE, TN 37862	N/A	PUBLIC CHARITY	SEYMOUR BRANCH GENERAL FUND (\$2,500); BUILDING FUND (\$7,500)	10,000.
SMOKY MOUNTAIN ANIMAL CARE FOUNDATION P O BOX 7218 MARYVILLE, TN 37802	N/A	PUBLIC CHARITY	GENERAL FUND	10,500.
SHEPHERD CENTER FOUNDATION 2020 PEACHTREE ROAD ATLANTA, GA 30309	N/A	PUBLIC CHARITY	GENERAL FUND	500.
SHILOH RIDERS ASSOCIATION P O BOX 6503 SEVIERVILLE, TN 37864	N/A	PUBLIC CHARITY	TOY FUND	1,000.
SHORELINE CHURCH 318 NANCY LYNN LANE KNOXVILLE, TN 37919	N/A	CHURCH	GENERAL FUND	1,000.
SKILL DEVELOPMENT SERVICES 704 SOUTH WASHINGTON STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	500.
SPORTSMEN AND PROFESSIONAL MEN OF COFFEE COUNTY P O BOX 1078 MANCHESTER, TN 37349	N/A	PUBLIC CHARITY	GENERAL FUND	11,500.
SMOKY MOUNTAIN SERVICE DOGS 110 TOOWEKA CIRCLE LOUDON, TN 37774	N/A	PUBLIC CHARITY	GENERAL FUND	6,250.
ST JOHNS LUTHERAN CHURCH 544 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	CHURCH	GENERAL FUND	6,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST JUDE CHILDRENS RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	N/A	PUBLIC CHARITY	GENERAL FUND	2,500.
ST PAUL UNITED METHODIST CHURCH 4014 GARDEN DRIVE KNOXVILLE, TN 37918	N/A	CHURCH	GENERAL FUND	1,000.
TENNESSEE 4-H FOUNDATION P O BOX 1071 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	BLOUNT COUNTY HORSE PROGRAM	2,000.
TENNESSEE MANUFACTURED HOUSING FOUNDATION 604 4TH STREET NORTH NASHVILLE, TN 37219	N/A	PUBLIC CHARITY	GENERAL FUND	25,000.
TENNESSEE SCHOOL HEALTH COALITION 17 ANDERTON DRIVE WINCHESTER, TN 37398	N/A	PUBLIC CHARITY	GENERAL FUND	500.
TENNESSEE JUDICIAL CONFERENCE FOUNDATION 1903 DIVISION STREET NASHVILLE, TN 37203	N/A	PUBLIC CHARITY	SCHOLARSHIP FUND	1,000.
TENNESSEE CHILDRENS HOME 170 LATHAM ROAD HENDERSON, TN 37340	N/A	PUBLIC CHARITY	GENERAL FUND	500.
TENNESSEE STAGE COMPANY P O BOX 1186 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	SHAKESPEARE ON THE SQUARE	5,000.
TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION 1207 18TH AVENUE SOUTH SUITE 326 NASHVILLE, TN 37212	N/A	PUBLIC CHARITY	GENERAL FUND	75,000.
DREAM CONNECTION P O BOX 10924 KNOXVILLE, TN 37939	N/A	PUBLIC CHARITY	GENERAL FUND	500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE NEXT DOOR P O BOX 282 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
TNACHIEVES 10427 ELECTRIC AVENUE KNOXVILLE, TN 37932	N/A	PUBLIC CHARITY	GENERAL FUND	200,000.
THERAPEUTIC RIDING ACADEMY OF KNOXVILLE 6810 EAST RACON VALLEY ROAD KNOXVILLE, TN 37938	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
TRIBE ONE EMPOWERMENT P O BOX 478 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	6,000.
TRI LAKE FUTBOL CLUB 103 HAMILTON LANE TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	500.
TULLAHOMA LIONS CLUB CHARITIES P O BOX 425 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	500.
TULLAHOMA QUARTERBACK CLUB P O BOX 1795 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
TWIGS OF LEBONHEUER MEDICAL CENTER 50 NORTH DUNLAP AVENUE MEMPHIS, TN 38103	N/A	PUBLIC CHARITY	GENERAL FUND	500.
TWO RIVERS CHURCH 275 HARRISON LANE LENOIR CITY, TN 37772	N/A	CHURCH	GENERAL FUND	7,500.
UNITED WAY OF BLOUNT COUNTY 1615 EAST BROADWAY AVENUE MARYVILLE, TN 37804	N/A	PUBLIC CHARITY	KNOX DESIGNATION	41,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY OF GREATER KNOXVILLE 1301 HANNAH AVENUE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	215,000.
