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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 JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB		A Employer identification number 80-0456913	
Number and street (or P O box number if mail is not delivered to street address) C/O FIRST TENNESSEE BANK TRUST DIVI		Room/suite	B Telephone number (see instructions) (865) 971-2280
City or town, state, and ZIP code KNOXVILLE, TN 379951230		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 466,030		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	9,122	9,122		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,006			
	b Gross sales price for all assets on line 6a <u>349,838</u>				
	7 Capital gain net income (from Part IV , line 2)		3,006		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	12,128	12,128		
	13 Compensation of officers, directors, trustees, etc	4,021	2,010		2,010
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	563			0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,584	2,010	0	2,010
	25 Contributions, gifts, grants paid	54,450			54,450
	26 Total expenses and disbursements. Add lines 24 and 25	59,034	2,010	0	56,460
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-46,906			
	b Net investment income (if negative, enter -0-)		10,118		
	c Adjusted net income (if negative, enter -0-)			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	36,156	8,535	8,535
	2	Savings and temporary cash investments		11,364	11,364
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	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)	447,197	416,663	446,131
	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)			0
	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)	483,353	436,562	466,030	
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)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	483,353	436,562	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	483,353	436,562	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	483,353	436,562	

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	483,353
2	Enter amount from Part I, line 27a	2	-46,906
3	Other increases not included in line 2 (itemize) ▶ 	3	115
4	Add lines 1, 2, and 3	4	436,562
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	436,562

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	3,006
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		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	30,667	478,342	0 064111
2010	28,769	487,558	0 059006
2009	21,000	482,877	0 043489
2008			
2007			

2	Total of line 1, column (d).	2	0 166606
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 041652
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	456,930
5	Multiply line 4 by line 3.	5	19,032
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	101
7	Add lines 5 and 6.	7	19,133
8	Enter qualifying distributions from Part XII, line 4.	8	56,460

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	101
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	101
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	101
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	200	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	200
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
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	99
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 99	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy 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) <input checked="" type="checkbox"/> TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	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				
14	FIRST TENNESSEE BANK NA The books are in care of TRUST DIVISION Telephone no (865) 971-2165 Located at 800 S GAY STREET KNOXVILLE TN ZIP+4 379951230			
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.			
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. 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? 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 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). 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? 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.). 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?			
		1b		
		1c		No
		2b	Yes	
		3b		
		4a		No
		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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
JUNE FRIEDLOB HELLER	DIRECTOR	0		
916 WESTMORELAND BLVD KNOXVILLE, TN 37919	10			
KATE FRIEDLOB	DIRECTOR	0		
507 WEST BRIAR PLACE CHICAGO, IL 60657	10			
FIRST TENNESSEE BANK TRUST DIVISION	AGENT FOR	4,021		
800 S GAY STREET KNOXVILLE, TN 379951230	TRUSTEES/DIRECTORS	10		
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 CONTRIBUTIONS TO QUALIFIED CHARITABLE ORGANIZATIONS AS DICTATED BY THE GOVERNING DOCUMENT AND AS SELECTED BY THE DIRECTORS OF THE FOUNDATION	54,450
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	435,860
b	Average of monthly cash balances.	1b	28,028
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	463,888
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	463,888
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,958
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	456,930
6	Minimum investment return. Enter 5% of line 5.	6	22,847

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	22,847
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	101
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	101
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	22,746
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	22,746
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	22,746

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	56,460
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	56,460
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	101
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	56,359
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				22,746
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				0
c From 2009.				0
d From 2010.				1,664
e From 2011.				7,376
f Total of lines 3a through e.	9,040			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 56,460				
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.				22,746
e Remaining amount distributed out of corpus	33,714			
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	42,754			
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). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	42,754			
10 Analysis of line 9				
a Excess from 2008. . . .				0
b Excess from 2009. . . .				0
c Excess from 2010. . . .				1,664
d Excess from 2011. . . .				7,376
e Excess from 2012. . . .				33,714

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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
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))

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

JUNE FRIEDLOB HELLER
916 WESTMORELAND BLVD
KNOXVILLE, TN 37919
(865) 693-3006

b

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

WRITTEN - NO SPECIFIC FORMAT

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	54,450
b Approved for future payment				
Total			3b	

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					
4 Dividends and interest from securities.			14	9,122	
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			16	3,006	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).				12,128	
13 Total. Add line 12, columns (b), (d), and (e).					12,128

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	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.			

