

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2012Open to Public
Inspection**A** For the 2012 calendar year, or tax year beginning

and ending

B Check if applicable:
☐ Address change
☐ Name change
☐ Initial return
☐ Extension
☐ Amended return
☐ Application pending
C Name of organization**THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE, INC.**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)
3833 CLEGHORN AVE.Room/suite
400City, town, or post office, state, and ZIP code
NASHVILLE, TN 37215**F** Name and address of principal officer: **ELLEN E. LEHMAN**
SAME AS C ABOVE**D** Employer identification number**62-1471789****E** Telephone number**(615) 321-4939****G** Gross receipts **224,460,512.****H(a)** Is this a group returnfor affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☒ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶**I** Tax-exempt status: ☒ 501(c)(3) ☐ 501(c)() (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: **WWW.CFMT.ORG****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **1991** **M** State of legal domicile: **TN****Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE, INC. (THE "FOUNDATION") IS A CHARITABLE		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	49
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	48
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	40
	6 Total number of volunteers (estimate if necessary)	6	600
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	11,422.
7b Net unrelated business taxable income from Form 990-T, line 34	7b	<298,200.>	
Revenue	8 Contributions and grants (Part VIII, line 1a)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	17,861,936.	34,943,501.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	17,754,326.	5,392,536.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	891,094.	924,852.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	36,507,356.	41,260,889.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	57,814,599.	72,705,671.
Expenses	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	1,916,007.	2,414,546.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,173,059.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,500,076.	2,885,436.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	64,230,682.	78,005,653.
	19 Revenue less expenses. Subtract line 18 from line 12	<27,723,326.>	<36,744,764.>
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	367,471,170.	360,123,135.	
22 Net assets or fund balances. Subtract line 21 from line 20	15,449,224.	6,001,485.	
		352,021,946.	354,121,650.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date
	ELLEN E. LEHMAN, PRESIDENT	09-25-13
Paid Preparer Use Only	Print/Type preparer's name	Date
	JERRY A. MOSS, CPA	09/19/13
	Preparer's signature	PTIN
	Firm's name	62-0713250
	Firm's address	Phone no.
	555 GREAT CIRCLE ROAD	615-242-7351
	NASHVILLE, TN 37228	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

201201 12-10-12 LHA For Paperwork Reduction Act Notice, see the separate instructions.

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SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☒ X

1 Briefly describe the organization's mission:

**THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE, INC. (THE "FOUNDATION")
IS A CHARITABLE ORGANIZATION WHOSE PURPOSE IS TO BE A LEADER,
CATALYST, AND RESOURCE FOR PHILANTHROPY BY BUILDING AND HOLDING A
PERMANENT AND GROWING ENDOWMENT FOR THE MIDDLE TENNESSEE COMMUNITY'S**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 74,947,375. including grants of \$ 72,705,671.) (Revenue \$ 41,007.)

**THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE PROVIDES PHILANTHROPIC
SERVICES FOCUSED ON COMBINING THE CHARITABLE GIFTS OF MANY TO PROVIDE
LEADERSHIP AND FINANCIAL LEVERAGE IN ADDRESSING THE CURRENT AND FUTURE
NEEDS OF THE COMMUNITY THROUGH VARIOUS GRANT MAKING ACTIVITIES DESIGNED
TO IMPROVE THE LIVES OF THE CITIZENS IN MIDDLE TENNESSEE.**

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 74,947,375.

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**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

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Section 501(c)(3)

**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O.

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**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

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Part V **Statements Regarding Other IRS Filings and Tax Compliance**
Check if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1099. Enter -0- if not applicable	46		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	40		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X	
b If "Yes," enter the name of the foreign country: OTHER COUNTRY See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			X
c If "Yes," to line 5a or 5b, did the organization file Form 8866-T?			
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		X	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1099-C?			
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			X
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?			X
b Did the organization make a distribution to a donor, donor advisor, or related person?			X
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?			X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O			

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**THE COMMUNITY FOUNDATION OF MIDDLE
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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI ☒ **X**

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	49	
b Enter the number of voting members included in line 1a, above, who are independent	48	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **TN, AL, AK, AZ, AR, CT, FL, GA, IL, KS, KY, ME**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **ELLEN E. LEHMAN - (615) 321-4939**
3833 CLEGHORN AVE. STE #400, NASHVILLE, TN 37215

13-10-12

SEE SCHEDULE O FOR FULL LIST OF STATES

Form 990 (2012)

**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individual or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MS. LEILANI BOULWARE NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(2) MR. RICHARD M. BRACKEN NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(3) MRS. AGENIA W. CLARK NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(4) MR. RONALD L. CORBIN NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(5) MR. JOHN D. FERGUSON NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(6) MRS. IRWIN E. FISHER NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(7) DR. STEPHEN F. FLATT NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(8) MR. JAY L. FRANK NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(9) MR. GARY A. GARFIELD NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(10) HONORABLE ALBERTO R. GONZALES NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(11) MR. CARL T. HALEY NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(12) MR. HENRY B. HICKS, III NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(13) MRS. CAROL O. HUDLER NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(14) MR. DECOSTA E. JENKINS NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(15) HONORABLE WILLIAM C. KOCH, JR. NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(16) MR. BERT MATTHEWS NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(17) MR. DON MACLACHLAN NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.

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**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director, trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Officer	Director	Trustee	Key employee	Highest compensated employee	Former			
(18) MR. ROBERT A. MCCABE, JR. NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(19) MR. STEPHEN F. MOORE NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(20) MRS. DEBORAH TAYLOR TATE NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(21) MR. DAVID WILLIAMS, II NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(22) MR. JACK O. BOVENDER, JR. NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(23) MR. GEORGE H. BULLARD NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(24) MR. BEN L. CUNDIFF NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(25) MR. FARZIN FERDOWSKI NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(26) MR. CHARLES O. FRAZIER NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								490,586.	0.	41,825.
d Total (add lines 1b and 1c)								490,586.	0.	41,825.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **3**

- | | | | |
|---|---|-----|----|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual | 3 | Yes | No |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual | 4 | X | |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person | 5 | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
EDGE CAPITAL PARTNERS, LLC, 1380 W. PACES FERRY RD., NW STE 1000, ATLANTA, GA 30327	INVESTMENT CONSULTING	231,813.
CONSULTING SERVICES GROUP, LP 6075 POPLAR AVE., #700, MEMPHIS, TN 38119	INVESTMENT CONSULTING	197,085.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **2**

SEE PART VII, SECTION A CONTINUATION SHEETS

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (V-2/1099-MISC)	(E) Reportable compensation from related organizations (V-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) DR. THOMAS F. FRIST, JR. NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(28) MR. JOEL C. GORDON NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(29) MR. KERRY GRAHAM NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(30) MR. JAMES S. GULMI NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(31) MR. AUBREY B. HARNELL, JR. NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(32) MR. KEVIN P. LAVENDER NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(33) DR. JOHN E. MAUPIN, JR. NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(34) MR. RALPH W. MOSLEY NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(35) MRS. DONNA D. NICELY NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(36) MR. MICHAEL D. SCHMERLYNG NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(37) MRS. SUSAN W. SIMONS NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(38) MR. WILLIAM T. SPITZ NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(39) MR. HOWARD L. STRINGER NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(40) MR. CHARLES A. TROST NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(41) MS. DEBORAH P. TURNER NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(42) MR. JACK B. TURNER NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(43) MRS. BETSY WALKUP NON-COMPENSATED TRUSTEE	1.30	X						0.	0.	0.
(44) MRS. CATHERINE T. JACKSON NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(45) DR. HARRY JACOBSON NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(46) MRS. JUDITH BARKER NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

**THE COMMUNITY FOUNDATION OF MIDDLE
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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual director	Institutional director	Officer	Key employee	Highest compensated employee	Former			
(47) MR. BEN R. RECHTER NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(48) DR. JANIE C. WILLIAMS NON-COMPENSATED DIRECTOR	1.30	X						0.	0.	0.
(49) MRS. ELLEN E. LEHMAN PRESIDENT	60.00			X				253,042.	0.	16,336.
(50) MRS. JERRY WILLIAMS VICE CHAIRMAN	1.30			X				0.	0.	0.
(51) MELISA CURREY COMPTROLLER	60.00			X				117,047.	0.	12,671.
(52) MR. FRANCIS S. GUESS CHAIRMAN	1.30			X				0.	0.	0.
(53) MRS. KITTY MOON EMERY SECRETARY	1.30			X				0.	0.	0.
(54) MR. CHARLES W. COOK, JR. TREASURER	1.30			X				0.	0.	0.
(55) BELINDA DINWIDDIE DIRECTOR OF DONOR EDUCATION	40.00					X		120,497.	0.	12,818.
Total to Part VII, Section A, line 1c								490,586.		41,825.

THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

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Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 130,414.				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 34,813,037.				
	g Noncash contributions included in lines 1a-1f: \$	9,680,854.				
	h Total. Add lines 1a-1f		34,943,501.			
	2 a _____	Business Code _____				
b _____						
c _____						
d _____						
e _____						
f All other program service revenue						
g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		4,847,690.			4,847,690.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real (i) Personal				
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities (i) Other				
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)		544,846.			544,846.
	8 a Gross income from fundraising events (not including \$ 130,414. of contributions reported on line 1c). See Part IV, line 18	a 1,726,244.				
	b Less: direct expenses	b 853,821.				
	c Net income or (loss) from fundraising events		872,423.			872,423.
	9 a Gross income from gaming activities. See Part IV, line 19	a 7,750.				
	b Less: direct expenses	b 5,250.				
	c Net income or (loss) from gaming activities		2,460.	2,460.		
	10 a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a MISCELLANEOUS	900699	13,547.	13,547.			
b NOW PLAYING NASHVILLE.COM	541900	11,422.		11,422.		
c _____						
d All other revenue						
e Total. Add lines 11a-11d		49,969.				
12 Total revenue. See instructions.		41,260,859.	41,607.	11,422.	6,264,959.	

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**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	70,695,058.	70,695,058.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	2,010,613.	2,010,613.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	399,097.	102,756.	180,586.	115,755.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,625,543.	641,010.	474,609.	509,924.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	43,378.	17,219.	12,530.	13,629.
9 Other employee benefits	196,843.	75,504.	59,616.	61,723.
10 Payroll taxes	149,685.	55,284.	48,070.	46,331.
11 Fees for services (non-employees):				
a Management				
b Legal	128,734.	26,175.	88,772.	13,787.
c Accounting	38,007.	12,669.	12,669.	12,669.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	1,316,802.	528,263.	693,181.	95,358.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	395,114.	389,674.	2,720.	2,720.
12 Advertising and promotion	224,511.	82,919.	72,100.	69,492.
13 Office expenses	184,579.	68,171.	59,276.	57,132.
14 Information technology	133,501.	49,306.	42,873.	41,322.
15 Royalties				
16 Occupancy	42,734.	15,783.	13,724.	13,227.
17 Travel	46,575.	17,202.	14,957.	14,416.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	67,753.	25,024.	21,758.	20,971.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	80,419.	29,701.	25,826.	24,892.
23 Insurance	38,547.	14,237.	12,379.	11,931.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a BUILDING EXPENSE	74,982.	27,693.	24,080.	23,209.
b DUES AND SUBSCRIPTIONS	58,806.	21,719.	18,885.	18,202.
c INDIRECT EXPENSES	33,796.	33,796.	0.	0.
d GIFTS	12,122.	4,477.	3,893.	3,752.
e All other expenses	8,454.	3,122.	2,715.	2,617.
25 Total functional expenses. Add lines 1 through 24e	78,005,653.	74,947,375.	1,885,219.	1,173,059.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 97-23 (ASQ 956-720)

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**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

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Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	15,777,687.	2	26,964,027.
	3 Pledges and grants receivable, net	25,479.	3	39,846.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 2,295,499.		
	b Less: accumulated depreciation	10b 683,674.	10c 1,689,152.	1,611,825.
	11 Investments - publicly traded securities	227,149,864.	11	186,876,478.
	12 Investments - other securities. See Part IV, line 11	113,140,577.	12	134,066,501.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	9,688,411.	15	10,564,458.
16 Total assets. Add lines 1 through 15 (must equal line 34)	367,471,170.	16	360,123,135.	
Liabilities	17 Accounts payable and accrued expenses	39,207.	17	51,372.
	18 Grants payable	10,046,606.	18	3,969.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	5,363,411.	25	5,946,144.
	26 Total liabilities. Add lines 17 through 25	15,449,224.	26	6,001,485.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	340,423,112.	27	341,414,056.
	28 Temporarily restricted net assets	9,654,702.	28	10,746,980.
	29 Permanently restricted net assets	1,944,132.	29	1,960,614.
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	352,021,946.	33	354,121,650.
34 Total liabilities and net assets/fund balances	367,471,170.	34	360,123,135.	

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THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Form 990 (2012)

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	41,260,889.
2	Total expenses (must equal Part IX, column (A), line 25)	2	78,005,653.
3	Revenue less expenses. Subtract line 2 from line 1	3	<36,744,764.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	352,021,946.
5	Net unrealized gains (losses) on investments	5	37,999,887.
6	Donated services and use of facilities	6	70,744.
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	773,837.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	354,121,650.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☒

	Yes	No
1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

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Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

CMB No. 1545-3047

2012

Open to Public Inspection

Employer identification number
62-1471789

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).**

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (i) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(ii) A family member of a person described in (i) above? _____

(iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

h Provide the following information about the supported organization(s). _____

[illegible]

Schedule A (Form 990 or 990-EZ) 2012

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THE COMMUNITY FOUNDATION OF MIDDLE

Schedule A (Form 990 or 990-EZ) 2012 **TENNESSEE, INC.**

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	95,950,555.	26,471,552.	55,708,035.	17,661,936.	34,943,501.	230,935,579.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	95,950,555.	26,471,552.	55,708,035.	17,661,936.	34,943,501.	230,935,579.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						74,664,152.
6 Public support. Subtract line 5 from line 4						156,271,427.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	95,950,555.	26,471,552.	55,708,035.	17,661,936.	34,943,501.	230,935,579.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	7,405,300.	4,719,450.	5,241,101.	4,360,135.	4,347,690.	27,073,576.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	1,073.	5,153.	2,580.	7,213.	11,422.	27,441.
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)	1,316,653.	1,489,134.	7,467,552.	1,389,947.	1,772,540.	13,455,826.
11 Total support. Add lines 7 through 10						271,492,422.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	57.56 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	55.72 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ ☒		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ ☐		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ▶ ☐		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ▶ ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ ☐		

Schedule A (Form 990 or 990-EZ) 2012

132222
12-01-12

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐		
b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐		

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

CMB No. 1545-0047

2012

Name of the organization

THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Employer identification number

62-1471789

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (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 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, total 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 total 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 Part I, 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization
**THE COMMUNITY FOUNDATION OF MIDDLE
 TENNESSEE, INC.**

Employer identification number

62-1471789

Part I

/ Part I if additional space is needed.

