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STATEMENT OF DISCLOSURE OF INTERESTS

GOVERNOR/GOVERNOR'S CABINET/CABINET LEVEL STAFF/ CONSTITUTIONAL OFFICERS/GENERAL ASSEMBLY MEMBERS

INSTRUCTIONS: This form is for reporting all interests required to be disclosed under the Conflict of Interest Disclosure Act (T.C.A. §§ 8-50-501 et seq., 2-10-128 and 2-10-129). Statements of Disclosure of Interests must be filed annually by April 15 with the Tennessee Ethics Commission, 201 4th Avenue North, Suite 1820, Nashville, TN 37243 If you have questions, please feel free to contact the Commission at (615) 253-8634 or e-mail us at ethics.counsel@state.tn.us. You must complete items 1-6. If there were no changes in items 7-13 since the previous report, you may check the box in item 14; otherwise, you must complete items 7-13. Disclosure statements must be signed and the signature attested to by a witness in item 15. Attach additional pages as necessary. Please note that the information listed on this statement will be posted on the Commission's website as required by T.C.A. §§ 2-10-128(b), 2-10-129(b) and 8-50-501(d)(1).

NOTE: An amended Statement of Disclosure of Interests must be filed whenever reported conditions change due to the termination or acquisition of any interests for which disclosure is required by law.

1. DATE OF DISCLOSURE: April 16, 2007

2. NAME OF OFFICIAL AND TITLE/POSITION: Philip N. Bredesen, Governor

3. ADDRESS Street or Rural Route	City	State	Zip Code
1724 Chickering Road	Nashville	TN	37215

3a. PHONE NUMBER (615) 741-2001

4. **SOURCES OF INCOME**

a. List major source(s) of private income of more than $200 for yourself and your spouse. For purposes of this provision, income shall be reported for the calendar year in which it is received. "Major sources of private income" include, but are not limited to, offices, directorships and salaried employment. No dollar amounts need to be stated; however, you must list the name and address of each source of income, except for sources of income received from a security listed on the New York Stock Exchange, American Stock Exchange or NASDAQ or from income received from investments with a federal or state chartered bank. You may list only the name of the entity. For income derived from the ownership of a business enterprise's securities, you may list the name of the enterprise in lieu of any investment brokerage firm or other fiduciary that may possess or manage the securities on your or your spouse's behalf. For income derived from a mutual fund, you may list the name of the mutual fund in lieu of the business enterprise securities owned by the mutual fund. You are not required to disclose any client list or customer list, or to list the address of any investment property.

Mayor's Office pension, 222 3rd Avenue North, Suite 315, Nashville, TN 37201

Investment Income-Blind Investment Agreement-
Tom Hayes, Hirtle Callaghan & Co., 3455 Peachtree Road, N.E., Suite 500, Atlanta, GA 30326

Governor's Salary (returned to state), State of Tennessee, Department of Personnel
1st Floor, James K. Polk Building, 505 Deaderick Street, Nashville, TN 37243

b. List major source(s) of private income of more than $1,000 of any minor child residing with you. No dollar amounts need be stated.

N/A

5. POSITIONS HELD: List any position held including, but not limited to, officer, director, trustee, general partner, proprietor, or representative of any corporation, firm, partnership, business enterprise, non-profit organization or educational institution. Both the month and year must be reported for the period of time the position was held. Positions with the federal government, religious, social, fraternal or political entities, and those solely of an honorary nature, do not require disclosure.

Name of Organization	Position Held	Date Held
Nashville Public Library Foundation	Board Member	09/1997-Present
Blue Canyon, Inc.	Secretary	03/1995-Present
University of Tenn. Bd. of Trustees	Ex-Officio Board Chair	01/2003-Present
Tennessee Board of Regents	Ex-Officio Board Chair	01/2003-Present

6. **BLIND TRUST:** For any trust considered to be a blind trust pursuant to T.C.A. § 35-50-120 in which you or your spouse is an interested party, identify the nature of the interest and list the location of the trust and the name and address of the Trustee. No individual asset held in such a blind trust need be disclosed.

   Please see attached page.

7. **INVESTMENTS**: List any investment by you, your spouse or minor children residing with you in any corporation or other business organization in excess of ten thousand dollars ($10,000) or five percent (5%) of the total capital. The name of the corporation or organization must be listed but no dollar amounts or percentages of the investment need be stated.

