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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

|                                                                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                            |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>THE HASLAM 3 FOUNDATION INC                                                                                                                                                                                                                                                                                            |  | <b>A Employer identification number</b><br><br>62-1867421                                                                                                                                  |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>PO BOX 10573                                                                                                                                                                                                                                             |  | <b>B Telephone number</b> (see instructions)<br><br>(865) 384-4178                                                                                                                         |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>KNOXVILLE, TN 37919                                                                                                                                                                                                                                              |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                          |  |
| <b>G</b> Check all that apply<br><div><input type="checkbox"/> Initial return<br/><input type="checkbox"/> Final return<br/><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity<br/><input type="checkbox"/> Amended return<br/><input type="checkbox"/> Name change</div> |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                      |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                       |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 6,097,739                                                                                                                                                                                                              |  | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                                    |  |
| <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)                                                                                                                                        |  |                                                                                                                                                                                            |  |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) ) |                                                                                           | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | 1 Contributions, gifts, grants, etc , received (attach schedule)                          | 2,710,000                          |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities. . . . .                                         | 35,595                             | 35,595                    |                         |                                                             |
|                                                                                                                                                                     | 5a Gross rents . . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss) _____                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                                  | 368,407                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a<br>1,255,732                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2) . . .                                    |                                    | 368,407                   |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain . . . . .                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 9 Income modifications . . . . .                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 10a Gross sales less returns and allowances                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Less Cost of goods sold . . . . .                                                       |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | c Gross profit or (loss) (attach schedule) . . . . .                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 11 Other income (attach schedule) . . . . .                                               | -250                               | -834                      |                         |                                                             |
|                                                                                                                                                                     | 12 <b>Total.</b> Add lines 1 through 11 . . . . .                                         | 3,113,752                          | 403,168                   |                         |                                                             |
|                                                                                                                                                                     | 13 Compensation of officers, directors, trustees, etc                                     | 0                                  | 0                         |                         | 0                                                           |
|                                                                                                                                                                     | 14 Other employee salaries and wages . . . . .                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 15 Pension plans, employee benefits . . . . .                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule) . . . . .                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Accounting fees (attach schedule) . . . . .                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | c Other professional fees (attach schedule) . . . . .                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 17 Interest . . . . .                                                                     | 65,903                             | 0                         |                         | 0                                                           |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions)                                             | 5,349                              | 889                       |                         | 20                                                          |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion . . .                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy . . . . .                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings . . . . .                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 22 Printing and publications . . . . .                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 23 Other expenses (attach schedule) . . . . .                                             | 21,017                             | 20,906                    |                         | 108                                                         |
|                                                                                                                                                                     | 24 <b>Total operating and administrative expenses.</b>                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | Add lines 13 through 23 . . . . .                                                         | 92,269                             | 21,795                    |                         | 128                                                         |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid . . . . .                                            | 2,429,956                          |                           |                         | 2,429,956                                                   |
|                                                                                                                                                                     | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                           | 2,522,225                          | 21,795                    |                         | 2,430,084                                                   |
|                                                                                                                                                                     | 27 Subtract line 26 from line 12                                                          |                                    |                           |                         |                                                             |
| a <b>Excess of revenue over expenses and disbursements</b>                                                                                                          |                                                                                           | 591,527                            |                           |                         |                                                             |
| b <b>Net investment income</b> (if negative, enter -0-)                                                                                                             |                                                                                           |                                    | 381,373                   |                         |                                                             |
| c <b>Adjusted net income</b> (if negative, enter -0-)                                                                                                               |                                                                                           |                                    |                           |                         |                                                             |

| Part II Balance Sheets      |     | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )               |                                     |           | Beginning of year                   | End of year                                   |                                             |
|-----------------------------|-----|-----------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-----------|-------------------------------------|-----------------------------------------------|---------------------------------------------|
|                             |     |                                                                                                                                   |                                     |           | (a) Book Value                      | (b) Book Value                                | (c) Fair Market Value                       |
| Assets                      | 1   | Cash—non-interest-bearing . . . . .                                                                                               |                                     |           | -162,925                            | 130,903                                       | 130,903                                     |
|                             | 2   | Savings and temporary cash investments . . . . .                                                                                  |                                     |           | 86,026                              | 707,742                                       | 707,742                                     |
|                             | 3   | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                       |                                     |           |                                     |                                               |                                             |
|                             | 4   | Pledges receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                        |                                     |           |                                     |                                               |                                             |
|                             | 5   | Grants receivable . . . . .                                                                                                       |                                     |           |                                     |                                               |                                             |
|                             | 6   | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                                     |           |                                     |                                               |                                             |
|                             | 7   | Other notes and loans receivable (attach schedule) ▶ _____ 1,674,782<br>Less allowance for doubtful accounts ▶ _____ 0            |                                     |           | 1,625,000                           | 1,674,782                                     | 1,675,286                                   |
|                             | 8   | Inventories for sale or use . . . . .                                                                                             |                                     |           |                                     |                                               |                                             |
|                             | 9   | Prepaid expenses and deferred charges . . . . .                                                                                   |                                     |           |                                     |                                               |                                             |
|                             | 10a | Investments—U S and state government obligations (attach schedule)                                                                |                                     |           |                                     |                                               |                                             |
|                             | b   | Investments—corporate stock (attach schedule) . . . . .                                                                           |                                     |           | 2,044,304                           | <input checked="" type="checkbox"/> 1,778,113 | 2,620,250                                   |
|                             | c   | Investments—corporate bonds (attach schedule). . . . .                                                                            |                                     |           |                                     |                                               |                                             |
|                             | 11  | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                                     |           |                                     |                                               |                                             |
|                             | 12  | Investments—mortgage loans . . . . .                                                                                              |                                     |           |                                     |                                               |                                             |
|                             | 13  | Investments—other (attach schedule) . . . . .                                                                                     |                                     |           |                                     |                                               |                                             |
|                             | 14  | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                           |                                     |           |                                     |                                               |                                             |
| Liabilities                 | 15  | Other assets (describe ▶ _____)                                                                                                   | <input checked="" type="checkbox"/> | 582,895   | <input checked="" type="checkbox"/> | 500,000                                       | <input checked="" type="checkbox"/> 963,558 |
|                             | 16  | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                        |                                     | 4,175,300 |                                     | 4,791,540                                     | 6,097,739                                   |
|                             | 17  | Accounts payable and accrued expenses . . . . .                                                                                   |                                     |           |                                     |                                               |                                             |
|                             | 18  | Grants payable . . . . .                                                                                                          |                                     |           |                                     |                                               |                                             |
|                             | 19  | Deferred revenue . . . . .                                                                                                        |                                     |           |                                     |                                               |                                             |
|                             | 20  | Loans from officers, directors, trustees, and other disqualified persons                                                          |                                     |           |                                     |                                               |                                             |
|                             | 21  | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                                     | 1,625,000 |                                     | 1,625,000                                     |                                             |
| Net Assets or Fund Balances | 22  | Other liabilities (describe ▶ _____)                                                                                              |                                     |           |                                     |                                               |                                             |
|                             | 23  | Total liabilities (add lines 17 through 22) . . . . .                                                                             |                                     | 1,625,000 |                                     | 1,625,000                                     |                                             |
|                             |     | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.     |                                     |           |                                     |                                               |                                             |
|                             | 24  | Unrestricted . . . . .                                                                                                            |                                     |           |                                     |                                               |                                             |
|                             | 25  | Temporarily restricted . . . . .                                                                                                  |                                     |           |                                     |                                               |                                             |
|                             | 26  | Permanently restricted . . . . .                                                                                                  |                                     |           |                                     |                                               |                                             |
|                             |     | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.       |                                     |           |                                     |                                               |                                             |
|                             | 27  | Capital stock, trust principal, or current funds . . . . .                                                                        |                                     | 0         |                                     | 0                                             |                                             |
|                             | 28  | Paid-in or capital surplus, or land, bldg , and equipment fund                                                                    |                                     | 0         |                                     | 0                                             |                                             |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds                                                                  |                                     | 2,550,300 |                                     | 3,166,540                                     |                                             |
|                             | 30  | Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                     |                                     | 2,550,300 |                                     | 3,166,540                                     |                                             |
|                             | 31  | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                        |                                     | 4,175,300 |                                     | 4,791,540                                     |                                             |