(a) No.	(c) Total contributions	(d) Type of contribution
<u>1</u>	\$ <u>575,815.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>2</u>	\$ <u>788,550.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>3</u>	\$ <u>958,847.</u>	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>4</u>	\$ <u>1,794,552.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>5</u>	\$ <u>1,000,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>6</u>	\$ <u>3,902,095.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

703452 12-21-12

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Employer identification number

62-1471789

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 392,223.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
8		\$ 528,013.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
9		\$ 1,037,250.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
10		\$ 400,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
11		\$ 495,976.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
12	JR.	\$ 4,227,750.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

223452 12-31-12

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Employer identification number

62-1471789

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b)	(c) Total contributions	(d) Type of contribution
13		\$ 992,075.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
14		\$ 511,310.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
15		\$ 1,200,261.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
16		\$ 429,140.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Employer identification number

62-1471789

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3		\$ 1,228.	11/01/12
8		\$ 528,013.	11/23/12
9		\$ 1,036,500.	12/27/12
11		\$ 190,976.	12/07/12
12		\$ 4,227,750.	07/31/12
13		\$ 991,800.	12/07/12

223453 12-21-12

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Employer identification number

62-1471789

Part II

(a) No. from Part I		(c) FMV (or estimate) (see instructions)	(d) Date received
14		\$ 509,040.	10/29/12
(a) No. from Part I		(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I		(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I		(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I		(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Employer identification number

62-1471789

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (6), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Do not include amounts) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012Open to Public
InspectionName of the organization **THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**Employer identification number
62-1471789**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the
organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	436	
2 Aggregate contributions to (during year)	30,561,685.	
3 Aggregate grants from (during year)	62,376,995.	
4 Aggregate value at end of year	257,486,525.	

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☒ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☒ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply):

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8-17-06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, and handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

Schedule D (Form 990) 2012

62-1471789 Page 2

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

- a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations

- d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	2,021,803.	2,130,191.	1,945,913.	1,497,475.	981,240.
b Contributions	16,482.			446,657.	768,046.
c Net investment earnings, gains, and losses	259,190.	<37,543.>	247,365.		<151,224.>
d Grants or scholarships					100,557.
e Other expenditures for facilities and programs	69,361.	70,845.	53,057.		
f Administrative expenses					
g End of year balance	2,228,114.	2,021,803.	2,130,191.	1,944,132.	1,497,475.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ☐ %

b Permanent endowment ☒ 100.00 %

c Temporarily restricted endowment ☐ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization

by:

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(i), are the related organizations listed as required on Schedule R? ☐

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		892,800.		892,800.
b Buildings		661,239.	89,497.	571,742.
c Leasehold improvements				
d Equipment		354,775.	298,244.	56,531.
e Other		386,685.	295,933.	90,752.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,611,825.

Schedule D (Form 990) 2012

THE COMMUNITY FOUNDATION OF MIDDLE

TENNESSEE, INC.

Schedule D (Form 990) 2012

62-1471789 Page 3

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	298,595.	END-OF-YEAR MARKET VALUE
(3) Other		
(A) PARTNERSHIP INTEREST	20,932,243.	END-OF-YEAR MARKET VALUE
(B) PF	105,072,352.	END-OF-YEAR MARKET VALUE
(C) PARTNERSHIP INTEREST	809,174.	COST
(D) PRIVATE EQUITY	6,954,137.	END-OF-YEAR MARKET VALUE
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	134,066,501.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) AGENCY ENDOWMENT FUNDS LIABILITY	5,946,144.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	5,946,144.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Schedule D (Form 990) 2012

62-1471789 Page 4

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	81,035,211.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	37,999,887.
b	Donated services and use of facilities	2b	70,744.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	844,580.
e	Add lines 2a through 2d	2e	38,915,211.
3	Subtract line 2e from line 1	3	42,120,000.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	<859,111.>
c	Add lines 4a and 4b	4c	<859,111.>
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	41,260,889.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	78,935,508.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	70,744.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	859,111.
e	Add lines 2a through 2d	2e	929,855.
3	Subtract line 2e from line 1	3	78,005,653.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	78,005,653.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: MANAGEMENT HAS PERFORMED ITS EVALUATION OF ALL INCOME

TAX POSITIONS TAKEN ON ALL OPEN INCOME TAX RETURNS AND HAS DETERMINED THAT

THERE WERE NO POSITIONS TAKEN THAT DO NOT MEET THE "MORE LIKELY THAN NOT"

STANDARD. ACCORDINGLY, THERE ARE NO PROVISIONS FOR INCOME TAXES,

PENALTIES OR INTEREST RECEIVABLE OR PAYABLE RELATING TO UNCERTAIN INCOME

TAX POSITIONS IN THE ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS

PART XI, LINE 2D - OTHER ADJUSTMENTS:

Schedule D (Form 990) 2012

CHANGE IN VALUE OF SPLIT-INTEREST GIFTS	844,580.
---	----------

PART XI, LINE 4B - OTHER ADJUSTMENTS:

EXPENSES RELATED TO SPECIAL EVENTS	-853,821.
GAMING EXPENSES	-5,290.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	-859,111.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

EXPENSES RELATED TO SPECIAL EVENTS	853,821.
GAMING EXPENSES	5,290.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	859,111.

Department of the Treasury
Internal Revenue Service

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

CME No. 1545-GC-7

2012

Open To Public Inspection

Name of the organization	THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE, INC.	Employer identification number	62-1471789
--------------------------	--	--------------------------------	------------

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

Total

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

THE COMMUNITY FOUNDATION OF MIDDLE

Schedule G (Form 990 or 990-EZ) 2012 **TENNESSEE, INC.**

62-1471789 Page 2

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		TOURNAMENT OF HOPE (event type)	POP LUNCHEON (event type)	20 (total number)	
Revenue	1 Gross receipts	818,699.	242,793.	795,166.	1,856,658.
	2 Less: Contributions	60,058.	13,551.	56,805.	130,414.
	3 Gross income (line 1 minus line 2)	758,641.	229,242.	738,361.	1,726,244.
Direct Expenses	4 Cash prizes	0.	0.	0.	
	5 Noncash prizes	0.	0.	0.	
	6 Rent/facility costs	91,758.	0.	39,479.	131,237.
	7 Food and beverages	26,167.	36,788.	71,804.	134,759.
	8 Entertainment	6,500.	0.	20,207.	26,707.
	9 Other direct expenses	157,288.	63,453.	340,377.	561,118.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				853,821.
	11 Net income summary. Combine line 3, column (c), and line 10				872,423.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
Direct Expenses	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities:

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain:

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain:

TENNESSEE, INC.

Page 3

Schedule G (Form 990 or 990-EZ) 2012 **TENNESSEE, INC.**

- | | |
|-----|---|
| 13a | % |
| 13b | % |

Address

- Address
- 

Description of services provided ▶

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

232083 0*-07-12

Schedule G (Form 990 or 990-EZ) 2012

32

14430919 781331 16513-16513 2012.04020 THE COMMUNITY FOUNDATION OF 16513-11

**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

62-1471789 Page 2

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
DISASTER RELIEF	205	533,260.	0.		
EDUCATION	134	1,410,611.	0.		
HUMAN SERVICES	8	66,734.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2; Part III, column (b), and any other additional information.

RECIPIENTS OF DISCRETIONARY GRANT'S FROM THE COMMUNITY FOUNDATION OF

MIDDLE TENNESSEE ARE ASKED TO SUBMIT AN INTERIM REPORT, WHICH IS DUE

SIX MONTHS FOLLOWING THE GRANT AWARD, AND A FINAL REPORT, WHICH IS DUE

TWELVE MONTHS FOLLOWING THE GRANT AWARD DATE. RECIPIENTS OF DISASTER

GRANTS FROM THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE ARE ASKED TO

SUBMIT MONTHLY REPORTS UNTIL THE FUNDS HAVE BEEN EXPENDED. THESE

REPORTS ARE AN ACCOUNTING OF RESULTS AND ACHIEVEMENTS TO DATE, AS WELL

AS AN ACCOUNTING OF GRANT EXPENDITURES.

THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Schedule I (Form 990)

62-1471789 Page 2

Part IV Supplemental Information

IN THE CASE OF DONOR-ADVISED FUNDS, WE REQUIRE THAT THE DONOR
ACKNOWLEDGE THAT THE DONOR RECOMMENDED GRANT DOES NOT REPRESENT THE
PAYMENT OF ANY PERSONAL PLEDGE OR OTHER FINANCIAL OBLIGATION AND THAT
IT WILL RESULT IN NO BENEFITS OR PRIVILEGES BEING RECEIVED BY ANYONE.
WE ALSO ASK THE DONOR TO ACKNOWLEDGE THAT THEY ARE AWARE THAT THE USE
OF DONOR ADVISED FUNDS TO PURCHASE ADMISSION TO AN EVENT OR TO GARNER
ANY BENEFITS OR PRIVILEGES, MAY MAKE THEM PERSONALLY LIABLE FOR
PENALTIES ASSESSED BY THE IRS UNDER THE PENSION REFORM ACT SIGNED INTO
LAW 8/17/06. IN THE GRANT TRANSMITTAL LETTER TO THE GRANTEE, WE ADVISE
THAT IN ACCORDANCE WITH IRS REGULATIONS, WE ARE SENDING THE GRANT BASED
UPON ADVICE THAT THEY ARE A 501(C)(3) IN GOOD STANDING AND THE FUNDS
WILL NOT BE APPLIED TOWARD A PLEDGE OR OBLIGATION OF ANY PERSON, NOR
WILL IT SECURE ANY BENEFITS FOR ANY ONE INDIVIDUAL.

332221
03-01-12

Schedule I (Form 990)

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

CMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

Employer identification number

62-1471789

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990,
Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or
reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors,
trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's
CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to
establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|---|
| ☐ Compensation committee | ☒ Written employment contract |
| ☐ Independent compensation consultant | ☒ Compensation survey or study |
| ☐ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing
organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments
not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the
initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in
Regulations section 53.4958-6(c)?

Yes No

1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

Department of the Treasury,
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

09926-735-048

Open To Public Inspection

Employer identification number
62-1471789

Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958.

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization:

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 33a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

Total ▶ \$

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

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

Schedule L (Form 990 or 990-EZ) 2012

THE COMMUNITY FOUNDATION OF MIDDLE

Schedule L (Form 990 or 990-EZ) 2012 TENNESSEE, INC.

62-1471789 Page 2

Part IV. Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
RICHARD ESKIND	FATHER OF ELLEN LEH	0.	RICHARD ESK		X
WILLIAM H. ESKIND	BROTHER OF ELLEN LE	0.	WILLIAM H.		X

Part V. Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: RICHARD ESKIND

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FATHER OF ELLEN LEHMAN, THE PRESIDENT OF CFMT

(D) DESCRIPTION OF TRANSACTION: RICHARD ESKIND IS A PCG FINANCIAL

ADVISOR AND SENIOR VICE PRESIDENT OF INVESTMENTS FOR WELLS FARGO ADVISORS WHICH MANAGES SEVERAL SEGREGATED FUNDS.

(A) NAME OF PERSON: WILLIAM H. ESKIND

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BROTHER OF ELLEN LEHMAN, THE PRESIDENT OF CFMT

(D) DESCRIPTION OF TRANSACTION: WILLIAM H. ESKIND IS A PCG FINANCIAL

ADVISOR, MANAGING DIRECTOR, AND INVESTMENT OFFICER FOR WELLS FARGO ADVISORS WHICH MANAGES SEVERAL SEGREGATED FUNDS.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE, INC.** Employer identification number **62-1471789**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1c	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	41	9,679,626.	AVERAGE FMV ON GIFT
10 Securities - Closely held stock	X	1	1,228.	FMV
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** **0**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

THE COMMUNITY FOUNDATION OF MIDDLE

Schedule M (Form 990) (2012)

TENNESSEE, INC.

62-1471789

Page 2

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: REGARDING THE SALE OF NONCASH CONTRIBUTIONS, OUR
INVESTMENT POLICIES OUTLINE THAT NONCASH CONTRIBUTIONS WILL BE
CONVERTED TO CASH AS SOON AS PRACTICAL FOR REINVESTMENT. WE TYPICALLY
HIRE EXPERTS (REAL ESTATE BROKERS, AUCTION COMPANIES, AND OTHER THIRD
PARTY EXPERTS) TO CONVERT NONCASH CONTRIBUTIONS INTO CASH. OVERSIGHT IS
PROVIDED BY THE BOARD OF DIRECTORS OR ITS DESIGNEE.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Employer identification number
62-1471789

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ORGANIZATION WHOSE PURPOSE IS TO BE A LEADER, CATALYST, AND RESOURCE
FOR PHILANTHROPY BY BUILDING AND HOLDING A PERMANENT AND GROWING
ENDOWMENT FOR THE MIDDLE TENNESSEE COMMUNITY'S CHANGING NEEDS AND
OPPORTUNITIES. THE FOUNDATION PROVIDES FLEXIBLE AND COST-EFFECTIVE
WAYS FOR CIVIC-MINDED INDIVIDUALS, FAMILIES, AND COMPANIES TO
CONTRIBUTE TO THEIR COMMUNITY. THE ASSETS OF THE FOUNDATION ARE
DEVOTED TO CHARITABLE USES OF A PUBLIC NATURE PRIMARILY BENEFITING THE
RESIDENTS OF MIDDLE TENNESSEE IN FIELDS SUCH AS SOCIAL SERVICES,
EDUCATION, HEALTH, THE ENVIRONMENT, AND THE ARTS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CHANGING NEEDS AND OPPORTUNITIES. THE FOUNDATION PROVIDES FLEXIBLE AND
COST-EFFECTIVE WAYS FOR CIVIC-MINDED INDIVIDUALS, FAMILIES, AND
COMPANIES TO CONTRIBUTE TO THEIR COMMUNITY. THE ASSETS OF THE
FOUNDATION ARE DEVOTED TO CHARITABLE USES OF A PUBLIC NATURE PRIMARILY
BENEFITING THE RESIDENTS OF MIDDLE TENNESSEE IN FIELDS SUCH AS SOCIAL
SERVICES, EDUCATION, HEALTH, THE ENVIRONMENT, AND THE ARTS.

FORM 990, PART VI, SECTION A, LINE 2: THE PRESIDENT OF THE ORGANIZATION,
ELLEN LEHMAN, IS THE DAUGHTER OF RICHARD ESKIND, WHO IS A PCG FINANCIAL
ADVISOR AND SENIOR VICE-PRESIDENT FOR WELLS FARGO ADVISORS WHICH MANAGES
SEVERAL SEGREGATED FUNDS.

THE PRESIDENT OF THE ORGANIZATION, ELLEN LEHMAN, IS THE SISTER OF WILLIAM
H. ESKIND, WHO IS A PCG FINANCIAL ADVISOR AND MANAGING DIRECTOR OF

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
20120115

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Employer identification number
62-1471789

INVESTMENTS FOR WELLS FARGO ADVISORS WHICH MANAGES SEVERAL SEGREGATED
FUNDS.

FORM 990, PART VI, SECTION B, LINE 11: OUR FORM 990 IS PREPARED BY THE
SAME FIRM THAT PREPARES OUR AUDIT, IN PARTNERSHIP WITH THE PRESIDENT,
COMPTROLLER, AND FINANCE STAFF OF THE FOUNDATION. PRIOR TO FILING THE FORM
990 IT IS REVIEWED BY THE PRESIDENT, BOARD AND COMPTROLLER, AND COMPARED
AGAINST AUDITED FINANCIAL REPORTS AND WORKPAPERS.

