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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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

A Employer identification number
62-1692007

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 10146

Room/suite

B Telephone number (see instructions)
(865) 212-3800

City or town, state or province, country, and ZIP or foreign postal code
KNOXVILLE, TN 37939

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 101,433,910

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,850,000			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	389	389		
	4 Dividends and interest from securities	2,201,053	2,200,577		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	10,148,201			
	b Gross sales price for all assets on line 6a 105,115				
	7 Capital gain net income (from Part IV, line 2)		10,148,201		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-47,859	-47,942		
	12 **Total.** Add lines 1 through 11	16,151,784	12,301,225		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,000	0		1,000
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	3,477	3,477		0
	18 Taxes (attach schedule) (see instructions)	244,881	140,752		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	380,349	332,167		20
	24 **Total operating and administrative expenses.** Add lines 13 through 23	629,707	476,396		1,020
	25 Contributions, gifts, grants paid	4,712,030			4,712,030
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,341,737	476,396		4,713,050
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	10,810,047			
	b **Net investment income** (if negative, enter -0-)		11,824,829		
	c **Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	574,810	322,786	322,786
	2 Savings and temporary cash investments	241,504	218,906	218,906
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	750,000	0	0
	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)	83,221,902	95,056,571	100,892,218
	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)	84,788,216	95,598,263	101,433,910
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	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	84,788,216	95,598,263	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	84,788,216	95,598,263	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	84,788,216	95,598,263	

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	84,788,216
2	Enter amount from Part I, line 27a	2	10,810,047
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	95,598,263
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	95,598,263

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	10,148,201
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	4,352,966	85,969,722	0 050634
2011	4,106,150	83,755,213	0 049026
2010	3,741,834	74,103,340	0 050495
2009	2,714,786	50,342,805	0 053926
2008	2,604,581	38,749,193	0 067216

2	**Total** of line 1, column (d)	2	0 271297
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 054259
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	94,629,987
5	Multiply line 4 by line 3	5	5,134,528
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	118,248
7	Add lines 5 and 6	7	5,252,776
8	Enter qualifying distributions from Part XII, line 4	8	4,713,050

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	236,497
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	236,497
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	236,497
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 92,558		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 265,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	357,558
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	121,061
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 121,061 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation .*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶ N/A

14 The books are in care of ▶ STEINER ELLIS PLLC Telephone no ▶ (865) 212-3800

Located at ▶ 5508 LONAS ROAD KNOXVILLE TN KNOXVILLE TN ZIP+4 ▶ 37909

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

16	At any time during calendar year 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?		Yes	No
		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

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

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	95,699,806
b	Average of monthly cash balances		1b	371,247
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	96,071,053
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	96,071,053
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,441,066
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	94,629,987
6	**Minimum investment return.** Enter 5% of line 5		6	4,731,499

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

1	Minimum investment return from Part X, line 6		1	4,731,499
2a	Tax on investment income for 2013 from Part VI, line 5	2a 236,497		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	236,497
3	Distributable amount before adjustments Subtract line 2c from line 1		3	4,495,002
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	4,495,002
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	4,495,002

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	4,713,050
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	4,713,050
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,713,050

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				4,495,002
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008 675,969				
b From 2009 215,917				
c From 2010 122,355				
d From 2011				
e From 2012 144,010				
f **Total** of lines 3a through e	1,158,251			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 4,713,050				
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				4,495,002
e Remaining amount distributed out of corpus	218,048			
5 Excess distributions carryover applied to 2013	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,376,299			
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 instructions			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) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	675,969			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	700,330			
10 Analysis of line 9				
a Excess from 2009 215,917				
b Excess from 2010 122,355				
c Excess from 2011				
d Excess from 2012 144,010				
e Excess from 2013 218,048				

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 2013, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

TODD ELLIS
PO BOX 52206
KNOXVILLE,TN 379502206
(865) 212-3800

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

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

c Any submission deadlines

JUNE 30 AND DECEMBER 31

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

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				4,712,030
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	389	
4 Dividends and interest from securities			18	2,201,053	
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	523000		14	2,048	
8 Gain or (loss) from sales of assets other than inventory	523000		18	10,148,201	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INVESTMENT INCOME	523000	83	14	-49,990	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		83		12,301,701	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	12,301,784

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-11-17 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

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

Firm's name ▶	STEINER & ELLIS PLLC	Firm's EIN ▶	62-1873897
Firm's address ▶	5516 LONAS DRIVE STE 260 KNOXVILLE, TN 37909	Phone no	(865) 212-3800

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
FROM K-1 - HASLAM FOUNDATIONS PARTNERSHIP	P		
FROM K-1 - UBS MADISON DEARBORN FUND, LLC	P		
FROM UBS 32391 - CALL WARRANT	P	2009-12-31	2013-03-07
LITIGATION SETTLEMENT - LEHMAN BROTHERS			2013-08-27
LITIGATION SETTLEMENT - SUNTRUST BANK			2013-09-06
LITIGATION SETTLEMENT - ARTHOCARE CORP			2013-10-24
LITIGATION SETTLEMENT - MBIA INC			2013-12-13
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
			10,793,478
			-392
14,714		750,000	-735,286
72			72
141			141
846			846
566			566
88,776			88,776

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	
			10,793,478
			-392
			-735,286
			72
			141
			846
			566
			88,776

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JAMES A HASLAM II PO BOX 10146 KNOXVILLE,TN 379390146	DIRECTOR, PRESIDENT 0 00	0	0	0
JAMES A HASLAM III PO BOX 10146 KNOXVILLE,TN 379390146	DIRECTOR 0 00	0	0	0
WILLAM E HASLAM PO BOX 10146 KNOXVILLE,TN 379390146	DIRECTOR 0 00	0	0	0
NATALIE L HASLAM 1640 LYONS BEND ROAD KNOXVILLE,TN 37919	DIRECTOR, SECRETARY 0 00	0	0	0
ANN HASLAM BAILEY 806 SCENIC DRIVE KNOXVILLE,TN 37919	DIRECTOR, VICE PRESIDENT 0 00	0	0	0
J TODD ELLIS 5516 LONAS DRIVE STE 260 KNOXVILLE,TN 37909	DIRECTOR, TREASURER 0 00	0	0	0

