

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE HASLAM FAMILY FOUNDATION INC C/O STEINER & ELLIS PLLC		A Employer identification number 62-1692007	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 10146		Room/suite	B Telephone number (see instructions) (865) 212-3800
City or town, state or province, country, and ZIP or foreign postal code KNOXVILLE, TN 37939		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 68,518,603		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	224	224		
	4 Dividends and interest from securities	1,102,251	1,101,473		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,836,905			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,836,905		
	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) (attach schedule)				
	11 Other income (attach schedule)	-12,963	-2,577		
	12 Total. Add lines 1 through 11	2,926,417	2,936,025		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,160	0		1,160
	b Accounting fees (attach schedule)	84,825	84,825		0
	c Other professional fees (attach schedule)				
	17 Interest	37,871	37,871		0
	18 Taxes (attach schedule) (see instructions)	124,789	96,789		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	469,055	421,113		270
	24 Total operating and administrative expenses. Add lines 13 through 23	717,700	640,598		1,430
	25 Contributions, gifts, grants paid	10,919,572			9,189,572
	26 Total expenses and disbursements. Add lines 24 and 25	11,637,272	640,598		9,191,002
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-8,710,855			
	b Net investment income (if negative, enter -0-)		2,295,427		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	233,751	430,173	430,173
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	73,741,290	64,834,013	68,088,430
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	73,975,041	65,264,186	68,518,603	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	1,800,000	1,800,000	
	23	Total liabilities (add lines 17 through 22)	1,800,000	1,800,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	72,175,041	63,464,186	
	30	Total net assets or fund balances (see instructions)	72,175,041	63,464,186	
31	Total liabilities and net assets/fund balances (see instructions) .	73,975,041	65,264,186		

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	72,175,041
2	Enter amount from Part I, line 27a	2	-8,710,855
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	63,464,186
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	63,464,186

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)
1 a FROM K-1 - HASLAM FOUNDATIONS PARTNERSHIP	P		
b FROM K-1 - ALPHAKEYS MADISON DEARBORN	P		
c FROM K-1 - ALPHAKEYS WP X ACCESS FUND	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			1,756,543
b			30,474
c			49,888
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,756,543
b			30,474
c			49,888
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,836,905
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	9,212,712	74,235,477	0 124101
2015	6,242,688	85,263,268	0 073217
2014	17,323,435	101,647,836	0 170426
2013	4,713,050	94,629,987	0 049805
2012	4,352,966	85,969,722	0 050634

2 Total of line 1, column (d)	2	0 468183
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 093637
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	71,810,776
5 Multiply line 4 by line 3	5	6,724,146
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,954
7 Add lines 5 and 6	7	6,747,100
8 Enter qualifying distributions from Part XII, line 4	8	9,191,002

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	22,954
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	22,954
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	22,954
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	110,327
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	110,327
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	87,373
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 87,373 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>STEINER ELLIS PLLC</u> Telephone no ▶ <u>(865) 212-3800</u>			

Located at ▶ 8351 E WALKER SPRINGS LANE SUITE 302 KNOXVILLE TNZIP+4 ▶ 37923

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐	15		
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b		
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? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

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

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

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

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

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

Total number of other employees paid over \$50,000. **0****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	72,712,877
b	Average of monthly cash balances.	1b	191,464
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	72,904,341
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	72,904,341
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,093,565
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	71,810,776
6	Minimum investment return. Enter 5% of line 5.	6	3,590,539

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	3,590,539
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	22,954
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	7,370
c	Add lines 2a and 2b.	2c	30,324
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,560,215
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,560,215
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	3,560,215

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	9,191,002
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	9,191,002
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	22,954
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,168,048

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				3,560,215
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	144,010			
b From 2013.	218,048			
c From 2014.	12,356,082			
d From 2015.	2,047,130			
e From 2016.	5,534,969			
f Total of lines 3a through e.	20,300,239			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>9,191,002</u>				
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.				3,560,215
e Remaining amount distributed out of corpus	5,630,787			
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	25,931,026			
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 instructions			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 (see instructions).	144,010			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	25,787,016			
10 Analysis of line 9				
a Excess from 2013.	218,048			
b Excess from 2014.	12,356,082			
c Excess from 2015.	2,047,130			
d Excess from 2016.	5,534,969			
e Excess from 2017.	5,630,787			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) See Additional Data Table	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed TODD ELLIS PO BOX 52206 KNOXVILLE, TN 379502206 (865) 212-3800	
b The form in which applications should be submitted and information and materials they should include WRITTEN REQUEST STATING AMOUNT AND PURPOSE OF REQUEST, MOST RECENT AUDITED FINANCIAL STATEMENTS, COPY OF TAX EXEMPT RULING	
c Any submission deadlines MAY 31 AND NOVEMBER 30	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors ONLY TO TAX EXEMPT 501(C)(3) ORGANIZATIONS, PREFERENCE GIVEN TO ORGANIZATIONS IN THE EAST TENNESSEE AREA	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	10,919,572
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

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

[illegible]

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-11-09 Date	***** Title

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

Paid Preparer Use Only	Print/Type preparer's name AARON J STEINER CPA	Preparer's Signature	Date 2018-11-09	Check if self-employed ☒	PTIN P00286532
	Firm's name ▶ STEINER & ELLIS PLLC				
	Firm's address ▶ PO BOX 52206 KNOXVILLE, TN 37950				
					Firm's EIN ▶ 62-1873897
					Phone no (865) 212-3800

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JAMES A HASLAM II PO BOX 10146 KNOXVILLE, TN 379390146	DIRECTOR, PRESIDENT 0 00	0	0	0
JAMES A HASLAM III PO BOX 10146 KNOXVILLE, TN 379390146				
WILLIAM E HASLAM PO BOX 10146 KNOXVILLE, TN 379390146	DIRECTOR 0 00	0	0	0
NATALIE L HASLAM 1640 LYONS BEND ROAD KNOXVILLE, TN 37919				
ANN HASLAM BAILEY 806 SCENIC DRIVE KNOXVILLE, TN 37919	DIRECTOR, VICE PRESIDENT 0 00	0	0	0
J TODD ELLIS PO BOX 52206 KNOXVILLE, TN 37950		0	0	0

