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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE CLAYTON FAMILY FOUNDATION		A Employer identification number 58-1970851
Number and street (or P.O. box number if mail is not delivered to street address) 520 W SUMMIT HILL DRIVE	Room/suite 801	B Telephone number (865) 522-2930
City or town, state or province, country, and ZIP or foreign postal code KNOXVILLE, TN 37902		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 110,953,201.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,211.	1,211.		STATEMENT 1
	4 Dividends and interest from securities	2,422,585.	2,422,585.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	717,769.			
	b Gross sales price for all assets on line 6a	18,262,807.			
	7 Capital gain net income (from Part IV, line 2)		717,769.		
	8 Net short-term capital gain				
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	3,141,565.	3,141,565.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	59,225.	59,225.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	5,055.	0.		0.
	b Accounting fees STMT 4	2,475.	2,475.		0.
	c Other professional fees STMT 5	179,306.	179,306.		0.
	17 Interest				
	18 Taxes STMT 6	314.	314.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	3,377.	1,754.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	249,752.	243,074.		0.
	25 Contributions, gifts, grants paid	4,607,200.			4,607,200.
26 Total expenses and disbursements. Add lines 24 and 25	4,856,952.	243,074.		4,607,200.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,715,387.>				
b Net investment income (if negative, enter -0-)		2,898,491.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	757,188.	509,922.	509,922.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	73,662,327.	72,186,683.	105,464,666.
	c Investments - corporate bonds STMT 9	3,992,250.	3,992,250.	4,105,964.
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	865,126.	872,649.	872,649.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	79,276,891.	77,561,504.	110,953,201.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	79,276,891.	77,561,504.	
	30 Total net assets or fund balances	79,276,891.	77,561,504.	
	31 Total liabilities and net assets/fund balances	79,276,891.	77,561,504.	

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	79,276,891.
2 Enter amount from Part I, line 27a	2	<1,715,387.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	77,561,504.
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	77,561,504.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 18,262,807.		17,545,038.	717,769.

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			
b			
c			
d			
e			717,769.

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	717,769.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	4,612,202.	88,982,160.	.051833
2011	4,575,357.	87,325,464.	.052394
2010	3,453,683.	83,381,594.	.041420
2009	4,677,352.	73,972,258.	.063231
2008	1,403,027.	90,711,821.	.015467

2 Total of line 1, column (d)	2	.224345
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	.044869
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	100,805,888.
5 Multiply line 4 by line 3	5	4,523,059.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,985.
7 Add lines 5 and 6	7	4,552,044.
8 Enter qualifying distributions from Part XII, line 4 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.	8	4,607,200.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	28,985.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	28,985.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	28,985.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	40,516.	
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	40,516.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,531.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 11,531. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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)			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)	SEE STATEMENT 11	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address ► WWW.CLAYTON.ORG				
14	The books are in care of ► JEANNE C CAMPBELL	Telephone no. ► (865) 522-2930		
Located at ► 520 W SUMMIT HILL DRIVE, SUITE 801, KNOXVILLE, TN		ZIP+4 ► 37902		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A	
16	At any time during calendar year 2013, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	► ☐	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No	
If "Yes," list the years ►			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

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

X

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

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

7b

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		59,225.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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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	102,113,008.
b	Average of monthly cash balances	1b	227,995.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	102,341,003.
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	102,341,003.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,535,115.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	100,805,888.
6	Minimum investment return. Enter 5% of line 5	6	5,040,294.

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	5,040,294.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	28,985.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,985.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,011,309.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,011,309.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,011,309.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,607,200.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,607,200.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	28,985.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,578,215.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,011,309.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	350,058.			
c From 2010				
d From 2011	251,626.			
e From 2012	207,390.			
f Total of lines 3a through e	809,074.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 4,607,200.				
a Applied to 2012, 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 2013 distributable amount				4,607,200.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	404,109.			404,109.
6 Enter the net total of each column as indicated below:	404,965.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	404,965.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	197,575.			
d Excess from 2012	207,390.			
e Excess from 2013				

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				
STATEMENT 14				4,607,200.
Total			▶ 3a	4,607,200.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

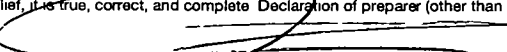
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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
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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	 Signature of officer or trustee	11-14-14 Date	SECRETARY TREASURER Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	JERRY E HOLLYFIELD	JERRY E HOLLYFIELD	11/14/14		P00422614
	Firm's name ▶ JERRY E HOLLYFIELD ATTORNEY AT LAW				Firm's EIN ▶ 90-0353449
	Firm's address ▶ P O BOX 23407 KNOXVILLE, TN 37933-1407				Phone no. (865) 966-8819

Form **990-PF** (2013)

THE CLAYTON FAMILY FOUNDATION

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 CENDANT L-T LOSS RECOVERY		P	06/15/97	01/18/13
b CLAYTON BANK AND TRUST INVESTMENT MANAGEMENT ACCO		P		
c CLAYTON BANK AND TRUST INVESTMENT MANAGEMENT ACCO		P		
d CLAYTON BANK AND TRUST HASE INVESTMENT MANAGEMENT		P		
e CLAYTON BANK AND TRUST HASE INVESTMENT MANAGEMENT		P		
f CLAYTON BANK AND TRUST HASE INVESTMENT MANAGEMENT		P		
g INNOVATION VALLEY PARTNERS LP (INVESTMENT PARTNER		P		
h CAPITAL GAINS DIVIDENDS				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 46.			46.
b 4,995,562.		4,963,150.	32,412.
c 12,149,384.		12,009,344.	140,040.
d 19,556.		19,911.	<355.>
e 128,322.		124,231.	4,091.
f 505,809.		428,402.	77,407.
g 33,448.			33,448.
h 430,680.			430,680.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			46.
b			32,412.
c			140,040.
d			<355.>
e			4,091.
f			77,407.
g			33,448.
h			430,680.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	717,769.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CLAYTON BANK & TRUST - 6523	252.	252.	
CLAYTON BANK & TRUST - 7917	959.	959.	
TOTAL TO PART I, LINE 3	1,211.	1,211.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLATYON BANK AND TRUST - 0057	201,045.	0.	201,045.	201,045.	
CLATYON BANK AND TRUST HASE MANAGEMENT ACCT-CLAYTON BANK AND TRUST INVESTMENT MANAGEMENT ACCT-CLAYTON BANK & TRUST-123	20,221.	4,138.	16,083.	16,083.	
HEIGHTS FINANCE CORPORATION	1,999,393.	426,542.	1,572,851.	1,572,851.	
INNOVATION VALLEY PARTNERS (INVESTMENT	331,597.	0.	331,597.	331,597.	
	300,000.	0.	300,000.	300,000.	
	1,009.	0.	1,009.	1,009.	
TO PART I, LINE 4	2,853,265.	430,680.	2,422,585.	2,422,585.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,055.	0.		0.
TO FM 990-PF, PG 1, LN 16A	5,055.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	2,475.	2,475.			0.
TO FORM 990-PF, PG 1, LN 16B	2,475.	2,475.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	179,306.	179,306.			0.
TO FORM 990-PF, PG 1, LN 16C	179,306.	179,306.			0.