[illegible]

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

b If "Yes," complete the following schedule

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

**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.

* * * * *

2013-08-13

* * * * *

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 <input type="checkbox"/>	PTIN
Firm's name <input type="checkbox"/>			Firm's EIN <input type="checkbox"/>	
Firm's address <input type="checkbox"/>			Phone no	

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)
664 HIGHLAND DIVIDEND EQUITY-Y		2011-11-29	2012-01-23
36 VANGUARD REIT INDEX FUND-SIG		2011-07-19	2012-01-23
429 VANGUARD EMRG MK STK INDX-SG		2011-04-28	2012-01-23
893 VANGUARD SMALL CAP VALUE STK INSTL		2010-12-23	2012-01-23
620 VANGUARD S/C GROWTH INDX INS		2011-07-19	2012-01-23
837 777 VANGUARD REIT INDEX FUND-SIG		2011-01-27	2012-02-09
89 403 COLUMBIA ACORN FUND-Z		2011-11-29	2012-04-11
872 895 COLUMBIA ACORN FUND-Z		2011-01-27	2012-04-11
17 COLUMBIA ACORN FUND-Z		2012-01-23	2012-04-11
751 853 FEDERATED ULTRA SHORT FD-INS		2011-01-27	2012-04-11
56 127 FEDERATED ULTRA SHORT FD-INS		2012-01-23	2012-04-11
188 939 ABSOLUTE STRATEGIES FUND I		2012-01-23	2012-04-11
937 673 ABSOLUTE STRATEGIES FUND I		2011-07-18	2012-04-11
1513 258 ABSOLUTE STRATEGIES FUND I		2010-12-23	2012-04-11
5272 54 HIGHLAND DIVIDEND EQUITY-Y		2011-11-29	2012-04-11
1 LORD ABBETT INCOME-I		2011-01-27	2012-04-11
15 537 PIMCO TOTAL RETURN II-INSTL		2012-01-23	2012-04-11
273 971 PIMCO TOTAL RETURN II-INSTL		2011-11-29	2012-04-11
2207 292 PIMCO COMMODITY REALRETURN STR FD		2011-01-27	2012-04-11
579 732 PIMCO COMMODITY REALRETURN STR FD		2012-01-23	2012-04-11
211 079 PIMCO COMMODITY REALRETURN STR FD		2011-11-29	2012-04-11
123 VANGUARD EMRG MK STK INDX-SG		2011-01-27	2012-04-11
334 VANGUARD GROWTH INDEX FD-SIG		2011-01-27	2012-04-11
846 578 VANGUARD SMALL CAP VALUE STK INSTL		2010-10-04	2012-04-11
179 759 VANGUARD SMALL CAP VALUE STK INSTL		2011-11-29	2012-04-11
299 VICTORY ESTABLISHED VALUE-I		2011-07-18	2012-04-11
53 BROWN CAP MGMT MID CAP-INST		2012-04-11	2012-07-06
21 COHEN & STEERS INSTL RLTY SH		2012-02-09	2012-07-06
11 32347 AMERICAN EUROPACIFIC GRTH-F2		2010-12-23	2012-07-06
35 67653 AMERICAN EUROPACIFIC GRTH-F2		2010-12-23	2012-07-06

