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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
THE HASLAM 3 FOUNDATION INC

A Employer identification number
62-1867421

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

B Telephone number (see instructions)
(865) 384-4178

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

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 5,006,925

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	771,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	48,823	48,823		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	175,977			
	b	Gross sales price for all assets on line 6a 704,585				
	7	Capital gain net income (from Part IV, line 2)		175,977		
	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) (attach schedule)				
	11	Other income (attach schedule)	-59	-53		
	12	**Total.** Add lines 1 through 11	995,741	224,747		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	7,243	7,243		0
	c	Other professional fees (attach schedule)	10,000	0		10,000
	17	Interest	97,272	0		0
	18	Taxes (attach schedule) (see instructions)	884	864		20
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	18,836	18,582		251
	24	**Total operating and administrative expenses.** Add lines 13 through 23	134,235	26,689		10,271
	25	Contributions, gifts, grants paid	1,145,309			1,145,309
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,279,544	26,689		1,155,580
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-283,803			
	b	**Net investment income** (if negative, enter -0-)		198,058		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	179,013	-162,925	-162,925
	2	Savings and temporary cash investments	128,262	86,026	86,026
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 1,625,000			
		Less allowance for doubtful accounts ▶ 0	1,625,000	1,625,000	1,625,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,917,440	2,044,304	2,522,315
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	612,233	582,895	936,509
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,461,948	4,175,300	5,006,925
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	1,625,000	1,625,000	
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	1,625,000	1,625,000	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,836,948	2,550,300	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,836,948	2,550,300	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,461,948	4,175,300	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,836,948
2	Enter amount from Part I, line 27a	2	-283,803
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,553,145
5	Decreases not included in line 2 (itemize) ▶	5	2,845
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,550,300

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	175,977
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,179,619	3,499,781	0 622787
2010	759,993	3,382,880	0 224659
2009	2,302,975	4,845,579	0 475273
2008	3,169,383	6,204,079	0 510855
2007	1,872,783	8,788,463	0 213096

2	**Total** of line 1, column (d).	2	2 046670
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 409334
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,460,049
5	Multiply line 4 by line 3.	5	1,416,316
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,981
7	Add lines 5 and 6.	7	1,418,297
8	Enter qualifying distributions from Part XII, line 4.	8	1,155,580

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,961
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	3,961
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	3,961
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,761		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	8,761
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,800
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	4,800	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶NOVINGER BALL ZIVI PC Telephone no ▶(865) 584-1184

Located at ▶4110 SUTHERLAND AVENUE KNOXVILLE TN ZIP+4 ▶37919

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

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**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? ☐ **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**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NO DIRECT CHARITABLE ACTIVITIES DURING THE CURRENT TAX YEAR	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NO PROGRAM RELATED INVESTMENTS DURING THE CURRENT TAX YEAR	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,444,116
b	Average of monthly cash balances	1b	68,624
c	Fair market value of all other assets (see instructions)	1c	1,625,000
d	**Total** (add lines 1a, b, and c)	1d	5,137,740
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	1,625,000
3	Subtract line 2 from line 1d	3	3,512,740
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,691
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,460,049
6	**Minimum investment return.** Enter 5% of line 5	6	173,002

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	173,002
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 3,961		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,961
3	Distributable amount before adjustments Subtract line 2c from line 1	3	169,041
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	169,041
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	169,041

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	1,155,580
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	1,155,580
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,155,580

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				169,041
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 1,450,602				
b From 2008. 2,859,179				
c From 2009. 2,060,886				
d From 2010. 596,321				
e From 2011. 2,006,345				
f **Total** of lines 3a through e.	8,973,333			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,155,580				
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.				169,041
e Remaining amount distributed out of corpus	986,539			
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	9,959,872			
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 instructions			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) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	1,450,602			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	8,509,270			
10 Analysis of line 9				
a Excess from 2008. . . . 2,859,179				
b Excess from 2009. . . . 2,060,886				
c Excess from 2010. . . . 596,321				
d Excess from 2011. . . . 2,006,345				
e Excess from 2012. . . . 986,539				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

