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EXTENDED TO NOVEMBER 15, 2018

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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

Form **990-PF**

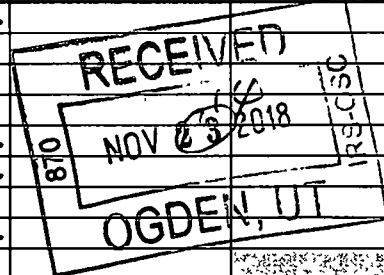
Department of the Treasury
Internal Revenue Service

For calendar year 2017 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) ▶ \$ 134,923,657.	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)
Revenue	1 Contributions, gifts, grants, etc., received	2,022,694.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	50.	50.		STATEMENT 2
	4 Dividends and interest from securities	2,751,111.	2,751,111.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,462,556.			STATEMENT 1
	b Gross sales price for all assets on line 6a	29,785,382.			
	7 Capital gain net income (from Part IV, line 2)		5,833,676.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	140.	140.		STATEMENT 4
	12 Total. Add lines 1 through 11	9,236,551.	8,584,977.		
	13 Compensation of officers, directors, trustees, etc.	33,050.	24,788.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	40,001.	40,001.		0.
	c Other professional fees STMT 6	182,298.	182,298.		0.
	17 Interest				
	18 Taxes STMT 7	17,807.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	7,570.	1,769.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	280,726.	248,856.		0.
25 Contributions, gifts, grants paid	6,414,858.			6,414,858.	
26 Total expenses and disbursements Add lines 24 and 25	6,695,584.	248,856.		6,414,858.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,540,967.				
b Net investment income (if negative, enter -0-)		8,336,121.			
c Adjusted net income (if negative, enter -0-)			N/A		



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			1.	1.	
	2 Savings and temporary cash investments			808,658.	2,349,723.	2,349,723.
	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 9	71,250,234.	72,308,340.	128,118,546.		
	c Investments - corporate bonds STMT 10	3,550,375.	3,550,375.	3,586,900.		
	Liabilities	11 Investments - land, buildings and equipment basis ▶				
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 11		926,692.	868,487.	868,487.		
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)		76,535,959.	79,076,926.	134,923,657.		
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	76,535,959.	79,076,926.				
30 Total net assets or fund balances	76,535,959.	79,076,926.				
31 Total liabilities and net assets/fund balances	76,535,959.	79,076,926.				

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	76,535,959.
2 Enter amount from Part I, line 27a	2	2,540,967.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	79,076,926.
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	79,076,926.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 PUBLICLY TRADED SECURITIES	D		
b PUBLICALLY TRADED SECURITIES	D		
c PUBLICALLY TRADED SECURITIES	P		
d PUBLICALLY TRADED SECURITIES	P		
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 631,693.		600,855.	30,838.
b 2,043,283.		538,644.	1,504,639.
c 11,120,074.		11,120,074.	0.
d 15,937,240.		11,692,133.	4,245,107.
e 53,092.			53,092.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			
(i) FMV 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			30,838.
b			1,504,639.
c			0.
d			4,245,107.
e			53,092.

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	5,833,676.
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 doesn't 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))
2016	5,692,775.	111,674,518.	.050976
2015	5,872,491.	114,691,277.	.051203
2014	5,612,020.	113,781,293.	.049323
2013	4,578,215.	100,805,888.	.045416
2012	4,612,202.	88,982,160.	.051833

2 Total of line 1, column (d)	2	.248751
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.049750
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	124,427,047.
5 Multiply line 4 by line 3	5	6,190,246.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	83,361.
7 Add lines 5 and 6	7	6,273,607.
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	6,414,858.

Part VI: Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax

16,368. Refunded

Part VII: A: Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

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

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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 ► WWW.CLAYTON.ORG	X	
14 The books are in care of ► KEVIN WILDER Telephone no. ► (865) 522-2930 Located at ► 520 W SUMMIT HILL DRIVE, SUITE 801, KNOXVILLE, TN ZIP+4 ► 37902		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 2017, 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		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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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 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 2017 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 2017.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		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

Organizations relying on a current notice regarding disaster assistance, check here

☐

c If the answer is "Yes" to question 5a(1), 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?