   Please see attached page.

8. **LEGISLATIVE EXPENSES**: List the amount and source (by name) of any contribution from private source(s) used for defraying the expenses related to the adequate performance of your legislative duties.

   N/A

9. **LOBBYING:** List any person, firm or organization for whom any associate, your spouse, or minor children residing with you performs compensated lobbying services. Also, list any firm engaged in compensated lobbying in which you, your spouse or minor children residing with you hold any interest. Explain the terms of any such employment, the subject matters lobbied and/or the measures to be supported or opposed.

   No compensated lobbying.

10. **PROFESSIONAL SERVICES**: List in general terms (by areas of the client's interests) the entities to which professional services, such as those of an attorney, accountant or architect, are furnished by you or your spouse.

None

11. **RETAINER FEES**: List any retainer fee you receive from any person, firm or organization which is in the practice of promoting or opposing, influencing or attempting to influence, directly or indirectly, the passage or defeat of any legislation before the Tennessee General Assembly, its legislative committees or the members thereof.

None

12. **BANKRUPTCY**: List any adjudication of bankruptcy or discharge received in any United States district court within five (5) years of the date of this report.

None

13. **LOANS**: List any loan or combination of loans for more than one thousand dollars ($1,000) from the same source made in the previous calendar year to you, your spouse or minor children residing with you. Loans need *not* be disclosed on this report if they are:

(1) From your immediate family (spouse, parent, sibling or child);
(2) From a federally insured financial institution or made in accordance with existing law in the ordinary course of doing business of making loans. The loan must bear the usual and customary rate of interest, be made on a basis which assures repayment, evidenced by a written instrument and subject to a due date or amortization schedule;
(3) Secured by a recorded security interest in collateral, bearing the usual and customary interest rate of the lender made on a basis which assures repayment; evidenced by a written instrument and subject to a due date or amortization schedule;
(4) From a partnership in which you have at least ten percent (10%) partnership interest;
(5) From a corporation in which more than fifty percent (50%) of the outstanding voting shares are owned by you or by your immediate family (spouse, parent, sibling or child).

None

14. **NO CHANGES IN ITEMS 7-13 (Check if applicable):**

☐ There has been no change in the conditions listed in Items 7 - 13 since my previous report to the Tennessee Ethics Commission.

15. **TO BE SIGNED BY REPORTING OFFICIAL (must be attested to by a witness)**

I certify that the information contained in this disclosure statement is true and that it is a complete and accurate report as required by the Conflict of Interest Disclosure Act.

4/16/07

Signature of Official — Date

I, the undersigned, do hereby witness the above signature which was signed in my presence.

Janie Conyers — April 16, 2007

Signature of Witness — Date

JANIE CONYERS

Name of Witness (Printed)

SS-8004

Statement of Disclosure of Interests
Governor Philip N. Bredesen
Investments (Question #6)
April 16, 2007

N/A. As detailed below in my answer to Question No. 7, before I entered office as Governor, Andrea and I voluntarily entered into a "blind investment agreement" with the Pennsylvania-based firm of Hirtle Callaghan & Co. While this agreement operates as a blind investment agreement pursuant to which we do not have knowledge of or influence over the retention, investment, re-investment, or disposition of the vast majority of our assets, Hirtle Callaghan & Co.'s standard blind investment agreement provides that such agreements are governed by the laws of the Commonwealth of Pennsylvania. I am advised by counsel that in order for a trust to fall within the technical statutory definition of a "blind trust" under T.C.A. Section 35-50-120, it must be governed by Tennessee law.

Statement of Disclosure of Interests
Governor Philip N. Bredesen
Investments (Question #7)
April 16, 2007

Investments held by Andrea and me are managed by Hirtle Callaghan & Co. and subject to a "blind investment" agreement. Pursuant to that agreement, we do not have knowledge of or influence over the retention, investment, re-investment, or disposition of those assets. Outside that blind investment agreement, I am the majority shareholder in Qualifacts Systems, Inc., a privately held company at 200 2nd Avenue, South, Nashville, TN 37201, and I am the sole shareholder in Blue Canyon, Inc., 1724 Chickering Road, Nashville, TN 37215, which owns an airplane.