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)
18 FEDERATED TOTAL RETURN BOND FUND-IN		2012-04-11	2012-07-06
28 FIDELITY ADV FLO RT H/I-I		2011-04-28	2012-07-06
4 7299 HARBOR INTERNATIONAL FUND		2010-12-23	2012-07-06
27 2701 HARBOR INTERNATIONAL FUND		2010-12-23	2012-07-06
49 ING MIDCAP OPPORTUNITIES-I		2012-04-11	2012-07-06
13 JOHN HANCOCK II STR INC I		2012-04-11	2012-07-06
95 LORD ABBETT INCOME-I		2011-04-28	2012-07-06
61 LORD ABBETT SHT DUR INCOME-I		2011-04-28	2012-07-06
50 LORD ABBETT HIGH YIELD-I		2012-04-11	2012-07-06
18 MFS EMERGING MKTS DEBT FD I		2011-04-28	2012-07-06
90 SOUTHERNSUN SM CAP FUND-INS		2012-04-11	2012-07-06
42 PIMCO HIGH YIELD FUND-INSTL		2012-04-11	2012-07-06
21 TEMPLETON GLOBAL BOND FUND-AD		2011-04-28	2012-07-06
1 VANGUARD REIT INDEX FUND-SIG		2011-11-29	2012-07-06
18 VANGUARD INTRM TRM BD IDX-SI		2012-04-11	2012-07-06
113 VANGUARD HIG DIV YIELD IN IV		2012-04-11	2012-07-06
32 VANGUARD EMRG MK STK INDX-SG		2011-04-28	2012-07-06
64 VANGUARD GROWTH INDEX FD-SIG		2011-01-27	2012-07-06
81 VANGUARD S/C GROWTH INDX INS		2011-01-27	2012-07-06
79 VICTORY ESTABLISHED VALUE-I		2011-06-21	2012-07-06
17 951 VANGUARD REIT INDEX FUND-SIG		2011-11-29	2012-07-19
192 BROWN CAP MGMT MID CAP-INST		2012-04-11	2012-07-25
13 848 FEDERATED TOTAL RETURN BOND FUND-IN		2012-01-23	2012-07-25
2 152 FEDERATED TOTAL RETURN BOND FUND-IN		2011-11-29	2012-07-25
18 FIDELITY ADV FLO RT H/I-I		2011-01-27	2012-07-25
218 ING MIDCAP OPPORTUNITIES-I		2012-04-11	2012-07-25
3 33 JOHN HANCOCK II STR INC I		2012-01-23	2012-07-25
6 67 JOHN HANCOCK II STR INC I		2011-11-29	2012-07-25
95 LORD ABBETT INCOME-I		2011-01-27	2012-07-25
40 LORD ABBETT SHT DUR INCOME-I		2010-07-06	2012-07-25

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)
30 LORD ABBETT HIGH YIELD-I		2012-04-11	2012-07-25
21 MFS EMERGING MKTS DEBT FD I		2010-07-06	2012-07-25
213 SOUTHERNSUN SM CAP FUND-INS		2012-04-11	2012-07-25
36 PIMCO HIGH YIELD FUND-INSTL		2012-04-11	2012-07-25
8 TEMPLETON GLOBAL BOND FUND-AD		2010-07-06	2012-07-25
22 VANGUARD INTRM TRM BD IDX-SI		2012-04-11	2012-07-25
123 514 VANGUARD EMRG MK STK INDX-SG		2011-11-29	2012-07-25
557 582 VANGUARD EMRG MK STK INDX-SG		2011-07-19	2012-07-25
244 VANGUARD S/C GROWTH INDX INS		2011-01-27	2012-07-25
390 VICTORY ESTABLISHED VALUE-I		2011-06-21	2012-07-25
41 BROWN CAP MGMT MID CAP-INST		2012-04-11	2012-10-18
23 COHEN & STEERS INSTL RLTY SH		2012-07-25	2012-10-18
46 AMERICAN EUROPACIFIC GRTH-F2		2010-12-23	2012-10-18
16 FEDERATED TOTAL RETURN BOND FUND-IN		2011-11-29	2012-10-18
26 FIDELITY ADV FLO RT H/I-I		2011-01-27	2012-10-18
31 HARBOR INTERNATIONAL FUND		2011-07-19	2012-10-18
37 ING MIDCAP OPPORTUNITIES-I		2012-04-11	2012-10-18
12 JOHN HANCOCK II STR INC I		2011-11-29	2012-10-18
85 LORD ABBETT INCOME-I		2011-01-27	2012-10-18
55 LORD ABBETT SHT DUR INCOME-I		2010-07-06	2012-10-18
46 LORD ABBETT HIGH YIELD-I		2012-04-11	2012-10-18
16 MFS EMERGING MKTS DEBT FD I		2010-07-06	2012-10-18
75 SOUTHERNSUN SM CAP FUND-INS		2012-04-11	2012-10-18
54 OPPENHEIMER DEVELOPING MKT-Y		2012-07-25	2012-10-18
38 PIMCO HIGH YIELD FUND-INSTL		2012-04-11	2012-10-18
20 TEMPLETON GLOBAL BOND FUND-AD		2010-07-06	2012-10-18
16 VANGUARD INTRM TRM BD IDX-SI		2012-04-11	2012-10-18
114 VANGUARD HIG DIV YIELD IN IV		2012-07-25	2012-10-18
67 VANGUARD GROWTH INDEX FD-SIG		2011-07-19	2012-10-18
66 VANGUARD S/C GROWTH INDX INS		2011-01-27	2012-10-18

