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EXTENDED TO NOVEMBER 15, 2016

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

2015

Open to Public Inspection

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

For calendar year 2015 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 <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II col (c), line 16) \$ 109,693,239.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		5,647.	5,647.		STATEMENT 1
4 Dividends and interest from securities		2,870,414.	2,870,414.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,355,099.			
b Gross sales price for all assets on line 6a 15,640,677.					
7 Capital gain net income (from Part IV line 2)			1,355,099.		
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		4,231,160.	4,231,160.		
13 Compensation of officers, directors, trustees, etc.		64,520.	58,068.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		8,605.	0.		0.
b Accounting fees STMT 4		4,458.	4,458.		0.
c Other professional fees STMT 5		203,394.	203,394.		0.
17 Interest					
18 Taxes STMT 6		261,273.	380.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		1,553.	0.		0.
23 Other expenses STMT 7		2,562.	2,276.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		546,365.	268,576.		0.
25 Contributions, gifts, grants paid		5,912,117.			5,912,117.
26 Total expenses and disbursements. Add lines 24 and 25		6,458,482.	268,576.		5,912,117.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,227,322.>			
b Net investment income (if negative, enter -0-)			3,962,584.		
c Adjusted net income (if negative, enter -0-)				N/A	

523501 11-24-15 LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,395,727.	297,612.	297,612.
	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		72,721,546.	71,874,256.	104,809,182.
	c	Investments - corporate bonds STMT 9		3,992,250.	3,550,375.	3,549,340.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		877,147.	1,037,105.	1,037,105.	
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 I)		78,986,670.	76,759,348.	109,693,239.	
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				
	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 ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		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		78,986,670.	76,759,348.	
30	Total net assets or fund balances		78,986,670.	76,759,348.		
31	Total liabilities and net assets/fund balances		78,986,670.	76,759,348.		

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	78,986,670.
2	Enter amount from Part I, line 27a	2	<2,227,322.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	76,759,348.
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	76,759,348.

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 NET SHORT-TERM CAPITAL LOSS FROM SALE OF			
b SECURITIES	P	VARIOUS	VARIOUS
c NET LONG-TERM CAPITAL GAIN FROM SALE OF			
d SECURITIES	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 896,399.		918,966.	<22,567.>
c			
d 14,438,017.		13,366,612.	1,071,405.
e 306,261.			306,261.

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			<22,567.>
c			
d			1,071,405.
e			306,261.

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	1,355,099.
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))
2014	5,612,020.	113,781,293.	.049323
2013	4,578,215.	100,805,888.	.045416
2012	4,612,202.	88,982,160.	.051833
2011	4,575,357.	87,325,464.	.052394
2010	3,453,683.	83,381,594.	.041420

2 Total of line 1, column (d)	2	.240386
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	.048077
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	114,691,277.
5 Multiply line 4 by line 3	5	5,514,013.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	39,626.
7 Add lines 5 and 6	7	5,553,639.
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	5,912,117.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	39,626.
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	39,626.
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	39,626.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 150,000.		
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	150,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	326.
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	110,048.
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax	110,048. 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
b 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
c 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 2015 or the taxable year beginning in 2015 (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

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.CLAYTON.ORG</u>	X	
14 The books are in care of ► <u>KEVIN WILDER</u> Telephone no ► <u>(865) 522-2930</u> Located at ► <u>520 W SUMMIT HILL DRIVE, SUITE 801, KNOXVILLE, TN</u> ZIP+4 ► <u>37902</u>		
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		N/A
16 At any time during calendar year 2015, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	1b	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 2015?	1c	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	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. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 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 2015) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2015?	4b	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 4945(d)(4)(A)? (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)?

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

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

6b

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

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 11		64,520.	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	115,540,168.
b	Average of monthly cash balances	1b	897,677.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	116,437,845.
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	116,437,845.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,746,568.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	114,691,277.
6	Minimum investment return. Enter 5% of line 5	6	5,734,564.

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	5,734,564.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	39,626.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	39,626.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,694,938.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,694,938.
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	5,694,938.

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	5,912,117.
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	5,912,117.
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	39,626.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,872,491.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				5,694,938.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011	197,575.			
c From 2012	207,390.			
d From 2013				
e From 2014	64,288.			
f Total of lines 3a through e	469,253.			
4 Qualifying distributions for 2015 from Part XII, line 4. ► \$ 5,912,117.				
a Applied to 2014, 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 2015 distributable amount				5,694,938.
e Remaining amount distributed out of corpus	217,179.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	686,432.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	686,432.			
10 Analysis of line 9.				
a Excess from 2011	197,575.			
b Excess from 2012	207,390.			
c Excess from 2013				
d Excess from 2014	64,288.			
e Excess from 2015	217,179.			

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 13	STATEMENT	STATEMENT	STATEMENT	5,912,117.
Total			▶ 3a	5,912,117.
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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		
	 Signature of officer or trustee	11/14/16 Date	 SECRETARY Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)?
☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JERRY E HOLLYFIELD	JERRY E HOLLYFIEL	11/14/16		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 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	292.	292.	
CLAYTON BANK & TRUST MMKT- 7917	5,355.	5,355.	
TOTAL TO PART I, LINE 3	5,647.	5,647.	

