

EXTENDED TO NOVEMBER 15, 2019

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

**2018**Department of the Treasury  
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

|   |   |  |
|---|---|--|
| Name of foundation<br><b>THE CLAYTON FAMILY FOUNDATION</b>  |   | A Employer identification number<br><b>58-1970851</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>520 W SUMMIT HILL DRIVE</b>   | Room/suite<br><b>801</b>  | B Telephone number<br><b>(865) 522-2930</b>  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>KNOXVILLE, TN 37902</b>  |   | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |   | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization.<br><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust<br><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)<br><b>\$ 119,592,918.</b>  | J Accounting method<br><input checked="" type="checkbox"/> Cash<br><input type="checkbox"/> Accrual<br><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<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received  |  | 672,603.                           |                           | 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  |  | 5,467.                             | 5,467.                    |                         | STATEMENT 1   |
| 4 Dividends and interest from securities  |  | 3,308,785.                         | 3,308,785.                |                         | STATEMENT 2   |
| 5a Gross rents  |  |                                    |                           |                         |   |
| b Net rental income or (loss)   |  |                                    |                           |                         |   |
| 6a Net gain or (loss) from sale of assets not on line 10  |  | 3,700,686.                         |                           |                         |   |
| b Gross sales price for all assets on line 6a <b>12,439,248.</b>  |  |                                    |                           |                         |   |
| 7 Capital gain net income (from Part IV, line 2)  |  |                                    | 3,700,686.                |                         |   |
| 8 Net short-term capital gain   |  |                                    |                           |                         |   |
| 9 Income modifications  |  |                                    |                           |                         |   |
| 10a Gross sales less returns and allowances   |  |                                    |                           |                         |   |
| b Loss: Cost of goods sold  |  |                                    |                           |                         |   |
| c Gross profit or (loss)  |  |                                    |                           |                         |   |
| 11 Other income   |  | 1,060.                             | 1,060.                    |                         | STATEMENT 3   |
| 12 Total. Add lines 1 through 11  |  | 7,688,601.                         | 7,015,998.                |                         |   |
| 13 Compensation of officers, directors, trustees, etc.  |  | 37,275.                            | 27,956.                   |                         | 0.  |
| 14 Other employee salaries and wages  |  |                                    |                           |                         |   |
| 15 Pension plans, employee benefits   |  |                                    |                           |                         |   |
| 16a Legal fees  |  |                                    |                           |                         |   |
| b Accounting fees STMT 4  |  | 7,335.                             | 7,335.                    |                         | 0.  |
| c Other professional fees STMT 5  |  | 204,521.                           | 204,521.                  |                         | 0.  |
| 17 Interest   |  |                                    |                           |                         |   |
| 18 Taxes STMT 6   |  | 127,518.                           | 18.                       |                         | 0.  |
| 19 Depreciation and depletion   |  |                                    |                           |                         |   |
| 20 Occupancy  |  |                                    |                           |                         |   |
| 21 Travel, conferences, and meetings  |  |                                    |                           |                         |   |
| 22 Printing and publications  |  |                                    |                           |                         |   |
| 23 Other expenses STMT 7  |  | 5,183.                             | 3,108.                    |                         | 0.  |
| 24 Total operating and administrative expenses. Add lines 13 through 23   |  | 381,832.                           | 242,938.                  |                         | 0.  |
| 25 Contributions, gifts, grants paid  |  | 6,858,510.                         |                           |                         | 6,858,510.  |
| 26 Total expenses and disbursements. Add lines 24 and 25  |  | 7,240,342.                         | 242,938.                  |                         | 6,858,510.  |
| 27 Subtract line 26 from line 12  |  | 448,259.                           |                           |                         |   |
| a Excess of revenue over expenses and disbursements   |  |                                    | 6,773,060.                |                         |   |
| b Net investment income (if negative, enter -0-)  |  |                                    |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)  |  |                                    |                           | N/A                     |   |

| Part II Balance Sheets   |   | Beginning of year                                       |                | End of year           |  |
|--|---|---|----------------|-----------------------|--|
|  |   | (a) Book Value  | (b) Book Value | (c) Fair Market Value |  |
| Assets   | 1 Cash - non-interest-bearing   | 1.  | 2.             | 2.                    |  |
|  | 2 Savings and temporary cash investments  | 2,349,723.  | 3,179,409.     | 3,179,409.            |  |
|  | 3 Accounts receivable ▶   |   |                |                       |  |
|  | Less: allowance for doubtful accounts ▶   |   |                |                       |  |
|  | 4 Pledges receivable ▶  |   |                |                       |  |
|  | Less: allowance for doubtful accounts ▶   |   |                |                       |  |
|  | 5 Grants receivable   |   |                |                       |  |
|  | 6 Receivables due from officers, directors, trustees, and other disqualified persons      |   |                |                       |  |
|  | 7 Other notes and loans receivable ▶  |   |                |                       |  |
|  | Less: allowance for doubtful accounts ▶   |   |                |                       |  |
|  | 8 Inventories for sale or use   |   |                |                       |  |
|  | 9 Prepaid expenses and deferred charges   |   |                |                       |  |
|  | 10a Investments - U.S. and state government obligations                                   |   |                |                       |  |
|  | b Investments - corporate stock STMT 8  | 72,308,340.   | 71,802,527.    | 111,845,842.          |  |
|  | c Investments - corporate bonds STMT 9  | 3,550,375.  | 3,550,332.     | 3,574,750.            |  |
|  | Liabilities   | 11 Investments - land, buildings, and equipment basis ▶ |                |                       |  |
| Less: accumulated depreciation ▶   |   |   |                |                       |  |
| 12 Investments - mortgage loans  |   |   |                |                       |  |
| 13 Investments - other STMT 10   |   | 868,487.  | 992,915.       | 992,915.              |  |
| 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) |   | 79,076,926.   | 79,525,185.    | 119,592,918.          |  |
| 17 Accounts payable and accrued expenses   |   |   |                |                       |  |
| 18 Grants payable  |   |   |                |                       |  |
| Net Assets or Fund Balances  | 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"/>                   |   |                |                       |  |
|  | 24 Unrestricted   |   |                |                       |  |
|  | 25 Temporarily restricted   |   |                |                       |  |
|  | 26 Permanently restricted   |   |                |                       |  |
|  | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |   |                |                       |  |
|  | 27 Capital stock, trust principal, or current funds                                       | 0.  | 0.             |                       |  |
|  | 28 Paid-in or capital surplus, or land, bldg, and equipment fund                          | 0.  | 0.             |                       |  |
|  | 29 Retained earnings, accumulated income, endowment, or other funds                       | 79,076,926.   | 79,525,185.    |                       |  |
| 30 Total net assets or fund balances   | 79,076,926.   | 79,525,185.   |                |                       |  |
| 31 Total liabilities and net assets/fund balances  | 79,076,926.   | 79,525,185.   |                |                       |  |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 79,076,926. |
| 2 Enter amount from Part I, line 27a  | 2 | 448,259.    |
| 3 Other increases not included in line 2 (itemize) ▶  | 3 | 0.          |
| 4 Add lines 1, 2, and 3   | 4 | 79,525,185. |
| 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 | 79,525,185. |