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

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

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARROWMONT SCHOOL OF ARTS AND CRAFTS PO BOX 567 556 PARKWAY GATLINBURG, TN 37738	N/A	501(C)(3) 509(A)(1)	TO ENRICH LIVES THROUGH ART	5,000
AUSTIN-EAST MAGNET HIGH SCHOOL 2800 MARTIN LUTHER KING JR AVENUE KNOXVILLE, TN 37914	N/A	501(C)(3) 509(A)(1)	TO PREPARE ALL STUDENTS TO GRADUATE CAREER-READY AND COLLEGE PREPARED	50,000
BEARDEN HIGH SCHOOL 8352 KINGSTON PIKE KNOXVILLE, TN 37919	N/A	501(C)(3) 509(A)(1)	TO PROVIDE THE HIGHEST QUALITY EDUCATION TO ALL STUDENTS BY ENABLING THEM TO MAKE POSITIVE LIFELONG CHOICES	50,000
Total ► 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BLOUNT COUNTY CHILDREN'S ADVOCACY CENTER INC 212 CATES ST MARYVILLE, TN 37801	N/A	501(C)(3) 509(A)(1)	TO PROVIDE A CHILD-FRIENDLY, HOME ENVIRONMENT IN A SAFE AND NATURAL SETTING WHILE CHILD ABUSE VICTIMS AND THEIR NON-OFFENDING FAMILY MEMBERS/GUARDIANS CAN RECEIVE COMPREHENSIVE AND COORDINATED SERVICES FROM THE AGENCIES COMPRISING THE BLOUNT COUNTY PROTECTIVE TEAM	20,000
BOY SCOUTS OF AMERICA MIDDLE TN COUNCIL 3414 HILLSBORO ROAD NASHVILLE, TN 37215	N/A	501(C)(3) 509(A)(1)	TO FOSTER THE CHARACTER DEVELOPMENT, CITIZENSHIP TRAINING AND PHYSICAL FITNESS OF YOUNG PEOPLE THROUGH AN EMPHASIS ON OUTDOOR PROGRAM EXPERIENCES TO PREPARE THEM TO BE RESPONSIBLE	10,000
BOYS & GIRLS CLUB OF THE TENNESSEE VALLEY 1100 MARION ST KNOXVILLE, TN 37921	N/A	501(C)(3) 509(A)(1)	TO ENABLE ALL YOUNG PEOPLE, ESPECIALLY THOSE WHO NEED US MOST, TO REACH THEIR FULL POTENTIAL AS PRODUCTIVE, CARING, RESPONSIBLE CITIZENS	350,000
Total 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BREAKTHROUGH CORPORATION 900 E HILL AVE SUITE 145 KNOXVILLE, TN 37915	N/A	501(C)(3) 509(A)(1)	TO PROVIDE A COMPREHENSIVE STRUCTURE OF SUPPORT FOR INDIVIDUALS DIAGNOSED WITH AUTISM AS WELL AS THEIR FAMILY MEMBERS	30,000
CARTER HIGH SCHOOL 210 CARTER SCHOOL ROAD STRAWBERRY PLAINS, TN 37871	N/A	501(C)(3) 509(A)(1)	TO PREPARE PUPILS FOR A BALANCED APPROACH TO LIFE AND ITS PROBLEMS WE STRIVE TO EDUCATE FOR LIFE IN A CHANGING SOCIETY, ENCOURAGING PUPILS TO HAVE REVERENCE FOR THE WORLD AND ITS PEOPLE	50,000
CATHOLIC CHARITIES OF EAST TENNESSEE INC 119 DAMERON AVE KNOXVILLE, TN 37917	N/A	501(C)(3) 509(A)(1)	TO ADDRESS THE UNMET NEEDS OF THE MOST VULNERABLE OF OUR REGION BY PROVIDING SHELTER, NOURISHMENT, COUNSELING AND EDUCATION, IN ORDER TO FOSTER HUMAN DIGNITY	10,000
Total ► 3a				10,919,572

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTRAL HIGH SCHOOL 5321 JACKSBORO PIKE KNOXVILLE, TN 37918	N/A	501(C)(3) 509(A)(1)	TO PROVIDE CURRICULUM AND PROGRAM OFFERINGS THAT MEET THE NEEDS OF ITS DIVERSE STUDENT BODY	50,000
CHANGE CENTER 221 HARRIET TUBMAN STREET KNOXVILLE, TN 37915	N/A	501(C)(3) 509(A)(2)	TO CREATE A HEALTHY, VITAL COMMUNITY WHERE LIFE IS VALUED, WHERE YOUTH ARE SAFE, & WHERE HOPE IS REAL	75,000
CHEEKWOOD BOTANICAL GARDEN AND MUSEUM OF ART 1200 FORREST PARK DRIVE NASHVILLE, TN 37205	N/A	501(C)(3) 509(A)(1)	TO PRESERVE CHEEKWOOD AS AN HISTORICAL LANDMARK WHERE BEAUTY AND EXCELLENCE IN ART AND HORTICULTURE STIMULATE THE MIND AND NURTURE THE SPIRIT	20,000
Total ► 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY BUILDING INSTITUTE 1141 RIDGETOP DRIVE CHATTANOOGA, TN 37421	N/A	501(C)(3) 509(A)(2)	TO OFFER COMMUNITY BUILDING WORKSHOPS AND EVENTS, CONSULTATION, AND FACILITATOR TRAINING WORLDWIDE	10,000
COMMUNITY COALITION AGAINST HUMAN TRAFFICKING 2095 LAKESIDE CENTRE WAY STE 101 KNOXVILLE, TN 37922	N/A	501(C)(3) 509(A)(1)	TO DEVELOP A PARTNERSHIP BETWEEN THE COMMUNITY, SERVICE PROVIDERS, LAW ENFORCEMENT AND THE MEDIA TO COMBAT HUMAN TRAFFICKING THROUGH EDUCATION, COORDINATION, OUTREACH, SPECIALIZED SERVICES OR INTERVENTIONS FOR VICTIMS, AND TRAINING	83,333
COMMUNITY SCHOOL OF THE ARTS 900 HENLEY STREET KNOXVILLE, TN 37902	N/A	501(C)(3) 509(A)(1)	TO PROVIDE AFFORDABLE QUALITY INSTRUCTION IN THE VISUAL AND PERFORMING ARTS TO CHILDREN OF VARIED SOCIO ECONOMIC BACKGROUNDS IN KNOX COUNTY AND THE SURROUNDING REGION	10,000
Total ► 3a				10,919,572

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EAST TENNESSEE CHILDREN'S HOSPITAL ASSOCIATION INC 2018 CLINCH AVENUE KNOXVILLE, TN 37916	N/A	501(C)(3) 509(A)(1)	TO IMPROVE THE HEALTH OF CHILDREN THROUGH EXCEPTIONAL, COMPREHENSIVE FAMILY-CENTERED CARE, WELLNESS, AND EDUCATION	55,000
EAST TENNESSEE COMMUNITY DESIGN CENTER INC 1300 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	501(C)(3) 509(A)(1)	TO ORGANIZE PEOPLE, IDEAS AND RESOURCES TO FACILITATE POSITIVE CHANGE IN ECONOMICALLY DISTRESSED AND ISOLATED COMMUNITIES IN THE REGION	5,000
EAST TENNESSEE FOUNDATION 520 W SUMMIT HILL DR SUITE 1101 KNOXVILLE, TN 37902	N/A	501(C)(3) 509(A)(1)	TO BUILD CHARITABLE RESOURCES TO MAKE COMMUNITIES STRONGER AND LIVES BETTER THROUGH THOUGHTFUL GIVING	100,000
Total ▶ 3a				10,919,572