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 HASE INVESTMENT	25,541.	3,400.	22,141.	22,141.	
CLATYON BANK AND TRUST INVESTMENT MANAGEMENT ACCT- CLAYTON BANK & TRUST-0123	2,344,316.	286,850.	2,057,466.	2,057,466.	
HEIGHTS FINANCE CORPORATION	315,793.	16,011.	299,782.	299,782.	
INNOVATION VALLEY PARTNERS (INVESTMENT	300,000.	0.	300,000.	300,000.	
NATIONAL FINANCIAL SERVICES (FID) - 002380	4,674.	0.	4,674.	4,674.	
	186,351.	0.	186,351.	186,351.	
TO PART I, LINE 4	3,176,675.	306,261.	2,870,414.	2,870,414.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,605.	0.		0.
TO FM 990-PF, PG 1, LN 16A	8,605.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,458.	4,458.		0.
TO FORM 990-PF, PG 1, LN 16B	4,458.	4,458.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	203,394.	203,394.		0.
TO FORM 990-PF, PG 1, LN 16C	203,394.	203,394.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES -FROM				
INVESTMENT PARTNERSHIP K-1	380.	380.		0.
EXCISE TAXES	260,893.	0.		0.
TO FORM 990-PF, PG 1, LN 18	261,273.	380.		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.	
BANK, WIRE FEES; PORTFOLIO AMORTIZATION	2,276.	2,276.		0.	
OFFICE SUPPLIES	266.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	2,562.	2,276.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BB & T	510,638.	510,435.		
COUNTRYWIDE CAP V GTD CAP SEC	1,250,424.	1,691,580.		
CLAYTON BANK AND TRUST INVESTMENT MANAGEMENT ACCT- 62	61,955,299.	91,958,335.		
CLAYTON BANK AND TRUST HORATIO ALGER TRUST - 94	1,047,238.	1,117,139.		
CLAYTON BANK AND TRUST INVESTMENT MANAGEMENT ACCT (INCOME ADVANTAGE)- 0123	7,110,657.	9,531,693.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	71,874,256.	104,809,182.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
HEIGHTS FINANCE DEBENTURES	3,000,000.	3,000,000.		
DONNELLEY RR & SONS DEB-7AG6	437,500.	405,000.		
HERTZ CORP SR/NT	112,875.	144,340.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,550,375.	3,549,340.		

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INNOVATION VALLEY PARTNERS LP (INVESTMENT PARTNERSHIP)	COST	1,037,105.	1,037,105.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,037,105.	1,037,105.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
JAMES L CLAYTON 520 W SUMMIT HILL DRIVE SUITE 801 KNOXVILLE, TN 37902	DIR/PRES 1.00	0.	0. 0.
JEANNE C CAMPBELL 520 W SUMMIT HILL DRIVE SUITE 801 KNOXVILLE, TN 37902	DIR/TREAS 25.00	64,520.	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.
KEVIN S WILDER 7224 MERRIWOOD DRIVE KNOXVILLE, TN 37919	SECRETARY 1.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		64,520.	0. 0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 12
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHELL WITT
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 E-MAILED UPON REQUEST. 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.

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
5 Loaves 4 Kids 317 Sharondale Drive Tullahoma, TN 37388	N/A	Public Charity	General Fund	5,500	26-1192325
12th District Drug Court Foundation PO Box 400 Winchester, TN 37398	N/A	Public Charity	General Fund	3,000	56-2520030
Adventures in Missions 6000 Wellspring Trail Gainsville, GA 30506	N/A	Public Charity	General Fund	500	65-0133113
Airplane Filling Station Preservation Association PO Box 1331 Powell, TN 37849	N/A	Public Charity	General Fund	1,000	16-1742512
Alice Lloyd College 100 Purpose Road Pippa Passes, KY 41844	N/A	Public Charity	General Fund	1,000	61-0492351
Alliance for Better Nonprofits 318 N Gay Street Suite 210 Knoxville, TN 37917	N/A	Public Charity	General Fund	125,000	47-2265490
ALS Association 4825 Trousdale Drive #107 Nashville, TN 37220	N/A	Public Charity	General Fund	500	94-3124723
Alzheimer's Association Mid-South Chapter 210 West Lincoln Street Tullahoma, TN 37388	N/A	Public Charity	General Fund	500	62-1860364
Alzheimers Tennessee 5801 Kingston Pike Knoxville, TN 37919	N/A	Public Charity	General Fund	1,000	62-1206312
American Cancer Society 1100 Ireland Way Birmingham, AL 35205	N/A	Public Charity	General Fund	24,700	13-1788491
American Heart Association 4708 Papermill Drive Knoxville, TN 37909	N/A	Public Charity	General Fund	500	13-5613797
American International Charolais Association 11700 NW Plaza Circle Kansas City, MO 64153	N/A	Public Charity	General Fund	500	46-1097918
American Red Cross 6921 Middlebrook Pike Knoxville, TN 37909	N/A	Public Charity	General Fund	5,000	53-0196605
Angelic Ministries International, Inc 1218 N Central Knoxville, TN 37917	N/A	Public Charity	General Fund	7,500	62-1871646
Animal Care Trust / McKamey Animal Center 4500 North Access Road Chattanooga, TN 37415	N/A	Public Charity	General Fund	500	01-0824858
Arrowmont School of Arts and Crafts PO Box 567 Gatlinburg, TN 37738	N/A	Public Charity	General Fund	6,000	58-2007394