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

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL REPORT FEE	20.	0.			0.
DUES AND SUBSCRIPTIONS	1,330.	0.			0.
BANK,WIRE FEES; PORTFOLIO AMORTIZATON	1,754.	1,754.			0.
OFFICE SUPPLIES	273.	0.			0.
TO FORM 990-PF, PG 1, LN 23	3,377.	1,754.			0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BB & T	510,638.	503,820.
COUNTRYWIDE CAP V GTD CAP SEC	1,250,424.	1,673,100.
CLAYTON BANK AND TRUST INVESTMENT MANAGEMENT ACCT- 62	62,616,956.	93,238,098.
CLAYTON BANK AND TRUST HORATIO ALGER TRUST - 94	768,645.	1,031,714.
CLAYTON BANK AND TRUST INVESTMENT MANAGEMENT ACCT- 123	7,040,020.	9,017,934.
TOTAL TO FORM 990-PF, PART II, LINE 10B	72,186,683.	105,464,666.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HEIGHTS FINANCE DEBENTURES	3,000,000.	3,000,000.
DONNELLEY RR & SONS DEB-7AG6	437,500.	440,000.
DONNELLEY RR & SONS DEB-7AR2	441,875.	527,500.
HERTZ CORP SR/NT	112,875.	138,464.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,992,250.	4,105,964.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INNOVATION VALLEY PARTNERS LP (INVESTMENT PARTNERSHIP)	COST	872,649.	872,649.
TOTAL TO FORM 990-PF, PART II, LINE 13		872,649.	872,649.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 11

EXPLANATION

THIS DISTRIBUTION WAS TREATED AS A QUALIFIED DISTRIBUTION. THE FUNDS WILL BE USED TO SUPPORT ORGANIZATIONS ORGANIZED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, LITERARY OR EDUCATIONAL PURPOSES WHOSE PROJECTS ARE DEEMED PARTICULARLY WORTHY BY THE FOUNDATION BOARD OF DIRECTORS.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES L CLAYTON 520 W SUMMIT HILL DRIVE SUITE 801 KNOXVILLE, TN 37902	DIR/PRES 1.00	0.	0.	0.
JANICE K CLAYTON 520 W SUMMIT HILL DRIVE SUITE 801 KNOXVILLE, TN 37919	DIR/VP 3.00	0.	0.	0.
JEANNE C CAMPBELL 520 W SUMMIT HILL DRIVE SUITE 801 KNOXVILLE, TN 37902	DIR/SEC/TREAS 22.00	59,225.	0.	0.
KEVIN T CLAYTON P O BOX 9790 MARYVILLE, TN 37802	DIR 0.25	0.	0.	0.
B JOE CLAYTON 9715 PARKSIDE DRIVE KNOXVILLE, TN 37922	DIR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		59,225.	0.	0.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JEANNE C CAMPBELL
520 SUMMIT HILL DRIVE SUITE 801
KNOXVILLE, TN 37902

TELEPHONE NUMBER

865-522-2930

EMAIL ADDRESS

CFF.MAIL@CLAYTON.ORG

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE. GENERAL RESPONSE TIME IS 90 DAYS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

STATEMENT 14

THE CLAYTON FAMILY FOUNDATION

2013 DONEE SCHEDULE

TIN: 58-1970851

Organization	Relationship	Foundation Status	Purpose of Grant	Amount
12th District Drug Court Foundation PO Box 400 Winchester, TN 37398	N/A	Public Charity	General Fund	1,000
5 Loaves 4 Kids 317 Sharondale Drive Tullahoma, TN 37388	N/A	Public Charity	General Fund	3,500
Adopt a Golden Knoxville PO Box 11822 Knoxville, TN 37939	N/A	Public Charity	General Fund	1,000
Advent Community Development Corporation 201 Dyer Street Columbia, TN 38401	N/A	Public Charity	General Fund	500
Agape 428 E Scott Ave Knoxville, TN 37917	N/A	Public Charity	General Fund	10,000
Airplane Filling Station Preservation Association PO Box 1331 Powell, TN 37849	N/A	Public Charity	General Fund	1,000
Almost Home Transitional Housing Program 1810 Sharp Springs Road Winchester, TN 37398	N/A	Public Charity	General Fund	500
Alzheimers Association 210 West Lincoln Street Tullahoma, TN 37388	N/A	Public Charity	General Fund	6,500
American Cancer Society Midsouth Division 1100 Ireland Way, Suite 300 Birmingham, AL 35202	N/A	Public Charity	General Fund	33,100
American Diabetes Association 6906 Kingston Pike Suite 201 Knoxville, TN 37919	N/A	Public Charity	General Fund	500
American Red Cross 6921 Middlebrook Pike Knoxville, TN 37909	N/A	Public Charity	General Fund	10,500
Arlington Baptist Church 1928 Fairmont Blvd Knoxville, TN 37917	N/A	Church	Building Fund	10,000
Arrowmont School of Arts & Crafts PO Box 567 Gatlinburg, TN 37738	N/A	Public Charity	General Fund	5,000