UNITED WAY OF THE HIGHLAND RIM P O BOX 272 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	KNOX DESIGNATION	500.
UNIVERSITY OF TENNESSEE FOUNDATION P O BOX 15016 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	COLLEGE OF ENGINEERING (\$10,000); COLLEGE OF VETERINARY MEDICINE (\$5,500); FULL SERVICE COMMUNITY SCHOOLS	29,000.
UNIVERSITY OF TENNESSEE (MCCLUNG) 1327 CIRCLE PARK DRIVE KNOXVILLE, TN 37996	N/A	PUBLIC CHARITY	MCCLUNG MUSEUM	1,500.
UNIVERSITY OF TENNESSEE BAKER CENTER 600 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A	EDUC INSTITUTION	BAKER CENTER BUILDING FUND	25,000.
UNIVERSITY OF TENNESSEE KAPPA DELTA BUILDING 600 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A	EDUC INSTITUTION	KAPPA DELTA BUILDING FUND	10,000.
UNIVERSITY OF TENNESSEE CLARENCE BROWN THEATRE P O BOX 15016 KNOXVILLE, TN 37901	N/A	EDUC INSTITUTION	GENERAL FUND	5,000.
VOLUNTEER MINISTRY CENTER 103 SOUTH GAY STREET KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	20,500.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37235	N/A	EDUC INSTITUTION	CHILDRENS RESEARCH HOSPITAL	1,000.
WC TWO 2351 DANDRIDGE AVENUE KNOXVILLE, TN 37915	N/A	PUBLIC CHARITY	FIRST TEE PROGRAM	3,500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE, TN 37923	N/A	EDUC INSTITUTION	SCIENCE CENTER	110,000.
WEST HIGH SCHOOL FOUNDATION 3300 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	PUBLIC CHARITY	BASEBALL COMPLEX	17,500.
WEST PARK BAPTIST CHURCH 8833 MIDDLEBROOK PIKE KNOXVILLE, TN 37923	N/A	CHURCH	GENERAL FUND	4,500.
WATER ANGEL MINISTRIES 907 UNIVERSITY AVENUE KNOXVILLE, TN 37914	N/A	PUBLIC CHARITY	GENERAL FUND	500.
WIN OUR WORLD 544 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	PUBLIC CHARITY	GENERAL FUND	6,500.
WINCHESTER CHURCH OF CHRIST 1230 SOUTH COLLEGE STREET WINCHESTER, TN 37398	N/A	CHURCH	CHRISTIAN ACADEMY	4,000.
WINCHESTER CUMBERLAND PRESBYTERIAN CHURCH 200 2ND AVENUE NORTHWEST WINCHESTER, TN 37398	N/A	CHURCH	YOUTH MISSION FUND	500.
YMCA OF EAST TENNESSEE 900 S GAY STREET KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	105,000.
YOUNG LIFE OF KNOXVILLE P O BOX 647 KNOXVILLE, TN 37901	N/A	PUBLIC CHARITY	GENERAL FUND	500.
YOUNG LIFE OF BLOUNT COUNTY P O BOX 5284 MARYVILLE, TN 37803	N/A	PUBLIC CHARITY	SUMMER PROGRAM	10,000.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
YOUNG LIFE TRI LAKES TULLAHOMA P O BOX 968 TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	GENERAL FUND	5,500.
YOUTH TRANSITIONS 4941 ANGELIA DRIVE KNOXVILLE, TN 37921	N/A	PUBLIC CHARITY	GENERAL FUND	4,000.
YWCA KNOXVILLE 420 WEST CLINCH AVENUE KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	39,000.
FAYETTE COMMUNITY SPORTS P O BOX 532 OAKLAND, TN 38060	N/A	PUBLIC CHARITY	GENERAL FUND	500.
FAYETTE COUNTY EDUCATION FOUNDATION P O BOX 546 OAKLAND, TN 38060	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
FELLOWSHIP OF CHRISTIAN ATHLETES 406 UNION AVENUE KNOXVILLE, TN 37902	N/A	PUBLIC CHARITY	GENERAL FUND	1,000.
FIBROMUSCULAR DYSPLASIA SOCIETY OF AMERICA 20325 CENTER RIDGE ROAD ROCK RIVER, OH 44116	N/A	PUBLIC CHARITY	GENERAL FUND	500.
FIRST PRESBYTERIAN CHURCH OF KNOXVILLE 620 STATE STREET KNOXVILLE, TN 37902	N/A	CHURCH	GENERAL FUND	1,000.
GRACE CHRISTIAN ACADEMY 5914 BEAVER RIDGE ROAD KNOXVILLE, TN 37931	N/A	PUBLIC CHARITY	GENERAL FUND	5,000.
GRACEWORKS MINISTRIES 104 SOUTHEAST PARKWAY FRANKLIN, TN 37064	N/A	PUBLIC CHARITY	GENERAL FUND	500.
Total from continuation sheets				