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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

1 List all officers, directors, trustees, and 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 13		33,050.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	125,565,820.
b	Average of monthly cash balances	1b	756,055.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	126,321,875.
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	126,321,875.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,894,828.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	124,427,047.
6	Minimum investment return. Enter 5% of line 5	6	6,221,352.

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	6,221,352.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	83,361.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	83,361.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,137,991.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,137,991.
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	6,137,991.

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	6,414,858.
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	6,414,858.
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	83,361.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,331,497.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				6,137,991.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	207,390.			
b From 2013				
c From 2014	64,288.			
d From 2015	217,179.			
e From 2016	219,759.			
f Total of lines 3a through e	708,616.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 6,414,858.				
a Applied to 2016, 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 2017 distributable amount				6,137,991.
e Remaining amount distributed out of corpus	276,867.			
5 Excess distributions carryover applied to 2017 (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	985,483.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	207,390.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	778,093.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014	64,288.			
c Excess from 2015	217,179.			
d Excess from 2016	219,759.			
e Excess from 2017	276,867.			

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				
STATEMENT 15	STATEMENT 15	STATEMENT 15	STATEMENT 15	6,414,858.
Total			▶ 3a	6,414,858.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form 990-PF (2017)

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)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation: If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

11/8/14
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below? See instr

<input checked="checked" type="checkbox"/> Yes	<input type="checkbox"/> No
------------------------------------------------	-----------------------------

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ self-employed

PTIN

JERRY E HOLLYFIELD

JERRY E HOLLYFIEL

11/08/18

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

THE CLAYTON FAMILY FOUNDATION

Employer identification number

58-1970851

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization	Employer identification number
THE CLAYTON FAMILY FOUNDATION	58-1970851

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	JAMES L CLAYTON 520 W SUMMIT HILL DRIVE STE 801 KNOXVILLE, TN 37902	\$ 1,999,982.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	CLAYTON BANK 520 W SUMMIT HILL DRIVE STE 801 KNOXVILLE, TN 37902	\$ 22,712.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

58-1970851

Part II

[illegible]

Name of organization

Employer identification number

THE CLAYTON FAMILY FOUNDATION

58-1970851

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info once) ▶ \$

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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	DONATED			
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
631,693.	631,693.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICALLY TRADED SECURITIES	DONATED			
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,043,283.	1,878,926.	0.	0.	164,357.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICALLY TRADED SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,120,074.	11,120,074.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICALLY TRADED SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,937,240.	11,692,133.	0.	0.	4,245,107.
CAPITAL GAINS DIVIDENDS FROM PART IV				53,092.
TOTAL TO FORM 990-PF, PART I, LINE 6A				4,462,556.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRSTBANK- 0577	50.	50.	
TOTAL TO PART I, LINE 3	50.	50.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIRSTBANK - 0057	175,464.	0.	175,464.	175,464.	
FIRSTBANK - 0062	2,296,882.	52,375.	2,244,507.	2,244,507.	
FIRSTBANK - 0094	26,413.	717.	25,696.	25,696.	
FIRSTBANK - 0123	1,404.	0.	1,404.	1,404.	
HEIGHTS FINANCE CORPORATION	300,000.	0.	300,000.	300,000.	
INNOVATION VALLEY PARTNERS (INVESTMENT	1,556.	0.	1,556.	1,556.	
NOTIONAL FINANCIAL SERVICES (FID)					
AGENCY ACCT - 5349	2,484.	0.	2,484.	2,484.	
TO PART I, LINE 4	2,804,203.	53,092.	2,751,111.	2,751,111.	

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
PASSTHROUGH FROM INNOVATION VALLEY INVESTMENT PARTNERSHIP	140.	140.		
TOTAL TO FORM 990-PF, PART I, LINE 11	140.	140.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	40,001.	40,001.		0.
TO FORM 990-PF, PG 1, LN 16B	40,001.	40,001.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	182,298.	182,298.		0.
TO FORM 990-PF, PG 1, LN 16C	182,298.	182,298.		0.