STATEMENT 14

THE CLAYTON FAMILY FOUNDATION

2013 DONEE SCHEDULE

TIN: 58-1970851

Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Autism Society East Tennessee 2890 Alcoa Hwy Alcoa, TN 38920	N/A	Public Charity	General Fund	500
Banyan Resources 5191 Elipine Way Palm Beach Gardens, FL 33418	N/A	Public Charity	General Fund	500
Beaver Dam Baptist Church 4328 Emory Road Knoxville, TN 37938	N/A	Church	General Fund	7,000
Beech Park Missionary Baptist Church 1085 East Tri County Blvd Oliver Springs, TN 37840	N/A	Public Charity	General Fund	2,000
Beta Theta Boule Foundation 309 Sugarwood Drive Knoxville, TN 37934	N/A	Public Charity	General Fund	5,000
Bethel Bible Village 3001 Hamill Road Hixson, TN 37343	N/A	Public Charity	General Fund	500
Big Brothers Big Sisters 119 W Summit Hill Dr Ste 101 Knoxville, TN 37902	N/A	Public Charity	Mentoring Program	42,500
Bijou Theatre Center 803 S. Gay Street Knoxville, TN 37902	N/A	Public Charity	General Fund	500
Blount Mansion Association PO Box 1703 Knoxville, TN 37901	N/A	Public Charity	Capital Campaign	26,000
Blue Monarch PO Box 1207 Monteagle, TN 37356	N/A	Public Charity	General Fund	500
Bonham Firefighters Assoc. 301 E. Fifth Street Bonham, TX 75418	N/A	Public Charity	Christmas Drive	3,500
Boy Scouts of America Great Smoky Mountain Council 6440 Papermill Drive Knoxville, TN 37950	N/A	Public Charity	Capital Campaign	111,000
Boys and Girls Clubs of The Clinch Valley PO Box 4021 Oak Ridge, TN 37831	N/A	Public Charity	General Fund	500

STATEMENT 14

THE CLAYTON FAMILY FOUNDATION

2013 DONEE SCHEDULE

TIN: 58-1970851

Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Boys and Girls Clubs of The Smokey Mountains PO Box 5743 Sevierville, TN 37864	N/A	Public Charity	Seymour Branch	5,000
Boys and Girls Clubs of The Tennessee Valley 220 Carrick Street Knoxville, TN 37921	N/A	Public Charity	Capital Campaign/General Fund	163,000
Bread of Life Rescue Mission PO Box 1414 Crossville, TN 38557	N/A	Public Charity	General Fund	5,000
Breakthrough Corporation 1805 Maryville Pike Knoxville, TN 37920	N/A	Public Charity	Operations	10,500
Calvary Baptist Church PO Box 309 Alcoa, TN 37701	N/A	Church	Building Fund	10,000
Campbell County Children's Center 203 Independence Lane LaFollette, TN 37766	N/A	Public Charity	General Fund	500
Campora Family Resource Center 900 South Shepherd Street Winchester, TN 37398	N/A	Education Institution	Family Resource Center	500
Cancer Support Community 2230 Sutherland Avenue Knoxville, TN 37919	N/A	Public Charity	General Fund	8,500
Carl Perkins Center Prevention of Child Abuse 113 East Main Street Henderson, TN 38346	N/A	Public Charity	General Fund	1,000
Carter Middle School 204 N Carter School Road Strawberry Plains, TN 37871	N/A	Education Institution	General Fund	2,500
CASA of East Tennessee Inc. 2250 Sutherland Avenue Knoxville, TN 37919	N/A	Public Charity	A Childs Voice In Court	1,500
Catholic Charities of East Tennessee 3009 Lake Brook Blvd Knoxville, TN 37909	N/A	Public Charity	General Fund	4,000
Central Baptist Church Bearden 6300 Deane Hill Drive Knoxville, TN 37919	N/A	Church	Samaritan Ministry	500

STATEMENT 14

THE CLAYTON FAMILY FOUNDATION

2013 DONEE SCHEDULE

TIN: 58-1970851

Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Cervical Cancer Coalition of Tennessee 6950 Highway 70 South, Apt 1001 Nashville, TN 37221	N/A	Public Charity	General Fund	500
Chadasha Foundation PO Box 743 Louisville, TN 37777	N/A	Public Charity	General Fund	10,000
Character Counts of Knoxville - Knox County 9111 Cross Park Drive D-200 Knoxville, TN 37923	N/A	Public Charity	General Fund	1,000
Cherish the Child Foundation 449 McCann Circle Sevierville, TN 37862	N/A	Public Charity	General Fund	500
Child Advocacy Center of the 9th Judicial District 887 Highway 70 West Lenoir City, TN 37771	N/A	Public Charity	General Fund	5,500
Child and Family Services 901 E. Summit Hill Drive, Suite 100 Knoxville, TN 37915	N/A	Public Charity	General Fund	500
Childhelp 2505 Kingston Pike Knoxville, TN 37919	N/A	Public Charity	General Fund	5,000
Children's Advocacy Center of the 31st Judicial Dist 1350 Sparta Street McMinnville, TN 37110	N/A	Public Charity	General Fund	500
Coalfield High School 1720 Coal Hill Road Harriman, TN 37748	N/A	Education Institution	Reading Program	1,200
Coffee County Childrens Advocacy Center 104 N Spring Street Manchester, TN 37355	N/A	Public Charity	General Fund	1,000
Coffee County High School 2135 New Tullahoma Hwy Manchester, TN 37355	N/A	Education Institution	General Fund	500
Coffee County Junior Golf 6751 McMinnville Hwy Manchester, TN 37355	N/A	Public Charity	General Fund	500
Coffee County Partnership for Tomorrow 1329 McArthur Street, Suite 1 Manchester, TN 37355	N/A	Public Charity	Imagination Library	1,000