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EAST TENNESSEE HISTORICAL SOCIETY INC PO BOX 1629 KNOXVILLE, TN 379011629	N/A	501(C)(3) 509(A)(1)	TO PRESERVE, INTERPRET AND PROMOTE THE HISTORY OF EAST TENNESSEE, IN ORDER TO EDUCATE AND CONNECT THE REGION, ITS PEOPLE, HISTORY, CULTURE AND HERITAGE	100,000
EMERALD YOUTH FOUNDATION 1718 NORTH CENTRAL ST KNOXVILLE, TN 37917	N/A	501(C)(3) 509(A)(2)	TO RAISE UP A LARGE NUMBER OF URBAN YOUTH TO LOVE JESUS CHRIST AND BECOME EFFECTIVE LEADERS WHO HELP RENEW THEIR COMMUNITIES	200,000
EMORY VALLEY CENTER INC 715 EMORY VALLEY ROAD OAK RIDGE, TN 37830	N/A	501(C)(3) 509(A)(2)	TO ENHANCE THE LIVES OF CHILDREN, ADULTS AND FAMILIES IN AN ENVIRONMENT THAT PROMOTES INDEPENDENCE, DIGNITY AND RESPECT	25,000
Total ► 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ENSWORTH SCHOOL 7401 HIGHWAY 100 NASHVILLE, TN 37221	N/A	501(C)(3) 509(A)(1)	MAINTENANCE OF EDUCATIONAL INSTITUTION PROGRAMS AND PROPERTIES	66,667
ESSEX COUNTY COMMUNITY FOUNDATION INCORPORATED 175 ANDOVER STREET SUITE 101 DANVERS, MA 01923	N/A	501(C)(3) 509(A)(1)	TO HELP PROMOTE AND MAXIMIZE LOCAL PHILANTHROPIC GIVING AND STRENGTHEN THE NONPROFITS ORGANIZATIONS OF ESSEX COUNTY	10,000
FAMILY AND CHILDRENS SERVICE 1704 HEINMAN STREET KNOXVILLE, TN 37208	N/A	501(C)(3) 509(A)(1)	TO CONNECT INDIVIDUALS AND FAMILIES TO HOPE, TO HEALING, AND TO ONE ANOTHER	20,000
Total ▶ 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FARRAGUT HIGH SCHOOL 11237 KINGSTON PIKE FARRAGUT, TN 37934	N/A	501(C)(3) 509(A)(1)	TO PREPARE STUDENTS FOR LIFE AFTER HIGH SCHOOL, GIVING EACH THE KNOWLEDGE AND SKILLS NECESSARY TO COMPETE IN A GLOBAL SOCIETY	50,000
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEEDS ROAD KANSAS CITY, MO 64129	N/A	501(C)(3) 509(A)(1)	TO PRESENT TO COACHES AND ATHLETES AND ALL WHOM THEY INFLUENCE, THE CHALLENGE AND ADVENTURE OF RECEIVING JESUS CHRIST AS SAVIOR AND LORD, AND SERVING HIM IN THEIR RELATIONSHIPS AND THE FELLOWSHIP OF THE CHURCH	10,000
FIELDS OF DREAMS INCPO BOX 869 KNOXVILLE, TN 379010869	N/A	PF	IMPROVEMENTS TO THIRTEEN (13) FOOTBALL FIELDS OWNED AND/OR OPERATED BY KNOX COUNTY (TENNESSEE) BOARD OF EDUCATION (KCS) AND TO FIVE (5) RUNNING TRACKS OWNED AND/OR OPERATED BY KCS AMONG OTHER ITEMS, IMPROVE THE QUALITY, SAFETY, AND ACCESSIBILITY OF ATHLETIC FACILITIES OF SUCH PUBLIC HIGH SCHOOLS WITHIN KCS AND WILL BE IN FURTHERANCE OF CHARITABLE AND EDUCATIONAL PURPOSES	1,730,000
Total ► 3a				10,919,572

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF GREAT SMOKY MOUNTAIN NATIONAL PARK INC PO BOX 1660 KODAK, TN 37764	N/A	501(C)(3) 509(A)(1)	TO ASSIST THE NATIONAL PARK SERVICE IN ITS MISSION TO PRESERVE AND PROTECT GREAT SMOKY MOUNTAINS NATIONAL PARK BY RAISING FUNDS AND PUBLIC AWARENESS, AND PROVIDING VOLUNTEERS FOR NEEDED PROJECTS	10,000
FRIENDS OF TENNESSEES BABIES WITH SPECIAL NEEDS PO BOX 544 ALCOA, TN 377010544	N/A	501(C)(3) 509(A)(1)	TO ENHANCE THE POTENTIAL OF INFANTS AND YOUNG CHILDREN WITH DISABILITIES BY OFFERING SUPPORT TO THEIR FAMILIES AND THE EARLY INTERVENTION PROFESSIONALS WHO SERVE THEM	10,000
FRIENDS OF THE KNOX COUNTY PUBLIC LIBRARY 500 W CHURCH AVE KNOXVILLE, TN 37902	N/A	501(C)(3) 509(A)(1)	TO FOSTER A LOVE OF LIBRARIES, BOOKS, AND READING IN THE KNOX COUNTY AREA THROUGH COMMUNITY OUTREACH, ADVOCACY, AND SUPPORT OF THE KNOX COUNTY PUBLIC LIBRARY SYSTEM AND STAFF	15,000
Total ► 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FULTON HIGH SCHOOL 2509 NORTH BROADWAY KNOXVILLE, TN 37917	N/A	501(C)(3) 509(A)(1)	FOR ALL STUDENTS TO "ENTER TO LEARN, GO FORTH TO SERVE "	50,000
GEORGE W BUSH FOUNDATION 2943 SMU BOULEVARD DALLAS, TX 75205	N/A	501(C)(3) 509(A)(1)	TO ENGAGE COMMUNITIES IN THE UNITED STATES AND AROUND THE WORLD BY DEVELOPING LEADERS, ADVANCING POLICY, AND TAKING ACTION TO SOLVE TODAY'S MOST PRESSING CHALLENGES	100,000
GIBBS HIGH SCHOOL 7628 TAZEWELL PIKE CORRYTON, TN 37721	N/A	501(C)(3) 509(A)(1)	TO ENABLE ALL STUDENTS TO ACHIEVE ACADEMIC SUCCESS BASED ON ESTABLISHED PERFORMANCE STANDARDS AND STUDENTS' INDIVIDUAL NEEDS AND ABILITIES	50,000
Total ► 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GLOBAL SERVICE PROJECTS 731 S MAIN ST SWEETWATER, TN 37874	N/A	501(C)(3) 509(A)(1)	TO PROVIDE TREATMENT TO THOSE IN NEED AND EDUCATE THE UNDERSERVED	500
GOVERNOR FRANK G CLEMENT RAILROAD HOTEL AND HISTORICAL MUSEUM 100 FRANK CLEMENT PLACE DICKSON, TN 37055	N/A	501(C)(3) 509(A)(1)	TO EXPLORE AND CELEBRATE THE INNOVATIVE LEADERSHIP AND VALUES THAT HAVE SHAPED THE COMMUNITY AND PROVIDE SOCIAL OPPORTUNITIES THAT CONNECT THE PAST TO THE PRESENT AND ENHANCE THE QUALITY OF LIFE	1,000
GOVERNOR WILLIAM BLOUNT MANSION ASSOCIATION PO BOX 1703 KNOXVILLE, TN 37901	N/A	501(C)(3) 509(A)(1)	TO PRESERVE THE HOME OF GOVERNOR WILLIAM BLOUNT, SIGNER OF THE UNITED STATES CONSTITUTION, THE FIRST AND ONLY GOVERNOR OF THE SOUTHWEST TERRITORY, AND UNITED STATES SENATOR FROM TENNESSEE	2,500
Total 				10,919,572
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GRACE CHRISTIAN ACADEMY 5914 BEAVER RIDGE ROAD KNOXVILLE, TN 37931	N/A	501(C)(3) 509(A)(1)	TO LEAD STUDENTS TO A SAVING KNOWLEDGE OF JESUS CHRIST, TO BUILD THEM UP TO THEIR FULL POTENTIAL IN HIM, AND TO EQUIP THEM TO SERVE HIM	16,666
GREAT SMOKY MOUNTAIN HERITAGE CENTER INC 123 CROMWELL DR TOWNSEND, TN 37882	N/A	501(C)(3) 509(A)(1)	TO PRESERVE, PROTECT, AND PROMOTE THE UNIQUE HISTORY AND RICH CULTURE OF THE PEOPLE WHO INHABITED THE MOUNTAINS INTEGRATED INTO THE GREAT SMOKY MOUNTAIN NATIONAL PARK AND ITS SURROUNDING REGION AND TO BE A RESOURCE FOR THE COMMUNITY	20,000
GREAT SMOKY MOUNTAIN INSTITUTE 9275 TREMONT ROAD TOWNSEND, TN 37882	N/A	501(C)(3) 509(A)(1)	TO DELIVER EXPERIENTIAL LEARNING FOR YOUTH, EDUCATORS, AND ADULTS THROUGH PROGRAMS THAT PROMOTE SELF-DISCOVERY, CRITICAL THINKING, AND EFFECTIVE TEACHING AND LEADERSHIP	70,000
Total ► 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HALLS HIGH SCHOOL 4321 E EMORY ROAD KNOXVILLE, TN 37938	N/A	501(C)(3) 509(A)(1)	TO PREPARE EACH STUDENT TO BE THOUGHTFUL, CONFIDENT AND SELF-RELIANT, EQUIPPED WITH THE KNOWLEDGE AND INTEGRITY TO FACE THE CHALLENGES OF HIS/HER COMPLEX WORLD	50,000
HARDIN VALLEY ACADEMY 11345 HARDIN VALLEY ROAD KNOXVILLE, TN 37932	N/A	501(C)(3) 509(A)(1)	TO PROVIDE A RIGOROUS LEARNING ENVIRONMENT HOUSED WITHIN SMALL LEARNING COMMUNITIES WHICH FOSTER SOCIAL RESPONSIBILITY AND ACADEMIC EXCELLENCE FOR ALL STUDENTS	50,000
HARMONY FAMILY CENTER INC 118 MABRY HOOD ROAD STE 400 KNOXVILLE, TN 37922	N/A	501(C)(3) 509(A)(1)	TO BUILD STRONGER FAMILIES FOR BETTER COMMUNITIES SERVING CHILDREN, FAMILIES, AND COMMUNITIES THROUGH COUNSELING, EDUCATION, AND ADOPTION	25,000
Total ► 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HERITAGE HIGH SCHOOL 3741 E LAMER ALEXANDER PKWY MARYVILLE, TN 37804	N/A	501(C)(3) 509(A)(1)	TO MAXIMIZE THE ACADEMIC POTENTIAL OF ALL STUDENTS IN A SAFE AND PERSONALIZED ENVIRONMENT AND GRADUATING STUDENTS WHO ARE COLLEGE AND CAREER-READY, PREPARED TO MEET THE CHALLENGES OF THE 21ST CENTURY WORKPLACE	10,000
HISTORIC TENNESSEE THEATRE FOUNDATION 604 S GAY STREET KNOXVILLE, TN 37920	N/A	501(C)(3) 509(A)(1)	TO PRESERVE, MAINTAIN, AND OPERATE AS A PERFORMING ARTS FACILITY FOR THE BENEFIT AND ENJOYMENT OF ALL TENNESSEANS AND VISITORS TO THE STATE OF TENNESSEE	5,000
HOPE RESOURCE CENTER 2700 PAINTER AVENUE KNOXVILLE, TN 37919	N/A	501(C)(3) 509(A)(1)	TO EMPOWER HEALTHY CHOICES FOR LIFE BY PROVIDING COMPASSIONATE, HOLISTIC REPRODUCTIVE HEALTHCARE	10,000
Total 3a				10,919,572