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)
57 VICTORY ESTABLISHED VALUE-I		2011-06-21	2012-10-18
CAPITAL GAIN 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)
6,839		6,487	352
811		817	-6
14,254		17,371	-3,117
14,270		13,972	298
14,080		14,060	20
19,830		18,197	1,633
2,740		2,713	27
26,754		26,536	218
5		5	
6,895		6,917	-22
515		513	2
2,103		2,084	19
10,436		10,275	161
16,843		16,084	759
56,416		51,513	4,903
3		3	
167		165	2
2,948		2,863	85
14,612		19,460	-4,848
3,838		3,890	-52
1,397		1,702	-305
4,159		4,701	-542
11,062		10,080	982
13,757		11,072	2,685
2,921		2,864	57
8,055		8,278	-223
994		1,062	-68
937		889	48
415		473	-58
1,309		1,490	-181

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)
207		204	3
274		277	-3
261		284	-23
1,506		1,638	-132
1,023		1,052	-29
141		139	2
279		271	8
280		281	-1
385		386	-1
276		260	16
1,825		1,913	-88
391		387	4
270		275	-5
25		20	5
217		213	4
2,146		2,107	39
1,017		1,296	-279
2,073		1,932	141
1,924		1,819	105
2,094		2,187	-93
451		363	88
3,468		3,848	-380
160		156	4
25		24	1
177		178	-1
4,415		4,678	-263
36		36	
72		69	3
283		271	12
184		184	

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)
232		231	1
326		299	27
4,249		4,528	-279
336		332	4
103		103	
268		260	8
3,791		3,837	-46
17,112		21,411	-4,299
5,541		5,480	61
10,085		10,795	-710
829		822	7
1,027		1,018	9
1,867		1,921	-54
186		180	6
259		257	2
1,871		1,928	-57
823		794	29
134		125	9
258		242	16
256		252	4
368		355	13
261		228	33
1,696		1,595	101
1,853		1,640	213
365		350	15
270		258	12
194		189	5
2,316		2,156	160
2,312		2,030	282
1,639		1,482	157

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)
1,589		1,578	11
			36

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	
			352
			-6
			-3,117
			298
			20
			1,633
			27
			218
			-22
			2
			19
			161
			759
			4,903
			2
			85
			-4,848
			-52
			-305
			-542
			982
			2,685
			57
			-223
			-68
			48
			-58
			-181

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
			-3
			-23
			-132
			-29
			2
			8
			-1
			-1
			16
			-88
			4
			-5
			5
			4
			39
			-279
			141
			105
			-93
			88
			-380
			4
			1
			-1
			-263
			3
			12

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	
			1
			27
			-279
			4
			8
			-46
			-4,299
			61
			-710
			7
			9
			-54
			6
			2
			-57
			29
			9
			16
			4
			13
			33
			101
			213
			15
			12
			5
			160
			282
			157