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

JAMES A HASLAM II
JAMES A HASLAM III
WILLAM E HASLAM
ANN HASLAM BAILEY

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AGAPE OUTREACH HOME INC PO BOX 5340 KNOXVILLE,TN 37928	N/A	501(C)(3) 509(A)(1)	TO PROVIDE BOTH TRANSITIONAL AND PERMANENT RESIDENTIAL FACILITIES, SUPPORT, AND SUPERVISION FOR MEN WITH PSYCHIATRIC ILLNESS THAT PREVENTS THEM FROM LIVING INDEPENDENTLY	5,000
ARTS & CULTURE ALLIANCE OF GREATER KNOXVILLE PO BOX 2506 KNOXVILLE,TN 37901	N/A	501(C)(3) 509(A)(1)	TO SERVE AND SUPPORT A DIVERSE COMMUNITY OF ARTISTS, ARTS ORGANIZATIONS, AND CULTURAL INSTITUTIONS	25,000
AUTISM SOCIETY OF AMERICA PO BOX 30015 KNOXVILLE,TN 37930	N/A	501(C)(3) 509(A)(1)	TO PROMOTE LIFELONG ACCESS AND OPPORTUNITIES FOR PERSONS WITHIN THE AUTISM SPECTRUM AND THEIR FAMILIES, TO BE FULLY INCLUDED, PARTICIPATING MEMBERS OF THEIR COMMUNITIES THROUGH ADVOCACY, PUBLIC AWARENESS, EDUCATION, AND RESEARCH RELATED TO AUTISM	9,450
BIG BROTHERS BIG SISTERS OF EAST TENNESSEE 119 WEST SUMMIT HILL DR STE 101 KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(2)	TO CHANGE LIVES BY PROVIDING A CARING, ADULT MENTOR FOR EVERY CHILD WHO NEEDS AND WANTS ONE	25,000
BOY SCOUTS OF AMERICA MIDDLE TENNESSEE COUNCIL 3414 HILLSBORO ROAD NASHVILLE,TN 37215	N/A	501(C)(3) 509(A)(1)	TO SERVE OTHERS BY HELPING INSTILL VALUES IN YOUNG PEOPLE AND PREPARE THEM TO MAKE ETHICAL CHOICES DURING THEIR LIFETIME AND ACHIEVE THEIR FULL POTENTIAL	5,000
BOY SCOUTS OF AMERICA TRUST PO BOX 51885 KNOXVILLE,TN 379501885	N/A	501(C)(3) 509(A)(1)	TO SERVE OTHERS BY HELPING INSTILL VALUES IN YOUNG PEOPLE AND PREPARE THEM TO MAKE ETHICAL CHOICES DURING THEIR LIFETIME AND ACHIEVE THEIR FULL POTENTIAL	65,000
BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 220 CARRICK STREET SUITE 318 KNOXVILLE,TN 37921	N/A	501(C)(3) 509(A)(1)	TO PROMOTE & ENHANCE THE DEVELOPMENT OF BOYS & GIRLS BY INSTILLING A SENSE OF COMPETENCE, USEFULNESS, BELONGING & INFLUENCE	162,500
CARSON-NEWMAN COLLEGE PO BOX 557 JEFFERSON CTY,TN 37760	N/A	501(C)(3) 509(A)(1)	TO OFFER A CHRISTIAN, LIBERAL ARTS EDUCATION IN AN ENVIRONMENT THAT ENCOURAGES OPEN INTELLECTUAL INQUIRY AND DEEPER SPIRITUAL MATURITY	50,000
CATHOLIC CHARITITES OF EAST TENNESSEE 3009 LAKE BROOK BLVD KNOXVILLE,TN 37909	N/A	501(C)(3) 509(A)(1)	ADDRESSES THE UNMET NEEDS OF THE MOST VULNERABLE OF OUR REGION BY PROVIDING SHELTER, NOURISHMENT, COUNSELING, AND EDUCATION, IN ORDER TO FOSTER HUMAN DIGNITY	2,000
CEDAR SPRINGS PRESBYTERIAN CHURCH 9132 KINGSTON PIKE KNOXVILLE,TN 37923	N/A	501(C)(3) 509(A)(1)	TO BRING THE GOSPEL OF CHRIST TO THE WORLD ABROAD AND THE WORLD WHICH SURROUNDS OUR HOMES AND COMMUNITIES	30,000
CENTER FOR LIVING AND LEARNING PO BOX 50272 NASHVILLE,TN 37205	N/A	501(C)(3) 509(A)(1)	TO PROVIDE 24-HOUR RESIDENTIAL CARE AND JOB TRAINING TO INDIVIDUALS SUFFERING FROM MENTAL ILLNESS IN A THERAPEUTIC ENVIRONMENT WITH EMPHASIS ON THE HIGHEST LEVEL OF FUNCTIONING AND INDEPENDENT LIVING	10,000
CEREBRAL PALSY CENTER FOR HANDICAPPED ADULTS INC 241 E WOODLAND AVE KNOXVILLE,TN 37917	N/A	501(C)(3) 509(A)(1)	TO ASSISTING PERSONS WITH DISABILITIES TO PLAN AND ACHIEVE FULL INCLUSION IN THE LIFE OF THE COMMUNITY BY PROVIDING AN ARRAY OF EMPLOYMENT RESIDENTIAL AND RECREATIONAL SERVICES	15,000
CHEEKWOOD BOTANICAL GARDEN & MUSEUM OF ART 1200 FORREST PARK DRIVE NASHVILLE,TN 37205	N/A	501(C)(3) 509(A)(1)	MAINTENANCE OF BOTANICAL GARDENS AND MUSEUM PROPERTIES	5,000
CHURCH STREET UNITED METHODIST CHURCH 900 HENLEY ST KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(1)	FOR THE KAY SENIOR ADULT CENTER	1,500
CLEVELAND BROWNS FOUNDATION 76 LOU GROZA BLVD BEREA,OH 44017	N/A	501(C)(3) 509(A)(1)	TO HELP MEET THE NEEDS OF THE DISADVANTAGED YOUTH AND INNER-CITY YOUTH IN THE NORTH EAST OHIO AREA FROM CHILDHOOD THROUGHOUT TEENAGE YEARS	10,000
Total . . . . . ▶ **3a**				4,712,030

