

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

2005

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

For calendar year 2005, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization CHARIS FOUNDATION, INC.		A Employer identification number 62-1867423
	C/O STEINER & ELLIS, PLLC		B Telephone number (865) 212-3800
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	5516 LONAS DRIVE	260	
City or town, state, and ZIP code KNOXVILLE, TN 37909			
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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 12,309,648. (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) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	500,000.		N/A	
	2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	228,658.	228,658.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	692,670.			
	b Gross sales price for all assets on line 6a	4,533,478.			
	7 Capital gain net income (from Part IV, line 2)		692,670.		
	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	1,421,328.	921,328.			
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				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 2	11,607.	607.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	76,902.	76,902.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	88,509.	77,509.		0.
	25 Contributions, gifts, grants paid	520,584.			520,584.
26 Total expenses and disbursements. Add lines 24 and 25	609,093.	77,509.		520,584.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	812,235.				
b Net investment income (if negative, enter -0-)		843,819.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2005)

CHARIS FOUNDATION, INC.

Form 990-PF (2005)

C/O STEINER & ELLIS, PLLC

62-1867423

Page **2**

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		635,627.	38,943.	38,943.
	2	Savings and temporary cash investments		1,028,208.	622,054.	622,054.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 4		7,463,587.	9,278,660.	9,717,921.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 5		1,615,000.	1,615,000.	1,930,730.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		10,742,422.	11,554,657.	12,309,648.	
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	Organizations 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				
	Organizations 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		10,742,422.	11,554,657.	
	30	Total net assets or fund balances		10,742,422.	11,554,657.	
	31	Total liabilities and net assets/fund balances		10,742,422.	11,554,657.	

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	10,742,422.
2	Enter amount from Part I, line 27a	2	812,235.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,554,657.
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	11,554,657.

Form **990-PF** (2005)

523511
01-05-06

CHARIS FOUNDATION, INC.

Form 990-PF (2005) **C/O STEINER & ELLIS, PLLC**

62-1867423

Page **3**

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 SEE STATEMENT 10		P		
b CAPITAL GAINS DIVIDENDS				
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 4,399,593.		3,840,808.	558,785.
b 133,885.			133,885.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			558,785.
b			133,885.
c			
d			
e			

2 Capital gain net income or (net capital loss). { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	692,670.
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 organization liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the organization 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))
2004	508,401.	10,486,080.	.048483
2003	494,612.	9,208,641.	.053712
2002	430,157.	9,250,277.	.046502
2001	0.	448,414.	.000000
2000			

2 Total of line 1, column (d)	2	.148697
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	.037174
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5	4	11,808,758.
5 Multiply line 4 by line 3	5	438,979.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,438.
7 Add lines 5 and 6	7	447,417.
8 Enter qualifying distributions from Part XII, line 4	8	520,584.

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.

CHARIS FOUNDATION, INC.

Form 990-PF (2005)

C/O STEINER & ELLIS, PLLC

62-1867423

Page 4

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 letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations 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	8,438.
c	All other domestic organizations 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	8,438.
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	8,438.
6	Credits/Payments:		
a	2005 estimated tax payments and 2004 overpayment credited to 2005	6a	9,100.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	17,100.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	8,662.
11	Enter the amount of line 10 to be: Credited to 2006 estimated tax <input checked="" type="checkbox"/> 8,662. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.		X
1c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization. \$ 0. (2) On organization managers. \$ 0.		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. \$ 0.		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address <input checked="" type="checkbox"/> N/A	X	
12 The books are in care of <input checked="" type="checkbox"/> STEINER & ELLIS, PLLC Telephone no. (865) 212-3800 Located at <input checked="" type="checkbox"/> 5516 LONAS DRIVE, STE. 260, KNOXVILLE, TN ZIP+4 <input checked="" type="checkbox"/> 37909		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year		N/A

523531
01-05-06

Form 990-PF (2005)

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

Page 6

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
WILLIAM E. HASLAM 7112 SHERWOOD DRIVE KNOXVILLE, TN 37919	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
CRISTEN G. HASLAM 7112 SHERWOOD DRIVE KNOXVILLE, TN 37919	VICE PRESIDENT & DIRECTOR 0.00	0.	0.	0.
J. TODD ELLIS 5516 LONAS DRIVE, STE. 260 KNOXVILLE, TN 37909	SECRETARY, TREASURER & DIR 0.00	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
NO COMPENSATED EMPLOYEES				

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

0

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 NO DIRECT CHARITABLE ACTIVITIES IN 2005

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 NO PROGRAM RELATED INVESTMENTS IN 2005	
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	11,845,150.
b Average of monthly cash balances	1b	143,437.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	11,988,587.
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	11,988,587.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	179,829.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,808,758.
6 Minimum investment return. Enter 5% of line 5	6	590,438.

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	590,438.
2a Tax on investment income for 2005 from Part VI, line 5	2a	8,438.
b Income tax for 2005. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,438.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	582,000.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	582,000.
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	582,000.

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	520,584.
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	520,584.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	8,438.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	512,146.

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 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				582,000.
2 Undistributed income, if any, as of the end of 2004				
a Enter amount for 2004 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2005:				
a From 2000				
b From 2001				
c From 2002				
d From 2003	271.			
e From 2004	1,735.			
f Total of lines 3a through e	2,006.			
4 Qualifying distributions for 2005 from Part XII, line 4: ▶ \$ 520,584.				
a Applied to 2004, 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 2005 distributable amount				520,584.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2005 (If an amount appears in column (d), the same amount must be shown in column (a))	2,006.			2,006.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2004. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2006				59,410.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2001				
b Excess from 2002				
c Excess from 2003				
d Excess from 2004				
e Excess from 2005				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year STATEMENT 11				520,584.
Total				520,584.
b Approved for future payment NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	228,658.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	692,670.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		921,328.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	921,328.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]





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

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

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
Sign Here	Signature of officer or trustee 		
	<table border="1"> <tr> <td rowspan="2">Paid Preparer's Use Only</td> <td>Preparer's signature </td> </tr> <tr> <td>Firm's name (or yours if self-employed), address, and ZIP code JIM R. SHELBY, CPA P.O. BOX 789 KNOXVILLE, TN 37901</td> </tr> </table>	Paid Preparer's Use Only	Preparer's signature 
Paid Preparer's Use Only	Preparer's signature 		
	Firm's name (or yours if self-employed), address, and ZIP code JIM R. SHELBY, CPA P.O. BOX 789 KNOXVILLE, TN 37901		

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2005

Name of organization

CHARIS FOUNDATION, INC.
C/O STEINER & ELLIS, PLLC

Employer identification number

62-1867423

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule-see instructions.)

General Rule-

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules-

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test under Regulations sections 1.509(a)-3/1.170A-9(e) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III.)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2005)

Name of organization

CHARIS FOUNDATION, INC.
C/O STEINER & ELLIS, PLLC

Employer identification number

62-1867423

Part I Contributors (See Specific Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	<p>WILLIAM E. & CHRISTEN G. HASLAM</p> <p>7112 SHERWOOD DRIVE</p> <p>KNOXVILLE, TN 37919</p>	\$ <u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	362,543.	133,885.	228,658.
TOTAL TO FM 990-PF, PART I, LN 4	362,543.	133,885.	228,658.

FORM 990-PF	TAXES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	587.	587.		0.
FEDERAL TAXES	11,000.	0.		0.
TENNESSEE ANNUAL REPORT FEE	20.	20.		0.
TO FORM 990-PF, PG 1, LN 18	11,607.	607.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES	71,822.	71,822.			0.
BANK CHARGES	195.	195.			0.
PROFESSIONAL FEES	4,885.	4,885.			0.
TO FORM 990-PF, PG 1, LN 23	76,902.	76,902.			0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
STATEMENT 9	9,278,660.	9,717,921.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,278,660.	9,717,921.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MORGAN STANLEY LIQUID MARKETS FUND	1,015,000.	1,227,686.	
SELECTINVEST ARBITRAGE/RELATIVE VALUE LTD	600,000.	703,044.	
TOTAL TO FORM 990-PF, PART II, LINE 13	1,615,000.	1,930,730.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	6
-------------	---	-----------	---

NAME OF CONTRIBUTOR	ADDRESS
WILLIAM E. & CRISTEN G. HASLAM	7112 SHERWOOD DRIVE, KNOXVILLE, TN 37919

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	7
-------------	--	-----------	---

NAME OF MANAGER
WILLIAM E. HASLAM
CRISTEN G. HASLAM

FORM 990-PF

PART XV, LINE 2B
APPLICATION REQUIREMENTS

STATEMENT 8

DESCRIPTION

WRITTEN REQUEST STATING AMOUNT AND PURPOSE OF REQUEST, MOST RECENT AUDITED
FINANCIAL STATEMENTS, AND COPY OF TAX EXEMPT RULING