FORM 990-PF	TAXES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	17,807.	0.		0.
TO FORM 990-PF, PG 1, LN 18	17,807.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT FEE	21.	0.		0.
BANK,WIRE FEES; PORTFOLIO AMORTIZATON	1,769.	1,769.		0.
OFFICE SUPPLIES	127.	0.		0.
DUES AND SUBSCRIPTIONS	5,653.	0.		0.
TO FORM 990-PF, PG 1, LN 23	7,570.	1,769.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COUNTRYWIDE CAP V GTD CAP SEC	1,250,424.	1,743,720.
FIRSTBANK ACCT - 0062	69,958,874.	124,861,818.
FIRSTBANK ACCT - 0094	1,099,042.	1,513,008.
TOTAL TO FORM 990-PF, PART II, LINE 10B	72,308,340.	128,118,546.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HEIGHTS FINANCE DEBENTURES	3,000,000.	3,000,000.
DONNELLEY RR & SONS DEB-7AG6	437,500.	461,250.
HERTZ CORP SR/NT	112,875.	125,650.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,550,375.	3,586,900.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INNOVATION VALLEY PARTNERS LP (INVESTMENT PARTNERSHIP)	COST	868,487.	868,487.
TOTAL TO FORM 990-PF, PART II, LINE 13		868,487.	868,487.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 12
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NAME OF CONTRIBUTOR	ADDRESS
CLAYTON BANK	520 W SUMMIT HILL DR STE 801 KNOXVILLE, TN 37902
JAMES L CLAYTON	520 W SUMMIT HILL DR STE 801 KNOXVILLE, TN 37902

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES L CLAYTON 520 W SUMMIT HILL DRIVE SUITE 801 KNOXVILLE, TN 37902	DIR/PRES 1.00	0.	0.	0.
MICHELLE B WITT 409 CUTLASS ROAD KNOXVILLE, TN 37934	INTERIM MANAGING DIR 15.00	33,050.	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	SEC/TREAS 1.00	0.	0.	0.
TRAVIS K EDMONDSON 7325 DIXON SPRINGS LANE KNOXVILLE, TN 37917	DIR 0.25	0.	0.	0.
FLYNT H GRIFFIN 3616 LYLES DRIVE OXFORD, MS 38655	DIR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		33,050.	0.	0.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHELL WITT
520 SUMMIT HILL DRIVE SUITE 801
KNOXVILLE, TN 37902

TELEPHONE NUMBER

865-999-5989

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.

CLAYTON FAMILY FOUNDATION
TIN 58-1970851

2017 GRANT SCHEDULE

9 STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
5 Loaves 4 Kids 317 Sharondale Drive Tullahoma, TN 37388	N/A	Public Charity	General Fund	5,000.00
Airplane Filling Station Preservation PO Box 1331 Powell, TN 37849	N/A	Public Charity	General Fund	1,000.00
Alliance for Better Nonprofits 318 N Gay Street Suite 210 Knoxville, TN 37917	N/A	Public Charity	General Fund	25,000.00
Alzheimer's Tennessee 5801 Kingston Pike Knoxville, TN 37919	N/A	Health & Wellness	Annual Walk Fundraiser	1,000.00
American Cancer Society 1100 Ireland Way Birmingham, AL 35206	N/A	Health & Wellness	General Fund	15,500.00
American Red Cross 6921 Middlebrook Pike Knoxville, TN 37909	N/A	Public Charity	General Fund	5,000.00
Arrowmont School of Arts and Crafts PO Box 567 Gatlinburg, TN 37738	N/A	Arts & Culture	General Fund	5,000.00
Beaver Dam Baptist Church 4328 Emory Road Knoxville, TN 37938	N/A	Religions	General Fund	15,000.00