TIN 58-1970851

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Autism Society of America PO Box 30015 Knoxville, TN 37930-0015	N/A	Public Charity	General Fund	1,000	62-1518649
Barbells for Boobs 2777 Bristol Street, Ste E Costa Mesa, CA 92626	N/A	Public Charity	General Fund	1,000	27-2027629
Bearden High School 8352 Kingston Pike Knoxville, TN 37919	N/A	School	General Fund	500	
Beaver Dam Baptist Church 4328 Emory Road Knoxville, TN 37938	N/A	Church	General Fund	17,500	
Beech Park Baptist Church 1085 East Tri-County Blvd Oliver Springs, TN 37840	N/A	Church	General Fund	6,000	
Big Brothers Big Sisters 119 West Summit Hill Dr Ste 101 Knoxville, TN 37902	N/A	Public Charity	General Fund	27,500	62-0842531
Blount Mansion Association PO Box 1703 Knoxville, TN 37901	N/A	Public Charity	Capital Campaign	25,000	62-0563293
Blue Monarch, Inc PO Box 1207 Monteagle, TN 37356	N/A	Public Charity	General Fund	500	82-0584070
Bonham Firefighters Association 301 East Fifth Street Bonham, TX 75418	N/A	Public Charity	Christmas Toy Drive	4,000	
Boy Scouts Great Smoky Mountain Council PO Box 51885 Knoxville, TN 37950	N/A	Public Charity	General Fund	105,500	62-0476811
Boys & Girls Clubs of the Clinch Valley PO Box 4021 Oak Ridge, TN 37831	N/A	Public Charity	General Fund	500	62-0589052
Boys & Girls Clubs of Jackson 832 Lexington Street Jackson, TN 38301	N/A	Public Charity	General Fund	12,500	62-0784907
Boys & Girls Clubs of the Monroe Area 185 Oak Grove Road Madisonville, TN 37354	N/A	Public Charity	General Fund	5,000	62-1634566
Boys & Girls Clubs of Rutherford County P O Box 3343 Murfreesboro, TN 37133	N/A	Public Charity	General Fund	500	62-1583332
Boys & Girls Clubs of the Smoky Mountains PO Box 5743 Sevierville, TN 37864	N/A	Public Charity	Seymour Chapter	7,500	62-1507789
Boys & Girls Clubs of the Tennessee Valley 1100 Marion Street Ste 100 Knoxville, TN 37921	N/A	Public Charity	General Fund	422,500	62-0475743

TIN 58-1970851

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Brakebill AME Zion Church 116 Holly Avenue South Pittsburg, TN 37380	N/A	Church	General Fund	500	
Bread of Life Rescue Mission PO Box 1414 Crossville, TN 38557	N/A	Public Charity	General Fund	5,000	31-1750839
Breakthrough Corp 1805 Maryville Pike Knoxville, TN 37920	N/A	Public Charity	General Fund	10,000	62-1834568
Calvary Baptist Church PO Box 309 Alcoa, TN 37701	N/A	Church	Building Fund	10,000	
Campora Family Resource Center / Franklin Co Schools 900 South Shepherd Street Winchester, TN 37398	N/A	Education Institution	General Fund	11,000	
Campus Crusade for Christ International 100 Lake Hart Drive Orlando, FL 32832	N/A	Public Charity	General Fund	500	33-0863088
Cancer Support Community 2230 Sutherland Avenue Knoxville, TN 37919	N/A	Public Charity	Program Support	5,000	58-1846210
Canvas Community Church Manchester PO Box 1471 Manchester, TN 37349	N/A	Church	Convoy of Hope	5,000	
Caris Foundation 10651 Coward Mill Road Knoxville, TN 37931	N/A	Public Charity	General Fund	500	26-0481336
CASA of East Tennessee PO Box 10752 Knoxville, TN 37939	N/A	Public Charity	General Fund	1,500	62-1278520
CASA Works 224 West Fort Street Manchester, TN 37355	N/A	Public Charity	General Fund	5,500	27-0997395
Catholic Charities of East Tennessee 3009 Lake Brook Blvd Knoxville, TN 37909	N/A	Public Charity	General Fund	5,000	62-1377551
Cedar Grove Baptist Church 5302 Nails Creek Road Maryville, TN 37804	N/A	Church	General Fund	500	
Center City Events 406 West Church Avenue Knoxville, TN 37902	N/A	Public Charity	Biscuit Festival	15,000	20-8766375
Cerebral Palsy Center 241 Woodland Avenue Knoxville, TN 37917	N/A	Public Charity	General Fund	5,500	62-0791388
Character Counts of Knoxville 9111 Cross Park Drive D-200 Knoxville, TN 37923	N/A	Public Charity	General Fund	1,000	62-1708803

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Childhelp 2505 Kingston Pike Knoxville, TN 37919	N/A	Public Charity	General Fund	5,000	95-2884608
Christian Academy of Knoxville 529 Academy Way Knoxville, TN 37923	N/A	Education Institution	General Fund	500	62-1006269
Christian's Celebrating God's Bounty P O Box 7 Winchester, TN 37398	N/A	Church	General Fund	5,000	62-1816359
Coffee County Children's Advocacy Center 104 North Spring Street Manchester, TN 37355	N/A	Public Charity	General Fund	2,500	05-0597501
Coffee County Drug Court Foundation 604 College Street Manchester, TN 37355	N/A	Public Charity	General Fund	2,500	26-2396391
Community Food Connection of Blount County P O Box 786 Alcoa, TN 37701	N/A	Public Charity	General Fund	500	62-1530501
Compassion Coalition 107 Westfield Drive Knoxville, TN 37919	N/A	Public Charity	General Fund	1,500	62-0011300
Concord Sailing Center 11600 Northshore Drive Knoxville, TN 37922	N/A	Public Charity	General Fund	500	62-1627978
Concord United Methodist Church 11020 Roane Drive Knoxville, TN 37934	N/A	Church	Missions Fund	10,000	
Cookeville Housing Services PO Box 400 Cookeville, TN 38503	N/A	Public Charity	Teens Need Training Program	500	05-0544873
Country Christmas Celebration Association 325 Main Street Savannah, TN 38372	N/A	Public Charity	General Fund	5,000	62-1522221
Covenant Life International PO Box 67 Lake City, TN 37769	N/A	Church	General Fund	5,500	11-3672386
Crisis Pregnancy Center of Cookeville 694 South Willow Avenue #3 Cookeville, TN 38501	N/A	Public Charity	General Fund	5,500	42-1563678
Crockett Christmas Store 1493 East Road Friendship, TN 38034	N/A	Public Charity	General Fund	500	45-4508311
Cross Greek Christian Ministries P O Box 11092 Knoxville, TN 37939-1092	N/A	Religious	General Fund	500	62-1836523
Crossroads Church of the Nazarene 511 White Wing Road West Lenoir City, TN 37771	N/A	Church	Family Life Center	2,000	