FEIN: 62-1867423

FORM 990-PF, PART II

DECEMBER 31, 2005

<u>Description</u>	<u>Book Value</u>	<u>FMV</u>
Acom Co	21,618.31	20,679
Aegon NV	28,006.64	32,052
Aetna Inc	27,469.80	39,610
Affiliated Computer Services	3,991.16	4,438.50
Agilent Technologies	38,116.63	53,763
AGL Resources Inc.	5,247.71	5,221.50
Airgas Inc.	8,752.14	13,489.00
Albemarle Corporation	6,728.37	6,903.00
Albertsons Inc	15,907.99	16,226
Alcan Inc	11,610.00	15,233
Alliance Data Systems Corp	10,155.07	12,032.80
Alltel Corp	7,870.36	8,518.50
Altria Group Inc.	56,913.56	69,564
Alumina Ltd	27,379.90	32,941
American Electric Power Co.	5,473.86	5,192.60
American Healthways	8,933.03	12,036.50
American Medical Systems Hldgs	7,945.27	9,949.14
American Standard Companies	4,028.29	3,795.25
Ametek Inc.	5,128.15	5,530.20
Amgen Inc	97,520.28	97,471
Amphenol Corp	3,025.53	3,319.50
Anglo American PLC ADR	26,104.33	31,059
Anglogold Ltd Ads	24,894.79	34,432
Aon Corp.	23,729.06	37,712
Applebees Intl Inc	4,848.10	4,292.10
Aquantive Inc	5,373.95	5,451.84
Arthrocare Group	8,822.70	11,799.20
Ashland Incorporated	5,158.07	6,079.50
Assurant Inc	9,762.52	13,916.80
AT&T Inc	36,064.65	37,421
Autonation Inc.	4,551.63	5,323.85
Autozone Inc.	9,636.64	10,092.50
Ball Corporation	5,905.48	5,759.40
Barrick Gold Corp	106,365.34	118,754
Borg Warner Inc	2,239.06	2,728.35
Bright Horizons Family Sol	5,704.39	5,668.65
Brookfield Pptys	5,481.92	6,531.24
Brown Forman Corp	3,213.59	4,505.80
Burlington Resources Inc	22,260.28	40,945.00
Carlisle Co Inc	5,298.83	5,877.75
Central Garden & Pet Co.	7,868.07	7,488.22
Centurytel Inc	10,741.14	10,279.60
Chunghwa Telecom	60,864.98	58,683
Church & Dwight Co Inc	6,485.41	9,809.91
Cincinnati Financial Ohio	5,618.29	5,942.44
Cisco Sys	66,040.59	63,840
Citigroup Inc	42,323.96	43,968

CHARIS FOUNDATION

STATEMENT 9

FEIN: 62-1867423

FORM 990-PF, PART II

DECEMBER 31, 2005

<u>Description</u>	<u>Book Value</u>	<u>FMV</u>
Clear Channel Comm Inc	1,328.85	1,403.50
Clorox Co	6,720.56	6,826.80
CLP Holdings Ltd	42,778.57	41,533
Cognizant Tech Solutions	7,942.17	27,095.53
Columbia Sportswear Co	7,246.89	5,966.25
Computer Associates Intl Inc	89,696.41	84,992.85
Conocophillips	21,942.70	28,625
Cooper Industries	4,738.97	5,110.00
Costco Wholesale	80,697.66	91,074
Countrywide Financial Corp	72,877.71	71,799
Coventry Health Care Inc	6,824.52	11,107.20
CRA Intl Inc	8,060.54	8,727.27
Crane Co	5,066.74	6,172.25
Cullen Frost Bankers Inc	4,682.27	5,099.60
Dade Behring Holdings	9,581.91	19,218.30
Dai Nippon Prtg Ltd	42,137.39	47,149
Dean Foods Co	4,811.59	6,590.50
Del Monte Foods Company	3,034.31	3,024.70
Dell	95,173.44	80,655
Denbury Resources Inc	8,066.06	14,396.96
Devon Energy Corp	5,907.50	9,381.00
Dex Media Inc	5,098.90	5,959.80
Dominion Resources Inc	24,522.53	27,174
DPL Inc.	4,903.79	4,941.90
E trade Group Inc	2,761.91	3,024.70
E W Scripps Company	1,831.75	1,920.80
East West Bancorp	3,536.00	6,495.22
Ebay	82,506.90	91,670
EDP Electricade De	42,148.69	46,922
Electronic Arts	116,028.31	103,521
Energen Corp	3,985.98	4,903.20
Energy East Corp	4,355.31	3,876.00
Engineered Support Systems	7,435.79	9,369.00
Eni Spa Amer Dep	42,270.21	40,304
Estee Lauder Cos Inc	5,425.23	4,687.20
Expeditors Intl Wash Inc	87,509.05	107,813
Family Dollar Stores Inc	4,981.00	4,214.30
Fannie Mae	87,974.29	66,430
Federated Dept Stores	2,588.74	2,520.54
Forest CY Enterprise	2,104.12	2,844.75
Fortune Brands	5,511.77	5,851.50
Fuji Photo	61,398.15	60,841
Gannett Inc	6,850.81	5,148.45
Gardner Denver Inc	10,342.34	12,670.10
Genuine Parts	3,421.86	3,513.60
Genworth Financial Inc.	37,640.88	46,994.22
Global Payment Inc	8,421.35	19,482.98
Golden West Financial Corp	9,379.01	10,230.00
Guitar Center Inc	10,810.99	8,701.74
Haemonetics Corp	9,543.50	11,091.22
Harley Davidson Inc	78,526.81	80,324
Harsco Corp	3,730.82	4,725.70
Hartford Financial	41,180.88	52,393
HCC Insurance Hldgs Inc	9,790.15	16,739.52

FEIN: 62-1867423

FORM 990-PF, PART II

DECEMBER 31, 2005

<u>Description</u>	<u>Book Value</u>	<u>FMV</u>
Healthextras Inc.	5,039.97	7,956.70
Hilton Hotels	5,803.31	6,268.60
Hormel Foods Corporation	2,714.98	2,941.20
Hub Group	5,063.75	5,762.05
Hughes Supply Inc.	3,472.68	4,122.75
Ilex Corporation	9,278.16	11,551.91
Impala Platinum Holdings	10,641.71	15,907
Informatica Corp	5,389.68	5,700.00
Ingersoll Rand	32,626.58	33,184
Intel Corp	58,371.84	56,210
Interactive Data Corp	3,175.32	3,406.50
International Paper	36,075.86	30,047
IPC Holdings LTD	7,945.00	4,928.40
Istar Financial Inc.	4,036.73	3,386.75
J Sainsbury Plc	42,739.35	44,400
J2 Global Comm Inc	8,352.74	9,488.28
Jarden Corp	10,411.42	10,401.75
Johnson & Johnson	76,380.37	72,240
JP Morgan Chase & Co	44,718.30	47,588
Kerr McGee CP	66,359.14	92,586
Kimberly Clark Corp	51,450.21	47,243
Kinder Morgan Inc	8,256.82	10,574.25
Kirin Brewery Co Ltd	42,247.81	49,331
Knight Ridder Inc	2,931.42	2,848.50
Knight Trans Inc.	8,257.46	15,236.55
Korea Electric Power Corp	28,666.75	33,874
KT Corp Spon	56,628.39	59,500
Laureate Education Inc.	7,982.82	10,712.04
Legg Mason Inc	1,443.34	2,393.80
Liberty Media	22,751.18	19,958
Lihir Gold Ltd	13,667.10	21,038
Limited Brands Inc.	5,690.74	5,587.50
LKQ Corp	5,545.25	5,746.92
Lockheed Martin Corp	52,577.55	55,549
Lonmin Plc	27,844.44	36,331
Lowe's Companies	92,141.64	96,257
M&T Bank Corp	10,469.00	10,905.00
Manor Care Inc	3,339.15	3,778.15
Marathon Oil Co.	2,871.28	3,780.14
Matria Healthcare Inc	8,875.68	9,108.60
Matsushita El Indl	25,341.29	27,733
Maxim Integrated Products	69,681.32	60,050
Meadwestvaco Corp	5,558.78	5,185.55
Merge Technologies Inc	5,515.71	5,258.40
MGIC Inv't Corp	33,732.74	33,699.84
Micros Systems	7,871.26	10,050.56
Microsemi Corp	11,054.49	11,091.66
Microsoft Corp	44,721.08	45,684
Moody's Corp	104,459.25	130,272
Morgan Stanley Instl Fund	2,381,524.30	2,312,820
Motorola Inc	24,770.91	35,195
MSIF International Equity A	1,468,708.99	1,475,231
NCR Corp	3,125.07	3,394.00
Nec Electronics	26,972.96	27,739

FEIN: 62-1867423

FORM 990-PF, PART II

DECEMBER 31, 2005

<u>Description</u>	<u>Book Value</u>	<u>FMV</u>
Nintendo Co.	44,335.80	51,252
Nippon Telegraph & Telephone	41,824.35	42,495
Noble Energy Inc.	46,724.91	56,904
Norfolk Southern Corp	2,862.84	3,138.10
North Fork Bancorp	10,940.92	10,396.80
Northern Trust Corp	4,916.45	5,182.00
Northrop Grumman Cp	53,533.79	57,525
Old Republic Intl	8,172.41	8,777.41
Omnicare Inc	2,478.98	4,291.50
Option Care	8,087.35	7,668.64
Outback Steakhouse	6,241.57	5,825.40
Pactiv Corp	4,916.30	4,400.00
Palomar Medical Techs	7,945.98	11,107.68
Patterson Companies	68,377.89	55,477
Peet's Coffee & Tea	5,333.39	5,007.75
PG&E Corporation	3,911.16	3,897.60
Pioneer Natural Resources Co	2,970.05	3,588.90
Pitney Bowes Inc	48,193.45	45,123.00
Placer Dome Inc	10,816.69	16,785
Portfolio Recovery Assoc Inc.	6,389.29	10,263.24
Posco Ads	11,470.39	13,120
PPG Industries Inc	4,754.41	4,053.00
PPL Corporation	6,345.56	6,468.00
Principal Finl Group Inc	2,154.90	2,608.65
Progress Software	11,048.30	10,443.84
Promise Co ADR	22,256.89	23,577
PS Business Parks Inc	2,035.92	2,214.00
Quest Diagnostics Inc.	3,620.62	3,861.00
Quicksilver Resources Inc	4,300.54	8,906.12
Radian Group Inc.	36,773.39	41,950
Rayonier Incorporated	3,232.14	4,064.70
Raytheon Co	35,252.80	36,015
Republic Services Inc	5,080.17	5,632.50
Rio Tinto Plc Spon Adr	22,775.73	36,741
Royal Dutch Shell Plc	41,974.94	40,331
Safeco Corp	4,459.50	5,085.00
Scana Corp New	5,181.93	5,316.30
Sekisui House Ltd	42,145.07	47,966
Sherwin Williams Company Ohio	5,131.85	5,223.30
Shiseido Ltd Spon.	43,113.00	56,122
Sigma Aldrich Corp	4,564.05	4,746.75
Southwestern Energy Co	5,001.73	19,479.48
Sprint CP (Fon GP) Sers 1	36,024.62	34,876
SRA Intl Inc	8,563.77	13,712.46
Starbucks	71,265.46	84,868
Stericycle Inc	7,432.50	11,834.88
Stora Enso Sp	45,013.27	44,778
Suncor Energy Inc.	21,413.60	23,800
Swisscom Ag	41,735.09	39,293
Symmetry Medical Inc	8,817.20	7,096.74
T Rowe Price Group	4,652.56	5,402.25
TCF Financial	5,343.79	5,292.30
Telecom Italia Spa	63,074.50	60,147
Telephone & Data Systems Inc	4,658.09	4,153.20

