

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

2009

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 2009, 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

Use the IRS label.	Name of foundation CHARIS FOUNDATION, INC.	A Employer identification number 62-1867423
Otherwise, print or type.	C/O STEINER & ELLIS, PLLC	B Telephone number (865) 212-3800
See Specific Instructions.	Number and street (or P O box number if mail is not delivered to street address) Room/suite 5516 LONAS DRIVE 260	C If exemption application is pending, check here <input type="checkbox"/>
	City or town, state, and ZIP code KNOXVILLE, TN 37909	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,159,042. (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>				
Revenue				
1 Contributions, gifts, grants, etc., received	50,000.		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	135,323.	135,323.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<476,688.>			
b Gross sales price for all assets on line 6a	1,470,393.			
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	<291,365.>	135,323.		
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 2	7,445.	7,445.		0.
c Other professional fees				
17 Interest	98,953.	7.		183.
18 Taxes STMT 3	2,463.	2,443.		20.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	15,421.	15,421.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	124,282.	25,316.		203.
25 Contributions, gifts, grants paid	781,500.			781,500.
26 Total expenses and disbursements. Add lines 24 and 25	905,782.	25,316.		781,703.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<1,197,147.>			
b Net investment income (if negative, enter -0-)		110,007.		
c Adjusted net income (if negative, enter -0-)			N/A	

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

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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	70,103.	150,387.	150,387.
	2 Savings and temporary cash investments	10,610,309.	647,377.	647,377.
	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 ▶ 1,625,000.	1,625,000.	1,625,000.	1,625,000.
	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	1,960,108.		
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	632,602.	11,278,211.	11,736,278.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	14,898,122.	13,700,975.	14,159,042.
Net Assets or Fund Balances	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	1,625,000.	1,625,000.	
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	1,625,000.	1,625,000.		
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	13,273,122.	12,075,975.		
30 Total net assets or fund balances	13,273,122.	12,075,975.		
31 Total liabilities and net assets/fund balances	14,898,122.	13,700,975.		

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	13,273,122.
2 Enter amount from Part I, line 27a	2	<1,197,147.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,075,975.
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	12,075,975.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (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 FROM K-1 - HASLAM FOUNDATIONS PARTNERSHIP	P		
b SEE STATEMENT 8	P	VARIOUS	VARIOUS
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			13,027.
b 1,470,393.		1,960,108.	<489,715.>
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			13,027.
b			<489,715.>
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	<476,688.>
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))
2008	817,084.	13,970,097.	.058488
2007	893,825.	15,803,229.	.056560
2006	805,193.	14,079,158.	.057190
2005	512,146.	11,808,758.	.043370
2004	508,401.	10,486,080.	.048483

2 Total of line 1, column (d)	2	.264091
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	.052818
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	12,395,710.
5 Multiply line 4 by line 3	5	654,717.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,100.
7 Add lines 5 and 6	7	655,817.
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	781,703.

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	1,100.
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	1,100.
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	1,100.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,555.
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	4,555.
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	3,455.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ STEINER & ELLIS, PLLC Telephone no. ▶ (865) 212-3800 Located at ▶ 5516 LONAS DRIVE, STE. 260, KNOXVILLE, TN ZIP+4 ▶ 37909			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> N/A <input type="checkbox"/>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) <input type="checkbox"/> N/A <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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
Organizations relying on a current notice regarding disaster assistance check here N/A

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
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

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

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
WILLIAM E. HASLAM 7112 SHERWOOD DRIVE KNOXVILLE, TN 37919	PRESIDENT & DIRECTOR	0.00	0.	0.
CRISTEN G. HASLAM 7112 SHERWOOD DRIVE KNOXVILLE, TN 37919	VICE PRESIDENT & DIRECTOR	0.00	0.	0.
J. TODD ELLIS 5516 LONAS DRIVE, STE. 260 KNOXVILLE, TN 37909	SECRETARY, TREASURER & DIR	0.00	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		0.00	0.	0.