FORM 990, PART VI, SECTION B, LINE 11B: AN ELECTRONIC COPY OF FORM 990
INCLUDING REQUIRED SCHEDULES WAS PROVIDED TO EACH VOTING MEMBER OF OUR
GOVERNING BODY PRIOR TO OUR FILING WITH THE IRS. THE COPY WAS VIA A LINK
TO OUR WEBSITE.

FORM 990, PART VI, SECTION B, LINE 12C: OFFICERS, DIRECTORS OR TRUSTEES
AND KEY EMPLOYEES ARE REQUIRED TO DISCLOSE ANNUALLY INTERESTS THAT COULD
GIVE RISE TO CONFLICTS. WE MONITOR THIS THROUGH A "CONFLICT OF INTEREST
FORM" WHICH OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES ARE REQUIRED
TO COMPLETE AND SIGN ANNUALLY.

FORM 990, PART VI, SECTION B, LINE 15: ON AN ANNUAL BASIS COMPENSATION IS
SET BASED ON SALARY DATA FROM THE COUNCIL ON FOUNDATIONS, SOUTHEASTERN
COUNCIL OF FOUNDATIONS, AREA NONPROFIT SALARIES AND COMPENSATION REPORTS,
AND ANNUAL WRITTEN PERFORMANCE EVALUATIONS. THE COMPENSATION
RECOMMENDATIONS ARE COMPILED ANNUALLY BY THE PRESIDENT AND ARE REVIEWED AND
APPROVED IN WRITING BY THE BOARD CHAIR.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

232212
01-01-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

Employer identification number
62-1471789

TN, AL, AK, AZ, AR, CT, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, MS, NE, NJ, NM, NY, NC, OH, OK, OR
PA, RI, SC, UT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19: WE MAKE GOVERNING DOCUMENTS,
CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE
PUBLIC THROUGH OUR WEBSITE ON GIVINGMATTERS.COM, AND THROUGH SENDING
MATERIALS OUT UPON REQUEST, BOTH ELECTRONICALLY AND THROUGH THE U.S. POST
OFFICE.

FORM 990, PART VI, SECTION B, LINE 11B:
AN ELECTRONIC COPY OF FORM 990 INCLUDING REQUIRED SCHEDULES WAS
PROVIDED TO EACH VOTING MEMBER OF OUR GOVERNING BODY PRIOR TO OUR
FILING WITH THE IRS. THE COPY WAS VIA A LINK TO OUR WEBSITE.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN VALUE OF SPLIT-INTEREST GIFTS	844,580.
IN-KIND EXPENSES	-70,743.
TOTAL TO FORM 990, PART XI, LINE 9	773,837.

FORM 990, PART XII, LINE #2C
THE ORGANIZATION DID NOT CHANGE ITS OVERSIGHT PROCESS OR SELECTION
PROCESS REGARDING THE SELECTION OF AN INDEPENDENT ACCOUNTANT.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

[illegible]

232462	12-50-17	46	Schedule R (Form 990) 2012
232463	12-50-17	46	

**THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.**

62-1471789 Page 3

Schedule R (Form 990) 2012

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) royalties or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

312103 12-10-12

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

For calendar year 2012 or other tax year beginning and ending

OMB No. 1545-0047

2012Open to Public Inspection for
501(c)(3) Organizations Only

A ☐ Check box if address changed	Name of organization (☐ Check box if name changed and see instructions.) THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE, INC.	D Employer identification number (Employees' trust, see instructions.) 62-1471789
B Exempt under section ☒ 501(c)(3) ☐ 408(e) ☐ 220(e) ☐ 408A ☐ 530(a) ☐ 529(a)	Print or Type Number, street, and room or suite no., if a P.O. box, see instructions. 3833 CLEGHORN AVE., NO. 400 City or town, state, and ZIP code NASHVILLE, TN 37215	E Unrelated business activity codes (See instructions.) 541900
C Book value of all assets at end of year 356,778,162.	F Group exemption number (see instructions.) ▶	
	G Check organization type ☒ 501(c) corporation ☐ 501(c) trust ☐ 401(a) trust ☐ Other trust	

H Describe the organization's primary unrelated business activity. **▶ SEE STATEMENT 1**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? **▶** ☐ Yes ☒ No
If "Yes," enter the name and identifying number of the parent corporation. **▶**

J The books are in care of **▶ ELLEN E. LEHMAN** Telephone number **▶ (615) 321-4939**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales	11,422.			
b Less returns and allowances				
c Balance	▶	11,422.		
2 Cost of goods sold (Schedule A, line 7)				
3 Gross profit. Subtract line 2 from line 1c		11,422.		11,422.
4a Capital gain net income (attach Schedule D)				
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)				
c Capital loss deduction for trusts				
5 Income (loss) from partnerships and S corporations (attach statement)		5,318.	STMT 2	5,318.
6 Rent income (Schedule C)				
7 Unrelated debt-financed income (Schedule E)				
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)				
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)				
10 Exploited exempt activity income (Schedule I)				
11 Advertising income (Schedule J)				
12 Other income (see instructions; attach statement)				
13 Total. Combine lines 3 through 12		16,740.		16,740.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income)			
14 Compensation of officers, directors, and trustees (Schedule K)		14	
15 Salaries and wages		15	203,940.
16 Repairs and maintenance		16	485.
17 Bad debts		17	
18 Interest (attach statement)		18	
19 Taxes and licenses		19	
20 Charitable contributions (see instructions for limitation rules)		20	
21 Depreciation (attach Form 4562)	3,342.	21	
22 Less depreciation claimed on Schedule A and elsewhere on return		22a	3,342.
23 Depletion		23	
24 Contributions to deferred compensation plans		24	
25 Employee benefit programs		25	
26 Excess exempt expenses (Schedule I)		26	
27 Excess readership costs (Schedule J)		27	
28 Other deductions (attach statement)	SEE STATEMENT 3	28	107,173.
29 Total deductions. Add lines 14 through 28		29	314,940.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13		30	<298,200.>
31 Net operating loss deduction (limited to the amount on line 30)	SEE STATEMENT 4	31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30		32	<298,200.>
33 Specific deduction (generally \$1,000, but see instructions for exceptions)		33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32		34	<298,200.>

THE COMMUNITY FOUNDATION OF MIDDLE
TENNESSEE, INC.