<u>Description</u>	<u>Book Value</u>	<u>FMV</u>
Teva Pharmaceuticals	83,271.76	109,762
Tiffany & Company	2,740.43	3,446.10
TJX Cos Inc	7,089.43	6,620.55
TNT N.V. Ads	43,897.54	52,988
Tomkins Plc	41,223.04	42,106
Tuesday Morning Corp	2,803.99	1,987.40
Tyson Foods Inc	14,322.84	14,261
UGI Corporation	3,916.97	3,502.00
Union Pacific Corp	32,964.43	42,107
United Natural Foods Inc	5,128.71	9,768.00
United Utilities	42,317.13	42,502
UTI Worldwide Inc	9,097.12	19,774.92
Varian Inc	73,818.94	97,005
Verint Systems Inc	7,858.51	9,169.02
Verizon Communications	37,384.30	28,915
VF Corporation	13,058.47	13,558.30
Viacom Inc B	83,023.22	78,664
Vornado Realty Trust	5,466.87	5,425.55
Vulcan Materials Co	6,426.63	8,130.00
Wachovia Corp	35,268.50	34,993
Wacoal CP ADR	4,919.31	4,875
Walgreen Co	103,012.52	97,770
Waste Connections	7,529.09	9,373.12
Webster Financial Corp	5,458.45	5,393.50
Wells Fargo Co	53,794.54	54,599
Westar Energy Inc	5,399.97	5,160.00
Wilmington Trust Corp	4,384.61	4,864
Wolverine World Wide	8,761.81	13,633.22
Yahoo Inc	42,979.94	41,570
Zimmer Holdings	81,411.85	66,900
Line 10b Investments - Corporate Stock	9,278,660	9,717,921

(a) List and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
<u>Security</u>	<u>No. Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
Morgan Stanley Instl Fund	19,873 53	01/08/03	08/15/05	220,000	221,192	(1,192)
MSIF International Equity A	1,361 64	03/17/03	08/15/05	29,738	18,178	11,560
MSIF International Equity A	13,760 23	03/17/03	08/15/05	300,523	183,699	116,824
MSIF International Equity A	1,361 64	05/23/03	08/15/05	29,738	20,547	9,191
Coca Cola Co	400	02/08/02	01/21/05	16,380	18,300	(1,920)
Electronic Arts	100	11/04/04	01/21/05	5,905	4,777	1,128
Electronic Arts	100	11/04/04	02/08/05	6,537	4,777	1,760
Estee Lauder Cos Inc	1,200	02/08/02	04/19/05	51,695	36,000	15,695
Genentech Inc	200	02/08/02	04/19/05	13,964	4,817	9,147
Genentech Inc	300	04/17/02	04/19/05	20,945	5,880	15,066
Abbot Labs	200	02/05/03	04/19/05	9,601	6,961	2,641
MBNA Corp	1,300	02/08/02	06/20/05	27,854	28,713	(859)
MBNA Corp	300	02/08/02	06/20/05	6,428	6,626	(198)
MBNA Corp	1,300	01/22/03	06/20/05	27,854	23,152	4,702
Moody's Corp	100	08/07/03	06/22/05	4,597	2,537	2,060
Moody's Corp	500	01/22/03	06/22/05	22,983	10,516	12,468
Colgate Palmolive Co	400	06/04/02	06/29/05	20,310	21,706	(1,396)
Abbot Labs	200	02/05/03	06/29/05	9,848	6,961	2,887
First Data Corp	100	10/04/02	06/29/05	4,005	2,583	1,422
Colgate Palmolive Co	900	06/04/02	06/30/05	45,201	48,839	(3,638)
Pfizer Inc	300	02/12/02	07/22/05	7,985	12,285	(4,300)
Pfizer Inc	200	02/08/02	07/22/05	5,323	8,118	(2,795)
Health Management Associates	700	03/25/04	07/22/05	16,856	15,338	1,518
First Data Corp	200	10/04/02	07/22/05	8,116	5,166	2,950
Ebay	1,600	08/10/04	08/02/05	71,444	60,334	11,110
Ebay	250	04/28/05	08/02/05	11,163	7,951	3,212
Ebay	200	01/21/05	08/02/05	8,931	8,678	252
Freddie Mac	500	12/09/02	08/02/05	31,741	29,230	2,511
Freddie Mac	600	05/28/03	08/02/05	38,089	35,860	2,229
Exxon Mobil Corp	200	01/02/02	08/02/05	11,936	7,879	4,057
Exxon Mobil Corp	300	07/24/03	08/02/05	17,904	10,761	7,143
Exxon Mobil Corp	400	02/12/02	08/02/05	23,872	15,372	8,500
Exxon Mobil Corp	1,200	02/08/02	08/02/05	71,617	45,896	25,721
First Data Corp	1,600	10/04/02	08/02/05	65,286	41,330	23,956
Fannie Mae	600	01/02/02	08/02/05	33,421	47,533	(14,113)
Fannie Mae	200	07/24/03	08/02/05	11,140	12,934	(1,794)
Fannie Mae	300	02/08/02	08/02/05	16,710	23,840	(7,130)
Genentech Inc	100	04/17/02	08/02/05	9,093	1,960	7,133
Genentech Inc	600	05/15/02	08/02/05	54,556	11,250	43,306
Gannett Inc	100	02/08/05	08/02/05	7,226	8,123	(897)
Gannett Inc	700	08/07/03	08/02/05	50,585	54,284	(3,699)
Gannett Inc	100	07/15/04	08/02/05	7,226	8,137	(911)
General Elec Co	400	08/07/03	08/02/05	13,687	11,192	2,495
General Elec Co	200	01/02/02	08/02/05	6,844	8,087	(1,243)
General Elec Co	400	04/17/02	08/02/05	13,687	13,520	167
General Elec Co	400	02/12/02	08/02/05	13,687	15,010	(1,322)
General Elec Co	200	02/04/02	08/02/05	6,844	6,990	(146)
General Elec Co	1,000	02/08/02	08/02/05	34,219	37,020	(2,801)
General Elec Co	200	02/22/02	08/02/05	6,844	7,560	(716)
Mohawk Industries	50	01/05/05	08/02/05	4,397	4,436	(39)
Mohawk Industries	700	12/17/04	08/02/05	61,564	62,680	(1,116)
Mohawk Industries	100	03/23/05	08/02/05	8,795	8,449	346
Health Management Associates	2,600	03/25/04	08/02/05	61,376	56,969	4,407
Medtronic Inc	400	07/24/03	08/02/05	21,603	20,316	1,287
Medtronic Inc	500	02/08/02	08/02/05	27,004	23,772	3,232
Medtronic Inc	400	03/20/02	08/02/05	21,603	18,277	3,326
Medtronic Inc	300	02/12/02	08/02/05	16,202	14,145	2,057
Johnson & Johnson	500	05/29/03	08/02/05	32,259	26,645	5,614
Johnson & Johnson	600	01/07/04	08/02/05	38,710	31,000	7,710
Johnson & Johnson	200	08/07/03	08/02/05	12,903	10,314	2,589
Johnson & Johnson	400	07/24/03	08/02/05	25,807	21,060	4,747
Moody's Corp	1,200	03/20/02	08/02/05	56,408	24,525	31,884
Moody's Corp	200	01/22/03	08/02/05	9,401	4,206	5,195
Pfizer Inc	300	08/07/03	08/02/05	8,082	9,861	(1,779)