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CUMBERLAND HEIGHTS FOUNDATION INC 8283 RIVER ROAD NASHVILLE,TN 37209	N/A	501(C)(3) 509(A)(1)	TO HELP YOUTH AND THEIR FAMILIES TO FIND THE MOST EFFECTIVE WAY TO DEAL WITH THE CHALLENGES THEY FACE AND COMMIT TO RECOVERY	5,000
EAST TENNESSEE CHILDREN'S HOSPITAL ASSOC INC 2018 CLINCH AVENUE KNOXVILLE,TN 379015010	N/A	501(C)(3) 509(A)(1)	TO IMPROVE THE HEALTH OF CHILDREN	20,000
EAST TENNESSEE FOUNDATION 625 MARKET STREET STE 1400 KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(1)	FUND FOR THE 10 YEAR PLAN TO END CHRONIC HOMELESSNESS	172,500
EAST TENNESSEE HISTORICAL SOCIETY INC PO BOX 1629 KNOXVILLE,TN 379011629	N/A	501(C)(3) 509(A)(1)	PRESERVES, INTERPRETS, AND PROMOTES THE HISTORY OF TENNESSEE, FOCUSING ON EAST TENNESSEE	75,000
EMORY VALLEY CENTER INC 715 EMORY VALLEY ROAD OAK RIDGE,TN 37830	N/A	501(C)(3) 509(A)(2)	TO ENHANCE THE LIVES OF CHILDREN, ADULTS AND FAMILIES IN AN ENVIRONMENT THAT PROMOTES INDEPENDENCE, DIGNITY AND RESPECT	10,000
ENSWORTH SCHOOL 7401 HIGHWAY 100 NASHVILLE,TN 37221	N/A	501(C)(3) 509(A)(1)	MAINTENANCE OF EDUCATIONAL INSTITUTION PROGRAMS AND PROPERTIES	25,000
EPILEPSY FOUNDATION OF EAST TENNESSEE PO BOX 3156 KNOXVILLE,TN 37927	N/A	501(C)(3) 509(A)(1)	TO PROVIDE VARIOUS SERVICES TO PERSONS SUFFERING FROM EPILEPSY AND EDUCATE THE GENERAL PUBLIC REGARDING EPILEPSY AND OTHER SEIZURE DISORDERS	2,000
EPISCOPAL SCHOOL OF KNOXVILLE 950 EPISCOPAL SCHOOL WAY KNOXVILLE,TN 37932	N/A	501(C)(3) 509(A)(1)	TO CHALLENGE STUDENTS WITH A 21ST CENTURY EDUCATION IN THE CHRIST-CENTERED EPISCOPAL TRADITION OF STRONG MORALS AND VALUES	10,000
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER STREET STE 101 DANVERS,MA 01923	N/A	501(C)(3) 509(A)(1)	TO HELP PROMOTE AND MAXIMIZE LOCAL PHILANTHROPIC GIVING AND STRENGTHEN THE NONPROFITS ORGANIZATIONS OF ESSEX COUNTY	5,000
FELLOWSHIP OF CHRISTIAN ATHLETES 406 UNION AVE SUITE 610 KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(1)	TO PROMOTE CHRISTIAN MINISTRIES THROUGH YOUTH ATHLETICS	30,000
FOUNTAIN CITY ELEMETARY SCHOOL 2910 MONTBELLE DRIVE KNOXVILLE,TN 37918	N/A	501(C)(3) 509(A)(1)	TO PREPARE STUDENTS, EDUCATORS, AND THE COMMUNITY FOR THE FUTURE	2,500
FRIENDS OF GREAT SMOKY MOUNTAINS NATIONAL PARK PO BOX 1660 KODAK,TN 377647660	N/A	501(C)(3) 509(A)(1)	TO PRESERVE AND PROTECT GREAT SMOKY MOUNTAINS NATIONAL PARK BY RAISING FUNDS AND PUBLIC AWARENESS AND PROVIDING VOLUNTEERS FOR NEEDED PROJECTS	30,000
FROM K-1 - WP X ACCESS FUND LLC 1285 AVENUE OF THE AMERICAS NEW YORK,NY 10019	N/A	N/A	N/A	1
GARDEN CLUB OF NASHVILLE PO BOX 50608 NASHVILLE,TN 37205	N/A	501(C)(3) 509(A)(2)	TO PROMOTE KNOWLEDGE OF AND INTEREST IN GARDENING AND IN PRESERVATION OF PLANTS, ESPECIALLY PLANTS, AND THE ENVIRONMENT	5,000
GEORGE W BUSH FOUNDATION PO BOX 600610 DALLAS,TX 75360	N/A	501(C)(3) 509(A)(1)	TO HOUSE, PRESERVE AND DISPLAY THE BOOKS, DOCUMENTS, PAPERS, PICTURES, PHOTOGRAPHS AND OTHER MEMORABILIA OF PRESIDENT GEORGE W BUSH	200,000
Total . . . . . ▶ **3a**				4,712,030