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

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

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

c Any submission deadlines

JUNE 30, DECEMBER 31

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

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,145,309
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	48,823	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14		
8 Gain or (loss) from sales of assets other than inventory			18	175,977	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC - UBTI	523000	-6		-53	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-6		224,747	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 224,741

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-11-14 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
AARON J STEINER CPA	AARON J STEINER CPA			P00286532

Firm's name ▶ STEINER & ELLIS PLLC

Firm's EIN ▶ 62-1873897

Firm's address ▶ 5516 LONAS DRIVE SUITE 260 KNOXVILLE, TN 37909

Phone no (865) 212-3800

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491318015623

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

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

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization
THE HASLAM 3 FOUNDATION INC

Employer identification number
62-1867421

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES A III AND SUSAN B HASLAM 5020 LYONS VIEW PIKE KNOXVILLE, TN 379196407	$ 771,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
THE HASLAM 3 FOUNDATION INC

Employer identification number
62-1867421

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE HASLAM 3 FOUNDATION INC

Employer identification number
62-1867421

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,243	7,243		0

TY 2012 Investments Corporate Stock Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AIRGAS, INC	34,262	34,690
AMETEK INC	32,057	42,266
AMPHENOL CORP CLASS A	23,067	27,821
ARBITRAGE FUND CLASS I	26,912	26,277
BERKSHIRE HATHAWAY INC CL B	46,030	89,700
BLOUNT INTERNATIONAL	11,631	16,927
BROOKFIELD ASSET MANAGEMENT INC	21,093	51,127
C B RICHARD ELLIS GROUP INC	25,291	31,243
COCA-COLA COMPANY	72,456	94,250
DENTSPLY INTERNATIONAL INC	37,993	43,373
EXXON MOBIL CORP	49,922	70,971
FIRST REPUBLIC BANK	20,835	23,602
FLOWERS FOODS INC	83,528	122,168
GABELLI ABC FUND ADV CL	26,990	27,130
GARMIN LTD	36,705	44,825
GREENLIGHT CAPITAL RE LTD	14,284	13,848
HARLEY DAVIDSON INC	42,545	43,459
HARRY WINSTON DIAMOND	5,730	5,487
HEICO CORP	14,785	17,904
I H S INC	24,879	41,280
JOHNSON & JOHNSON	70,303	84,120
KIRBY CORPORATION	38,721	62,509
LONGLEAF PARTNERS GROWTH FUND	198,944	202,829
LONGLEAF PARTNERS INTERNATIONAL FUND	165,911	185,175
M S C INDUSTRIAL DIRECT INC CL A	34,498	37,690
MARKEL CORP	34,269	36,841
MICROS SYSTEMS INC	5,528	5,942
MICROSOFT CORP	40,764	40,065
OAKMARK I FUND	104,231	113,637
O'REILLY AUTOMOTIVE INC	25,481	49,181

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PALL CORP	44,063	45,195
PATTERSON COMPANIES INC	5,273	9,242
PAYCHEX INC	27,958	29,856
PERKINELMER INC	26,858	44,753
PERRIGO CO	13,914	24,967
PIMCO EMERGING LOCAL BOND FD INSTL CL	57,719	58,734
SCRIPPS NETWORKS INTERACTIVE INC CL A	29,034	29,539
SELECTED AMERICAN SHARES CL D	205,255	223,673
SHERWIN WILLIAMS CO	20,093	50,761
SIGMA ALDRICH CORP	35,709	46,355
SIGNET JEWELERS LIMITED	23,401	46,992
TRANSDIGM GROUP INC	35,905	49,771
VANGUARD SHORT-TERM INVESTMENT GRADE ADM	54,470	54,866
WABTEC	22,148	46,396
WILLIAMS-SONOMA INC	31,578	36,767
WOLVERINE WORLD WIDE INC	41,281	38,111

TY 2012 Other Assets Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
EXCELSIOR BUYOUT FUND	112,233	82,895	77,685
GREENLIGHT MASTERS OFFSHORE LTD	500,000	500,000	858,824

TY 2012 Other Decreases Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Description	Amount
OTHER EXPENSE ADJUSTMENT	2,845

