

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning _____, and ending _____

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

Name of foundation THE CLAYTON FAMILY FOUNDATION		A Employer identification number 58-1970851
Number and street (or P.O. box number if mail is not delivered to street address) 620 MARKET STREET	Room/suite 102	B Telephone number 8653803301X6610
City or town, state, and ZIP code KNOXVILLE, TN 37902		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 91,037,566. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	5,684.	5,684.		STATEMENT 1
	4 Dividends and interest from securities	2,508,660.	2,508,660.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<4,325,231.>			
	b Gross sales price for all assets on line 6a	87,041,458.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	<1,810,887.>	2,514,344.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	17,955.	17,955.		0.
	c Other professional fees STMT 4	233,727.	233,727.		0.
	17 Interest				
	18 Taxes STMT 5	29,341.	29,341.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	3,460.	2,011.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	284,483.	283,034.		0.
	25 Contributions, gifts, grants paid	3,475,996.			3,475,996.
26 Total expenses and disbursements. Add lines 24 and 25	3,760,479.	283,034.		3,475,996.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<5,571,366.>				
b Net investment income (if negative, enter -0-)		2,231,310.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,887,267.	2,127,260.	2,127,260.
	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	STMT 7 273,963.	273,963.	289,951.
	b Investments - corporate stock	STMT 8 73,827,374.	77,423,617.	83,261,945.
	c Investments - corporate bonds	STMT 9 8,670,498.	4,273,125.	4,316,005.
	11 Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
13 Investments - other	STMT 10 1,052,633.	1,042,404.	1,042,405.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
16 Other assets (describe)				
18 Total assets (to be completed by all filers)	90,711,735.	85,140,369.	91,037,566.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	90,711,735.	85,140,369.		
30 Total net assets or fund balances	90,711,735.	85,140,369.		
31 Total liabilities and net assets/fund balances	90,711,735.	85,140,369.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	90,711,735.
2 Enter amount from Part I, line 27a	2	<5,571,366.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	85,140,369.
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	85,140,369.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	87,041,458.	91,366,689.	<4,325,231.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<4,325,231.>	
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<4,325,231.>	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	4,677,352.	73,972,258.	.063231
2008	1,403,027.	90,711,821.	.015467
2007	2,982,107.	108,200,296.	.027561
2006	2,129,742.	100,539,832.	.021183
2005	1,974,311.	97,051,144.	.020343
2	Total of line 1, column (d)	2	.147785
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.029557
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	83,381,594.
5	Multiply line 4 by line 3	5	2,464,510.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,313.
7	Add lines 5 and 6	7	2,486,823.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,475,996.

PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		<h1>2010</h1> Substitute Form 1099-B	Proceeds From Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645	RECIPIENT'S identification number 58-1970851		
RECIPIENT'S name, address, etc. CLAYTON FAMILY FOUNDATION 3340 LAKE VIEW DR KNOXVILLE, TN 37919		100062	<i>*Gross proceeds from each of your security transactions are reported individually to the IRS. Detailed information is not reported to the IRS. It is provided for your assistance in tax return preparation. Cost basis and realized gain and loss amounts have been provided from information available in our files and may not reflect all adjustments necessary for tax reporting purposes.</i>

Trade Date	Units	Description	CUSIP	Gross Proceeds	Cost Basis*	Gain/(Loss)*	Term
7/29/2010	8,406.000	SALE OF ASSET MICROSOFT CORP	594918104	\$220,986.89	\$164,338.42	\$56,648.47	LT
8/2/2010	8,406.000	SALE OF ASSET MICROSOFT CORP	594918104	\$221,156.44	\$164,338.42	\$56,818.02	LT
9/14/2010	12,096.000	SALE OF ASSET MICROSOFT CORP	594918104	\$302,390.08	\$227,588.78	\$74,801.30	LT
9/15/2010	12,023.000	SALE OF ASSET MICROSOFT CORP	594918104	\$302,368.53	\$223,268.64	\$79,099.89	LT
9/23/2010	8,702.000	SALE OF ASSET MICROSOFT CORP	594918104	\$212,581.45	\$158,442.11	\$54,139.34	LT
9/24/2010	17,667.000	SALE OF ASSET MICROSOFT CORP	594918104	\$435,656.33	\$309,176.49	\$126,479.84	LT
8/2/2010	83,270.207	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$1,199,923.69	\$1,465,975.28	(\$266,051.59)	LT
8/9/2010	69,151.895	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$999,936.41	\$1,198,058.87	(\$198,122.46)	LT
8/11/2010	48,376.217	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$666,624.27	\$801,604.89	(\$134,980.62)	LT
9/3/2010	69,830.279	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$991,589.96	\$1,129,444.77	(\$137,854.81)	LT
9/28/2010	36,162.284	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$542,072.64	\$571,725.71	(\$29,653.07)	LT
10/25/2010	9,335.865	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$145,732.85	\$99,707.04	\$46,025.81	LT
9/28/2010	60,081.233	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$624,844.83	\$571,417.90	\$53,426.93	LT
10/29/2010	101,964.405	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$1,063,488.75	\$951,295.02	\$112,193.73	LT
11/5/2010	327.287	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$3,433.24	\$2,673.93	\$759.31	LT
2/19/2010	12,967.190	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$1,319,281.98	\$1,838,228.88	(\$518,946.90)	LT
3/4/2010	87,236.449	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$8,992,333.31	\$11,310,941.68	(\$2,318,608.37)	LT
3/12/2010	8.400	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$887.21	\$1,017.49	(\$130.28)	LT
4/5/2010	9,451.959	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$1,027,149.54	\$1,133,619.02	(\$106,469.48)	LT
5/5/2010	8,465.643	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$904,469.25	\$1,014,353.45	(\$109,884.20)	LT
5/18/2010	1,949.503	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$200,447.92	\$233,589.47	(\$33,141.55)	LT
11/29/2010	0.258	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$28.08	\$30.91	(\$2.83)	LT
12/7/2010	3,115.542	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$350,000.00	\$373,304.28	(\$23,304.28)	LT
12/17/2010	6,301.523	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$720,011.98	\$755,048.57	(\$35,036.59)	LT

PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		<h1>2010</h1> Substitute Form 1099-B	Proceeds From Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645	RECIPIENT'S identification number 58-1970851		
RECIPIENT'S name, address, etc. CLAYTON FAMILY FOUNDATION 3340 LAKE VIEW DR KNOXVILLE, TN 37919		100062	<i>*Gross proceeds from each of your security transactions are reported individually to the IRS. Detailed information is not reported to the IRS. It is provided for your assistance in tax return preparation. Cost basis and realized gain and loss amounts have been provided from information available in our files and may not reflect all adjustments necessary for tax reporting purposes.</i>

Trade Date	Units	Description	CUSIP	Gross Proceeds	Cost Basis*	Gain/(Loss)*	Term
12/28/2010	0.006	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$0.72	\$0.72	\$0.00	LT
5/6/2010	4,492.811	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	\$78,174.91	\$99,605.62	(\$21,430.71)	LT
6/21/2010	782.651	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	\$13,672.91	\$17,351.37	(\$3,678.46)	LT
11/5/2010	10,665.644	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	\$208,620.00	\$236,457.33	(\$27,837.33)	LT
12/7/2010	4,475.385	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	\$90,000.00	\$99,219.29	(\$9,219.29)	LT
12/17/2010	5,384.239	SALE OF ASSET VANGUARD MID-CAP INDEX FUND	922908835	\$110,000.00	\$119,368.58	(\$9,368.58)	LT
8/2/2010	14,523.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$1,637,482.87	\$1,868,816.58	(\$231,333.71)	LT
8/9/2010	14,523.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$1,640,198.88	\$1,868,816.58	(\$228,617.70)	LT
9/3/2010	6,194.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$685,785.36	\$770,875.24	(\$85,089.88)	LT
9/14/2010	9,128.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$1,030,315.92	\$1,095,706.77	(\$65,390.85)	LT
9/15/2010	9,122.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$1,030,036.10	\$1,094,986.54	(\$64,950.44)	LT
9/23/2010	20,141.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$2,263,959.53	\$2,217,716.28	\$46,243.25	LT
9/24/2010	20,602.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$2,353,381.64	\$2,088,764.40	\$264,617.24	LT
10/8/2010	6,778.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$789,776.05	\$588,009.58	\$201,766.47	LT
10/12/2010	5,882.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$686,709.16	\$501,253.90	\$185,455.26	LT
10/13/2010	4,326.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$511,667.90	\$367,572.37	\$144,095.53	LT
10/21/2010	4,201.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$495,706.97	\$356,951.35	\$138,755.62	LT
Long-Term Total				\$35,072,884.55	\$38,090,662.52	(\$3,017,777.97)	LT
10/29/2010	454.914	SALE OF ASSET FMI LARGE CAP	302933205	\$6,714.53	\$6,814.61	(\$100.08)	ST
11/19/2010	6,702.413	SALE OF ASSET FMI LARGE CAP	302933205	\$99,971.91	\$100,402.15	(\$430.24)	ST
12/7/2010	5,924.951	SALE OF ASSET FMI LARGE CAP	302933205	\$89,983.03	\$88,755.77	\$1,227.26	ST
12/17/2010	6,422.608	SALE OF ASSET FMI LARGE CAP	302933205	\$100,000.00	\$96,210.67	\$3,789.33	ST
10/29/2010	6,914.735	SALE OF ASSET FAIRHOLME FUND	304871106	\$235,211.71	\$235,170.15	\$41.56	ST

PAYER's name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		2010	Proceeds From Broker and Barter Exchange Transactions
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RECIPIENT'S name, address, etc. CLAYTON FAMILY FOUNDATION 3340 LAKE VIEW DR KNOXVILLE, TN 37919		100052	<i>*Gross proceeds from each of your security transactions are reported individually to the IRS. Detailed information is not reported to the IRS. It is provided for your assistance in tax return preparation. Cost basis and realized gain and loss amounts have been provided from information available in our files and may not reflect all adjustments necessary for tax reporting purposes.</i>

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11/9/2010	4,091.095	SALE OF ASSET FAIRHOLME FUND	304871106	\$142,574.67	\$139,138.15	\$3,436.52	ST
11/19/2010	2,899.391	SALE OF ASSET FAIRHOLME FUND	304871106	\$100,000.00	\$98,608.29	\$1,391.71	ST
12/7/2010	2,561.184	SALE OF ASSET FAIRHOLME FUND	304871106	\$90,000.00	\$87,105.87	\$2,894.13	ST
12/17/2010	2,910.361	SALE OF ASSET FAIRHOLME FUND	304871106	\$100,000.00	\$99,068.70	\$931.30	ST
12/7/2010	711.238	SALE OF ASSET SPARTAN INT'L INDEX FUND	315911875	\$25,000.00	\$25,049.80	(\$49.80)	ST
8/3/2010	13,927.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$712,952.25	\$740,112.50	(\$27,160.25)	ST
8/4/2010	13,927.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$714,719.01	\$720,673.34	(\$5,954.33)	ST
9/14/2010	12,737.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$650,468.71	\$658,466.59	(\$7,997.88)	ST
9/15/2010	12,724.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$650,387.60	\$657,589.52	(\$7,201.92)	ST
9/23/2010	19,145.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$981,353.53	\$987,500.43	(\$6,146.90)	ST
9/24/2010	19,153.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$990,190.78	\$987,913.07	\$2,277.71	ST
10/8/2010	9,262.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$487,719.89	\$477,173.86	\$10,546.03	ST
10/13/2010	10,457.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$557,032.39	\$534,755.70	\$22,276.69	ST
12/17/2010	5,565.863	SALE OF ASSET PIMCO TOTAL RETURN INST	693390700	\$60,000.00	\$65,068.67	(\$5,068.67)	ST
9/28/2010	119,363.114	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$1,789,253.08	\$1,750,150.58	\$39,102.50	ST
10/13/2010	149,731.903	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$2,331,325.73	\$2,090,257.07	\$241,068.66	ST
10/21/2010	64,419.059	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$999,139.61	\$891,303.02	\$107,836.59	ST
10/25/2010	56,548.395	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$882,720.45	\$771,188.67	\$111,531.78	ST
10/29/2010	338,460.579	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	\$3,685,835.71	\$3,689,254.55	(\$3,418.84)	ST
11/19/2010	3,460.677	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	\$37,306.09	\$37,670.51	(\$364.42)	ST
12/7/2010	936.330	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	\$10,000.00	\$10,187.27	(\$187.27)	ST
12/17/2010	7,068.803	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	\$75,000.00	\$76,908.58	(\$1,908.58)	ST
6/21/2010	10,727.529	SALE OF ASSET VANGUARD HIGH YIELD CORP ADM	922031760	\$58,679.59	\$60,199.32	(\$1,519.73)	ST
9/27/2010	467,763.414	SALE OF ASSET VANGUARD HIGH YIELD CORP ADM	922031760	\$2,630,327.21	\$2,593,211.12	\$37,116.09	ST
2/19/2010	11,581.268	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$112,454.11	\$112,259.10	\$195.01	ST

PAYER's name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		<h1>2010</h1> Substitute Form 1099-B	Proceeds From Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645	RECIPIENT'S identification number 58-1970851		
RECIPIENT'S name, address, etc. CLAYTON FAMILY FOUNDATION 3340 LAKE VIEW DR KNOXVILLE, TN 37919		100062	<i>*Gross proceeds from each of your security transactions are reported individually to the IRS. Detailed information is not reported to the IRS. It is provided for your assistance in tax return preparation. Cost basis and realized gain and loss amounts have been provided from information available in our files and may not reflect all adjustments necessary for tax reporting purposes.</i>