FEIN 62-1867423

FORM 990-PF, PART IV

DECEMBER 31, 2005

(a) List and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
<u>Security</u>	<u>No. Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
Pfizer Inc	300	05/15/02	08/02/05	8,082	11,010	(2,928)
Pfizer Inc	400	01/02/02	08/02/05	10,776	15,871	(5,096)
Pfizer Inc	500	01/22/03	08/02/05	13,469	15,453	(1,983)
Pfizer Inc	1,300	02/08/02	08/02/05	35,021	52,767	(17,746)
Microsoft Corp	500	07/24/03	08/02/05	13,369	13,430	(61)
Microsoft Corp	700	05/28/03	08/02/05	18,717	17,278	1,439
Microsoft Corp	400	02/22/02	08/02/05	10,696	11,490	(794)
Microsoft Corp	2,000	02/08/02	08/02/05	53,478	59,976	(6,498)
Microsoft Corp	200	01/02/02	08/02/05	5,348	6,582	(1,235)
Electronic Arts	900	11/04/04	08/02/05	53,170	42,993	10,177
Procter & Gamble	1,200	06/29/05	08/02/05	66,513	64,326	2,187
Procter & Gamble	200	06/30/05	08/02/05	11,086	10,681	405
Stryker Corp	1,400	04/19/05	08/02/05	74,666	64,827	9,839
Wal Mart Stores Inc	300	07/02/04	08/02/05	14,933	15,591	(657)
Wal Mart Stores Inc	1,400	02/04/04	08/02/05	69,689	78,001	(8,312)
Wellpoint Inc	900	07/22/05	08/02/05	65,932	60,196	5,736
Abbot Labs	1,600	02/05/03	08/02/05	75,437	55,686	19,751
Wells Fargo Co	1,400	01/02/02	08/02/05	86,321	60,237	26,083
Wrigley WM JR PCS	1,200	08/25/03	08/02/05	85,382	63,373	22,008
Amer Intl Group Inc	500	02/08/02	08/02/05	30,342	37,060	(6,718)
Amer Intl Group Inc	300	07/24/03	08/02/05	18,205	18,396	(191)
Amer Intl Group Inc	200	02/19/03	08/02/05	12,137	9,970	2,167
Amer Intl Group Inc	200	02/12/02	08/02/05	12,137	14,800	(2,663)
Amer Intl Group Inc	100	02/04/02	08/02/05	6,069	7,194	(1,125)
Amgen Inc	1,100	11/04/04	08/02/05	91,098	64,966	26,132
Amgen Inc	100	01/21/05	08/02/05	8,282	6,327	1,955
Dollar General Corp	3,700	05/14/04	08/02/05	74,737	66,780	7,957
Citigroup Inc	250	10/01/02	08/02/05	11,015	7,425	3,590
Citigroup Inc	600	02/08/02	08/02/05	26,435	25,505	930
Citigroup Inc	300	01/21/05	08/02/05	13,217	14,458	(1,241)
Citigroup Inc	100	07/20/04	08/02/05	4,406	4,394	12
Citigroup Inc	400	07/25/02	08/02/05	17,623	11,153	6,470
Citigroup Inc	300	03/20/02	08/02/05	13,217	13,963	(746)
Citigroup Inc	200	02/12/02	08/02/05	8,812	8,554	258
Berkshire Hathaway CL A Inc	1	02/08/02	08/02/05	83,597	73,500	10,097
Berkshire Hathaway CL A Inc	1	06/20/05	08/02/05	83,597	83,061	535
Anheuser Busch Cos Inc	1,300	12/08/03	08/02/05	57,432	68,572	(11,140)
Anheuser Busch Cos Inc	300	01/14/04	08/02/05	13,253	15,297	(2,044)
Coca Cola Co	1,000	01/23/02	08/02/05	44,258	45,299	(1,041)
Acco Brands	0 101	12/14/04	08/17/05	3	2	0
Acco Brands	10 475	12/14/04	08/25/05	281	251	30
Acco Brands	1 175	12/31/04	08/25/05	32	23	8
Acco Brands	2 35	01/05/05	08/25/05	63	45	18
Affiliated Computer Services	35	12/14/04	08/08/05	1,714	2,079	(365)
Affiliated Computer Services	10	12/14/04	08/12/05	505	594	(88)
AGL Resources Inc	20	01/18/05	08/12/05	733	661	72
Albemarle Corporation	20	12/14/04	08/12/05	748	794	(46)
Alltel Corp	30	12/14/04	08/12/05	1,892	1,784	108
Alltel Corp	30	12/14/04	11/28/05	1,951	1,784	168
Alltel Corp	15	12/14/04	12/07/05	1,002	892	111
American Standard Companies	15	12/14/04	08/12/05	665	619	46
Ametek Inc	15	04/20/05	08/12/05	589	569	20
Applebees Intl Inc	35	12/14/04	08/12/05	896	899	(3)
Ashland Incorporated	15	12/14/04	08/12/05	921	721	199
Assurant Inc	105	12/14/04	08/12/05	3,900	3,204	695
Assurant Inc	40	12/14/04	09/07/05	1,481	1,221	260
Assurant Inc	15	12/14/04	11/17/05	644	458	187
Assurant Inc	5	12/14/04	11/21/05	215	153	63
Autonation Inc	85	12/14/04	04/28/05	1,551	1,579	(28)
Autonation Inc	55	12/14/04	08/12/05	1,168	1,022	146
Autozone Inc	10	12/14/04	04/12/05	864	880	(15)
Autozone Inc	25	12/14/04	05/20/05	2,084	2,199	(115)
Autozone Inc	20	12/14/04	08/04/05	1,963	1,759	204
Autozone Inc	25	12/14/04	08/12/05	2,517	2,199	317
Autozone Inc	20	12/14/04	09/27/05	1,730	1,759	(29)

(a) List and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
<u>Security</u>	<u>No. Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
Ball Corporation	25	12/14/04	08/12/05	950	1,114	(164)
Beckman Coulter Inc	25	05/04/05	07/27/05	1,364	1,668	(304)
Beckman Coulter Inc	20	05/09/05	07/27/05	1,091	1,302	(211)
Beckman Coulter Inc	20	06/29/05	07/27/05	1,091	1,278	(186)
Borg Warner Inc	35	12/14/04	06/29/05	1,802	1,742	60
Borg Warner Inc	15	12/14/04	08/12/05	864	746	118
Brookfield Pptys	0 5	12/14/04	04/01/05	13	12	0
Brookfield Pptys	40	12/14/04	08/12/05	1,111	988	123
Brown Forman Corp	20	12/14/04	08/12/05	1,138	990	148
Brown Forman Corp	15	12/14/04	11/28/05	1,018	742	276
Burlington Resources Inc	25	12/14/04	07/11/05	1,442	1,079	363
Burlington Resources Inc	30	12/14/04	08/12/05	1,964	1,295	670
Burlington Resources Inc	5	12/14/04	10/06/05	411	216	196
Carlisle Co Inc	20	12/14/04	08/12/05	1,276	1,247	29
Carlisle Co Inc	15	12/14/04	11/10/05	1,011	935	76
Carlisle Co Inc	5	12/14/04	11/14/05	334	312	23
Centurytel Inc	70	12/14/04	08/12/05	2,519	2,440	79
Choice Hotels Intl Inc	20	12/14/04	01/31/05	1,153	1,074	79
Cincinnati Financial Ohio	45	12/14/04	04/25/05	1,898	1,906	(8)
Cincinnati Financial Ohio	0 25	12/14/04	04/27/05	10	11	(1)
Cincinnati Financial Ohio	30	12/14/04	08/12/05	1,264	1,271	(6)
Cincinnati Financial Ohio	0 25	12/31/04	04/27/05	10	11	(1)
Clorox Co	25	12/14/04	08/12/05	1,414	1,439	(25)
Columbia Sportswear Co	30	12/14/04	08/12/05	1,484	1,737	(254)
Columbia Sportswear Co	20	12/14/04	10/11/05	902	1,158	(256)
Computer Associates Intl Inc	30	12/14/04	08/12/05	813	928	(115)
Cooper Industries	20	12/14/04	08/12/05	1,283	1,354	(71)
Coventry Health Care Inc	25	12/14/04	04/07/05	1,756	1,310	446
Coventry Health Care Inc	40	12/14/04	08/12/05	2,990	2,096	894
Coventry Health Care Inc	10	12/14/04	09/26/05	830	524	306
Crane Co	35	12/14/04	08/12/05	1,046	1,013	33
Cullen Frost Bankers Inc	20	12/14/04	01/12/05	934	945	(11)
Dean Foods Co	50	12/14/04	08/09/05	1,749	1,370	379
Dean Foods Co	25	12/14/04	11/07/05	937	685	252
Del Monte Foods Company	80	06/10/05	08/12/05	888	848	40
Devon Energy Corp	65	12/14/04	03/04/05	2,947	2,560	387
Devon Energy Corp	35	12/14/04	04/12/05	1,721	1,378	343
Devon Energy Corp	10	12/14/04	07/11/05	531	394	137
Devon Energy Corp	25	12/14/04	07/18/05	1,360	985	375
Devon Energy Corp	25	12/14/04	07/21/05	1,295	985	310
Devon Energy Corp	40	12/14/04	08/12/05	2,336	1,575	761
Dex Media Inc	60	12/14/04	08/12/05	1,539	1,503	36
Dominion Resources Inc	50	12/14/04	01/18/05	3,465	3,392	73
Dominion Resources Inc	40	12/14/04	01/28/05	2,733	2,713	20
DPL Inc	30	01/18/05	08/12/05	810	761	48
E W Scripps Company	45	12/14/04	07/27/05	2,274	2,061	213
E W Scripps Company	20	12/14/04	08/12/05	996	916	80
E W Scripps Company	30	12/14/04	09/28/05	1,473	1,374	99
E W Scripps Company	25	12/14/04	12/12/05	1,172	1,145	27
Energen Corp	15	12/14/04	08/12/05	519	430	89
Energy East Corp	20	12/14/04	08/12/05	524	504	20
Equitable Resources Inc	50	12/14/04	02/07/05	2,879	2,992	(113)
Estee Lauder Cos Inc	30	04/18/05	08/12/05	1,128	1,371	(243)
Family Dollar Stores Inc	50	12/14/04	08/12/05	1,128	1,465	(337)
Family Dollar Stores Inc	40	12/14/04	08/30/05	813	1,172	(359)
Family Dollar Stores Inc	40	12/14/04	12/07/05	925	1,172	(247)
Federated Dept Stores	0 363	12/14/04	09/02/05	24	25	(1)
Florida Rock Industries Inc	20	12/14/04	02/24/05	1,236	1,115	121
Florida Rock Industries Inc	60	12/14/04	05/09/05	3,560	3,345	215
Florida Rock Industries Inc	40	12/14/04	05/13/05	2,426	2,230	196
Forest CY Enterprise	25	12/14/04	08/12/05	873	694	179
Fortune Brands	20	12/14/04	04/15/05	1,732	1,529	203
Fortune Brands	10	12/14/04	04/29/05	859	765	95
Fortune Brands	10	12/14/04	07/28/05	941	765	176
Fortune Brands	10	12/14/04	08/17/05	909	718	191