Part III Analysis of Changes in Net Assets or Fund Balances

|   |                                                                                                                                                                    |   |           |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . . | 1 | 2,550,300 |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 | 591,527   |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>                                                                       | 3 | 24,713    |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 | 3,166,540 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____                                                                                                                 | 5 | 0         |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | 6 | 3,166,540 |

Part IV Capital Gains and Losses for Tax on Investment Income

|                                                                                                                                   |                           |                                              |                                      |                                  |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) |                           | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1a                                                                                                                                | See Additional Data Table |                                              |                                      |                                  |
| b                                                                                                                                 |                           |                                              |                                      |                                  |
| c                                                                                                                                 |                           |                                              |                                      |                                  |
| d                                                                                                                                 |                           |                                              |                                      |                                  |
| e                                                                                                                                 |                           |                                              |                                      |                                  |

|                             |                                            |                                                 |                                              |
|-----------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| (e) Gross sales price       | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a See Additional Data Table |                                            |                                                 |                                              |
| b                           |                                            |                                                 |                                              |
| c                           |                                            |                                                 |                                              |
| d                           |                                            |                                                 |                                              |
| e                           |                                            |                                                 |                                              |

|                                                                                             |                                      |                                               |                                                                                              |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                               | (I) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                              |
| a See Additional Data Table                                                                 |                                      |                                               |                                                                                              |
| b                                                                                           |                                      |                                               |                                                                                              |
| c                                                                                           |                                      |                                               |                                                                                              |
| d                                                                                           |                                      |                                               |                                                                                              |
| e                                                                                           |                                      |                                               |                                                                                              |

|   |                                                                                                                                                                                                              |                                                                                     |   |         |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|---------|
| 2 | Capital gain net income or (net capital loss)                                                                                                                                                                | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 368,407 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 . . . . . |                                                                                     | 3 |         |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

|                                                                      |                                          |                                              |                                                           |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2012                                                                 | 1,155,580                                | 3,460,049                                    | 0 333978                                                  |
| 2011                                                                 | 2,179,619                                | 3,499,781                                    | 0 622787                                                  |
| 2010                                                                 | 759,993                                  | 3,382,880                                    | 0 224659                                                  |
| 2009                                                                 | 2,302,975                                | 4,845,579                                    | 0 475273                                                  |
| 2008                                                                 | 3,169,383                                | 6,204,079                                    | 0 510855                                                  |

|   |                                                                                                                                                                                                                                  |   |           |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                                                             | 2 | 2 167552  |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . .                                            | 3 | 0 433510  |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .                                                                                                                                            | 4 | 3,938,855 |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                                                               | 5 | 1,707,533 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                              | 6 | 3,814     |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                                                                       | 7 | 1,711,347 |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .<br><br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See<br>the Part VI instructions | 8 | 2,430,084 |

| Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)                                             |    |       |       |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-------|-------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                                         |    | 1     | 3,814 |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)                                                                     |    |       |       |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |    |       |       |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                |    |       |       |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                             |    | 2     | 0     |
| 3 Add lines 1 and 2. . . . .                                                                                                                                           |    | 3     | 3,814 |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                           |    | 4     | 0     |
| 5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .                                                                     |    | 5     | 3,814 |
| 6 Credits/Payments                                                                                                                                                     |    |       |       |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                                    | 6a | 4,800 |       |
| b Exempt foreign organizations—tax withheld at source . . . . .                                                                                                        | 6b |       |       |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                  | 6c | 3,000 |       |
| d Backup withholding erroneously withheld . . . . .                                                                                                                    | 6d |       |       |
| 7 Total credits and payments Add lines 6a through 6d. . . . .                                                                                                          |    | 7     | 7,800 |
| 8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached                                                     |    | 8     |       |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                              |    | 9     |       |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .                                                                  |    | 10    | 3,986 |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax 3,986 Refunded                                                                                     |    | 11    | 0     |