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Crutcher Memorial Youth Enrichment Center 112 Lakeside Street Knoxville, TN 37914	N/A	Public Charity	Property Acquisition	1,000	62-1579136
Cumberland County Playhouse PO Box 484 Crossville, TN 38557	N/A	Public Charity	General Fund	5,000	58-1504278
Cystic Fibrosis Foundation 5401 Kingston Pike Suite 230 Knoxville, TN 37919	N/A	Public Charity	General Fund	2,000	62-0851705
Defeat Duchenne 1834 Duncan Woods Lane Knoxville, TN 37919	N/A	Health	General Fund	500	27-1562069
East Knox Free Medical Clinic 2235 Lake Lane Knoxville, TN 37919	N/A	Public Charity	General Fund	500	61-1701479
East Lincoln Elementary School 700 E Lincoln Street Tullahoma, TN 37388	N/A	Education	General Fund	500	
East Tennessee Children's Hospital PO Box 15010 Knoxville, TN 37901	N/A	Public Charity	Capita Campaign	210,500	62-6002604
East Tennessee Community Design Center 1300 North Broadway Knoxville, TN 37917	N/A	Public Charity	General Fund	10,000	62-0817716
East Tennessee Foundation 520 West Summit Hill Suite 1101 Knoxville, TN 37902	N/A	Public Charity	Butterfly Fund	10,000	62-0807696
East Tennessee Housing Development Corporation 118 North Peters Road #127 Knoxville, TN 37923	N/A	Public Charity	General Fund	1,000	62-1544702
East Tennessee Public Communications Corp 1611 East Magnolia Avenue Knoxville, TN 37917	N/A	Public Charity	General Fund	10,000	62-1173293
Emerald Youth Foundation 1718 North Central Street Knoxville, TN 37917	N/A	Public Charity	General Fund	10 500	62-1474791
Emory Valley Center 715 Emory Valley Road Oak Ridge, TN 37830	N/A	Public Charity	Building Fund	25,000	62-0762198
Epilepsy Foundation East Tennessee PO Box 3156 Knoxville, TN 37927-3156	N/A	Public Charity	General Fund	5,000	58-1328013
Episcopal School of Knoxville 950 Episcopal School Way Knoxville, TN 37932	N/A	Education Institution	Building Fund Scholarsip Fund	100,000 10,000	62-1543373
Fair Garden Family Center (Knox Co. Schools) 400 Fern Street Knoxville, TN 37914	N/A	Education	General Fund	500	

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Families on Mission International 7735 Derby Gate Road Knoxville, TN 37920	N/A	Religious	General Fund	5,000	47-2334044
Family Promise of Knoxville PO Box 10184 Knoxville, TN 37939-0184	N/A	Public Charity	General Fund	5,000	56-2434770
Farragut Baseball, Inc. P O Box 24566 Knoxville, TN 37933	N/A	Public Charity	General Fund	2,500	62-1602790
Farragut High School Foundation 11237 Kingston Pike Knoxville, TN 37922	N/A	Education	General Fund	2,500	62-1583230
Fidelity Charitable PO Box 770001 Cincinnati, OH 45277-0053	N/A	Public Charity	Donor Advised Fund	2,000,000	11-0303001
First Assembly of God 1027 West Forest Avenue Jackson, TN 38301	N/A	Church	General Fund	500	
First Presbyterian Church Knoxville 620 State Street Knoxville, TN 37902	N/A	Church	Building Fund	6,250	
First United Methodist Church Knoxville 3316 Kingston Pike Knoxville, TN 37919	N/A	Church	General Fund	10,000	
First United Methodist Church Tullahoma 208 West Lauderdale Street Tullahoma, TN 37388	N/A	Church	General Fund Youth Ministry	500 1,000	
First United Methodist Church Winchester 100 South Jefferson Street Winchester, TN 37398	N/A	Church	General Fund	500	
Franklin County High School 215 South College Street Winchester, TN 37398	N/A	Education	Football Program	500	
Freed Hardeman University 158 East Main Street Henderson, TN 38340	N/A	Education Institution	General Fund	20,000	62-0518288
Friends of Literacy 900 East Hill Avenue #300 Knoxville, TN 37915	N/A	Public Charity	Adult Reading Program	1,500	58-1984690
Friends of TN Babies with Special Needs PO Box 544 Alcoa, TN 37701	N/A	Public Charity	General Fund	10,000	62-1637324
Friends of Young-Williams Animal Center 3201 Division Street Knoxville, TN 37919	N/A	Public Charity	General Fund	1,000	26-3911720
Good Samaritan Ministries of Franklin County 17258 Decherd Blvd Decherd, TN 37324	N/A	Public Charity	General Fund	5,500	62-1188302