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HORATIO ALGER ASSOCIATION OF DISTINGUISHED AMERICANS INC 99 CANAL CENTER PLAZA STE 320 ALEXANDRIA, VA 22314	N/A	501(C)(3) 509(A)(1)	TO PROVIDE SCHOLARSHIP ASSISTANCE TO HELP PROMISING HIGH SCHOOL STUDENTS (WHO FIT THE HORATIO ALGER PROFILE) ATTEND COLLEGE, AND TO SPREAD THE MESSAGE THAT AMERICA'S FREE ENTERPRISE SYSTEM PROVIDES THE GREATEST OPPORTUNITIES IN THE WORLD FOR PERSONAL ACHIEVEMENT AND SUCCESS	100,000
IJAMS NATURE CENTER INC 2915 ISLAND HOME AVE KNOXVILLE, TN 37920	N/A	501(C)(3) 509(A)(1)	TO INCREASE THE KNOWLEDGE OF, UNDERSTANDING OF, AND APPRECIATION FOR THE NATURAL WORLD BY PROVIDING EDUCATIONAL EXPERIENCES THROUGHOUT THE REGION	20,000
INNOVATIVE EDUCATION PARTNERSHIP CORPORATION 425 ALCOA TRAIL MARYVILLE, TN 37804	N/A	501(C)(3) 509(A)(1)	TO ESTABLISH, MAINTAIN, OPERATE AND CONDUCT PRIMARY AND SECONDARY SCHOOLS FOR THE PURPOSES OF EDUCATING STUDENTS	50,000
Total ► 3a				10,919,572

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a <i>Paid during the year</i>				
INTERFAITH HEALTH CLINIC INC 315 GILL AVE KNOXVILLE, TN 37917	N/A	501(C)(3) 509(A)(1)	TO PROVIDE ACCESSIBLE, AFFORDABLE, QUALITY HEALTHCARE TO THE LOW INCOME, WORKING UNDERSERVED WITHIN THE CAPACITY OF THE CLINIC, PRIMARILY THROUGH THE CHARITABLE SUPPORT OF INDIVIDUALS AND THE RELIGIOUS, HEALTHCARE, AND BUSINESS COMMUNITIES	40,000
JDRF INTERNATIONAL 26 BROADWAY 14TH FLOOR NEW YORK, NY 10004	N/A	501(C)(3) 509(A)(1)	TO PROGRESSIVELY REMOVE THE IMPACT OF T1D FROM PEOPLE'S LIVES UNTIL WE ACHIEVE A WORLD WITHOUT T1D	10,000
JONI AND FRIENDS 410 S NORTSHORE DRIVE KNOXVILLE, TN 37919	N/A	501(C)(3) 509(A)(1)	TO COMMUNICATE THE GOSPEL AND EQUIP CHRIST-HONORING CHURCHES WORLDWIDE TO EVANGELIZE AND DISCIPLE PEOPLE AFFECTED BY DISABILITIES	15,000
Total ► 3a				10,919,572

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Name and address (home or business)				
a <i>Paid during the year</i>				
JOY OF MUSIC YOUTH MUSIC SCHOOL CORPORATION 1309 EUCLID AVENUE 1-A KNOXVILLE, TN 37921	N/A	501(C)(3) 509(A)(1)	TO PROVIDE A QUALITY MUSIC EDUCATION PROGRAM FOR FINANCIALLY DISADVANTAGED, AT-RISK YOUTH	10,000
JUNIOR ACHIEVEMENT OF EAST TENNESSEE 2135 N CHARLES G SEIVERS BLVD CLINTON, TN 37716	N/A	501(C)(3) 509(A)(1)	TO INSPIRE AND PREPARE YOUNG PEOPLE TO SUCCEED IN A GLOBAL ECONOMY	50,000
KARNS HIGH SCHOOL 2710 BYINGTON SOLWAY ROAD KNOXVILLE, TN 37931	N/A	501(C)(3) 509(A)(1)	TO EMPOWER STUDENTS TO REACH THEIR MAXIMUM POTENTIAL AS CRITICALLY THINKING, ETHICAL, AND PRODUCTIVE MEMBERS OF AN EVERCHANGING, GLOBALLY COMPETITIVE SOCIETY	50,000
Total ► 3a				10,919,572