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	
			11

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TOP TENNIS PROGRAM 28 EAST JACKSON BLDG CHICAGO,IL 60604	NONE	N/A	SUPPORT ECONOMICALLY	3,000
TIMELINE THEATRE COMPANY 615 W WELLINGTON AVENUE CHICAGO,IL 60657	NONE	N/A	ARTS SUPPORT	1,000
CHICAGO SHAKESPEARE FESTIVAL 800 E GRAND AVENUE CHICAGO,IL 60611	NONE	N/A	OPERATIONAL SUPPORT	1,000
STEPPENWOLF THEATER COMPANY 758 W NORTH AVENUE CHICAGO,IL 60610	NONE	N/A	THEATRICAL LEARNING	1,500
THE KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK KNOXVILLE,TN 379161653	NONE	N/A	ARTS EDUCATION AND SUPPORT	42,000
SECOND UNITARIAN CHURCH OF CHICAGO 656 WEST BARRY AVENUE CHICAGO,IL 60657	NONE	N/A	OPERATIONAL SUPPORT	1,950
THE GOODMAN THEATRE 170 NORTH DEARBORN STREET CHICAGO,IL 60601	NONE	N/A	OPERATIONAL SUPPORT	1,500
THE PEOPLES CHURCH OF CHICAGO 941 W LAWRENCE AVENUE CHICAGO,IL 606408319	NONE	N/A	OPERATIONAL SUPPORT	1,500
LAKEVIEW PANTRY 3831 N BROADWAY STREET CHICAGO,IL 60613	NONE	N/A	OPERATIONAL SUPPORT	1,000
Total				54,450

TY 2012 Compensation Explanation

Name: JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB

EIN: 80-0456913

Person Name	Explanation
FIRST TENNESSEE BANK TRUST DIVISION	STANDARD TRUSTEE AND TAX PREPARATION FEES AT PUBLISHED RATES

TY 2012 Investments Corporate
Stock Schedule

Name: JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB
EIN: 80-0456913

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COHEN & STEERS INSTL REALTY	21,193	21,010
LORD ABBET SHORT DURATION INCO		
MFS EMERGING MARKETS DEBT	5,223	5,898
OPPENHEIMER DEVELOPING	36,427	41,837
T ROWE PRICE HIGH YIELD FUND		
TEMPLETON GLOBAL FUND	5,557	5,810
VANGUARD INFLATION PROTECTED		
VANGUARD INTERIM TERM BOND	4,049	4,100
VANGUARD HIGH DIV YIELD	46,792	49,010
ABSOLUTE STRATEGIES FUND		
BROWN CAP MGT MID CAP	18,197	18,124
AMERICAN EUROPACIFIC GROWTH	38,973	41,820
ASTON MONTAG & CALDWELL GROWTH		
HARBOR INTERNATIONAL	37,031	42,076
LORD ABBETT INCOME	5,347	5,627
PIMCO COMMODITY REALRETURN		
SOUTHERNSUN SM CAP FUND	35,034	37,473
VANGUARD EMERGING MARKETS		
VANGUARD REIT ETF		
VANGUARD SMALL CAP VALUE		
VANGUARD 500 INDEX FUND		
FEDERATED TOTAL RETURN BOND	4,089	4,144
FEDERATED ULTRA SHORT BOND		
FIDELITY ADV FLO RT	5,571	5,644
JOHN HANCOCK II STR INC	2,669	2,856
LORD ABBETT HIGH YIELD	7,441	7,984
LORD ABBETT SHORT DURATION	5,570	5,651
PIMCO HIGH YIELD	7,370	8,076
PIMCO TOTAL RETURN II		
COLUMBIA ACORN FUND		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HIGHLAND DIVIDEND EQUITY		
VANGUARD GROWTH INDEX	45,374	50,405
VANGUARD SMALL CAP GROWTH	33,650	36,340
VICTORY ESTABLISHED VALUE	33,702	34,817
ING MIDCAP OPPORTUNITIES	17,404	17,429

TY 2012 Other Increases Schedule

Name: JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB

EIN: 80-0456913

Description	Amount
ROUNDING/TIMING VARIANCES	115

TY 2012 Section 4942(a)(2)**Explanation Statement**

Name: JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB

EIN: 80-0456913

Explanation: APPLIED AS APPROPRIATE

TY 2012 Taxes Schedule**Name:** JUNE FRIEDLOB KATE FRIEDLOB & JUNE FRIEDLOB**EIN:** 80-0456913

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	313	0		0
FOREIGN TAXES ON QUALIFIED FOR	166	0		0
FOREIGN TAXES ON NONQUALIFIED	84	0		0