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.

1 NO DIRECT CHARITABLE ACTIVITIES IN 2009	Expenses
	0.
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.

1 NO PROGRAM RELATED INVESTMENTS IN 2009	Amount
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,561,624.
b	Average of monthly cash balances	1b	22,853.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,584,477.
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	12,584,477.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	188,767.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,395,710.
6	Minimum investment return. Enter 5% of line 5	6	619,786.

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	619,786.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,100.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,100.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	618,686.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	618,686.
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	618,686.

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	781,703.
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	781,703.
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	1,100.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	780,603.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				618,686.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006	60,805.			
d From 2007	114,126.			
e From 2008	121,351.			
f Total of lines 3a through e	296,282.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 781,703.				
a Applied to 2008, 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 2009 distributable amount				618,686.
e Remaining amount distributed out of corpus	163,017.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	459,299.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	459,299.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	60,805.			
c Excess from 2007	114,126.			
d Excess from 2008	121,351.			
e Excess from 2009	163,017.			

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 2009, 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)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

SEE STATEMENT 6

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 7

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 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 SEE STATEMENT 9				781,500.
Total				▶ 3a 781,500.
b Approved for future payment NONE				
Total				▶ 3b 0.

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

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

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization CHARIS FOUNDATION, INC. C/O STEINER & ELLIS, PLLC	Employer identification number 62-1867423
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WILLIAM E. & CHRISTEN G. HASLAM 7112 SHERWOOD DRIVE KNOXVILLE, TN 37919	\$ 50,000.	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.)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARCLAYS FROM K-1 HASLAM FAMILY PARTNERSHIP	3,584.	0.	3,584.
MORGAN STANLEY	116,486. 15,253.	0. 0.	116,486. 15,253.
TOTAL TO FM 990-PF, PART I, LN 4	135,323.	0.	135,323.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	7,445.	7,445.		0.
TO FORM 990-PF, PG 1, LN 16B	7,445.	7,445.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,443.	2,443.		0.
TENNESSEE ANNUAL REPORT FEE	20.	0.		20.
TO FORM 990-PF, PG 1, LN 18	2,463.	2,443.		20.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	15,421.	15,421.		0.
TO FORM 990-PF, PG 1, LN 23	15,421.	15,421.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY LIQUID MARKETS FUND	COST	0.	0.
SELECTINVEST ARBITRAGE/RELATIVE VALUE LTD	COST	0.	0.
TORREY INTERNATIONAL FUND	COST	0.	0.
MORGAN STANLEY OPPORTUNISTIC FUND	COST	1,712.	4,689.
BARCLAYS WEALTH ADVISOR SERIES GLOBAL EQUITY LTD	COST	500,000.	534,738.
INVESTMENT IN HASLAM FOUNDATIONS PARTNERSHIP	COST	10,776,499.	11,196,851.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,278,211.	11,736,278.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 6
NAME OF MANAGER		
WILLIAM E. HASLAM		
CRISTEN G. HASLAM		

FORM 990-PF

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

STATEMENT 7

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. TODD ELLIS
P.O. BOX 52206
KNOXVILLE, TN 379502206

TELEPHONE NUMBER

865-212-3800

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

JUNE 30, DECEMBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY TO TAX EXEMPT 501(C)(3) ORGANIZATIONS; PREFERENCE GIVEN TO ORGANIZATIONS IN THE EAST TENNESSEE AREA.