CLAYTON FAMILY FOUNDATION
TIN 58-1970851

2017 GRANT SCHEDULE

STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
Beech Park Baptist Church 1085 E. Tri County Blvd. Oliver Springs, TN 37840	N/A	Religions	General Fund	5,000.00
Beta Theta Pi Foundation PO Box 23034 Knoxville, TN 37933	N/A	Public Charity	General Fund	7,500.00
Big Brothers Big Sisters 119 West Summit Hill Dr Ste 101 Knoxville, TN 37902	N/A	Public Charity	General Fund	25,000.00
Big Ears Festival 507 South Gay Street Knoxville, TN 37902	N/A	Arts & Culture	2017 Big Ears Festival	10,000.00
Bijou Theater P.O. Box 1746 Knoxville, TN 37901	N/A	Arts & Culture	Support Jubilee	3,000.00
Blount County Children's Advocacy Center P.O. Box 5058 Maryville, TN 37802	N/A	Public Charity	General Fund	25,000.00
Boy Scouts Great Smoky Mountain Council PO Box 51885 Knoxville, TN 37950-1885	N/A	Public Charity	Golf Tournament Sponsor	10,000.00
Boys & Girls Club of Monroe Area 185 Oak Grove Road Madisonville, TN 37354	N/A	Public Charity	General Fund	5,000.00

CLAYTON FAMILY FOUNDATION
TIN: 58-1970851

2017 GRANT SCHEDULE

STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
Boys & Girls Clubs of Tennessee Valley 927 Irwin Street Knoxville, TN 37917	N/A	Public Charity	General Fund	367,100.00
Breakthrough Corporation 1805 Maryville Pike Knoxville, TN 37920	N/A	Public Charity	General Fund	10,000.00
California Science Center Foundation 700 Exposition Park Drive Los Angeles, CA 90037	N/A	Public Charity	General Fund	3,000.00
Calvary Baptist Church PO Box 309 Alcoa, TN 37701	N/A	Religions	General Fund	10,000.00
Camp Wesley Woods 329 Camp Wesley Woods Road Townsend, TN 37882	N/A	Religions	General Fund	500.00
Cancer Support Community 2230 Sutherland Avenue Knoxville, TN 37919	N/A	Health & Wellness	Program Support	5,000.00
Canvas Community Church 2230 Sutherland Avenue Knoxville, TN 37919	N/A	Religions	General Fund	15,000.00
CASA of East Tennessee 2200 Sutherland Avenue Knoxville, TN 37919	N/A	Public Charity	General Fund	1,500.00

CLAYTON FAMILY FOUNDATION
TIN 58-1970851

2017 GRANT SCHEDULE

STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
CASA Works 1301 East Carroll Street Tullahoma, TN 37388	N/A	Public Charity	General Fund	5,000.00
Center City Events - Biscuit Festival 406 West Church Avenue Knoxville, TN 37902	N/A	Public Charity	2017 Biscuit Festival	15,000.00
Character Counts of Knoxville 9111 Cross Park Drive D-200 Knoxville, TN 37923	N/A	Public Charity	General Fund	1,000.00
Chester County High School 552 East Main Street Henderson, TN 38340	N/A	Education	General Fund	1,000.00
ChildHelp 2505 Kingston Pike Knoxville, TN 37919	N/A	Public Charity	General Fund	2,500.00
Christian's Celebrating God's Bounty 110 2nd Avenue Winchester, TN 37398	N/A	Religions	General Fund	10,000.00
Christian Medical & Dental Association PO Box 7500 Bristol, TN 37621	N/A	Health & Wellness	One Day of Hope Community	5,000.00
Clayton-Bradley STEM Academy 425 Alcoa Trail Maryville, TN 37804	N/A	Education	General Fund	60,000.00

CLAYTON FAMILY FOUNDATION
TIN 58-1970851

2017 GRANT SCHEDULE

STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
Community Development Center 113 Eaglette Way Shelbyville, TN 37160	N/A	Public Charity	General Fund	5,000.00
Cookeville Housing Services Corporation P.O. Box 400 Cookeville, TN 38503	N/A	Public Charity	Teens Need Training Program	500.00
Cumberland County Playhouse PO Box 484 Crossville, TN 38557	N/A	Arts & Culture	General Fund	5,000.00
Deane Hill Baptist Church Missionaries 6900 Deane Hill Drive Knoxville, TN 37919	N/A	Religions	Memorial Dr. John Bennett M	100.00
Dogwood Arts Festival 602 South Gay Street Mezzanine Level Knoxville, TN 37902	N/A	Public Charity	General Fund	25,000.00
East Tennessee Children's Hospital PO Box 15010 Knoxville, TN 37901	N/A	Health & Wellness	General Fund	225,002.00
East Tennessee Community Design Center 1300 North Broadway Knoxville, TN 37917	N/A	Public Charity	General Fund	10,000.00
East Tennessee Historical Society P.O. Box 1629 Knoxville, TN 37901	N/A	Public Charity	General Fund	10,000.00