STATEMENT 14

THE CLAYTON FAMILY FOUNDATION

2013 DONEE SCHEDULE

TIN: 58-1970851

Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Concord Sailing Center 11600 Northshore Dr Knoxville, TN 37922	N/A	Public Charity	General Fund	500
Concord United Methodist Church 11020 Roane Drive Knoxville, TN 37934	N/A	Church	General Fund	5,000
Cookeville Housing Services Corporation PO Box 400 Cookeville, TN 38503	N/A	Public Charity	Teen Needs Training Program	500
Cookeville Rescue Mission PO Box 1144 Cookeville, TN 38503	N/A	Public Charity	General Fund	5,000
Cornerstone Baptist Church 8508 Pelham Road Greenville, SC 29615	N/A	Church	General Fund	1,000
Country Christmas Celebration Association 325 Main Street Savannah, TN 38372	N/A	Public Charity	General Fund	5,000
Covenant Life International Youth Ministry PO Box 67 Lake City, TN 37769	N/A	Public Charity	Blessing Fund	6,000
Crisis Pregnancy Center of Cookeville 694 South Willow Avenue, Suite 3 Cookeville, TN 38501	N/A	Public Charity	General Fund	1,000
Crockett Christmas Store 1132 Farrow Road Friendship, TN 38034	N/A	Public Charity	General Fund	1,500
Crossroads Church of the Nazarene 511 White Wing Road West Lenoir City, TN 37711	N/A	Church	Family Life Center	2,000
Cumberland University One Cumberland Square Lebanon, TN 37087-3554	N/A	Education Institution	General Fund	1,000
Cystic Fibrosis Foundation 5401 Kingston Pike Suite 230 Knoxville, TN 37919	N/A	Public Charity	General Fund	1,500
Daily Bread Community Kitchen 118 South Cumberland Street Morristown, TN 37814	N/A	Public Charity	General Fund	500

STATEMENT 14

2013 DONEE SCHEDULE

TIN: 58-1970851

THE CLAYTON FAMILY FOUNDATION

Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Denver Hospice 501 South Cherry Street, Suite 700 Denver, CO 80246	N/A	Public Charity	General Fund	1,000
Dogwood Arts Festival 602 South Gay Street Mezzanine Level Knoxville, TN 37902	N/A	Public Charity	General Fund	50,000
Down Syndrome Awareness Group of East Tennessee PO Box 53575 Knoxville, TN 37950-3575	N/A	Public Charity	General Fund	500
Dyersburg State Community College Foundation 1510 Lake Rd Dyersburg, TN 38024	N/A	Education Institution	Scholarship Fund	5,000
East Jackson Church of Christ 1461 East Chester Street Jackson, TN 38301	N/A	Church	General Fund	1,500
East Tennessee Childrens Hospital P.O.Box 15010 Knoxville, TN 37901	N/A	Public Charity	General Fund \$6,500/Capital Campaign \$200k	206,500
East Tennessee Community Design Center 1300 N Broadway Knoxville, TN 37917	N/A	Public Charity	General Fund	10,500
East Tennessee Discovery Center 516 North Beaman Street Knoxville, TN 37914	N/A	Public Charity	Bldg Improvements \$5k/General Fund \$5k	10,000
East Tennessee Foundation - Women's Fund 625 Market Street Suite 1400 Knoxville, TN 37902	N/A	Public Charity	General Fund	500
East Tennessee Historical Society P.O. Box 1629 Knoxville, TN 37901	N/A	Public Charity	General Fund	13,500
East Tennessee Housing Development Corporation 1300 N Broadway Knoxville, TN 37917	N/A	Public Charity	Lonsdale Housing Development	10,000
East Tennessee Technology Access Center 116 Childress Street Knoxville, TN 37920	N/A	Public Charity	General Fund	500
East TN Foundation -Knox County Imagination Library Fund 500 West Church Avenue Knoxville, TN 37902	N/A	Public Charity	General Fund	10,000

STATEMENT 14

THE CLAYTON FAMILY FOUNDATION

2013 DONEE SCHEDULE

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Education Foundation for Clinton City Anderson County Schools 141 East Broad Street Clinton, TN 37716	N/A	Public Charity	General Fund	500
Emerald Youth Foundation 1718 North Central Street Knoxville, TN 37917	N/A	Public Charity	Just Lead Ministry	52,000
Emory Valley Center 715 Emory Valley Road Oak Ridge, TN 37830	N/A	Public Charity	Building Fund	25,000
Epilepsy Foundation East Tennessee PO Box 3156 Knoxville, TN 37927-3156	N/A	Public Charity	General Fund	5,000
Episcopal School of Knoxville 950 Episcopal School Way Knoxville, TN 37932	N/A	Church School	Scholarship Program	25,000
Faith Promise Church 10740 Faith Promise Lane Knoxville, TN 37931	N/A	Church	General Fund	500
Family Promise of Knoxville PO Box 10184 Knoxville, TN 37939	N/A	Public Charity	General Fund	10,000
Fellowship of Christian Athletes 406 Union Avenue Suite 610 Knoxville, TN 37902	N/A	Public Charity	General Fund	1,500
Fidelity Charitable PO Box 770001 Cincinnati, OH 45277-0053	N/A	Public Charity	Donor Advised Fund (Clayton Special Fund)	250,000
First Baptist Church Fountain City 2801 Holbrook Dr Knoxville, TN 37918	N/A	Church	General Fund	500
First Baptist Church of Manchester 1006 Hillsboro Boulevard Manchester, TN 37355	N/A	Public Charity	General Fund	1,000
First Baptist Church of Tullahoma 108 East Grundy Street Tullahoma, TN 37388	N/A	Church	In Light Program	1,000
First Baptist Concord 11704 Kingston Pike Knoxville, TN 37934	N/A	Public Charity	General Fund	1,000

STATEMENT 14

THE CLAYTON FAMILY FOUNDATION

2013 DONEE SCHEDULE

TIN: 58-1970851

Organization	Relationship	Foundation Status	Purpose of Grant	Amount
First Presbyterian Church Jackson 1573 N Highland Avenue Jackson, TN 38301	N/A	Public Charity	General Fund	500
First Presbyterian Church of Knoxville 620 State Street Knoxville, TN 37902	N/A	Church	General Fund	6,250
First United Methodist Church Knoxville 3316 Kingston Pike Knoxville, TN 37919	N/A	Church	General Fund	11,000
First United Methodist Church of Tullahoma 208 West Lauderdale Street Tullahoma, TN 37388	N/A	Church	Food Pantry	5,000
First United Methodist Church of Winchester 100 South Jefferson Winchester, TN 37398	N/A	Church	General Fund	500
FISH Hospitality Pantries 800 Northshore Drive Knoxville, TN 37919	N/A	Public Charity	General Fund	2,000
Florence Crittenton Agency 1531 Dick Lomas Road Knoxville, TN 37909	N/A	Public Charity	General Fund	5,000
Fort Loudoun Lake Association 956 Volunteer Landing Lane Knoxville, TN 37915	N/A	Public Charity	General Fund	5,000
Foundation for Geriatric Education 100 East Vine Street Murfreesboro, TN 37130	N/A	Public Charity	General Fund	5,000
Foundation for the Sevier County Public Library System PO Box 6693 Sevierville, TN 37864	N/A	Public Charity	General Fund	5,000
Franklin County Humane Society PO Box 187 Winchester, TN 37398	N/A	Public Charity	General Fund	1,500
Franklin County Rescue Squad 817 Dinah Shore Blvd Winchester, TN 37398	N/A	Public Charity	General Fund	500
Free Medical Clinic of America 6207 Chapman Highway Knoxville, TN 37920	N/A	Public Charity	General Fund	5,000