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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 <i>Paid during the year</i>				
KNOX AREA RESCUE MINISTRIES PO BOX 3310 KNOXVILLE, TN 379273352	N/A	501(C)(3) 509(A)(1)	TO RESCUE THE POOR AND NEEDY OF THE KNOXVILLE AREA BY PROVIDING RECOVERY SERVICES IN JESUS' NAME OUR PROGRAMS PROVIDE FOOD, SHELTER, CLOTHING, ASSIST WITH INDIVIDUAL NEEDS AND CIRCUMSTANCES, AND OFFER RECOVERY SERVICES INCLUDING CASE MANAGEMENT, ADDICTION TREATMENT, CRISIS INTERVENTION, AND JOB TRAINING ALL SERVICES ARE FREE OF CHARGE	75,000
KNOX COUNTY LIBRARY FOUNDATION 500 W CHURCH AVE KNOXVILLE, TN 37902	N/A	501(C)(3) 509(A)(1)	TO FOSTER A LOVE OF LIBRARIES, BOOKS, AND READING IN THE KNOX COUNTY AREA THROUGH COMMUNITY OUTREACH, ADVOCACY, AND SUPPORT OF THE KNOX COUNTY PUBLIC LIBRARY SYSTEM AND STAFF	10,000
KNOX YOUTH SPORTS INC 5908 LYONS VIEW PIKE KNOXVILLE, TN 37919	N/A	501(C)(3) 509(A)(2)	TO ORGANIZE AND OPERATE BASEBALL, SOFTBALL AND BASKETBALL LEAGUES FOR MORE THAN 2,000 CHILDREN AGES 4-12 EACH YEAR	20,000
Total 				10,919,572
3a				

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Name and address (home or business)				
a <i>Paid during the year</i>				
KNOXVILLE AREA URBAN LEAGUE 1514 EAST FIFTH AVENUE KNOXVILLE, TN 37917	N/A	501(C)(3) 509(A)(1)	TO ENABLE AFRICAN AMERICANS, OTHER MINORITY GROUPS AND THE UNDERSERVED TO SECURE ECONOMIC SELF-RELIANCE, PARITY, POWER AND CIVIL RIGHTS	41,667
KNOXVILLE EPISCOPAL SCHOOL PROJECT INC 950 EPISCOPAL SCHOOL WAY KNOXVILLE, TN 37932	N/A	501(C)(3) 509(A)(1)	TO PREPARE STUDENTS FOR HIGHER EDUCATION A LIFETIME OF LEARNING WITHIN THE CONTEXT OF A LOVING, FAMILY-CENTERED ENVIRONMENT	50,000
KNOXVILLE GARDEN CLUB INC PO BOX 10992 KNOXVILLE, TN 37939	N/A	501(C)(3) 509(A)(2)	TO PROMOTE GREATER UNDERSTANDING OF THE INTERDEPENDENCE OF HORTICULTURE, ENVIRONMENTAL PROTECTION, AND COMMUNITY IMPROVEMENT	15,000
Total ► 3a				10,919,572

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Name and address (home or business)				
a <i>Paid during the year</i>				
KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK DR KNOXVILLE, TN 37916	N/A	501(C)(3) 509(A)(2)	COLLECTION, PRESERVATION, EDUCATION, AND EXHIBITION OF WORKS OF ART FOR THE BENEFIT OF THE GENERAL PUBLIC	178,500
KNOXVILLE SYMPHONY SOCIETY INC 100 SOUTH GAY STREET SUITE 302 KNOXVILLE, TN 37902	N/A	501(C)(3) 509(A)(1)	TO DEVELOP AND SUSTAIN A SYMPHONY ORCHESTRA OF THE HIGHEST ARTISTIC STANDARDS AND TO REACH EAST TENNESSEE AUDIENCES OF ALL AGES BY PROVIDING EXCELLENCE IN MUSICAL PERFORMANCE AND EDUCATION PROGRAMS	155,000
KNOXVILLE WEST HIGH FOOTBALL BOOSTERS INC 912 ISKAGNA DRIVE KNOXVILLE, TN 37919	N/A	501(C)(3) 509(A)(2)	TO PROMOTE AND SUPPORT A FOOTBALL PROGRAM AT KNOXVILLE WEST HIGH SCHOOL FOR THE ENJOYMENT, TRAINING AND DEVELOPMENT OF YOUTH RESIDING WITHIN THE KNOXVILLE WEST HIGH SCHOOL DISTRICT, TO ASSIST IN BUILDING GOOD MORAL CHARACTER, CITIZENSHIP AND SPORTSMANSHIP	40,000
Total 3a				10,919,572

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Name and address (home or business)				
a <i>Paid during the year</i>				
KNOXVILLE ZOOLOGICAL GARDENS INC PO BOX 6040 KNOXVILLE, TN 37914	N/A	501(C)(3) 509(A)(2)	TO CELEBRATE THE WONDERS OF THE NATURAL WORLD THROUGH EDUCATION, CONSERVATION, EXHIBITION, RESEARCH AND RECREATION, THE ZOO WILL TELL THE STORIES OF THE ANIMALS, THE PLANTS AND THE PEOPLE WHO MAKE UP THE COMMUNITIES OF THE EARTH	235,000
LAKESHORE PARKPO BOX 10244 KNOXVILLE, TN 37939	N/A	501(C)(3) 509(A)(1)	TO PRESERVE THE SCENIC BEAUTY OF THE SITE, OPEN THE VIEWS OF THE WATERFRONT AND PROVIDE ADDITIONAL RECREATIONAL FACILITIES AND OPPORTUNITIES	600,000
LIPSCOMB UNIVERSITY ONE UNIVERSITY PARK DR NASHVILLE, TN 37204	N/A	501(C)(3) 509(A)(1)	TO ACT AS AN ACADEMIC INCUBATOR THAT LAUNCHES STUDENTS WHO ARE PREPARED TO LAUNCH CIVIC CHANGE	25,000
Total ► 3a				10,919,572

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a <i>Paid during the year</i>				
MARYVILLE COLLEGE 502 E LAMAR ALEXANDER PARKWAY MARYVILLE, TN 37804	N/A	501(C)(3) 509(A)(1)	TO MAINTAIN EDUCATIONAL INSTITUTION PROPERTIES	150,000
MARYVILLE HIGH SCHOOL 825 LAWERENCE AVENUE MARYVILLE, TN 37803	N/A	501(C)(3) 509(A)(1)	TO PREPARE STUDENTS FOR AN EVER-CHANGING WORLD	25,000
MENTAL HEALTH ASSOCIATION OF EAST TENNESSEE INC PO BOX 32731 KNOXVILLE, TN 37930	N/A	501(C)(3) 509(A)(1)	TO SERVE THE COMMUNITY BY COLLABORATING WITH OTHER PROFESSIONALS AND AGENCIES TO PROMOTE MENTAL HEALTH, TO WORK FOR THE UNDERSTANDING OF MENTAL ILLNESS THROUGH EDUCATION, AND TO ADVOCATE THE STRENGTHENING OF ALL MENTAL HEALTH SERVICES	5,000
Total ▶ 3a				10,919,572