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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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| <b>1a SECURITIES</b>  | P  | 12/01/18                             | 12/31/18                         |
| <b>b SECURITIES</b>   | P  | 12/01/17                             | 12/31/18                         |
| <b>c INNOVATION VALLEY PARTNETRS LP (INVESTMENT PARTNERSHIP)</b>  | P  | 12/01/17                             | 12/31/18                         |
| <b>e CAPITAL GAINS DIVIDENDS</b>  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g)) |
|-----------------------|--|---|--|
| <b>a 3,448,584.</b>   |  | <b>3,448,584.</b>                               | <b>0.</b>                                      |
| <b>b 8,433,837.</b>   |  | <b>5,239,440.</b>                               | <b>3,194,397.</b>                              |
| <b>c</b>              |  |   |  |
| <b>d</b>              |  | <b>50,538.</b>                                  | <b>-50,538.</b>                                |
| <b>e 556,827.</b>     |  |   | <b>556,827.</b>                                |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|------------------------|--------------------------------------|---|---|
| <b>a</b>               |                                      |   | <b>0.</b>   |
| <b>b</b>               |                                      |   | <b>3,194,397.</b>   |
| <b>c</b>               |                                      |   |   |
| <b>d</b>               |                                      |   | <b>-50,538.</b>   |
| <b>e</b>               |                                      |   | <b>556,827.</b>   |

|  |   |          |                   |
|--|---|----------|-------------------|
| <b>2 Capital gain net income or (net capital loss)</b>   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | <b>2</b> | <b>3,700,686.</b> |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b><br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |   | <b>3</b> | <b>N/A</b>        |

**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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2017  | 6,331,497.                            | 124,427,047.                              | .050885  |
| 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  |

|  |          |                     |
|--|----------|---------------------|
| <b>2 Total of line 1, column (d)</b>   | <b>2</b> | <b>.247803</b>      |
| <b>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</b>  | <b>3</b> | <b>.049561</b>      |
| <b>4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5</b>  | <b>4</b> | <b>135,729,725.</b> |
| <b>5 Multiply line 4 by line 3</b>   | <b>5</b> | <b>6,726,901.</b>   |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>  | <b>6</b> | <b>67,731.</b>      |
| <b>7 Add lines 5 and 6</b>   | <b>7</b> | <b>6,794,632.</b>   |
| <b>8 Enter qualifying distributions from Part XII, line 4</b><br>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.<br>See the Part VI instructions. | <b>8</b> | <b>6,858,510.</b>   |

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

|  |             |          |         |
|--|-------------|----------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |             |          |         |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b   |             | 1        | 67,731. |
| 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        | 67,731. |
| 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        | 67,731. |
| 6 Credits/Payments:  |             |          |         |
| a 2018 estimated tax payments and 2017 overpayment credited to 2018  | 6a 116,368. |          |         |
| b Exempt foreign organizations - tax withheld at source  | 6b 0.       |          |         |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c 48,632.  |          |         |
| d Backup withholding erroneously withheld  | 6d 0.       |          |         |
| 7 Total credits and payments. Add lines 6a through 6d  | 7           | 165,000. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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          | 97,269.  |         |
| 11 Enter the amount of line 10 to be: Credited to 2019 estimated tax   | 11          | 0.       |         |

**Part VII-A Statements Regarding Activities**

|   | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?   |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See 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. |     | X  |
| c Did the foundation file Form 1120-POL for this year?  |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(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?<br>If "Yes," attach a detailed description of the activities.   |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes  |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?  |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T  |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?          | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV   | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions. TN  |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation   | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses   | X   |    |

N/A

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

|  | Yes | No  |
|--|-----|-----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions  | 11  | 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   | 12  | X   |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► WWW.CLAYTON.ORG  | 13  | X   |
| 14 The books are in care of ► KEVIN WILDER Telephone no. ► (865) 522-2930<br>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<br>and enter the amount of tax-exempt interest received or accrued during the year  | 15  | N/A |
| 16 At any time during calendar year 2018, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► | 16  | 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<br>Organizations relying on a current notice regarding disaster assistance, check here   | 1b  | X  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?   | 1c  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):  |     |    |
| a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ►   |     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A   | 2b  |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►   |     |    |
| 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 2018 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 2018.) N/A | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  | 4a  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?   | 4b  | X  |

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

|   |   | Yes | No |
|---|---|-----|----|
| 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))?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions | N/A   | 5b  |    |
| Organizations relying on a current notice regarding disaster assistance, check here   | <input type="checkbox"/>  |     |    |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  | N/A   |     |    |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d).  | <input type="checkbox"/> Yes <input type="checkbox"/> No            |     |    |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  |   | 6b  | X  |
| If "Yes" to 6b, file Form 8870.   |   |     |    |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?   | N/A   | 7b  |    |
| 8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |

**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 12     |   | 37,275.                                   | 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

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

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
|       |          |
|       |          |
| 2     |          |
|       |          |
|       |          |
| 3     |          |
|       |          |
|       |          |
| 4     |          |
|       |          |
|       |          |

**Part IX-B** Summary of Program-Related Investments

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

|  | Amount |
|--|--------|
| 1 N/A  |        |
|  |        |
|  |        |
| 2  |        |
|  |        |
|  |        |
| All other program-related investments. See instructions. |        |
| 3  |        |
|  |        |
|  |        |
|  |        |
|  |        |
| Total. Add lines 1 through 3                             | 0.     |

