

**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.

**2005****Open to Public  
Inspection****A For the 2005 calendar year, or tax year beginning**

, and ending

**B** Check if applicable:

- ☐ Address change  
☒ Name change  
☐ Initial return  
☐ Final return  
☐ Amended return  
☐ Application pending

Please  
use IRS  
label or  
print or  
type.  
See  
Specific  
Instruc-  
tions.**C** Name of organization

United Way of Middle Tennessee, Inc. (STMT 1)

Number and street (or P.O. box if mail is not delivered to street address)

Room/suite

PO Box 280420, 250 Venture Circle

City or town

State or country

ZIP + 4

Nashville

TN

37228

**D** Employer identification number

62-0533104

**E** Telephone number

615-255-8501

**F** Accounting method: ☐ Cash ☒ Accrual  
☐ Other (specify) ▶

● Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

**G** Website: ▶ www.unitedwaynashville.org**J** Organization type (check only one) ▶ ☒ 501(c) ( 3 ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**K** Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.**H** and **I** are not applicable to section 527 organizations.**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** If "Yes," enter number of affiliates ▶**H(c)** Are all affiliates included? ☐ Yes ☐ No

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

**H(d)** Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☐ No**I** Group Exemption Number ▶**M** Check ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 49,947,594**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)**

<b>1</b> Contributions, gifts, grants, and similar amounts received:					
<b>a</b> Direct public support	STMT 2	<b>1a</b>	17,761,896	<b>1d</b>	24,445,348
<b>b</b> Indirect public support	STMT 2	<b>1b</b>	1,025,068	<b>2</b>	461,652
<b>c</b> Government contributions (grants)	STMT 2	<b>1c</b>	5,658,384	<b>3</b>	
<b>d</b> Total (add lines 1a through 1c) (cash \$ 24,445,348 noncash \$ )				<b>4</b>	94,837
<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)				<b>5</b>	252,121
<b>3</b> Membership dues and assessments				<b>6a</b>	
<b>4</b> Interest on savings and temporary cash investments				<b>6b</b>	
<b>5</b> Dividends and interest from securities				<b>6c</b>	
<b>6a</b> Gross rents				<b>7</b>	
<b>b</b> Less: rental expenses					
<b>c</b> Net rental income or (loss) (subtract line 6b from line 6a)					
<b>7</b> Other investment income (describe ▶ )					
<b>8a</b> Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	<b>8d</b>	1,782,506
	24,518,155	<b>8a</b>			
<b>b</b> Less: cost or other basis and sales expenses	22,735,649	<b>8b</b>			
<b>c</b> Gain or (loss) (attach schedule)	1,782,506	<b>8c</b>			
<b>d</b> Net gain or (loss) (combine line 8c, columns (A) and (B))					
<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>					
<b>a</b> Gross revenue (not including \$ of contributions reported on line 1a)	<b>9a</b>			<b>9c</b>	
<b>b</b> Less: direct expenses other than fundraising expenses	<b>9b</b>				
<b>c</b> Net income or (loss) from special events (subtract line 9b from line 9a)					
<b>10a</b> Gross sales of inventory, less returns and allowances	<b>10a</b>			<b>10c</b>	
<b>b</b> Less: cost of goods sold	<b>10b</b>				
<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)					
<b>11</b> Other revenue (from Part VII, line 103)				<b>11</b>	175,481
<b>12</b> Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)				<b>12</b>	27,211,945
<b>13</b> Program services (from line 44, column (B))				<b>13</b>	21,886,743
<b>14</b> Management and general (from line 44, column (C))				<b>14</b>	1,088,644
<b>15</b> Fundraising (from line 44, column (D))				<b>15</b>	2,268,779
<b>16</b> Payments to affiliates (attach schedule) STMT 3				<b>16</b>	191,057
<b>17</b> Total expenses (add lines 16 and 44, column (A))				<b>17</b>	25,435,223
<b>18</b> Excess or (deficit) for the year (subtract line 17 from line 12)				<b>18</b>	1,776,722
<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))				<b>19</b>	20,475,731
<b>20</b> Other changes in net assets or fund balances (attach explanation) STMT 4				<b>20</b>	-704,302
<b>21</b> Net assets or fund balances at end of year (combine lines 18, 19, and 20)				<b>21</b>	21,548,151

**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
<b>22</b>	Grants and allocations (attach schedule) . . . . . STMT 5 (cash \$ <u>20,386,603</u> noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>22</b>	20,386,603	20,386,603	
<b>23</b>	Specific assistance to individuals (attach schedule) . . . . .	<b>23</b>			
<b>24</b>	Benefits paid to or for members (attach schedule) . . . . .	<b>24</b>			
<b>25</b>	Compensation of officers, directors, etc. . . . .	<b>25</b>	509,596	174,150	157,894
<b>26</b>	Other salaries and wages . . . . .	<b>26</b>	2,159,059	594,432	458,851
<b>27</b>	Pension plan contributions . . . . .	<b>27</b>	62,262	17,910	14,370
<b>28</b>	Other employee benefits . . . . .	<b>28</b>	221,170	73,969	50,120
<b>29</b>	Payroll taxes . . . . .	<b>29</b>	175,592	52,444	37,084
<b>30</b>	Professional fundraising fees . . . . .	<b>30</b>			
<b>31</b>	Accounting fees . . . . .	<b>31</b>	72,166	5,750	46,316
<b>32</b>	Legal fees . . . . .	<b>32</b>			
<b>33</b>	Supplies . . . . .	<b>33</b>	18,521	7,112	7,059
<b>34</b>	Telephone . . . . .	<b>34</b>	42,038	10,078	13,832
<b>35</b>	Postage and shipping . . . . .	<b>35</b>	40,154	9,328	13,921
<b>36</b>	Occupancy . . . . .	<b>36</b>	171,877	42,229	61,003
<b>37</b>	Equipment rental and maintenance . . . . .	<b>37</b>	166,663	29,174	84,952
<b>38</b>	Printing and publications . . . . .	<b>38</b>	423,982	10,924	5,016
<b>39</b>	Travel . . . . .	<b>39</b>	50,389	11,214	14,219
<b>40</b>	Conferences, conventions, and meetings . . . . .	<b>40</b>	71,734	10,058	6,477
<b>41</b>	Interest . . . . .	<b>41</b>			
<b>42</b>	Depreciation, depletion, etc. (attach schedule) . . . . . STMT 6	<b>42</b>	143,821	40,888	36,882
<b>43</b>	Other expenses not covered above (itemize):				
<b>a</b>	Non-fundraising professional fees . . . . .	<b>43a</b>	473,037	402,544	46,514
<b>b</b>	Dues and subscriptions . . . . .	<b>43b</b>	32,906	7,742	12,154
<b>c</b>	Planned giving premium expense . . . . .	<b>43c</b>	4,699		4,699
<b>d</b>	Miscellaneous . . . . .	<b>43d</b>	17,897	194	17,281
<b>e</b>	_____	<b>43e</b>			
<b>f</b>	_____	<b>43f</b>			
<b>g</b>	_____	<b>43g</b>			
<b>44</b>	<b>Total functional expenses.</b> Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15) . . . . .	<b>44</b>	25,244,166	21,886,743	1,088,644
					2,268,779