CLAYTON FAMILY FOUNDATION
TIN 58-1970851

2017 GRANT SCHEDULE

STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
East Tennessee Public Communications Co 1611 East Magnolia Avenue Knoxville, TN 37917	N/A	Public Charity	Vietnam Documentary	15,000.00
Emerald Youth Foundation 1718 North Central Street Knoxville, TN 37917	N/A	Public Charity	General Fund	5,000.00
Epilepsy Foundation East Tennessee PO Box 3156 Knoxville, TN 37927-5531	N/A	Health & Wellness	General Fund	5,000.00
Episcopal School of Knoxville 950 Episcopal School Way Knoxville, TN 37932	N/A	Education	Capital Building Campaign	110,000.00
Exploratorium 17 Pier Suite 100 San Francisco, CA 94111-1455	N/A	Public Charity	General Fund	3,000.00
Farragut Baseball, Inc P.O. Box 24566 Knoxville, TN 37933	N/A	Public Charity	General Fund	2,500.00
Fellowship Baptist Church 1102 Big Springs Road Maryville, TN 37804	N/A	Religions	Capital Campaign - Pews	41,500.00
Fidelity Charitable 1102 Big Springs Road Maryville, TN 37804	N/A	Donor Advised Fund	Donor Advised Fund	3,200,000.00

CLAYTON FAMILY FOUNDATION
TIN 58-1970851

2017 GRANT SCHEDULE

STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
First United Methodist Church Knoxville 3316 Kingston Pike Knoxville, TN 37919	N/A	Religions	General Fund	10,000.00
Franklin County Board of Education 215 South College Street Winchester, TN 37398	N/A	Education	General Fund	10,000.00
Freed Hardeman University 158 East Main Street Henderson, TN 38340	N/A	Education	General Fund	10,000.00
Friends of Franklin County Library P. O. Box 1182 Winchester, TN 37398	N/A	Education	General Fund	5,000.00
Friends of Literacy 900 East Hill Avenue #300 Knoxville, TN 37915	N/A	Public Charity	Adult Reading Program July	3,000.00
Friends of Tennessee Babies PO Box 544 Alcoa, TN 37701	N/A	Public Charity	General Fund	10,000.00
Frost Science 1040 Biscayne Blvd. Suite 400 Miami, FL 33132	N/A	Education	General Fund	2,500.00
Goodlettsville Elementary School 514 Donald Avenue Goodlettsville, TN 37072	N/A	Education	Paige De Lozier's Classroom	1,400.00

CLAYTON FAMILY FOUNDATION
TIN 58-1970851

2017 GRANT SCHEDULE

STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
Goodwill Industries PO Box 11066 Knoxville, TN 37939	N/A	Public Charity	General Fund	13,000.00
Governor's Foundation for Health 511 Union Street Suite 720 Nashville, TN 37219	N/A	Health & Wellness	General Fund	25,000.00
Habitat for Humanity Knoxville PO Box 27478 Knoxville, TN 37927	N/A	Public Charity	General Fund	5,000.00
Hands of Mercy P.O. Box 1215 Fayetteville, TN 37334	N/A	Religions	General Fund	5,000.00
Heart of the Cumberland P.O. Box 2474 Cookeville, TN 38502	N/A	Public Charity	Good Samaritan Sponsor	1,000.00
Helen Ross McNabb Foundation 201 West Springdale Avenue Knoxville, TN 37917	N/A	Health & Wellness	Knoxville Challenger	2,500.00
Historic Tennessee Theatre Foundation PO Box 272 Knoxville, TN 37901	N/A	Public Charity	Youth Alliance Arts Program	5,000.00
Hola Hora Latina 100 S. Gay Street, Suite 112 Knoxville, TN 37902	N/A	Public Charity	2016 Hola Festival	1,000.00