STATEMENT 14

THE CLAYTON FAMILY FOUNDATION

2013 DONEE SCHEDULE

TIN: 58-1970851

Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Freed Hardeman University 158 E. Main Street Henderson, TN 38340-2399	N/A	Education Institution	General Fund/Renovations	23,500
Friends of Great Smoky Mountains National Park Inc PO Box 1660 Kodak, TN 37764-7660	N/A	Public Charity	General Fund	5,000
Friends of Henry Horton State Park PO Box 282 Chapel Hill, TN 37034	N/A	Public Charity	General Fund	5,000
Friends of Literacy, Inc 900 East Hill Avenue Suite 300 Knoxville, TN 37915	N/A	Public Charity	General Fund	4,000
Friends of Tennessee Babies With Special Needs PO Box 544 Alcoa, TN 37701	N/A	Public Charity	General Fund	14,000
Friends of Young Williams Animal Center 3201 Division Street Knoxville, TN 37919	N/A	Public Charity	General Fund	11,000
FriendSupport 316 West Lytle Street, Suite 202 Murfreesboro, TN 37130	N/A	Public Charity	General Fund	500
Gatlinburg Pitman High School 150 Proffitt Road Gatlinburg, TN 37738	N/A	Education Institution	General Fund	500
Goodwill Industries PO Box 11066 Knoxville, TN 37939-1066	N/A	Public Charity	General Fund	500
Governors Foundation for Health and Wellness PO Box 198198 Nashville, TN 37219	N/A	Public Charity	General Fund	50,000
Grace Christian Academy 5914 Beaver Ridge Rd Knoxville, TN 37931	N/A	Education Institution	General Fund	2,500
Grace Presbyterian Church 2226 Burton Branch Rd Cookeville, TN 38506	N/A	Church	General Fund	500
Grainger High School 2201 Highway 11W South Rutledge, TN 37861	N/A	Education Institution	General Fund	1,000

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Great Schools Partnership Charitable Trust PO Box 2188 Knoxville, TN 37901	N/A	Public Charity	General Fund	150,000
Great Smoky Mountain Institute at Tremont 9275 Tremont Rd Townsend, TN 37882	N/A	Public Charity	General Fund	6,000
Great Dog Rescue 875 Hwy 321 North, Ste 600 151 Lenoir City, TN 37771	N/A	Public Charity	General Fund	500
Habitat for Humanity Knoxville PO Box 27478 Knoxville, TN 37927	N/A	Public Charity	General Fund	30,500
Habitat for Humanity Putnam County 728 East 15th Street Cookeville, TN 38501	N/A	Public Charity	General Fund	1,000
Harmony Adoptions of Tennessee 131 Cherokee Heights Drive Maryville, TN 37803	N/A	Public Charity	General Fund	5,000
Haven of Hope, Inc PO Box 1271 Manchester, TN 37349-1271	N/A	Public Charity	General Fund	500
Hearing and Speech Foundation 1619 East Broadway Ave Maryville, TN 37804	N/A	Public Charity	General Fund	5,000
Helen Ross McNabb Foundation 201 W Springdale Ave NE Knoxville, TN 37917	N/A	Public Charity	General Fund \$2,500/ChildNet \$20k/Bldg Fund \$.	42,500
Help Portrait PO Box 680656 Franklin, TN 37068	N/A	Public Charity	General Fund	1,000
Hinds Feet Farm 14625 Black Farms Road Huntersville, NC 28078	N/A	Public Charity	General Fund	1,000
Hindu Community Center of Knoxville 8580 Hickory Creek Road Lenoir City, TN 37771	N/A	Public Charity	General Fund	500
Historic Tennessee Theatre Foundation PO Box 272 Knoxville, TN 37901-0272	N/A	Public Charity	General Fund	50,500

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Hiwassee College 225 Hiwassee College Drive Madisonville, TN 37354	N/A	Education Institution	Auditorium Renovation	125,000
Hola Hora Latina PO Box 32192 Knoxville, TN 37930-2192	N/A	Public Charity	General Fund	1,000
Homes of Love PO Box 30675 Knoxville, TN 37920	N/A	Public Charity	General Fund	500
HonorAir Knoxville 7536 Taggart Lane Knoxville, TN 37938	N/A	Public Charity	General Fund	1,500
Hope Resource Center 2700 Painter Avenue Knoxville, TN 37919	N/A	Public Charity	General Fund	6,000
Horse Haven of Tennessee PO Box 22841 Knoxville, TN 37933	N/A	Public Charity	General Fund	5,000
Hospice of the Highland Rim 110 East Lauderdale St Tullahoma, TN 37388	N/A	Public Charity	General Fund	500
Humane Society of the Tennessee Valley P.O. Box 51723 Knoxville, TN 37950	N/A	Public Charity	Fix a Pet	21,000
Huntland High School 400 Gore Street Huntland, TN 37345	N/A	Education Institution	General Fund	500
Ijams Nature Center PO Box 2601 Knoxville, TN 37901	N/A	Public Charity	General Fund	10,000
Innovative Education Partnership 425 Alcoa Trail Maryville, TN 37804	N/A	Education Institution	Clayton Bradley Stem Academy Operations	257,000
Interfaith Health Clinic 315 Gill Ave Knoxville, TN 37917	N/A	Public Charity	Physician Salary	45,000
Johnson Residential Housing 611 Eagle Blvd Shelbyville, TN 37160	N/A	Public Charity	General Fund	500

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THE CLAYTON FAMILY FOUNDATION