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MINISTRY OF THE LAITY 5008 LONAS ROAD KNOXVILLE, TN 37909	N/A	501(C)(3) 509(A)(1)	TO PROMOTE CHRISTIANITY	23,000
MIO FRONTIERSPO BOX 60730 PHOENIX, AZ 85082	N/A	501(C)(3) 509(A)(1)	TO INVITE, WITH LOVE AND RESPECT, ALL MUSLIM PEOPLES TO FOLLOW JESUS	25,000
MUSEUM OF APPALACHIAPO BOX 1189 NORRIS, TN 37828	N/A	501(C)(3) 509(A)(1)	TO DOCUMENT AND PRESERVE THE HISTORY AND CULTURE OF THE PEOPLE OF THE SOUTHERN APPALACHIAN MOUNTAINS OF EAST TENNESSEE AND THE SURROUNDING AREA FOR THE BENEFIT OF CURRENT AND FUTURE GENERATIONS	25,000
Total ▶ 3a				10,919,572

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NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKET, MA 02554	N/A	501(C)(3) 509(A)(1)	TO PROVIDE HEALTH CARE SERVICES	20,000
NASHVILLE SYMPHONY ASSOCIATION ONE SYMPHONY PLACE NASHVILLE, TN 37201	N/A	501(C)(3) 509(A)(1)	TO INSPIRE, ENTERTAIN, AND EDUCATE THROUGH EXCELLENCE IN MUSICAL PERFORMANCE	5,000
NASHVILLE ZOO INC 3777 NOLENSVILLE PIKE NASHVILLE, TN 37211	N/A	501(C)(3) 509(A)(2)	TO INSPIRE A CULTURE OF UNDERSTANDING AND DISCOVERY OF OUR NATURAL WORLD THROUGH CONSERVATION, INNOVATION, AND LEADERSHIP	40,000
Total ► 3a				10,919,572

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NATIVITY PAGEANT OF KNOXVILLE INC PO BOX 53258 KNOXVILLE, TN 379503258	N/A	501(C)(3) 509(A)(1)	TO CREATE A BEAUTIFUL AND POWERFUL PRESENTATION OF THE CHRISTMAS STORY	5,000
NISWONGER PERFORMING ARTS CENTER BOARD INC PO BOX 727 GREENEVILLE, TN 37744	N/A	501(C)(3) 509(A)(1)	TO PERPETUATE A COMMITMENT TO THE PERFORMING ARTS FOR GREENE COUNTY AND OUR NEIGHBORING COMMUNITIES	10,000
PEABODY ESSEX MUSEUM INC 161 ESSEX MUSEUM SALEM, MA 01970	N/A	501(C)(3) 509(A)(1)	TO CELEBRATE OUTSTANDING ARTISTIC AND CULTURAL CREATIVITY BY COLLECTING, STEWARDING AND INTERPRETING OBJECTS OF ART AND CULTURE IN WAYS THAT INCREASE KNOWLEDGE, ENRICH THE SPIRIT, AND ENGAGE THE MIND AND STIMULATE THE SENSES	10,000
Total ► 3a				10,919,572

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PELLISSIPPI STATE COMMUNITY COLLEGE FOUNDATION PO BOX 22990 KNOXVILLE, TN 379330990	N/A	501(C)(3) 509(A)(1)	TO DEVELOP FRIENDS AND FUNDS FOR SUPPORT OF THE EDUCATIONAL, CULTURAL, AND SERVICE GOALS OF PELLISSIPPI STATE COMMUNITY COLLEGE	200,000
PINELLAS EDUCATION FOUNDATION INC 12090 STARKEY ROAD LARGO, FL 33773	N/A	501(C)(3) 509(A)(1)	TO ENHANCE AND IMPROVE EDUCATIONAL OPPORTUNITIES IN PINELLAS COUNTY SCHOOLS	75,000
POWELL HIGH SCHOOL 2136 W EMORY ROAD POWELL, TN 37849	N/A	501(C)(3) 509(A)(1)	TO INSTILL PRIDE, HONOR, AND SUCCESS IN EACH AND EVERY STUDENT	50,000
Total ▶ 3a				10,919,572

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RACHELS LAMENTPO BOX 10792 KNOXVILLE, TN 37939	N/A	501(C)(3) 509(A)(1)	TO EDUCATE AND JOB TRAIN THE NEEDY CHILDREN OF KENYA	12,000
RESTORATION HOUSE OF EAST TENNESSEE 2205 VILLAGE PLACE WAY KNOXVILLE, TN 37923	N/A	501(C)(3) 509(A)(1)	TO PROVIDE SUPPORTIVE TRANSITIONAL HOUSING AND MENTORSHIP IN A SAFE LEARNING ENVIRONMENT WHERE SINGLE MOTHERS AND THEIR CHILDREN HAVE AN OPPORTUNITY TO RESTORE LIFE'S FOUR KEY RELATIONSHIPS THROUGH A PERSONALIZED, GUIDED PLAN	75,000
ROOT NS INC 35 CONGRESS STREET SUITE 2350 SALEM, MA 01970	N/A	501(C)(3) 509(A)(2)	TO TEACH PROFESSIONAL PREPARATION AND DEVELOP MATURITY AND LIFE SKILLS THAT WILL HELP THEM TO SECURE AND THRIVE IN THEIR FIRST AND SUBSEQUENT JOBS	5,000
Total 				10,919,572
3a				

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SAINT JOHN'S CATHEDRAL 256 EAST CHURCH ST JACKSONVILLE, FL 32202	N/A	501(C)(3) 509(A)(1)	TO CREATE A VIBRANT NEIGHBORHOOD AROUND BILLY GOAT HILL, A PLACE WHERE DIVERSE PEOPLES OF MANY INCOME LEVELS CAN LIVE AND GROW TOGETHER	30,000
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE INC 331 GREAT CIRCLE ROAD NASHVILLE, TN 37228	N/A	501(C)(3) 509(A)(1)	TO FEED HUNGRY PEOPLE AND WORK TO SOLVE HUNGER ISSUES IN OUR COMMUNITY	5,000
SECOND PRESBYTERIAN CHURCH 2829 KINGSTON PIKE KNOXVILLE, TN 37919	N/A	501(C)(3) 509(A)(1)	TO DO GOOD WORKS CENTERED IN THE LORDSHIP OF JESUS CHRIST AND MADE REAL THROUGH THE ACTIVE AND LEADING POWER OF THE HOLY SPIRIT	25,000
Total ▶ 3a				10,919,572

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SENIOR CITIZENS HOME ASSISTANCE SERVICE INC PO BOX 3025 KNOXVILLE, TN 379390146	N/A	501(C)(3) 509(A)(1)	TO IMPROVE THE QUALITY OF LIFE FOR THE ELDERLY, PERSONS WITH DISABILITIES, AND THEIR CAREGIVERS BY PROVIDING ACCESSIBLE CARE AND SUPPORTIVE SERVICES THROUGH COMPASSIONATE PERSONNEL	10,121
SEQUOYAH ELEMENTARY FOUNDATION PO BOX 11709 KNOXVILLE, TN 37919	N/A	501(C)(3) 509(A)(1)	TO FUND INITIATIVES AND INFRASTRUCTURES OF SEQUOYAH ELEMENTARY SCHOOL INCLUDING UPGRADING COMPUTERS, UPGRADING SCHOOL SECURITY, PROVIDING AFTER-SCHOOL ARTS AND LANGUAGE PROGRAMS AND IMPROVING THE PLAYGROUND, ALL TO ENHANCE THE CORE CURRICULUM OF THE SCHOOL	2,000
SERTOMA CENTER INC 1400 E FIFTH AVENUE KNOXVILLE, TN 37917	N/A	501(C)(3) 509(A)(1)	TO BRING LIFE AND ALL ITS RICHNESS TO THOSE WE SERVE	50,000
Total 3a				10,919,572