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GIRL SCOUTS OF THE SOUTHERN APPALACHIANS 1567 DOWNTOWN WEST BOULEVARD KNOXVILLE,TN 37919	N/A	501(C)(3) 509(A)(1)	TO CULTIVATE VALUES, SOCIAL CONSCIENCE AND SELF-ESTEEM IN YOUNG GIRLS THROUGH THE TEACHING OF CRITICAL LIFE SKILLS	10,000
GLOBAL TEAMS INTERNATIONAL CHRISTIAN MINISTRY GROUPS 212 21ST STREET STE 2 BAKERSFIELD,CA 93301	N/A	501(C)(3) 509(A)(1)	TO PROMOTE CHRISTIANITY ACROSS THE GLOBE	7,500
GOVERNOR WILLIAM BLOUNT MANSION ASSOCIATION PO BOX 1703 KNOXVILLE,TN 37901	N/A	501(C)(3) 509(A)(1)	TO PROVIDE GREATER EDUCATION TO THE PUBLIC OF THE IMPORTANT ROLE GOVERNOR WILLIAM BLOUNT PLAYED IN THE HISTORY OF THE UNITED STATES AS WELL AS TENNESSEE	20,000
GREAT SCHOOLS PARTNERSHIP 912 S GAY STREET L210 KNOXVILLE,TN 37901	N/A	501(C)(3) 509(A)(3)	TO SERVE AS A CATALYST, THINK TANK, INCUBATOR AND START-UP FUNDER FOR MAKING KNOX COUNTY SCHOOLS GLOBALLY COMPETITIVE	75,000
GREAT SMOKY MOUNTAINS HERITAGE CENTER PO BOX 268 TOWNSEND,TN 37882	N/A	501(C)(3) 509(A)(1)	TO PRESERVE, PROTECT, AND PROMOTE THE UNIQUE HISTORY AND RICH CULTURE OF THE EAST TENNESSEE MOUNTAIN COMMUNITIES THAT WERE INCORPORATED INTO THE GREAT SMOKY MOUNTAINS NATIONAL PARK	20,000
GREAT SMOKY MOUNTAINS INSTITUTE AT TREMONT 9275 TREMONT ROAD TOWNSEND,TN 37882	N/A	501(C)(3) 509(A)(1)	PROVIDES IN-DEPTH EXPERIENCES THROUGH EDUCATION PROGRAMS THAT CELEBRATE ECOLOGICAL AND CULTURAL DIVERSITY, FOSTER STEWARDSHIP, AND NURTURE APPRECIATION OF GREAT SMOKY MOUNTAINS NATIONAL PARK	36,000
HABITAT FOR HUMANITY INTERNATIONAL INC PO BOX 27478 KNOXVILLE,TN 37927	N/A	501(C)(3) 509(A)(1)	TO PROVIDE AFFORDABLE HOUSING FOR LOW INCOME INDIVIDUALS	50,000
HELEN ROSS MCNABB MENTAL HEALTH FOUNDATION INC 201 W SPRINGDALE AVENUE NE KNOXVILLE,TN 37917	N/A	501(C)(3) 509(A)(2)	TO SOLICIT, RECEIVE, HOLD, ADMINISTER, INVEST, AND DISBURSE FUNDS TO BE USED FOR AND ON BEHALF OF THE HELEN ROSS MCNABB CENTER, ITS FACILITIES AND ITS PROGRAMS	80,000
HISTORIC TENNESSEE THEATRE FOUNDATION 604 S GAY STREET KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(1)	TO PRESERVE, MAINTAIN, AND OPERATE AS A PERFORMING ARTS FACILITY FOR THE BENEFIT AND ENJOYMENT OF ALL TENNESSEANS AND VISITORS TO THE STATE OF TENNESSEE	45,000
HOPE RESOURCE CENTER 2700 PAINTER AVE KNOXVILLE,TN 37919	N/A	501(C)(3) 509(A)(1)	TO CHANGE LIVES ETERNALLY BY MINISTERING TO OUR CLIENTS "MEDICAL, PHYSICAL, EMOTIONAL AND SPIRITUAL NEEDS WITH UNCONDITIONAL LOVE, PRACTICAL HELP, AND BIBLICAL COUNSELING	5,000
HUMANITARIAN HEALTH INTERNATIONAL 414 LOCKLAND DR NASHVILLE,TN 37206	N/A	501(C)(3) 509(A)(1)	TOWARDS SENDING A TEAM ON A HUMANITARIAN SURGICAL CARE TRIP TO ARCHAIE, HAITI IN FEBRUARY 2014	5,000
IJAMS NATURE CENTER 2915 ISLAND HOME AVENUE KNOXVILLE,TN 37920	N/A	501(C)(3) 509(A)(1)	TO INCREASE THE KNOWLEDGE OF, UNDERSTANDING OF, AND APPRECIATION FOR THE NATURAL WORLD BY PROVIDING EDUCATIONAL EXPERIENCES THROUGHOUT THE REGION	20,000
IN FULL MOTION INC PO BOX 70270 NASHVILLE,TN 37207	N/A	501(C)(3) 509(A)(1)	TO PROVIDE ASSISTANCE TO INNER CITY/AT-RISK YOUTH IN ACHIEVING THE GOAL OF BECOMING A PRODUCTIVE CITIZEN WHILE EMPOWERING THESE YOUNG PEOPLE WITH THE NECESSARY TOOLS TO BE SUCCESSFUL	5,000
INTERFAITH HEALTH CLINIC 315 GILL AVENUE KNOXVILLE,TN 37917	N/A	501(C)(3) 509(A)(1)	MEDICAL, DENTAL, AND MENTAL HEALTH CARE TO THE KNOXVILLE AREA	15,000
JONI AND FRIENDS 490 WHITE POND DRIVE AKRON,OH 44320	N/A	501(C)(3) 509(A)(1)	TO PROMOTE THE ADVANCEMENT OF CHRISTIAN MINISTRY WITHIN THE DISABILITY COMMUNITY	15,000
Total . . . . . ▶ **3a**				4,712,030