CLAYTON FAMILY FOUNDATION
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2017 GRANT SCHEDULE

STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
Homes of Hope P.O. Box 2239 Shelbyville, TN 37162	N/A	Public Charity	General Fund	5,000.00
Hoof & Harness 470 Judson Road Strawberry Plains, TN 37871	N/A	Public Charity	General Fund	5,000.00
Hope Resource Center 2700 Painter Ave Knoxville, TN 37919	N/A	Health & Wellness	General Fund	1,500.00
Ijams Nature Center P.O. Box 2601 Knoxville, TN 37901	N/A	Public Charity	General Fund	10,000.00
Interfaith Health Clinic 315 Gill Avenue KNOXville, TN 37917	N/A	Health & Wellness	General Fund	11,500.00
James White's Fort 205 East Hill Avenue Knoxville, TN 37915	N/A	Public Charity	2017 Homecoming	2,000.00
John D. Floyd Charitable Organization 262 Robert Rose Drive Suite 300 Murfreesboro, TN 37129	N/A	Public Charity	General Fund	5,000.00
Jonah Affordable Housing Organization 513 N. Royal Street Jackson, TN 38301	N/A	Public Charity	General Fund	1,000.00

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Organization	Relationship	Status	Purpose of Grant	Amount
Joni & Friends 1540 Robinson Road Knoxville, TN 37923	N/A	Public Charity	General Fund	5,000.00
Joy of Music 1209 Euclid Avenue Knoxville, TN 37921	N/A	Arts & Culture	General Fund	25,000.00
Junior Achievement 2135 North Charles G. Seivers Blvd Clinton, TN 37716	N/A	Public Charity	General Fund	100,000.00
Junior League of Knoxville 607 Market Street, Suite 500 Knoxville, TN 37902	N/A	Public Charity	General Fund	3,000.00
Juvenile Diabetes Research Foundation 355 Trane Drive Knoxville, TN 37919	N/A	Public Charity	General Fund	5,000.00
Kingswood Home For Children, Inc. P. O. Box 5000 Bean Station, TN 37708	N/A	Public Charity	General Fund	10,000.00
Knox Heritage Foundation P.O. Box 1242 Knoxville, TN 37901	N/A	Public Charity	New Years Eve Gala Sponso	5,000.00
Knoxville Area Urban League 1514 East Fifty Avenue Knoxville, TN 37917	N/A	Public Charity	Capital Campaign	150,000.00

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STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
Knoxville Botanical Gardens and Arboretum 2743 Wimpole Avenue Knoxville, TN 37914	N/A	Public Charity	Sweetwater Red Society	40,000.00
Knoxville Choral Society PO Box 1086 Knoxville, TN 37901	N/A	Arts & Culture	General Fund	5,000.00
Knoxville Dance Project 1822 Hidden Deer Lane Knoxville, TN 37922	N/A	Public Charity	General Fund	1,000.00
Knoxville Gay Men's Chorus 1005 Brantley Drive Knoxville, TN 37923	N/A	Arts & Culture	General Fund	2,500.00
Knoxville History Project 706 Walnut Street Suite 404 Knoxville, TN 37902	N/A	Public Charity	General Fund	2,500.00
Knoxville Museum of Art 1050 Worlds Fair Park Drive Knoxville, TN 37916	N/A	Arts & Culture	Building Fund	344,918.50
Knoxville Symphony Orchestra PO Box 360 Knoxville, TN 37901	N/A	Arts & Culture	General Fund	25,000.00
Kred Foundation for Hope, Inc. 22 W. Jackson Ave Suite 505 Knoxville, TN 37902	N/A	Public Charity	Summer Concert Series	2,500.00