**Joint Costs.** Check ☒ if you are following SOP 98-2.Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_; (ii) the amount allocated to Program services \$ \_\_\_\_\_; (iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments** (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► STMT 7

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

**Program Service Expenses**

(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

**a** The annual campaign funds outcome-based investments in agency programs, program investments in the Read to Succeed initiative, and partially funds Family Resource Center coordination and the 2-1-1 community services referral line. Also included are \$7,149,093 of net designations made by donors that were passed through to agencies. (See Part IV-B and STMT 8)

(Grants and allocations \$ 15,020,518 ) If this amount includes foreign grants, check here ► ☐

15,020,518

**b** The annual campaign also funds community building activities related to planning, oversight, and administration of outcome-based investments, Read to Succeed, 2-1-1, and support for the Family Resource Center system.

(Grants and allocations \$ ) If this amount includes foreign grants, check here ► ☐

836,296

**c** Government and private grants not reported in the annual campaign fund activities that include the Ryan White/Community AIDS Partnership, Early Reading First and Read to Succeed, Family Resource Center coordination, 2-1-1, and other initiatives.

(Grants and allocations \$ 5,366,085 ) If this amount includes foreign grants, check here ► ☐

6,029,929

**d**

(Grants and allocations \$ ) If this amount includes foreign grants, check here ► ☐

**e** Other program services (attach schedule)

(Grants and allocations \$ ) If this amount includes foreign grants, check here ► ☐

**f** Total of Program Service Expenses (should equal line 44, column (B), Program services) ►

21,886,743

Form **990** (2005)

**Part IV Balance Sheets** (See the instructions.)

**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	<b>45</b> Cash—non-interest-bearing . . . . .	1,269,759	<b>45</b>	864,595	
	<b>46</b> Savings and temporary cash investments . . . . .	5,382,072	<b>46</b>	5,183,311	
	<b>47 a</b> Accounts receivable . . . . . <b>47a</b>				
	<b>b</b> Less: allowance for doubtful accounts . . . . . <b>47b</b>		<b>47c</b>		
	<b>48 a</b> Pledges receivable . . . . . <b>48a</b>	14,755,439			
	<b>b</b> Less: allowance for doubtful accounts . . . . . <b>48b</b>	3,352,497	15,941,906	<b>48c</b>	11,402,942
	<b>49</b> Grants receivable . . . . .	229,278	<b>49</b>	1,182,981	
	<b>50</b> Receivables from officers, directors, trustees, and key employees (attach schedule) . . . . .		<b>50</b>		
	<b>51 a</b> Other notes and loans receivable (attach schedule) . . . . . <b>51a</b>				
	<b>b</b> Less: allowance for doubtful accounts . . . . . <b>51b</b>		<b>51c</b>		
	<b>52</b> Inventories for sale or use . . . . .		<b>52</b>		
	<b>53</b> Prepaid expenses and deferred charges . . . . .	746,082	<b>53</b>	664,037	
	<b>54</b> Investments—securities (attach schedule) STMT 9 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	10,743,662	<b>54</b>	12,288,162	
	<b>55 a</b> Investments—land, buildings, and equipment: basis . . . . . <b>55a</b>				
	<b>b</b> Less: accumulated depreciation (attach schedule) . . . . . <b>55b</b>		<b>55c</b>		
	<b>56</b> Investments—other (attach schedule) . . . . .		<b>56</b>		
	<b>57 a</b> Land, buildings, and equipment: basis . . . . . <b>57a</b>	3,310,062			
	<b>b</b> Less: accumulated depreciation (attach schedule) . . . . . STMT 6 <b>57b</b>	2,670,606	716,276	<b>57c</b>	639,456
<b>58</b> Other assets (describe <input checked="" type="checkbox"/> Insurance CSV (796,633) & other assets . . . . .)	1,012,628	<b>58</b>	851,700		
<b>59</b> <b>Total assets</b> (must equal line 74). Add lines 45 through 58 . . . . .	36,041,663	<b>59</b>	33,077,184		
<b>Liabilities</b>	<b>60</b> Accounts payable and accrued expenses . . . . .	227,491	<b>60</b>	359,852	
	<b>61</b> Grants payable . . . . .	14,563,052	<b>61</b>	11,169,181	
	<b>62</b> Deferred revenue . . . . .		<b>62</b>		
	<b>63</b> Loans from officers, directors, trustees, and key employees (attach schedule) . . . . .		<b>63</b>		
	<b>64 a</b> Tax-exempt bond liabilities (attach schedule) . . . . . <b>64a</b>				
	<b>b</b> Mortgages and other notes payable (attach schedule) . . . . . <b>64b</b>				
	<b>65</b> Other liabilities (describe <input checked="" type="checkbox"/> Advances from grantors . . . . .)	775,389	<b>65</b>		
<b>66</b> <b>Total liabilities.</b> Add lines 60 through 65 . . . . .	15,565,932	<b>66</b>	11,529,033		
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 67 through 69 and lines 73 and 74.</b>				
	<b>67</b> Unrestricted . . . . .	2,436,526	<b>67</b>	3,997,414	
	<b>68</b> Temporarily restricted . . . . .	10,916,471	<b>68</b>	9,950,132	
	<b>69</b> Permanently restricted . . . . .	7,122,734	<b>69</b>	7,600,605	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 70 through 74.</b>				
	<b>70</b> Capital stock, trust principal, or current funds . . . . .		<b>70</b>		
	<b>71</b> Paid-in or capital surplus, or land, building, and equipment fund . . . . .		<b>71</b>		
	<b>72</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>72</b>		
	<b>73</b> <b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) <b>must</b> equal line 19; column (B) <b>must</b> equal line 21) . . . . .	20,475,731	<b>73</b>	21,548,151	
	<b>74</b> <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73. . . . .	36,041,663	<b>74</b>	33,077,184	

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**Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return** (See the instructions.)