Trade Date	Units	Description	CUSIP	Gross Proceeds	Cost Basis*	Gain/(Loss)*	Term
8/9/2010	123,188.018	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$1,260,213.42	\$1,197,231.69	\$62,981.73	ST
9/28/2010	28,390.340	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$295,259.53	\$274,794.03	\$20,465.50	ST
10/29/2010	713.679	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$7,443.67	\$7,415.12	\$28.55	ST
11/5/2010	406.043	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$4,259.39	\$4,235.03	\$24.36	ST
12/7/2010	0.497	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$5.04	\$5.12	(\$0.08)	ST
11/19/2010	5,114.218	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	\$150,000.01	\$145,959.78	\$4,040.23	ST
12/7/2010	6,478.782	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	\$199,999.98	\$184,904.44	\$15,095.54	ST
12/17/2010	3,975.827	SALE OF ASSET VANGUARD SMALL CAP INDEX SIGNAL	922908421	\$125,000.00	\$113,470.10	\$11,529.90	ST
5/6/2010	717.074	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$19,755.38	\$20,333.48	(\$578.10)	ST
8/2/2010	18,213.532	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$500,325.73	\$507,635.47	(\$7,309.74)	ST
8/9/2010	18,127.744	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$500,325.73	\$500,144.42	\$181.31	ST
9/3/2010	24,537.037	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$663,726.85	\$672,591.77	(\$8,864.92)	ST
10/13/2010	45,672.595	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$1,333,183.05	\$1,215,371.36	\$117,811.69	ST
10/21/2010	22,657.767	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$666,591.51	\$590,324.86	\$76,266.65	ST
10/25/2010	22,193.097	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$658,469.19	\$556,192.70	\$102,276.49	ST
12/7/2010	8,982.034	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GROWTH	74160Q202	\$149,999.96	\$145,244.59	\$4,755.37	ST
12/17/2010	4,550.927	SALE OF ASSET PRIMECAP ODYSSEY AGGRESSIVE GROWTH	74160Q202	\$74,999.28	\$73,634.00	\$1,365.28	ST
9/23/2010	503.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$56,539.98	\$55,410.46	\$1,129.52	ST
8/3/2010	7,794.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$229,380.75	\$246,446.23	(\$17,065.48)	ST
8/9/2010	7,794.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$231,869.57	\$246,446.24	(\$14,576.67)	ST
9/14/2010	10,812.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$324,034.29	\$341,875.38	(\$17,841.09)	ST
9/15/2010	10,751.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$324,027.21	\$339,946.56	(\$15,919.35)	ST
9/23/2010	8,303.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$250,992.87	\$262,495.14	(\$11,502.27)	ST
9/24/2010	16,858.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$514,664.42	\$529,922.14	(\$15,257.72)	ST
5/27/2010	943.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$28,121.11	\$27,732.90	\$388.21	ST

PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		2010 Substitute Form 1099-B	Proceeds From Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645	RECIPIENT'S identification number 58-1970851		
RECIPIENT'S name, address, etc. CLAYTON FAMILY FOUNDATION 3340 LAKE VIEW DR KNOXVILLE, TN 37919		100062	<i>*Gross proceeds from each of your security transactions are reported individually to the IRS. Detailed information is not reported to the IRS. It is provided for your assistance in tax return preparation. Cost basis and realized gain and loss amounts have been provided from information available in our files and may not reflect all adjustments necessary for tax reporting purposes.</i>

Trade Date	Units	Description	CUSIP	Gross Proceeds	Cost Basis*	Gain/(Loss)*	Term
8/2/2010	6,627.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$204,447.55	\$194,894.93	\$9,552.62	ST
8/4/2010	6,627.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$204,774.64	\$194,894.93	\$9,879.71	ST
8/18/2010	6,763.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$202,750.94	\$198,894.58	\$3,856.36	ST
9/14/2010	8,476.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$259,537.53	\$247,703.40	\$11,834.13	ST
9/15/2010	8,492.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$259,510.52	\$240,634.44	\$18,876.08	ST
9/23/2010	5,283.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$161,495.83	\$147,662.31	\$13,833.52	ST
9/24/2010	10,727.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$335,424.87	\$297,913.70	\$37,511.17	ST
Short-Term Total				\$29,603,451.39	\$28,670,528.93	\$932,922.46	ST
2010 Transaction Total				\$64,676,335.94	\$66,761,191.45	(\$2,084,855.51)	

**Common Trust Fund
Supplemental Information**

2010

CLAYTON BANK AND TRUST
(Formerly First State Bank)
FSB COMMON TRUST FUNDS
101 E MAIN STREET
HENDERSON, TENNESSEE 38340

E Customer identification number
58-1970851

F Customer name and address
THE CLAYTON FAMILY FOUNDATION
3340 LAKE VIEW DR
KNOXVILLE, TN 37919

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Withdrawals in whole or in part from a Common Trust Fund are treated as a sale or exchange of a portion of the interest so withdrawn (I.R.C. §584 and Treas. Reg. §1.584-4). Taxable Gain or Loss on withdrawals should be determined based on the adjusted tax basis and holding period for the units withdrawn.

Withdrawal Summary:

Fund	Sale Date	Acquisition Date	Units	Gross Proceeds	Adjusted Cost Basis*		Capital Gain/(Loss)	
					Long-Term	Short-Term	Long-Term	Short-Term
CBTBANK	3/31/2010	VAR*	147,029.77	\$401,237.89	\$419,489.49		(\$18,251.60)	
CBTBANK	4/15/2010	VAR*	137,224.21	\$410,812.00	\$407,360.52		\$3,451.48	
CBTBANK	7/31/2010	VAR*	312,411.90	\$769,787.23	\$870,845.18		(\$101,057.95)	
CBTBANK	7/31/2010	VAR*	2,521.48	\$6,215.09		\$6,372.08		(\$156.99)
			<u>599,187.36</u>	<u>\$1,588,052.21</u>	<u>\$1,697,695.19</u>	<u>\$6,372.08</u>	<u>(\$115,858.07)</u>	<u>(\$156.99)</u>
FSBBOND	5/31/2010	VAR*	4,309.81	\$48,974.40	\$40,476.78		\$8,497.62	
FSBBOND	5/31/2010	VAR*	3697.197	\$42,011.97		\$41,093.84		\$918.13
FSBBOND	6/15/2010	VAR*	1,104.97	\$12,481.31	\$10,388.93		\$2,092.38	
FSBBOND	8/15/2010	VAR*	11,351.72	\$131,490.21	\$111,792.60		\$19,697.61	
FSBBOND	8/31/2010	VAR*	5,138.02	\$59,195.24	\$53,184.13		\$6,011.11	
FSBBOND	9/15/2010	VAR*	4,814.30	\$55,713.18	\$52,536.12		\$3,177.06	
FSBBOND	9/30/2010	VAR*	20,248.29	\$238,084.58	\$248,503.78		(\$12,419.20)	
FSBBOND	10/15/2010	VAR*	10,991.92	\$128,836.70	\$155,114.27		(\$26,277.57)	
FSBBOND	10/31/2010	VAR*	3,361.55	\$37,497.96	\$48,753.91		(\$11,255.95)	
			<u>65,017.89</u>	<u>\$752,265.55</u>	<u>\$720,750.52</u>	<u>\$41,093.84</u>	<u>(\$10,476.94)</u>	<u>\$918.13</u>

**Common Trust Fund
Supplemental Information**

2010

CLAYTON BANK AND TRUST
(Formerly First State Bank)
FSB COMMON TRUST FUNDS
101 E MAIN STREET
HENDERSON, TENNESSEE 38340

E Customer identification number
58-1970851

F Customer name and address
THE CLAYTON FAMILY FOUNDATION
3340 LAKE VIEW DR
KNOXVILLE, TN 37919

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Withdrawal Summary:

Fund	Sale Date	Acquisition Date	Units	Gross Proceeds	Adjusted Cost Basis*		Capital Gain/Loss	
					Long-Term	Short-Term	Long-Term	Short-Term
FTNTAXABLE	2/15/2010	VAR*	110,872.80	\$1,060,399.99	\$1,133,569.17		(\$53,169.18)	
FTNTAXABLE	2/28/2010	VAR*	7,201.42	\$70,000.00	\$74,307.55		(\$4,307.55)	
FTNTAXABLE	3/31/2010	VAR*	12,682.27	\$122,907.10	\$130,888.42		(\$7,981.32)	
FTNTAXABLE	5/31/2010	VAR*	96,451.51	\$931,980.10	\$1,012,358.61		(\$80,378.51)	
FTNTAXABLE	6/15/2010	VAR*	7,198.82	\$69,514.75	\$75,560.87		(\$6,046.12)	
FTNTAXABLE	7/31/2010	VAR*	15,644.82	\$150,000.00	\$164,209.40		(\$14,209.40)	
FTNTAXABLE	8/15/2010	VAR*	243,819.41	\$2,346,891.77	\$2,647,316.14		(\$300,424.37)	
FTNTAXABLE	8/15/2010	VAR*	20,670.19	\$198,961.61		\$214,348.51		(\$15,386.90)
FTNTAXABLE	8/31/2010	VAR*	4,545.73	\$43,177.71		\$46,338.88		(\$3,161.17)
			<u>519,066.97</u>	<u>\$5,013,833.03</u>	<u>\$5,238,210.16</u>	<u>\$260,687.39</u>	<u>(\$466,516.45)</u>	<u>(\$18,548.07)</u>
MARTIN	2/28/2010	VAR*	17,627.81	\$149,999.99	\$175,524.45		(\$25,524.46)	
MARTIN	5/31/2010	VAR*	72,512.59	\$605,882.70	\$696,435.04		(\$90,452.34)	
MARTIN	8/31/2010	VAR*	87,111.18	\$687,792.60	\$828,478.99		(\$140,686.38)	
MARTIN	9/15/2010	VAR*	88,472.24	\$745,018.77	\$818,933.33		(\$73,914.56)	
MARTIN	9/30/2010	VAR*	89,975.32	\$774,509.10	\$814,842.58		(\$40,333.48)	
MARTIN	10/15/2010	VAR*	91,681.33	\$807,103.67	\$820,856.57		(\$13,752.90)	
MARTIN	10/31/2010	VAR*	88,202.64	\$778,061.21	\$778,568.23		(\$2,507.02)	
MARTIN	11/15/2010	VAR*	79,610.14	\$658,708.50	\$631,069.58		\$25,638.92	
MARTIN	11/15/2010	VAR*	22,708.10	\$188,232.89		\$171,516.00		\$18,716.89
			<u>637,901.34</u>	<u>\$5,391,409.43</u>	<u>\$5,564,708.76</u>	<u>\$171,516.00</u>	<u>(\$361,532.22)</u>	<u>\$18,716.89</u>

**Common Trust Fund
Supplemental Information**

2010

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(Formerly First State Bank)
FSB COMMON TRUST FUNDS
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E Customer identification number
68-1970851

F Customer name and address
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3340 LAKE VIEW DR
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Withdrawal Summary:

Fund	Sale Date	Acquisition Date	Units	Gross Proceeds	Adjusted Cost Basis*		Capital Gain(Loss)	
					Long-Term	Short-Term	Long-Term	Short-Term
STOCK	3/31/2010	VAR*	15,315.54	\$143,574.44	\$152,405.06		(\$8,830.62)	
STOCK	4/15/2010	VAR*	22,802.11	\$219,569.99	\$247,611.71		(\$28,041.72)	
STOCK	4/30/2010	VAR*	22,732.23	\$214,222.67	\$297,766.06		(\$83,543.39)	
STOCK	4/30/2010	VAR*	1373.121	\$13,037.25		\$16,656.59		(\$3,619.34)
			<u>62,223.00</u>	<u>\$590,404.35</u>	<u>\$697,782.83</u>	<u>\$16,656.59</u>	<u>(\$120,415.73)</u>	<u>(\$3,619.34)</u>

Notes:

* The acquisition date varies due to the periodic reinvestment of interest, dividends and capital gains.

PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		<h1>2010</h1> Substitute Form 1099-B	Proceeds From Broker and Barter Exchange Transactions
PAYER'S Federal Identification number 62-0201645	RECIPIENT'S Identification number 58-1970851		
RECIPIENT'S name, address, etc. CLAYTON FAMILY FOUNDATION - HORATIO ALGER ENDOWMENT 3340 LAKE VIEW DR KNOXVILLE, TN 37919		100094	<i>*Gross proceeds from each of your security transactions are reported individually to the IRS. Detailed information is not reported to the IRS. It is provided for your assistance in tax return preparation. Cost basis and realized gain and loss amounts have been provided from information available in our files and may not reflect all adjustments necessary for tax reporting purposes.</i>

Trade Date	Unlts	Description	CUSIP	Gross Proceeds	Cost Basis*	Gain/(Loss)*	Term
8/5/2010	38.623	SALE OF ASSET FAIRHOLME FUND	304871106	\$1,275.72	\$1,293.10	(\$17.38)	ST
8/6/2010	32.157	SALE OF ASSET FAIRHOLME FUND	304871106	\$1,063.10	\$1,076.62	(\$13.52)	ST
8/13/2010	26.711	SALE OF ASSET FAIRHOLME FUND	304871106	\$850.48	\$894.28	(\$43.80)	ST
9/3/2010	20.529	SALE OF ASSET FAIRHOLME FUND	304871106	\$665.53	\$687.31	(\$21.78)	ST
9/16/2010	53.235	SALE OF ASSET FAIRHOLME FUND	304871106	\$1,734.40	\$1,782.31	(\$47.91)	ST
9/17/2010	53.515	SALE OF ASSET FAIRHOLME FUND	304871106	\$1,734.41	\$1,791.68	(\$57.27)	ST
9/27/2010	35.490	SALE OF ASSET FAIRHOLME FUND	304871106	\$1,156.26	\$1,188.20	(\$31.94)	ST
9/28/2010	70.893	SALE OF ASSET FAIRHOLME FUND	304871106	\$2,312.53	\$2,373.50	(\$60.97)	ST
10/14/2010	46.474	SALE OF ASSET FAIRHOLME FUND	304871106	\$1,544.80	\$1,555.95	(\$11.15)	ST
10/21/2010	25.947	SALE OF ASSET FAIRHOLME FUND	304871106	\$878.82	\$868.71	\$10.11	ST
10/25/2010	82.806	SALE OF ASSET FAIRHOLME FUND	304871106	\$2,816.23	\$2,772.34	\$43.89	ST
8/3/2010	67.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$3,429.87	\$3,463.71	(\$33.84)	ST
8/4/2010	67.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$3,438.37	\$3,486.47	(\$48.10)	ST
9/14/2010	61.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$3,115.22	\$3,240.34	(\$125.12)	ST
9/15/2010	61.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$3,118.02	\$3,240.34	(\$122.32)	ST
9/23/2010	92.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$4,715.83	\$4,887.06	(\$171.23)	ST
9/24/2010	92.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$4,756.31	\$4,887.07	(\$130.76)	ST
10/8/2010	45.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$2,369.62	\$2,390.41	(\$20.79)	ST
10/13/2010	51.000	SALE OF ASSET ISHARES S&P 100 INDEX FUND ETF	464287101	\$2,716.71	\$2,534.72	\$181.99	ST
8/2/2010	407.918	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$5,878.09	\$5,808.36	\$69.73	ST
8/9/2010	338.756	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$4,898.41	\$4,813.79	\$84.62	ST
8/11/2010	236.982	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$3,265.61	\$3,510.81	(\$245.20)	ST
9/3/2010	342.079	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$4,857.52	\$4,996.09	(\$138.57)	ST
9/28/2010	761.876	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$11,420.52	\$11,214.77	\$205.75	ST

PAYER'S name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		<h1>2010</h1> Substitute Form 1099-B	Proceeds From Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645	RECIPIENT'S identification number 58-1970851		
RECIPIENT'S name, address, etc. CLAYTON FAMILY FOUNDATION - HORATIO ALGER ENDOWMENT 3340 LAKE VIEW DR KNOXVILLE, TN 37919		100094	<i>*Gross proceeds from each of your security transactions are reported individually to the IRS. Detailed information is not reported to the IRS. It is provided for your assistance in tax return preparation. Cost basis and realized gain and loss amounts have been provided from information available in our files and may not reflect all adjustments necessary for tax reporting purposes.</i>

Trade Date	Units	Description	CUSIP	Gross Proceeds	Cost Basis*	Gain/(Loss)*	Term
10/13/2010	733.495	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$11,420.52	\$9,872.85	\$1,547.67	ST
10/21/2010	315.571	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$4,894.51	\$4,359.90	\$534.61	ST
10/25/2010	322.749	SALE OF ASSET VANGUARD TOTAL INTERNATIONAL INDEX	921909602	\$5,038.11	\$4,376.60	\$661.51	ST
10/29/2010	1,501.823	SALE OF ASSET VANGUARD TOTAL BOND FUND	921937868	\$16,354.85	\$16,354.82	\$0.03	ST
9/27/2010	2,909.877	SALE OF ASSET VANGUARD HIGH YIELD CORP ADM	922031760	\$16,362.82	\$15,922.56	\$440.26	ST
8/9/2010	639.389	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$6,540.95	\$6,292.45	\$248.50	ST
9/28/2010	459.199	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$4,775.67	\$4,511.77	\$263.90	ST
10/29/2010	532.936	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$5,558.52	\$5,188.91	\$369.61	ST
12/1/2010	3.820	SALE OF ASSET VANGUARD INT TERM CORP BOND FUND	922031810	\$38.96	\$38.51	\$0.45	ST
11/17/2010	3.408	SALE OF ASSET VANGUARD INSTITUTIONAL INDEX FUND	922040100	\$368.33	\$374.41	(\$6.08)	ST
2/19/2010	214.539	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$5,837.61	\$5,476.53	\$361.08	ST
8/2/2010	89.193	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$2,450.14	\$2,362.71	\$87.43	ST
8/9/2010	88.773	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$2,450.14	\$2,384.38	\$65.76	ST
9/3/2010	120.160	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$3,250.33	\$3,232.84	\$17.49	ST
10/13/2010	223.663	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$6,528.72	\$5,961.72	\$567.00	ST
10/21/2010	110.957	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$3,264.35	\$2,954.48	\$309.87	ST
10/25/2010	108.682	SALE OF ASSET VANGUARD GROWTH INDEX INST	922908868	\$3,224.59	\$2,911.80	\$312.79	ST
5/18/2010	111.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$12,476.00	\$11,727.77	\$748.23	ST
5/27/2010	240.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$26,438.39	\$25,357.34	\$1,081.05	ST
8/2/2010	102.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$11,500.60	\$11,463.37	\$37.23	ST
8/9/2010	102.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$11,519.68	\$11,741.19	(\$221.51)	ST
9/3/2010	43.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$4,760.86	\$4,949.72	(\$188.86)	ST
9/14/2010	64.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$7,223.95	\$7,367.02	(\$143.07)	ST
9/15/2010	64.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$7,226.74	\$7,367.02	(\$140.28)	ST
9/23/2010	144.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$16,186.39	\$15,483.38	\$703.01	ST

PAYER's name, address, etc. CLAYTON BANK AND TRUST 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902 865-544-1100		<h1>2010</h1> Substitute Form 1099-B	Proceeds From Broker and Barter Exchange Transactions
PAYER'S federal identification number 62-0201645	RECIPIENT'S identification number 58-1970851		
RECIPIENT'S name, address, etc. CLAYTON FAMILY FOUNDATION - HORATIO ALGER ENDOWMENT 3340 LAKE VIEW DR KNOXVILLE, TN 37919		100094	<i>*Gross proceeds from each of your security transactions are reported individually to the IRS. Detailed information is not reported to the IRS. It is provided for your assistance in tax return preparation. Cost basis and realized gain and loss amounts have been provided from information available in our files and may not reflect all adjustments necessary for tax reporting purposes.</i>

Trade Date	Units	Description	CUSIP	Gross Proceeds	Cost Basis*	Gain/(Loss)*	Term
9/24/2010	144.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$16,449.23	\$16,846.02	(\$396.79)	ST
10/8/2010	47.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$5,476.46	\$5,538.06	(\$61.60)	ST
10/12/2010	41.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$4,786.65	\$4,831.08	(\$44.43)	ST
10/13/2010	30.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$3,548.32	\$3,534.94	\$13.38	ST
10/21/2010	29.000	SALE OF ASSET S&P 500 SPDR ETF	78462F103	\$3,421.92	\$3,417.10	\$4.82	ST
8/3/2010	39.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$1,147.79	\$1,232.39	(\$84.60)	ST
8/9/2010	38.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$1,130.49	\$1,190.56	(\$60.07)	ST
9/14/2010	54.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$1,618.37	\$1,673.89	(\$55.52)	ST
9/15/2010	53.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$1,597.38	\$1,642.90	(\$45.52)	ST
9/23/2010	41.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$1,239.40	\$1,270.92	(\$31.52)	ST
9/24/2010	84.000	SALE OF ASSET HEALTHCARE SPDR ETF	81369Y209	\$2,564.47	\$2,601.58	(\$37.11)	ST
5/5/2010	25.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$796.97	\$698.76	\$98.21	ST
8/2/2010	31.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$956.37	\$869.83	\$86.54	ST
8/4/2010	31.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$957.90	\$850.23	\$107.67	ST
8/18/2010	32.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$959.34	\$877.65	\$81.69	ST
9/14/2010	40.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$1,224.81	\$1,097.07	\$127.74	ST
9/15/2010	40.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$1,222.38	\$1,097.07	\$125.31	ST
9/23/2010	25.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$764.22	\$685.67	\$78.55	ST
9/24/2010	50.000	SALE OF ASSET INDUSTRIAL SPDR ETF	81369Y704	\$1,563.46	\$1,371.33	\$192.13	ST
2010 Transaction Totals				\$321,130.04	\$314,119.04	\$7,011.00	ST



2010 Detail Information

Account No.	Taxpayer ID.	Page
267-002380	**~***0851	3 of 6

162109
190057

Envelope 9101 028425 15

CLAYTON FAMILY FOUNDATION
620 MARKET STREET
SUITE 102
KNOXVILLE TN 37902-2207

Customer Service: 800-544-5704

Additional Information

Amount

This detail information is not reported to the IRS. It may assist you in tax return preparation.

Short-Term Realized Gain/Loss	-8,569.47
Long-Term Realized Gain/Loss	-910,245.32

Detail Information

Short-Term Realized Gain/Loss

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This detail information is not reported to the IRS. It may assist you in tax return preparation.</i>					
FIDELITY INT'L DISCOVERY / 315910208					
12/04/09	08/25/10	78.325	2,153.16	2,478.28 a	-325.12
FIDELITY EMERGING MARKETS / 315910869					
12/04/09	08/25/10	164.615	3,616.60	4,826.72 a	-1,210.12
FIDELITY CAPITAL APPRECIATION / 316066109					
various	08/25/10	22.533	464.17	585.40 a	-121.23
FIDELITY CONTRAFUND / 316071109					
various	08/25/10	89.886	5,067.77	5,857.46 a	-789.69
FIDELITY EQUITY INCOME / 316138106					
various	08/25/10	140.787	5,178.15	7,335.18 a	-2,157.03
FIDELITY STRATEGIC DIVIDEND & INCOME / 316145887					
various	08/25/10	457.662	4,347.79	5,404.23 a	-1,056.44
FIDELITY VALUE DISCOVERY / 316345503					
various	08/25/10	257.069	3,115.68	4,421.38 a	-1,305.70
FIDELITY VALUE / 316464106					
various	08/25/10	77.963	4,364.36	5,968.50 a	-1,604.14
				Short-Term Realized Gain	0.00
				Short-Term Realized Loss	-8,569.47
				Short-Term Realized Disallowed Loss	0.00
				Total Short-Term Realized Gain/Loss	-8,569.47

a - Average Cost-Single Category

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

2010 Detail Information



Account No.	Taxpayer ID	Page
Z67-002380	**--***0851	4 of 6

Envelope 9101 028425 15

CLAYTON FAMILY FOUNDATION
 620 MARKET STREET
 SUITE 102
 KNOXVILLE TN 37902-2207

Customer Service: 800-544-5704



Detail Information		Long-Term Realized Gain/Loss				
Description/CUSIP	Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
<i>Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This detail information is not reported to the IRS. It may assist you in tax return preparation.</i>						
FIDELITY INT'L DISCOVERY / 315910208 various		08/25/10	6,149.210	169,041.78	194,567.19 a	-25,525.41
FIDELITY EMERGING MARKETS / 315910869 various		08/25/10	14,736.569	323,762.41	432,093.71 a	-108,331.30
FIDELITY CAPITAL APPRECIATION / 316066109 various		08/25/10	21,156.852	435,831.16	549,643.03 a	-113,811.87
FIDELITY CONTRAFUND / 316071109 various		08/25/10	18,534.752	1,044,989.32	1,207,827.77 a	-162,838.45
FIDELITY EQUITY INCOME / 316138106 various		08/25/10	9,089.012	334,293.86	473,550.76 a	-139,256.90
FIDELITY STRATEGIC DIVIDEND & INCOME / 316145887 various		08/25/10	21,451.868	203,792.75	253,310.95 a	-49,518.20
FIDELITY VALUE DISCOVERY / 316345503 various		08/25/10	25,784.919	312,513.21	443,479.82 a	-130,966.61
FIDELITY VALUE / 316464105 various		08/25/10	9,054.786	506,886.93	693,194.04 a	-186,307.11
SECURUS TECHNOLOGIES INC 11.00000% / 81517NAC9 06/30/06		06/01/10	100,000.000	102,750.00	85,750.00	0.00
					Adjusted Cost Basis 96,439.47 f t d	6,310.53
					Market Discount Income 9,355.42 r	
					Long-Term Realized Gain	6,310.53
					Long-Term Realized Loss	-916,555.85
					Long-Term Realized Disallowed Loss	0.00
					Total Long-Term Realized Gain/Loss	-910,245.32

a - Average Cost-Single Category

f - FIFO (First-in, First-out)

t - Cost basis information was provided by a third party. We treat it as original cost basis, as of the date it is provided, and we assume that for equities, it reflects any prior corporate actions, and for asset-backed fixed-income securities, it reflects any prior principal pay downs. We do not apply any wash sale rules to tax lots with third party-provided cost basis.

d - Adjusted cost basis reflects any cumulative original issue discount, premium, or acquisition premium (including any year-to-date amount). It assumes such amounts were amortized or accrued for tax purposes from the acquisition date through the disposition date. Premium amortization was calculated using the yield-to-maturity method. Acquisition premium was calculated using the ratable accrual method. Any market discount accretion for this position was calculated using the straight-line method and, if applicable, recognized upon disposition. Gain/loss displayed for this transaction is calculated using the cost basis adjustments, as described above. The adjusted cost basis used here may not reflect all adjustments necessary for tax reporting purposes (such as wash sale adjustments) and may not apply if you are using an alternative amortization calculation method. Refer to IRS Publication 550, *Investment Income and Expenses*, for additional information.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	22,313.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	22,313.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	22,313.
Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	106,248.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	106,248.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	83,935.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 83,935. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
6		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of JEANNE C CAMPBELL Telephone no. 86538033016610
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2010, 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?