TY 2012 Other Expenses Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	18,582	18,582		0
BANK SERVICE CHARGES	51	0		51
NONDEDUCTIBLE EXPENSES FROM EXCELSIOR BUYOUT INVESTORS, LLC	3	0		0
TRAVEL	200	0		200

TY 2012 Other Income Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC - UBTI	-59		-59

TY 2012 Other Professional Fees Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

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

TY 2012 Taxes Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	864	864		0
TENNESSEE REPORT FEE	20	0		20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
FROM K-1 EXCELSIOR BUYOUT FUND	P		
FROM K-1 EXCELSIOR BUYOUT FUND	P		
1 INTERNATIONAL RECTIFIER CORP		2000-01-01	2012-05-16
754 148 SELECTED AMERICAN SHARES CL D		2006-02-15	2012-06-01
32 259 VANGUARD SHORTH TERM INVMT GRADE FD		2011-07-29	2012-06-25
27 609 VANGUARD SHORTH TERM INVMT GRADE FD		2012-04-30	2012-06-25
9251 119 VANGUARD SHORTH TERM INVMT GRADE FD		2011-06-29	2012-06-25
1611 344 LONGLEAF PARTNERS GROWTH FUND		2003-12-15	2012-09-17
450 C B RICHARD ELLIS GROUP INC		2012-02-01	2012-11-26
10 C B RICHARD ELLIS GROUP INC		2012-08-02	2012-11-26
90 C H ROBINSON WORLDWIDE INC		2012-05-07	2012-07-16
130 C H ROBINSON WORLDWIDE INC		2012-05-30	2012-07-16
90 COMPASS MINERALS INTERNATIONAL INC		2011-10-04	2012-01-05
60 ECOLAB INC		2011-08-10	2012-01-05
30 ECOLAB INC		2011-08-16	2012-01-05
80 ECOLAB INC		2011-08-10	2012-01-23
190 EXPEDITORS INTERNATIONAL WASHINGTON INC		2012-02-06	2012-05-18
230 EXPEDITORS INTERNATIONAL WASHINGTON INC		2011-08-11	2012-05-16
10 EXPEDITORS INTERNATIONAL WASHINGTON INC		2011-08-11	2012-05-18
120 EXPEDITORS INTERNATIONAL WASHINGTON INC		2011-08-23	2012-05-18
120 EXPEDITORS INTERNATIONAL WASHINGTON INC		2011-08-23	2012-05-21
160 EXPEDITORS INTERNATIONAL WASHINGTON INC		2011-12-20	2012-05-21
130 I T T CORP INC		2012-02-23	2012-08-01
220 I T T CORP INC		2012-03-01	2012-08-01
170 I T T CORP INC		2012-02-23	2012-09-28
255 I T T CORP INC		2011-12-21	2012-10-03
75 I T T EDUCATIONAL SERVICES INC		2011-08-01	2012-05-22
90 I T T EDUCATIONAL SERVICES INC		2011-09-09	2012-05-22
450 INTERPUBLIC GROUP OF COMPANIES INC		2011-05-10	2012-02-17
120 SCRIPPS NETWORKS INTERACTIVE INC CL A		2012-05-04	2012-09-17