| Part VII-A Statements Regarding Activities                                                                                                                                                                                                                                                                                                                                                  |  |    |     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----|-----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                                                           |  | 1a | No  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .                                                                                                                                                                                                                           |  | 1b | No  |
| If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.                                                                                                                                                                                               |  |    |     |
| c Did the foundation file Form 1120-POL for this year?. . . . .                                                                                                                                                                                                                                                                                                                             |  | 1c | No  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0                                                                                                                                                                                                                              |  |    |     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0                                                                                                                                                                                                                                                 |  |    |     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .                                                                                                                                                                                                                                                                                 |  | 2  | No  |
| If "Yes," attach a detailed description of the activities.                                                                                                                                                                                                                                                                                                                                  |  |    |     |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                                                                      |  | 3  | No  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .                                                                                                                                                                                                                                                                                     |  | 4a | No  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .                                                                                                                                                                                                                                                                                                                 |  | 4b |     |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .                                                                                                                                                                                                                                                                                  |  | 5  | No  |
| If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                                                                                                                                                                           |  |    |     |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .</li></ul> |  | 6  | Yes |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.                                                                                                                                                                                                                                                        |  | 7  | Yes |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions)<br>TN                                                                                                                                                                                                                                                                                 |  |    |     |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .                                                                                                                                                                             |  | 8b | Yes |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .                                                                                                                            |  | 9  | No  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.                                                                                                                                                                                                                                                      |  | 10 | No  |

Part VII-A

Statements Regarding Activities *(continued)*

|                                                                                                                               |                                                                                                                                                                                           |    |     |    |
|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                                                                                                                            | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).  | 11 |     | No |
| 12                                                                                                                            | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12 |     | No |
| 13                                                                                                                            | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                       | 13 | Yes |    |
| Website address N/A                                                                                                           |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                            | The books are in care of NOVINGER BALL ZIVI PC Telephone no (865) 584-1184<br>Located at 4110 SUTHERLAND AVENUE KNOXVILLE TN ZIP+4 37919                                                  |    |     |    |
| 15                                                                                                                            | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.       | 15 |     |    |
| 16                                                                                                                            | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country |                                                                                                                                                                                           |    |     |    |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |    |     |    |
|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |    | Yes | No |
| 1a                                                                                      | During the year did the foundation (either directly or indirectly)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person?<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1b |     |    |
| c                                                                                       | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1c |     | No |
| 2                                                                                       | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |     |    |
| a                                                                                       | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |    |     |    |
| b                                                                                       | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 2b |     |    |
| c                                                                                       | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |    |     |    |
| 3a                                                                                      | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |    |     |    |
| b                                                                                       | If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).                                                                                                                                                                                                                                                                                                                                                                          | 3b |     |    |
| 4a                                                                                      | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 4a |     | No |
| b                                                                                       | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 4b |     | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see 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 and deferred compensation | (e) Expense account, other allowances |
|---------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Additional Data Table |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

|                                                                                                                  |                     |                  |
|------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". |                     |                  |
| (a) Name and address of each person paid more than \$50,000                                                      | (b) Type of service | (c) Compensation |
| NONE                                                                                                             |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
| Total number of others receiving over \$50,000 for professional services. . . . .                                |                     | 0                |

Part IX-A

Summary of Direct Charitable Activities

|                                                                                                                                                                                                                                                        |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
| 1 NO DIRECT CHARITABLE ACTIVITIES DURING THE CURRENT TAX YEAR                                                                                                                                                                                          | 0        |
| 2                                                                                                                                                                                                                                                      |          |
| 3                                                                                                                                                                                                                                                      |          |
| 4                                                                                                                                                                                                                                                      |          |

Part IX-B

Summary of Program-Related Investments (see instructions)

|                                                                       |  |   |
|-----------------------------------------------------------------------|--|---|
| 1 NO PROGRAM RELATED INVESTMENTS DURING THE CURRENT TAX YEAR          |  | 0 |
| 2                                                                     |  |   |
|                                                                       |  |   |
|                                                                       |  |   |
| All other program-related investments See page 24 of the instructions |  |   |
| 3                                                                     |  |   |
|                                                                       |  |   |
|                                                                       |  |   |
| Total. Add lines 1 through 3 . . . . .                                |  | 0 |

Part X

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

|   |                                                                                                                    |    |           |
|---|--------------------------------------------------------------------------------------------------------------------|----|-----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes         |    |           |
| a | Average monthly fair market value of securities. . . . .                                                           | 1a | 3,974,674 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 24,164    |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 1,625,000 |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 5,623,838 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . | 1e | 0         |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .                                                      | 2  | 1,625,000 |
| 3 | Subtract line 2 from line 1d. . . . .                                                                              | 3  | 3,998,838 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 59,983    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 3,938,855 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 196,943   |

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|    |                                                                                                           |    |         |
|----|-----------------------------------------------------------------------------------------------------------|----|---------|
| 1  | Minimum investment return from Part X, line 6. . . . .                                                    | 1  | 196,943 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. . . . .                                           | 2a | 3,814   |
| b  | Income tax for 2013 (This does not include the tax from Part VI ). . . . .                                | 2b |         |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 3,814   |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 193,129 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  | 0       |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 193,129 |
| 6  | Deduction from distributable amount (see instructions). . . . .                                           | 6  | 0       |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 193,129 |

Part XII

Qualifying Distributions (see instructions)

|                                                                                                                                                                                              |                                                                                                                                                              |    |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----------|
| 1                                                                                                                                                                                            | Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes                                                                    |    |           |
| a                                                                                                                                                                                            | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .                                                                         | 1a | 2,430,084 |
| b                                                                                                                                                                                            | Program-related investments—total from Part IX-B. . . . .                                                                                                    | 1b | 0         |
| 2                                                                                                                                                                                            | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .                                           | 2  |           |
| 3                                                                                                                                                                                            | Amounts set aside for specific charitable projects that satisfy the                                                                                          |    |           |
| a                                                                                                                                                                                            | Suitability test (prior IRS approval required). . . . .                                                                                                      | 3a |           |
| b                                                                                                                                                                                            | Cash distribution test (attach the required schedule). . . . .                                                                                               | 3b |           |
| 4                                                                                                                                                                                            | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                                    | 4  | 2,430,084 |
| 5                                                                                                                                                                                            | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . . | 5  | 3,814     |
| 6                                                                                                                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                      | 6  | 2,426,270 |
| Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years |                                                                                                                                                              |    |           |