<b>a</b>	Total revenue, gains, and other support per audited financial statements	STMT 10	<b>a</b>	19,847,018
<b>b</b>	Amounts included on line <b>a</b> but not on Part I, line 12:			
<b>1</b>	Net unrealized gains on investments	<b>b1</b> -215,834		
<b>2</b>	Donated services and use of facilities	<b>b2</b>		
<b>3</b>	Recoveries of prior year grants	<b>b3</b>		
<b>4</b>	Other (specify):	<b>b4</b>		
	Add lines <b>b1</b> through <b>b4</b>		<b>b</b>	-215,834
<b>c</b>	Subtract line <b>b</b> from line <b>a</b>		<b>c</b>	20,062,852
<b>d</b>	Amounts included on Part I, line 12, but not on line <b>a</b> :			
<b>1</b>	Investment expenses not included on Part I, line 6b	<b>d1</b>		
<b>2</b>	Other (specify):	<b>d2</b> 7,149,093		
	Net designated contributions passed through to agencies			
	Add lines <b>d1</b> and <b>d2</b>		<b>d</b>	7,149,093
<b>e</b>	Total revenue (Part I, line 12). Add lines <b>c</b> and <b>d</b>		<b>e</b>	27,211,945

**Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return**

<b>a</b>	Total expenses and losses per audited financial statements	STMT 10	<b>a</b>	18,286,130
<b>b</b>	Amounts included on line <b>a</b> but not on Part I, line 17:			
<b>1</b>	Donated services and use of facilities	<b>b1</b>		
<b>2</b>	Prior year adjustments reported on Part I, line 20	<b>b2</b>		
<b>3</b>	Losses reported on Part I, line 20	<b>b3</b>		
<b>4</b>	Other (specify):	<b>b4</b>		
	Add lines <b>b1</b> through <b>b4</b>		<b>b</b>	
<b>c</b>	Subtract line <b>b</b> from line <b>a</b>		<b>c</b>	18,286,130
<b>d</b>	Amounts included on Part I, line 17, but not on line <b>a</b> :			
<b>1</b>	Investment expenses not included on Part I, line 6b	<b>d1</b>		
<b>2</b>	Other (specify):	<b>d2</b> 7,149,093		
	Net designated contributions passed through to agencies			
	Add lines <b>d1</b> and <b>d2</b>		<b>d</b>	7,149,093
<b>e</b>	Total expenses (Part I, line 17). Add lines <b>c</b> and <b>d</b>		<b>e</b>	25,435,223

**Part V-A Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
Name Board of Trustees Str STMT 11	Title STMT 11			
City ST ZIP	Hr/WK			
Name Mark H Desmond Str 250 Venture Circle	Title President-CEO	170,410	25,577	6,000
City Nashville ST TN ZIP 37228	Hr/WK 40			
Name John W Havron Str 250 Venture Circle	Title Exec Vice Pres	113,213	21,752	
City Nashville ST TN ZIP 37228	Hr/WK 40			
Name John M Green Str 250 Venture Circle	Title Sr VP-CFO	87,523	23,810	
City Nashville ST TN ZIP 37228	Hr/WK 40			
Name Philip N Orr Str 250 Venture Circle	Title Sr Vice Pres	85,654	23,968	
City Nashville ST TN ZIP 37228	Hr/WK 40			
Name Str	Title			
City ST ZIP	Hr/WK			
Name Str	Title			
City ST ZIP	Hr/WK			
Name Str	Title			
City ST ZIP	Hr/WK			
Name Str	Title			
City ST ZIP	Hr/WK			

**Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)**

	Yes	No
<b>75 a</b> Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings . . . . . 37		
<b>b</b> Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) . . . . .	<b>75b</b>	X
<b>c</b> Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? . . . . .	<b>75c</b>	X
<b>Note.</b> Related organizations include section 509(a)(3) supporting organizations. If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization.		
<b>d</b> Does the organization have a written conflict of interest policy? . . . . .	<b>75d</b>	X

**Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits** (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
Name <u>None</u> Str _____ City <u>ST</u> ZIP _____				
Name _____ Str _____ City <u>ST</u> ZIP _____				
Name _____ Str _____ City <u>ST</u> ZIP _____				
Name _____ Str _____ City <u>ST</u> ZIP _____				
Name _____ Str _____ City <u>ST</u> ZIP _____				
Name _____ Str _____ City <u>ST</u> ZIP _____				
Name _____ Str _____ City <u>ST</u> ZIP _____				
Name _____ Str _____ City <u>ST</u> ZIP _____				
Name _____ Str _____ City <u>ST</u> ZIP _____				
Name _____ Str _____ City <u>ST</u> ZIP _____				
Name _____ Str _____ City <u>ST</u> ZIP _____				

**Part VI Other Information (See the instructions.)**

	Yes	No
<b>76</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity . . . . .	<b>76</b>	X
<b>77</b> Were any changes made in the organizing or governing documents but not reported to the IRS? . . . . . If "Yes," attach a conformed copy of the changes. (Notice of 2006 name change in process-STMT 1)	<b>77</b>	X
<b>78 a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . . . .	<b>78a</b>	X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>78b</b>	N/A
<b>79</b> Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement . . . . .	<b>79</b>	X
<b>80 a</b> Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? . . . . .	<b>80a</b>	X
<b>b</b> If "Yes," enter the name of the organization ► _____ _____ and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
<b>81 a</b> Enter direct and indirect political expenditures. (See line 81 instructions.) . . . . . <b>81a</b>		
<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year? . . . . .	<b>81b</b>	X

**Part VI Other Information (continued)**

Yes No

<b>82 a</b>	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	<b>82a</b>	X	
<b>b</b>	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	<b>82b</b>		
<b>83 a</b>	Did the organization comply with the public inspection requirements for returns and exemption applications?	<b>83a</b>	X	
<b>b</b>	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	<b>83b</b>	X	
<b>84 a</b>	Did the organization solicit any contributions or gifts that were not tax deductible?	<b>84a</b>		X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>84b</b>	N/A	
<b>85</b>	<b>501(c)(4), (5), or (6) organizations.</b> <b>a</b> Were substantially all dues nondeductible by members?	<b>85a</b>		
<b>b</b>	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, <b>do not</b> complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	<b>85b</b>		
<b>c</b>	Dues, assessments, and similar amounts from members	<b>85c</b>		
<b>d</b>	Section 162(e) lobbying and political expenditures	<b>85d</b>		
<b>e</b>	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	<b>85e</b>		
<b>f</b>	Taxable amount of lobbying and political expenditures (line 85d less 85e)	<b>85f</b>		
<b>g</b>	Does the organization elect to pay the section 6033 tax on the amount on line 85f?	<b>85g</b>		
<b>h</b>	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	<b>85h</b>		
<b>86</b>	<b>501(c)(7) orgs.</b> Enter: <b>a</b> Initiation fees and capital contributions included on line 12	<b>86a</b>		
<b>b</b>	Gross receipts, included on line 12, for public use of club facilities	<b>86b</b>		
<b>87</b>	<b>501(c)(12) orgs.</b> Enter: <b>a</b> Gross income from members or shareholders	<b>87a</b>		
<b>b</b>	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>87b</b>		
<b>88</b>	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	<b>88</b>		X
<b>89 a</b>	<b>501(c)(3) organizations.</b> Enter: Amount of tax imposed on the organization during the year under: section 4911 <input type="checkbox"/> ; section 4912 <input type="checkbox"/> ; section 4955 <input type="checkbox"/>			
<b>b</b>	<b>501(c)(3) and 501(c)(4) orgs.</b> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	<b>89b</b>		X
<b>c</b>	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958			
<b>d</b>	Enter: Amount of tax on line 89c, above, reimbursed by the organization			
<b>90 a</b>	List the states with which a copy of this return is filed <input type="checkbox"/> TN			
<b>b</b>	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)	<b>90b</b>		59
<b>91 a</b>	The books are in care of <input type="checkbox"/> Name <u>Mike Green, Sr Vice President &amp; CFO</u> Telephone no. <input type="checkbox"/> (615) 255-8501 Located at <input type="checkbox"/> <u>250 Venture Circle</u> City <u>Nashville</u> ST <u>TN</u> ZIP + 4 <input type="checkbox"/> <u>37228</u>			
<b>b</b>	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)? If "Yes," enter the name of the foreign country <input type="checkbox"/> See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</b>	<b>91b</b>		X
<b>c</b>	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country <input type="checkbox"/>	<b>91c</b>		X
<b>92</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <input type="checkbox"/> <b>92</b> <u>N/A</u>			