(a) List and describe the kinds of property sold	(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>
3M Company	400.000	8/1/2008	8/12/2009	28,674.26	27,996.00	678.26
ABB Ltd	1,200.000	7/30/2008	8/12/2009	21,840.99	31,769.64	(9,928.65)
Aetna Inc	700.000	7/30/2008	8/12/2009	19,020.50	27,383.93	(8,363.43)
Alcoa Inc	750.000	7/31/2008	8/12/2009	9,547.33	25,574.81	(16,027.48)
Allegheny Technologies Inc	500.000	7/31/2008	8/12/2009	14,477.12	24,062.54	(9,585.42)
American Tower Corp	600.000	7/31/2008	8/12/2009	19,450.29	25,651.92	(6,201.63)
Anadarko Petroleum Corp	550.000	7/31/2008	8/12/2009	28,271.33	32,060.48	(3,789.15)
Apache Corp	200.000	8/8/2008	8/12/2009	17,431.35	21,001.98	(3,570.63)
Bed Bath and Beyond	1,000.000	7/30/2008	8/12/2009	35,989.87	27,696.40	8,293.47
Brookfield Asset Management	700.000	9/15/2008	8/12/2009	14,144.99	19,652.40	(5,507.41)
Burlington Northern Santa Fe Corp	250.000	7/29/2008	8/12/2009	20,581.46	24,404.03	(3,822.57)
Canadian Natural Resources Ltd	300.000	8/29/2008	8/12/2009	17,276.55	25,200.88	(7,924.33)
Caterpillar Inc	350.000	8/29/2008	8/12/2009	16,422.87	24,743.74	(8,320.87)
Charles River Laboratories International	500.000	7/31/2008	8/12/2009	16,564.57	33,244.45	(16,679.88)
Comverse Technology Inc	2,000.000	7/30/2008	8/12/2009	16,019.58	30,340.00	(14,320.42)
Constellation Brands Inc	1,200.000	7/31/2008	8/12/2009	16,736.68	25,702.32	(8,965.64)
Covance Inc	250.000	8/28/2008	8/12/2009	13,571.64	23,962.23	(10,390.59)
Devon Energy Corp	250.000	7/31/2008	8/12/2009	16,152.08	23,868.88	(7,716.80)
Dresser Rand Group Inc	900.000	7/30/2008	8/12/2009	27,536.38	30,589.74	(3,053.36)
Enbridge Inc	600.000	7/29/2008	8/12/2009	22,738.39	25,091.40	(2,353.01)
Encore Acquisition Co	400.000	7/29/2008	8/12/2009	14,278.43	23,377.16	(9,098.73)
EnSCO International Inc	150.000	7/31/2008	8/12/2009	5,645.60	10,614.15	(4,968.55)
EnSCO International Inc	300.000	7/31/2008	8/12/2009	11,291.19	21,228.30	(9,937.11)
EnSCO International Inc	150.000	8/8/2008	8/12/2009	5,645.60	9,571.56	(3,925.96)
Exelon Corp	200.000	7/30/2008	8/12/2009	9,943.54	15,969.16	(6,025.62)
Freeport McMoran Copper & Gold Inc	250.000	7/31/2008	8/12/2009	15,417.60	24,577.55	(9,159.95)