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?
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 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2010 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No N/A
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No N/A
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	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.

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	80,288,153.
b	Average of monthly cash balances	1b	4,363,211.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	84,651,364.
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	84,651,364.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,269,770.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	83,381,594.
6	Minimum investment return. Enter 5% of line 5	6	4,169,080.

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

1	Minimum investment return from Part X, line 6	1	4,169,080.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	22,313.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,313.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,146,767.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,146,767.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,146,767.

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	3,475,996.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,475,996.
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	22,313.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,453,683.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				4,146,767.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	1,020,829.			
f Total of lines 3a through e	1,020,829.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 3,475,996.				
a Applied to 2009, 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 2010 distributable amount				3,475,996.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	670,771.			670,771.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	350,058.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	350,058.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	350,058.			
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part X(f), line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed: **SEE STATEMENT 13**

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CBT BANK FUND - SEE ATTACHED COMMON TRUST FUND SU	P	VARIOUS	VARIOUS
b CBT BANK FUND - SEE ATTACHED COMMON TRUST FUND SU	P	VARIOUS	VARIOUS
c FSB BOND FUND - SEE ATTACHED COMMON TRUST FUND SU	P	VARIOUS	VARIOUS
d FSB BOND FUND - SEE ATTACHED COMMON TRUST FUND SU	P	VARIOUS	VARIOUS
e FTN TAXABLE FUND - SEE ATTACHED COMMON TRUST FUND	P	VARIOUS	VARIOUS
f FTN TAXABLE FUND - SEE ATTACHED COMMON TRUST FUND	P	VARIOUS	VARIOUS
g FSB MARTIN FUND - SEE ATTACHED COMMON TRUST FUND	P	VARIOUS	VARIOUS
h FSB MARTIN FUND - SEE ATTACHED COMMON TRUST FUND	P	VARIOUS	VARIOUS
i CBT STOCK FUND - SEE ATTACHED COMMON TRUST FUND S	P	VARIOUS	VARIOUS
j CBT STOCK FUND - SEE ATTACHED COMMON TRUST FUND S	P	VARIOUS	VARIOUS
k CLAYTON BANK AND TRUST -0062	P	VARIOUS	VARIOUS
l CLAYTON BANK AND TRUST -0062	P	VARIOUS	VARIOUS
m CLAYTON BANK AND TRUST -0094	P	VARIOUS	VARIOUS
n CBT STOCK FUND K-1	P	VARIOUS	VARIOUS
o CBT STOCK FUND K-1	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,215.		6,372.	<157.>
b 1,581,837.		1,697,695.	<115,858.>
c 42,012.		41,094.	918.
d 710,274.		720,751.	<10,477.>
e 242,139.		260,687.	<18,548.>
f 4,771,694.		5,238,210.	<466,516.>
g 188,233.		171,516.	16,717.
h 5,203,177.		5,564,709.	<361,532.>
i 13,037.		16,657.	<3,620.>
j 577,367.		697,783.	<120,416.>
k 29,603,451.		28,670,529.	932,922.
l 35,072,885.		38,090,663.	<3,017,778.>
m 321,130.		314,119.	7,011.
n 37,759.			37,759.
o 82,731.			82,731.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<157.>
b			<115,858.>
c			918.
d			<10,477.>
e			<18,548.>
f			<466,516.>
g			16,717.
h			<361,532.>
i			<3,620.>
j			<120,416.>
k			932,922.
l			<3,017,778.>
m			7,011.
n			37,759.
o			82,731.

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

THE CLAYTON FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CBT BANK FUND K-1	P	VARIOUS	VARIOUS
b CBT BANK FUND K-1	P	09/ /99	VARIOUS
c NATIONAL FINANCIAL SERVICES (FIDELITY) - 2380 (SE	P	VARIOUS	VARIOUS
d NATIONAL FINANCIAL SERVICES (FIDELITY) - 2380 (SE	P	VARIOUS	VARIOUS
e FSB BOND FUND K 1	P	VARIOUS	VARIOUS
f FSB BOND FUND K-1	P	VARIOUS	VARIOUS
g FSB FTN TAXABLE FUND K-1	P	VARIOUS	VARIOUS
h FSB MARTIN FUND K-1	P	VARIOUS	VARIOUS
i FSB MARTIN FUND K-1	P	VARIOUS	VARIOUS
j VANGUARD CAPITAP OPP FUND	P	VARIOUS	VARIOUS
k VANGUARD MID-CAP INDEX FUND	P	VARIOUS	VARIOUS
l VANGUARD TOTAL STK INDEX FUND	P	VARIOUS	VARIOUS
m CENDANT LITIGATION CAPITAL LOSS RECOVERY	P	VARIOUS	VARIOUS
n INNOVATION VALLEY PARTNERS LP K-1	P	VARIOUS	VARIOUS
o CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 171,023.			171,023.
b		78,713.	<78,713.>
c 28,308.		36,877.	<8,569.>
d 3,433,861.		4,344,107.	<910,246.>
e 29,717.			29,717.
f 155,840.			155,840.
g 223,364.			223,364.
h 40,803.			40,803.
i		778,806.	<778,806.>
j 996,653.		1,194,406.	<197,753.>
k 939,548.		965,933.	<26,385.>
l 2,076,634.		2,306,054.	<229,420.>
m 417.			417.
n		171,008.	<171,008.>
o 491,349.			491,349.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			171,023.
b			<78,713.>
c			<8,569.>
d			<910,246.>
e			29,717.
f			155,840.
g			223,364.
h			40,803.
i			<778,806.>
j			<197,753.>
k			<26,385.>
l			<229,420.>
m			417.
n			<171,008.>
o			491,349.

2 Capital gain net income or (net capital loss) ... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<4,325,231.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
CLAYTON BANK & TRUST - 0094	1.
CLAYTON BANK & TRUST - 6523	5,325.
CLAYTON BANK & TRUST - 7917	155.
CLAYTON BANK AND TRUST - 0062	203.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	<u>5,684.</u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CBT BANK FUND (BANK COMMON TRUST FUND)	2,896.	0.	2,896.
CBT STOCK FUND (BANK COMMON TRUST FUND)	4,640.	0.	4,640.
CLAYTON BANK AND TRUST - 0057	9,264.	0.	9,264.
CLAYTON BANK AND TRUST - 0062	2,211,413.	489,273.	1,722,140.
CLAYTON BANK & TRUST-0094	10,497.	2,076.	8,421.
FIFTH THIRD BANK (RADIO SYS)	28,295.	0.	28,295.
FSB BOND FTN TAXABLE FUND (BANK COMMON TRUST FUND)	125,502.	0.	125,502.
FSB BOND FUND (BANK COMMON TRUST FUND)	46,022.	0.	46,022.
FSB BOND FUND (BANK COMMON TRUST FUND)	12.	0.	12.
FSB BOND MARTIN FUND (BANK COMMON TRUST FUND)	88,901.	0.	88,901.
HEIGHTS FINANCE CORPORATION	207,397.	0.	207,397.
INNOVATION VALLEY PARTNERS LP (INVESTMENT PARTNERSHIP)	8,566.	0.	8,566.
NATIONAL FINANCIAL SERVICES (FIDELITY)-2380	14,966.	0.	14,966.
NATIONAL FINANCIAL SERVICES (FIDELITY)-2380	212,752.	0.	212,752.
NATIONAL FINANCIAL SERVICES (FIDELITY)MARKET DISCOUNT INCOME (SECURUS)-2380	9,355.	0.	9,355.
VANGUARD MID-CAP INDEX FUND	177.	0.	177.
VANGUARD TOTAL STOCK MARKET INDEX	19,354.	0.	19,354.
TOTAL TO FM 990-PF, PART I, LN 4	<u>3,000,009.</u>	<u>491,349.</u>	<u>2,508,660.</u>

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	17,955.	17,955.			0.
TO FORM 990-PF, PG 1, LN 16B	17,955.	17,955.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	233,727.	233,727.			0.
TO FORM 990-PF, PG 1, LN 16C	233,727.	233,727.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	29,027.	29,027.			0.
STATE TAXES -K-1	314.	314.			0.
TO FORM 990-PF, PG 1, LN 18	29,341.	29,341.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL REPORT FEE	20.	0.			0.
DUES	1,152.	0.			0.
BANK, WIRE FEES; PORTFOLIO AMORTIZATION	2,011.	2,011.			0.
OFFICE SUPPLIES	277.	0.			0.
TO FORM 990-PF, PG 1, LN 23	3,460.	2,011.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
1ST TENN BK MEMPHIS MTN - WCU8		X	273,963.	289,951.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			273,963.	289,951.
TOTAL TO FORM 990-PF, PART II, LINE 10A			273,963.	289,951.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BB & T	510,638.	354,915.
SPRINT NEXTEL CORP FON SHS	359,369.	84,600.
COUNTRYWIDE CAP V GTD CAP SEC	1,250,424.	1,623,600.
CBT TRUST	74,885,058.	80,753,634.
CBT HORATIO ALGER TRUST	418,128.	445,196.
TOTAL TO FORM 990-PF, PART II, LINE 10B	77,423,617.	83,261,945.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HEIGHTS FINANCE DEBENTURES	2,000,000.	2,000,000.
DONNELLEY RR & SONS DEB-7AG6	437,500.	473,385.
DONNELLEY RR & SONS DEB-7AR2	441,875.	511,020.
HERTZ CORP SR/NT	112,875.	120,225.
EAST TROPICANA LLC BONDS	89,000.	5,125.
RITE AID CORP DEB	214,375.	228,750.
RADIO SYSTEMS CORP COMMERCIAL PAPER	977,500.	977,500.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,273,125.	4,316,005.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INNOVATION VALLEY PARTNERS LP (INVESTMENT PARTNERSHIP)	COST	1,042,404.	1,042,405.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,042,404.	1,042,405.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES L CLAYTON 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902	DIR/PRES 1.00	0.	0.	0.
JANICE K CLAYTON 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902	DIR/VP 3.00	0.	0.	0.
JEANNE C CAMPBELL 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902	DIR/SEC/TREAS 20.00	0.	0.	0.
KEVIN T CLAYTON P O BOX 9790 MARYVILLE, TN 37802	DIR 0.25	0.	0.	0.
B JOE CLAYTON 9715 PARKSIDE DRIVE KNOXVILLE, TN 37922	DIR 0.25	0.	0.	0.
JERALD L COOKSEY JR 620 MARKET STREET SUITE 102 KNOXVILLE, TN 37902	DIR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JEANNE C CAMPBELL THE CLAYTON FAMILY FOUNDATION
620 MARKET STREET SUITE 102
KNOXVILLE, TN 37902

TELEPHONE NUMBER

86538033016110

FORM AND CONTENT OF APPLICATIONS

AN APPLICATION FORM IS AVAILABLE ON THE WEBSITE, HOWEVER, NO SPECIFIC APPLICATION FORM IS REQUIRED. REQUESTS FOR FUNDS MUST BE ACCOMPANIED BY PROOF OF THE APPLICANT'S EXEMPT STATUS (IRS DETERMINATION LETTER).

ANY SUBMISSION DEADLINES

THERE ARE NO ESTABLISHED SUBMISSION DEADLINES. RESPONSE TIME IS GENERALLY 90 DAYS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS ARE RESTRICTED TO IRS APPROVED 501(C)(3) ORGANIZATIONS AND PUBLIC AGENCIES. GRANTS ARE GENERALLY MADE IN GEOGRAPHICAL AREAS WHERE THE CLAYTON FAMILY CONDUCTS BUSINESS, WITH PREFERENCE GIVEN TO ORGANIZATIONS WITHIN THE KNOXVILLE COMMUNITY.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 13

FORM AND CONTENT OF APPLICATIONS

APPLICATION FORM IS AVAILABLE ON WEBSITE, HOWEVER, NO SPECIFIC APPLICATION FORM IS REQUIRED. REQUESTS FOR FUNDS MUST BE ACCOMPANIED BY PROOF OF THE APPLICANT'S EXEMPT STATUS (IRS DETERMINATION LETTER).