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 TIFFANY & CO		2012-07-02	2012-09-21
120 TIFFANY & CO		2012-07-09	2012-09-21
90 TIFFANY & CO		2012-07-02	2012-09-28
20 WATERS CORP		2012-02-17	2012-05-18
60 WATERS CORP		2012-03-16	2012-05-18
80 WATERS CORP		2012-02-17	2012-05-22
15 WATERS CORP		2012-01-26	2012-08-16
60 WATERS CORP		2012-02-01	2012-08-16
75 WATERS CORP		2012-02-17	2012-08-16
105 WATERS CORP		2012-01-26	2012-08-29
20 XYLEM INC		2012-03-05	2012-05-08
180 XYLEM INC		2012-03-28	2012-05-08
220 XYLEM INC		2012-03-05	2012-06-04
150 AMETEK INC		2011-04-26	2012-12-11
330 BROOKFIELD ASSET MANAGEMENT INC		2009-02-19	2012-08-08
105 DENTSPLY INTERNATIONAL INC		2009-07-31	2012-01-05
35 DENTSPLY INTERNATIONAL INC		2009-11-02	2012-01-05
190 GARMIN LTD		2010-09-24	2012-01-24
80 GARMIN LTD		2010-09-24	2012-02-23
30 GARMIN LTD		2010-12-16	2012-02-23
140 GARMIN LTD		2011-03-07	2012-03-08
70 GRACO INC		2010-03-25	2012-01-05
100 GRACO INC		2010-03-29	2012-01-05
60 GRACO INC		2010-03-25	2012-06-19
110 GRACO INC		2010-03-29	2012-06-19
70 I H S INC		2009-05-18	2012-04-02
25 I H S INC		2009-05-01	2012-09-20
20 I H S INC		2009-05-18	2012-09-20
60 I T T CORP INC		2011-01-20	2012-09-28
10 I T T CORP INC		2011-01-31	2012-09-28

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
50 I T T CORP INC		2011-03-07	2012-09-28
15 I T T CORP INC		2011-03-07	2012-10-03
45 IDEXX LABORATORIES INC		2007-02-27	2012-03-30
40 IDEXX LABORATORIES INC		2010-08-26	2012-03-30
5 IDEXX LABORATORIES INC		2007-02-27	2012-09-14
75 IDEXX LABORATORIES INC		2007-03-15	2012-09-14
105 IDEXX LABORATORIES INC		2007-03-15	2012-11-12
120 IDEXX LABORATORIES INC		2007-03-15	2012-12-03
260 INTERFACE INC		2010-06-29	2012-05-24
510 INTERFACE INC		2011-03-23	2012-05-24
400 INTERFACE INC		2010-06-29	2012-06-01
250 INTERPUBLIC GROUP OF COMPANIES INC		2010-03-01	2012-02-17
660 INTERPUBLIC GROUP OF COMPANIES INC		2010-03-01	2012-05-09
60 INTERPUBLIC GROUP OF COMPANIES INC		2010-02-18	2012-06-14
40 INTERPUBLIC GROUP OF COMPANIES INC		2010-03-01	2012-06-14
660 INTERPUBLIC GROUP OF COMPANIES INC		2010-03-03	2012-06-14
980 INTERPUBLIC GROUP OF COMPANIES INC		2010-02-18	2012-12-07
55 LABORATORY CORP		2009-10-21	2012-03-30
30 LABORATORY CORP		2008-07-02	2012-08-30
30 LABORATORY CORP		2009-10-21	2012-08-30
30 LABORATORY CORP		2008-07-02	2012-09-04
30 LABORATORY CORP		2009-03-04	2012-09-04
60 LABORATORY CORP		2009-03-04	2012-12-11
115 O'REILLY AUTOMOTIVE INC		2006-07-10	2012-05-16
15 O'REILLY AUTOMOTIVE INC		2006-07-27	2012-05-16
5 O'REILLY AUTOMOTIVE INC		2004-12-07	2012-12-11
125 O'REILLY AUTOMOTIVE INC		2006-07-27	2012-12-11
70 O'REILLY AUTOMOTIVE INC		2004-12-07	2012-12-13
175 PATTERSON COMPANIES INC		2008-11-11	2012-09-13
35 PATTERSON COMPANIES INC		2010-08-27	2012-09-13