(a) List and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
<u>Security</u>	<u>No. Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
Gannett Inc	25	12/14/04	08/12/05	1,814	2,022	(207)
Gannett Inc	25	12/14/04	11/04/05	1,569	2,022	(453)
Genuine Parts	20	12/14/04	08/12/05	913	855	58
Golden West Financial Corp	40	12/14/04	05/09/05	2,542	2,416	126
Golden West Financial Corp	30	12/14/04	07/20/05	2,014	1,812	202
Golden West Financial Corp	30	12/14/04	08/12/05	1,894	1,812	82
Harsco Corp	30	12/14/04	08/04/05	1,837	1,606	231
Harsco Corp	15	12/14/04	08/12/05	901	803	98
Hilton Hotels	15	08/05/05	08/12/05	363	372	(8)
Hormel Foods Corporation	50	12/14/04	03/02/05	1,528	1,495	33
Hormel Foods Corporation	25	12/14/04	08/12/05	755	748	8
Hormel Foods Corporation	35	12/14/04	10/07/05	1,150	1,047	104
Hormel Foods Corporation	5	12/14/04	10/11/05	160	150	11
Hormel Foods Corporation	40	12/14/04	12/07/05	1,322	1,196	126
Hughes Supply Inc	15	06/30/05	08/12/05	418	420	(2)
Hughes Supply Inc	25	06/30/05	11/07/05	928	700	229
IMS Health	60	12/14/04	04/28/05	1,464	1,385	79
IMS Health	150	12/14/04	05/24/05	3,663	3,463	200
IMS Health	45	12/20/04	05/24/05	1,099	1,057	42
IMS Health	5	12/31/04	05/24/05	122	116	6
Interactive Data Corp	25	12/14/04	03/01/05	513	529	(16)
Interactive Data Corp	40	12/14/04	08/12/05	848	847	1
Interactive Data Corp	80	12/14/04	09/14/05	1,824	1,694	130
Intl Flavors & Fragrances	40	12/14/04	08/03/05	1,528	1,660	(132)
Intl Flavors & Fragrances	5	12/14/04	08/11/05	190	208	(18)
Intl Flavors & Fragrances	25	12/14/04	08/12/05	949	1,038	(89)
Intl Flavors & Fragrances	20	12/14/04	10/06/05	701	830	(129)
Intl Flavors & Fragrances	10	01/28/05	10/06/05	351	419	(68)
Intl Flavors & Fragrances	40	01/28/05	11/07/05	1,299	1,675	(375)
Intl Flavors & Fragrances	5	02/04/05	11/07/05	162	211	(49)
Intl Flavors & Fragrances	45	05/02/05	11/07/05	1,462	1,665	(203)
IPC Holdings LTD	40	12/14/04	08/12/05	1,618	1,766	(147)
Kinder Morgan Inc	45	12/14/04	01/21/05	3,364	3,212	152
Kinder Morgan Inc	25	12/14/04	02/15/05	1,915	1,784	131
Kinder Morgan Inc	40	12/14/04	08/05/05	3,778	2,855	923
Kinder Morgan Inc	20	12/14/04	08/12/05	1,849	1,427	422
Knight Ridder Inc	15	12/14/04	08/12/05	929	1,003	(74)
Knight Ridder Inc	20	12/14/04	11/01/05	1,069	1,337	(268)
Legg Mason Inc	10	12/14/04	01/12/05	685	722	(37)
Legg Mason Inc	25	12/14/04	05/09/05	1,950	1,804	146
Legg Mason Inc	25	12/14/04	08/12/05	2,632	1,804	828
Legg Mason Inc	10	12/14/04	10/17/05	1,027	722	305
Legg Mason Inc	10	12/14/04	11/02/05	1,040	722	318
Legg Mason Inc	5	12/14/04	11/17/05	582	361	222
Lexmark Intl Inc	10	12/14/04	08/12/05	615	892	(277)
Lexmark Intl Inc	45	12/14/04	10/19/05	1,923	4,016	(2,092)
Lexmark Intl Inc	5	12/31/04	10/19/05	214	427	(213)
M&T Bank Corp	20	12/14/04	04/28/05	2,017	2,096	(79)
M&T Bank Corp	15	12/14/04	05/04/05	1,546	1,572	(26)
M&T Bank Corp	20	12/14/04	08/12/05	2,171	2,096	75
Magellan Health Services Inc	15	05/20/05	08/12/05	556	461	95
Magellan Health Services Inc	35	05/20/05	12/09/05	1,017	1,076	(59)
Magellan Health Services Inc	10	06/29/05	12/09/05	291	341	(50)
Magellan Health Services Inc	35	06/29/05	12/16/05	1,065	1,192	(127)
Manor Care Inc	30	12/14/04	08/12/05	1,145	1,064	80
Marathon Oil Co	0 048	12/14/04	07/06/05	3	2	1
Marathon Oil Co	16 5	12/14/04	08/12/05	1,015	731	284
Marathon Oil Co	0 41	12/20/04	07/06/05	23	17	6
Marathon Oil Co	5 5	12/20/04	08/12/05	338	235	103
Marathon Oil Co	3	03/03/05	08/12/05	184	139	46
Marathon Oil Co	15	03/03/05	08/16/05	951	695	256
Marathon Oil Co	15	03/03/05	12/07/05	903	695	208
May Department Stores	105	12/14/04	01/25/05	3,400	3,002	398
May Department Stores	15	12/14/04	08/12/05	603	429	174
May Department Stores	75	12/14/04	09/02/05	1,331	522	809

(a) List and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
<u>Security</u>	<u>No. Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
Meadwestvaco Corp	45	03/14/05	08/12/05	1,308	1,489	(182)
MGIC Inv't Corp	10	12/14/04	01/12/05	661	675	(14)
MGIC Inv't Corp	15	12/14/04	06/30/05	963	1,012	(50)
MGIC Inv't Corp	20	12/14/04	08/12/05	1,341	1,349	(9)
Mohawk Industries	25	12/14/04	08/04/05	2,184	2,246	(62)
Mohawk Industries	5	12/14/04	08/12/05	428	449	(21)
Mohawk Industries	30	12/14/04	09/27/05	2,346	2,695	(349)
North Fork Bancorp	80	12/14/04	08/12/05	2,180	2,314	(134)
Northern Trust Corp	25	12/14/04	01/12/05	1,140	1,205	(65)
Northern Trust Corp	25	12/14/04	08/12/05	1,243	1,205	37
Northern Trust Corp	25	12/14/04	11/07/05	1,315	1,205	110
Old Republic Intl	80	12/14/04	08/12/05	2,024	1,956	68
Old Republic Intl	0 75	12/14/04	12/31/05	16	18	(2)
Omnicare Inc	25	12/14/04	11/28/05	1,495	825	670
Outback Steakhouse	35	12/14/04	05/25/05	1,472	1,557	(86)
Outback Steakhouse	35	12/14/04	08/12/05	1,569	1,557	11
Outback Steakhouse	30	12/14/04	09/27/05	1,131	1,335	(204)
Pactiv Corp	55	12/14/04	08/12/05	1,097	1,351	(254)
Pactiv Corp	45	12/14/04	09/26/05	776	1,105	(329)
Parker Hannifin Corp	20	02/15/05	08/09/05	1,335	1,315	20
Parker Hannifin Corp	5	02/15/05	08/12/05	328	329	(1)
Parker Hannifin Corp	5	02/15/05	08/16/05	330	329	1
Parker Hannifin Corp	15	02/25/05	08/16/05	990	977	13
Partnerre Holdings	20	12/14/04	08/12/05	1,273	1,228	45
Partnerre Holdings	65	12/14/04	09/26/05	4,034	3,991	43
Pioneer Natural Resources Co	25	04/12/05	08/12/05	1,015	1,113	(97)
Pitney Bowes Inc	15	07/12/05	08/12/05	665	641	23
PPG Industries Inc	15	01/10/05	08/12/05	969	994	(25)
PPG Industries Inc	10	01/10/05	09/26/05	590	663	(72)
PPL Corporation	15	01/18/05	08/12/05	929	792	137
Premcor Inc	65	12/14/04	03/07/05	3,574	2,807	768
Premcor Inc	45	12/14/04	04/11/05	2,884	1,943	941
Premcor Inc	35	12/14/04	06/23/05	2,607	1,511	1,096
Premcor Inc	35	12/14/04	06/24/05	2,555	1,511	1,044
Premcor Inc	10	12/31/04	06/24/05	730	421	309
Principal Finl Group Inc	35	12/14/04	08/12/05	1,598	1,371	227
Principal Finl Group Inc	35	12/14/04	09/07/05	1,624	1,371	252
Principal Finl Group Inc	30	12/14/04	11/08/05	1,509	1,175	334
PS Business Parks Inc	25	12/14/04	02/18/05	1,064	1,131	(67)
PS Business Parks Inc	15	12/14/04	08/12/05	655	679	(24)
PS Business Parks Inc	20	12/14/04	11/15/05	960	905	56
Public Storage Inc	40	12/14/04	05/05/05	2,336	2,262	74
Quest Diagnostics Inc	10	12/14/04	05/09/05	1,066	949	117
Quest Diagnostics Inc	5	12/14/04	08/12/05	247	237	10
Qwestar Corp	10	01/18/05	08/12/05	717	490	227
Qwestar Corp	15	01/18/05	08/31/05	1,119	735	384
Qwestar Corp	10	01/18/05	09/08/05	768	490	278
Qwestar Corp	5	02/15/05	09/08/05	384	258	126
Qwestar Corp	20	02/15/05	09/20/05	1,583	1,031	551
Rayonier Incorporated	20	12/14/04	05/02/05	989	951	38
Rayonier Incorporated	15	12/14/04	08/12/05	822	713	109
Rayonier Incorporated	0 5	12/14/04	10/18/05	18	16	3
Rayonier Incorporated	40	12/14/04	11/07/05	1,506	1,268	238
Renal Care Group Inc	85	12/14/04	05/20/05	3,883	3,054	829
Republic Services Inc	75	12/14/04	03/16/05	2,437	2,517	(79)
Republic Services Inc	40	12/14/04	03/28/05	1,307	1,342	(36)
Republic Services Inc	30	12/14/04	08/12/05	1,088	1,007	81
Safeco Corp	20	12/14/04	08/12/05	1,066	991	75
Scana Corp New	30	12/14/04	08/12/05	1,212	1,143	69
Sempra Energy	70	12/14/04	02/14/05	2,771	2,501	270
Sempra Energy	60	12/14/04	02/23/05	2,400	2,144	256
Sherwin Williams Company Ohio	25	12/14/04	08/12/05	1,182	1,107	75
Sigma Aldrich Corp	40	12/14/04	02/25/05	2,458	2,394	64
Sigma Aldrich Corp	25	12/14/04	08/03/05	1,610	1,496	113
Sigma Aldrich Corp	10	12/14/04	08/12/05	622	599	23