Part XIII

Undistributed Income (see instructions)

|                                                                                                                                                                                     | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7                                                                                                                                |               |                            |             | 193,129     |
| 2 Undistributed income, if any, as of the end of 2013                                                                                                                               |               |                            |             |             |
| a Enter amount for 2012 only. . . . .                                                                                                                                               |               |                            | 0           |             |
| b Total for prior years 20____, 20____, 20____                                                                                                                                      |               | 0                          |             |             |
| 3 Excess distributions carryover, if any, to 2013                                                                                                                                   |               |                            |             |             |
| a From 2008. . . . .                                                                                                                                                                | 2,859,179     |                            |             |             |
| b From 2009. . . . .                                                                                                                                                                | 2,060,886     |                            |             |             |
| c From 2010. . . . .                                                                                                                                                                | 596,321       |                            |             |             |
| d From 2011. . . . .                                                                                                                                                                | 2,006,345     |                            |             |             |
| e From 2012. . . . .                                                                                                                                                                | 986,539       |                            |             |             |
| f Total of lines 3a through e. . . . .                                                                                                                                              | 8,509,270     |                            |             |             |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,430,084                                                                                                            |               |                            |             |             |
| a Applied to 2012, but not more than line 2a                                                                                                                                        |               |                            | 0           |             |
| b Applied to undistributed income of prior years (Election required—see instructions). . . . .                                                                                      |               | 0                          |             |             |
| c Treated as distributions out of corpus (Election required—see instructions). . . . .                                                                                              | 0             |                            |             |             |
| d Applied to 2013 distributable amount. . . . .                                                                                                                                     |               |                            |             | 193,129     |
| e Remaining amount distributed out of corpus                                                                                                                                        | 2,236,955     |                            |             |             |
| 5 Excess distributions carryover applied to 2013<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                              | 0             |                            |             | 0           |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | 10,746,225    |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                          |               | 0                          |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . |               | 0                          |             |             |
| d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .                                                                                                           |               | 0                          |             |             |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .                                                                             |               |                            | 0           |             |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .                                                               |               |                            |             | 0           |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .                                  | 0             |                            |             |             |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .                                                                                | 2,859,179     |                            |             |             |
| 9 Excess distributions carryover to 2014.<br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                          | 7,887,046     |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2009. . . .                                                                                                                                                           | 2,060,886     |                            |             |             |
| b Excess from 2010. . . .                                                                                                                                                           | 596,321       |                            |             |             |
| c Excess from 2011. . . .                                                                                                                                                           | 2,006,345     |                            |             |             |
| d Excess from 2012. . . .                                                                                                                                                           | 986,539       |                            |             |             |
| e Excess from 2013. . . .                                                                                                                                                           | 2,236,955     |                            |             |             |

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

|    |                                                                                                                                                    |          |               |          |          |           |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.                         | Tax year | Prior 3 years |          |          | (e) Total |
|    |                                                                                                                                                    | (a) 2013 | (b) 2012      | (c) 2011 | (d) 2010 |           |
|    |                                                                                                                                                    |          |               |          |          |           |
| b  | 85% of line 2a                                                                                                                                     |          |               |          |          |           |
| c  | Qualifying distributions from Part XII, line 4 for each year listed.                                                                               |          |               |          |          |           |
| d  | Amounts included in line 2c not used directly for active conduct of exempt activities.                                                             |          |               |          |          |           |
| e  | Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.                                     |          |               |          |          |           |
| 3  | Complete 3a, b, or c for the alternative test relied upon                                                                                          |          |               |          |          |           |
| a  | "Assets" alternative test—enter                                                                                                                    |          |               |          |          |           |
|    | (1) Value of all assets                                                                                                                            |          |               |          |          |           |
|    | (2) Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                      |          |               |          |          |           |
| b  | "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.                                 |          |               |          |          |           |
| c  | "Support" alternative test—enter                                                                                                                   |          |               |          |          |           |
|    | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). |          |               |          |          |           |
|    | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).                                      |          |               |          |          |           |
|    | (3) Largest amount of support from an exempt organization                                                                                          |          |               |          |          |           |
|    | (4) Gross investment income                                                                                                                        |          |               |          |          |           |

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

See Additional Data Table

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

SUSAN B HASLAM  
PO BOX 10573  
KNOXVILLE, TN 37919  
(865) 384-4178

b

The form in which applications should be submitted and information and materials they should include

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

c

Any submission deadlines

JUNE 30, DECEMBER 31

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

ONLY TO TAX EXEMPT 501(C)(3) ORGANIZATIONS, WITH PREFERENCE GIVEN TO ORGANIZATIONS IN EAST TENNESSEE AREA

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                           | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)                 |                                                                                                           |                                |                                  |           |
| a Paid during the year<br>See Additional Data Table |                                                                                                           |                                |                                  |           |
| Total . . . . .                                     |                                                                                                           |                                | 3a                               | 2,429,956 |
| b Approved for future payment                       |                                                                                                           |                                |                                  |           |
| Total . . . . .                                     |                                                                                                           |                                | 3b                               | 0         |

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

| (a) Line No | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|-----------------------------------------------|----------------------------------------------------------------------|
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
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|             |                     |                                               |                                                                      |

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

\*\*\*\*\*

Signature of officer or trustee

2014-11-13

Date

\*\*\*\*\*

Title

May the IRS discuss this return with the preparer shown below (see instr.)? 