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
190 PATTERSON COMPANIES INC		2008-11-11	2012-09-20
100 PATTERSON COMPANIES INC		2009-04-13	2012-09-20
30 PATTERSON COMPANIES INC		2009-02-06	2012-11-21
200 PATTERSON COMPANIES INC		2009-04-13	2012-11-21
15 SHERWIN WILLIAMS CO		2009-01-29	2012-01-06
40 SHERWIN WILLIAMS CO		2009-07-22	2012-01-06
80 SHERWIN WILLIAMS CO		2009-01-29	2012-01-11
100 SHERWIN WILLIAMS CO		2011-04-25	2012-05-09
50 SHERWIN WILLIAMS CO		2009-01-29	2012-06-06
20 SHERWIN WILLIAMS CO		2009-01-27	2012-06-28
25 SHERWIN WILLIAMS CO		2009-01-29	2012-06-28
15 SHERWIN WILLIAMS CO		2011-05-09	2012-06-28
5 SHERWIN WILLIAMS CO		2009-01-27	2012-08-28
70 SHERWIN WILLIAMS CO		2011-07-25	2012-08-28
80 SIGMA ALDRICH CORP		2011-03-07	2012-11-07
40 SIGMA ALDRICH CORP		2011-09-26	2012-11-07
100 SIGNET JEWELERS LIMITED		2010-01-21	2012-12-11
90 SIGNET JEWELERS LIMITED		2010-09-02	2012-12-11
80 WABTEC		2010-12-06	2012-07-05
90 WABTEC		2010-08-26	2012-11-06
40 WABTEC		2010-12-06	2012-11-06
120 XYLEM INC		2011-01-20	2012-06-04
20 XYLEM INC		2011-01-31	2012-06-04
130 XYLEM INC		2011-03-07	2012-06-04
1 LAUREATE EDUCATION (CASH MERGER)		2000-01-01	2012-07-13
LITIGATION SETTLEMENTS	P	2012-05-03	2012-05-03
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			-3
			22,034
57			57
29,964		30,618	-654
346		348	-2
296		297	-1
99,308		99,482	-174
49,980		47,106	2,874
8,177		8,577	-400
182		168	14
5,303		5,493	-190
7,659		7,730	-71
6,119		5,897	222
3,455		2,761	694
1,727		1,409	318
4,833		3,681	1,152
7,099		8,330	-1,231
8,713		10,121	-1,408
374		440	-66
4,483		4,903	-420
4,564		4,903	-339
6,085		6,529	-444
2,408		3,056	-648
4,076		5,567	-1,491
3,409		3,997	-588
5,097		5,035	62
4,395		6,342	-1,947
5,274		6,204	-930
4,906		5,058	-152
7,394		6,567	827

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
641		528	113
7,690		6,357	1,333
5,558		4,755	803
1,618		1,787	-169
4,854		5,565	-711
6,643		7,147	-504
1,139		1,307	-168
4,556		5,297	-741
5,695		6,701	-1,006
8,212		9,146	-934
515		528	-13
4,630		4,998	-368
5,317		5,803	-486
5,684		4,681	1,003
11,511		4,897	6,614
3,700		3,535	165
1,233		1,152	81
7,878		5,928	1,950
3,853		2,496	1,357
1,445		929	516
6,584		4,825	1,759
2,881		2,206	675
4,116		3,213	903
2,865		1,891	974
5,252		3,534	1,718
6,536		3,206	3,330
2,478		1,038	1,440
1,982		916	1,066
1,203		1,336	-133
201		226	-25

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,003		1,091	-88
300		327	-27
3,943		1,956	1,987
3,505		2,254	1,251
496		217	279
7,436		3,207	4,229
9,391		4,490	4,901
11,040		5,131	5,909
3,278		2,964	314
6,430		8,748	-2,318
4,880		4,560	320
2,725		2,059	666
7,314		5,436	1,878
617		420	197
412		329	83
6,792		5,424	1,368
10,497		6,864	3,633
5,030		3,860	1,170
2,626		2,071	555
2,626		2,106	520
2,615		2,071	544
2,615		1,678	937
5,110		3,355	1,755
11,703		3,345	8,358
1,526		428	1,098
456		110	346
11,408		3,568	7,840
6,417		1,543	4,874
6,011		3,994	2,017
1,202		883	319

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,487		4,336	2,151
3,414		1,973	1,441
989		586	403
6,593		3,945	2,648
1,384		739	645
3,691		2,179	1,512
7,575		3,939	3,636
12,153		8,344	3,809
6,376		2,462	3,914
2,574		943	1,631
3,218		1,231	1,987
1,931		1,259	672
709		236	473
9,931		5,602	4,329
5,604		5,111	493
2,802		2,489	313
5,484		2,766	2,718
4,935		2,528	2,407
6,257		4,094	2,163
7,379		3,830	3,549
3,279		2,047	1,232
2,900		4,020	-1,120
483		679	-196
3,142		4,265	-1,123
250			250
34			34
43,454			43,454