**Part VII Analysis of Income-Producing Activities** (See the instructions.)**Note:** Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
<b>93</b> Program service revenue:					
<b>a</b> Service fees (designated gifts)					395,420
<b>b</b> Campaign/finance management fees					66,232
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>f</b> Medicare/Medicaid payments					
<b>g</b> Fees and contracts from government agencies					
<b>94</b> Membership dues and assessments					
<b>95</b> Interest on savings and temporary cash investments			14	94,837	
<b>96</b> Dividends and interest from securities			14	252,121	
<b>97</b> Net rental income or (loss) from real estate:					
<b>a</b> debt-financed property					
<b>b</b> not debt-financed property					
<b>98</b> Net rental income or (loss) from personal property					
<b>99</b> Other investment income					
<b>100</b> Gain or (loss) from sales of assets other than inventory			18	1,782,506	
<b>101</b> Net income or (loss) from special events					
<b>102</b> Gross profit or (loss) from sales of inventory					
<b>103</b> Other revenue: <b>a</b> Miscellaneous					175,481
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>104</b> Subtotal (add columns (B), (D), and (E))				2,129,464	637,133
<b>105</b> Total (add line 104, columns (B), (D), and (E))					2,766,597

**Note:** Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93a	Used for the enhancement of the annual campaign and to provide the mechanism for designated contributions to agencies.
93b	Used to provide management and financial services for the Combined Federal Campaign.
103a	To record growth in the Planned Giving program and for the enhancement of the annual campaign.

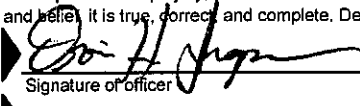
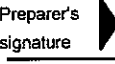
**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A				

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

**Note:** If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please Sign 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. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer		Date <b>6/28/06</b>	
Paid Preparer's Use Only	Preparer's signature  Firm's name (or yours if self-employed), address, and ZIP + 4		Date	Check if self-employed <input type="checkbox"/>
			Preparer's SSN or PTIN (See Gen. Inst. W)	EIN <input type="checkbox"/> Phone no. <input type="checkbox"/>



**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under Section 501(c)(3)**

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),  
or 4947(a)(1) Nonexempt Charitable Trust

**Supplementary Information—(See separate instructions.)**

► **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

**2005**

Name of the organization

United Way of Middle Tennessee, Inc. (STMT 1)

Employer identification number

62-0533104

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Karen A Snyder, 250 Venture Circle Nashville, TN 37228	Vice President 40	76,738	15,738	
Angela M Murray, 250 Venture Circle Nashville, TN 37228	Controller 40	64,162	14,283	
Sherry L Tarbuton, 250 Venture Circle Nashville, TN 37228	Director 40	61,264	15,273	
Cheryl L Markman, 250 Venture Circle Nashville, TN 37228	Vice President 40	57,216	16,395	
Joy L Haynes, 250 Venture Circle Nashville, TN 37228	Vice President 40	62,472	9,794	
Total number of other employees paid over \$50,000 ►	8			

**Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Samuel Macmaster, 297 Raintree Drive Hendersonville, TN 37075	Program evaluation	102,125
KraftCPAs, 555 Great Circle Road Nashville, TN 37228	Audit including CFC and pension	57,966
Total number of others receiving over \$50,000 for professional services . . . . . ►		

**Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services**  
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of other contractors receiving over \$50,000 for other services . . . . . ►		

**COPY**

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

Schedule A (Form 990 or 990-EZ) 2005

(HTA)

**Part III Statements About Activities** (See page 2 of the instructions.)

Yes No

1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) . . . . .	1		X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.				
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)			
a	Sale, exchange, or leasing of property? . . . . .	2a		X
b	Lending of money or other extension of credit? . . . . .	2b		X
c	Furnishing of goods, services, or facilities? . . . . . STMT 12	2c	X	
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? . . . . . See Part V, Form 990	2d	X	
e	Transfer of any part of its income or assets? . . . . .	2e		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes" attach an explanation of how you determine that recipients qualify to receive payments.) . . . . .	3a		X
b	Do you have a section 403(b) annuity plan for your employees? . . . . .	3b	X	
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)? . . . . .	3c		X
4 a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds? . . . . .	4a		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services? . . . . .	4b		X

**Part IV Reason for Non-Private Foundation Status** (See pages 3 through 6 of the instructions.)The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ \_\_\_\_\_ City \_\_\_\_\_ ST \_\_\_\_\_ Country \_\_\_\_\_
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11 a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11 b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ 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 charitable, etc., 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). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: ▶ ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.****Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	23,794,491	26,391,021	27,198,397	24,643,139	102,027,048
<b>16</b> Membership fees received					
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	258,881	171,694	262,365	187,288	880,228
<b>19</b> Net income from unrelated business activities not included in line 18					
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
<b>23</b> Total of lines 15 through 22	24,053,372	26,562,715	27,460,762	24,830,427	102,907,276
<b>24</b> Line 23 minus line 17	24,053,372	26,562,715	27,460,762	24,830,427	102,907,276
<b>25</b> Enter 1% of line 23	240,534	265,627	274,608	248,304	
<b>26 Organizations described on lines 10 or 11:</b>	a Enter 2% of amount in column (e), line 24				
	b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts				
	c Total support for section 509(a)(1) test: Enter line 24, column (e)				
	d Add: Amounts from column (e) for lines: 18 880,228 19 22 8,641,475				
	e Public support (line 26c minus line 26d total)				
	f Public support percentage (line 26e (numerator) divided by line 26c (denominator))				
<b>27 Organizations described on line 12:</b>	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:				
	(2004)	(2003)	(2002)	(2001)	
	b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 10 through 12, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:				
	(2004)	(2003)	(2002)	(2001)	
	c Add: Amounts from column (e) for lines: 15 16 17 20 21				
	d Add: Line 27a total and line 27b total				
	e Public support (line 27c total minus line 27d total)				
	f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)				
	g Public support percentage (line 27e (numerator) divided by line 27f (denominator))				
	h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))				
<b>28 Unusual Grants:</b> For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