Yes

No

Paid Preparer Use Only

Print/Type preparer's name  
AARON J STEINER  
CPA

Preparer's Signature

Date

Check if self-employed 

Yes

PTIN  
P00286532

Firm's name

STEINER & ELLIS PLLC

Firm's EIN

62-1873897

Firm's address

5516 LONAS DRIVE SUITE 260 KNOXVILLE, TN 37909

Phone no

(865) 212-3800

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| FROM K-1 EXCELSIOR BUYOUT FUND                                                                                                    | P                                            |                                      |                                  |
| FROM K-1 EXCELSIOR BUYOUT FUND                                                                                                    | P                                            |                                      |                                  |
| 1500 SHS MICROSOFT CORP                                                                                                           |                                              | 2010-12-08                           | 2013-07-31                       |
| 4629 379 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                |                                              | 2010-09-17                           | 2013-06-11                       |
| 6 779 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                   |                                              | 2010-09-30                           | 2013-06-11                       |
| 21 963 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2010-10-29                           | 2013-06-11                       |
| 21 155 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2010-11-30                           | 2013-06-11                       |
| 99 473 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2010-12-31                           | 2013-06-11                       |
| 21 534 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2010-12-31                           | 2013-06-11                       |
| 21 274 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-01-31                           | 2013-06-11                       |
| 18 414 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-02-28                           | 2013-06-11                       |
| 19 721 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-03-31                           | 2013-06-11                       |
| 21 987 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-04-29                           | 2013-06-11                       |
| 21 709 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-05-31                           | 2013-06-11                       |
| 21 336 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-06-30                           | 2013-06-11                       |
| 21 103 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-07-29                           | 2013-06-11                       |
| 18 386 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-08-31                           | 2013-06-11                       |
| 21 265 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-09-30                           | 2013-06-11                       |
| 15 916 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-10-31                           | 2013-06-11                       |
| 21 424 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2011-11-30                           | 2013-06-11                       |
| 5 527 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                   |                                              | 2011-12-28                           | 2013-06-11                       |
| 18 55 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                   |                                              | 2011-12-30                           | 2013-06-11                       |
| 14 608 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-01-31                           | 2013-06-11                       |
| 18 027 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-02-29                           | 2013-06-11                       |
| 22 036 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-03-30                           | 2013-06-11                       |
| 18 827 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-04-30                           | 2013-06-11                       |
| 22 568 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-05-31                           | 2013-06-11                       |
| 18 632 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-06-29                           | 2013-06-11                       |
| 16 418 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-07-31                           | 2013-06-11                       |
| 21 683 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-08-31                           | 2013-06-11                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 15 907 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-09-28                           | 2013-06-11                       |
| 20 816 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-10-31                           | 2013-06-11                       |
| 20 124 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-11-30                           | 2013-06-11                       |
| 71 184 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-12-27                           | 2013-06-11                       |
| 21 444 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2012-12-31                           | 2013-06-11                       |
| 20 223 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2013-01-31                           | 2013-06-11                       |
| 17 538 SHS PIMCO EMERGING LOCAL BOND FD INSTL CL                                                                                  |                                              | 2013-02-28                           | 2013-06-11                       |
| 50 SHS AIRGAS, INC                                                                                                                |                                              | 2012-12-11                           | 2013-12-09                       |
| 220 SHS AMETEK INC                                                                                                                |                                              | 2013-11-15                           | 2013-12-11                       |
| 120 SHS CABELAS INC                                                                                                               |                                              | 2013-06-24                           | 2013-12-18                       |
| 180 SHS CABELAS INC                                                                                                               |                                              | 2013-07-31                           | 2013-12-18                       |
| 80 SHS CABELAS INC                                                                                                                |                                              | 2013-08-19                           | 2013-12-18                       |
| 60 SHS GARMIN LTD                                                                                                                 |                                              | 2012-06-14                           | 2013-05-23                       |
| 160 SHS GARMIN LTD                                                                                                                |                                              | 2012-12-11                           | 2013-05-23                       |
| 130 SHS HARLEY DAVIDSON INC                                                                                                       |                                              | 2013-07-17                           | 2013-09-12                       |
| 30 SHS HARLEY DAVIDSON INC                                                                                                        |                                              | 2013-02-01                           | 2013-11-18                       |
| 40 SHS HARLEY DAVIDSON INC                                                                                                        |                                              | 2013-07-17                           | 2013-11-18                       |
| 60 SHS HARLEY DAVIDSON INC                                                                                                        |                                              | 2013-02-01                           | 2013-12-09                       |
| 180 SHS MICROS SYSTEMS INC                                                                                                        |                                              | 2013-01-03                           | 2013-12-09                       |
| 180 SHS MICROS SYSTEMS INC                                                                                                        |                                              | 2013-02-14                           | 2013-12-09                       |
| 30 SHS MICROS SYSTEMS INC                                                                                                         |                                              | 2013-02-21                           | 2013-12-09                       |
| 75 SHS MOHAWK INDUSTRIES INC                                                                                                      |                                              | 2013-02-20                           | 2013-12-09                       |
| 65 SHS MOHAWK INDUSTRIES INC                                                                                                      |                                              | 2013-05-06                           | 2013-12-09                       |
| 80 SHS MOHAWK INDUSTRIES INC                                                                                                      |                                              | 2013-05-28                           | 2013-12-09                       |
| 55 SHS O'REILLY AUTOMOTIVE INC                                                                                                    |                                              | 2013-10-31                           | 2013-12-09                       |
| 90 SHS SCRIPPS NETWORKS INTERACTIVE INC CL A                                                                                      |                                              | 2012-12-11                           | 2013-05-08                       |
| 50 SHS SCRIPPS NETWORKS INTERACTIVE INC CL A                                                                                      |                                              | 2012-12-11                           | 2013-12-09                       |
| 40 SHS SCRIPPS NETWORKS INTERACTIVE INC CL A                                                                                      |                                              | 2012-12-12                           | 2013-12-09                       |
| 200 SHS TEMPUR SEALY INTERNATIONAL INC                                                                                            |                                              | 2013-09-19                           | 2013-12-09                       |
| 360 SHS TEMPUR SEALY INTERNATIONAL INC                                                                                            |                                              | 2013-10-03                           | 2013-12-09                       |