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-3
			22,034
			57
			-654
			-2
			-1
			-174
			2,874
			-400
			14
			-190
			-71
			222
			694
			318
			1,152
			-1,231
			-1,408
			-66
			-420
			-339
			-444
			-648
			-1,491
			-588
			62
			-1,947
			-930
			-152
			827

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			113
			1,333
			803
			-169
			-711
			-504
			-168
			-741
			-1,006
			-934
			-13
			-368
			-486
			1,003
			6,614
			165
			81
			1,950
			1,357
			516
			1,759
			675
			903
			974
			1,718
			3,330
			1,440
			1,066
			-133
			-25

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-88
			-27
			1,987
			1,251
			279
			4,229
			4,901
			5,909
			314
			-2,318
			320
			666
			1,878
			197
			83
			1,368
			3,633
			1,170
			555
			520
			544
			937
			1,755
			8,358
			1,098
			346
			7,840
			4,874
			2,017
			319

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,151
			1,441
			403
			2,648
			645
			1,512
			3,636
			3,809
			3,914
			1,631
			1,987
			672
			473
			4,329
			493
			313
			2,718
			2,407
			2,163
			3,549
			1,232
			-1,120
			-196
			-1,123
			250
			34
			43,454

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SUSAN B HASLAM 5020 LYONS VIEW PIKE KNOXVILLE,TN 37919	PRESIDENT & DIRECTOR 0 00	0	0	0
JAMES A HASLAM III 5020 LYONS VIEW PIKE KNOXVILLE,TN 37919	VICE PRESIDENT & DIRECTOR 0 00	0	0	0
JAMES E OAKLEY III PO BOX 52206 KNOXVILLE,TN 37950	SECRETARY, TREASURER & DIR 0 00	0	0	0
CYNTHIA HASLAM ARNHOLT 1103 BELLE MEADE BLVD NASHVILLE,TN 37205	DIRECTOR 0 00	0	0	0
WHITNEY H JOHNSON 849 BLUFF DRIVE KNOXVILLE,TN 37919	DIRECTOR 0 00	0	0	0