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STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
L&N STEM Academy - Robotics Team 401 Henley Street Knoxville, TN 37902	N/A	Education	2017-2018 Support for Robo	10,000.00
Leadership Knoxville 17 Market Square Ste 201 Knoxville, TN 37902	N/A	Public Charity	Young Professionals Summi	30,000.00
Lipscomb University-Leadership Tennessee One University Park Drive Nashville, TN 37204	N/A	Education	Leadership Tennessee	10,000.00
Little Ponderosa Zoo 629 Granite Road Clinton, TN 37716	N/A	Public Charity	General Fund	2,500.00
Locked Down on the Outside PO Box 6026 Knoxville, TN 37914	N/A	Public Charity	General Fund	3,000.00
Loving Paws 2035 Brown Cenetery Road Luray, TN 38352	N/A	Public Charity	General Fund	3,000.00
Manchester-Coffee County Partnership PO Box 117 Tullahoma, TN 37388	N/A	Public Charity	General Fund	2,500.00
Maryville College Clayton Arts Center 502 Lamar Alexander Parkway Maryville, TN 37804	N/A	Education:Capital	Clayton Performing Arts Cer	100,000.00

CLAYTON FAMILY FOUNDATION
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STATEMENT 15

Organization	Relationship	Status	Purpose of Grant	Amount
Montezuma United Methodist Church 2870 Montezuma Road Henderson, TN 38340	N/A	Religions	General Fund	1,000.00
Moore County Band Booster 1502 Lynchburg Highway Lynchburg, TN 37352	N/A	Education	General Fund	5,000.00
Motlow College Foundation PO Box 8500 Dept 160 Lynchburg, TN 37352	N/A	Education	Scholarship Fund	50,000.00
Muscular Dystrophy Association 1990 Lakeside Parkway Suite 100 Tucker, GA 30084	N/A	Health & Wellness	Tullahoma TN Chapter	10,000.00
National Kidney Foundation 30 E. 33rd Street New York, NY 10016	N/A	Health & Wellness	General Fund	2,500.00
Parkwest Church 7635 Middlebrook Pike Knoxville, TN 37909	N/A	Religions	General Fund	5,000.00
Partners for Healing 109 West Blackwell Street Tullahoma, TN 37388	N/A	Health & Wellness	General Fund	5,000.00
Partnership Initiatives Fund 17 Market Square Knoxville, TN 37902	N/A	Public Charity	Young Entrepreneurs	5,000.00

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Organization	Relationship	Status	Purpose of Grant	Amount
Ridgedale Baptist Church 5632 Nickle Road Knoxville, TN 37921	N/A	Religions	General Fund	10,000.00
Roane County High Band Boosters P O. Box 1071 Kingston, TN 37763	N/A	Education	Roane County Band Boosters	500.00
Ronald McDonald House 1705 W. Clinch Avenue Knoxville, TN 37916	N/A	Public Charity	General Fund	2,500.00
Scarecrow Foundation P.O. Box 11684 Knoxville, TN 37939	N/A	Public Charity	General Fund	5,000.00
Second Harvest Food Bank East TN 136 Harvest Lane Maryville, TN 37801	N/A	Public Charity	Building Fund	100,000.00
Senior Citizens Home Assistance Program PO Box 3025 Knoxville, TN 37927	N/A	Public Charity	General Fund	1,000.00
Sequoyah Elementary Foundation PO Box 11709 Knoxville, TN 37939	N/A	Education	General Fund	5,000.00
Sequoyah Hills Presbyterian Church PO Box 11709 Knoxville, TN 37939	N/A	Religions	General Fund	7,500.00

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Organization	Relationship	Status	Purpose of Grant	Amount
Sertoma Center 1400 E. Fifth Avenue Knoxville, TN 37917	N/A	Public Charity	General Fund	101,250.00
Smoky Mountain Animal Care Foundation PO Box 7218 Maryville, TN 37802	N/A	Public Charity	Shelter Food Program	10,000.00
Smoky Mountain Service Dogs 110 Tooweka Circle Loudon, TN 37774	N/A	Public Charity	support for training	2,500.00
SOAR Youth Ministries Clayton Wood Knoxville, TN 37950	N/A	Religions	Thrive Lonsdale Program	10,000.00
Sportsmen and Prof. Men of Coffee County PO Box 1078 Manchester, TN 37349	N/A	Public Charity	General Fund	10,000.00
St John's Lutheran Church 544 N. Broadway Knoxville, TN 37917	N/A	Religions	General Fund	7,000.00
Tennessee Judicial Conference Foundation LMU Duncan School of Law Knoxville, TN 37902	N/A	Public Charity	Judge Gary Wade	1,000.00
The Change Center 203 Harriet Tubman Street Knoxville, TN 37915	N/A	Public Charity	General Fund	100,000.00