**Part V Private School Questionnaire** (See page 7 of the instructions.)  
**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

	Yes	No
<b>29</b> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? . . . . .		
<b>30</b> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? . . . . .		
<b>31</b> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? . . . . . If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) ..... ..... .....		
<b>32</b> Does the organization maintain the following:		
<b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff? . . . . .		
<b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? . . . . .		
<b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? . . . . .		
<b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions? . . . . .		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) ..... .....		
<b>33</b> Does the organization discriminate by race in any way with respect to:		
<b>a</b> Students' rights or privileges? . . . . .		
<b>b</b> Admissions policies? . . . . .		
<b>c</b> Employment of faculty or administrative staff? . . . . .		
<b>d</b> Scholarships or other financial assistance? . . . . .		
<b>e</b> Educational policies? . . . . .		
<b>f</b> Use of facilities? . . . . .		
<b>g</b> Athletic programs? . . . . .		
<b>h</b> Other extracurricular activities? . . . . .		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) ..... .....		
<b>34 a</b> Does the organization receive any financial aid or assistance from a governmental agency? . . . . .		
<b>b</b> Has the organization's right to such aid ever been revoked or suspended? . . . . . If you answered "Yes" to either 34a or b, please explain using an attached statement.		
<b>35</b> Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation . . . . .		

COPY

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768)Check **a** ☐ If the organization belongs to an affiliated group. Check **b** ☐ If you checked "a" and "limited control" provisions apply.**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
<b>36</b> Total lobbying expenditures to influence public opinion (grassroots lobbying) . . . . .	<b>36</b>	
<b>37</b> Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .	<b>37</b>	
<b>38</b> Total lobbying expenditures (add lines 36 and 37) . . . . .	<b>38</b>	
<b>39</b> Other exempt purpose expenditures . . . . .	<b>39</b>	
<b>40</b> Total exempt purpose expenditures (add lines 38 and 39) . . . . .	<b>40</b>	
<b>41</b> Lobbying nontaxable amount. Enter the amount from the following table— If the amount on line 40 is— Not over \$500,000 . . . . . 20% of the amount on line 40 Over \$500,000 but not over \$1,000,000 . . . \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 . . \$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000 . \$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000 . . . . . \$1,000,000	<b>41</b>	
<b>42</b> Grassroots nontaxable amount (enter 25% of line 41) . . . . .	<b>42</b>	
<b>43</b> Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 . . . . .	<b>43</b>	
<b>44</b> Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 . . . . .	<b>44</b>	

**Caution:** If there is an amount on either line 43 or line 44, you must file Form 4720.

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ►	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
<b>45</b> Lobbying nontaxable amount . . . . .					
<b>46</b> Lobbying ceiling amount (150% of line 45(e)) . . . . .					
<b>47</b> Total lobbying expenditures . . . . .					
<b>48</b> Grassroots nontaxable amount . . . . .					
<b>49</b> Grassroots ceiling amount (150% of line 48(e)) . . . . .					
<b>50</b> Grassroots lobbying expenditures . . . . .					

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a** Volunteers . . . . .
- b** Paid staff or management (Include compensation in expenses reported on lines c through h.) . . . . .
- c** Media advertisements . . . . .
- d** Mailings to members, legislators, or the public . . . . .
- e** Publications, or published or broadcast statements . . . . .
- f** Grants to other organizations for lobbying purposes . . . . .
- g** Direct contact with legislators, their staffs, government officials, or a legislative body . . . . .
- h** Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means . . . . .
- i** Total lobbying expenditures (Add lines c through h.) . . . . .

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Yes	No	Amount
	X	
	X	



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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2005**

Name of organization

Employer identification number

United Way of Middle Tennessee, Inc. (STMT 1)

62-0533104

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

**Special Rules—**

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

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

**COPY**

**Schedule B is not open to public inspection**

**COPY**



**Statement 1**

**Form 900, Box C: Name of organization**

The organization's charter was amended on January 26, 2006 to change the name of the corporation to United Way of Middle Tennessee, Inc. The organization has registered its former name as an assumed name with the Tennessee Secretary of State, and continues to do business in Davidson county as the United Way of Metropolitan Nashville. (See Attachment A for charter amendment)

**Statement 2**

**Form 990, Part I, Line 1: Contributions, gifts, grants, and similar amounts received**

Line 1a - Direct public support is calculated as follows:

Total 2004/2005 campaign pledges	\$	18,831,058
Less: Provision for uncollectible pledges		(1,178,000)
Subtotal for 2003/2004 campaign		17,653,058
Amounts collected on prior year campaigns, other contributions, and other amounts released from restrictions		504,258
Service fees on designated contributions, reported on line 2		(395,420)
<b>Line 1a - Direct public support</b>	<b>\$</b>	<b>17,761,896</b>

Line 1b - Indirect public support

Total 2004/2005 Combined Federal Campaign	\$	1,078,065
Less: Provision for uncollectible pledges		(37,563)
Subtotal for 2003/2004 campaign		1,040,502
Less: Amounts recognized in the Metropolitan Nashville Campaign		(113,327)
		927,175
Amounts received from other United Way campaigns		97,893
<b>Line 1b - Indirect public support</b>	<b>\$</b>	<b>1,025,068</b>

Line 1c - Government grants

State of Tennessee - Ryan White	\$	4,393,477
U.S. Department of Education - Early Reading First		824,293
Metropolitan Government of Nashville		332,000
State of Tennessee - Food Stamps (2-1-1)		108,614
<b>Line 1c - Government grants</b>	<b>\$</b>	<b>5,658,384</b>

**Line 1d - Total contributions, gifts, grants,  
and similar amounts received**

**\$ 24,445,348**

**Statement 3.**

**Form 990, Part I, Line 16: Payment to affiliates**

Payment of dues to United Way of America, Alexandria, VA	<u>\$ 191,057</u>
--	-------------------

United Way of America is the national organization dedicated to leading the United Way movement in making measurable impact in every community across America. The United Way movement consists of over 1,300 community-based United Way organizations. Each is independent, separately incorporated, and governed by local volunteers.