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JOY OF MUSIC YOUTH MUSIC SCHOOL CORPORATION 1209 EUCLID AVE STE 1-A KNOXVILLE,TN 37921	N/A	501(C)(3) 509(A)(1)	TO PROVIDE A QUALITY MUSIC EDUCATION PROGRAM FOR FINANCIALLY DISADVANTAGED YOUTH	5,000
JUNIOR ACHEIVEMENT 120 POWELL PLACE NASHVILLE,TN 37204	N/A	501(C)(3) 509(A)(1)	TO EDUCATE, AND INSPIRE YOUNG PEOPLE TO VALUE FREE ENTERPRISE, UNDERSTAND BUSINESS AND ECONOMICS, AND TO BE WORKFORCE READY	4,000
KNOX AREA URBAN LEAGUE 1514 EAST FIFTH AVENUE KNOXVILLE,TN 37917	N/A	501(C)(3) 509(A)(1)	TO ENABLE AFRICAN AMERICANS, OTHER MINORITY GROUPS AND THE UNDERSERVED TO SECURE ECONOMIC SELF RELIANCE, PARITY, POWER, AND CIVIL RIGHTS	20,000
KNOX YOUTH SPORTS INC PO BOX 52363 KNOXVILLE,TN 37950	N/A	501(C)(3) 509(A)(2)	TO BUILD THE CHARACTER OF THE CHILDREN OF KNOXVILLE THROUGH YOUTH SPORTS	40,000
KNOXVILLE BOTANICAL GARDENS AND ARBORETUM 2743 WIMPOLE AVENUE KNOXVILLE,TN 37934	N/A	501(C)(3) 509(A)(2)	TO RESTORE , PRESERVE, AND EXPAND A HISTORIC LANDSCAPE AS A COMMUNITY RESOURCE AND TOURIST DESTINATION	10,000
KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK DRIVE KNOXVILLE,TN 379161653	N/A	501(C)(3) 509(A)(2)	COLLECTION, PRESERVATION, EDUCATION, AND EXHIBITION OF WORKS OF ART FOR THE BENEFIT OF THE GENERAL PUBLIC	50,000
KNOXVILLE SYMPHONY SOCIETY PO BOX 360 KNOXVILLE,TN 379010360	N/A	501(C)(3) 509(A)(1)	TO DEVELOP AND SUSTAIN A SYMPHONY ORCHESTRA OF THE HIGHEST ARTISTIC STANDARDS AND TO REACH EAST TENNESSEE AUDIENCES OF ALL AGES BY PROVIDING EXCELLENCE IN MUSICAL PERFORMANCE AND EDUCATION PROGRAMS	75,000
KNOXVILLE ZOOLOGICAL PARK INC PO BOX 6040 KNOXVILLE,TN 37914	N/A	501(C)(3) 509(A)(2)	MAINTENANCE OF ZOOLOGICAL GARDENS	100,000
LADIES HERMITAGE ASSOCIATION 4580 RACHELS LANE NASHVILLE,TN 37076	N/A	501(C)(3) 509(A)(2)	TO PRESERVE THE HOME PLACE OF ANDREW JACKSON, TO CREATE LEARNING OPPORTUNITIES, AND TO INSPIRE CITIZENSHIP THROUGH EXPERIENCING THE LIFE AND UNIQUE IMPACT OF JACKSON	2,000
LAKESHORE PARK 4823 OLD KINGSTON PIKE STE 300 KNOXVILLE,TN 37919	N/A	501(C)(3) 509(A)(1)	FOR THE DEVELOPMENT AND MAINTENANCE OF PARK, INCLUDING MAINTENANCE OF FACILITIES IN ACCORDANCE WITH THE CORPORATIONS COMMUNITY OBJECTIVE OF PROVIDING PUBLIC RECREATION FACILITIES	25,000
LEADERSHIP KNOXVILLE 17 MARKET SQUARE 201 KNOXVILLE,TN 379021405	N/A	501(C)(3) 509(A)(1)	PROGRAMS AND PROJECTS THAT CONNECT KNOXVILLE'S URBAN AREAS TO THE REST OF THE CITY	35,000
LEGACY PARKS FOUNDATION 625 MARKET STREET STE 1203 KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(1)	TO ACQUIRE, DEVELOP, MAINTAIN, IMPROVE, EXPAND, ERECT, ENHANCE, SUPPORT, PRESERVE, RESTORE, FUND, ENCOURAGE AND SUSTAIN PUBLIC PARKS AND OTHER RECREATIONAL FACILITIES OPERATED AND OWNED BY THE CITY OF KNOXVILLE OR KNOX COUNTY, FOR THE BENEFIT OF THE GENERAL PUBLIC	30,000
LEGAL AID OF EAST TENNESSEE 502 S GAY STREET SUITE 404 KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(1)	TO ENSURE EQUAL JUSTICE FOR ELDERLY, ABUSED, AND LOW-INCOME PEOPLE BY PROVIDING A BROAD SCOPE OF LEGAL ASSISTANCE AND ADVOCACY	20,000
LIPSCOMB UNIVERSITY ONE UNIVERSITY PARK DR NASHVILLE,TN 37204	N/A	501(C)(3) 509(A)(1)	FOR LEADERSHIP TENNESSEE	25,000
MARYVILLE COLLEGE 502 EAST LAMAR ALEXANDER PARKWAY MARYVILLE,TN 37804	N/A	501(C)(3) 509(A)(1)	TO MAINTAIN EDUCATIONAL INSTITUTION PROPERTIES	45,000
Total . . . . . ▶ **3a**				4,712,030