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
12TH DISTRICT DRUG COURT FOUNDATION P O BOX 400 WINCHESTER, TN 37398	N/A GENERAL FUND	PUBLIC CHARITY	500.
ACTION TO CURE KIDNEY CANCER 150 WEST 75TH STREET NEW YORK, NY 10023	N/A GENERAL FUND	PUBLIC CHARITY	500.
AGAPE 428 EAST SCOTT AVENUE KNOXVILLE, TN 37917	N/A GENERAL FUND	PUBLIC CHARITY	10,000.
ALL SOULS CHURCH 4 MARKET SQUARE KNOXVILLE, TN 37902	N/A BENEVOLENT FUND	CHURCH	10,000.
ALLIANCE FOR YOUTH ACHIEVEMENT P O BOX 6634 MARYVILLE, TN 37802	N/A GENERAL FUND	PUBLIC CHARITY	500.
ALZHEIMER'S ASSOCIATION MID SOUTH CHAPTER 201 WEST LINCOLN STREET TULLAHOMA, TN 37388	N/A GENERAL FUND	PUBLIC CHARITY	4,500.
AMERICAN YOUTH SOCCER ORGANIZATION 12501 SOUTH ISIS AVENUE HAWTHORNE, CA 90250	N/A REGION 335 SUPPORT	PUBLIC CHARITY	500.
5 LOAVES 4 KIDS 317 SHARONDALE DRIVE TULLAHOMA, TN 37988	N/A GENERAL FUND	PUBLIC CHARITY	2,500.

ALZHEIMER'S DISEASE AND RELATED DISORDER ASSOCIATION - KNOXVILLE 2270 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
AMERICAN CANCER SOCIETY MIDSOUTH DIVISION 1100 IRELAND WAY SUITE 300 BIRMINGHAM, AL 35205	N/A RELAY FOR LIFE CAMPAIGN	PUBLIC CHARITY	37,793.
AMERICAN HEART ASSOCIATION 4708 PAPERMILL DRIVE KNOXVILLE, TN 37909	N/A GENERAL FUND	PUBLIC CHARITY	11,500.
ANGELIC MINISTRIES INC 1218 NORTH CENTRAL KNOXVILLE, TN 37917	N/A GENERAL FUND	PUBLIC CHARITY	500.
BEAUMONT ELEMENTARY SCHOOL 1211 BEAUMONT AVENUE KNOXVILLE, TN 37921	N/A MUSEUM PROGRAM	EDUC INSTITUTIO	4,000.
BEAVER DAM BAPTIST CHURCH 4328 EMORY ROAD KNOXVILLE, TN 37938	N/A GENERAL FUND	CHURCH	500.
BECK CULTURAL EXCHANGE CENTER 1927 DANDRIDGE AVENUE KNOXVILLE, TN 37915	N/A GENERAL FUND	PUBLIC CHARITY	500.
BETA THETA BOULE FOUNDATION 309 SUGARWOOD DRIVE KNOXVILLE, TN 37934	N/A SCHOLARSHIP FUND	PUBLIC CHARITY	3,000.
BIBLE GROVE MISSIONARY BAPTIST CHURCH P O BOX 475 LEXINGTON, TN 38351	N/A GENERAL FUND	CHURCH	500.
BLOUNT COUNTY CHILDREN'S ADVOCACY CENTER 212 CATES STREET MARYVILLE, TN 37801	N/A GENERAL FUND	PUBLIC CHARITY	500.

BLOUNT MANSION ASSOCIATION P O BOX 1703 KNOXVILLE, TN 37902	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
BIJOU THEATRE CENTER 803 SOUTH GAY STREET KNOXVILLE, TN 37902	N/A GENERAL FUND	PUBLIC CHARITY	500.
BLOOD WATER MISSION P O BOX 60381 NASHVILLE, TN 37206	N/A GENERAL FUND	PUBLIC CHARITY	500.
BLOUNT COUNTY EDUCATION FOUNDATION P O BOX 1030 ALCOA, TN 37701	N/A GENERAL FUND	PUBLIC CHARITY	2,000.
BONHAM FIREFIGHTERS ASSOCIATION CHRISTMAS FUND 301 EAST FIFTH STREET BONHAM, TX 75418	N/A CHRISTMAS FUND	GOVERNMENT ENTITY	1,600.
BOY SCOUTS OF AMERICA GREAT SMOKY MOUNTAIN COUNCIL 6440 PAPERMILL DRIVE KNOXVILLE, TN 37950	N/A GENERAL FUND	PUBLIC CHARITY	17,000.
BOY SCOUTS OF AMERICA MIDDLE TENNESSEE COUNCIL (BENTON CO) 3414 HILLSBORO PIKE NASHVILLE, TN 37215	N/A GENERAL FUND	PUBLIC CHARITY	500.
BOYS AND GIRLS CLUB OF MORRISTOWN 311 SULPHUR SPRINGS ROAD MORRISTOWN, TN 37813	N/A GENERAL FUND	PUBLIC CHARITY	500.
BOYS AND GIRLS CLUB OF DUMPLIN VALLEY 218 HWY 92 JEFFERSON CITY, TN 37760	N/A WHITE PINE CLUB	PUBLIC CHARITY	500.
BOYS AND GIRLS CLUB OF SMOKY MOUNTAINS P O BOX 5743 SEVIERVILLE, TN 37864	N/A SEYLOUR BRANCH	PUBLIC CHARITY	1,000.

BOYS AND GIRLS CLUBS OF THE TENNESSEE VALLEY 220 CARRICK STREET KNOXVILLE, TN 37921	N/A GENERAL FUND	PUBLIC CHARITY	72,500.
BRICKEY ELEMENTARY SCHOOL PTO 1810 DRY GAP PIKE KNOXVILLE, TN 37918	N/A GENERAL FUND	PUBLIC CHARITY	500.
CARL PERKINS CENTER FOR PREVENTION OF CHILD ABUSE 113 EAST MAIN STREET HENDERSON, TN 38346	N/A GENERAL FUND	PUBLIC CHARITY	8,000.
CATCH A DREAM FOUNDATION P O BOX 6280 MISSISSIPPI STATE, MS 37962	N/A GENERAL FUND	PUBLIC CHARITY	500.
CASA OF EAST TENNESSEE INC 2250 SUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A A CHILDS VOICE IN COURT	PUBLIC CHARITY	1,000.
CASA WORKS MANCHESTER 224 WEST FORT STREET MANCHESTER, TN 37355	N/A GENERAL FUND	PUBLIC CHARITY	3,000.
CATHOLIC CHARITIES OF EAST TENNESSEE INC 119 DAMRON AVE KNOXVILLE, TN 37917	N/A GENERAL FUND	PUBLIC CHARITY	6,500.
CAYWOOD ELEMENTARY SCHOOL 162 MONROE AVENUE LEXINGTON, TN 38351	N/A GENERAL FUND	GOVERNMENT ENTITY	500.
CEDAR SPRINGS PRESBYTERIAN CHURCH 9132 KINGSTON PIKE KNOXVILLE, TN 37923	N/A GAME ROOM	CHURCH	1,000.
CEREBRAL PALSY CENTER 241 WOODLAND AVENUE KNOXVILLE, TN 37917	N/A GENERAL FUND	PUBLIC CHARITY	1,000.

THE CLAYTON FAMILY FOUNDATION

58-1970851

CHARACTER COUNTS 9111 CROSSPARK DRIVE KNOXVILLE, TN 37923	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
CHERISH THE CHILD FOUNDATION P O BOX 4391 SEVIERVILLE, TN 37864	N/A GENERAL FUND	PUBLIC CHARITY	5,000.
CHILD AND FAMILY TENNESSEE 901 EAST SUMMIT HILL DRIVE SUITE 300 KNOXVILLE, TN 37915	N/A GAME ROOM	PUBLIC CHARITY	500.
CHILDHELP 2505 KINGSTON PIKE KNOXVILLE, TN 37919	N/A GAME ROOM	PUBLIC CHARITY	4,000.
CHRISTIAN ACADEMY OF KNOXVILLE INC 529 ACADEMY WAY KNOXVILLE, TN 37923	N/A GENERAL FUND	EDUC INSTITUTIO	2,500.
CHRISTIANS CELBRATING GODS BOUNTY P O BOX 721 WINCHESTER, TN 37398	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
CHURCH AT STERCHI HILLS 904 DRY GAP PIKE KNOXVILLE, TN 37918	N/A GENERAL FUND	CHURCH	2,000.
CHRISTIAN AID MINISTRIES P O BOX 360 BERLIN, OH 44610	N/A GAME ROOM	PUBLIC CHARITY	500.
CLAIBORNE COUNTY HEALTHCARE FOUNDATION 1850 OLD KNOXVILLE ROAD TAZEWELL, TN 37879	N/A GAME ROOM	PUBLIC CHARITY	500.
COFFEE COUNTY CHILDRENS ADVOCACY CENTER 104 NORTH SPRING STREET MANCHESTER, TN 37355	N/A GENERAL FUND	PUBLIC CHARITY	1,500.

COFFEE COUNTY HIGH SCHOOL 2135 NEW TULLAHOME HIGHWAY MANCHESTER, TN 37355	N/A FOOTBALL PROGRAM	GOVERNMENT ENTITY	500.
COMMUNITY CARE MINISTRIES 302 WEST HOGAN STREET TULLAHOMA, TN 37388	N/A	PUBLIC CHARITY	6,500.
COMMUNITY SCHOOL FOR THE ARTS 620 STATE STREET KNOXVILLE, TN 37901	N/A GENERAL FUND	PUBLIC CHARITY	4,500.
CROSS INTERNATIONAL CATHOLIC OUTREACH 370 WEST CAMINO GARDENS BLVD BOCA RATON, FL 33432	N/A GENERAL FUND	PUBLIC CHARITY	500.
CONCORD UNITED METHODIST CHURCH 11020 ROANE DRIVE KNOXVILLE, TN 37934	N/A ADULT DAY ENRICHMENT SERVICES	CHURCH	5,000.
COUNTRY CHRISTMAS CELEBRATION ASSOCIATION OF SAVANNAH RT 4 BOX 275B SAVANNAH, TN 38372	N/A CHRISTMAS TOYS AND FOOD DRIVE	PUBLIC CHARITY	5,000.
COVENANT LIFE INTERNATIONAL YOUTH MINISTRY P O BOX 67 LAKE CITY , TN 37769	N/A YOUTH PROGRAM	CHURCH	500.
CRAIG BROCK FOUNDATION 201 VANDERBILT LANE COWAN, TN 37318	N/A GENERAL FUND	PUBLIC CHARITY	1,500.
CROSS 406 BOYDS CREEK HWY SEYMOUR, TN 37865	N/A GENERAL FUND	PUBLIC CHARITY	1,500.
CROSSROADS CHURCH OF THE NAZARENE 511 WHITE WING ROAD LENOIR CITY, TN 37771	N/A FAMILY LIFE CENTER	CHURCH	2,000.

CRUTCHER MEMORIAL YOUTH ENRICHMENT CENTER 112 LAKESIDE STREET KNOXVILLE, TN 37914	N/A ACADEMIC ENRICHMENT PROGRAM	PUBLIC CHARITY	1,000.
CUMBERLAND COLLEGE 649 SOUTH 10TH STREET WILLIAMSBURG, KY 40769	N/A GENERAL FUND	EDUC INSTITUTIO	1,000.
CYSTIC FIBROSIS FOUNDATION 5401 KINGSTON PIKE SUITE 230 KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
CUMBERLAND COUNTY HIGH SCHOOL 660 STANLEY STREET CROSSVILLE, TN 38555	N/A GENERAL FUND	GOVERNMENT ENTITY	500.
DUCKS UNLIMITED 1 WATERFOWL WAY MEMPHIS, TN 38120	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
DYERSBURG STATE COMMUNITY COLLEGE FOUNDATION 1510 LAKE ROAD DYERSBURG, TN 38024	N/A SCHOLARSHIP FUND	PUBLIC CHARITY	5,000.
DOGWOOD ARTS FESTIVAL 106 WEST SUMMITT HILL DRIVE SUITE 200 KNOXVILLE, TN 37902	N/A GENERAL FUND	PUBLIC CHARITY	10,500.
DOWN SYNDROME AWARENESS GROUP OF EAST TN P O BOX 53575 KNOXVILLE, TN 37950	N/A GENERAL FUND	PUBLIC CHARITY	500.
DOWNTOWN CROSSVILLE 72 SOUTH MAIN STREET CROSSVILLE, TN 38555	N/A GENERAL FUND	PUBLIC CHARITY	500.
DREAM CONNECTION P O BOX 10924 KNOXVILLE, TN 37939	N/A GENERAL FUND	PUBLIC CHARITY	500.

EAST TENNESSEE CHILDREN'S HOSPITAL P O BOX 15010 KNOXVILLE, TN 37901	N/A GENERAL FUND	PUBLIC CHARITY	12,000.
EAST TENNESSEE DISCOVERY CENTER P O BOX 6204 KNOXVILLE, TN 37914	N/A GENERAL FUND	PUBLIC CHARITY	10,000.
EAST TENNESSEE FOUNDATION 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37901	N/A GENERAL FUND	PUBLIC CHARITY	5,000.
EAST TENNESSEE FOUNDATION (BUTTERFLY FUND) 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37902	N/A BUTTERFLY FUND	PUBLIC CHARITY	3,500.
EAST TENNESSEE FOUNDATION WOMEN'S FUND 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37902	N/A WOMENSFUND	PUBLIC CHARITY	15,000.
EAST TENNESSEE FOUNDATION DONOR ADVISED FUND 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37902	N/A DONOR ADVISED FUND	PUBLIC CHARITY	300,000.
EAST TENNESSEE HISTORICAL SOCIETY P O BOX 1629 KNOXVILLE, TN 37901	N/A PERMANENT EXHIBIT	PUBLIC CHARITY	20,500.
EAST TENNESSEE HOUSING DEVELOPMENT CORPORATION 1300 NORTH BROADWAY KNOXVILLE, TN 37917	N/A LONSDALE HOUSING DEVELOPMENT	PUBLIC CHARITY	4,500.
EAST TENNESSEE TECHNOLOGY ACCESS CENTER 4918 NORTH BROADWAY KNOXVILLE, TN 37918	N/A GENERAL FUND	PUBLIC CHARITY	5,000.
EMERALD YOUTH FOUNDATION 1718 NORTH CENTRAL KNOXVILLE, TN 37917	N/A JUST LEAD MINISTRY	PUBLIC CHARITY	44,750.