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

|   |   |    |              |
|---|---|----|--------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes. |    |              |
| a | Average monthly fair market value of securities   | 1a | 135,481,406. |
| b | Average of monthly cash balances  | 1b | 2,315,269.   |
| c | Fair market value of all other assets   | 1c |              |
| d | <b>Total</b> (add lines 1a, b, and c)   | 1d | 137,796,675. |
| 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  | 137,796,675. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 2,066,950.   |
| 5 | <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4  | 5  | 135,729,725. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5  | 6  | 6,786,486.   |

**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  | 6,786,486. |
| 2a | Tax on investment income for 2018 from Part VI, line 5  | 2a | 67,731.    |
| b  | Income tax for 2018. (This does not include the tax from Part VI.)  | 2b |            |
| c  | Add lines 2a and 2b   | 2c | 67,731.    |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1                                      | 3  | 6,718,755. |
| 4  | Recoveries of amounts treated as qualifying distributions   | 4  | 0.         |
| 5  | Add lines 3 and 4   | 5  | 6,718,755. |
| 6  | Deduction from distributable amount (see instructions)  | 6  | 0.         |
| 7  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 6,718,755. |

**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 | 6,858,510. |
| 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 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4                 | 4  | 6,858,510. |
| 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  | 67,731.    |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | 6  | 6,790,779. |

**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)<br>Corpus | (b)<br>Years prior to 2017 | (c)<br>2017 | (d)<br>2018 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2018 from Part XI, line 7   |               |                            |             | 6,718,755.  |
| 2 Undistributed income, if any, as of the end of 2018  |               |                            | 0.          |             |
| a Enter amount for 2017 only   |               |                            | 0.          |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2018:   |               |                            |             |             |
| a From 2013  |               |                            |             |             |
| b From 2014  | 64,288.       |                            |             |             |
| c From 2015  | 217,179.      |                            |             |             |
| d From 2016  | 219,759.      |                            |             |             |
| e From 2017  | 276,867.      |                            |             |             |
| f Total of lines 3a through e  | 778,093.      |                            |             |             |
| 4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 6,858,510.   |               |                            | 0.          |             |
| a Applied to 2017, 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 2018 distributable amount   |               |                            |             | 6,718,755.  |
| e Remaining amount distributed out of corpus   | 139,755.      |                            |             |             |
| 5 Excess distributions carryover applied to 2018 (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:   | 917,848.      |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5  | 917,848.      |                            |             |             |
| 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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019  |               |                            |             | 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 2013 not applied on line 5 or line 7   | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a  | 917,848.      |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2014   | 64,288.       |                            |             |             |
| b Excess from 2015   | 217,179.      |                            |             |             |
| c Excess from 2016   | 219,759.      |                            |             |             |
| d Excess from 2017   | 276,867.      |                            |             |             |
| e Excess from 2018   | 139,755.      |                            |             |             |



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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|--|--|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b>                    |  |                                      |                                     |            |
| STATEMENT 15                                     | STATEMENT 15   | STATEMENT 15                         | STATEMENT 15                        |            |
| STATEMENT 15                                     |  |                                      |                                     |            |
| STATEMENT 15, TN 37902                           |  |                                      | STATEMENT 15                        | 6,858,510. |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
| <b>Total</b>                                     |  |                                      | <b>3a</b>                           | 6,858,510. |
| <b>b Approved for future payment</b>             |  |                                      |                                     |            |
| NONE   |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
|  |  |                                      |                                     |            |
| <b>Total</b>                                     |  |                                      | <b>3b</b>                           | 0.         |

Form 990-PF (2018)



## Part XVII

## Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations


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

[illegible]

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

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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.

**Sign Here**  11/14/19 **SECRETARY/TRESA**  
 Signature of officer or trustee Date Title **SURER**

May the IRS discuss this return with the preparer shown below? See instr.  
☒ Yes ☐ No

|                                       |  |                      |          |  |                          |
|---------------------------------------|--|----------------------|----------|--|--------------------------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name                                 | Preparer's signature | Date     | Check <input checked="" type="checkbox"/> if self-employed | PTIN                     |
|                                       | JERRY E HOLLYFIELD   | JERRY E HOLLYFIEL    | 11/14/19 |  | P00422614                |
|                                       | Firm's name ▶ JERRY E HOLLYFIELD ATTORNEY AT LAW           |                      |          |  | Firm's EIN ▶ 90-0353449  |
|                                       | Firm's address ▶ P O BOX 23407<br>KNOXVILLE, TN 37933-1407 |                      |          |  | Phone no. (865) 966-8819 |

Form **990-PF** (2018)

**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](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2018**

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 foundationCheck 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 (entering "N/A" in column (b) instead of the contributor name and address), 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) (2018)

|                               |                                |
|-------------------------------|--------------------------------|
| 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)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Total contributions | (d)<br>Type of contribution  |
|------------|--|----------------------------|--|
| 1          | CLAYTON HC INC<br>520 W SUMMIT HILL DRIVE STE 801<br>KNOXVILLE, TN 37902 | \$ 672,603.                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |  | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |

Employer identification number

58-1970851

## Part II

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions ) | (d)<br>Date received |
|------------------------------|--|---|----------------------|
| <u>  1  </u>                 | NOTES RECEIVABLE<br><hr/> <hr/> <hr/>        | \$ <u>672,603.</u>                              | <u>01/02/18</u>      |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions ) | (d)<br>Date received |
| <hr/>                        | <hr/> <hr/> <hr/>                            | \$ <hr/>  | <hr/>                |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions ) | (d)<br>Date received |
| <hr/>                        | <hr/> <hr/> <hr/>                            | \$ <hr/>  | <hr/>                |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions ) | (d)<br>Date received |
| <hr/>                        | <hr/> <hr/> <hr/>                            | \$ <hr/>  | <hr/>                |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions ) | (d)<br>Date received |
| <hr/>                        | <hr/> <hr/> <hr/>                            | \$ <hr/>  | <hr/>                |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions ) | (d)<br>Date received |
| <hr/>                        | <hr/> <hr/> <hr/>                            | \$ <hr/>  | <hr/>                |



|                               |                                |
|-------------------------------|--------------------------------|
| 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.<br>from<br>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 |                                     |
|   |                     |  |                                     |
|   |                     |  |                                     |
|   |                     |  |                                     |