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Good Samaritan of Tullahoma PO Box 1705 Tullahoma, TN 37388	N/A	Public Charity	General Fund	500	58-1474096
Goodwill Industries PO Box 11066 Knoxville, TN 37939	N/A	Public Charity	Renovation Fund	10,500	62-0868796
Governors Books from Birth Foundation P O Box 198062 Nashville, TN 37219	N/A	Public Charity	Chester County	1,500	20-1115704
Governors Foundation for Health and Wellness PO Box 198198 Nashville, TN 37219	N/A	Public Charity	General Fund	50,000	45-3635908
Grace Baptist Church Tullahoma 1901 Ovoca Road Tullahoma, TN 37388	N/A	Church	General Fund Building Fund	500 500	
Grainger County High School 2201 Highway 11W South Rutledge, TN 37861	N/A	Education	Basketball Program	1,000	
Great Smoky Mountain Institute at Tremont 9275 Tremont Road Townsend, TN 37882	N/A	Public Charity	General Fund	5,000	62-1833479
Habitat for Humanity Anderson County 111 Randolph Road Oak Ridge, TN 37830	N/A	Public Charity	General Fund	500	62-1500113
Habitat for Humanity Bedford County P O Box 122 Shelbyville, TN 37160	N/A	Public Charity	General Fund	500	62-1265781
Habitat for Humanity Knoxville PO Box 27478 Knoxville, TN 37927	N/A	Public Charity	General Fund	20,000	58-1727980
Habitat for Humanity Tullahoma 201 W Lincoln Street Tullahoma, TN 37388	N/A	Public Charity	General Fund	500	62-13950925
Haven of Hope PO Box 1271 Manchester, TN 37349	N/A	Public Charity	General Fund	500	58-1512531
Helen Ross McNabb Foundation 201 W Springdale Ave NE Knoxville, TN 37917	N/A	Public Charity	General Fund	2,500	62-0548914
Hiwassee College 225 Hiwassee College Drive Madisonville, TN 37354	N/A	Educational Institution	Water Treatment Plant Update	150,000	62-0511454
Historic Tennessee Theatre Foundation PO Box 272 Knoxville, TN 37901	N/A	Public Charity	Endowment Fund	50,000	62-1651302
Hola Hora Latina 100 South Gay Street #112 Knoxville, TN 37902	N/A	Public Charity	General Fund	1,000	62-1809060

TIN 58-1970851

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Holy Ghost Catholic Church P O Box 3936 Knoxville, TN 37927	N/A	Church	General Fund	500	
Homes of Love P O Box 30675 Knoxville, TN 37920	N/A	Public Charity	General Fund	500	62-1852652
HonorAir Knoxville 7536 Taggart Lane Knoxville, TN 37938	N/A	Public Charity	Operating Fund	12,500	26-2825063
Hope Resource Center 2700 Painter Avenue Knoxville, TN 37919	N/A	Public Charity	General Fund	2,500	58-1592223
Horse Play P O Box 393 Tulahoma, TN 37388	N/A	Public Charity	General Fund	500	62-1656264
Huntland High School 400 Gore Street Huntland, TN 37345	N/A	Education Institution	General Fund	1,000	
Ijams Nature Center PO Box 2601 Knoxville, TN 37901	N/A	Public Charity	General Fund	10,000	59-1777902
Innovative Education Partnership 425 Alcoa Trail Maryville, TN 37804	N/A	Public Charity	Clayton Bradley STEM	63,000	45-2317548
InterFaith Health Clinic 315 Gill Avenue Knoxville, TN 37917	N/A	Public Charity	General Fund	20,000	58-1947641
Iva's Place P O Box 71 Lenoir City, TN 37771	N/A	Public Charity	General Fund	5,000	20-4070074
James White Fort Association 205 East Hill Avenue Knoxville, TN 37915	N/A	Public Charity	General Fund	1,500	62-0843399
Joni and Friends 1540 Robinson Road Knoxville, TN 37923	N/A	Public Charity	General Fund	5,000	95-3402002
Joy of Music Youth Music School 1209 Euclid Avenue Knoxville, TN 37921	N/A	Public Charity	General Fund	5,500	31-1776315
Junior League of Knoxville 6739 Baum Drive Knoxville, TN 37919	N/A	Public Charity	General Fund	5,000	62-6051012
Juvenile Diabetes Research Foundation 355 Trane Drive Knoxville, TN 37919	N/A	Public Charity	General Fund	2,500	23-1907729
Keep Knoxville Beautiful P O Box 385 Knoxville, TN 37901	N/A	Public Charity	General Fund	500	62-1094445