(a) List and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
<u>Security</u>	<u>No. Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
Smucker JM Co	45	12/14/04	04/12/05	2,229	2,103	126
Smucker JM Co	5	12/14/04	04/20/05	250	234	17
Smucker JM Co	25	12/14/04	05/05/05	1,238	1,168	69
Smucker JM Co	55	12/14/04	05/26/05	2,785	2,570	214
T Rowe Price Group	15	12/14/04	08/12/05	985	936	49
TCF Financial	25	12/14/04	08/12/05	687	785	(99)
Telephone & Data Systems Inc	10	12/14/04	08/12/05	390	380	11
Telephone & Data Systems Inc	10	12/14/04	08/12/05	406	380	26
Telephone & Data Systems Inc	25	12/14/04	09/27/05	949	949	(1)
Telephone & Data Systems Inc	30	12/14/04	10/27/05	1,097	1,139	(42)
Tiffany & Company	30	12/14/04	08/12/05	1,019	913	106
Tiffany & Company	15	12/14/04	09/07/05	555	457	99
Tiffany & Company	10	12/14/04	09/26/05	364	304	60
Tiffany & Company	30	12/14/04	12/01/05	1,277	913	364
TJX Cos Inc	5	12/14/04	08/02/05	118	124	(6)
TJX Cos Inc	60	12/14/04	08/12/05	1,369	1,493	(124)
Treehouse Foods Inc	30	12/14/04	07/08/05	870	733	137
Treehouse Foods Inc	15	12/27/04	07/08/05	435	371	64
Treehouse Foods Inc	5	01/06/05	07/08/05	145	120	25
Tuesday Morning Corp	45	12/14/04	08/12/05	1,514	1,328	186
Tuesday Morning Corp	35	12/14/04	09/02/05	1,044	1,033	11
UGI Corporation	20	01/24/05	08/12/05	565	398	167
United Defense Industries Inc	25	12/14/04	04/12/05	1,847	1,172	675
United Defense Industries Inc	30	12/14/04	04/27/05	2,221	1,407	814
United Defense Industries Inc	80	12/14/04	05/03/05	5,916	3,751	2,165
VF Corporation	55	12/14/04	08/12/05	3,236	2,932	305
Vulcan Materials Co	20	12/14/04	08/12/05	1,408	1,071	336
Webster Financial Corp	20	12/14/04	08/12/05	931	1,012	(80)
Westar Energy Inc	35	12/14/04	08/12/05	819	779	40
Willis Group Holdings LTD	25	12/14/04	08/12/05	814	1,014	(200)
Willis Group Holdings LTD	90	12/14/04	09/26/05	3,429	3,650	(220)
Willis Group Holdings LTD	5	12/31/04	09/26/05	191	206	(15)
Wilmington Trust Corp	20	03/15/05	08/12/05	748	702	46
Wilmington Trust Corp	55	03/15/05	11/15/05	2,107	1,929	178
Aetna Inc	6	12/13/04	02/10/05	775	761	14
Delphi Corporation	1,627 00	12/13/04	03/09/05	8,948	13,487	(4,538)
Delphi Corporation	404	12/13/04	03/21/05	1,889	3,349	(1,460)
Kerr McGee CP	264	12/13/04	05/24/05	22,440	15,369	7,071
Kerr McGee CP	31	03/17/05	05/24/05	2,635	2,460	175
Kerr McGee CP	11	04/19/05	05/24/05	935	868	67
Aetna Inc	21	12/13/04	07/13/05	1,768	1,332	436
Aetna Inc	69	12/13/04	07/14/05	5,840	4,378	1,462
Aon Corp	53	12/13/04	07/20/05	1,362	1,186	177
Discovery Holdings Co	143	12/13/04	08/01/05	2,006	2,308	(303)
Discovery Holdings Co	13 4	12/13/04	08/02/05	190	216	(26)
Discovery Holdings Co	96 6	03/17/05	08/02/05	1,373	1,476	(104)
Discovery Holdings Co	0 6	03/17/05	08/03/05	8	9	(1)
Radian Group Inc	37	12/13/04	08/18/05	1,974	1,942	32
Albertsons Inc	98	12/13/04	09/09/05	2,303	2,277	26
Albertsons Inc	619	12/13/04	09/14/05	15,207	14,383	824
Radian Group Inc	114	12/13/04	09/16/05	5,953	5,982	(29)
Motorola Inc	1,279	12/13/04	09/20/05	30,188	21,892	8,296
Albertsons Inc	210	12/13/04	09/21/05	5,450	4,879	571
Aon Corp	223	12/13/04	11/14/05	7,921	4,988	2,933
Aon Corp	32	12/13/04	11/15/05	1,127	716	411
Aon Corp	17	12/13/04	11/16/05	598	380	217
Aon Corp	81	12/13/04	11/16/05	2,854	1,812	1,043
Agilent Technologies	692	12/13/04	11/22/05	23,963	16,443	7,521
Agilent Technologies	291	12/13/04	11/23/05	10,135	6,914	3,221
Anglogold Ltd Ads	137	08/25/05	10/04/05	5,912	4,886	1,026
Impala Platinum Holdings	390	08/29/05	10/04/05	10,904	9,585	1,319
Anglogold Ltd Ads	66	08/25/05	10/05/05	2,833	2,354	479
Impala Platinum Holdings	161	08/29/05	10/05/05	4,546	3,957	589
Anglogold Ltd Ads	166	08/25/05	10/06/05	6,961	5,921	1,041
Impala Platinum Holdings	55	08/29/05	10/06/05	1,517	1,352	165

(a) List and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
<u>Security</u>	<u>No. Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
Anglogold Ltd Ads	72	08/25/05	10/07/05	3,019	2,568	452
Anglogold Ltd Ads	40	08/25/05	10/11/05	1,636	1,427	209
Falconbridge Limited New	641	08/25/05	10/13/05	16,749	15,046	1,704
Deutsche Bk Ag	322	08/25/05	11/07/05	30,359	28,248	2,110
Placer Dome Inc	1,160	08/25/05	11/07/05	22,638	17,141	5,496
Falconbridge Limited New	560	08/25/05	11/15/05	16,281	13,144	3,137
Shiseido Ltd Spon	109	08/29/05	11/21/05	1,685	1,561	124
Impala Platinum Holdings	108	08/29/05	11/21/05	3,575	2,654	921
Matsushita El Indl	593	08/25/05	11/25/05	12,179	10,501	1,678
Matsushita El Indl	362	08/25/05	11/28/05	7,288	6,411	878
Lexmark Intl Inc	301	08/25/05	10/27/05	12,725	18,642	(5,917)
Lexmark Intl Inc	649	08/25/05	10/31/05	26,535	40,195	(13,660)
Starbucks	1,063 00	08/25/05	11/15/05	31,362	26,788	4,574
Starbucks	569	08/25/05	12/05/05	17,388	14,339	3,049
Techne CP	70	10/17/03	01/13/05	2,536	2,360	175
Techne CP	3	10/20/03	01/13/05	109	100	9
Rogers Corp	16	07/16/04	01/14/05	668	1,038	(370)
Rogers Corp	38	07/19/04	01/14/05	1,587	2,467	(880)
Rogers Corp	19	07/20/04	01/14/05	794	1,230	(436)
Rogers Corp	10	12/22/04	01/14/05	418	423	(6)
Jill Group	134	05/04/04	01/18/05	1,911	2,896	(984)
Jill Group	108	05/05/04	01/18/05	1,541	2,495	(954)
Jill Group	83	05/05/04	01/18/05	1,193	1,917	(724)
Direct General Corporation	43	03/12/04	01/27/05	835	1,484	(649)
Direct General Corporation	85	03/15/04	01/27/05	1,651	2,917	(1,266)
Direct General Corporation	27	12/22/04	01/27/05	524	837	(313)
Amsurg Inc	85	11/12/03	02/09/05	2,038	2,195	(157)
Amsurg Inc	45	12/10/03	02/09/05	1,079	1,125	(46)
Amsurg Inc	105	12/15/03	02/09/05	2,518	2,641	(123)
Amsurg Inc	120	12/16/03	02/09/05	2,878	3,015	(137)
Amsurg Inc	12	09/30/04	02/09/05	288	254	34
Amsurg Inc	41	12/22/04	02/09/05	983	1,165	(182)
Cree Research Inc	68	03/22/04	02/10/05	1,624	1,400	224
Cree Research Inc	86	03/23/04	02/10/05	2,054	1,767	287
Cree Research Inc	65	03/23/04	02/11/05	1,552	1,336	216
Cree Research Inc	125	04/19/04	02/11/05	2,984	2,590	394
Cree Research Inc	61	12/22/04	02/11/05	1,456	2,396	(939)
Spartech New	135	10/03/02	02/15/05	2,551	2,894	(343)
Spartech New	260	01/29/04	02/15/05	4,914	6,248	(1,334)
Spartech New	59	12/22/04	02/15/05	1,115	1,561	(446)
Techne CP	7	10/20/03	02/17/05	245	233	12
Techne CP	37	10/20/03	02/18/05	1,289	1,232	57
Techne CP	5	10/20/03	02/22/05	174	167	7
Techne CP	10	10/20/03	02/23/05	347	333	14
United Natural Foods Inc	118	08/29/02	03/04/05	3,406	1,242	2,164
United Natural Foods Inc	96	10/03/02	03/04/05	2,771	1,055	1,716
Techne CP	118	10/20/03	03/07/05	4,074	3,930	144
Techne CP	40	12/22/04	03/07/05	1,381	1,589	(208)
Doral Finl Corp	132 5	08/29/02	03/21/05	4,054	2,508	1,546
Doral Finl Corp	27 5	10/03/02	03/21/05	841	461	380
Doral Finl Corp	8	10/03/02	03/21/05	254	134	120
Doral Finl Corp	58	10/03/02	03/31/05	1,322	973	349
Paxar Corp	73	09/27/04	04/14/05	1,237	1,622	(384)
Engineered Support Systems	0	02/04/04	04/15/05	-	-	-
Engineered Support Systems	0 5	04/26/04	04/15/05	18	17	1
Paxar Corp	90	09/27/04	04/18/05	1,516	1,999	(483)
Paxar Corp	55	10/28/04	04/18/05	927	1,214	(287)
Paxar Corp	135	10/29/04	04/18/05	2,275	2,983	(708)
Paxar Corp	56	12/22/04	04/18/05	944	1,257	(313)
Doral Finl Corp	409	10/03/02	04/19/05	6,910	6,860	49
Doral Finl Corp	27	09/30/04	04/19/05	456	1,126	(670)
Doral Finl Corp	74	12/22/04	04/19/05	1,250	3,536	(2,286)
Avocent Corporation	33	11/13/03	04/20/05	792	1,247	(455)
Avocent Corporation	50	11/17/03	04/20/05	1,200	1,899	(699)
Avocent Corporation	115	11/18/03	04/20/05	2,760	4,390	(1,630)