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SHANNONDALE ELEMENTARY FOUNDATION 5316 SHANNONDALE ROAD KNOXVILLE, TN 37918	N/A	501(C)(3) 509(A)(1)	TO ACQUIRE FINANCIAL SUPPORT FROM THE COMMUNITY, FAMILIES, AND BUSINESSES TO FUND MAJOR ACADEMIC INITIATIVES AT SHANNONDALE	10,000
SKI AND SNOWBOARD CLUB VAIL 598 VAIL VALLEY DR VAIL, CO 81657	N/A	501(C)(3) 509(A)(2)	TO PROVIDE YOUTH THE OPPORTUNITY FOR CHARACTER GROWTH AND EXCELLENCE THROUGH ATHLETICS	2,500
SOAR YOUTH MINISTRIES PO BOX 51611 KNOXVILLE, TN 37950	N/A	501(C)(3) 509(A)(1)	TO CONNECT CHILDREN WITH DEEP SPIRITUAL, EMOTIONAL, ACADEMIC AND PHYSICAL NEEDS WITH CARING ADULTS WHO HAVE BEEN BLESSED WITH ABUNDANCE IN THOSE AREAS	10,000
Total ▶ 3a				10,919,572

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a <i>Paid during the year</i>				
SOUTH-DOYLE HIGH SCHOOL 2020 TIPTON STATION ROAD KNOXVILLE, TN 37920	N/A	501(C)(3) 509(A)(1)	TO PROVIDE ALL STUDENTS WITH SKILLS PROMOTING THEIR EDUCATIONAL AND VOCATIONAL GOALS THROUGH MUTUAL RESPECT AND COLLABORATION	50,000
SQUASHBUSTERS INC 795 COLUMBUS AVENUE ROXBURY CROSSING, MA 021202108	N/A	501(C)(3) 509(A)(1)	TO CHALLENGE AND NURTURE URBAN YOUTH - AS STUDENTS, ATHLETES AND CITIZENS - SO THAT THEY RECOGNIZE AND FULFILL THEIR FULLEST POTENTIAL IN LIFE	10,000
ST BENEDICT'S PREPARATORY SCHOOL 520 DR MARTIN LUTHER KING JR BLVD NEWARK, NJ 07102	N/A	501(C)(3) 509(A)(1)	TO EDUCATE YOUNG MEN FROM NEWARK, ITS SURROUNDING AREA AND BEYOND	8,333
Total ▶ 3a				10,919,572

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ST GEORGE'S EPISCOPAL CHURCH 4715 HARDING ROAD NASHVILLE, TN 37205	N/A	501(C)(3) 509(A)(1)	TO RECEIVE, LIVE, AND SHARE THE ABUNDANT LIFE OF JESUS CHRIST	5,000
ST JOHN'S CATHEDRAL 413 CUMBERLAND AVENUE KNOXVILLE, TN 37902	N/A	501(C)(3) 509(A)(1)	TO ENRICH SPIRITUAL LIVES AND THE LIVES OF OTHERS	414,619
TENNESSEE DEPARTMENT OF SAFETY AND HOMELAND SECURITY FOUNDATION PO BOX 312 BOLIVAR, TN 38006	N/A	501(C)(3) 509(A)(1)	TO ENSURE THAT OUR STATE IS A SAFE, SECURE PLACE IN WHICH TO LIVE, WORK AND TRAVEL	25,000
Total 				10,919,572
3a				

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TENNESSEE FINANCIAL LITERACY COMMISSION TENNESSEE STATE CAPITOL 1ST FLR NASHVILLE, TN 37243	N/A	501(C)(3) 509(A)(1)	TO EMPOWER TENNESSEANS TO MAKE SOUND FINANCIAL DECISIONS	15,000
TENNESSEE STAGE COMPANY PO BOX 1186 KNOXVILLE, TN 37901	N/A	501(C)(3) 509(A)(1)	TO ENHANCE THE CULTURAL LIFE OF THE COMMUNITY THROUGH PERFORMANCE AND EDUCATION WHILE PROVIDING PROFESSIONAL OPPORTUNITIES FOR REGIONAL ARTISTS OUR GOAL IS TO EDUCATE AND ENTERTAIN THE PEOPLE OF OUR REGION, TO PROVIDE PROFESSIONAL OPPORTUNITIES FOR REGIONAL ARTISTS AND TO PROMOTE INTERACTION BETWEEN NEW ARTISTS AND ESTABLISHED PROFESSIONALS	5,000
TENNESSEE STATE COLLABORATIVE ON REFORMING EDUCATION 1207 18TH AVENUE SOUTH NASHVILLE, TN 37212	N/A	501(C)(3) 509(A)(1)	TO HELP TENNESSEE ACHIEVE ACADEMIC SUCCESS FOR ALL STUDENTS	30,000
Total 				10,919,572