General Elec Co	1,000.000	7/30/2008	8/12/2009	14,146.23	28,810.00	(14,663.77)
Illinois Tool Wks Inc	700.000	7/30/2008	8/12/2009	28,246.34	33,166.70	(4,920.36)
Ingersoll Rand	900.000	7/31/2008	8/12/2009	25,767.56	32,831.10	(7,063.54)
International Business Machines Corp	100.000	7/31/2008	8/12/2009	11,948.70	12,868.86	(920.16)
International Business Machines Corp	100.000	7/31/2008	8/12/2009	11,948.70	12,868.86	(920.16)
International Business Machines Corp	100.000	8/8/2008	8/12/2009	11,948.70	12,884.72	(936.02)
JP Morgan Chase & Co	900.000	8/4/2008	8/12/2009	37,896.46	35,601.84	2,294.62
K12 Inc	800.000	7/30/2008	8/12/2009	15,478.52	19,377.12	(3,898.60)
Kendle International Inc	450.000	7/29/2008	8/12/2009	4,803.50	18,117.27	(13,313.77)
Key Energy Services Inc	1,400.000	8/4/2008	8/12/2009	8,772.91	21,819.70	(13,046.79)
Kraft Foods Inc	1,000.000	8/4/2008	8/12/2009	28,504.76	32,640.00	(4,135.24)
Loews Corp Carolina	1,000.000	7/31/2008	8/12/2009	31,866.97	44,979.61	(13,112.64)
Lorillard Inc	400.000	7/30/2008	8/12/2009	29,747.83	27,586.72	2,161.11
M&T Bank Corp	500.000	7/31/2008	8/12/2009	30,260.52	35,234.44	(4,973.92)
Methanex Corp	1,000.000	8/4/2008	8/12/2009	16,866.56	26,143.50	(9,276.94)
MetLife Inc	650.000	7/31/2008	8/12/2009	23,327.96	33,413.57	(10,085.61)
MetLife Inc	600.000	7/31/2008	8/12/2009	21,533.51	30,815.76	(9,282.25)
Mettler-Toledo International Inc	200.000	8/12/2008	8/12/2009	16,872.58	21,001.18	(4,128.60)
Navios Maritime Holdings Inc	500.000	7/31/2008	8/12/2009	2,304.99	4,709.45	(2,404.46)
Navios Maritime Holdings Inc	2,200.000	7/31/2008	8/12/2009	10,141.95	20,721.58	(10,579.63)
Navios Maritime Holdings Inc	500.000	8/8/2008	8/12/2009	2,304.99	4,198.76	(1,893.77)
Netsuite Inc	750.000	7/30/2008	8/12/2009	9,412.33	13,029.30	(3,616.97)
News Corporation Class A	3,600.000	7/31/2008	8/12/2009	40,465.83	51,668.39	(11,202.56)
Nokia Corp	1,300.000	7/31/2008	8/12/2009	17,110.68	35,570.60	(18,459.92)
Nordstrom Inc.	900.000	7/31/2008	8/12/2009	26,124.76	26,229.69	(104.93)
Northeast Utilities	1,000.000	7/30/2008	8/12/2009	23,468.59	25,289.60	(1,821.01)
NRG Energy Inc	900.000	7/31/2008	8/12/2009	25,543.38	32,605.29	(7,061.91)