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

SUSAN B HASLAM
JAMES A HASLAM III

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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*				
AMERICAN HEART ASSOCIATION 11207 BLUE HERON BLVD NORTH SAINT PETERSBURG, FL 33716		501(C)(3) 509(A)(1)	TO BUILD HEALTHIER LIVES, FREE OF CARDIOVASCULAR DISEASES AND STROKE	25,000
GOVERNOR WILLIAM BLOUNT MANSION ASSOCIATION 200 WEST HILL AVENUE KNOXVILLE, TN 37902		501(C)(3) 509(A)(1)	TO PROVIDE GREATER EDUCATION TO THE PUBLIC OF THE IMPORTANT ROLE GOVERNOR WILLIAM BLOUNT PLAYED IN THE HISTORY OF THE UNITED STATES AS WELL AS TENNESSEE	10,000
BOY SCOUTS OF AMERICA TRUST PO BOX 51885 KNOXVILLE, TN 37950		501(C)(3) 509(A)(1)	YOUTH ORGANIZATION DEDICATED TO DEVELOPING THE CITIZENSHIP, CHARACTER AND PERSONAL FITNESS OF ITS MEMBERS	40,000
BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 220 CARRICK STREET SUITE 318 KNOXVILLE, TN 37921		501(C)(3) 509(A)(1)	TO INSPIRE AND ENABLE YOUNG PEOPLE, ESPECIALLY THOSE FROM DISADVANTAGED CIRCUMSTANCES, TO REALIZE THEIR FULL POTENTIAL AS PRODUCTIVE, RESPONSIBLE, AND CARING CITIZENS	20,000
BREAKTHROUGH CORPORATION 1805 MARYVILLE PIKE KNOXVILLE, TN 37920		501(C)(3) 509(A)(1)	TO PROVIDE SPECIALIZED SERVICES FOR ADULTS WITH AUTISM IN EAST TENNESSEE	5,000
CASA DE SARA PO BOX 30306 KNOXVILLE, TN 379300306		501(C)(3) 509(A)(2)	TO PROVIDE EDUCATION AND HEALTHCARE FOR HISPANIC AND INDIGENOUS CHILDREN IN THE AMERICAS	1,000
EAST TENNESSEE CHILDREN'S HOSPITAL ASSOCIATION INC 2018 CLINCH AVENUE KNOXVILLE, TN 37916		501(C)(3) 509(A)(1)	PROVIDING QUALITY HEALTHCARE TO INFANTS AND CHILDREN	20,000
EMERALD YOUTH FOUNDATION 1718 N CENTRAL STREET KNOXVILLE, TN 37917		501(C)(3) 509(A)(1)	TO DEVELOP CHRISTIAN LEADERS WHO USE THEIR KNOWLEDGE, SKILLS, AND GIFTS TO RENEW THEIR NEIGHBORHOODS	57,957
FRIENDS OF GREAT SMOKY MOUNTAINS NATIONAL PARK PO BOX 1660 KODAK, TN 37764		501(C)(3) 509(A)(1)	TO PRESERVE AND PROTECT GREAT SMOKY MOUNTAINS NATIONAL PARK BY RAISING FUNDS AND PUBLIC AWARENESS AND PROVIDING VOLUNTEERS FOR NEEDED PROJECTS	9,155
FRIST CENTER FOR THE VISUAL ARTS 919 BROADWAY NASHVILLE, TN 37203		501(C)(3) 509(A)(1)	TO PRESENT AND ORIGINATE HIGH QUALITY EXHIBITIONS WITH RELATED EDUCATIONAL PROGRAMS AND COMMUNITY OUTREACH ACTIVITIES	5,000
JONI & FRIENDS PO BOX 3333 AGOURA HILLS, CA 91376		501(C)(3) 509(A)(1)	TO PROMOTE THE ADVANCEMENT OF CHRISTIAN MINISTRY WITHIN THE DISABILITY COMMUNITY	5,000
KNOXVILLE FAMILY JUSTICE CENTER 400 HARRIET TUBMAN ST KNOXVILLE, TN 37915		501(C)(3) 509(A)(1)	TO PROVIDE A SAFE HARBOR FOR DOMESTIC ABUSE VICTIMS	9,269
KNOXVILLE HABITAT FOR HUMANITY PO BOX 27478 KNOXVILLE, TN 37927		501(C)(3) 509(A)(1)	TO BUILD SIMPLE, DECENT, AFFORDABLE HOMES IN PARTNERSHIP WITH THOSE IN NEED	30,000
KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK DRIVE KNOXVILLE, TN 379161653		501(C)(3) 509(A)(2)	TO PRESENT ART DISPLAYS WHICH REPRESENT DIVERSE CULTURES, PERIODS, STYLES AND MEDIAS	20,000
KNOXVILLE ZOOLOGICAL GARDENS INC PO BOX 6040 KNOXVILLE, TN 37914		501(C)(3) 509(A)(2)	TO PROVIDE CARE FOR THE ANIMALS OF THE KNOXVILLE ZOO AND TO PERFORM RESEARCH INTO THE PRESERVATION AND CONSERVATION OF WILDLIFE AND NATURAL RESOURCES	4,000