62-1471789

Page 2

Part III Tax Computation**35 Organizations taxable as corporations** (see instructions for tax computation).Controlled group members (sections 1561 and 1563) check here ☐ See instructions and:**a** Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order)

(1) \$ (2) \$ (3) \$

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$

(2) Additional 3% tax (not more than \$103,000) \$

c Income tax on the amount on line 34 35c 0.**36 Trusts taxable at trust rates** (see instructions for tax computation). Income tax on the amount on line 34 from:☐ Tax rate schedule or ☐ Schedule D (Form 1041)**37** Proxy tax (see instructions) 37**38** Alternative minimum tax 38**39** Total. Add lines 37 and 38 to line 35c or 36, whichever applies 39 0.**Part IV Tax and Payments****40a** Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a**b** Other credits (see instructions) 40b**c** General business credit. Attach Form 3800 40c**d** Credit for prior year minimum tax (attach Form 8501 or 8327) 40d**e** Total credits. Add lines 40a through 40d 40e**41** Subtract line 40e from line 39 41 0.**42** Other taxes. Check if from: ☐ Form 4255 ☐ Form 8511 ☐ Form 8597 ☐ Form 8356 ☐ Other (attach statement) 42**43** Total tax. Add lines 41 and 42 43 0.**44a** Payments: A 2011 overpayment credited to 2012 44a**b** 2012 estimated tax payments 44b**c** Tax deposited with Form 8356 44c**d** Foreign organizations: Tax paid or withheld at source (see instructions) 44d**e** Backup withholding (see instructions) 44e**f** Credit for small employer health insurance premiums (Attach Form 8941) 44f**g** Other credits and payments: ☐ Form 2439 44g☐ Form 4136 ☐ Other Total**45** Total payments. Add lines 44a through 44g 45**46** Estimated tax penalty (see instructions). Check if Form 2220 is attached ☐ 46**47** Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47 0.**48** Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48 0.**49** Enter the amount of line 48 you want: Credited to 2013 estimated tax 49**Part V Statements Regarding Certain Activities and Other Information** (see instructions)**1** At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here Yes No**2** During the tax year, did the organization receive a distribution from, or was it the grantor of, either a foreign trust, or a foreign estate? If "Yes," see instructions for other forms the organization may have to file X**3** Enter the amount of tax-exempt interest received or accrued during the tax year \$**Schedule A - Cost of Goods Sold.** Enter method of inventory valuation N/A**1** Inventory at beginning of year 1**2** Purchases 2**3** Cost of labor 3**4a** Additional section 263A costs (attach statement) 4a**b** Other costs (attach statement) 4b**5** Total. Add lines 1 through 4b 5**4** Inventory at end of year 4**6** Cost of goods sold. Subtract line 4 from line 5. Enter here and in Part I, line 2 6**7** Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes NoSign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. I understand that anyone who furnishes false or misleading information on a tax return or who omits material or information on a tax return is guilty of tax evasion, tax fraud, and other crimes that can result in imprisonment and fines.

Signature of officer

Date

PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☒ if self-employed

PTIN

JERRY A. MOSS, CPA

09/19/13

P00053489

Firm's name KRAFTCPAS PLLCFirm's EIN 62-0713250Firm's address 555 GREAT CIRCLE ROADPhone no. 615-242-7351Firm's address NASHVILLE, TN 37228

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property:		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued:		
(a) From personal property, if the percentage of rent for personal property is more than 10% but not more than 50%.	(b) From real and personal property if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income.	3(a) Deductions directly connected with the income in column (a) and attach statement.
(1)		
(2)		
(3)		
(4)		
Total	0.	0.
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).
0.		0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight-line depreciation (attach statement)	(b) Other deductions (attach statement)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allowable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		0.		
(2)		0.		
(3)		0.		
(4)		0.		
Totals			0.	0.
Total dividends-received deductions included in column 8			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization		Exempt Controlled Organizations			
2. Employer identification number		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 3
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 8 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 8	
(1)					
(2)					
(3)					
(4)					
Totals			0.	0.	

THE COMMUNITY FOUNDATION OF MIDDLE

Form 990-T (2012) **TENNESSEE, INC.**

62-1471789

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Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected with acquisition	4. Expenses (attach statement)	5. Total deductions and expenses (col. 3 & 4, do not enter more than col. 2)
(1)				
(2)				
(3)				
(4)				
Totals		0.		0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3; if a gain, compute cols. 5 through 7)	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 5 minus column 6, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals		0.	0.			0.

Schedule J - Advertising Income (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3; if a gain, compute cols. 5 through 7)	5. Circulation income	6. Readership costs	7. Excess readership costs (column 5 minus column 6, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3; if a gain, compute cols. 5 through 7)	5. Circulation income	6. Readership costs	7. Excess readership costs (column 5 minus column 6, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals from Part I		0.	0.			0.
Totals, Part II (lines 1-5)		0.	0.			0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	1
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NOWPLAYINGNASHVILLE.COM IS A SOURCE OF INFORMATION ABOUT ALL PERFORMANCES, VENUES, EXHIBITIONS, SPORTS, RECREATION AND COMMUNITY EVENTS THAT ARE HAPPENING YEAR-ROUND IN THE NASHVILLE AREA. NOWPLAYINGNASHVILLE.COM PROVIDES DATES, TIMES, MAPS AND DIRECT LINKS FOR PURCHASING TICKETS.

TO FORM 990-T, PAGE 1

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS	STATEMENT	2
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DESCRIPTION	AMOUNT
ALLIANCE RESOURCE PARTNERS, L.P.	<1,169.>
APOLLO EUROPEAN CREDIT FUND, LP (#267)	3,833.
ATLAS ENERGY LP	<701.>
ATLAS PIPELINE HOLDINGS LP	<1,762.>
BREITBURN ENERGY PARTNERS LP	344.
BUCKEYE PARTNERS, L.P.	162.
CHAMBERS ENERGY CAPITAL EXEMPT SPECIAL, LP	11,553.
COPANO ENERGY, LLC	<293.>
EAGLE ROCK ENERGY PARTNERS, LP	758.
ENBRIDGE ENERGY PARTNERS	<5,028.>
KINDER MORGAN ENERGY PARTNERS, LP	<2,925.>
WEEKS ROBINSON INDUSTRIAL FUND I, LP	2,000.
PVR PARTNERS, LP	<1,176.>
EXCELSIOR VENTURE PARTNERS III, LLC	<13.>
ATLAS RESOURCE PARTNERS, LP	<11.>
FEG PRIVATE OPPORTUNITIES FUND, LP	<254.>
TOTAL TO FORM 990-T, PAGE 1, LINE 5	5,318.

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	3
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DESCRIPTION	AMOUNT
DUES & SUBSCRIPTIONS	750.
TRAVEL	2,208.
MARKETING	37,429.
PRINTING	2,113.
POSTAGE	68.
CONTRACT LABOR	3,506.
EMPLOYEE BENEFITS	26,149.
RENT	3,037.
PHONE	916.

SUPPLIES	1,607.
TECHNOLOGY	10,156.
MISCELLANEOUS	17,234.
PROFESSIONAL FEES	2,000.

TOTAL TO FORM 990-T, PAGE 1, LINE 28

107,173.

FORM 990-T	NET OPERATING LOSS DEDUCTION	STATEMENT	4
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TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/07	129,483.	0.	129,483.	129,483.
12/31/08	319,195.	0.	319,195.	319,195.
12/31/09	301,491.	0.	301,491.	301,491.
12/31/10	333,217.	0.	333,217.	333,217.
12/31/11	453,111.	0.	453,111.	453,111.
NOL CARRYOVER AVAILABLE THIS YEAR			1,536,497.	1,536,497.

TAXABLE YEAR	TAXPAYER NAME	ACCOUNTING PERIOD
01/01/12 12/31/12	THE COMMUNITY FOUNDATION OF MIDDLE TENNE	318282285

Schedule D - SCHEDULE OF CREDITS

1. Gross Premiums tax credit (cannot exceed Schedule C, Line 8)	(1)	
2. Tennessee Income Tax (cannot exceed Schedule B, Line 5)	(2)	
3. Green Energy Tax Credit (attach schedule)	(3)	
4. Carbon Charge Credit (attach schedule)	(4)	
5. Brownfield Property Credit (attach schedule)	(5)	
6. Headquarters Relocation Expense Credit (attach schedule)	(6)	
7. Industrial Machinery Credit from Schedule T, Line 11	(7)	
8. Jobs Tax Credit from Schedule X, Line 16	(8)	
9. Jobs Tax Credit computed in accordance with Tenn. Code Ann. Section 67-4-2103(b)(2) from Schedule X, Line 21	(9)	
10. Total Credit - Add lines 1 through 9 (Enter here and on Schedule C, Line 9)	(10)	

Schedule E - SCHEDULE OF PAYMENTS

1. Overpayment from previous year if available	(1)	
2. First quarterly estimated payment	(2)	
3. Second quarterly estimated payment	(3)	
4. Third quarterly estimated payment	(4)	
5. Fourth quarterly estimated payment	(5)	
6. Extension payment	(6)	100.
7. Total payments - Add lines 1 through 6 (Enter here and on Schedule C, Line 11)	(7)	100.

