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

For calendar year 2012, or tax year beginning , 2012, and ending ,

DON & ROY SPLAWN CHARITABLE FOUNDATION
EAST, INC.
1163 GATEWAY LANE
NASHVLLE, TN 37220

A Employer identification number: 77-0420822

B Telephone number (see the instructions): (615) 377-3923

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 3,839,113.

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

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).)*

	Line		(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 (att sch)				
	2	Ck ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	9,536.	9,536.	N/A	
	4	Dividends and interest from securities	85,390.	85,390.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	191,219.			
	b	Gross sales price for all assets on line 6a 642,276.				
	7	Capital gain net income (from Part IV, line 2)		191,219.		
	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/(loss) (att sch)				
	11	Other income (attach schedule) SEE STATEMENT 1	29.	29.		
	12	**Total.** Add lines 1 through 11	286,174.	286,174.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	90,000.	45,000.		45,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE ST. 2	1,748.			1,748.
	b	Accounting fees (attach sch) SEE ST 3	6,275.			6,275.
	c	Other prof fees (attach sch) SEE ST. 4	60,848.	60,848.		
	17	Interest	572.	572.		
	18	Taxes (attach schedule)(see instrs) SEE STM 5	8,876.	2,876.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 6	150.	30.		120.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	168,469.	109,326.		53,143.
	25	Contributions, gifts, grants paid PART XV	147,425.			147,425.
	26	**Total expenses and disbursements.** Add lines 24 and 25	315,894.	109,326.		200,568.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements.**	-29,720.			
	b	**Net investment income** (if negative, enter -0-)		176,848.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments	218,999.	75,556.	75,556.
	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 instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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 (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 7	860,588.	805,882.	888,973.
	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) STATEMENT 8	2,295,128.	2,714,009.	2,874,584.
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	3,374,715.	3,595,447.	3,839,113.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► SEE STATEMENT 9)		250,452.	
	23	**Total liabilities** (add lines 17 through 22)	0.	250,452.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund	7,391,275.	7,391,275.	
	29	Retained earnings, accumulated income, endowment, or other funds	-4,016,560.	-4,046,280.	
	30	**Total net assets or fund balances** (see instructions)	3,374,715.	3,344,995.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,374,715.	3,595,447.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,374,715.
2	Enter amount from Part I, line 27a	2	-29,720.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,344,995.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,344,995.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 10			
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				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
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	191,219.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-5,379.

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 (column (b) divided by column (c))
2011	194,202.	3,666,090.	0.052973
2010	198,543.	3,485,533.	0.056962
2009	213,149.	2,966,363.	0.071855
2008	260,518.	4,144,824.	0.062854
2007	271,453.	5,174,420.	0.052461

2	**Total** of line 1, column (d).	2	0.297105
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	0.059421
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	3,556,725.
5	Multiply line 4 by line 3	5	211,344.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,768.
7	Add lines 5 and 6	7	213,112.
8	Enter qualifying distributions from Part XII, line 4	8	200,568.

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)

1 a	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 instrs)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	3,537.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,537.
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	3,537.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — **6a** 2,335.		
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	2,335.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	17.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	1,219.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	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	N/A	
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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA 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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► JEFFREY GOULD Telephone no. ► 615-377-3923

Located at ► 1163 GATEWAY LANE NASHVILLE TN ZIP + 4 ► 37220

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

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

1 a 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

			Yes	No
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		X
	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?	1 c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions.)	2 b	N/A	

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

► 20__ , 20__ , 20__ , 20__

3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a 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** No: X

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).

6 a 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: X

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

7 a 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 (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
JEFF GOULD 1163 GATEWAY LANE NASHVILLE, TN 37220	BOARD MEMBER 10.00	45,000.	0.	0.
JIMMY GOULD 1163 GATEWAY LANE NASHVILLE, TN 37220	BOARD MEMBER 10.00	45,000.	0.	0.

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 N/A	
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 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ►	0.