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Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Kimbo's Wish 2565 Gourneck Road NW Tullahoma, TN 37388	N/A	Public Charity	General Fund	500	47-1541646
King's Academy / Harrison Chilhowee Baptist Academy 202 Smothers Road Seymour, TN 37865	N/A	Educational Institution	Athletic Program	500	62-0630673
Kings Cross Baptist Church 222 Turkey Creek Road Tullahoma, TN 37388	N/A	Church	Building Fund	500	
Knox Area Rescue Ministries PO Box 3340 Knoxville, TN 37927	N/A	Public Charity	General Fund	500	62-0670972
Knox County Library Foundation 500 W Church Street Knoxville, TN 37902	N/A	Public Charity	Digitalization Program	50,000	20-5946028
Knox Housing Partnership 109 Wiona Street Knoxville, TN 37917	N/A	Public Charity	General Fund	10,000	62-1465760
Knoxville Area Urban League 1514 East Fifth Avenue Knoxville, TN 37917	N/A	Public Charity	Home Ownership Center	10,000	62-0797293
Knoxville Botanical Gardens and Arboretum 2743 Wimpole Avenue Knoxville, TN 37914	N/A	Public Charity	Building Fund	25,000	62-1868560
Knoxville CBID Management 17 Market Square #201 Knoxville, TN 37902	N/A	Public Charity	Big Ears Program	10,000	62-1556225
Knoxville Choral Society P O Box 1086 Knoxville, TN 37901	N/A	Public Charity	General Fund	5,000	62-0795892
Knoxville Dance Project 1822 Hidden Deer Lane Knoxville, TN 37922	N/A	Public Charity	General Fund	1,500	45-3469645
Knoxville Entrepreneur Center 17 Market Square #101 Knoxville, TN 37902	N/A	Public Charity	General Fund	25,000	46-1426171
Knoxville Gay Men's Chorus 1005 Brantley Drive Knoxville, TN 37923	N/A	Public Charity	General Fund	2,500	46-0712711
Knoxville Knox County Council on Aging P O Box 51650 Knoxville, TN 37950	N/A	Public Charity	Mobile Meals Senior Companion Program	500 500	
Knoxville Museum of Art 1050 Worlds Fair Park Drive Knoxville, TN 37916	N/A	Public Charity	Building Fund General Fund	100,000 100,000	62-0677701
Knoxville Opera Company PO Box 16 Knoxville, TN 37901	N/A	Public Charity	General Fund	6,250	62-1015262

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Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Knoxville Symphony Society PO Box 360 Knoxville, TN 37901	N/A	Public Charity	General Fund	97,500	62-6008097
Knoxville Zoo PO Box 6040 Knoxville, TN 37914	N/A	Public Charity	General Fund	6,500	62-1034633
Lamont Ingram Development Association 609 E Lafayette Street Jackson, TN 38301	N/A	Public Charity	General Fund	1,000	80-0202191
Leadership Knoxville 17 Market Square #201 Knoxville, TN 37902	N/A	Public Charity	Scholars Program General Fund	20,000 30,000	62-1212211
Life Choices Pregnancy Support Center 37 Sunrise Place Winchester, TN 37398	N/A	Public Charity	General Fund	1,000	46-2245542
Lincoln Memorial University Cumberland Gap Parkway Harrogate, TN 37752	N/A	Educational Institution	General Fund	5,000	62-0479542
Lipscomb University One University Park Drive Nashville, TN 37204	N/A	Education Institution	Leadership TN Program	10,000	62-0485733
Locked Down on the Outside PO Box 6026 Knoxville, TN 37914	N/A	Public Charity	General Fund	6,500	27-0632494
Lost Sheep Ministries PO Box 5835 Knoxville, TN 37928	N/A	Public Charity	General Fund	5,000	62-1639138
Loving Paws Rescue Organization 2035 Brown Cemetery Road Luray, TN 38352	N/A	Public Charity	General Fund	5,000	61-1496044
Manchester - Coffee County Partnership for Tomorrow P O Box 117 Manchester, TN 37388	N/A	Civic	General Fund	500	62-1713393
Manchester Municipal Arts Commission P O Box 773 Manchester, TN 37349	N/A	Public Charity	General Fund	5,000	31-1510276
Martin Luther King Jr Cultural Foundation P O Box 8086 Reston, VA 20195	N/A	Public Charity	General Fund	500	54-1801181
Maryville City School Booster Club 825 Lawrence Avenue Maryville, TN 37803	N/A	Public Charity	General Fund	500	62-1169943
Maryville College 502 Lamar Alexander Parkway Maryville, TN 37804-5907	N/A	Education Institution	Clayton Center for the Arts	250,000	62-0475691
Montezuma United Methodist Church 2870 Montezuma Road Henderson, TN 38340	N/A	Church	General Fund	1,000	

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Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Montgomery Ridge Intermediate School 835 Montgomery Lane Maryville, TN 37803	N/A	Education Institution	General Fund	500	
Moore County Band Booster 1502 Lynchburg Highway Lynchburg, TN 37352	N/A	Public Charity	General Fund	5,500	62-1642209
Moore County Friends of Animals 802 Tanyard Hill Road Lynchburg, TN 37352	N/A	Public Charity	General Fund	1,000	46-4437874
Moreland Heights Elementary School 5315 Magazine Road Knoxville, TN 37920	N/A	Education Institution	General Fund	500	
Morris Animal Fpundation 10200 East Girard Avenue Denver, CO 38430	N/A	Public Charity	General Fund	1,500	84-6032307
Motlow College Foundation PO Box 8500 Dept 160 Lynchburg, TN 37352-8500	N/A	Education Institution	Endowment Fund	56,250	23-7450071
Muscular Dystrophy Association 412 North Cedar Bluff Road Suite 402 Knoxville, TN 37923	N/A	Public Charity	Tullahoma TN Chapter	10,000	13-1665552
Nativity Pageant Knoxville PO Box 53258 Knoxville, NT 37950-5323	N/A	Public Charity	General Fund	5,000	62-0805846
Oak Ridge Rotary Community Fund PO Box 4183 Oak Ridge, TN 37831	N/A	Public Charity	General Fund	500	20-1693222
Oakland Elementary School 14925 Highway 194 Oakland, TN 38060	N/A	Education Institution	General Fund	500	
Open Heart Doula Services 6512 Painter Farm Lane Knoxville, TN 37931	N/A	Public Charity	General Fund	1,500	47-1959803
Parent Teacher Counselor Association / TN School for Deaf 2725 Island Home Blvd Knoxville, TN 37920				500	62-6079312
Park Partners PO Box 776 Manchester, TN 37355	N/A	Public Charity	General Fund	5,500	62-1755512
Partners for Healing 109 West Blackwell Street Tullahoma, TN 37388	N/A	Public Charity	General Fund	10,500	62-1834800
Partnership Initiative Fund 17 Market Square Knoxville, TN 37902	N/A	Public Charity	General Fund	5,000	58-1641714
Pathways Health Management 2729 Wayside Road Manchester, TN 37355	N/A	Public Charity	General Fund	1,000	47-1391049