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| (a) List and describe the kind(s) of property sold (e g , real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How<br>acquired<br>P—Purchase<br>D—Donation | (c) Date<br>acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-----------------------------------------|----------------------------------|
| 130 SHS VITAMIN SHOPPE INC                                                                                                           |                                                 | 2013-04-11                              | 2013-09-18                       |
| 20 SHS VITAMIN SHOPPE INC                                                                                                            |                                                 | 2013-04-16                              | 2013-09-18                       |
| 110 SHS VITAMIN SHOPPE INC                                                                                                           |                                                 | 2013-04-16                              | 2013-10-28                       |
| 150 SHS VITAMIN SHOPPE INC                                                                                                           |                                                 | 2013-05-07                              | 2013-10-28                       |
| 160 SHS VITAMIN SHOPPE INC                                                                                                           |                                                 | 2013-06-12                              | 2013-10-28                       |
| 0 07 SHS BROOKFIELD PROPERTY PARTNERS LP                                                                                             |                                                 | 2013-04-15                              | 2013-04-15                       |
| 80 SHS BROOKFIELD PROPERTY PARTNERS LP                                                                                               |                                                 | 2013-04-15                              | 2013-04-24                       |
| 60 SHS AIRGAS, INC                                                                                                                   |                                                 | 2012-11-26                              | 2013-12-09                       |
| 70 SHS AIRGAS, INC                                                                                                                   |                                                 | 2012-12-05                              | 2013-12-09                       |
| 15 SHS AMETEK INC                                                                                                                    |                                                 | 2011-04-26                              | 2013-01-28                       |
| 110 SHS AMETEK INC                                                                                                                   |                                                 | 2011-05-02                              | 2013-01-28                       |
| 120 SHS AMETEK INC                                                                                                                   |                                                 | 2011-05-02                              | 2013-02-21                       |
| 100 SHS AMETEK INC                                                                                                                   |                                                 | 2011-05-02                              | 2013-03-08                       |
| 40 SHS AMETEK INC                                                                                                                    |                                                 | 2011-05-09                              | 2013-03-08                       |
| 130 SHS AMETEK INC                                                                                                                   |                                                 | 2011-05-09                              | 2013-04-24                       |
| 10 SHS AMETEK INC                                                                                                                    |                                                 | 2011-05-09                              | 2013-08-19                       |
| 160 SHS AMETEK INC                                                                                                                   |                                                 | 2011-06-07                              | 2013-08-19                       |
| 70 SHS AMETEK INC                                                                                                                    |                                                 | 2011-06-07                              | 2013-12-11                       |
| 70 SHS AMPHENOL CORP CLASS A                                                                                                         |                                                 | 2012-03-28                              | 2013-09-12                       |
| 80 SHS AMPHENOL CORP CLASS A                                                                                                         |                                                 | 2012-03-28                              | 2013-12-09                       |
| 60 SHS AMPHENOL CORP CLASS A                                                                                                         |                                                 | 2010-11-23                              | 2013-12-09                       |
| 110 SHS AMPHENOL CORP CLASS A                                                                                                        |                                                 | 2011-04-04                              | 2013-12-09                       |
| 480 SHS BLOUNT INTERNATIONAL                                                                                                         |                                                 | 2010-02-24                              | 2013-03-05                       |
| 180 SHS BLOUNT INTERNATIONAL                                                                                                         |                                                 | 2010-06-04                              | 2013-03-05                       |
| 410 SHS BLOUNT INTERNATIONAL                                                                                                         |                                                 | 2010-06-04                              | 2013-12-09                       |
| 105 SHS BROOKFIELD ASSET MANAGEMENT INC                                                                                              |                                                 | 2008-11-24                              | 2013-12-09                       |
| 355 SHS BROOKFIELD ASSET MANAGEMENT INC                                                                                              |                                                 | 2009-02-19                              | 2013-12-09                       |
| 190 SHS BROOKFIELD ASSET MANAGEMENT INC                                                                                              |                                                 | 2011-09-26                              | 2013-12-09                       |
| 300 SHS CB RICHARD ELLIS GROUP INC                                                                                                   |                                                 | 2011-12-06                              | 2013-03-12                       |
| 430 SHS CB RICHARD ELLIS GROUP INC                                                                                                   |                                                 | 2011-12-06                              | 2013-12-11                       |

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|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 30 SHS CB RICHARD ELLIS GROUP INC                                                                                                 |                                              | 2011-12-20                           | 2013-12-11                       |
| 340 SHS CB RICHARD ELLIS GROUP INC                                                                                                |                                              | 2012-08-02                           | 2013-12-11                       |
| 45 SHS DENTSPLY INTERNATIONAL INC                                                                                                 |                                              | 2008-10-08                           | 2013-12-09                       |
| 115 SHS DENTSPLY INTERNATIONAL INC                                                                                                |                                              | 2009-11-02                           | 2013-12-09                       |
| 160 SHS DENTSPLY INTERNATIONAL INC                                                                                                |                                              | 2012-05-10                           | 2013-12-09                       |
| 200 SHS DENTSPLY INTERNATIONAL INC                                                                                                |                                              | 2012-05-24                           | 2013-12-09                       |
| 200 SHS DENTSPLY INTERNATIONAL INC                                                                                                |                                              | 2012-06-04                           | 2013-12-09                       |
| 160 SHS FIRST REPUBLIC BANK                                                                                                       |                                              | 2011-08-01                           | 2013-12-09                       |
| 180 SHS FIRST REPUBLIC BANK                                                                                                       |                                              | 2012-12-07                           | 2013-12-09                       |
| 90 SHS GARMIN LTD                                                                                                                 |                                              | 2012-06-14                           | 2013-11-19                       |
| 130 SHS GARMIN LTD                                                                                                                |                                              | 2010-12-16                           | 2013-11-19                       |
| 30 SHS GARMIN LTD                                                                                                                 |                                              | 2011-03-07                           | 2013-11-19                       |
| 120 SHS GARMIN LTD                                                                                                                |                                              | 2010-12-16                           | 2013-12-09                       |
| 170 SHS GARMIN LTD                                                                                                                |                                              | 2011-01-12                           | 2013-12-09                       |
| 120 SHS HARLEY DAVIDSON INC                                                                                                       |                                              | 2012-11-15                           | 2013-11-18                       |
| 240 SHS HARLEY DAVIDSON INC                                                                                                       |                                              | 2012-11-19                           | 2013-12-09                       |
| 220 SHS HARLEY DAVIDSON INC                                                                                                       |                                              | 2012-11-21                           | 2013-12-09                       |
| 390 SHS HARRY WINSTON DIAMOND                                                                                                     |                                              | 2011-03-28                           | 2013-02-21                       |
| 190 SHS HEICO CORP                                                                                                                |                                              | 2012-06-27                           | 2013-09-12                       |
| 0 5 SHS HEICO CORP                                                                                                                |                                              | 2012-06-27                           | 2013-10-22                       |
| 37 SHS HEICO CORP                                                                                                                 |                                              | 2012-06-27                           | 2013-12-09                       |
| 123 SHS HEICO CORP                                                                                                                |                                              | 2012-08-15                           | 2013-12-09                       |
| 25 SHS IHS INC                                                                                                                    |                                              | 2009-05-01                           | 2013-12-09                       |
| 80 SHS IHS INC                                                                                                                    |                                              | 2011-10-05                           | 2013-12-09                       |
| 95 SHS IHS INC                                                                                                                    |                                              | 2012-11-05                           | 2013-12-09                       |
| 70 SHS KIRBY CORPORATION                                                                                                          |                                              | 2011-08-09                           | 2013-02-14                       |
| 40 SHS KIRBY CORPORATION                                                                                                          |                                              | 2006-11-29                           | 2013-03-14                       |
| 70 SHS KIRBY CORPORATION                                                                                                          |                                              | 2011-08-09                           | 2013-03-14                       |
| 30 SHS KIRBY CORPORATION                                                                                                          |                                              | 2006-06-13                           | 2013-12-09                       |
| 60 SHS KIRBY CORPORATION                                                                                                          |                                              | 2006-06-14                           | 2013-12-09                       |