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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	3,376,146.
b	Average of monthly cash balances	1b	234,742.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,610,888.
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	3,610,888.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	54,163.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,556,725.
6	**Minimum investment return.** Enter 5% of line 5	6	177,836.

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	177,836.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 3,537.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3,537.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	174,299.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	174,299.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	174,299.

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	200,568.
b	Program-related investments — total from Part IX-B	1b	
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	200,568.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	200,568.

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				174,299.
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 — 19,197.				
b From 2008 — 53,515.				
c From 2009 — 64,831.				
d From 2010 — 29,921.				
e From 2011 — 14,475.				
f Total of lines 3a through e	181,939.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 200,568.				
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				174,299.
e Remaining amount distributed out of corpus	26,269.			
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	208,208.			
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)	19,197.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	189,011.			
10 Analysis of line 9:				
a Excess from 2008 — 53,515.				
b Excess from 2009 — 64,831.				
c Excess from 2010 — 29,921.				
d Excess from 2011 — 14,475.				
e Excess from 2012 — 26,269.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 STATEMENT 12				
Total ► 3a				147,425.
b *Approved for future payment*				
Total ► 3b				

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.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9,536.	
4 Dividends and interest from securities			14	85,390.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	191,219.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INVESTMENT INCOME			14	29.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				286,174.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 286,174.

(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.)
N/A	

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	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: Jeffrey Kidd — Date: 11/14/13 — Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
SARA G. MOON	Sara G. Moon CPA	11.11.13		P00034774

Firm's name ► FRASIER, DEAN & HOWARD, PLLC — Firm's EIN ► 62-1073578

Firm's address ► 3310 WEST END AVENUE, STE. 550, NASHVILLE, TN 37203 — Phone no (615) 383-6592

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 29.	$ 29.	
TOTAL	$ 29.	$ 29.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 1,748.			$ 1,748.
TOTAL	$ 1,748.	$ 0.		$ 1,748.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 6,275.			$ 6,275.
TOTAL	$ 6,275.	$ 0.		$ 6,275.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE/ADVISORY FEES	$ 22,539.	$ 22,539.		
INVESTMENT/ADVISORY FEES	38,309.	38,309.		
TOTAL	$ 60,848.	$ 60,848.		$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	$ 2,876.	$ 2,876.		
INCOME TAX	6,000.			
TOTAL	$ 8,876.	$ 2,876.		$ 0.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	$ 150.	$ 30.		$ 120.
TOTAL	$ 150.	$ 30.		$ 120.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOEING	COST	$ 67,845.	$ 66,392.
PROCTOR & GAMBLE	COST	0.	0.
AT&T	COST	64,912.	72,712.
CATERPILLAR	COST	60,978.	68,640.
MCDONALDS	COST	51,383.	58,307.
MICROSOFT	COST	49,663.	50,696.
CITADEL BROADCASTING	COST	257.	0.
JOHNSON & JOHNSON	COST	67,427.	74,166.
COCA-COLA	COST	53,809.	62,930.
HEWLETT PACKARD	COST	0.	0.
UNITED TECHNOLOGIES	COST	70,312.	76,351.
CHEVRON	COST	56,434.	72,454.
EXXON	COST	58,246.	65,172.
MERCK & CO	COST	74,145.	84,459.
CISCO SYS INC	COST	55,554.	50,557.
WALT DISNEY COMPANY	COST	74,917.	86,137.
	TOTAL	$ 805,882.	$ 888,973.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SMALL/MID CAP US EQUITY FUND	COST	$ 357,083.	$ 364,069.
LARGE CAP US EQUITY FUND	COST	163,152.	188,517.
INTL EQUITY COMMON TRUST FUND	COST	797,675.	932,783.
SHORT DURATION FIXED INCOME	COST	119,808.	119,500.
CORE FIXED INCOME	COST	115,489.	121,067.
GATEWAY FUND	COST	143,590.	144,489.
PIMCO ALL ASSET FUND	COST	155,118.	154,326.
JP MORGAN ALERIAN MLP INDEX FUND	COST	103,009.	116,342.
FPA CRESCENT FUND	COST	75,960.	77,606.
VANGUARD MSCI EMERGING MARKET	COST	184,721.	166,186.
D CUBED ENGAGED PARTNERS LP	COST	498,404.	489,699.
	TOTAL	$ 2,714,009.	$ 2,874,584.

STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

MARGIN LOAN	$ 250,452.
TOTAL	$ 250,452.

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	125 PROCTOR & GAMBLE	PURCHASED	7/21/2011	6/21/2012
2	1210 HEWLETT PACKARD	PURCHASED	VARIOUS	2/24/2012
3	975 PROCTOR & GAMBLE	PURCHASED	VARIOUS	6/21/2012
4	165.9274 LARGE CAP US EQUITY	PURCHASED	VARIOUS	1/11/2012
5	154.0016 SMALL MID CAP US EQUITY FUND	PURCHASED	VARIOUS	1/11/2012
6	183.658 GATEWAY FUND	PURCHASED	VARIOUS	2/02/2012
7	143.421 FPA CRESCENT FUND	PURCHASED	VARIOUS	2/02/2012
8	288.779 PIMCO ALL ASSET FUND	PURCHASED	VARIOUS	2/02/2012
9	404 JP MORGAN ALERIAN MLP INDEX FD	PURCHASED	VARIOUS	2/03/2012
10	1565.3064 CORE FIXED INCOME COMMON TRUST FUND	PURCHASED	VARIOUS	2/08/2012
11	492.4457 LARGE CAP US EQUITY FUND	PURCHASED	VARIOUS	2/08/2012
12	872.6003 SMALL MID CAP US EQUITY FUND	PURCHASED	VARIOUS	2/08/2012
13	325.0927 LARGE CAP US EQUITY FUND	PURCHASED	VARIOUS	5/08/2012
14	343.7092 SMALL MID CAP	PURCHASED	VARIOUS	5/08/2012
15	1785.6127 INTL EQUITY COMMON TRUST FUND	PURCHASED	VARIOUS	5/08/2012
16	592.593 GATEWAY FUND	PURCHASED	VARIOUS	7/09/2012
17	1328.904 PIMCO ALL ASSET FUND	PURCHASED	VARIOUS	7/09/2012
18	291.864 FPA CRESCENT FUND	PURCHASED	VARIOUS	7/09/2012
19	1477.7379 SHORT DURATION FIXED INCOME FUND	PURCHASED	VARIOUS	7/11/2012