COMPUTATION OF FRANCHISE TAX**Schedule F1 - NON-CONSOLIDATED NET WORTH**

1. Net Worth (total assets less total liabilities)	(1)	-1834696.
2. Indebtedness to or guaranteed by parent or affiliated corporation (Cannot be a deduction)	(2)	
3. Total lines 1 and 2	(3)	-1834696.
4. Ratio (Schedules N, O, P, or R if applicable or 100%)	(4)	100.0000%
5. Total - Line 3 multiplied by Line 4 (Enter here and on Schedule A, Line 1)	(5)	-1834696.

Schedule F2 - CONSOLIDATED NET WORTH

1. Consolidated Net Worth (total assets less total liabilities)	(1)	
2. Ratio (Schedule 170NC or 170SF)	(2)	
3. Total - Line 1 multiplied by Line 2 (Enter here and on Schedule A, Line 1)	(3)	

NOTE: Schedule F2 is to be completed only if the consolidated net worth election has been made.

Schedule G - DETERMINATION OF REAL AND TANGIBLE PROPERTY

BOOK VALUE OF PROPERTY OWNED - Cost less accumulated depreciation					
1. Land	(1)				In Tennessee
2. Buildings, leaseholds, and improvements	(2)				
3. Machinery, equipment, furniture, and fixtures	(3)				
4. Automobiles and trucks	(4)				
5. Prepaid supplies and other tangible personal property (Attach schedule)	(5)				
6. Share of partnership real and tangible property provided that the partnership does not file a return (Attach schedule)	(6)				
7. Inventories and work in progress	(7)				
a. Deduct exempt inventory in excess of \$30 million (Tenn. Code Ann. Sect on 67-4-2103(a)(6)(B))	(7a)				
8. a. Deduct value of certified pollution control equipment (include copy of certificate (Tenn. Code Ann. Section 67-6-604)) and	(8)				
b. equipment used to produce electricity at a Certified Green Energy Production Facility	(8)				
9. Deduct exempt required capital investments (Tenn. Code Ann. Section 67-4-2103(a)(6)(B))	(9)				
10. SUBTOTAL - Add lines 1 through 7, less Line 7a through Line 9	(10)				
Rental Value of Property Used but not Owned					
Net Annual Rental Paid for:					
11. Real property	(11)	3037.	x3		24296.
12. Machinery & equipment used in manufacturing & processing	(12)		x3		
13. Furniture, office machinery, and equipment	(13)		x2		
14. Delivery or mobile equipment	(14)		x1		
15. TENNESSEE TOTAL - Add lines 10-14 (Enter total here and on Schedule A, Line 2)	(15)				24296.

TAXABLE YEAR	TAXPAYER NAME	ACCOUNT NO./FEIN/SSN
01/01/12 12/31/12	THE COMMUNITY FOUNDATION OF MIDDLE TENNE	318282285

COMPUTATION OF EXCISE TAX

Schedule J-1 - COMPUTATION OF NET EARNINGS FOR ENTITIES TREATED AS PARTNERSHIPS

1. Ordinary Income or Loss from Federal Form 1065, Line 22	(1)	
Additions:		
2. Additional income items specifically allocated to partners, including guaranteed payments to partners (Fed 1065 - Sch K)	(2)	
3. Any net loss or expense received from a "pass-through" entity subject to the excise tax, or any net loss or expense distributed to a publicly traded REIT (include schedule of entities and FEINs)	(3)	
4. Total - Add lines 1, 2, and 3	(4)	
Deductions:		
5. Additional expense items specifically allocated to partners (Fed 1065 - Sch K)	(5)	
6. Amount subject to self-employment taxes distributable or paid to each partner or member net of medical insurance payments previously deducted to determine Ordinary Income (Loss) on Form 1065 (If negative, enter zero) (include on Schedule K, Line 3)	(6)	
7. Amount of contribution, not previously deducted, to qualified pension or benefit plans of any partner or member, including all IRC 401 plans (include on Schedule K, Line 3)	(7)	
8. Any net gain or income received from a "pass-through" entity subject to the excise tax, or any net gain or income distributed to a publicly traded REIT (include schedule of entities and FEINs)	(8)	
9. Total deductions - Add lines 5 through 8	(9)	
10. Total - Line 4 less Line 9 (Enter here and on Schedule J, Line 1)	(10)	

Schedule J-2 - COMPUTATION OF NET EARNINGS FOR A SINGLE MEMBER LLC FILING AS AN INDIVIDUAL

Additions:		
1. Business Income from Form 1040, Schedule C	(1)	
2. Business Income from Form 1040, Schedule D	(2)	
3. Business Income from Form 1040, Schedule E	(3)	
4. Business Income from Form 1040, Schedule F	(4)	
5. Business Income from Form 4797	(5)	
6. Other: Form _____, Schedule _____	(6)	
7. Any net loss or expense received from a "pass-through" entity subject to the excise tax (include schedule of entities and FEINs)	(7)	
8. Total - Add lines 1 through 7	(8)	
Deductions:		
9. Amt subject to self-employment taxes distributable or paid to the single member (If negative, enter zero) (include on Sch K, Ln 3)	(9)	
10. Any net gain or income received from a "pass-through" entity subject to the excise tax (include schedule of entities and FEINs)	(10)	
11. Total deductions - Add lines 9 and 10	(11)	
12. Total - Line 8 less Line 11 (Enter here and on Schedule J, Line 1)	(12)	

Schedule J-3 - COMPUTATION OF NET EARNINGS FOR ENTITIES TREATED AS SUBCHAPTER S CORPORATIONS

1. Ordinary Income or Loss from Federal Form 1120S, Line 21	(1)	
Additions:		
2. Income items to extent includable in federal income were it not for 'S' status election (Fed 1120S - Schedule K)	(2)	
3. Any net loss or expense received from a "pass-through" entity subject to the excise tax, or any net loss or expense distributed to a publicly traded REIT (include schedule of entities and FEINs)	(3)	
4. Total - Add lines 1, 2 and 3	(4)	
Deductions:		
5. Expense items to extent includable in federal expenses were it not for 'S' status election (Fed 1120S - Schedule K)	(5)	
6. Any net gain or income received from a "pass-through" entity subject to the excise tax, or any net gain or income distributed to a publicly traded REIT (include schedule of entities and FEINs)	(6)	
7. Total deductions - Add lines 5 and 6	(7)	
8. Total - Line 4 less Line 7 (Enter here and on Schedule J, Line 1)	(8)	

Schedule J-4 - COMPUTATION OF NET EARNINGS FOR ENTITIES TREATED AS CORPORATIONS AND "OTHER" ENTITIES

Enter the amount of income (loss) from the applicable federal return to Schedule J, Line 1

1. Federal Form 1120 - Line 28 (Taxable income or loss before net operating loss deduction and special deductions)	(1)	
2. Federal Form 990-T, Line 30 (unrelated business taxable income)	(2)	-298200.
3. Other: Form _____, Schedule _____	(3)	
Additions:		
4. Any net loss or expense received from a "pass-through" entity subject to the excise tax, or any net loss or expense distributed to a publicly traded REIT (include schedule of entities and FEINs)	(4)	
Deductions:		
5. Any net gain or income received from a "pass-through" entity subject to the excise tax, or any net gain or income distributed to a publicly traded REIT (include schedule of entities and FEINs)	(5)	
6. Total - Lines 1 through 4 less Line 5 (Enter here and on Schedule J, Line 1)	(6)	-298200.