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|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 60 SHS KIRBY CORPORATION                                                                                                          |                                              | 2006-08-10                           | 2013-12-09                       |
| 25 SHS KIRBY CORPORATION                                                                                                          |                                              | 2006-11-29                           | 2013-12-09                       |
| 95 SHS KIRBY CORPORATION                                                                                                          |                                              | 2012-05-23                           | 2013-12-09                       |
| 120 SHS KIRBY CORPORATION                                                                                                         |                                              | 2012-06-19                           | 2013-12-09                       |
| 5 SHS MARKEL CORP                                                                                                                 |                                              | 2010-12-16                           | 2013-12-09                       |
| 35 SHS MARKEL CORP                                                                                                                |                                              | 2011-02-07                           | 2013-12-09                       |
| 10 SHS MARKEL CORP                                                                                                                |                                              | 2012-12-07                           | 2013-12-09                       |
| 100 SHS MSC INDUSTRIAL DIRECT INC CL A                                                                                            |                                              | 2012-07-27                           | 2013-12-09                       |
| 110 SHS MSC INDUSTRIAL DIRECT INC CL A                                                                                            |                                              | 2012-08-08                           | 2013-12-09                       |
| 50 SHS O'REILLY AUTOMOTIVE INC                                                                                                    |                                              | 2004-11-29                           | 2013-12-09                       |
| 165 SHS O'REILLY AUTOMOTIVE INC                                                                                                   |                                              | 2012-06-28                           | 2013-12-09                       |
| 60 SHS O'REILLY AUTOMOTIVE INC                                                                                                    |                                              | 2012-09-14                           | 2013-12-09                       |
| 140 SHS PALL CORP                                                                                                                 |                                              | 2012-09-17                           | 2013-12-09                       |
| 80 SHS PALL CORP                                                                                                                  |                                              | 2012-10-03                           | 2013-12-09                       |
| 130 SHS PALL CORP                                                                                                                 |                                              | 2012-11-07                           | 2013-12-09                       |
| 270 SHS PATTERSON COMPANIES INC                                                                                                   |                                              | 2009-02-06                           | 2013-01-07                       |
| 20 SHS PAYCHEX INC                                                                                                                |                                              | 2011-09-26                           | 2013-12-09                       |
| 230 SHS PAYCHEX INC                                                                                                               |                                              | 2012-05-24                           | 2013-12-09                       |
| 260 SHS PAYCHEX INC                                                                                                               |                                              | 2012-07-19                           | 2013-12-09                       |
| 130 SHS PERKINELMER INC                                                                                                           |                                              | 2008-08-11                           | 2013-01-03                       |
| 30 SHS PERKINELMER INC                                                                                                            |                                              | 2008-09-22                           | 2013-01-03                       |
| 230 SHS PERKINELMER INC                                                                                                           |                                              | 2008-09-22                           | 2013-01-15                       |
| 160 SHS PERKINELMER INC                                                                                                           |                                              | 2010-08-04                           | 2013-01-15                       |
| 210 SHS PERKINELMER INC                                                                                                           |                                              | 2008-12-15                           | 2013-04-29                       |
| 230 SHS PERKINELMER INC                                                                                                           |                                              | 2010-08-04                           | 2013-04-29                       |
| 220 SHS PERKINELMER INC                                                                                                           |                                              | 2008-12-15                           | 2013-12-09                       |
| 70 SHS PERRIGO CO                                                                                                                 |                                              | 2010-04-28                           | 2013-02-06                       |
| 60 SHS PERRIGO CO                                                                                                                 |                                              | 2010-04-28                           | 2013-04-15                       |
| 5 SHS PERRIGO CO                                                                                                                  |                                              | 2010-07-22                           | 2013-04-15                       |
| 50 SHS PERRIGO CO                                                                                                                 |                                              | 2010-07-22                           | 2013-05-21                       |