(a) List and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
<u>Security</u>	<u>No. Shares</u>	<u>Date Purchased</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
Avocent Corporation	80	03/02/04	04/20/05	1,920	3,096	(1,176)
Avocent Corporation	20	03/03/04	04/20/05	480	767	(287)
Avocent Corporation	49	12/22/04	04/20/05	1,176	1,948	(772)
Caci International Inc	45	08/29/02	04/22/05	2,334	1,631	703
Caci International Inc	150	10/03/02	04/22/05	7,780	5,604	2,177
Caci International Inc	27	12/22/04	04/22/05	1,400	1,844	(444)
Costar Group Inc	30	10/05/04	04/25/05	1,019	1,432	(413)
Costar Group Inc	46	10/05/04	04/26/05	1,608	2,195	(587)
Costar Group Inc	22	10/06/04	04/26/05	769	1,059	(290)
Costar Group Inc	14	12/22/04	04/26/05	489	592	(102)
Legg Mason Inc	128	10/03/02	06/03/05	10,525	3,587	6,937
Benchmark Electronics	145	11/18/03	06/13/05	4,482	5,100	(618)
Benchmark Electronics	59	11/18/03	06/14/05	1,824	2,075	(251)
Benchmark Electronics	33	12/22/04	06/14/05	1,020	1,083	(62)
Benchmark Electronics	76	01/19/05	06/14/05	2,350	2,412	(62)
Kronos Incorporated	21	09/25/03	06/16/05	893	784	109
Kronos Incorporated	30	09/26/03	06/16/05	1,276	1,111	165
Kronos Incorporated	134	10/24/03	06/16/05	5,698	5,006	692
Kronos Incorporated	31	10/24/03	06/20/05	1,243	1,158	85
Kronos Incorporated	55	12/22/04	06/20/05	2,205	2,591	(387)
Integrated Lifesciences Crp	60	02/16/05	06/23/05	1,852	2,265	(413)
Integrated Lifesciences Crp	41	02/22/05	06/23/05	1,266	1,560	(294)
Integrated Lifesciences Crp	56	02/24/05	06/23/05	1,729	2,131	(402)
Integrated Lifesciences Crp	63	03/17/05	06/23/05	1,945	2,396	(451)
Integrated Lifesciences Crp	92	03/18/05	06/23/05	2,840	3,503	(662)
Quicksilver Resources Inc	0.5	11/15/04	07/01/05	22	10	12
HCC Insurance Hldgs Inc	0	08/29/02	07/16/05	-	-	-
HCC Insurance Hldgs Inc	0.5	10/03/02	07/16/05	13	8	5
Navigant Consulting Inc	332	12/17/04	07/22/05	5,982	8,310	(2,328)
Navigant Consulting Inc	46	12/22/04	07/22/05	829	1,179	(351)
Legg Mason Inc	107	10/03/02	07/29/05	11,255	2,999	8,256
Legg Mason Inc	34	12/22/04	07/29/05	3,576	2,448	1,129
Stratasys Inc	105	11/22/04	08/02/05	3,156	3,339	(183)
Stratasys Inc	14	11/22/04	08/03/05	412	445	(33)
Stratasys Inc	39	11/23/04	08/03/05	1,147	1,248	(100)
Stratasys Inc	27	12/22/04	08/03/05	794	887	(93)
Accredo Health Inc	81	01/28/04	08/08/05	3,690	2,690	1,000
Accredo Health Inc	115	03/09/04	08/08/05	5,239	4,197	1,042
Accredo Health Inc	50	03/10/04	08/08/05	2,278	1,822	456
Accredo Health Inc	47	12/22/04	08/08/05	2,141	1,271	870
Haemonetics Corp	33	04/21/05	08/10/05	1,416	1,386	30
American Healthways	33	09/30/04	08/10/05	1,395	974	422
HCC Insurance Hldgs Inc	99	08/29/02	08/10/05	2,730	1,590	1,141
HCC Insurance Hldgs Inc	7	10/03/02	08/10/05	193	112	81
Cooper Cos Inc	9	04/26/04	08/10/05	616	484	132
Cooper Cos Inc	24	04/27/04	08/10/05	1,642	1,294	348
Cognizant Tech Solutions	74	10/03/02	08/10/05	3,557	683	2,874
Quicksilver Resources Inc	38	11/15/04	08/10/05	1,602	771	831
Denbury Resources Inc	25	10/18/04	08/10/05	1,138	631	507
Denbury Resources Inc	10	10/19/04	08/10/05	455	253	203
Denbury Resources Inc	11	10/28/04	08/10/05	501	274	227
Fisher Scientific Intl Inc	32	01/15/03	08/10/05	1,999	958	1,041
Alliance Data Systems Corp	35	12/24/03	08/10/05	1,459	962	498
Alliance Data Systems Corp	6	12/26/03	08/10/05	250	165	85
SRA Intl Inc	45	08/05/03	08/10/05	1,562	756	806
Aurgas Inc	65	04/16/03	08/10/05	1,877	1,270	607
Church & Dwight Co Inc	53	11/11/02	08/10/05	1,994	1,030	965
Southwestern Energy Co	28	08/17/04	08/10/05	1,549	434	1,115
Southwestern Energy Co	32	08/18/04	08/10/05	1,771	536	1,235
Palomar Medical Techs	20	04/27/05	08/15/05	574	481	93
Bright Horizons Family Sol	5	06/13/05	08/15/05	214	186	28
Gardner Denver Inc	21	05/18/05	08/15/05	839	819	20
Progress Software	56	06/07/05	08/15/05	1,745	1,641	104
Progress Software	6	06/07/05	08/15/05	187	176	11
UTI Worldwide Inc	52	08/19/03	08/15/05	3,864	1,769	2,095