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MENTAL HEALTH ASSOCIATION OF EAST TENNESSEE INC PO BOX 32731 KNOXVILLE,TN 37930	N/A	501(C)(3) 509(A)(1)	TO SERVE THE COMMUNITY BY COLLABORATING WITH OTHER PROFESSIONALS AND AGENCIES TO PROMOTE MENTAL HEALTH, TO WORK FOR THE UNDERSTANDING OF MENTAL ILLNESS THROUGH EDUCATION, AND TO ADVOCATE THE STRENGTHENING OF ALL MENTAL HEALTH SERVICES	5,000
MINISTRY OF THE LAITY 5008 LONAS ROAD KNOXVILLE,TN 37909	N/A	501(C)(3) 509(A)(1)	TO PROMOTE CHRISTIANITY	25,000
MISSION OF HOPE INC PO BOX 51824 KNOXVILLE,TN 37950	N/A	501(C)(3) 509(A)(1)	TO PROVIDE AID TO POVERTY STRICKEN RURAL APPALACHIA	5,000
NATIONAL ASSOCIATION TO PROTECT CHILDREN PO BOX 27451 KNOXVILLE,TN 37927	N/A	501(C)(3) 509(A)(1)	THE PROTECTION OF CHILDREN FROM HARM	25,000
NATIONAL FOOTBALL FOUNDATION INC 433 E LAS COLINAS BLVD SUITE 1130 IRVING,TX 75039	N/A	501(C)(3) 509(A)(1)	TO PROMOTE AND DEVELOP THE POWER OF AMATEUR FOOTBALL IN DEVELOPING THE QUALITIES OF LEADERSHIP, SPORTSMANSHIP, COMPETITIVE ZEAL AND THE DRIVE FOR ACADEMIC EXCELLENCE IN AMERICA'S YOUNG PEOPLE	50,000
NATIVITY PAGEANT OF KNOXVILLE INC PO BOX 53258 KNOXVILLE,TN 37950	N/A	501(C)(3) 509(A)(1)	FOR ANNUAL NATIVITY PAGEANT	2,500
NISWONGER PERFORMING ARTS CENTER PO BOX 727 GREENEVILLE,TN 37744	N/A	501(C)(3) 509(A)(1)	TO PROMOTE THE PERFORMING ARTS IN AND AROUND THE GREENEVILLE AREA BY BRINGING IN VARIETY OF ARTISTS TO PERFORM	10,000
PEABODY ESSEX MUSEUM INC 161 ESSEX STREET SALEM,MA 01970	N/A	501(C)(3) 509(A)(1)	TO CELEBRATE OUTSTANDING ARTISTIC AND CULTURAL CREATIVITY BY COLLECTING, STEWARDING AND INTERPRETING OBJECTS OF ART AND CULTURE IN WAYS THAT INCREASE KNOWLEDGE, ENRICH THE SPIRIT, AND ENGAGE THE MIND AND STIMULATE THE SENSES	20,000
PELLISIPPI STATE COMMUNITY COLLEGE FOUNDATION 10915 HARDIN VALLEY ROAD KNOXVILLE,TN 379330990	N/A	501(C)(3) 509(A)(1)	TO BENEFIT THE NURSING PROGRAM FUND	50,000
PROVISION HEALTHCARE FOUNDATION 1450 DOWELL SPGS BLVD STE 250 KNOXVILLE,TN 37909	N/A	501(C)(3) 509(A)(1)	TO SERVE AND SUPPORT HEALTH AND WELLNESS IN EAST TENNESSEE	25,000
RACHEL'S LAMENT PO BOX 10792 KNOXVILLE,TN 37939	N/A	501(C)(3) 509(A)(1)	TO EDUCATE AND JOB TRAIN THE NEEDY CHILDREN OF KENYA	10,500
RANDOM ACTS OF FLOWERS PO BOX 27817 KNOXVILLE,TN 37927	N/A	501(C)(3) 509(A)(1)	RECYCLES AND REPURPOSES FLOWERS BY ENGAGING DEDICATED VOLUNTEER TEAMS TO DELIVER BEAUTIFUL BOUQUETS AND MOMENTS OF KINDNESS TO INDIVIDUALS IN HEALTHCARE FACILITIES ACROSS THE COUNTRY	1,000
RESTORATION HOUSE OF EAST TENNESSEE 8912 TOWN AND COUNTRY CIRCLE SUITE 2 KNOXVILLE,TN 37923	N/A	501(C)(3) 509(A)(1)	TO PROVIDE SUPPORTIVE TRANSITIONAL HOUSING AND MENTORSHIP IN A SAFE LEARNING ENVIRONMENT WHERE SINGLE MOTHERS AND THEIR CHILDREN HAVE AN OPPORUNITY TO RESTORE LIFE'S FOUR KEY RELATIONSHIPS THROUGH A PERSONALIZED, GUIDED PLAN	25,000
SALVATION ARMY 409 N BROADWAY KNOXVILLE,TN 37917	N/A	501(C)(3) 509(A)(1)	TO PREACH THE GOSPEL OF JESUS CHRIST AND TO MEET HUMAN NEEDS IN HIS NAME WITHOUT DICRIMINATION	11,000
SCONSET TRUST INC PO BOX 821 SIASCONSET,MA 02564	N/A	501(C)(3) 509(A)(1)	FOR THE COFFIN LAND CAMPAIGN	20,000
Total . . . . . ▶ **3a**				4,712,030

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SECOND HARVEST FOOD BANK OF EAST TENNESSEE 922 DELAWARE AVENUE KNOXVILLE,TN 37921	N/A	501(C)(3) 509(A)(1)	TO HELP ELIMINATE HUNGER BY PROVIDING FOOD, EDUCATION AND SERVICES IN 18 EAST TENNESSEE COUNTY SERVICE AREAS	30,500
SENIOR CITIZENS HOME ASSISTANCE CENTER PO BOX 3025 KNOXVILLE,TN 37927	N/A	501(C)(3) 509(A)(1)	TO ENABLE THE FRAIL ELDERLY OR DISABLED TO HAVE THE HIGHEST QUALITY OF LIFE POSSIBLE	12,500
SERTOMA CENTER INC 1400 E FIFTH AVE KNOXVILLE,TN 37917	N/A	501(C)(3) 509(A)(1)	TO BRING LIFE AND ALL ITS RICHNESS TO THOSE WE SERVE	10,000
SHANNONDALE ELEMENTARY FOUNDATION 5316 SHANNONDALE RD KNOXVILLE,TN 37918	N/A	501(C)(3) 509(A)(1)	TO SUPPORT ACADEMIC EXCELLENCE FOR ALL CHILDREN AT SHANNONDALE ELEMENTARY SCHOOL	5,000
SIGMA CHI FOUNDATION 1714 HINMAN AVENUE EVANSTON,IL 60201	N/A	501(C)(3) 509(A)(1)	TO PROMOTE HIGHER EDUCATION	10,000
ST GEORGE'S EPISCOPAL CHURCH 4715 HARDING ROAD NASHVILLE,TN 37205	N/A	501(C)(3) 509(A)(1)	TO RECEIVE, LIVE, AND SHARE THE ABUNDANT LIFE OF JESUS CHRIST	6,000
ST JOHN'S CATHEDRAL 413 WEST CUMBERLAND AVENUE KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(1)	TO ENRICH SPIRITUAL LIVES AND THE LIVES OF OTHERS	110,000
ST PAUL'S EPISCOPAL CHURCH 20 FAIR STREET BOX 278 NANTUCKET,MA 02554	N/A	501(C)(3) 509(A)(1)	TO RESTORE ALL PEOPLE TO UNITY WITH GOD AND EACH OTHER IN CHRIST	25,000
TENNESSEE HEALTH AND WELLNESS FOUNDATION 2220 SUTHERLAND AVE KNOXVILLE,TN 37919	N/A	501(C)(3) 509(A)(1)	TO ENCOURAGE AND ENABLE US TO IMPROVE OUR STATE'S HEALTH	25,000
TENNESSEE RESIDENCE FOUNDATION 312 ROSA L PARKS AVE NASHVILLE,TN 37243	N/A	501(C)(3) 509(A)(1)	PRESERVATION AND IMPROVEMENTS TO THE TENNESSEE EXECUTIVE RESIDENCE	25,000
TENNESSEE STAGE COMPANY PO BOX 1186 KNOXVILLE,TN 37901	N/A	501(C)(3) 509(A)(1)	TO ENHANCE THE CULTURAL LIFE OF THE COMMUNITY THROUGH PERFOMANCE AND EDUCATION WHILE PROVIDING PROFESSIONAL OPPORTUNITIES FOR REGIONAL ARTISTS	5,000
THE CANCER SUPPORT COMMUNITY EAST TENNESSEE 2230 SUTHERLAND AVE KNOXVILLE,TN 37919	N/A	501(C)(3) 509(A)(1)	TO HELP PEOPLE WITH CANCER AND THEIR LOVED ONES ENHANCE THEIR HEALTH AND WELL BEING BY PROVIDING A PROFESSIONAL PROGRAM OF EMOTIONAL SUPPORT, EDUCATION, AND HOPE	10,000
THE CROWN COLLEGE 2307 W BEAVER CREEK ROAD POWELL,TN 37849	N/A	501(C)(3) 509(A)(1)	TO PROVIDE A CHRIST-CENTERED BREADTH AND DEPTH TO EDUCATION	5,000
THE KENNEDY CENTER 2700 F ST NW WASHINGTON,DC 205660001	N/A	501(C)(3) 509(A)(1)	TO SERVE THE NATION AS A LEADER IN ARTS EDUCATION	25,000
THE LEUKEMIA AND LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE SUITE 310 WHITE PLAINS,NY 10605	N/A	501(C)(3) 509(A)(1)	TO FIND CURES AND ENSURE ACCESS TO TREATMENTS FOR BLOOD CANCER PATIENTS	100
Total . . . . . ▶ **3a**				4,712,030