TAXABLE YEAR	TAXPAYER NAME	ACCOUNT NO./FED/SSN
01/01/12 12/31/12	THE COMMUNITY FOUNDATION OF MIDDLE TENNE	318282285

Schedule J - COMPUTATION OF NET EARNINGS SUBJECT TO EXCISE TAX

1. Federal income or loss (Enter amount from Schedule J-1, J-2, J-3, or J-4)	(1)	-298200.
ADDITIONS:		
2. Intangible Expenses paid, accrued, or incurred to an affiliated business entity or entities deducted for federal income tax purposes	(2)	
3. Any depreciation under the provisions of IRC Section 168 not permitted for excise tax purposes due to Tennessee permanently decoupling from federal bonus depreciation and any expense/depreciation deducted as a result of "safe harbor" lease elections. (attach schedule)	(3)	
4. Any deduction for domestic production activities under the provisions of IRC Section 199	(4)	
5. Any gain on the sale of an asset sold within twelve months after the date of distribution to a nontaxable entity	(5)	
6. Tennessee excise tax expense (to the extent reported for federal purposes)	(6)	
7. Gross premiums tax deducted in determining federal income and used as an excise tax credit	(7)	
8. Interest income on obligations of states and their political subdivisions, less allowable amortization	(8)	
9. Depletion not based on actual recovery of cost	(9)	
10. Contribution carryover from prior period(s)	(10)	
11. Capital gains offset by capital loss carryover or carryback	(11)	
12. Excess fair market value over book value of property donated	(12)	
13. Excess rent to/from an affiliate. A taxpayer paying excess rent enters a positive amount on this line. A taxpayer receiving excess rent, to the extent added back to net earnings by its affiliate, enters a negative amount on this line	(13)	
14. Total additions - Add lines 2 through 13	(14)	
DEDUCTIONS:		
15. Any depreciation under the provisions of IRC Section 168 permitted for excise tax purposes due to Tennessee permanently decoupling from federal bonus depreciation	(15)	
16. Any excess gain (or loss) from the basis adjustment resulting from Tennessee permanently decoupling from federal bonus depreciation	(16)	
17. Any loss on the sale of an asset sold within twelve months after the date of distribution to a nontaxable entity	(17)	
18. Dividends received from corporations, at least 80% owned (attach schedule)	(18)	
19. Contributions in excess of amount allowed by federal government	(19)	
20. Donations to Qualified Public School Support Groups and nonprofit organizations	(20)	
21. Portion of current year's capital loss not included in federal taxable income	(21)	
22. Any expense other than income taxes, not deducted in determining federal taxable income for which a credit against the federal income tax is allowable	(22)	
23. Any income included for federal tax purposes and any depreciation or other expense that could have been deducted for "safe harbor" lease elections. (attach schedule)	(23)	
24. Nonbusiness earnings - Schedule M, Line 8	(24)	
25. Intangible Expenses paid, accrued, or incurred to an affiliated entity or entities. The applicable box must be checked in order to take the deduction (check all that apply): ☐ A) Form IE-N; Attached ☐ B) Form IE-A; Previously Submitted, Approval/Denial Pending ☐ C) Form IE-A; Previously Submitted and Approved	(25)	
26. Intangible income from an affiliated business entity or entities if the corresponding intangible expenses have not been deducted by the affiliate(s). Under Tenn. Code Ann. Section 67-4-2006(b)(2)(N)	(26)	
27. TOTAL deductions - Add lines 15 through 26	(27)	
COMPUTATION OF TAXABLE INCOME:		
28. Total Business Income (Loss) - Add lines 1 and 14, less Line 27 (If loss, complete Schedule K)	(28)	-298200.
29. Apportionment Ratio (Schedules N, O, P, or R if applicable or 100%)	(29)	100.0000%
30. Apportioned business income (Loss) (Line 28 multiplied by Line 29)	(30)	-298200.
31. Add: Nonbusiness earnings directly allocated to Tennessee (From Schedule M, Line 9)	(31)	
32. Deduct: Loss carryover from prior years (From Schedule U)	(32)	1536496.
33. Subject to excise tax (6.5%) (Line 30 plus Line 31, less Line 32) (enter here and on Schedule B, Line 4)	(33)	-1834696.

Schedule K - DETERMINATION OF LOSS CARRYOVER AVAILABLE - See Rule 1320-6-1-.21 of Departmental Rules and Regulations

1. Net loss from Schedule J, Line 28	(1)	-298200.
ADD:		
2. Amounts reported on Schedule J, lines 18 and 24	(2)	
3. Amounts reported on Schedule J-1, lines 6 and 7, and Schedule J-2, Line 9	(3)	
4. Reduced loss - Add lines 1 through 3 (if net amount is positive, enter "0")	(4)	-298200.
5. Excise Tax ratio (Schedules N, O, P, or R if applicable or 100%)	(5)	100.0000%
6. Current year loss carryover available (Line 4 multiplied by Line 5)	(6)	-298200.

TAXABLE YEAR	TAXPAYER NAME	ACCOUNTING PERIOD
01/01/12 12/31/12	THE COMMUNITY FOUNDATION OF MIDDLE TENNE	318282285

SCHEDULE U and V - LOSS CARRYOVER/INDUSTRIAL MACHINERY CREDIT CARRYOVER

NOTE: SCHEDULES U AND V ARE NOT REQUIRED TO BE FILED WITH THE RETURN. These schedules may be used as a worksheet to compute the amount of net operating loss carryover and/or industrial machinery credit carryover available.

IMPORTANT INFORMATION APPLICABLE TO LOSS CARRYOVER

- Any net operating loss incurred for fiscal years ending on or after 1-16-84 may be carried forward fifteen (15) years as a net operating loss carryover.
- COMBINED RETURN - UNITARY GROUP OF FINANCIAL INSTITUTIONS:
Any net operating loss incurred by a member of the unitary group which has been apportioned to Tennessee in a year prior to filing a combined return may be carried forward seven (7) years as a net operating loss carryover by the unitary group. A net operating loss incurred by a unitary group of financial institutions computed on a combined basis may be carried forward fifteen (15) years by the unitary group.
Reference: Tenn. Code Ann. Section 67-4-2006(c).

SCHEDULE U - SCHEDULE OF LOSS CARRYOVER

Year	Period Ended (MM/YY)	For Original Return or As Amended	Used In Prior Year(s)	Expired	Loss Carryover Available
1	12/11	453111.			453111.
2	12/10	333216.			333216.
3	12/09	301491.			301491.
4	12/08	319195.			319195.
5	12/07	129483.			129483.
6	12/06				
7	12/05				
8	12/04				
9	12/03				
10	12/02				
11	12/01				
12	12/00				
13	12/99				
14	12/98				
15	12/97				
Total Amount (Transfer to Schedule J, Line 32)					1536496.

SCHEDULE V - SCHEDULE OF INDUSTRIAL MACHINERY CREDIT CARRYOVER

IMPORTANT INFORMATION APPLICABLE TO INDUSTRIAL MACHINERY CREDIT CARRYOVERS

Any unused credit incurred for fiscal years ending on or after 3-15-82 may be carried forward in any tax period for up to fifteen (15) years.
Reference: Tenn. Code Ann. Section 67-4-2009(3)(c).

Year	Period Ended (MM/YY)	For Original Return or As Amended	Used In Prior Year(s)	Expired	Industrial Machinery Credit Carryover Available
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
Total Amount (Transfer to Schedule T, Line 4)					

(08-12)