Form 990PF Part XV Line 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*				
LEGACY PARKS FOUNDATION 625 MARKET STREET SUITE 1203 KNOXVILLE, TN 37902		501(C)(3) 509(A)(1)	TO ASSURE THAT OUR COMMUNITY ENJOYS EXCEPTIONAL RECREATIONAL OPPORTUNITIES, NATURAL BEAUTY AND OPEN SPACES, AND THAT THOSE ASSETS EXIST FOR GENERATIONS TO COME	76,928
MARYVILLE COLLEGE 502 E LAMAR ALEXANDER PARKWAY MARYVILLE, TN 378045907		501(C)(3) 509(A)(1)	TO SUPPORT THE CIVIC/FINE ARTS CENTER OF MARYVILLE COLLEGE	45,000
NANTUCKET DREAMLAND FOUNDATION PO BOX 989 NANTUCKET, MA 02554		501(C)(3) 509(A)(1)	TO DEVELOP AND RUN A COMMUNITY, ARTS AND CULTURAL CENTER IN NANTUCKET, MA	10,000
PELLISSIPPI STATE COMMUNITY COLLEGE FOUNDATION PO BOX 229900 KNOXVILLE, TN 37933		501(C)(3) 509(A)(1)	TO BENEFIT THE BAGWELL CENTER FOR MEDIA TECHNOLOGIES AND ART FUND	100,000
RANDOM ACTS OF FLOWERS PO BOX 27817 KNOXVILLE, TN 379277817		501(C)(3) 509(A)(2)	TO PROVIDE FLOWERS TO PATIENTS IN AREA HOSPITALS, NURSING HOMES, AND ASSISTED LIVING FACILITIES	2,500
SCONSET TRUST INC PO BOX 821 SIASCONSET, MA 02564		501(C)(3) 509(A)(1)	CONSERVATION OF AREAS OF OPEN LAND AND PUBLIC WATER RESOURCES	40,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA SUITE 350 ATLANTA, GA 30303		501(C)(3) 509(A)(1)	TO SERVE, CONNECT, STRENGTHEN AND CHAMPION PHILANTHROPY AND PHILANTHROPIC INFRASTRUCTURE IN THE SOUTH	3,500
THE DREAM CONNECTION INC PO BOX 10924 KNOXVILLE, TN 37939		501(C)(3) 509(A)(1)	TO FULFILL THE SPECIAL DREAMS OF CHILDREN AGES 3-18 WHO ARE FACED WITH LIFE THREATENING OR CHRONICALLY DEBILITATING ON THE EAST TENNESSEE AREA	1,000
THE UNIVERSITY OF TENNESSEE FOUNDATION INC 1609 MELROSE AVENUE KNOXVILLE, TN 37996		501(C)(3) 509(A)(1)	TO PROVIDE SUPPORT FOR THE MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES AND THE FORENSIC ANTHROPOLOGY PROGRAM	312,500
TN ACHIEVES 10427 PETSAFE WAY KNOXVILLE, TN 37932		501(C)(3) 509(A)(1)	TO INCREASE HIGHER EDUCATION OPPORTUNITIES FOR TENNESSEE PUBLIC HIGH SCHOOL STUDENTS BY PROVIDING LAST DOLLAR SCHOLARSHIPS WITH MENTOR GUIDANCE	30,000
UNITED WAY OF GREATER KNOXVILLE INC 1301 HANNAH AVENUE KNOXVILLE, TN 37921		501(C)(3) 509(A)(1)	TO ADVANCE THE COMMON GOOD OF THE LOCAL COMMUNITY AND TO HELP PEOPLE BECOME SELF-SUFFICIENT	175,000
UNIVERSITY HEALTH SYSTEM INC 1924 ALCOA HWY KNOXVILLE, TN 37920		501(C)(3) 509(A)(1)	IN SUPPORT OF THE CHAPLAINS' PASTORAL CARE GIFT FUND	10,000
VOLUNTEER MINISTRY CENTER INC 511 NORTH BROADWAY KNOXVILLE, TN 37917		501(C)(3) 509(A)(1)	TO SUPPORT THE CONSTRUCTION OF NEW BUILDINGS FOR KNOXVILLE'S HOMELESS	5,000
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE, TN 37923		501(C)(3) 509(A)(1)	MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES	12,500
YMCA OF EAST TENNESSEE INC 605 WEST CLINCH AVENUE KNOXVILLE, TN 37902		501(C)(3) 509(A)(2)	TO SUPPORT NEW BUILDINGS AND RENOVATIONS OF YMCA PROPERTIES IN EAST TENNESSEE	40,000

Form 990PF Part XV Line 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*				
YOUTH VILLAGES 3330 BROTHER BLVD MEMPHIS,TN 38133		501(C)(3) 509(A)(2)	TO HELP CHILDREN AND FAMILIES LIVE SUCCESSFULLY	20,000
Total . . . . ▶ **3a**				1,145,309