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

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| FIRSTBANK- 6523         | 4,549.                      | 4,549.                          |                               |
| FIRSTBANK- 7917         | 918.                        | 918.                            |                               |
| TOTAL TO PART I, LINE 3 | 5,467.                      | 5,467.                          |                               |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                                       | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|--|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| CANDLELIGHT                                  | 11,045.         | 0.                            | 11,045.                     | 11,045.                           |                               |
| FIRSTBANK - 0057                             | 111,911.        | 0.                            | 111,911.                    | 111,911.                          |                               |
| FIRSTBANK - 0062                             | 2,994,894.      | 552,188.                      | 2,442,706.                  | 2,442,706.                        |                               |
| FIRSTBANK - 0094                             | 32,067.         | 4,639.                        | 27,428.                     | 27,428.                           |                               |
| HEIGHTS FINANCE<br>CORPORATION               | 677,808.        | 0.                            | 677,808.                    | 677,808.                          |                               |
| INNOVATION VALLEY<br>PARTNERS<br>(INVESTMENT | 1,445.          | 0.                            | 1,445.                      | 1,445.                            |                               |
| NATIONAL FINANCIAL<br>SERVICES               | 36,442.         | 0.                            | 36,442.                     | 36,442.                           |                               |
| TO PART I, LINE 4                            | 3,865,612.      | 556,827.                      | 3,308,785.                  | 3,308,785.                        |                               |

## FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|--|-----------------------------|-----------------------------------|-------------------------------|
| PASSTHROUGH FROM INNOVATION VALLEY<br>INVESTMENT PARTNERSHIP | 1,060.                      | 1,060.                            |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11                        | 1,060.                      | 1,060.                            |                               |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 4 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ACCOUNTING FEES              | 7,335.                       | 7,335.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16B | 7,335.                       | 7,335.                            |                               | 0.                            |   |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INVESTMENT MANAGEMENT FEES   | 204,271.                     | 204,271.                          |                               | 0.                            |   |
| PROFESSIONAL FEES            | 250.                         | 250.                              |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C | 204,521.                     | 204,521.                          |                               | 0.                            |   |

| FORM 990-PF                 | TAXES                        |                                   |                               | STATEMENT                     | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| EXCISE TAXES                | 127,500.                     | 0.                                |                               | 0.                            |   |
| STATE INCOME TAX            | 18.                          | 18.                               |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18 | 127,518.                     | 18.                               |                               | 0.                            |   |

| FORM 990-PF                              | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 7 |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                              | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ANNUAL REPORT FEE                        | 75.                          | 0.                                |                               | 0.                            |   |
| BANK,WIRE FEES; PORTFOLIO<br>AMORTIZATON | 1,817.                       | 1,817.                            |                               | 0.                            |   |
| SEMINARS                                 | 2,122.                       | 1,021.                            |                               | 0.                            |   |
| DUES AND SUBSCRIPTIONS                   | 1,169.                       | 270.                              |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 23              | 5,183.                       | 3,108.                            |                               | 0.                            |   |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET VALUE |
|---|-------------|-------------------|
| FIRSTBANK ACCT - 0062                   | 70,706,682. | 110,495,509.      |
| FIRSTBANK ACCT - 0094                   | 1,095,845.  | 1,350,333.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 71,802,527. | 111,845,842.      |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 9 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| HEIGHTS FINANCE DEBENTURES              | 3,000,000. | 3,000,000.        |
| DONNELLEY RR & SONS DEB-7AG6            | 437,500.   | 457,500.          |
| HERTZ CORP SR/NT                        | 112,832.   | 117,250.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 3,550,332. | 3,574,750.        |

|             |                   |           |    |
|-------------|-------------------|-----------|----|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 10 |
|-------------|-------------------|-----------|----|

| DESCRIPTION   | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|------------------|------------|-------------------|
| INNOVATION VALLEY PARTNERS LP<br>(INVESTMENT PARTNERSHIP) | COST             | 811,427.   | 811,427.          |
| DONATED NOTE RECEIVABLE                                   | COST             | 181,488.   | 181,488.          |
| TOTAL TO FORM 990-PF, PART II, LINE 13                    |                  | 992,915.   | 992,915.          |

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|             |                                  |           |    |
|-------------|----------------------------------|-----------|----|
| FORM 990-PF | LIST OF SUBSTANTIAL CONTRIBUTORS | STATEMENT | 11 |
|             | PART VII-A, LINE 10              |           |    |

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| NAME OF CONTRIBUTOR | ADDRESS   |
|---------------------|---|
| CLAYTON BANK        | 520 W SUMMIT HILL DR STE 801<br>KNOXVILLE, TN 37902 |
| JAMES L CLAYTON     | 520 W SUMMIT HILL DR STE 801<br>KNOXVILLE, TN 37902 |
| CLAYTON HC INC      | 520 W SUMMIT HILL DR STE 801<br>KNOXVILLE, TN 37902 |

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

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| NAME AND ADDRESS  | TITLE AND<br>AVRG HRS/WK | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|---|--------------------------|-------------------|------------------------------|--------------------|
| JAMES L CLAYTON<br>520 W SUMMIT HILL DRIVE SUITE 801<br>KNOXVILLE, TN 37902 | DIR/PRES<br>1.00         | 0.                | 0.                           | 0.                 |
| MICHELLE B WITT<br>409 CUTLASS ROAD<br>KNOXVILLE, TN 37934                  | MANAGING DIR<br>30.00    | 37,275.           | 0.                           | 0.                 |
| KEVIN T CLAYTON<br>P O BOX 9790<br>MARYVILLE, TN 37802                      | DIR<br>0.25              | 0.                | 0.                           | 0.                 |
| B JOE CLAYTON<br>9715 PARKSIDE DRIVE<br>KNOXVILLE, TN 37922                 | DIR<br>0.25              | 0.                | 0.                           | 0.                 |
| KEVIN S WILDER<br>7224 MERRIWOOD DRIVE<br>KNOXVILLE, TN 37919               | SEC/TREAS<br>1.00        | 0.                | 0.                           | 0.                 |
| TRAVIS K EDMONDSON<br>7325 DIXON SPRINGS LANE<br>KNOXVILLE, TN 37917        | DIR<br>0.25              | 0.                | 0.                           | 0.                 |

THE CLAYTON FAMILY FOUNDATION

58-1970851

FLYNT H GRIFFIN  
3616 LYLES DRIVE  
OXFORD, MS 38655

DIR

0.25

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

37,275.

0.

0.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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.