**Statement 4**

**Form 990, Part I, Line 20: Other changes in net assets**

Other changes in net assets consists of the following:

Unrestricted net assets

Unrealized appreciation on investments	\$ (215,834)
--	--------------

Temporarily restricted net assets

Change in temporarily restricted net assets

Net campaign revenues to be reported in subsequent years	\$ 9,339,998
--	--------------

Net campaign results from prior years reported as unrestricted contributions in the current year and included on line 1a	<u>(10,306,337)</u>
--	---------------------

Change in temporarily restricted net assets	(966,339)
---	-----------

Permanently restricted net assets

Additional permanently restricted gift to endowment	<u>477,871</u>
---	----------------

<b>Line 20 - Total other changes in net assets</b>	<b><u>\$ (704,302)</u></b>
--	----------------------------

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Statement 5

Form 990, Part II, Line 22: Schedule of Grants and Designations

<u>Agency</u>	<u>Grants</u>	<u>Net designation</u>	<u>Total</u>
<b>Campaign Funded</b>			
Academy for Educational Development	60,353	134	60,487
Alcohol and Drug Council	372,584	20,351	392,935
Alive Hospice	110,571	184,915	295,486
American Red Cross	184,272	75,458	259,730
ARC of Davidson County	7,522	5,056	12,578
Bethlehem Center	129,399	47,554	176,953
Big Brothers & Big Sisters of Middle TN	27,335	27,031	54,366
Blakemore UMC Children's Center	7,285	6,458	13,743
Boy Scouts of America	35,334	124,918	160,252
Boys and Girls Club	88,757	65,134	153,891
CASA	45,319	20,096	65,415
Catholic Charities of Tennessee	173,612	82,587	256,199
Centerstone Mental Health Centers	7,513	40,994	48,507
Conexion Americas	60,479	1,721	62,200
Dismas, Inc.	14,776	7,675	22,451
Domestic Violence Intervention Center	15,631	23,161	38,792
Exchange Club Family Center	69,010	12,257	81,267
Family and Children's Service	640,531	89,221	729,752
Fannie Battle Day Home	32,091	3,641	35,732
First Steps, Inc.	141,319	6,887	148,206
Foundations Associates	24,370	909	25,279
Girl Scout Co. of the Cumberland Valley	155,644	46,963	202,607
Goodwill Industries	47,536	3,522	51,058
Grace M. Eaton Child Care & PRC	45,747	10,720	56,467
Guardianship & Trust Corporation	48,651	3,767	52,418
Habitat for Humanity	1,113	9,368	10,481
HEROS	0	480	480
Holly Street Day Care	25,654	4,862	30,516
Interfaith Dental Clinic	103,296	8,142	111,438
Kids on the Block of Middle Tennessee	15,544	4,449	19,993
King's Daughter Day Home	68,329	9,234	77,563
Ladies of Charity Welfare Agency	67,800	12,015	79,815
League for the Deaf and Hard of Hearing	73,066	16,506	89,572
Legal Aid Society of Middle TN	104,305	18,720	123,025
Magdalene	13,609	39,420	53,029
Martha O'Bryan Center	253,765	75,659	329,424
Matthew 25	35,301	8,463	43,764
Matthew Walker Comprehensive Health Center	23,416	11,715	35,131
McNeilly Center for Children	293,118	17,780	310,898
Mental Health Association	26,881	15,004	41,885

COPY

Statement 5

Form 990, Part II, Line 22: Schedule of Grants and Designations

<u>Agency</u>	<u>Grants</u>	<u>Net designation</u>	<u>Total</u>
Mental Health Cooperative	47,194	6,572	53,766
Mid-TN Supported Living, Inc.	71,340	3,478	74,818
Nashville Adult Literacy Council	67,646	5,096	72,742
Nashville CARES	130,099	70,550	200,649
Nashville Child Advocacy Center	16,463	7,089	23,552
Nashville O.I.C.	10,183	5,493	15,676
Nashville Safe Haven Family Shelter	61,912	32,910	94,822
National Conference for Community & Justice	15,355	5,472	20,827
Neighborhoods Resource Center	143,918	2,003	145,921
New Horizons Corporation	150,492	10,344	160,836
Nurses for Newborns Tennessee Chapter	57,458	10,594	68,052
Oasis Center	398,663	48,275	446,938
Old Hickory Christian Comm. Outreach	13,537	2,574	16,111
Operation Stand Down	15,332	3,541	18,873
Organized Neighbors of Edgehill (ONE)	62,895	1,036	63,931
Outlook Nashville	44,160	8,813	52,973
Park Center	51,980	6,709	58,689
Pencil Foundation	162,118	14,178	176,296
Planned Parenthood	7,028	46,904	53,932
Rape and Sexual Abuse Center	152,506	41,681	194,187
Renewal House	40,550	25,289	65,839
Residential Resource, Inc.	21,666	884	22,550
Saint Luke's Community Center	144,762	77,274	222,036
Saint Mary Villa	98,343	7,511	105,854
Salvation Army	72,950	92,586	165,536
Samaritan Recovery Community	157,613	4,601	162,214
Second Harvest Food Bank	135,559	303,420	438,979
Senior Citizens, Inc.	339,708	30,675	370,383
Tennessee Poison Center	41,983	3,243	45,226
United Neighborhood Health Services	78,352	343	78,695
Vanderbilt Center for Health Services	58,379	3,271	61,650
Vanderbilt Imagine College		91	91
Vanderbilt's Susan Gray School for Children	57,803	11,918	69,721
YMCA	44,687	76,781	121,468
YWCA	262,192	23,925	286,117
Youth Life Learning Center	65,002	1,082	66,084
<b>Subtotal - Outcome Based Investment Grants</b>	<b>6,950,666</b>	<b>2,159,153</b>	<b>9,109,819</b>
Family Resource Center coordination	400,000		400,000
Read to Succeed initiative	213,111		213,111
2-1-1 community services referral line	204,881		204,881

COPY

Statement 5

Form 990, Part II, Line 22: Schedule of Grants and Designations

<u>Agency</u>	<u>Grants</u>	<u>Net designation</u>	<u>Total</u>
Vanderbilt Community Research & Action Project	70,000		70,000
Community United for Hurricane Relief funding	21,640		21,640
Nashville Wealth Building Alliance - EITC	11,127		11,127
Designations to other agencies/UW's	-	4,062,766	4,062,766
Other Combined Federal Campaign	-	927,174	927,174
<b>Total Campaign Funded</b>	<b>7,871,425</b>	<b>7,149,093</b>	<b>15,020,518</b>

Grant Funded

Ryan White/Community AIDS Partnership	4,119,392	-	4,119,392
Family Resource Centers	331,998	-	331,998
2-1-1 community services referral line	108,615	-	108,615
Early Reading First	435,008	-	435,008
Read to Succeed	152,488	-	152,488
Decatur Project	123,540	-	123,540
Vanderbilt Community Research & Action Project	35,000	-	35,000
Family Resource Center assessment-business plan	35,000	-	35,000
Restore the Dream	4,200	-	4,200
Workforce Development	20,844	-	20,844
<b>Total Grant Funded</b>	<b>5,366,085</b>	<b>-</b>	<b>5,366,085</b>

Part II, Line 22 - Total grants and designations \$ 13,237,510 \$ 7,149,093 \$ 20,386,603

Uncollected designated pledges 331,375  
Service Fees supporting United Way operations 395,420  
**Gross designations** \$ 7,875,888

COPY

Statement 6  
Form 990, Part II, Line 42, and Part IV, Line 57b:  
Depreciation and Accumulated Depreciation

<u>Description</u>	<u>Basis</u>	<u>2005 Expense</u>	<u>Accumulated Depreciation</u>
<b>Fixed Assets</b>			
Building	968,690	32,290	(854,463)
Building improvements	427,570	24,091	(327,225)
Computer systems	262,173	17,310	(237,271)
Software	497,206	47,113	(392,500)
Building equipment and office furniture	369,409	16,769	(348,217)
Personal computers and peripherals	<u>512,299</u>	<u>6,248</u>	<u>(510,930)</u>
Totals	3,037,347	143,821	(2,670,606)
<b>Total Fixed Assets</b>			
		<b>Depreciation Expense</b>	<b>Accumulated Depreciation</b>
Total Depreciable Assets	3,037,347	<u>143,821</u>	<u>(2,670,606)</u>
Land	<u>272,715</u>		
Gross Fixed Assets	<u>3,310,062</u>	Net Fixed Assets	<u>639,456</u>

COPY

Statement 7  
Form 990, Part III: Primary exempt purpose

**Mission:**

United Way seeks to bring people and organizations together to create a community where individuals, families, and neighborhoods thrive.