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a <i>Paid during the year</i>				
THE CANCER SUPPORT COMMUNITY EAST TENNESSEE 2230 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	501(C)(3) 509(A)(1)	TO EMPOWER BY KNOWLEDGE, STRENGTHEN BY ACTION AND SUSTAIN BY COMMUNITY ALL PEOPLE IMPACTED BY CANCER	10,000
THE CLEVELAND CLINIC FOUNDATION 6801 BRECKSVILLE ROAD MAIL CODE RK1-85 INDEPENDENCE, OH 44131	N/A	501(C)(3) 509(A)(1)	TO INTEGRATE CLINICAL AND HOSPITAL CARE WITH RESEARCH AND EDUCATION	500,000
THE NAVIGATORSPO BOX 6000 COLORADO SPRINGS, CO 809346000	N/A	501(C)(3) 509(A)(1)	TO ADVANCE THE GOSPEL OF JESUS AND HIS KINGDOM INTO THE NATIONS THROUGH SPIRITUAL GENERATIONS OF LABORERS LIVING AND DISCIPLINING AMONG THE LOST	2,500
Total ▶ 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE UNIVERSITY OF TENNESSEE FOUNDATION INC 1525 UNIVERSITY AVENUE KNOXVILLE, TN 379214848	N/A	501(C)(3) 509(A)(1)	TO ENRICH THE LIVES OF THE STUDENTS, FACULTY, STAFF, ALUMNI AND FRIENDS OF THE UNIVERSITY OF TENNESSEE THROUGH ALUMNI ENGAGEMENT, FINANCIAL STEWARDSHIP AND PRIVATE GIFT SUPPORT	1,806,000
TNACHIEVES10427 PETSAFE WAY KNOXVILLE, TN 37932	N/A	501(C)(3) 509(A)(1)	TO INCREASE HIGHER EDUCATION OPPORTUNITIES FOR TENNESSEE STUDENTS BY PROVIDING LAST DOLLAR SCHOLARSHIPS WITH MENTOR GUIDANCE	75,000
UNION BAPTIST CHURCH 6701 WASHINGTON PIKE KNOXVILLE, TN 37918	N/A	501(C)(3) 509(A)(1)	TO CONNECT PEOPLE TO JESUS AND EACH OTHER THROUGH WORSHIP, DISCIPLEMAKING AND SERVICE	20,000
Total 				10,919,572
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF GREATER CLEVELAND 1331 EUCLID AVENUE CLEVELAND, OH 44115	N/A	501(C)(3) 509(A)(1)	TO MOBILIZE PEOPLE AND RESOURCES BY CREATING SOLUTIONS THAT IMPROVE LIVES AND OUR COMMUNITY	14,500
UNITED WAY OF GREATER KNOXVILLE INC 1301 HANNAH DRIVE KNOXVILLE, TN 37921	N/A	501(C)(3) 509(A)(1)	TO BRING VOLUNTEERS AND COMPANIES TOGETHER IN ORDER TO IMPROVE PEOPLE'S LIVES	925,000
UNIVERSITY HEALTH SYSTEM INC 2121 MEDICAL CENTER WAY STE 200 KNOXVILLE, TN 37920	N/A	501(C)(3) 509(A)(1)	TO HELP PROVIDE SPIRITUAL SUPPORT THROUGH THE DOEBLER PASTORAL CARE ENDOWMENT	45,000
Total ▶ 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VAIL MOUNTAIN SCHOOL 3000 BOOTH FALLS ROAD VAIL, CO 81657	N/A	501(C)(3) 509(A)(1)	MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES	25,000
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 372406310	N/A	501(C)(3) 509(A)(1)	TO LEAD THE WAY AS AN INNOVATOR IN RESEARCH, TEACHING, AND DISCOVERY, BUILDING A BETTER WORLD FOR ALL OF US	20,000
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE, TN 379233399	N/A	501(C)(3) 509(A)(1)	MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES	45,000
Total ► 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WEST HIGH SCHOOL 3300 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A	501(C)(3) 509(A)(1)	TO PROVIDE AN ENGAGING LEARNING ENVIRONMENT, CHALLENGING CURRICULUM, AND ENVIRONMENT OF ACCOUNTABILITY	50,000
WILLIAMS CREEK YOUTH FOUNDATION 2351 DANDRIDGE AVE KNOXVILLE, TN 37915	N/A	501(C)(3) 509(A)(1)	TO IMPACT THE LIVES OF YOUNG PEOPLE BY PROVIDING LEARNING FACILITIES AND EDUCATIONAL PROGRAMS THAT PROMOTE CHARACTER DEVELOPMENT AND LIFE ENHANCING VALUES THROUGH THE GAME OF GOLF	50,000
YOKE YOUTH MINISTRIESPO BOX 3492 KNOXVILLE, TN 37927	N/A	501(C)(3) 509(A)(1)	TO MENTOR MIDDLE SCHOOL STUDENTS THROUGH AFTER SCHOOL CLUBS, WEEKEND AND SUMMER CAMPS, AND SOCIAL ACTIVITIES DESIGNED TO MEET THE RELATIONAL AND SPIRITUAL NEEDS OF ADOLESCENTS	8,000
Total ► 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUNG LIFEPO BOX 647 KNOXVILLE, TN 379020647	N/A	501(C)(3) 509(A)(1)	TO PROVIDE OPPORTUNITIES FOR STUDENTS TO LEARN ABOUT CHRISTIANITY	250,000
YOUNG MENS CHRISTIAN ASSOCIATION OF EAST TENNESSEE 616 JESSAMINE ST KNOXVILLE, TN 37917	N/A	501(C)(3) 509(A)(2)	TO PUT CHRISTIAN PRINCIPLES INTO PRACTICE THROUGH PROGRAMS AND ACTIVITIES THAT DEVELOP THE SPIRIT, MIND AND BODY OF YOUTH, ADULTS AND FAMILIES IN KNOXVILLE, TN AND SURROUNDING COMMUNITIES	125,000
FROM K-1 - HASLAM FOUNDATION PARTNERSHIP 8351 EAST WALKER SPRINGS LANE SUITE 302 KNOXVILLE, TN 37923		N/A	N/A	13
Total ► 3a				10,919,572

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FROM K-1 - NEXPHASE CAPITAL FUND III LP 399 PARK AVE FLOOR 5 NEW YORK, NY 10022		N/A	N/A	153
Total ▶ 3a				10,919,572

TY 2017 Accounting Fees Schedule

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

EIN: 62-1692007

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	84,825	84,825		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Expenditure Responsibility Statement

Name: THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC
EIN: 62-1692007

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
FIELDS OF DREAMS INC	PO BOX 869 KNOXVILLE, TN 379010869	2017-03-02	1,730,000	IMPROVEMENTS TO THIRTEEN (13) FOOTBALL FIELDS OWNED AND/OR OPERATED BY KNOX COUNTY (TENNESSEE) BOARD OF EDUCATION (KCS) AND TO FIVE (5) RUNNING TRACKS OWNED AND/OR OPERATED BY KCS AMONG OTHER ITEMS, IMPROVE THE QUALITY, SAFETY, AND ACCESSIBILITY OF ATHLETIC FACILITIES OF SUCH PUBLIC HIGH SCHOOLS WITHIN KCS AND WILL BE IN FURTHERANCE OF CHARITABLE AND EDUCATIONAL PURPOSES	1,612,405	NONE	MONTHLY	2018-01-22	REPORTS AND SUPPORTING DOCUMENTS REFLECT FUNDS EXPENDED IN ACCORDANCE WITH INTENDED PURPOSE INCLUDING THE COMPLETION OF FOUR (4) FOOTBALL FIELDS AND THE START OF IMPROVEMENTS ON A 5TH FOOTBALL FIELD DURING THE YEAR

TY 2017 Investments - Other Schedule

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

EIN: 62-1692007

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UBS MADISON DEARBORN FUND, LLC	FMV	58,240	49,618
UBS WP X ACCESS FUND, LLC	FMV	361,822	488,670
HASLAM FOUNDATIONS PARTNERSHIP	FMV	63,782,018	66,880,162
NEXPHASE CAPITAL FUND III, LP	FMV	631,933	669,980

TY 2017 Legal Fees Schedule

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

EIN: 62-1692007

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	1,160	0		1,160

TY 2017 Other Expenses Schedule

Name: THE HASLAM FAMILY FOUNDATION INC
C/O STEINER & ELLIS PLLC
EIN: 62-1692007

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	270	0		270
INVESTMENT EXPENSES	419,460	419,460		0
INSURANCE	46,405	0		0
NONDEDUCTIBLE EXPENSES	1,057	0		0
SECTION 59(E)(2) EXPENDITURES	1,653	1,653		0
PENALTY	210	0		0

TY 2017 Other Income Schedule

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

EIN: 62-1692007

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	-12,963	-2,577	-12,963

TY 2017 Other Liabilities Schedule**Name:** THE HASLAM FAMILY FOUNDATION INC

C/O STEINER & ELLIS PLLC

EIN: 62-1692007

Description	Beginning of Year - Book Value	End of Year - Book Value
NORTHERN TRUST COMPANY - LINE OF CREDIT	1,800,000	1,800,000

TY 2017 Taxes Schedule

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

EIN: 62-1692007

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN	34,393	34,393		0
FEDERAL	28,000	0		0
STATE & LOCAL	62,396	62,396		0