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2018 FORM 990-PFPAGE 5, PART VII-B, LINE 1a(3)ACTIVITIES WITH DISQUALIFIED PERSONS

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

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

THE ORGANIZATION PAID CLAYTON BANK AND TRUST \$7,781 TO REIMBURSE SALARY AND RELATED COMPENSATION EXPENSES FOR TIME SPENT ON ORGANIZATION MATTERS BY JEANNE C. CAMPBELL, A "DISQUALIFIED PERSON" WITHIN THE MEANING OF IRC § 4946(a). MS CAMPBELL PERFORMED PERSONAL SERVICES FOR THE ORGANIZATION WHICH WERE REASONABLE AND NECESSARY TO CARRYING OUT ITS EXEMPT PURPOSE AND THE AMOUNT PAID WAS NOT EXCESSIVE.

THE ORGANIZATION ALSO PAID \$37,275 TO MICHELLE B. WITT, A "DISQUALIFIED PERSON" WITHIN THE MEANING OF IRC § 4946(a). MS WITT SERVED AS 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

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| Organization                   | Relationship | Status         | Purpose of Grant      | Amount    |
|--------------------------------|--------------|----------------|-----------------------|-----------|
| 12th District Drug Court       | N/A          | Public Charity | General Fund          | 3,000.00  |
| PO Box 648                     |              |                |                       |           |
| Winchester, TN 37398           |              |                |                       |           |
| Alliance for Better Nonprofits | N/A          | Public Charity | General Fund          | 25,000.00 |
| 318 N Gay Street Suite 210     |              |                |                       |           |
| Knoxville, TN 37917            |              |                |                       |           |
| Alzheimer's Tennessee          | N/A          | Public Charity | General Support Grant | 3,500.00  |
| 5801 Kingston Pike             |              |                |                       |           |
| Knoxville, TN 37919            |              |                |                       |           |
| American Cancer Society        | N/A          | Public Charity | General Fund          | 12,500.00 |
| 250 Williams Street NW         |              |                |                       |           |
| Atlanta, GA 30303              |              |                |                       |           |
| American Red Cross             | N/A          | Public Charity | General Fund          | 5,000.00  |
| 6921 Middlebrook Pike          |              |                |                       |           |
| Knoxville, TN 37909            |              |                |                       |           |
| AOPA                           | N/A          | Public Charity | General Fund          | 1,000.00  |
| 421 Aviation Way               |              |                |                       |           |
| Frederick, MD 21701            |              |                |                       |           |
| Beaver Dam Baptist Church      | N/A          | Church         | General Fund          | 5,000.00  |
| 4328 Emory Road                |              |                |                       |           |
| Knoxville, TN 37938            |              |                |                       |           |
| Beta Theta Pi Foundation       | N/A          | Public Charity | General Fund          | 5,000.00  |
| PO Box 23034                   |              |                |                       |           |
| Knoxville, TN 37933            |              |                |                       |           |

## CLAYTON FAMILY FOUNDATION

## GRANT SCHEDULE - 2018

STATEMENT 15

TIN: 58-1970851

| Organization  | Relationship | Status         | Purpose of Grant        | Amount     |
|---|--------------|----------------|-------------------------|------------|
| Big Brothers Big Sisters  | N/A          | Public Charity | General Fund            | 25,000.00  |
| 318 North Gay Street Ste 100<br>Knoxville, TN 37917                                 |              |                |                         |            |
| Blount County Children's Advocacy Center<br>P.O. Box 5058<br>Maryville, TN 37802    | N/A          | Public Charity | General Fund            | 25,000.00  |
| Boy Scouts Great Smoky Mountain Council<br>PO Box 51885<br>Knoxville, TN 37950-1885 | N/A          | Public Charity | Sponsor Golf Tournament | 10,000.00  |
| Boys & Girls Clubs of Tennessee Valley<br>927 Irwin Street<br>Knoxville, TN 37917   | N/A          | Public Charity | General Fund            | 150,000.00 |
| Breakthrough Corporation<br>1805 Maryville Pike<br>Knoxville, TN 37920              | N/A          | Public Charity | General Fund            | 10,000.00  |
| Calvary Baptist Church<br>PO Box 309<br>Alcoa, TN 37701                             | N/A          | Church         | General Fund            | 10,000.00  |
| Cancer Support Community<br>2230 Sutherland Avenue<br>Knoxville, TN 37919           | N/A          | Public Charity | Program Support         | 5,000.00   |
| CASA Works<br>1301 East Carroll Street<br>Tullahoma, TN 37388                       | N/A          | Public Charity | General Fund            | 5,000.00   |

## CLAYTON FAMILY FOUNDATION

## GRANT SCHEDULE - 2018

STATEMENT 15

TIN: 58-1970851

| Organization   | Relationship | Status         | Purpose of Grant           | Amount    |
|--|--------------|----------------|----------------------------|-----------|
| ChildHelp  | N/A          | Public Charity | General Fund               | 10,000.00 |
| 2505 Kingston Pike<br>Knoxville, TN 37919  |              |                |                            |           |
| Christian's Celebrating God's Bounty<br>110 2nd Avenue<br>Winchester, TN 37398       | N/A          | Public Charity | General Fund               | 15,000.00 |
| Clayton-Bradley STEM Academy<br>425 Alcoa Trail<br>Maryville, TN 37804               | N/A          | Public Charity | General Fund               | 55,000.00 |
| Cookeville Housing Services Corporation<br>P.O. Box 400<br>Cookeville, TN 38503      | N/A          | Public Charity | Teens Need Training Progra | 500.00    |
| Cumberland County Playhouse<br>PO Box 484<br>Crossville, TN 38557                    | N/A          | Public Charity | General Fund               | 5,000.00  |
| Discovery Park<br>830 Everett Blvd<br>Union City, TN 38261                           | N/A          | Public Charity | General Fund               | 2,500.00  |
| Dogwood Arts Festival<br>602 South Gay Street Mezzanine Level<br>Knoxville, TN 37902 | N/A          | Public Charity | General Fund               | 25,000.00 |
| East Tennessee Community Design Center<br>1300 North Broadway<br>Knoxville, TN 37917 | N/A          | Public Charity | General Fund               | 5,000.00  |