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Jonl and Friends 1540 Robinson Road Knoxville, TN 37923	N/A	Public Charity	General Fund	5,000
Joy Christian Communications PO Box 3 Tullahoma, TN 37388	N/A	Public Charity	General Fund	2,000
Joy of Music School 1209 Euclid Avenue Knoxville, TN 37921	N/A	Public Charity	General Fund	500
Junior Achievement 2135 North Charles G Selvers Blvd Clinton, TN 37716	N/A	Public Charity	General Fund	8,500
Junior League of Knoxville, Inc. 6739 Baum Drive Knoxville, TN 37919	N/A	Public Charity	General Fund	5,000
Kids of the Community 111 South Court Square McMinnville, TN 37111	N/A	Public Charity	General Fund	500
Knox Area Rescue Ministries 418 N Broadway Street Knoxville, TN 37917	N/A	Public Charity	General Fund	2,500
Knox County Christian Women's Job Corp PO Box 3216 Knoxville, TN 37927	N/A	Public Charity	General Fund	3,400
Knox Heritage PO Box 1242 Knoxville, TN 37901	N/A	Public Charity	Restoration Fund	50,000
Knox Housing Partnership Inc 109 Wilona Street Knoxville, TN 37917	N/A	Public Charity	General Fund	10,000
Knoxville American Marketing Association PO Box 52205 Knoxville, TN 37950-2205	N/A	Public Charity	General Fund	1,500
Knoxville Area Urban League, Inc 1514 E. Fifth Avenue Knoxville, TN 37917	N/A	Public Charity	Foreclosure Counseling Program	10,000
Knoxville Choral Society PO Box 1086 Knoxville, TN 37901	N/A	Public Charity	General Fund	5,000

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Knoxville Kiwanis Youth Foundation PO Box 232 Knoxville, TN 37901-0232	N/A	Public Charity	General Fund	500
Knoxville Knox County Council on Aging PO Box 51650 Knoxville, TN 37950	N/A	Public Charity	General Fund	500
Knoxville Museum of Art 1050 World's Fair Park Drive Knoxville, TN 37916	N/A	Public Charity	General Fund \$111k/Capital Campaign \$250k	361,000
Knoxville Museum of Art Foundation 1050 World's Fair Park Drive Knoxville, TN 37916-1653	N/A	Public Charity	Endowment Fund	100,000
Knoxville Opera Company PO Box 16 Knoxville, TN 37901	N/A	Public Charity	General Fund	8,750
Knoxville Rugby Club 5916 Rolling Ridge Drive Knoxville, TN 37921	N/A	Public Charity	General Fund	500
Knoxville Symphony Orchestra PO Box 360 Knoxville, TN 37901	N/A	Public Charity	General Fund	47,500
Knoxville Zoo P.O. Box 6040 Knoxville, TN 37914-0040	N/A	Public Charity	General Fund \$12k/Safari Splash \$100k / Gorilla Conservation \$2,500	114,500
Knoxville-Knox County Council on Aging PO Box 51650 Knoxville, TN 37950	N/A	Public Charity	One Call Seniors Club	1,000
Leadership Knoxville 17 Market Square #201 Knoxville, TN 37902	N/A	Public Charity	General Fund	20,000
Leadership Sevier 122 Bruce Street Sevierville, TN 37862	N/A	Public Charity	General Fund	500
Legal Aid of East Tennessee 502 S Gay Street, Suite 404 Knoxville, TN 37902	N/A	Public Charity	General Fund	5,000
Lipscomb University One University Park Drive Nashville, TN 37204	N/A	Education Institution	Leadership TN Program	10,000

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Literacy Council 601 North Jackson Street, Suite B Tullahoma, TN 37388	N/A	Public Charity	General Fund	500
Little League Baseball Estill Springs PO Box 685 Estill Springs, TN 37330	N/A	Public Charity	General Fund	500
Little League Baseball Tullahoma PO Box 294 Tullahoma, TN 37388	N/A	Public Charity	General Fund	500
Little League Baseball Winchester 209 North Jefferson Street Winchester, TN 37398	N/A	Public Charity	General Fund	500
Lost Sheep Ministries PO Box 5835 Knoxville, TN 37928	N/A	Public Charity	General Fund	500
Loving Paws Rescue Organization 2035 Brown Cemetery Road Luray, TN 38352	N/A	Public Charity	General Fund	10,000
Lynchburg Elementary School 276 Mechanic Street North Lynchburg, TN 37352	N/A	Education Institution	General Fund	500
March of Dimes Foundation 322 Nancy Lynn Lane, Suite 11 Knoxville, TN 37919	N/A	Public Charity	General Fund	1,000
Mary E Tippitt Memorial Library 120 Tiger Dr Townsend, TN 37882	N/A	Public Charity	General Fund	500
Maryville College 502 Lamar Alexander PKY Maryville, TN 37804-5907	N/A	Education Institution	Clayton Center for the Arts	250,000
Medic Samaritan PO Box 1616 Powell, TN 37849	N/A	Public Charity	General Fund	2,500
Mission of Hope PO Box 22312 Knoxville, TN 37933-0312	N/A	Public Charity	General Fund	10,500
Montezuma United Methodist Church 2870 Montezuma Road Henderson, TN 38340	N/A	Church	General Fund	1,000

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Moore County Historical & Genealogical Society PO Box 408 Lynchburg, TN 37352	N/A	Public Charity	General Fund	1,000
Moore County Senior Citizens 87 High Street Lynchburg, TN 37352	N/A	Public Charity	General Fund	500
Morris Animal Foundation 10200 East Girard Avenue, Suite B430 Denver, CO 80231	N/A	Public Charity	General Fund	2,500
Motlow College Foundation PO Box 8500 Dept 160 Lynchburg, TN 37352-8500	N/A	Public Charity	General Fund \$8,750/Endowment Fund \$50k	58,750
Muscular Dystrophy Association 6408 Papermill Drive Suite 230 Knoxville, TN 37919	N/A	Public Charity	General Fund	1,500
Museum of Appalachia PO Box 1189 Norris, TN 37828	N/A	Public Charity	General Fund	1,000
Nuestros Ninos PO Box 30656 Knoxville, TN 37930	N/A	Public Charity	General Fund	500
Oakland Elementary School 14925 Tennessee 194 Oakland, TN 38060	N/A	Education Institution	General Fund	1,500
One Vision International PO Box 20608 Knoxville, TN 37920	N/A	Public Charity	General Fund	10,500
Patriot Family Corp 10127 Albyar Avenue Riverview, FL 33578	N/A	Public Charity	General Fund	5,000
Pellissippi State Foundation P.O. Box 22990 Knoxville, TN 37933-0990	N/A	Education Institution	General Fund	6,750
Plateau Christian Church 93 Bob Tollett Loop Crossville, TN 38555	N/A	Church	General Fund	1,000
Promise to Protect PO Box 27451 Knoxville, TN 37927	N/A	Public Charity	General Fund	500