United Way of Metropolitan Nashville brings people and organizations together to create a community where individuals, families, and neighborhoods thrive. **United Way identifies community needs and solutions:** We partner with community leaders and experts to determine the most critical issues and then address the immediate needs as well as the underlying problems that undermine individuals and the community alike. **United Way has a unique expertise in investing donors' dollars into programs that show measurable results:** United Way invests in specific outcomes that are achieved through local programs in partnership with government, business and community leaders. **We also create entirely new ways to make a difference through initiatives such as Read to Succeed, Family Resource Centers, and 2-1-1:** We do more than change lives through health and human services programs - we support the common good for our entire community. **We hold ourselves accountable to the donor and community:** United Way is committed to reporting the impact of a donor's investment and being trusted stewards of those dollars. **United Way is a dynamic way to invest dollars in the community for broad impact or on issues important to you, the donor:** We achieve community impact by focusing on issues encompassing children, wellness, basic needs, and neighborhoods.

Statement 8  
Form 990, Part IIIa: Exempt purpose achievements

Net program investments from unrestricted campaign funds		\$	7,871,425
Gross agency designations from the campaign	\$	7,875,888	
Less uncollected designated pledges		(331,375)	
Less service fees supporting United Way operations		<u>(395,420)</u>	
Net agency designations			7,149,093
Part IIIa - Exempt purpose achievements		\$	<u>15,020,518</u>

COPY

Statement 9

Form 990, Part IV, Line 54: Schedule of investments - securities

Investments at market value

Short term investments	\$	436,232
Mutual funds - hedge fund		345,704
US Treasury securities		1,880,379
US Government agency obligations		469,518
Corporate debt securities		26,000
Equity securities		8,309,303
Mortgage-backed securities		<u>821,026</u>

Part IV, Line 54 - Investments (securities) \$ 12,288,162

COPY



**Statement 10**  
**Form 990, Part IV-A and IV-B, Line a**

Total revenue, gains, and other support consists of the following:

Consolidated Statement of Activities - Unrestricted Net Assets

Total support and revenue	\$ 18,462,525
Endowment gains (losses) exclusive of the spending rate	<u>1,384,493</u>
<b>Part IV-A, Line a - Total revenue, gains, and other support per audited financial statements</b>	<b>\$ <u>19,847,018</u></b>

Total expenses and losses consist of:

Consolidated Statement of Activities - Unrestricted Net Assets

Total costs and expenses	\$ <u>18,286,130</u>
<b>Part IV-B, Line a - Total expenses and losses per audited financial statements</b>	<b>\$ <u>18,286,130</u></b>

Changes in Temporarily Restricted Net Assets and Permanently Restricted Net Assets  
are reported Part 1, Line 20 - Other Changes in net assets

**COPY**

**Statement 11**  
**Form 990, Part V: List of Board of Trustees**

**Beth Alexander, 2006\***

Editor  
Nfocus  
104 Vaughn Road  
Nashville, TN 37221

**Liz Allen-Fey, 2008\***

CEO  
Management Solutions Group  
P.O. Box 120777  
Nashville, TN 37212

**Francis J. (Fran) Bedard, 2008\***

Partner  
Deloitte Tax LLP  
424 Church Street, Suite 2400  
Nashville, TN 37219

**David E. Briggs, 2008\*\***

**Treasurer/Finance Committee Chair**  
Senior Vice President – Middle Market Banking Executive  
Bank of America  
414 Union Street, 2<sup>nd</sup> Floor  
Nashville, TN 37239

**Deborah A. Butler, 2006\*\*\***

**Sennet Society Chair**  
*Non-voting Ex Officio*  
Caterpillar Financial Services Corporation  
2120 West End Avenue  
Nashville, TN 37203-0001

**Michael A. Carter, Sr., 2008\***

President and CEO  
Athena Health Club and Day Spa  
620 Church Street  
Brentwood, TN 37027

**Judy B. Cline, 2008\*\***

Manager of Learning Excellence  
Caterpillar Financial  
2120 West End Avenue  
Nashville, TN 37203

**Ron Corbin, 2006\***

Field Vice President  
Allstate Insurance Company  
555 Marriott Drive  
Nashville, TN 37214

**Ralph Davis, 2006\*\***

**Board Chair**  
Chairman  
Waller Lansden Dortch & Davis, PLLC  
511 Union Street, Suite 2100  
Nashville, TN 37219

**Michael A. (Mike) Edwards, 2008\***

President  
First Tennessee Bank  
511 Union Street  
Nashville, TN 37219

**Robert C. (Bob) Fisher, 2007\*\***

President  
Belmont University  
1900 Belmont Boulevard  
Nashville, TN 37212

**Paul Gaeto, 2006\*\***

**Performance Excellence Committee Chair**  
President  
Caterpillar Power Ventures Corporation  
2120 West End Avenue  
Nashville, TN 37203

**Priscilla Partridge de Garcia, 2008\*\***

Clinical Psychologist  
President  
Partridge Garcia Group, Inc.  
5012 High Valley Drive  
Brentwood, TN 37027

**Francis S. Guess, 2008\*\***

Executive Vice President  
The Danner Company  
2 International Drive, Suite 510  
Nashville, TN 37217

COPY

**Statement 11**  
**Form 990, Part V: List of Board of Trustees**

**E. Anthony (Tony) Heard, 2006\***

**Campaign Chair**

c/o United Way of Metropolitan Nashville  
250 Venture Circle  
Nashville, TN 37228

**Charles (Charlie) L. Howorth, Jr., 2008\*\*\*\***

*Non-voting Emeritus Trustee*

Regulatory Vice President  
BellSouth  
333 Commerce Street, Suite 2104  
Nashville, TN 37201-3300

**Orrin H. Ingram II, 2008\***

**Board Chair Elect**

President & CEO  
Ingram Industries Inc.  
4400 Harding Road  
Nashville, TN 37205