## CLAYTON FAMILY FOUNDATION

## GRANT SCHEDULE - 2018

STATEMENT 15

TIN: 58-1970851

| Organization                            | Relationship | Status                  | Purpose of Grant             | Amount       |
|---|--------------|-------------------------|------------------------------|--------------|
| East Tennessee Historical Society       | N/A          | Public Charity          | General Fund                 | 10,000.00    |
| P.O. Box 1629                           |              |                         |                              |              |
| Knoxville, TN 37901                     |              |                         |                              |              |
| East Tennessee Public Communications Co | N/A          | Public Charity          | 2018 Veterans Film Project a | 15,000.00    |
| 1611 East Magnolia Avenue               |              |                         |                              |              |
| Knoxville, TN 37917                     |              |                         |                              |              |
| Episcopal School of Knoxville           | N/A          | Educational Institution | Capital Building Campaign    | 110,000.00   |
| 950 Episcopal School Way                |              |                         |                              |              |
| Knoxville, TN 37932                     |              |                         |                              |              |
| Family Counseling Center                | N/A          | Public Charity          | Troy Martin Program          | 7,000.00     |
| 104 East High Street                    |              |                         |                              |              |
| Manchester, TN 37355                    |              |                         |                              |              |
| Fellowship of Christian Athletes        | N/A          | Public Charity          | General Fund                 | 20,000.00    |
| PO Box 11                               |              |                         |                              |              |
| Winchester, TN 37398                    |              |                         |                              |              |
| Fidelity Charitable                     | N/A          | Donor Advised Fund      | General                      | 4,300,000.00 |
| PO Box 11                               |              |                         |                              |              |
| Winchester, TN 37398                    |              |                         |                              |              |
| First United Methodist Church Knoxville | N/A          | Church                  | General Fund                 | 10,000.00    |
| 3316 Kingston Pike                      |              |                         |                              |              |
| Knoxville, TN 37919                     |              |                         |                              |              |
| Franklin County Board of Education      | N/A          | Educational Institution | Campora Program - Troy Ma    | 10,000.00    |
| 215 South College Street                |              |                         |                              |              |
| Winchester, TN 37398                    |              |                         |                              |              |

## CLAYTON FAMILY FOUNDATION

## GRANT SCHEDULE - 2018

STATEMENT 15

TIN: 58-1970851

| Organization                                      | Relationship | Status                  | Purpose of Grant    | Amount     |
|---|--------------|-------------------------|---------------------|------------|
| Franklin County Education Foundation              | N/A          | Public Charity          | Troy Martin Program | 10,000.00  |
| 215 S. College Street<br>Winchester, TN 37398     |              |                         |                     |            |
| Franklin Institute                                | N/A          | Public Charity          | General Fund        | 2,500.00   |
| 222 North 20th Street<br>Philadelphia, PA 19103   |              |                         |                     |            |
| Freed Hardeman University                         | N/A          | Educational Institution | General Fund        | 10,000.00  |
| 158 East Main Street<br>Henderson, TN 38340       |              |                         |                     |            |
| Friends of Tennessee Babies                       | N/A          | Public Charity          | General Fund        | 5,000.00   |
| PO Box 544<br>Alcoa, TN 37701                     |              |                         |                     |            |
| Goodwill Industries                               | N/A          | Public Charity          | General Fund        | 10,000.00  |
| PO Box 11066<br>Knoxville, TN 37939               |              |                         |                     |            |
| Governor's Foundation for Health                  | N/A          | Public Charity          | General Fund        | 25,000.00  |
| 511 Union Street Suite 720<br>Nashville, TN 37219 |              |                         |                     |            |
| Great Schools Partnership                         | N/A          | Public Charity          | General Fund        | 150,000.00 |
| 912 S Gay Street L210<br>Knoxville, TN 37902      |              |                         |                     |            |
| Hardin Valley Academy Foundation                  | N/A          | Public Charity          | General Fund        | 5,000.00   |
| 11345 Hardin Valley Road<br>Knoxville, TN 37932   |              |                         |                     |            |

## CLAYTON FAMILY FOUNDATION

## GRANT SCHEDULE - 2018

STATEMENT 15

TIN: 58-1970851

| Organization   | Relationship | Status         | Purpose of Grant           | Amount    |
|--|--------------|----------------|----------------------------|-----------|
| Helen Ross McNabb Foundation                           | N/A          | Public Charity | Knoxville Challenger Spons | 2,500.00  |
| 201 West Springdale Avenue<br>Knoxville, TN 37917      |              |                |                            |           |
| Hola Hora Latina                                       | N/A          | Public Charity | 2016 Hola Festival         | 1,000.00  |
| 100 S. Gay Street, Suite 112<br>Knoxville, TN 37902    |              |                |                            |           |
| Horatio Alger Association                              | N/A          | Public Charity | TN Scholarship Fund        | 45,000.00 |
| 99 Canal Center Plaza, Ste 320<br>Alexandria, VA 22314 |              |                |                            |           |
| Ijams Nature Center                                    | N/A          | Public Charity | General Fund               | 10,000.00 |
| P.O. Box 2601<br>Knoxville, TN 37901                   |              |                |                            |           |
| Interfaith Health Clinic                               | N/A          | Public Charity | General Fund               | 5,000.00  |
| 315 Gill Avenue<br>Knoxville, TN 37917                 |              |                |                            |           |
| James White's Fort                                     | N/A          | Public Charity | Knoxville Homecoming Event | 2,000.00  |
| 205 East Hill Avenue<br>Knoxville, TN 37915            |              |                |                            |           |
| Joni & Friends   | N/A          | Public Charity | General Fund               | 5,000.00  |
| 1540 Robinson Road<br>Knoxville, TN 37923              |              |                |                            |           |
| Junior League of Knoxville                             | N/A          | Public Charity | General Fund               | 3,000.00  |
| 607 Market Street, Suite 500<br>Knoxville, TN 37902    |              |                |                            |           |