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Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE LORD'S CHILD PO BOX 6120 SEVIERVILLE,TN 37864	N/A	501(C)(3) 509(A)(1)	TO HELP ORPHANED AND IMPOVERISHED CHILDREN BTY SUPPLYING THEM MUCH NEEDED FOOD, CLOTHING, COATS, AND EVEN TOYS AT CHRISTMAS	1,000
THE MUSE OF KNOXVILLE - MUSEUM OF UNDERSTANDING SCIENCE & EXPLORATION PO BOX 30475 KNOXVILLE,TN 37930	N/A	501(C)(3) 509(A)(1)	TO BE A SOURCE OF INSPIRATION FOR THE KNOXVILLE COMMUNITY AND BEYOND	44,997
THE MUSICAL ARTS ASSOCIATION 11001 EUCLID AVE CLEVELAND,OH 44106	N/A	501(C)(3) 509(A)(1)	TO PROVIDE INSPIRATIONAL EXPERIENCE BY SERVING THE ART OF MUSIC AT THE HIGHEST LEVEL OF ARTISTIC EXCELLENCE	10,000
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE STE 100 ARLINGTON,VA 222031606	N/A	501(C)(3) 509(A)(1)	TO PRESERVE THE PLANTS, ANIMALS AND NATURAL COMMUNITIES THAT REPRESENT THE DIVERSITY OF LIFE ON EARTH BY PROTECTING THE LANDS AND WATERS THEY NEED TO SURVIVE	10,000
THE NAVIGATORS 3820 N 30TH ST COLORADO SPGS,CO 80904	N/A	501(C)(3) 509(A)(1)	TO ADVANCE THE GOSPEL OF JESUS AND HIS KINGDOM INTO THE NATIONS THROUGH SPIRITUAL GENERATIONS OF LABORERS LIVING AND DISCIPLINING AMONG THE LOST	5,000
THE NEXT DOOR PO BOX 23336 NASHVILLE,TN 37202	N/A	501(C)(3) 509(A)(1)	TO HELP WOMEN IN CRISIS, EQUIPPING THEM TO DEVELOP LIVES OF WHOLENESS AND HOPE	20,000
THE PARTNERSHIP INITIATIVES FUND 17 MARKET SQ KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(1)	TO BENEFIT THE KNOXVILLE COMMUNITY AND FOSTER ECONOMIC DEVELOPMENT	45,000
THE UNIVERSITY OF TENNESSEE FOUNDATION INC 1609 MELROSE AVENUE KNOXVILLE,TN 37996	N/A	501(C)(3) 509(A)(1)	TO PROVIDE SUPPORT FOR THE MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES AND THE FORENSIC ANTHROPOLOGY PROGRAM	1,387,482
THOMPSON CANCER SURVIVAL CENTER FOUNDATION 1915 WHITE AVENUE KNOXVILLE,TN 37916	N/A	501(C)(3) 509(A)(1)	TO PROVIDE FINANCIAL SUPPORT FOR THE THOMPSON CANCER SURVIVAL CENTER'S CHARITABLE, SCIENTIFIC, AND EDUCATIONAL ACTIVITIES	7,500
TN STATE COLLABORATIVE ON REFORMING EDUCATION 1207 18TH AVENUE SOUTH SUITE 326 NASHVILLE,TN 37212	N/A	501(C)(3) 509(A)(1)	TO ENSURE EVERY TENNESSEE STUDENT GRADUATES HIGH SCHOOL PREPARED FOR COLLEGE OR A CAREER AND TO MAKE TENNESSEE'S SCHOOLS A MODEL FOR THE NATION	18,750
TNACHIEVES 10427 ELECTRIC AVE KNOXVILLE,TN 37932	N/A	501(C)(3) 509(A)(1)	TO INCREASE HIGHER EDUCATION OPPORTUNITIES FOR TENNESSEE STUDENTS BY PROVIDING LAST DOLLAR SCHOLARSHIPS WITH MENTOR GUIDANCE	30,000
US FUND FOR UNICEF 125 MAIDEN LANE NEW YORK,NY 10038	N/A	501(C)(3) 509(A)(1)	TO SERVE CHILDREN AND FAMILIES IN DEVELOPING COUNTRIES WORLDWIDE	30,000
UNITED WAY OF BRISTOL TENN VA INC 315 8TH ST BRISTOL,TN 37621	N/A	501(C)(3) 509(A)(1)	TO BRING TOGETHER RESOURCES TO HELP PEOPLE IN OUR COMMUNITY LIVE HEALTHY PRODUCTIVE LIVES	10,000
UNITED WAY OF GREATER CLEVELAND 1331 EUCLID AVE CLEVELAND,OH 44115	N/A	501(C)(3) 509(A)(1)	TO ADRESS HEALTH AND HUMAN SERVICE NEEDS THROUGH CONVENING PARTNERSHIPS, FUNDING PROGRAMS, GENERATING RESOURCES AND ADVOCATING FOR PUBLIC POLICY TO SUPPORT OUR COMMUNITY'S PRIORITIES	25,000
UNITED WAY OF GREATER KNOXVILLE 1301 HANNAH AVENUE KNOXVILLE,TN 37921	N/A	501(C)(3) 509(A)(1)	TO BRING VOLUNTEERS AND COMPANIES TOGETHER IN ORDER TO IMPROVE PEOPLE'S LIVES	230,000
Total . . . . . ▶ **3a**				4,712,030