(a) List and describe the kinds of property sold	(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>
Occidental Petroleum Corp	250 000	8/8/2008	8/12/2009	17,362.05	18,784.78	(1,422.73)
Oracle Corp	400 000	8/29/2008	8/12/2009	8,616.54	8,772.65	(156.11)
Oracle Corp	400 000	7/31/2008	8/12/2009	8,616.54	8,617.33	(0.79)
Oracle Corp	1,200.000	7/31/2008	8/12/2009	25,849.61	25,852.00	(2.39)
Pactiv Corp	1,100.000	7/29/2008	8/12/2009	28,601.37	26,070.22	2,531.15
PepsiCo Inc	400.000	8/4/2008	8/12/2009	22,880.45	27,691.56	(4,811.11)
Petrohawk Energy Corp	550.000	7/29/2008	8/12/2009	12,532.43	17,060.67	(4,528.24)
Pharmaceutical Product Development Inc	450.000	9/5/2008	8/12/2009	9,212.81	19,295.19	(10,082.38)
Phillip Morris International	400.000	8/28/2008	8/12/2009	18,712.55	21,549.16	(2,836.61)
Pride International Inc	150.000	7/31/2008	8/12/2009	3,899.63	5,827.57	(1,927.94)
Pride International Inc	700.000	7/31/2008	8/12/2009	18,198.26	27,195.30	(8,997.04)
Pride International Inc	150.000	8/8/2008	8/12/2009	3,899.63	5,847.74	(1,948.11)
Proctor & Gamble Co	400.000	7/31/2008	8/12/2009	20,804.66	26,423.60	(5,618.94)
Prudential Financial Inc	500.000	8/1/2008	8/12/2009	23,469.44	34,205.20	(10,735.76)
Range Resources Corp	350 000	7/29/2008	8/12/2009	16,122.62	17,702.86	(1,580.24)
Rockwell Automation Inc	800.000	7/31/2008	8/12/2009	32,893.43	36,166.24	(3,272.81)
Rowan Companies Inc.	200 000	7/31/2008	8/12/2009	4,118.89	7,989.88	(3,870.99)
Rowan Companies Inc.	600 000	7/31/2008	8/12/2009	12,356.68	23,969.64	(11,612.96)
Rowan Companies Inc.	200 000	8/8/2008	8/12/2009	4,118.89	7,360.80	(3,241.91)
SBA Communications Corp	700.000	7/29/2008	8/12/2009	17,454.78	25,424.00	(7,969.22)
Silgan Holdings Inc	400.000	8/1/2008	8/12/2009	20,258.47	20,851.32	(592.85)
Suncor Energy Inc.	500.000	7/31/2008	8/12/2009	16,250.38	27,594.60	(11,344.22)
Thermo Fisher Scientific Inc	400.000	9/4/2008	8/12/2009	18,239.47	23,311.36	(5,071.89)
Thermo Fisher Scientific Inc	400.000	8/4/2008	8/12/2009	18,239.48	23,971.08	(5,731.60)
Thermo Fisher Scientific Inc	100.000	8/4/2008	8/12/2009	4,559.87	5,992.77	(1,432.90)
Visa Inc CL A	200.000	7/31/2008	8/12/2009	13,680.66	14,569.04	(888.38)
Wabco Hldgs Inc	600.000	8/1/2008	8/12/2009	11,659.01	25,791.78	(14,132.77)
Xerox Corp	2,600.000	7/31/2008	8/12/2009	22,047.69	35,257.14	(13,209.45)
XTO Energy	700.000	7/31/2008	8/12/2009	29,211.93	33,124.92	(3,912.99)
XTO Energy	600.000	7/31/2008	8/12/2009	25,038.80	28,318.20	(3,279.40)
				<u>1,470,393.02</u>	<u>1,960,107.86</u>	<u>(489,714.84)</u>