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
20	1003.4116 CORE FIXED INCOME COMMON TRUST FUND	PURCHASED	VARIOUS	7/11/2012
21	190 VANGUARD MSCI EMERGING MARKETS	PURCHASED	VARIOUS	7/31/2012
22	180 JP MORGAN ALERIAN MLP INDEX FD	PURCHASED	VARIOUS	7/31/2012
23	228.8125 CORE FIXED INCOME COMMON TRUST FUND	PURCHASED	VARIOUS	8/09/2012
24	652.6203 LARGE CAP US EQUITY FUND	PURCHASED	VARIOUS	8/09/2012
25	187.9237 SMALL MID CAP	PURCHASED	VARIOUS	8/09/2012
26	5393.2976 INTERNATIONAL EQUITY CTF	PURCHASED	VARIOUS	8/09/2012
27	SMALL/MID CAP US EQUITY-K-1 PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
28	SMALL/MID CAP US EQUITY-K-1 PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
29	LARGE CAP US EQUITY-K-1 PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
30	LARGE CAP US EQUITY-K-1 PASS THROUGH	PURCHASED	VARIOUS	VARIOUS
31	INTERNATIONAL EQUITY CTF K-1 PASSTHRU	PURCHASED	VARIOUS	VARIOUS
32	INTERNATIONAL EQUITY CTF K-1 PASSTHRU	PURCHASED	VARIOUS	VARIOUS
33	SHORT DURATION FIXED INCOME CTF PASSTHRU	PURCHASED	VARIOUS	VARIOUS
34	SHORT DURATION FIXED INCOME CTF PASSTHRU	PURCHASED	VARIOUS	VARIOUS
35	CORE FIXED INCOME CTF K-1 PASSTHRU	PURCHASED	VARIOUS	VARIOUS
36	CORE FIXED INCOME CTF K-1 PASSTHRU	PURCHASED	VARIOUS	VARIOUS
37	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	7,543.		8,070.	-527.				$ -527.
2	32,661.		54,420.	-21,759.				-21,759.
3	58,833.		60,061.	-1,228.				-1,228.
4	3,000.		2,542.	458.				458.
5	5,000.		4,840.	160.				160.
6	4,900.		4,950.	-50.				-50.
7	4,000.		4,038.	-38.				-38.
8	3,500.		3,622.	-122.				-122.
9	16,022.		13,757.	2,265.				2,265.
10	15,600.		14,870.	730.				730.
11	9,400.		7,544.	1,856.				1,856.
12	30,300.		27,426.	2,874.				2,874.
13	6,600.		4,980.	1,620.				1,620.
14	12,600.		10,803.	1,797.				1,797.
15	40,800.		31,695.	9,105.				9,105.
16	16,000.		15,970.	30.				30.
17	16,000.		16,670.	-670.				-670.
18	8,000.		8,217.	-217.				-217.
19	10,000.		10,093.	-93.				-93.
20	10,000.		9,532.	468.				468.
21	7,419.		9,661.	-2,242.				-2,242.
22	7,032.		6,129.	903.				903.
23	2,300.		2,175.	125.				125.
24	13,000.		9,998.	3,002.				3,002.
25	6,500.		5,906.	594.				594.
26	117,500.		95,731.	21,769.				21,769.
27	0.		2,044.	-2,044.				-2,044.
28	43,584.		0.	43,584.				43,584.
29	1,815.		0.	1,815.				1,815.
30	21,183.		0.	21,183.				21,183.
31	0.		4,851.	-4,851.				-4,851.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
32	109,407.		0.	109,407.				$ 109,407.
33	0.		82.	-82.				-82.
34	0.		380.	-380.				-380.
35	310.		0.	310.				310.
36	1,136.		0.	1,136.				1,136.
37								331.
							TOTAL	$ 191,219.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	JEFFREY GOULD
CARE OF:	
STREET ADDRESS:	1163 GATEWAY LANE
CITY, STATE, ZIP CODE:	NASHVILLE, TN 37215
TELEPHONE:	
E-MAIL ADDRESS:	
FORM AND CONTENT:	WRITTEN REQUEST
SUBMISSION DEADLINES:	
RESTRICTIONS ON AWARDS:	SCHOLARSHIP/EDUCATIONAL PROGRAMS