EPILEPSY FOUNDATION OF EAST TENNESSEE P O BOX 3156 KNOXVILLE, TN 37927	N/A GENERAL FUND	PUBLIC CHARITY	5,500.
EPISCOPAL SCHOOL OF KNOXVILLE 950 EPISCOPAL SCHOOL WAY KNOXVILLE, TN 37932	N/A GENERAL FUND	CHURCH SCHOOL	30,500.
ESTILL SPRINGS VOLUNTEER FIRE DEPARTMENT P O BOX 100 ESTILL SPRINGS, TN 37330	N/A GENERAL FUND	GOVERNMENT ENTITY	500.
FELLOWSHIP OF CHRISTIAN ATHLETES 8701 LEEDS ROAD KANSAS CITY, MO 64129	N/A SCHOLARSHIP FUND	PUBLIC CHARITY	500.
FELLOWSHIP CHURCH KNOXVILLE 8000 MIDDLEBROOK PIKE KNOXVILLE, TN 37909	N/A GENERAL FUND	CHURCH	500.
FIRST BAPTIST CHURCH CONCORD 11704 KINGSTON PIKE FARRAGUT, TN 37934	N/A WESTLAKE CAMPUS FUND	CHURCH	500.
FIRST BAPTIST CHURCH KINGSPORT 200 WEST CHURCH CIRCLE KINGSPORT, TN 37660	N/A GENERAL FUND	CHURCH	500.
FIRST PRESBYTERIAN CHURCH OF KNOXVILLE 620 STATE STREET KNOXVILLE, TN 37902	N/A CONCERT FUND	CHURCH	1,000.
FIRST PRESBYTERIAN CHURCH OF MANCHESTER 1101 JACKSON STREET MANCHESTER, TN 37355	N/A GENERAL FUND	PUBLIC CHARITY	500.
FIRST UNITED METHODIST CHURCH OF HENDERSON P O BOX 579 HENDERSON, TN 37340	N/A GENERAL FUND	CHURCH	1,000.

FIRST UNITED METHODIST CHURCH OF KNOXVILLE 3316 KINGSTON PIKE KNOXVILLE, TN 37919	N/A GENERAL FUND	CHURCH	15,000.
FOCUS GROUP PRISON MINISTRIES 6300 DEANE HILL DRIV E KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	500.
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920	N/A GENERAL FUND	PUBLIC CHARITY	500.
FLORENCE CRITTENTON AGENCY 1531 DICK LONAS ROAD KNOXVILLE, TN 37909	N/A GENERAL FUND	PUBLIC CHARITY	5,500.
FOOD ALLERGY AND ANAPHYLAXIS NETWORK 11781 LEE JACKSON HWY SUITE 160 FAIRFAX, VA 22033	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
FOREVER FAMILIES P O BOX 7368 KNOXVILLE, TN 37921	N/A GENERAL FUND	PUBLIC CHARITY	500.
FORT LOUDON LAKE ASSOCIATION 956 VOLUNTEER LANDING LANE KNOXVILLE, TN 37915	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
FORT CRAIG SCHOOL 520 WASHINGTON STREET MARYVILLE, TN 37804	N/A CAFETERIA TABLES	GOVERNMENT ENTITY	17,827.
FRANKLIN COUNTY BOARD OF EDUCATION 900 SOUTH SHEPHERD STREET WINCHESTER, TN 37398	N/A CAMPORA FAMILY RESOURCE CENTER	EDUC INSTITUTIO	2,500.
FRANKLIN COUNTY HUMANE SOCIETY P O BOX 187 WINCHESTER, TN 37398	N/A GENERAL FUND	PUBLIC CHARITY	500.

FOUNDATION FOR PRESERVATION OF OAKWOOD CEMETARY P O BOX 1412 TULLAHOMA, TN 37388	N/A GENERAL FUND	PUBLIC CHARITY	500.
FREE MEDICAL CLINIC OF AMERICA 6207 CHAPMAN HIGHWAY KNOXVILLE, TN 37920	N/A GENERAL FUND	PUBLIC CHARITY	2,500.
FREED HARDEMAN UNIVERSITY 158 EAST MAIN STREET HENDERSON, TN 38340	N/A GENERAL FUND	EDUC INSTITUTIO	10,000.
FORT SANDERS FOUNDATION 280 FORT SANDERS WEST BLVD KNOXVILLE, TN 37922	N/A PATRICIA NEAL CENTER	PUBLIC CHARITY	500.
FRIENDS OF LITERACY 101 EAST FIFTH AVE KNOXVILLE, TN 37917	N/A ADULT EDUCATION PROGRAM	PUBLIC CHARITY	5,000.
FRIENDS OF TENNESSEE BABIES WITH SPECIAL NEEDS (INFANT PARENT SERVICES) - P O BOX 504 ALCOA, TN 37701	N/A EMERGENCY ASSISTANCE PROGRAM	PUBLIC CHARITY	10,000.
FRIENDS OF THE GREAT SMOKY MOUNTAINS NATIONAL PARK INC P O BOX 1660 KODAK, TN 37764	N/A GENERAL FUND	PUBLIC CHARITY	10,000.
FRIENDS OF YOUNG WILLIAMS ANIMAL CENTER 3201 DIVISION STREET KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	41,000.
GATLINBURG GATEWAY FOUNDATION P O BOX 348 GATLINBURG, TN 37738	N/A ARROWMONT FUMD	PUBLIC CHARITY	1,000.
GENERATIONS HEALTH ASSOCIATION P O BOX 640 MCMINNVILLE, TN 37111	N/A GENERAL FUND	PUBLIC CHARITY	500.

GIRL SCOUTS COUNCIL OF THE SOUTHERN APPALACHIANS 1567 DOWNTOWN WEST BLVD KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	25,000.
GOOD SHEPHERD CATHOLIC SCHOOL 2037 DECHERD BLVD DECHERD, TN 379324	GENERAL FUND	CHURCH	7,000.
GOOD NEWS WORSHIP CENTER 675 REED ROAD LEXINGTON, TN 38351	N/A GENERAL FUND	CHURCH	1,000.
GOOD SAMARITAN MINISTRIES OF FRANKLIN COUNTY 215 EAST MAIN STREET DECHERD, TN 37324	N/A GENERAL FUND	PUBLIC CHARITY	6,500.
GOOD SAMARITAN MINISTRIES OF MANCHESTER 1200 OAKDALE STREET MANCHESTER, TN 37355	N/A GENERAL FUND	PUBLIC CHARITY	500.
GRACE BAPTIST CHURCH OF CAMDEN 226 WASHINGTON AVE CAMDEN, TN 38320	N/A GENERAL FUND	CHURCH	500.
GRACE CHRISTIAN ACADEMY 5914 BEAVER RIDGE ROAD KNOXVILLE, TN 37931	N/A HIGH SCHOOL RENOVATION	EDUC INSTITUTIO	5,000.
GREAT SMOKY MOUNTAIN INSTITUTE AT TREMONT 9275 TREMONT ROAD TOWNSEND, TN 37882	N/A GENERAL FUND	PUBLIC CHARITY	5,000.
HABITAT FOR HUMANITY ANDERSON COUNTY 111 RANDOLPH ROAD OAK RIDGE, TN 37830	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
GREAT SCHOOLS PARTNERSHIP CHARITABLE TRUST	N/A GENERAL FUND	PUBLIC CHARITY	50,000.

HABITAT FOR HUMANITY KNOXVILLE P O BOX 27478 KNOXVILLE, TN 37927	N/A GENERAL FUND	PUBLIC CHARITY	14,000.
HALLS COMMUNITY PARK 6923 MAYNARDVILLE HIGHWAY KNOXVILLE, TN 37918	N/A GENERAL FUND	PUBLIC CHARITY	1,500.
HARDIN VALLEY ELEMENTARY SCHOOL PTA 11445 HARDIN VALLEY ROAD KNOXVILLE, TN 37932	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
HARMONY ADOPTIONS OF TENNESSEE 131 CHEROKEE HEIGHTS DRIVE MARYVILLE, TN 37803	N/A GENERAL FUND	PUBLIC CHARITY	10,000.
HEARING AND SPEECH FOUNDATION 1619 EAST BROADWAY AVE MARYVILLE, TN 37804	N/A GENERAL FUND	PUBLIC CHARITY	6,000.
HEART OF A WARRIOR CHARITABLE FOUNDATION 1624 FALCON DRIVE DESOTO, TX 75115	N/A GENERAL FUND	PUBLIC CHARITY	2,500.
HEIFER PROJECT INTERNATIONAL P O BOX 8058 LITTLE ROCK, AR 72203	N/A GENERAL FUND	PUBLIC CHARITY	500.
HISTORIC TENNESSEE THEATRE FOUNDATION P O BOX 272 KNOXVILLE, TN 37901	N/A RENOVATION CAMPAIGN	PUBLIC CHARITY	53,000.
HOLA HORA LATINA P O BOX 32192 KNOXVILLE, TN 37930	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
HELEN ROSS MCNABB CENTER 201 WEST SPRINGDALE AVENUE KNOXVILLE, TN 37917	N/A GENERAL FUND	PUBLIC CHARITY	40,500.

HIGHLAND RIM HABITAT FOR HUMANITY 201 WEST LINCOLN STREET TULLAHOA, TN 37388	N/A BUILDING CAMPAIGN - 20,000; CHILDNET PROGRAM - 20,500	PUBLIC CHARITY	500.
HOPE RESOURCE CENTER 2700 PAINTER AVENUE KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	5,000.
HUMANE SOCIETY OF LINCOLN COUNTY P O BOX 37 FAYETTEVILLE, TN 37334	N/A GENERAL FUND	PUBLIC CHARITY	500.
HOSPITALITY PANTRIES 800 NORTHSHORE DRIVE KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	3,500.
IJAMS NATURE CENTER P O BOX 2601 KNOXVILLE, TN 37901	N/A TRAIL SPONSORSHIP	PUBLIC CHARITY	5,000.
EAST TENNESSEE FOUNDATION (IMAGINATION LIBRARY) 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37902	N/A IMAGINATION LIBRARY FUND - KNOXVILLE	PUBLIC CHARITY	20,000.
INTERFAITH HEALTH CLINIC 315 GILL AVENUE KNOXVILLE, TN 37917	N/A GENERAL FUND	PUBLIC CHARITY	14,500.
JACKSON CHRISTIAN SCHOOL 832 COUNTRY CLUB LANE JACKSON, TN 38305	N/A THEATRE DEPARTMENT	PUBLIC CHARITY	500.
JAMES WHITE FORT ASSOCIATION 205 EAST HILL AVE KNOXVILLE, TN 37915	N/A ROOF	PUBLIC CHARITY	5,000.
JAI SACHCHIDANAND 206 SOUTH ILLINOIS AVENUE OAK RIDGE, TN 37830	N/A GENERAL FUND	PUBLIC CHARITY	500.

JASON FOUNDATION 18 VOLUNTEER DRIVE HENDERSONVILLE, TN 37075	N/A GENERAL FUND	PUBLIC CHARITY	500.
JOHN SEVIER ELEMENTARY SCHOOL 2001 SEQUOYAH AVE MARYVILLE, TN 37804	N/A CLASSROOM NEEDS	EDUC INSTITUTIO	1,000.
JOHNSON BIBLE COLLEGE 7900 JOHNSON DRIVE KNOXVILLE, TN 37998	N/A GYMNASIUM FLOOR	EDUC INSTITUTIO	5,000.
JONI AND FRIENDS 1540 ROBINSON ROAD KNOXVILLE, TN 37923	N/A GENERAL FUND	PUBLIC CHARITY	5,000.
JOY OF MUSIC YOUTH MUSIC SCHOOL 1209 EUCLID AVE KNOXVILLE, TN 37921	N/A GENERAL FUND	PUBLIC CHARITY	500.
JUNIOR ACHIEVEMENT OF EAST TENNESSEE P O BOX 1110 CLINTON, TN 37717	N/A GENERAL FUND	PUBLIC CHARITY	5,000.
JUNIOR LEAGUE OF KNOXVILLE 6739 BAUM DRIVE KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	1,500.
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 6701 BAUM DRIVE SUITE 240 KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	5,500.
EAST TENNESSEE FOUNDATION (KNOX ACHIEVES) 625 MARKET STREET SUITE 1400 KNOXVILLE, TN 37902	N/A KNOX ACHIEVES FUND	PUBLIC CHARITY	100,000.
KINGS ACADEMY 202 SMOTHERS ROAD SEYMOUR, TN 37865	N/A GENERAL FUND	EDUC INSTITUTIO	5,000.