THE CLAYTON FAMILY FOUNDATION

58-1970851

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREAT SMOKY MOUNTAIN HERITAGE CENTER P O BOX 268 TOWNSEND, TN 37882	N/A	PUBLIC CHARITY	TRAVELING EXHIBIT	10,000.
GRREAT DOG RESCUE 875 HWY 321 NORTH LENOIR CITY, TN 37771	N/A	PUBLIC CHARITY	GENERAL FUND	500.
PLEASANT HILL BAPTIST CHURCH 2144 OLD HWY 96 LENOIR CITY, TN 37771	N/A	CHURCH	GENERAL FUND	500.
RANDOM ACTS OF FLOWERS P O BOX 27817 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	GENERAL FUND	2,000.
WOUNDED WARRIOR PROJECT 7020 AC SKINNER PARKWAY JACKSONVILLE, FL 32256	N/A	PUBLIC CHARITY	GENERAL FUND	500.
YOKE YOUTH MINISTRIES P O BOX 3492 KNOXVILLE, TN 37927	N/A	PUBLIC CHARITY	GENERAL FUND	1,500.
YOUTH TOWN OF TENNESSEE P O BOX 1385 JACKSON, TN 38302	N/A	PUBLIC CHARITY	GENERAL FUND	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - UNIVERSITY OF TENNESSEE FOUNDATION

COLLEGE OF ENGINEERING (\$10,000); COLLEGE OF VETERINARY MEDICINE

(\$5,500); FULL SERVICE COMMUNITY SCHOOLS PROGRAM (\$10,500); ACCOUNTING

ENDOWMENT FUND (\$2,500); TENNESSEE FUND (\$500)