Name and Address	Relationship to Foundation Manager or Substantial Contributor	Status of Recipient	Purpose of Grant or Contribution	IRS BMF	Amount
All Souls Foundation 4 Market Square Knoxville, TN 37902	N/A	Public Charity - an organization described in section 501(c)(3)	To serve the local community in the name of Jesus Christ	509(a)(3) Type 1	15,000
Asian Access LIFE Ministries 2220 E Route 66, Suite 201 Glendora, CA 91740	N/A	Public Charity - an organization described in section 501(c)(3)	To identify, develop and release emerging kingdom leaders to unite the church, multiply leaders and congregations, and extend the transforming power of the Gospel of Jesus Christ	509(a)(1)	2,500
Boys & Girls Clubs of the Tennessee Valley 220 Carmack Street, Suite 318 Knoxville, TN 37921	N/A	Public Charity - an organization described in section 501(c)(3)	To help the youth in Knox County and the surrounding East Tennessee area to reach their full potential as productive, caring, responsible citizens	509(a)(1)	20,000
Clemson University Foundation P O Box 1889 Clemson, SC 29634	N/A	Public Charity - an organization described in section 501(c)(3)	To promote the welfare and future development of Clemson University education	509(a)(1)	10,000
East Tennessee Children's Hospital Association, Inc 2018 Clinch Avenue Knoxville, TN 37916	N/A	Public Charity - an organization described in section 501(c)(3)	To improve the health of children.	509(a)(1)	20,000
Emerald Youth Foundation 1718 N Central Street Knoxville, TN 37917	N/A	Public Charity - an organization described in section 501(c)(3)	To develop Christian leaders who use their knowledge, skills, and gifts to renew their communities	509(a)(1)	78,000
Hospitality Partners, Inc FISH Hospitality Partners 800 Northshore Drive Knoxville, TN 37919	N/A	Public Charity - an organization described in section 501(c)(3)	To provide food to the needy and homeless	509(a)(1)	3,000
Fuller Theological Seminary 135 N Oakland Avenue Pasadena, CA 91182	N/A	Public Charity - an organization described in section 501(c)(3)	To support the international, multi-denominational seminary that prepares students for a wide variety of Christian vocations	509(a)(1)	2,500
Goodwill Industries - Knoxville, Inc P O Box 11068 Knoxville, TN 37939	N/A	Public Charity - an organization described in section 501(c)(3)	To empower individuals to earn a living and strengthen their community	509(a)(1)	5,000
Boy Scouts of America Great Smoky Mountain Council PO Box 51885 Knoxville, TN 37950	N/A	Public Charity - an organization described in section 501(c)(3)	To prepare young people to make ethical choices over their lifetime through a youth program of character development and values-based leadership training	509(a)(1)	2,500
Great Smoky Mountain Heritage Center P O Box 268 Townsend, TN 37882	N/A	Public Charity - an organization described in section 501(c)(3)	To preserve, protect and promote the unique history and rich culture of the East Tennessee mountain communities that were incorporated into the Great Smoky Mountains National Park.	509(a)(1)	5,000
Great Smoky Mountain Institute at Tremont 9275 Tremont Road Townsend, TN 37882	N/A	Public Charity - an organization described in section 501(c)(3)	To provide environmental education programs	509(a)(1)	2,500
Hope Resource Center 2700 Painter Avenue Knoxville, TN 37919	N/A	Public Charity - an organization described in section 501(c)(3)	To provide free care and education to expectant mothers	509(a)(1)	10,000
Habitat for Humanity International Inc. P O Box 27478 Knoxville, TN 37927	N/A	Public Charity - an organization described in section 501(c)(3)	To build simple, decent, affordable homes in partnership with those in need	509(a)(1)	10,000
Maryville College 502 East Lamar Alexander Parkway Maryville, TN 37804	N/A	Public Charity - an organization described in section 501(c)(3)	To maintain educational institution properties	State University	40,000
Resourcing Christian Education International NFP P O Box 4528 Wheaton, IL 60189	N/A	Public Charity - an organization described in section 501(c)(3)	To serve Christian education ministries in their mission of providing education opportunities with a Biblical foundation and Christian worldview	509(a)(1)	1,000
Mailbox Club Inc. 404 Eager Road Valdosta, GA 31602	N/A	Public Charity - an organization described in section 501(c)(3)	To provide Bible correspondence lessons, Christian books, and tracts to be distributed throughout the United States and foreign countries	509(a)(2)	2,000
Tribe One Empowerment & Publishing P O Box 478 Knoxville, TN 37901	N/A	Public Charity - an organization described in section 501(c)(3)	To prepare under-served youth for active citizenship in their community through leadership development, educational enrichment, and entrepreneurial training within a supportive environment.	509(a)(1)	16,000
United Way of Greater Knoxville Inc. 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	509(a)(1)	135,000

Name and Address	Relationship to Foundation Manager or Substantial Contributor	Status of Recipient	Purpose of Grant or Contribution	IRS BMF	Amount
The University of Tennessee Foundation, Inc Office of the Treasurer Knoxville, TN 37996	N/A	Public Charity - an organization described in section 501(c)(3)	To maintain educational institution properties	509(a)(1)	312,500
Webb School of Knoxville 8800 Webb School Drive Knoxville, TN 37923	N/A	Public Charity - an organization described in section 501(c)(3)	To maintain educational institution properties	509(a)(1)	75,000
Wesley House Community Center 923 Dameron Avenue Knoxville, TN 37921	N/A	Public Charity - an organization described in section 501(c)(3)	To support the after school program that helps enhance children's learning beyond their school environment.	509(a)(1)	5,000
YMCA of East Tennessee, Inc 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	509(a)(2)	11,000
Total Contributions					781,500