KINGS CROSS CHURCH 222 TURKEY CREEK ROAD TULLAHOMA, TN 37388	N/A GENERAL FUND	CHURCH	500.
KNOX AREA URBAN LEAGUE 1514 EAST FIFTH AVENUE KNOXVILLE, TN 37917	N/A FORECLOSURE COUNSELING PROGRAM	PUBLIC CHARITY	10,500.
KNOX AREA RESCUE MINISTRIES P O BOX 3310 KNOXVILLE, TN 37927	N/A GENERAL FUND	PUBLIC CHARITY	7,500.
KNOX COUNTY SCHOOLS HEALTH PROGRAM 101 EAST FIFTH AVE KNOXVILLE, TN 37917	N/A COORDINATED HEALTH PROGRAM	GOVERNMENT ENTITY	2,000.
KNOX COUNTY CHRISTIAN WOMENS JOB CORP P O BOX 3216 KNOXVILLE, TN 37927	N/A HAND UP FOR WOMEN PROGRAM	PUBLIC CHARITY	1,000.
KNOX COUNTY LIBRARY FOUNDATION 500 WEST CHURCH AVENUE KNOXVILLE, TN 37902	N/A GENERAL FUND	PUBLIC CHARITY	2,500.
KNOX HERITAGE P O BOX 1242 KNOXVILLE, TN 37901	N/A GENERAL FUND	PUBLIC CHARITY	10,500.
KNOX YOUTH SPORTS P O BOX 52363 KNOXVILLE, TN 37950	N/A GENERAL FUND	PUBLIC CHARITY	1,500.
KNOXVILLE BOTANICAL GARDENS AND ARBORETUM 2743 WIMPOLE AVENUE KNOXVILLE, TN 37914	N/A GENERAL FUND	PUBLIC CHARITY	500.
KNOXVILLE CHAPTER OF THE AMERICAN MARKETING ASSOCIATION P O BOX 52205 KNOXVILLE, TN 37950	N/A GENERAL FUND	PUBLIC CHARITY	2,000.

KNOXVILLE CHORAL SOCIETY P O BOX 1086 KNOXVILLE, TN 37901	N/A GENERAL FUND	PUBLIC CHARITY	2,000.
KNOXVILLE FAMILY JUSTICE CENTER 400 HARRIET TUBMAN STREET, SUITE 219 KNOXVILLE, TN 37915	N/A GENERAL FUND	PUBLIC CHARITY	2,500.
KNOXVILLE LEADERSHIP FOUNDATION 901 EAST SUMMIT HILL DRIVE SUITE 300 KNOXVILLE, TN 37915	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
KNOXVILLE MUSEUM OF ART 1050 WORLD'S FAIR PARK DRIVE KNOXVILLE, TN 37916	N/A GENERAL FUND	PUBLIC CHARITY	105,500.
KNOXVILLE MUSEUM OF ART FOUNDATION 1050 WORLD'S FAIR PARK DRIVE KNOXVILLE, TN 37916	N/A ENDOWMENT FUND	PUBLIC CHARITY	100,000.
KNOXVILLE OPRA COMPANY P O BOX 1601 KNOXVILLE, TN 37901	N/A GENERAL FUND	PUBLIC CHARITY	5,500.
KNOXVILLE ROWING ASSOCIATION P O BOX 10440 KNOXVILLE, TN 37939	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
KNOXVILLE SYMPHONY SOCIETY P O BOX 360 KNOXVILLE, TN 37901	N/A GENERAL FUND	PUBLIC CHARITY	151,000.
KNOXVILLE ZOO P O BOX 6040 KNOXVILLE, TN 37914	N/A GENERAL FUND	PUBLIC CHARITY	1,500.
KNOXVILLE-KNOX COUNTY COUNCIL ON AGING P O BOX 51650 KNOXVILLE, TN 37950	N/A ONE CALL SENIORS CLUB	PUBLIC CHARITY	5,000.

KNOXVILLE NEWS SENTINEL CHARITIES 2332 NEWS SWNTINEL DRIVE KNOXVILLE, TN 37921	N/A EMPTY STOCKING FUND	PUBLIC CHARITY	14,500.
KNOXVILLE WOMEN'S RUGBY CLUB 830 MAPLEHURST COURT KNOXVILLE, TN 37902	N/A GENERAL FUND	PUBLIC CHARITY	1,500.
LAKeway FOUNDATION INC 505 LAKeway PLACE TULLAHOMA, TN 37388	N/A CARING FOR KIDS	PUBLIC CHARITY	5,000.
LEADERSHIP KNOXVILLE 1301 HANNAH AVE KNOXVILLE, TN 37921	N/A GENERAL FUND	PUBLIC CHARITY	5,500.
LEGACY PARKS FOUNDATION 2447 SOUTHERLAND AVENUE KNOXVILLE, TN 37919	N/A HALLS PARK	PUBLIC CHARITY	51,000.
LEGAL AID OF EAST TENNESSEE 502 S GAY STREET SUITE 404 KNOXVILLE, TN 37902	N/A GENERAL FUND	PUBLIC CHARITY	500.
LEUKEMIA AND LYMPHOMA SOCIETY INC 404 BNA DRIVE SUITE 102 NASHVILLE, TN 37217	N/A TENNESSEE CHAPTER GENERAL FUND	PUBLIC CHARITY	500.
LOCKED DOWN ON THE OUTSIDE P O BOX 6026 KNOXVILLE, TN 37914	N/A GENERAL FUND	PUBLIC CHARITY	2,000.
LITTLE LEAGUE BASEBALL INC WINCHESTER 209 NORTH JEFFERSON STREET WINCHESTER, TN 37398	N/A GENERAL FUND	PUBLIC CHARITY	500.
LOVING PAWS RESCUE ORGANIZATION 2035 BROWN CEMETARY ROAD LURAY, TN 38352	N/A GENERAL FUND	PUBLIC CHARITY	10,000.

MAGNA VIEW BAPTIST CHURCH 1170 WEST ANDREW JOHNSON HWY TALBOTT, TN 37877	N/A YOUTH PROGRAM	CHURCH	9,000.
MAKE-A-WISH FOUNDATION 209 10TH AVENUE SOUTH SUITE 527 NASHVILLE, TN 37203	N/A GENERAL FUND	PUBLIC CHARITY	500.
MENTAL HEALTH CENTERS AND CLINICS OF TENNESSEE 1028 EAST 3RD ROAD CHATTANOOGA, TN 37403	N/A FORTWOOD CENTER	PUBLIC CHARITY	500.
MERCY HEALTH PARTNERS FOUNDATION 101 BLOUNT AVENUE, SUITE 530 KNOXVILLE, TN 37920	N/A IMPACT MERCY	PUBLIC CHARITY	1,500.
MANCHESTER COFFEE COUNTY PARTNERSHIP FOR TOMORROW 1329 MCCARTHUR STREET SUITE 1 MANCHESTER, TN 37355	N/A IMAGINATION LIBRARY	PUBLIC CHARITY	2,000.
MIDDLE TENNESSEE STATE UNIVERSITY FOUNDATION P O BOX 325 MURFREESBORO, TN 37132	N/A CHAIR OF FINANCE	PUBLIC CHARITY	2,000.
MOUNT SINAI BAPTIST CHURCH 132 WALNIT STREET COWAN, TN 37318	N/A GENERAL FUND	CHURCH	500.
MARCH OF DIMES FOUNDATION 322 NANCY LYNN LANE SUITE 11 KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	1,500.
MARYVILLE COLLEGE 502 LAMAR ALEXANDER PARKWAY MARYVILLE, TN 37304	N/A CENTER FOR THE ARTS	EDUC INSTITUTIO	251,500.
MARTIN ELEMENTARY SCHOOL 1362 MILLER AVENUE CROSSVILLE, TN 38555	N/A GENERAL FUND	GOVERNMENT ENTITY	500.

MOUNTAIN GOAT TRAIL ALLIANCE P O BOX 968 MONTEAGLE, TN 37356	N/A GENERAL FUND	PUBLIC CHARITY	500.
MULTIPLE MYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE, 5TH FLOOE NORWALK, CT 06851	N/A GENERAL FUND	PUBLIC CHARITY	500.
MISSION OF HOPE P O BOX 22312 KNOXVILLE, TN 37933	N/A GENERAL FUND	PUBLIC CHARITY	8,500.
MONTEZUMA UNITED METHODIST CHURCH 2870 MONTEZUMA ROAD HENDERSON, TN 38340	N/A BENEVOLENT FUND	CHURCH	1,000.
MOTLOW COLLEGE FOUNDATION P O BOX 8500 LYNCHBURG, TN 37352	N/A ENDOWMENT FUND (100,000); GENERL FUND (12,750)	EDUC INSTITUTIO	112,750.
MOUNT OLIVE ELEMENTARY SCHOOL 2507 MARYVILLE PIKE KNOXVILLE, TN 37920	N/A GENERAL FUND	EDUC INSTITUTIO	1,000.
MULTI-COUNTY CANCER SUPPORT NETWORK 110 EAST LAUDERDALE STREET TULLAHOMA, TN 37388	N/A GENERAL FUND	PUBLIC CHARITY	3,856.
MUSCULAR DYSTROPHY ASSOCIATION 6408 PAPERMILL DRIVE NO 230 KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	2,500.
MUSEUM OF APPALACHIA P O BOX 1189 NORRIS, TN 37828	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
MUSTARD SEED RANCH P O BOX 3814 COOKEVILLE, TN 38501	N/A GENERAL FUND	PUBLIC CHARITY	5,000.

NATIVITY PAGEANT OF KNOXVILLE P O BOX 53258 KNOXVILLE, TN 37950	N/A ROMAN SOLDIER COSTUMES	PUBLIC CHARITY	2,200.
NESSIE FOUNDATION 4500 PARRISH MANOR DRIVE GARNER, NC 27529	N/A GENERAL FUND	PUBLIC CHARITY	2,500.
NEW YORK ROAD RUNNERS 9 EAST 89TH STREET NEW YORK, NY 10128	N/A GENERAL FUND	PUBLIC CHARITY	500.
NORTH BOULEVARD CHURCH OF CHRIST 1112 NORTH RUTHERFORD BLVD MURFREESBORO, TN 37138	N/A GENERAL FUND	CHURCH	500.
ORTHOPAEDIC RESEARCH EDUCATION FOUNDATION 6300 NORTH RIVER ROAD ROSEMONT, IL 60018	N/A GENERAL FUND	PUBLIC CHARITY	500.
OPERATION NOEL 906 DINAH SHORE BLVD WINCHESTER, TN 37398	N/A GENERAL FUND	PUBLIC CHARITY	500.
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509	N/A GENERAL FUND	PUBLIC CHARITY	500.
OPTIMIST CLUB OF CLAXTON 241 EARLY DRIVE POWELL, TN 37849	N/A GENERAL FUND	PUBLIC CHARITY	500.
PARTNERS FOR HEALING 109 WEST BLACKWELL STREET TULLAHOMA, TN 37388	N/A GENERAL FUND	PUBLIC CHARITY	15,500.
PARALYZED VETERANS OF AMERICA 801 EIGHTEENTH STREET NW WASHINGTON, DC 20006	N/A GENERAL FUND	PUBLIC CHARITY	5,000.

PARTNERSHIP INITIATIVES FUND 17 MARKET SQUARE SUITE 201 KNOXVILLE, TN 37902	N/A EDUCATION MANAGEMENT INFORMATION SYSTEM	PUBLIC CHARITY	50,000.
PROJECT GRAD 700 EAST HILL AVENUE SUITE 100 KNOXVILLE, TN 37915	N/A GENERAL FUND	PUBLIC CHARITY	500.
PELLISSIPPI STATE FOUNDATION P O BOX 22090 KNOXVILLE, TN 37933	N/A ENDOWMENT FUND-80,000; BLOUNT CO CAMPUS- 80,000; STEINWAY PIANO FUND - 2,000	EDUC INSTITUTIO	162,000.
PUENTES COMMUNITY RESOURCES 17 MARKET SQUARE SUITE 201 KNOXVILLE, TN 37902	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	N/A GENERAL FUND	EDUC INSTITUTIO	1,000.
RIDGEDALE BAPTIST CHURCH 5632 NICKLE ROAD KNOXVILLE, TN 37921	N/A GENERAL FUND	CHURCH	2,500.
ROCKFORD BAPTIST CHURCH P O BOX 242 ROCKFORD, TN 37853	N/A GENERAL FUND	CHURCH	12,500.
RONALD MCDONALD HOUSE CHARITIES OF KNOXVILLE 1705 CLINCH AVE KNOXVILLE, TN 37916	N/A GENERAL FUND	PUBLIC CHARITY	1,500.
ROSEBERRY BAPTIST CHURCH 2920 ROSEBERRY ROAD MASCOT, TN 37806	N/A GENERAL FUND	CHURCH	5,000.
SAFE HAVEN CENTER 900 EAST HILL AVE ROOM 145 KNOXVILLE, TN 37915	N/A EMERGENCY ASSIATANCE PROGRAM	PUBLIC CHARITY	5,000.