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Organization	Relationship	Status	Purpose of Grant	Amount
The Kings Academy 202 Smothers Road Seymour, TN 37865	N/A	Education	Lights for Baseball Field	25,000.00
The Nativity Pageant P.O. Box 53258 Knoxville, TN 37950	N/A	Public Charity	General Fund	2,500.00
TN State Collaborative on Reforming Ed. 1207 18th Avenue South Nashville, TN 37212	N/A	Education	General Fund	75,000.00
TNAchieves 10427 Electric Avenue Knoxville, TN 37932	N/A	Education	General Fund	100,000.00
Tullahoma Daycare Center P.O. Box 478 Tullahoma, TN 37388	N/A	Public Charity	General Fund	5,000.00
United Way of Greater Knoxville 1301 Hannah Avenue Knoxville, TN 37921	N/A	Public Charity	General Fund	255,000.00
University of the Cumberlands 649 South 10th Street Williamsburg, KY 40769	N/A	Education	General Fund	1,000.00
University of TN Clarence Brown Theatre 600 Henley Street Knoxville, TN 37996-4103	N/A	Arts & Culture	Clarence Brown Theatre 1 of	5,000.00

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Organization	Relationship	Status	Purpose of Grant	Amount
University of TN Haslam Business School 600 Henley Street Knoxville, TN 37996-4103	N/A	Education	Haslam Schoool of Business	10,000.00
Volunteer East Tennessee 1301 Hannah Avenue Knoxville, TN 37921	N/A	Public Charity	General Fund	2,500.00
Webb School of Knoxville 9800 Webb School Drive Knoxville, TN 37923	N/A	Education	General Fund	18,920.00
West Tennessee Healthcare Foundation 620 Skyline Drive Jackson, TN 37901	N/A	Public Charity	Historic Farm Preservation	16,667.00
Win Our World, Inc 544 N. Broadway Street Knoxville, TN 37917	N/A	Religions	General Fund	3,000.00
Winchester Christian Academy 1230 S. College Street Winchester, TN 37398	N/A	Education	General Fund	5,000.00
Women's Fund of East Tennessee 625 Market Street Suite 1300 Knoxville, TN 37902	N/A	Public Charity	General Fund	5,000.00
YMCA of East Tennessee 616 Jessamine Street Knoxville, TN 37917	N/A	Public Charity	General Fund	5,000.00

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Organization	Relationship	Status	Purpose of Grant	Amount
Young Life Blount County PO Box 5284 Maryville, TN 37802	N/A	Public Charity	Sporting Clays Sponsor	5,000.00
Young Williams Animal Center of East TN 3201 Division Street Knoxville, TN 37919	N/A	Public Charity	2017 Mardi Growl	13,000.00
Youth Town of Tennessee PO Box 1385 Jackson, TN 38302-1385	N/A	Public Charity	General Fund	10,000.00
Youth Transitions 6900 Kingston Pike Knoxville, TN 37919	N/A	Public Charity	Expand program to Blount	3,000.00
YWCA 420 West Clinch Avenue Knoxville, TN 37902	N/A	Public Charity	General Fund	10,000.00
Zoo Knoxville 3500 Knoxville Zoo Drive Knoxville, TN 37914	N/A	Public Charity	General Fund	7,500.00
Total				<u>6,414,857.50</u>

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ACTIVITIES WITH DISQUALIFIED PERSONS

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

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THE ORGANIZATION PAID \$33,050 TO MICHELLE B WITT, A "DISQUALIFIED PERSON" WITHIN THE MEANING OF IRC § 4946(a). MS WITT SERVED AS INTERIM MANAGING DIRECTOR, PERFORMING PERSONAL SERVICES FOR THE ORGANIZATION WHICH WERE REASONABLE AND NECESSARY TO CARRYING OUT ITS EXEMPT PURPOSE AND THE AMOUNT PAID WAS NOT EXCESSIVE