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Random Acts of Flowers PO Box 27817 Knoxville, TN 37927-7817	N/A	Public Charity	General Fund	1,500
Rebuilding Together Knoxville 1006 Ashby Road Knoxville, TN 37923	N/A	Public Charity	General Fund	5,000
Ridgedale Baptist Church 5632 Nickle Road Knoxville, TN 37921	N/A	Church	General Fund	10,000
Roane County Anti Drug Coalition PO Box 280 Klingston, TN 37763	N/A	Public Charity	General Fund	1,000
Rockford Baptist Church 4104 Old Knoxville Hwy Rockford, TN 37853	N/A	Church	Building Fund	12,500
Ronald McDonald House Charities Knoxville 1705 Clinch Avenue Knoxville, TN 37916	N/A	Public Charity	General Fund	4,500
Salvation Army 409 N Broadway Knoxville, TN 37917	N/A	Public Charity	General Fund	1,000
Save the Music America 9 Music Square #210 Nashville, TN 37203	N/A	Public Charity	General Fund	500
School of Good Shepherd 2037 Decherd Boulevard Decherd, TN 37324	N/A	Church	General Fund	500
Second Harvest Food Bank 136 Harvest Lane Maryville, TN 37801	N/A	Public Charity	General Fund \$6,500/Bldg Fund \$100k	106,500
Senior Citizens Home Assistance Service PO Box 3025 Knoxville, TN 37927	N/A	Public Charity	Capital Campaign	3,000
Sequoyah Hills Presbyterian Church 3700 Keowee Avenue Knoxville, TN 37919	N/A	Church	General Fund	5,000
Shelter Animal Rescue Group 124 Newall Lane Oak Ridge, TN 37830	N/A	Public Charity	General Fund	500

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Siegel Middle School 355 W Thompson Lane Murfreesboro, TN 37129	N/A	Public Charity	General Fund	500
Small Breed Rescue East Tennessee PO Box 22482 Knoxville, TN 37933	N/A	Public Charity	General Fund	1,000
Smoky Mountain Animal Care Foundation PO Box 7218 Maryville, TN 37802	N/A	Public Charity	General Fund	10,000
Smoky Mountain Service Dogs 110 Tooweka Circle Loudon, TN 37774	N/A	Public Charity	General Fund	11,250
Sonny J Scholarship Foundation 10320 Riverwalk Lane Knoxville, TN 37922	N/A	Public Charity	General Fund	500
Special Kids 202 Arnett Street Murfreesboro, TN 37130	N/A	Public Charity	General Fund	500
Sportsmen and Professional Men of Coffee County PO Box 1078 Manchester, TN 37349	N/A	Public Charity	General Fund	11,500
St. John's Lutheran Church 544 N Broadway Knoxville, TN 37917	N/A	Church	General Fund	5,000
St. Jude Childrens Hospital 501 St. Jude Place Memphis, TN 38105-1942	N/A	Public Charity	General Fund	500
Tennessee 4-H Club Foundation, Inc PO Box 1071 Knoxville, TN 37901-1071	N/A	Public Charity	General Fund	1,000
Tennessee Alpha SPE Scholarship Fund PO Box 2223 Knoxville, TN 37901	N/A	Public Charity	General Fund	500
Tennessee Hemophilia & Bleeding Disorders 1819 Ward Drive, Suite 102 Murfreesboro, TN 37129	N/A	Public Charity	General Fund	500
Tennessee Judicial Conference Foundation 1903 Division Street Nashville, TN 37203	N/A	Public Charity	Scholarship Fund	1,000

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Tennessee Residence Foundation 312 Rosa L Parks Avenue Nashville, TN 37243	N/A	Public Charity	General Fund	50,000
Tennessee Stage Company PO Box 1186 Knoxville, TN 37901	N/A	Public Charity	Shakespeare on the Square	5,000
Tennessee State Collaborative of Reforming Education 1207 18th Avenue South, Suite 326 Nashville, TN 37212	N/A	Public Charity	General Fund	75,000
The Church at Bennington Place 7301 Bennington Drive Knoxville, TN 37909	N/A	Church	General Fund	5,000
The Dream Connection PO Box 10924 Knoxville, TN 37939	N/A	Public Charity	General Fund	500
The Nativity Pageant of Knoxville PO Box 53258 Knoxville, TN 37950	N/A	Public Charity	General Fund	5,000
The Next Door PO Box 282 Knoxville, TN 37901	N/A	Public Charity	General Fund	5,000
The Partnership Initiatives Fund 17 Market Square #201 Knoxville, TN 37902	N/A	Public Charity	Entrepreneur Center	45,000
TN Achieves 10427 Electric Avenue Knoxville, TN 37932	N/A	Public Charity	General Fund	200,500
Trinity Christian Academy 10 Windy City Road Jackson, TN 38305	N/A	Education Institution	General Fund	500
Two Rivers Church 275 Harrison Lane Lenoir City, TN 37772	N/A	Church	General Fund	7,500
United Way of Blount County (Knox Designation) 1615 East Broadway Avenue Maryville, TN 37804	N/A	Public Charity	Knox Designation	41,000
United Way of Franklin County PO Box 157 Winchester, TN 37398	N/A	Public Charity	General Fund	500