(a) List and describe the kinds of property sold	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Gain or (Loss)
<u>Security</u>	<u>No.</u> <u>Shares</u>	<u>Date</u> <u>Purchased</u>	<u>Date</u> <u>Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
United Natural Foods Inc	44	10/03/02	08/15/05	1,416	484	933
Dade Behring Holdings	33	01/28/04	08/15/05	2,436	1,288	1,149
Option Care	53	04/19/05	08/15/05	691	745	(54)
Scansource Inc	9	12/18/02	08/15/05	448	294	154
Scansource Inc	30	12/19/02	08/15/05	1,494	967	528
Waste Connections	52	11/26/02	08/15/05	1,868	1,281	587
Waste Connections	37	12/09/02	08/15/05	1,329	930	399
Central Garden & Pet Co	18	06/16/05	08/15/05	951	864	87
Central Garden & Pet Co	20	06/20/05	08/15/05	1,057	961	96
CRA Intl Inc	18	11/22/04	08/15/05	893	752	141
CRA Intl Inc	20	12/09/04	08/15/05	992	882	110
SS&C Technology Inc	45	06/16/05	08/15/05	1,636	1,343	293
Laureate Education Inc	19	06/03/04	08/15/05	808	713	96
Cognizant Tech Solutions	5	10/03/02	08/15/05	241	46	194
Stencycle Inc	48	10/03/02	08/15/05	2,849	1,658	1,191
Knight Trans Inc	37	02/24/03	08/15/05	871	469	401
Portfolio Recovery Assoc Inc	21	06/03/03	08/15/05	873	593	279
Arthrocare Group	27	12/20/04	08/15/05	979	863	116
American Medical Systems Hldgs	44	04/26/04	08/15/05	962	566	396
Hub Group	9	04/11/05	08/15/05	272	279	(8)
Healthextras Inc	36	01/11/05	08/15/05	741	585	157
Healthextras Inc	14	01/12/05	08/15/05	288	227	61
Global Payment Inc	46	09/11/03	08/15/05	3,138	1,724	1,415
Vennt Systems Inc	58	07/18/03	08/15/05	2,254	1,391	863
SRA Intl Inc	4	08/05/03	08/15/05	140	67	73
Jarden Corp	30	01/11/05	08/15/05	1,119	892	228
Aargas Inc	3	04/16/03	08/15/05	87	59	28
Church & Dwight Co Inc	16	11/11/02	08/15/05	608	311	297
Engineered Support Systems	37	02/04/04	08/15/05	1,341	1,176	165
Idex Corporation	44	04/29/04	08/15/05	1,879	1,386	493
Micros Systems	20	05/03/05	08/15/05	837	706	131
Trimble Nav Ltd	12	03/23/05	08/15/05	440	434	6
Wolverine World Wide	113	05/19/03	08/15/05	2,564	1,331	1,233
Scansource Inc	40	12/19/02	08/30/05	1,732	1,289	444
Scansource Inc	35	03/02/04	08/30/05	1,516	1,696	(180)
Scansource Inc	40	03/05/04	08/30/05	1,732	1,936	(204)
Scansource Inc	26	12/22/04	08/30/05	1,126	1,645	(518)
Southwestern Energy Co	127	08/18/04	10/06/05	10,417	2,127	8,290
Fisher Scientific Intl Inc	208	01/15/03	10/18/05	12,265	6,230	6,035
Fisher Scientific Intl Inc	32	12/22/04	10/18/05	1,887	1,972	(86)
Trimble Nav Ltd	5	03/23/05	10/18/05	156	181	(25)
Trimble Nav Ltd	206	03/24/05	10/18/05	6,421	7,480	(1,059)
Trimble Nav Ltd	87	03/31/05	10/18/05	2,712	3,008	(296)
SS&C Technology Inc	148	06/16/05	11/25/05	5,513	4,416	1,097
SS&C Technology Inc	120	06/24/05	11/25/05	4,470	3,620	850
SFBC Intl Inc	130	11/07/05	12/01/05	2,855	5,022	(2,167)
Cooper Cos Inc	14	04/27/04	12/16/05	643	755	(112)
Cooper Cos Inc	39	04/29/04	12/16/05	1,792	2,103	(311)
Cooper Cos Inc	86	04/30/04	12/16/05	3,951	4,638	(687)
Cooper Cos Inc	27	12/22/04	12/16/05	1,240	1,880	(639)
Total Gain or Loss to Part IV, Line 1a, Col (h)				4,399,593	3,840,808	558,786

Name and Address	Relationship to Foundation Manger or Substantial Contributor	Status of Recipient	Purpose of grant or contribution	Amount
Baptist Health System Foundation 101 Blount Avenue, Suite 530 Knoxville, TN 37920	N/A	Public Charity - an organization described in section 501(c)(3)	To raise charitable resources, and be a worthy steward of those funds, in support of Baptist Health System's endeavors to save lives and improve quality of health.	2,000
Cedar Springs Presbyterian Church 9132 Kingston Pike Knoxville, TN 37923	N/A	Public Charity - an organization described in section 501(c)(3)	To provide for the ministries of the church.	33,334
Cross Point Ministries 2845 Surfside Shores Lane Knoxville, TN 37938	N/A	Public Charity - an organization described in section 501(c)(3)	To provide a spiritual retreat for young people.	25,000
East Tennessee Children's Hospital 2018 Clinch Avenue Knoxville, TN 37901-5010	N/A	Public Charity - an organization described in section 501(c)(3)	To improve the health of children.	25,000
Emerald Youth Foundation 1718 North Central Street Knoxville, TN 37917-5501	N/A	Public Charity - an organization described in section 501(c)(3)	To advance the kingdom of God by serving youth & children.	65,000
FISH Hospitality Pentries P O Box 11741 Knoxville, TN 37939-1741	N/A	Public Charity - an organization described in section 501(c)(3)	To prevent hunger and assure adequate nutrition.	5,000
Great Smoky Mountain Council Boy Scouts of America PO Box 51885 Knoxville, TN 37950	N/A	Public Charity - an organization described in section 501(c)(3)	Educational and fitness programs for boys and young adults	4,000
Helen Ross McNabb Foundation 201 W Springdale Avenue NE Knoxville, TN 37917	N/A	Public Charity - an organization described in section 501(c)(3)	To provide for the long range needs of the Helen Ross McNabb Center	6,000
Hustonic Tennessee Theatre Foundation 604 S Gay Street Knoxville, TN 37902	N/A	Public Charity - an organization described in section 501(c)(3)	To preserve, maintain, and operate as a performing arts facility for the benefit and enjoyment of all Tennesseans and visitors to the state of Tennessee	110,000
Knox Heritage P O Box 1242 Knoxville, TN 37901	N/A	Public Charity - an organization described in section 501(c)(3)	To promote the preservation of historic buildings	5,000
Knoxville Leadership Foundation 901 East Summitt Hill Drive Knoxville, TN 37915	N/A	Public Charity - an organization described in section 501(c)(3)	To connect resources and needs in Knoxville	10,000
Knoxville Symphony Orchestra The Symphony Bldg PO Box 360 Knoxville, TN 37901	N/A	Public Charity - an organization described in section 501(c)(3)	To develop and maintain a symphony orchestra of the highest artistic standards and to reach East Tennessee audiences of all ages	9,500
Literacy Imperative 201 Harriet Tubman Street Knoxville, TN 37915	N/A	Public Charity - an organization described in section 501(c)(3)	To provide books and other literacy tools to underserved communities	3,000
Mission Mississippi P O Box 22655 Jackson, MS 39225-2655	N/A	Public Charity - an organization described in section 501(c)(3)	To encourage and demonstrate unity in the body of Christ across racial and denominational lines	5,000
Sertoma Center 1400 East Fifth Avenue Knoxville, TN 37917	N/A	Public Charity - an organization described in section 501(c)(3)	To serve persons with disabilities through individualized programs of training & support, interdisciplinary coordination of services, public awareness & education	5,000
SOAR Youth Ministries P O Box 51611 Knoxville, TN 37950	N/A	Public Charity - an organization described in section 501(c)(3)	Knoxville area christian youth ministry	5,000
St. Mary's Episcopal School 60 Perkins Memphis, TN 378117	N/A	Public Charity - an organization described in section 501(c)(3)	To provide college preparatory education for girls	5,000
The Salvation Army P O Box 669 Knoxville, TN 37901-0669	N/A	Public Charity - an organization described in section 501(c)(3)	To preach the gospel of Jesus Christ and to meet human needs in his name without discrimination	3,500
TN Conference Community Development Corp 2321 E Magnolia Avenue Knoxville, TN 37917	N/A	Public Charity - an organization described in section 501(c)(3)	To be a faith-based conduit to social, cultural, and economic change in the community	3,000
United Way Of Greater Knoxville PO Box 326 Knoxville, TN 37901	N/A	Public Charity - an organization described in section 501(c)(3)	To bring volunteers and companies together in order to improve people's lives	109,000
Volunteer Ministry Center P O Box 325 Knoxville, TN 37901	N/A	Public Charity - an organization described in section 501(c)(3)	To serve the poor and homeless of Knoxville	5,000
Webb School of Knoxville	N/A	Public Charity - an organization	Maintenance of educational	10,000

Name and Address	Relationship to Foundation Manager or Substantial Contributor	Status of Recipient	Purpose of grant or contribution	Amount
9800 Webb School Drive Knoxville, TN 37923		described in section 501(c)(3)	institution properties	
Wesley House Community Center Dameron Avenue Knoxville, TN 37921	N/A	Public Charity - an organization described in section 501(c)(3)	To provide spiritual leadership & education	10,000
West End Academy 6900 Office Park Circle Knoxville, TN 37909-1161	N/A	Public Charity - an organization described in section 501(c)(3)	To reclaim and help make successful the lives of children.	11,250
World Vision P O Box 78481 Tacoma, WA 98481-8481	N/A	Public Charity - an organization described in section 501(c)(3)	To help children & families in need	25,000
YMCA PO Box 2776 Knoxville, TN 37901-2776	N/A	Public Charity - an organization described in section 501(c)(3)	To provide cultural, educational, recreational and personal development programs	20,000
YoungLife of Knoxville P O Box 647 Knoxville, TN 37901	N/A	Public Charity - an organization described in section 501(c)(3)	Youth christian education	1,000
Total Contributions				520,584

2005

FEDERAL SUPPORTING DETAIL

PAGE 1

CLIENT 7

DEL MONTE FOREST FOUNDATION

94-6061665

7/24/06

02.26PM

BALANCE SHEET
CORPORATE STOCK (FORM 990-PF)[O]

MUTUAL FUNDS

	\$	2,501,296.
TOTAL	\$	<u>2,501,296.</u>

12/31/05

2005 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 1

CLIENT 7

DEL MONTE FOREST FOUNDATION

94-6061665

7/24/06

02 25PM

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
FORM 990/990-PF																
LAND																
3	LAND		VARIOUS	7,545,398							7,545,398					0
	TOTAL LAND			7,545,398		0	0	0	0	0	7,545,398	0				0
	TOTAL DEPRECIATION			7,545,398		0	0	0	0	0	7,545,398	0				0
RENTAL ACTIVITY - INDIAN VILLAGE PEBBLE BEACH CA																
BUILDINGS																
1	INDIAN VILLAGE BUILDING	1/01/80		72,963							72,963					0
2	GINGERBREAD HOUSE	1/01/92		90,000							90,000	28,850	S/L MM	39	.02564	2,308
	TOTAL BUILDINGS			162,963		0	0	0	0	0	162,963	28,850				2,308
	TOTAL DEPRECIATION			162,963		0	0	0	0	0	162,963	28,850				2,308
	GRAND TOTAL DEPRECIATION			7,708,361		0	0	0	0	0	7,708,361	28,850				2,308