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Pellissippi State Foundation PO Box 22990 Knoxville, TN 37933-0990	N/A	Education Institution	General Fund	6,250	58-1493050
Positively Living 1501 East Fifth Avenue Knoxville, TN 37917	N/A	Public Charity	General Fund	5,500	62-1698383
Premier Kidz Foundation 10720 Hardin Valley Road Knoxville, TN 37932	N/A	Public Charity	General Fund	500	26-2047293
Pull for Our Veterans 192 Whippoorwill Drive Oak Ridge, TN 37830	N/A	Public Charity	General Fund	5,000	47-3610738
Random Acts of Flowers PO Box 27817 Knoxville, TN 37927-7817	N/A	Public Charity	General Fund	500	26-3006360
Revolution Church 228 Interstate Drive #131 Crossville, TN 38555	N/A	Church	General Fund	500	
Ridgedale Baptist Church 5632 Nickle Road Knoxville, TN 37921	N/A	Church	Playground Fund	10,000	
Rockford Baptist Church 4104 Old Knoxville Highway Rockford, TN 37853	N/A	Church	Building Fund	2,500	
Sacred Heart Cathedral 711 Northshore Drive Knoxville, TN 37919	N/A	Church	General Fund	500	
Safe HarborChild Advocacy Center P O Box 4536 Sevierville, TN 37864-4536	N/A	Public Charity	Public Charity	5,000	20-3408131
Salvation Army 409 N Broadway Knoxville, TN 37917	N/A	Public Charity	Public Charity	500	58-0660607
Second Harvest Food Bank East TN 136 Harvest Lane Maryville, TN 37801	N/A	Public Charity	Capital Campaign	100,500	58-1450139
Senior Citizen Home Assistance Service PO Box 3025 Knoxville, TN 37927	N/A	Public Charity	Hospital to Home Program	29,500	62-0809589
Sequoyah Elementary Foundation PO Box 11709 Knoxville, TN 37939	N/A	Public Charity	General Fund	5,500	20-4330327
Sequoyah Hills Presbyterian Church 3700 Keowee Avenue Knoxville, TN 37919	N/A	Church	General Fund	5,000	62-0540403
Sertoma Center 1400 East Fifth Avenue Knoxville, TN 37917	N/A	Public Charity	General Fund	500	62-0818599

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Sevier Heights Baptist Church 3232 Alcoa Highway Knoxville, TN 37920	N/A	Church	General Fund	1,500	
Shriners Hospital for Children 2900 Rocky Point Drive Tampa, FL 37920	N/A	Hospital Institution	General Fund	500	36-2193608
Smoky Mountain Animal Care Foundaion PO Box 7218 Maryville, TN 37802	N/A	Public Charity	General Fund	10,000	20-8296396
Smoky Mountain Service Dogs 110 Tooweka Circle Loudon, TN 37774	N/A	Public Charity	General Fund	5,000	27-3365083
SOAR Youth Ministries PO Box 5 Knoxville, TN 37901	N/A	Public Charity	Thrive Lonsdale Program	5,000	62-1714010
Sports 4 All Foundation 5827 Charlotte Pike Nashville, TN 37209	N/A	Public Charity	General Fund	500	20-2827993
Sportsmen & Professional Men of Coffee County PO Box 1078 Manchester, TN 37349	N/A	Public Charity	General Fund	13,500	62-1332510
St John's Lutheran Church 544 North Broadway Knoxville, TN 37917	N/A	Church	General Fund	6,000	
St Jude Children's Research Hospital 501 St Jude Place Memphis, TN 38105-1942	N/A	Public Charity	General Fund	1,500	62-0646012
St Mary's Elementary School 1665 Highway 45 Bypass Jackson, TN 38305	N/A	Education Institution	General Fund	500	
Tennessee Judicial Conference Foundation 1903 Division Street Nashville, TN 37203	N/A	Public Charity	Scholarship Program	1,000	62-1635527
Tennessee Stage Company PO Box 1186 Knoxville, TN 37901	N/A	Public Charity	Shakespeare on the Square	5,000	62-1407250
Thomas Magnet School 515 Tate Avenue Shelbyville, TN 37160	N/A	Education Institution	General Fund	500	
TNAchieves 10427 Electric Avenue Knoxville, TN 37932	N/A	Public Charity	General Fund	200,000	27-4673873
TN State Collaborative on Reforming Education 1207 18th Avenue South Suite 326 Nashville, TN 37212	N/A	Public Charity	General Fund	75,000	26-3670335
Tullahoma Day Care Center PO Box 478 Tullahoma, TN 37388	N/A	Public Charity	General Fund	5,000	56-0949280