## CLAYTON FAMILY FOUNDATION

## GRANT SCHEDULE - 2018

STATEMENT 15

TIN: 58-1970851

| Organization                              | Relationship | Status         | Purpose of Grant         | Amount     |
|---|--------------|----------------|--------------------------|------------|
| KCT Knoxville Children's Theatre          | N/A          | Public Charity | General Fund             | 12,500.00  |
| 109 E. Churchwell                         |              |                |                          |            |
| Knoxville, TN 37917                       |              |                |                          |            |
| Knoxville Botanical Gardens and Arboretum | N/A          | Public Charity | Sweetwater Red Society   | 5,000.00   |
| 2743 Wimpole Avenue                       |              |                |                          |            |
| Knoxville, TN 37914                       |              |                |                          |            |
| Knoxville Choral Society                  | N/A          | Public Charity | General Fund             | 7,500.00   |
| PO Box 1086                               |              |                |                          |            |
| Knoxville, TN 37901                       |              |                |                          |            |
| Knoxville Gay Men's Chorus                | N/A          | Public Charity | General Fund             | 2,500.00   |
| 1005 Brantley Drive                       |              |                |                          |            |
| Knoxville, TN 37923                       |              |                |                          |            |
| Knoxville Leadership Foundation           | N/A          | Public Charity | General Fund             | 5,000.00   |
| 318 North Gay Street Suite 210            |              |                |                          |            |
| Knoxville, TN 37917                       |              |                |                          |            |
| Knoxville Museum of Art                   | N/A          | Public Charity | Building Fund            | 320,715.00 |
| 1050 Worlds Fair Park Drive               |              |                |                          |            |
| Knoxville, TN 37916                       |              |                |                          |            |
| Knoxville Symphony Orchestra              | N/A          | Arts & Culture | General Fund             | 122,500.00 |
| PO Box 360                                |              |                |                          |            |
| Knoxville, TN 37901                       |              |                |                          |            |
| Leadership Knoxville                      | N/A          | Public Charity | Young Professionals Summ | 30,000.00  |
| 17 Market Square Ste 201                  |              |                |                          |            |
| Knoxville, TN 37902                       |              |                |                          |            |

## CLAYTON FAMILY FOUNDATION

## GRANT SCHEDULE - 2018

STATEMENT 15

TIN: 58-1970851

| Organization                          | Relationship | Status                  | Purpose of Grant               | Amount     |
|---------------------------------------|--------------|-------------------------|--------------------------------|------------|
| Locked Down on the Outside            | N/A          | Public Charity          | General Fund                   | 1,000.00   |
| PO Box 6026                           |              |                         |                                |            |
| Knoxville, TN 37914                   |              |                         |                                |            |
| Loving Paws                           | N/A          | Public Charity          | General Fund                   | 2,000.00   |
| 2035 Brown Cemetery Road              |              |                         |                                |            |
| Luray, TN 38352                       |              |                         |                                |            |
| Manchester-Coffee County Partnership  | N/A          | Public Charity          | General Fund                   | 5,000.00   |
| PO Box 117                            |              |                         |                                |            |
| Tulahoma, TN 37388                    |              |                         |                                |            |
| Maryville College Clayton Arts Center | N/A          | Educational Institution | Clayton Performing Arts Center | 100,000.00 |
| 502 Lamar Alexander Parkway           |              |                         |                                |            |
| Maryville, TN 37804                   |              |                         |                                |            |
| Mission of Hope                       | N/A          | Public Charity          | General Fund                   | 5,000.00   |
| 6030 Industrial Heights Drive         |              |                         |                                |            |
| Knoxville, TN 37950                   |              |                         |                                |            |
| Montezuma United Methodist Church     | N/A          | Church                  | General Fund                   | 1,000.00   |
| 2870 Montezuma Road                   |              |                         |                                |            |
| Henderson, TN 38340                   |              |                         |                                |            |
| Motlow College Foundation             | N/A          | Public Charity          | Scholarship Fund               | 50,000.00  |
| PO Box 8500 Dept 160                  |              |                         |                                |            |
| Lynchburg, TN 37352                   |              |                         |                                |            |
| Motlow Community College              | N/A          | Educational Institution | Smyrna Campus Building         | 10,000.00  |
| 218 Lakewood Drive                    |              |                         |                                |            |
| Tulahoma, TN 37388                    |              |                         |                                |            |



## CLAYTON FAMILY FOUNDATION

## GRANT SCHEDULE - 2018

STATEMENT 15

TIN: 58-1970851

| Organization  | Relationship | Status         | Purpose of Grant       | Amount    |
|---|--------------|----------------|------------------------|-----------|
| Muscular Dystrophy Association                            | N/A          | Public Charity | Tullahoma TN Chapter   | 10,000.00 |
| 1990 Lakeside Parkway Suite 100<br>Tucker, GA 30084       |              |                |                        |           |
| MUSE Knoxville  | N/A          | Public Charity | General Fund           | 55,000.00 |
| 516 N. Beaman Street P.O. Box 6204<br>Knoxville, TN 37914 |              |                |                        |           |
| Northeast Volunteer Fire Department                       | N/A          | Public Charity | Christmas for Children | 500.00    |
| 516 N. Beaman Street P.O. Box 6204<br>Knoxville, TN 37914 |              |                |                        |           |
| One Day of Hope Canvas Church                             | N/A          | Church         | General Fund           | 10,000.00 |
| 1886 McArthur Street<br>Manchester, TN 37355              |              |                |                        |           |
| Parkwest Church   | N/A          | Church         | General Fund           | 2,500.00  |
| 7635 Middlebrook Pike<br>Knoxville, TN 37909              |              |                |                        |           |
| Partners for Healing                                      | N/A          | Public Charity | General Fund           | 5,000.00  |
| 109 West Blackwell Street<br>Tullahoma, TN 37388          |              |                |                        |           |
| Pellissippi State Foundation                              | N/A          | Public Charity | General Fund           | 50,000.00 |
| P.O. Box 22990<br>Knoxville, TN 37933                     |              |                |                        |           |
| Perot Museum  | N/A          | Public Charity | General Fund           | 2,500.00  |
| 2201 N. Field Street<br>Dallas, TX 75201                  |              |                |                        |           |