SALVATION ARMY 409 NORTH BROADWAY KNOXVILLE, TN 37917	N/A SHAHER FAMILY CENTER	PUBLIC CHARITY	18,000.
SAVANNAH CHURCH OF CHRIST 1175 PICKWICK STREET SAVANNAH, TN 38372	N/A GENERAL FUND	CHURCH	1,500.
SECOND HARVEST FOOD BANK MIDDLE TENNESSEE 2037 DECHERD BLVD DECHERD, TN 37324	N/A GENERAL FUND	EDUC INSTITUTIO	500.
SECOND HARVEST FOOD BANK 922 DELAWARE AVE KNOXVILLE, TN 37921	N/A GENERAL FUND	PUBLIC CHARITY	8,000.
SAVE THE CHILDREN FEDERATION 54 WILTON ROAD WESTPORT, CT 06880	N/A GENERAL FUND	PUBLIC CHARITY	500.
SENIOR CITIZENS HOME ASSISTANCE SERVICE P O BOX 2035 KNOXVILLE, TN 37927	N/A CAPITAL CAMPAIGN	PUBLIC CHARITY	80,000.
SERTOMA CENTER 1400 EAST FIFTH AVE KNOXVILLE, TN 37917	N/A GENERAL FUND	PUBLIC CHARITY	6,000.
SEQUOYAH ELEMENTARY FOUNDATION P O BOX 11709 KNOXVILLE, TN 37939	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
SEYMOUR HIGH SCHOOL 732 BOYDS CREEK ROAD SEYMOUR, TN 37865	N/A FORENSICS TEAM	EDUC INSTITUTIO	3,000.
SKILLS DEVELOPMENT SERVICES 704 SOUTH WASHINGTON STREET TULLAHOMA, TN 379388	N/A GENERAL FUND	PUBLIC CHARITY	1,000.

SMOKY MOUNTAIN ANIMAL CARE FOUNDATION P O BOX 7218 MARYVILLE, TN 37802	N/A GENERAL FUND	PUBLIC CHARITY	10,500.
SOUTH DOYLE HIGH SCHOOL BAND BOOSTERS ASSOCIATION 2020 TIPTON STATION ROAD KNOXVILLE, TN 37920	N/A BAND BOOSTERS	GOVERNMENT ENTITY	1,000.
SOUTH KNOXVILLE CHURCH OF GOD 5623 MAGAZINE ROAD KNOXVILLE, TN 37920	N/A GENERAL FUND	CHURCH	500.
SOUTHERN FELLOWSHIP CHURCH 7301 BENNINGTON DRIVE KNOXVILLE, TN 37909	N/A GENERAL FUND	CHURCH	2,500.
SPECIAL OLYMPICS TENNESSEE 1900 12TH AVE SOUTH NASHVILLE, TN 37203	N/A GENERAL FUND	PUBLIC CHARITY	500.
SPORTSMEN AND PROFESSIONAL MEN OF COFFEE COUNTY P O BOX 1078 MANCHESTER, TN 37349	N/A GENERAL FUND	PUBLIC CHARITY	14,500.
ST BARNABAS EPSICOPAL CHURCH 110 EAST LINCOLN STREET TULLAHOMA, TN 37388	N/A GENERAL FUND	CHURCH	1,000.
STAGGERWING MUSEUM FOUNDATION P O BOX 550 TULLAHOMA, TN 37388	N/A GENERAL FUND	PUBLIC CHARITY	500.
ST JOHNS LUTHERAN CHURCH 544 NORTH BROADWAY KNOXVILLE, TN 37917	N/A GENERAL FUND	CHURCH	1,000.
ST JUDE CHILDRENS RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	N/A GENERAL FUND	PUBLIC CHARITY	3,000.

ST MARYS CATHOLIC CHURCH OAK RIDGE 327 VERMONT AVENUE OAK RIDGE, TN 37830	N/A GENERAL FUND	CHURCH	1,500.
STRAIGHT AHEAD OUTREACH ONE MARKET SQUARE KNOXVILLE, TN 37902	N/A GENERAL FUND	PUBLIC CHARITY	500.
SUSAN G KOMEN BREAST CANCER FOUNDATION P O BOX 650309 DALLAS, TX 75265	N/A GENERAL FUND	PUBLIC CHARITY	500.
TALK ABOUT CURING AUTISM 3070 BRISTOL STREET COSTA MESA, CA 92626	N/A GENERAL FUND	PUBLIC CHARITY	500.
TEAM FOCUS 6110 GRELOT ROAD MOBILE, AL 36609	N/A GENERAL FUND	PUBLIC CHARITY	500.
TENNESSEE JUDICIAL CONFERENCE FOUNDATION 1903 DIVISION STREET NASHVILLE, TN 37203	N/A SCHOLARSHIP FUND	PUBLIC CHARITY	1,000.
TENNESSEE STAGE COMPANY P O BOX 1186 KNOXVILLE, TN 37901	N/A SHAKESPEARE ON THE SQUARE	PUBLIC CHARITY	5,000.
TENNESSEE JUSTICE CENTER 301 CHARLOTTE AVENUE NASHVILLE, TN 37201	N/A GENERAL FUND	PUBLIC CHARITY	500.
THE NEXT DOOR P O BOX 282 KNOXVILLE, TN 37901	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
THE LITERACY COUNCIL 510 SOUTH JACKSON STREET TULLAHOMA, TN 37388	N/A GENERAL FUND	PUBLIC CHARITY	500.

THE LOVE KITCHEN 2418 MARTIN LUTHER KING AVE KNOXVILLE, TN 37914	N/A GENERAL FUND	PUBLIC CHARITY	5,500.
THE LORD'S CHILD P O BOX 6120 SEVIERVILLE, TN 37864	N/A GENERAL FUND	PUBLIC CHARITY	500.
TIPTON COUNTY EMERGENCY UNIT P O BOX 732 COVINGTON, TN 38019	N/A GENERAL FUND	GOVERNMENT ENTITY	500.
TULLAHOMA HIGH SCHOOL P O BOX 1386 TULLAHOMA, TN 37388	N/A BASEBALL BOOSTER CLUB	GOVERNMENT ENTITY	1,000.
TRIBE ONE EMPOWERMENT P O BOX 478 KNOXVILLE, TN 37901	N/A GENERAL FUND	PUBLIC CHARITY	2,500.
TRINITY HEALTH MINISTRIES 1127 EAST LAMAR ALEXANDER PARKWAY MARYVILLE, TN 37804	N/A GENERAL FUND	PUBLIC CHARITY	500.
TUCKALEECHEE UNITED METHODIST CHURCH 7322 OLD TUCKALEECHEE ROAD TOWNSEND, TN 37882	N/A GENERAL FUND	CHURCH	500.
TULLAHOMA CITY SCHOOLS 510 SOUTH JACKSON STREET TULLAHOMA, TN 37388	N/A COMMUNITY MENTORING PROGRAM	GOVERNMENT ENTITY	500.
UNITED WAY OF BENTON COUNTY P O BOX 212 WAVERLY, TN 37185	N/A GENERAL FUND	PUBLIC CHARITY	3,720.
UNITED WAY OF BLOUNT COUNTY 1615 EAST BROADWAY AVENUE MARYVILLE, TN 37804	N/A KNOX DESIGNATION	PUBLIC CHARITY	41,000.

UNITED WAY OF ANDERSON COUNTY P O BOX 4158 OAK RIDGE, TN 37831	N/A GENERAL FUND	PUBLIC CHARITY	500.
UNITED WAY OF GREATER KNOXVILLE 1301 HANNAH AVENUE KNOXVILLE, TN 37921	N/A GENERAL FUND	PUBLIC CHARITY	235,000.
UNITED WAY OF HAMBLLEN COUNTY P O BOX 1794 MORRISTOWN, TN 37816	N/A GENERAL FUND	PUBLIC CHARITY	500.
UNITED WAY OF SEVIER COUNTY P O BOX 6458 SEVIERVILLE, TN 37864	N/A KNOX DESIGNATION	PUBLIC CHARITY	24,000.
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	N/A GENERAL FUND	PUBLIC CHARITY	500.
UNIVERSITY HEALTH SYSTEM 1520 CHEROKEE TRAIL SUITE 110 KNOXVILLE, TN 37920	N/A GENERAL FUND	PUBLIC CHARITY	500.
UNION COUNTY HUMANE SOCIETY P O BOX 625 MAYNARDVILLE, TN 37807	N/A GENERAL FUND	PUBLIC CHARITY	2,500.
UNIVERSITY OF TENNESSEE 600 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A GENERAL FUND	EDUC INSTITUTIO	11,500.
UNIVERSITY OF TENNESSEE (MCCLUNG) 1327 CIRCLE PARK DRIVE KNOXVILLE, TN 37996	N/A MCCLUNG MUSEUM	PUBLIC CHARITY	1,000.
UNIVERSITY OF TENNESSEE BAKER CENTER 600 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A BAKER CENTER BUILDING FUND	EDUC INSTITUTIO	27,000.

UNIVERSITY OF TENNESSEE KAPPA DELTA BUILDING 600 ANDY HOLT TOWER KNOXVILLE, TN 37996	N/A KAPPA DELTA BUILDING FUND	EDUC INSTITUTIO	10,500.
UNIVERSITY OF TENNESSEE SIGMA PHI 600 ANDY HOLT TOWER KNOXVILLE, TN 37796	N/A SIGMA PHI EPSILON BUILDING AND RENOVATION FUND	EDUC INSTITUTIO	201,000.
VOLUNTEERS IN MEDICINE P O BOX 81057 CHATTANOOGA, TN 37411	N/A GENERAL FUND	PUBLIC CHARITY	500.
VOLUNTEER MINISTRY CENTER 103 SOUTH GAY STREET KNOXVILLE, TN 37901	N/A GENERAL FUND	PUBLIC CHARITY	22,500.
WC TWO FIRST TEE 2351 DANDRIDGE AVENUE KNOXVILLE, TN 37915	N/A GENERAL FUND	PUBLIC CHARITY	3,000.
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE, TN 37923	N/A SCIENCE CENTER	EDUC INSTITUTIO	105,000.
WELLNESS COMMUNITY OF EAST TENNESSEE INC 2230 SUTHERLAND AVE KNOXVILLE, TN 37919	N/A GENERAL FUND	PUBLIC CHARITY	6,500.
WESLEY HOUSE COMMUNITY CENTER 923 DAMRON AVENUE KNOXVILLE, TN 37921	N/A GENERAL FUND	PUBLIC CHARITY	500.
WESTWOOD ELEMENTARY SCHOOL 912 OAKDALE STREET MANCHESTER, TN 37355	N/A GENERAL FUND	GOVERNMENT ENTITY	5,500.
WINCHESTER CHURCH OF CHRIST 1230 SOUTH COLLEGE STREET WINCHESTER, TN 37398	N/A CHRISTIAN ACADEMY	CHURCH	2,500.

THE CLAYTON FAMILY FOUNDATION

58-1970851

WOODLAND BAPTIST CHURCH 365 WALLACE ROAD JACKSON, TN 38305	N/A YOUTH PROGRAM	CHURCH	1,500.
YMCA KNOXVILLE 900 S GAY STREET KNOXVILLE, TN 37902	N/A CAPITAL CAMPAIGN	PUBLIC CHARITY	100,000.
YOKE YOUTH MINISTRIES P O BOX 3492 KNOXVILLE, TN 37927	N/A GENERAL FUND	PUBLIC CHARITY	1,500.
YOUNG LIFE OF BLOUNT COUNTY P O BOX 5284 MARYVILLE, TN 37803	N/A SUMMER PROGRAM	PUBLIC CHARITY	10,000.
YOUTH TOWN OF TENNESSEE P O BOX 1385 JACKSON, TN 38302	GENERAL FUND	PUBLIC CHARITY	10,000.
YWCA KNOXVILLE 420 WEST CLINCH AVENUE KNOXVILLE, TN 37902	N/A GENERAL FUND	PUBLIC CHARITY	6,000.
WOUNDED WARRIOR PROJECT 7020 AC SKINNER PARKWAY JACKSONVILLE, FL 32256	N/A GENERAL FUND	PUBLIC CHARITY	500.
YOUNG LIFE TRI LAKES TULLAHOMA P O BOX 968 TULLAHOMA, TN 37388	N/A GENERAL FUND	PUBLIC CHARITY	1,000.
YOUTH EMPOWERMENT THROUGH ARTS AND HUMANITIES P O BOX 331561 MURFREESBORO, TN 37133	N/A GENERAL FUND	PUBLIC CHARITY	500.
YOUTH TRANSITIONS 4941 ANGELIA DRIVE KNOXVILLE, TN 37921	GENERAL FUND	PUBLIC CHARITY	4,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			3,475,996.

2010 FORM 990-PF

ACTIVITIES WITH DISQUALIFIED PERSONS

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

IN ADDITION, CLAYTON BANK AND TRUST CHARGED A FEE IN THE AMOUNT OF \$137,308 FOR TRUST AND INVESTMENT MANAGEMENT SERVICES PROVIDED TO THE FOUNDATION. THE FEE RATE IS LESS THAN OR EQUAL TO THE RATES CHARGED ALL TRUST DEPARTMENT CUSTOMERS. PROVISION OF AND PAYMENT FOR THESE SERVICES ARE PURSUANT TO P.L.R. DATED NOVEMBER 21, 2005.

THE ORGANIZATION PAID A THIRD PARTY \$50,124 TO REIMBURSE SALARY AND RELATED PAYROLL TAXES FOR TIME SPENT ON ORGANIZATION MATTERS BY JEANNE 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.