**Janet L. (Jan) Jones**

***Voting Ex Officio***

Association of Nonprofit Executives Liaison  
President/CEO  
Alive Hospice, Inc.  
1718 Patterson Street  
Nashville, TN 37203

**Kelvin D. Jones, III, 2006\***

Director  
Metro Human Relations Commission  
Metropolitan Government of Nashville & Davidson County  
700 Second Avenue South, 2<sup>nd</sup> Floor  
Nashville, TN 37210

**John Kimbro, 2007\***

President Emeritus, UAW Local 737  
c/o 571 Brewer Drive  
Nashville, TN 37211

**William C. (Bill) Koch, Jr., 2006\***

**Immediate Past Board Chair**

Judge  
Tennessee Court of Appeals  
203 Supreme Court Building  
401 7<sup>th</sup> Avenue North  
Nashville, TN 37219-1407

**Sandra Lipman, 2006\*\***

5906 Hillsboro Road  
Nashville, TN 37215

**Scott McWilliams, 2007\***

CEO  
Ozburn Hessey Logistics  
633 Thompson Lane  
Nashville, TN 37204

**Kelli A. Molette, 2006\***

Kelli A. Turner, DDS, PC  
1506 Church Street, Suite 110  
Nashville, TN 37203

**Michael S. (Mike) Neal, 2006\***

President & CEO  
Nashville Chamber of Commerce  
211 Commerce St., Suite 100  
Nashville, TN 37201

**Hal N. Pennington, 2008\***

Chairman, President and CEO  
Genesco Inc.  
1415 Murfreesboro Road  
Nashville, TN 37217

**Lynn E. Pollan**

**Community Investments Steering Com. Chair**

Vice President and Assistant General Counsel  
Willis North America Inc.  
26 Century Boulevard, Floor 7S  
Nashville, TN 37214

COPY

**Statement 11**  
**Form 990, Part V: List of Board of Trustees**

**Mel Purcell, 2007\***  
**Human Resources Committee Chair**  
Senior Vice President  
Federal Reserve Bank of Atlanta- Nashville Branch  
301 Eighth Avenue, North  
Nashville, TN 37203-4407

**A. Gregory (Gregg) Ramos, 2008\***  
Attorney  
North, Pursell, Ramos & Jameson PLC  
Bank of America Plaza  
414 Union Street, Suite 1850  
Nashville, TN 37219-1783

**Anne L. Russell, 2008\***  
Principal  
Stokes Bartholomew Evans & Petree, P.A.  
424 Church Street, Suite 2800  
Nashville, TN 37219-2386

**Karen Saul, 2007\*\***  
President/CEO  
The HR Group  
5205 Maryland Way, Suite 300  
Brentwood, TN 37027

**Jay D. Seigny, 2008\*\***  
**Marketing Committee Chair**  
c/o United Way of Metropolitan Nashville  
250 Venture Circle  
Nashville, TN 37228

**Bob Sircy, 2006\*\*\*\***  
**Non-voting Emeritus Trustee**  
Vice President and Corporate Controller  
Southwestern/Great American, Inc.  
P.O. Box 305140  
Nashville, TN 37230-5140

**J. Michael (Mickey) Sullivan, 2007\*\***  
**Secretary**  
Regional Vice President  
Gresham, Smith and Partners  
1400 Nashville City Center  
511 Union Street  
Nashville, TN 37219

**Kenneth (Ken) Swanson, 2007\***  
Dean and Rector  
Christ Church Cathedral  
900 Broadway  
Nashville, TN 37203

**Claire W. Tucker, 2006\***  
City President  
FirstBank  
P.O. Box 190610, 2004<sup>th</sup> Avenue North  
Nashville, TN 37219

**Rene Ward, 2007\***  
Vice President - Investments  
Ward Financial Advisory at Wachovia Securities  
10 Cadillac Drive, Suite 300  
Brentwood, TN 37027

**David Williams II, 2006\***  
Vice Chancellor for Student Life and  
University Affairs, General Counsel,  
University Secretary and Professor of Law  
Vanderbilt University  
305 Kirkland Hall  
Nashville, TN 37240

**Noel B. Williams, 2007\*\***  
Sr. Vice President & Chief Information Officer  
HCA  
2555 Park Plaza  
Nashville, TN 37203

**Brenda Wynn, 2006\*\***  
Director of Community Outreach  
Congressman Jim Cooper's Office  
706 Church Street, Suite 101  
Nashville, TN 37203

**COPY**

**Statement 12**

**Form 990, Schedule A, Part III, Line 2c: Statements About Activities**

In the normal course of business, the organization may purchase goods or services from organizations with which substantial contributors or trustees may be affiliated. Such goods and services are usual and customary in nature, such as banking services, telephone service, investment and brokerage services, legal services, facilitation or training. The dollar amount of those expenditures are generally immaterial and are always subject to the requirements of our code of ethics.

**COPY**

ARTICLES OF AMENDMENT  
TO THE CHARTER  
OF  
UNITED WAY OF METROPOLITAN NASHVILLE, INC.

FILED  
2006 MAR -1 PM 3:45  
HILLI DUNNELL  
SECRETARY OF STATE

Pursuant to the provisions of Section 48-60-105 of the Tennessee Nonprofit Corporation Act, United Way of Metropolitan Nashville, Inc., a Tennessee nonprofit corporation (the "Corporation"), adopts the following articles of amendment to its Charter:

1. The name of the Corporation is the United Way of Metropolitan Nashville, Inc.
2. Section 1 of the Charter is hereby deleted and the following sentence is inserted in lieu thereof:  
  
"The name of the corporation is United Way of Middle Tennessee, Inc."
3. The amendment was duly adopted by the Board of Trustees (Directors) of the Corporation on January 26, 2006. The Corporation does not have Members and, as such, Member approval was not required.
4. Additional approval for the amendment (as permitted by Section 48-60-301 of the Tennessee Nonprofit Corporation Act) was not required.
5. The amendment is to be effective when these articles are filed by the Secretary of State.



Mark H. Desmond, President/CEO

Dated: March 1, 2006

**COPY**

Davidson County CHARTER  
Recvd: 03/03/06 10:16 1 pgs  
Fees: 7.00 Taxes: 0.00



20060303-0024788

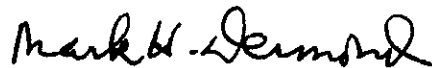
5788.1301

## CEO/CFO Financial Statement Certification

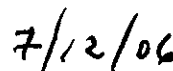
### CERTIFICATIONS

I hereby certify that:

1. I have read the audited financial statements and related IRS Form 990 of United Way of Metropolitan Nashville for the year ended December 31, 2005.
2. Based on my knowledge, these financial statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present, in all material respects, the financial condition, results of operations and cash flows of United Way of Metropolitan Nashville as of, and for the period ended December 31, 2005.



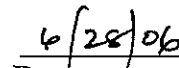
Mark H. Desmond  
President and Chief Executive Officer



Date



Mike Green  
Senior Vice President and Chief Financial Officer



Date