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY HEALTH SYSTEM INC 1520 CHEROKEE TRL STE 200 KNOXVILLE,TN 37920	N/A	501(C)(3) 509(A)(1)	TO HELP PROVIDE SPIRITUAL SUPPORT THROUGH THE DOEBLER PASTORAL CARE ENDOWMENT	180,000
VAIL MOUNTAIN SCHOOL 3000 BOOTH FALLS ROAD VAIL,CO 81657	N/A	501(C)(3) 509(A)(1)	MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES	20,000
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE,TN 37235	N/A	501(C)(3) 509(A)(1)	TO LEAD THE WAY AS AN INNOVATOR IN RESEARCH, TEACHING, AND DISCOVERY, BUILDING A BETTER WORLD FOR ALL OF US	20,000
VOLUNTEER MINISTRY CENTER INC PO BOX 325 KNOXVILLE,TN 379010325	N/A	501(C)(3) 509(A)(1)	TO SUPPORT THE CONSTRUCTION OF NEW BUILDINGS FOR KNOXVILLE'S HOMELESS	25,000
WEARS VALLEY RANCH INC 3601 LYON SPRINGS RD SEVIERVILLE,TN 37862	N/A	501(C)(3) 509(A)(1)	TO PROVIDE A WONDERFUL HOME ENVIRONMENT, A CHRISTIAN EDUCATION, MINISTERING AND COUNSELING FOR ABUSED AND NEGLECTED CHILDREN, ADMITED FROM AGE 6 TO 14	5,000
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE,TN 379233399	N/A	501(C)(3) 509(A)(1)	MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES	47,500
WESLEY HOUSE COMMUNITY CENTER 1719 REYNOLDS STREET KNOXVILLE,TN 37921	N/A	501(C)(3) 509(A)(1)	TO ANSWER THE NEEDS OF THE PREDOMINANTLY LOW-TO-MODERATE INCOME LEVEL CHILDREN WHO ARE LOCATED IN THE MLB COMMUNITIES AND SCHOOLS	10,000
WEST HIGH FOUNDATION PO BOX 10321 KNOXVILLE,TN 37939	N/A	501(C)(3) 509(A)(1)	TO MAINTAIN AND ENHANCE THE STANDARD OF EXCELLENCE IN EDUCATION FOR WEST HIGH SCHOOL, A PUBLIC SCHOOL IN KNOXVILLE, TN	8,750
YOUNG LIFE PO BOX 520 COLORADO SPRINGS,CO 80901	N/A	501(C)(3) 509(A)(1)	TO PROVIDE OPPORTUNITIES FOR STUDENTS TO LEARN ABOUT CHRISTIANITY	25,000
Total . . . . . ▶ **3a**				4,712,030

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491321022174

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization
THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

Employer identification number
62-1692007

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

Employer identification number
62-1692007

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CYNTHIA A HASLAM BAILEY 806 SCENIC DRIVE KNOXVILLE, TN 37919	$ 250,000	☑ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
2	JAMES A HASLAM III 5020 LYONS VIEW PIKE KNOXVILLE, TN 37919	$ 1,800,000	☑ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
3	WILLIAM E HASLAM 7112 SHERWOOD DRIVE KNOXVILLE, TN 37919	$ 1,800,000	☑ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions)

Name of organization
THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

Employer identification number
62-1692007

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

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

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

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

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

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

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

Name of organization
THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

Employer identification number
62-1692007

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

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

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

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

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

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

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

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

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

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TY 2013 Investments Corporate Stock Schedule

Name: THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

EIN: 62-1692007

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UBS CALL WARRANT LIGHTHOUSE DIVERSIFIED	0	0

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TY 2013 Investments - Other Schedule

Name: THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

EIN: 62-1692007

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UBS MADISON DEARBORN FUND, LLC	FMV	673,118	831,663
UBS WP X ACCESS FUND, LLC	FMV	650,710	861,320
HALSAM FOUNDATIONS PARTNERSHIP	FMV	93,732,743	99,199,235

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TY 2013 Legal Fees Schedule

Name: THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

EIN: 62-1692007

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	1,000	0		1,000

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TY 2013 Other Expenses Schedule

Name: THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

EIN: 62-1692007

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	20	0		20
INVESTMENT EXPENSES	330,745	330,745		0
INSURANCE	46,405	0		0
NONDEDUCTIBLE EXPENSES	1,757	0		0
SECTION 59(E)(2) EXPENDITURES	1,422	1,422		0

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TY 2013 Other Income Schedule

Name: THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

EIN: 62-1692007

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MERRILL LYNCH AGGREGATION REMEDIATION	2,048	2,048	2,048
OTHER INVESTMENT INCOME	-49,907		-49,907

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TY 2013 Taxes Schedule

Name: THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC

EIN: 62-1692007

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN	25,267	25,267		0
FEDERAL	104,129	0		0
STATE & LOCAL	115,485	115,485		0