TIN: 58-1970851

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
Tullahoma Fine Arts Center 401 South Jackson Street Tullahoma, TN 37388	N/A	Public Charity	General Fund	5,000	62-0819564
Tullahoma High School Baseball Booster Club PO Box 1386 Tullahoma, TN 37388	N/A	Public Charity	General Fund	500	30-0509980
Tullahoma Quarterback Club PO Box 1795 Tullahoma, TN 37388	N/A	Public Charity	General Fund	500	90-0734527
Tullahoma South Jackson Civic Association 404 S Jackson Street Tullahoma, TN 37388	N/A	Public Charity	General Fund	500	58-1309734
United Way of Blount County 275 Harrison Lane Lenoir City, TN 37772	N/A	Public Charity	General Fund	41,500	62-0475748
United Way of Greater Knoxville 1301 Hannah Avenue Knoxville, TN 37921	N/A	Public Charity	General Fund	214,500	62-0475748
United Way of Sevier County P O Box 6458 Sevierville, TN 37864-6458	N/A	Public Charity	General Fund	5,000	62-1225078
University Health System - UT Hospital 1520 Cherokee Trail Suite 110 Knoxville, TN 37920-2205	N/A	Public Charity	Patient Safety Fund	10,500	31-1626179
University of the Cumberlands 649 South 10th Street Williamsburg, KY 40769	N/A	Education Institution	General Fund	1,000	
University of Tennessee Foundation 600 Henley Street Suite 100 Knoxville, TN 37996	N/A	Public Charity	Howard Baker Center Clarence Brown Theatre General Fund	25,000 5,000 10,500	
University School of Nashville 2000 Edgehill Avenue Nashville, TN 37212	N/A	Education Institution	General Fund	500	23-7424429
Volunteer Knoxville PO Box 325 Knoxville, TN 37901	N/A	Public Charity	General Fund	10,000	47-3336316
WC Two 2351 Dandridge Avenue Knoxville, TN 37915	N/A	Public Charity	First Tee Learning Center	15,000	62-1845117
Webb School of Knoxville 9800 Webb School Drive Knoxville, TN 37923	N/A	Education Institution	Capital Campaign General Fund	100,000 11,250	62-0550980
Wesley House Community Center 923 Dameron Avenue Knoxville, TN 37921	N/A	Public Charity	Afterschool Program	5,000	59-1766786
West High School Foundation 3300 Sutherland Avenue Knoxville, TN 37919	N/A	Public Charity	Lecture Hall Renovation	5,000	62-1634667

TIN 58-1970851

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
West Park Baptist Church 8833 Middlebrook Pike Knoxville, TN 37923	N/A	Church	General Fund	4,500	
West Tennessee Healthcare Foundation 56 Casey Jones Lane Jackson, TN 38305	N/A	Public Charity	General Fund	16,667	58-1671241
Westminister Presbyterian Church 6500 South Northshore Drive Knoxville, TN 37919	N/A	Church	General Fund	10,000	
Westwood Elementary School 912 Oakdale Street Manchester, TN 37355	N/A	Education Institution	General Fund	5,000	
Westwood Middle School 912 Oakdale Street Manchester, TN 37355	N/A	Education Institution	General Fund	5,000	
Win Our World Urban Ministry 544 North Boradway Knoxville, TN 37917	N/A	Public Charity	General Fund	4,500	80-0282476
Winchester Christian Academy P O Box 715 Winchester, TN 37398	N/A	Education Institution	General Fund	500	27-2655647
Wounded Warriros Project P O Box 758517 Topeka, KS 66675	N/A	Public Charity	General Fund	1,500	20-2370934
YMCA of East Tennessee 616 Jessamine Street Knoxville, TN 37917	N/A	Public Charity	Capital Campaign General Fund	100,000 5,500	62-0475700
YOKE Youth Ministries PO Box 3492 Knoxville, TN 37927	N/A	Public Charity	General Fund	500	58-1380597
Young Life Blount County PO Box 5284 Maryville, TN 37803	N/A	Public Charity	Sporting Clays Sponsor	10,000	84-0385934
Young Life Knoxville PO Box 647 Knoxville, TN 37901-0647	N/A	Public Charity	General Fund	500	84-0385934
Young LifeTri Lakes - Tullahoma P O Box 96 Tullahoma, TN 37388	N/A	Public Charity	General Fund	2,500	84-0385934
Youth Town of Tennessee PO Box 1385 Jackson, TN 38302-1385	N/A	Public Charity	General Fund	10,000	62-0674040
Youth Transitions 301 Cheshire Drive #151 Knoxville, TN 37919	N/A	Public Charity	General Fund	4,000	27-0132531
Youth Villages 3310 Perimeter Hill Drive Nashville, TN 37211	N/A	Public Charity	General Fund	1,000	58-1716970

TIN 58-1970851

Organization	Relationship	Status	Purpose of Grant	Amount	EIN #
YWCA Knoxville 420 West Clinch Avenue Knoxville, TN 37902	N/A	Public Charity	General Fund	5,000	62-0475701

Total 2015

\$ 5,913,117

2014 Grant Checks Voided (Not Cashed)

Beaver Dam Baptist

(500)

UT Foundation

(500)

Total

(1,000)

5,912,117

2015 FORM 990-PF

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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 \$166,789 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

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THE ORGANIZATION PAID CLAYTON BANK AND TRUST \$64,520 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