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| Organization                          | Relationship | Status                  | Purpose of Grant              | Amount     |
|---------------------------------------|--------------|-------------------------|-------------------------------|------------|
| Ridgedale Baptist Church              | N/A          | Church                  | General Fund                  | 5,000.00   |
| 5632 Nickle Road                      |              |                         |                               |            |
| Knoxville, TN 37921                   |              |                         |                               |            |
| Sacred Heart Cathedral School         | N/A          | Educational Institution | General Fund                  | 2,775.00   |
| 711 Northshore Drive                  |              |                         |                               |            |
| Knoxville, TN 37919                   |              |                         |                               |            |
| Scarecrow Foundation                  | N/A          | Public Charity          | General Fund                  | 5,000.00   |
| P.O. Box 11684                        |              |                         |                               |            |
| Knoxville, TN 37939                   |              |                         |                               |            |
| Second Harvest Food Bank East TN      | N/A          | Public Charity          | Building Fund                 | 105,000.00 |
| 136 Harvest Lane                      |              |                         |                               |            |
| Maryville, TN 37801                   |              |                         |                               |            |
| Sertoma Center                        | N/A          | Public Charity          | General Fund                  | 100,000.00 |
| 1400 E. Fifth Avenue                  |              |                         |                               |            |
| Knoxville, TN 37917                   |              |                         |                               |            |
| Seymour Middle School                 | N/A          | Educational Institution | Lisa Bitza's Choir / Dinner T | 1,000.00   |
| 737 Boyds Creek Highway               |              |                         |                               |            |
| Seymour, TN 37865                     |              |                         |                               |            |
| Sig Ep                                | N/A          | Public Charity          | General Fund                  | 1,200.00   |
| 310 South Boulevard                   |              |                         |                               |            |
| Richmond, VA 23220-5706               |              |                         |                               |            |
| Smoky Mountain Animal Care Foundation | N/A          | Public Charity          | Shelter Food Program          | 5,000.00   |
| PO Box 1099                           |              |                         |                               |            |
| Alcoa, TN 37701                       |              |                         |                               |            |

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| Organization                             | Relationship | Status         | Purpose of Grant | Amount     |
|--|--------------|----------------|------------------|------------|
| Smoky Mountain Service Dogs              | N/A          | Public Charity | General Fund     | 2,500.00   |
| 110 Tooweka Circle                       |              |                |                  |            |
| Loudon, TN 37774                         |              |                |                  |            |
| Tennessee Judicial Conference Foundation | N/A          | Public Charity | General Fund     | 1,000.00   |
| LMU Duncan School of Law                 |              |                |                  |            |
| Knoxville, TN 37902                      |              |                |                  |            |
| The Change Center                        | N/A          | Public Charity | General Fund     | 100,000.00 |
| 203 Harriet Tubman Street                |              |                |                  |            |
| Knoxville, TN 37915                      |              |                |                  |            |
| The Nativity Pageant                     | N/A          | Public Charity | General Fund     | 2,500.00   |
| P.O. Box 53258                           |              |                |                  |            |
| Knoxville, TN 37950                      |              |                |                  |            |
| TN State Collaborative on Reforming Ed.  | N/A          | Public Charity | General Fund     | 75,000.00  |
| 1207 18th Avenue South                   |              |                |                  |            |
| Nashville, TN 37212                      |              |                |                  |            |
| TNAchieves                               | N/A          | Public Charity | General Fund     | 100,000.00 |
| 10427 Electric Avenue                    |              |                |                  |            |
| Knoxville, TN 37932                      |              |                |                  |            |
| United Way of Blount County              | N/A          | Public Charity | General Fund     | 6,250.00   |
| 1615 East Broadway Avenue                |              |                |                  |            |
| Maryville, TN 37804                      |              |                |                  |            |
| United Way of Greater Knoxville          | N/A          | Public Charity | General Fund     | 255,000.00 |
| 1301 Hannah Avenue                       |              |                |                  |            |
| Knoxville, TN 37921                      |              |                |                  |            |

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| Organization                            | Relationship | Status                  | Purpose of Grant             | Amount    |
|---|--------------|-------------------------|------------------------------|-----------|
| University of the Cumberland            | N/A          | Educational Institution | General Fund                 | 1,000.00  |
| 649 South 10th Street                   |              |                         |                              |           |
| Williamsburg, KY 40769                  |              |                         |                              |           |
| University of TN Clarence Brown Theatre | N/A          | Educational Institution | General Fund                 | 5,000.00  |
| 1525 University Avenue                  |              |                         |                              |           |
| Knoxville, TN 37921-4848                |              |                         |                              |           |
| Volunteer East Tennessee                | N/A          | Public Charity          | General Support Grant        | 2,500.00  |
| 1301 Hannah Avenue                      |              |                         |                              |           |
| Knoxville, TN 37921                     |              |                         |                              |           |
| Volunteer Ministry Center               | N/A          | Public Charity          | Carry The Torch Knoxville S  | 5,000.00  |
| P.O. Box 325                            |              |                         |                              |           |
| Knoxville, TN 37901                     |              |                         |                              |           |
| Walridge Baptist Church                 | N/A          | Church                  | Memory of William Hoyle St   | 500.00    |
| P.O. Box 12596                          |              |                         |                              |           |
| Knoxville, TN 37912                     |              |                         |                              |           |
| WC Two First Tee Knoxville              | N/A          | Public Charity          | General Fund                 | 5,000.00  |
| 2351 Dandridge Avenue                   |              |                         |                              |           |
| Knoxville, TN 37915                     |              |                         |                              |           |
| Webb School of Knoxville                | N/A          | Educational Institution | General Fund                 | 17,320.00 |
| 9800 Webb School Drive                  |              |                         |                              |           |
| Knoxville, TN 37923                     |              |                         |                              |           |
| West Tennessee Healthcare Foundation    | N/A          | Public Charity          | Historic Farm Preservation - | 10,000.00 |
| 620 Skyline Drive                       |              |                         |                              |           |
| Jackson, TN 37901                       |              |                         |                              |           |

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| Organization   | Relationship | Status                  | Purpose of Grant         | Amount       |
|--|--------------|-------------------------|--------------------------|--------------|
| Winchester Christian Academy   | N/A          | Educational Institution | General Fund             | 5,000.00     |
| 1230 S. College Street<br>Winchester, TN 37398   |              |                         |                          |              |
| Young Life Blount County<br>PO Box 5284<br>Maryville, TN 37802                         | N/A          | Public Charity          | Sporting Clays Sponsor   | 5,000.00     |
| Young Williams Animal Center of East TN<br>3201 Division Street<br>Knoxville, TN 37919 | N/A          | Public Charity          | Mardi Growl              | 6,000.00     |
| Youth Transitions<br>PO Box 50563<br>Knoxville, TN 37950                               | N/A          | Public Charity          | Expand program to Blount | 3,000.00     |
| YWCA<br>420 West Clinch Avenue<br>Knoxville, TN 37902                                  | N/A          | Public Charity          | General Fund             | 14,750.00    |
| Zoo Knoxville<br>3500 Knoxville Zoo Drive<br>Knoxville, TN 37914                       | N/A          | Public Charity          | General Fund             | 5,000.00     |
| Total<br>109 West Blackwell Street<br>Tullahoma, TN 37388                              |              |                         |                          | 6,858,510.00 |