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
NEW BALLET ENSEMBLE AND SCHOOL 2166 CENTRAL AVENUE MEMPHIS, TN 38104	NONE	PUBLIC	GENERAL ASSISTANCE	$ 30,000.
FAMILY FOUNDATION P.O. BOX 292724 NASHVILLE, TN 37229	NONE	PUBLIC	GENERAL ASSISTANCE	15,000.
IN FULL MOTION, INC. C/O M FITZGERALD PO BOX 70270 NASHVILLE, TN 37207	NONE	PUBLIC	GENERAL ASSISTANCE	44,500.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
KIPP ACADEMY 123 DOUGLAS AVENUE NASHVILLE, TN 37207	NONE	PUBLIC	GENERAL ASSISTANCE	$ 800.
GHAR SITA MUTA P.O. BOX 152 NEW YORK, NY 10113	NONE	PUBLIC	GENERAL ASSISTANCE	4,000.
MTSU FOUNDATION WOOD-STEGALL MTSU MURFREESBORO, TN 37132	NONE	PUBLIC	GENERAL ASSISTANCE	10,000.
IMMACULATE CONCEPTION 1901 MADISON STREET CLARKSVILLE, TN 37043	NONE	PUBLIC	GENERAL ASSISTANCE	5,000.
ALL STARS PROJECT 543 WEST 42ND STREET NEW YORK, NY 10036	NONE	PUBLIC	GENERAL ASSISTANCE	2,000.
NORTHERN LIGHT SCHOOL 57 CHURCH STREET, P.O. BOX 228 SARANAE LAKE, NY 12983	NONE	PUBLIC	GENERAL ASSISTANCE	7,500.
BERCLAIR ELEMENTARY 810 NORTH PERKINS RD MEMPHIS, TN 38122	NONE	PUBLIC	TEACHERS AID	1,125.
MANHOOD 101, INC 6901 SUNNYWOOD DRIVE NASHVILLE, TN 37211	NONE	PUBLIC	GENERAL ASSISTANCE	7,500.
YMCA CAMP WIDJIWAGAN 3088 SMITH SPRINGS RD NASHVILLE, TN 37013	NONE	PUBLIC	GENERAL ASSISTANCE	5,000.
JUNIOR ACHIEVEMENT 120 POWELL PLACE NASHVILLE, TN 37204	NONE	PUBLIC	GENERAL ASSISTANCE	2,500.
SMITHSON CRAIGHEAD ACADEMY 3307 BRICK CHURCH PIKE NASHVILLE, TN 37207	NONE	PUBLIC	GENERAL ASSISTANCE	5,000.
HAPPINESS HAPPENS P.O. BOX 383105 GERMANTOWN, TN 38138	NONE	OTHER	GENERAL ASSISTANCE	500.
NEIGHBORHOOD SCHOOL 175 NORTH TILLMAN MEMPHIS, TN 38111	NONE	PUBLIC	GENERAL ASSISTANCE	2,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
DE'ANTE HUGHES NASHVILLE, TN	NONE	INDIVIDUA	SCHOLARSHIP	$ 5,000.
			TOTAL	$ 147,425.

DIRECTOR'S COMPENSATION:

DIRECTORS RECEIVED NO COMPENSATION FOR SERVING AS A DIRECTOR OF THE FOUNDATION. THE COMPENSATION WAS FOR INVESTMENT MANAGEMENT SERVICES AND GRANT ADMINISTRATION SERVICES.

Don and Roy Splawn Foundation East, Inc.
2012 Form 990-PF
Employer Identification Number 77-0420822
Statement required by Regulation section 53-4945-5(d)(2)

(i) Name and address of grantee.
Roy L. Splawn Charitable Foundation
Foundation Source
501 Silverside Road
Wilmington, DE 19809-1377
FEIN 94-3276752

(ii) The date of the grant is August 13, 2010. The amount of the grant is $218,990.56.

(iii) The purpose of the grant is to fund and support Roy L. Splawn Charitable Foundation's scholarship program.

(iv) Based on the most recent report received from the grantee, the amount expended by the grantee is $153,500.

(v) To the knowledge of the taxpayer, the Roy L. Splawn Charitable Foundation has not diverted any portion of the funds, or the income therefrom, from the purpose of the grant.

(vi) A report was received from Roy L. Splawn Charitable Foundation, the grantee, on October 22, 2013.

(vii) Since date of transfer the grantor organization has been relying on information provided by the grantee organization's professional managers related to the distribution of assets made in connection with the assets transferred or the income therefrom.

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

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 DON & ROY SPLAWN CHARITABLE FOUNDATION EAST, INC.	Employer identification number (EIN) or 77-0420822
File by the extended due date for filing your return. See instructions.	Number, street, and room or suite number If a P O. box, see instructions. 1163 GATEWAY LANE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NASHVLLE, TN 37220	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 04

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 (section 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.

- The books are in care of ► JEFFREY GOULD
  Telephone No. ► 615-377-3923 FAX No. ►
- 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.

4 I request an additional 3-month extension of time until 11/15 , 20 13.

5 *For calendar year* 2012 *, or other tax year beginning* ______ , 20 __ , *and ending* ______ , 20 __ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension . . TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8 a 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	$ 1,715.
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	$ 2,335.
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 ► Diana M Landa Title ► CPA Date ► 8/13/13