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

SOURCE	AMOUNT
CLAYTON BANK & TRUST - 0055006523	414.
CLAYTON BANK & TRUST - 100123	2,159.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,573.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CLAYTON BANK AND TRUST - 0062	1,630,084.	31,784.	1,598,300.
CLAYTON BANK AND TRUST - 0123	251,226.	0.	251,226.
CLAYTON BANK & TRUST-0094	14,400.	254.	14,146.
FIFTH THIRD BANK (RADIO SYS)	45,881.	0.	45,881.
HEIGHTS FINANCE CORPORATION	300,822.	0.	300,822.
INNOVATION VALLEY PARTNERS (INVESTMENT PARTNERSHIP)	7,118.	0.	7,118.
NATIONAL FINANCIAL SERVICES (FIDELITY)-2380	10,260.	0.	10,260.
NATIONAL FINANCIAL SERVICES (FIDELITY)-2380	220,539.	0.	220,539.
NATIONAL FINANCIAL SERVICES MARKET DISCOUNT INCOME(FID)-2380	11,000.	0.	11,000.
E TROPICANA	11,000.	0.	11,000.
TOTAL TO FM 990-PF, PART I, LN 4	2,491,330.	32,038.	2,459,292.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12,352.	0.		0.
TO FM 990-PF, PG 1, LN 16A	12,352.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	3,339.	3,339.		0.	
TO FORM 990-PF, PG 1, LN 16B	3,339.	3,339.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	184,151.	184,151.		0.	
TO FORM 990-PF, PG 1, LN 16C	184,151.	184,151.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	52,620.	52,620.		0.	
STATE TAXES -K-1	314.	314.		0.	
TO FORM 990-PF, PG 1, LN 18	52,934.	52,934.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL REPORT FEE	20.	0.		0.	
DUES AND SUBSCRIPTIONS	1,410.	0.		0.	
BANK,WIRE FEES; PORTFOLIO AMORTIZATON	1,796.	1,796.		0.	
OFFICE SUPPLIES	246.	37.		0.	
TO FORM 990-PF, PG 1, LN 23	3,472.	1,833.		0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BB & T	510,638.	392,985.
COUNTRYWIDE CAP V GTD CAP SEC	1,250,424.	1,662,540.
CBT TRUST - 100062	64,095,399.	75,520,782.
CBT HORATIO ALGER TRUST - 100094	643,953.	723,424.
CBT TRUST - 100123	7,161,913.	7,808,733.
TOTAL TO FORM 990-PF, PART II, LINE 10B	73,662,327.	86,108,464.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HEIGHTS FINANCE DEBENTURES	3,000,000.	3,000,000.
DONNELLEY RR & SONS DEB-7AG6	437,500.	430,000.
DONNELLEY RR & SONS DEB-7AR2	441,875.	516,250.
HERTZ CORP SR/NT	112,875.	139,263.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,992,250.	4,085,513.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INNOVATION VALLEY PARTNERS LP (INVESTMENT PARTNERSHIP)	COST	865,126.	865,126.
TOTAL TO FORM 990-PF, PART II, LINE 13		865,126.	865,126.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES L CLAYTON 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902	DIR/PRES 1.00	0.	0.	0.
JANICE K CLAYTON 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902	DIR/VP 3.00	0.	0.	0.
JEANNE C CAMPBELL 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902	DIR/SEC/TREAS 22.00	56,027.	0.	0.
KEVIN T CLAYTON P O BOX 9790 MARYVILLE, TN 37802	DIR 0.25	0.	0.	0.
B JOE CLAYTON 9715 PARKSIDE DRIVE KNOXVILLE, TN 37922	DIR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		56,027.	0.	0.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

865-522-2930

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE. GENERAL RESPONSE TIME IS 90 DAYS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions THE CLAYTON FAMILY FOUNDATION	Employer identification number (EIN) or 58-1970851
File by the due date for filing your return See instructions Number, street, and room or suite no. If a P.O. box, see instructions. C/O JERRY E HOLLYFIELD, ATTORNEY AT LAW, P O BOX 2	Social security number (SSN) KNOXVILLE, TN 37933-1407

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

0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JEANNE C CAMPBELL

- The books are in the care of **620 MARKET STREET SUITE 102 - KNOXVILLE, TN 37902**
 Telephone No. **(865) 522-2930** FAX No. **(865) 545-5151**

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

- I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**
- For calendar year **2012**, or other tax year beginning _____, and ending _____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension
INFORMATION NEEDED TO COMPLETE THE RETURN HAS NOT BEEN RECEIVED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	41,188.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	62,664.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **ATTORNEY** Title **ATTORNEY** Date