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
United Way of Greater Knoxville 1301 Hannah Avenue Knoxville, TN 37921	N/A	Public Charity	General Fund	204,500
United Way of Sevier County (Knox Designation) PO Box 6458 Sevierville, TN 37864	N/A	Public Charity	Knox Designation	10,000
University Health System 1520 Cherokee Trail Ste 110 Knoxville, TN 37920-2205	N/A	Public Charity	General Fund	4,000
University of Tennessee Foundation 1327 Circle Park Drive Knoxville, TN 37996	N/A	Education Institution	McClung Museum	1,500
University of Tennessee Foundation 600 Andy Holt Tower Knoxville, TN 37996	N/A	Education Institution	Baker Center Building Fund	25,000
University of Tennessee Foundation PO Box 15016 Knoxville, TN 37901	N/A	Education Institution	College of Engineering	10,000
University of Tennessee Foundation PO Box 15016 Knoxville, TN 37901	N/A	Education Institution	Clarence Brown Theatre	5,000
University of Tennessee Foundation PO Box 15016 Knoxville, TN 37901	N/A	Education Institution	Tennessee Fund	5,000
University of TN Kappa Delta Bldg 600 Andy Holt Tower Knoxville, TN 37996	N/A	Education Institution	Kappa Delta Building Fund	30,000
Vanderbilt University 2301 Vanderbilt Place Nashville, TN 37235	N/A	Education Institution	Children's Research Hospital	500
Vine International PO Box 52086 Knoxville, TN 37950	N/A	Public Charity	General Fund	500
Volunteer Ministry Center 103 South Gay Street Knoxville, TN 37901	N/A	Public Charity	Capital Campaign	20,000
W C TWO 2351 Dandridge Avenue Knoxville, TN 37915	N/A	Public Charity	First Tee Program	4,000

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Webb School of Knoxville 9800 Webb School Drive Knoxville, TN 37923	N/A	Public Charity	Science Center	111,250
Wesley House Community Center 923 Dameron Avenue Knoxville, TN 37921	N/A	Public Charity	General Fund	21,500
West Elementary School 235 West Converse Street Morristown, TN 37814	N/A	Education Institution	General Fund	500
West Hamblen County Fire Department 6301 West Andrew Johnson Hwy Talbot, TN 37877	N/A	Public Charity	General Fund	500
West High School Foundation 3300 Sutherland Ave Knoxville, TN 37919	N/A	Public Charity	Baseball Complex	5,000
West Junior High School 13100 Highway 194 Oakland, TN 38060	N/A	Public Charity	General Fund	500
West Middle School 90 Hermitage Drive Tullahoma, TN 37388	N/A	Public Charity	General Fund	500
West Park Baptist Church 8833 Middlebrook Pike Knoxville, TN 37923	N/A	Church	General Fund	3,000
Win Our World 544 North Broadway Knoxville, TN 37917	N/A	Public Charity	General Fund	5,000
Winchester Church of Christ 1230 South College Street Winchester, TN 37398	N/A	Church	Christian Academy	2,500
Worship Center Christian Church 9553 Parkway Ease Birmingham, AL 35215	N/A	Public Charity	General Fund	500
YMCA of East Tennessee 616 Jessamine Street Knoxville, TN 37917	N/A	Public Charity	Capital Campaign \$100K/General Fund \$5k	105,000
YOKE PO Box 3492 Knoxville, TN 37927	N/A	Public Charity	General Fund	500

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Organization	Relationship	Foundation Status	Purpose of Grant	Amount
Young Life Blount County PO Box 5284 Maryville, TN 37803	N/A	Public Charity	Summer Program	10,000
Young Life Knoxville PO Box 647 Knoxville, TN 37901-0647	N/A	Public Charity	General Fund	1,000
Young Life Lakeway PO Box 40 Jefferson City, TN 37760	N/A	Public Charity	General Fund	500
Youth Town of Tennessee PO Box 1385 Jackson, TN 38302-1385	N/A	Public Charity	General Fund	10,000
Youth Transitions 301 Cheshire Drive #151 Knoxville, TN 37919	N/A	Public Charity	General Fund	4,000
YWCA 420 W. Clinch Ave Knoxville, TN 37902	N/A	Public Charity	General Fund \$12,500/ Victim Advocacy Program \$30k	42,500
				<u>4,607,200</u>

2013 FORM 990-PFPAGE 5, PART VII-B, LINE 1 (a)(3)ACTIVITIES WITH DISQUALIFIED PERSONS

JAMES L. CLAYTON AND CLAYTON BANK AND TRUST, "DISQUALIFIED PERSONS" WITHIN THE MEANING OF IRC §4946(a), PROVIDED GOODS, SERVICES, AND FACILITIES TO THE FOUNDATION WITHOUT CHARGE.

IN ADDITION, CLAYTON BANK AND TRUST CHARGED FEES IN THE AMOUNT OF \$142,395 FOR TRUST AND INVESTMENT MANAGEMENT SERVICES PROVIDED TO THE FOUNDATION. THE FEE RATE IS LESS THAN OR EQUAL TO THE RATES CHARGED ALL TRUST DEPARTMENT CUSTOMERS. PROVISION OF AND PAYMENT FOR THESE SERVICES ARE PURSUANT TO P.L.R. DATED NOVEMBER 21, 2005.

PAGE 5, PART VII-B, LINE 1 (a)(4)

THE ORGANIZATION PAID CLAYTON BANK AND TRUST \$59,225 TO REIMBURSE SALARY AND RELATED COMPENSATION EXPENSES FOR TIME SPENT ON ORGANIZATION MATTERS BY JEANNE C. CAMPBELL, A "DISQUALIFIED PERSON" WITHIN THE MEANING OF IRC §4946(a). MS CAMPBELL PERFORMED PERSONAL SERVICES FOR THE ORGANIZATION WHICH WERE REASONABLE AND NECESSARY TO CARRYING OUT ITS EXEMPT PURPOSE AND THE AMOUNT PAID WAS NOT EXCESSIVE.

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

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

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

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

Enter filer's identifying number, see instructions

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

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 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

JEANNE C CAMPBELL

- The books are in the care of **520 W SUMMIT HILL DRIVE, SUITE 801 - KNOXVILLE, TN 37902**
Telephone No. **(865) 522-2930** Fax No. **(865) 545-5151**

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

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**
- 5 For calendar year **2013**, or other tax year beginning _____, and ending _____
- 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
INFORMATION NEEDED TO COMPLETE THE RETURN HAS NOT BEEN RECEIVED.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	31,200.
b If this application is for Forms 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	\$	40,516.
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 Title **ATTORNEY** Date

Form 8868 (Rev 1-2014)