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|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 55 SHS PERRIGO CO                                                                                                                 |                                              | 2010-07-22                           | 2013-07-16                       |
| 40 SHS SCRIPPS NETWORKS INTERACTIVE INC CL A                                                                                      |                                              | 2012-05-04                           | 2013-05-08                       |
| 100 SHS SCRIPPS NETWORKS INTERACTIVE INC CL A                                                                                     |                                              | 2012-05-16                           | 2013-08-01                       |
| 80 SHS SCRIPPS NETWORKS INTERACTIVE INC CL A                                                                                      |                                              | 2012-05-16                           | 2013-12-09                       |
| 100 SHS SCRIPPS NETWORKS INTERACTIVE INC CL A                                                                                     |                                              | 2012-12-12                           | 2013-12-18                       |
| 145 SHS SHERWIN WILLIAMS CO                                                                                                       |                                              | 2009-01-27                           | 2013-12-09                       |
| 10 SHS SHERWIN WILLIAMS CO                                                                                                        |                                              | 2009-03-05                           | 2013-12-09                       |
| 45 SHS SHERWIN WILLIAMS CO                                                                                                        |                                              | 2012-11-19                           | 2013-12-09                       |
| 60 SHS SIGMA ALDRICH CORP                                                                                                         |                                              | 2010-10-22                           | 2013-01-30                       |
| 50 SHS SIGMA ALDRICH CORP                                                                                                         |                                              | 2011-09-26                           | 2013-01-30                       |
| 10 SHS SIGMA ALDRICH CORP                                                                                                         |                                              | 2010-10-07                           | 2013-03-08                       |
| 30 SHS SIGMA ALDRICH CORP                                                                                                         |                                              | 2010-10-22                           | 2013-03-08                       |
| 75 SHS SIGMA ALDRICH CORP                                                                                                         |                                              | 2010-10-07                           | 2013-04-24                       |
| 70 SHS SIGMA ALDRICH CORP                                                                                                         |                                              | 2010-05-18                           | 2013-04-25                       |
| 5 SHS SIGMA ALDRICH CORP                                                                                                          |                                              | 2010-10-07                           | 2013-04-25                       |
| 80 SHS SIGMA ALDRICH CORP                                                                                                         |                                              | 2010-05-18                           | 2013-06-14                       |
| 90 SHS SIGMA ALDRICH CORP                                                                                                         |                                              | 2010-06-18                           | 2013-06-14                       |
| 130 SHS SIGMA ALDRICH CORP                                                                                                        |                                              | 2010-05-27                           | 2013-07-24                       |
| 30 SHS SIGMA ALDRICH CORP                                                                                                         |                                              | 2010-06-18                           | 2013-07-24                       |
| 280 SHS SIGNET JEWELERS LIMITED                                                                                                   |                                              | 2009-09-11                           | 2013-12-09                       |
| 140 SHS SIGNET JEWELERS LIMITED                                                                                                   |                                              | 2010-01-21                           | 2013-12-09                       |
| 80 SHS TRANSDIGM GROUP INC                                                                                                        |                                              | 2011-11-14                           | 2013-01-04                       |
| 45 SHS TRANSDIGM GROUP INC                                                                                                        |                                              | 2011-11-14                           | 2013-12-09                       |
| 10 SHS TRANSDIGM GROUP INC                                                                                                        |                                              | 2011-11-18                           | 2013-12-09                       |
| 75 SHS TRANSDIGM GROUP INC                                                                                                        |                                              | 2012-08-08                           | 2013-12-09                       |
| 30 SHS WABTEC                                                                                                                     |                                              | 2010-04-09                           | 2013-01-03                       |
| 50 SHS WABTEC                                                                                                                     |                                              | 2010-08-26                           | 2013-01-03                       |
| 60 SHS WABTEC                                                                                                                     |                                              | 2010-04-09                           | 2013-02-01                       |
| 40 SHS WABTEC                                                                                                                     |                                              | 2010-03-11                           | 2013-02-14                       |
| 30 SHS WABTEC                                                                                                                     |                                              | 2010-04-09                           | 2013-02-14                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 60 SHS WABTEC                                                                                                                     |                                              | 2010-03-11                           | 2013-02-20                       |
| 60 SHS WABTEC                                                                                                                     |                                              | 2010-03-11                           | 2013-03-08                       |
| 20 SHS WABTEC                                                                                                                     |                                              | 2010-03-11                           | 2013-05-08                       |
| 60 SHS WABTEC                                                                                                                     |                                              | 2010-04-08                           | 2013-05-08                       |
| 150 SHS WABTEC                                                                                                                    |                                              | 2010-04-08                           | 2013-06-12                       |
| 90 SHS WABTEC                                                                                                                     |                                              | 2010-04-08                           | 2013-06-24                       |
| 200 SHS WILLIAMS-SONOMA INC                                                                                                       |                                              | 2012-03-09                           | 2013-12-09                       |
| 220 SHS WILLIAMS-SONOMA INC                                                                                                       |                                              | 2012-03-29                           | 2013-12-09                       |
| 150 SHS WILLIAMS-SONOMA INC                                                                                                       |                                              | 2012-11-15                           | 2013-12-09                       |
| 200 SHS WOLVERINE WORLD WIDE INC                                                                                                  |                                              | 2012-08-31                           | 2013-09-20                       |
| 30 SHS WOLVERINE WORLD WIDE INC                                                                                                   |                                              | 2012-08-31                           | 2013-10-22                       |
| 140 SHS WOLVERINE WORLD WIDE INC                                                                                                  |                                              | 2012-09-10                           | 2013-10-22                       |
| 190 SHS WOLVERINE WORLD WIDE INC                                                                                                  |                                              | 2012-09-10                           | 2013-11-27                       |
| 330 SHS WOLVERINE WORLD WIDE INC                                                                                                  |                                              | 2012-09-10                           | 2013-12-09                       |
| 240 SHS WOLVERINE WORLD WIDE INC                                                                                                  |                                              | 2012-11-28                           | 2013-12-09                       |
| LITIGATION SETTLEMENT                                                                                                             | P                                            | 2013-08-26                           | 2013-08-23                       |
| 250 SHS EXCELSIOR BUYOUT FUND                                                                                                     | P                                            |                                      | 2013-12-31                       |
| CAPITAL GAINS DIVIDENDS                                                                                                           | P                                            |                                      |                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
|                       |                                            |                                                 | -360                                         |
|                       |                                            |                                                 | 23,664                                       |
| 47,982                |                                            | 40,764                                          | 7,218                                        |
| 46,647                |                                            | 50,000                                          | -3,353                                       |
| 68                    |                                            | 75                                              | -7                                           |
| 221                   |                                            | 245                                             | -24                                          |
| 213                   |                                            | 225                                             | -12                                          |
| 1,002                 |                                            | 1,059                                           | -57                                          |
| 217                   |                                            | 229                                             | -12                                          |
| 214                   |                                            | 221                                             | -7                                           |
| 186                   |                                            | 193                                             | -7                                           |
| 199                   |                                            | 211                                             | -12                                          |
| 222                   |                                            | 246                                             | -24                                          |
| 219                   |                                            | 240                                             | -21                                          |
| 215                   |                                            | 235                                             | -20                                          |
| 213                   |                                            | 235                                             | -22                                          |
| 185                   |                                            | 205                                             | -20                                          |
| 214                   |                                            | 213                                             | 1                                            |
| 160                   |                                            | 168                                             | -8                                           |
| 216                   |                                            | 219                                             | -3                                           |
| 56                    |                                            | 56                                              | 0                                            |
| 187                   |                                            | 186                                             | 1                                            |
| 147                   |                                            | 157                                             | -10                                          |
| 182                   |                                            | 197                                             | -15                                          |
| 222                   |                                            | 237                                             | -15                                          |
| 190                   |                                            | 203                                             | -13                                          |
| 227                   |                                            | 226                                             | 1                                            |
| 188                   |                                            | 196                                             | -8                                           |
| 165                   |                                            | 175                                             | -10                                          |
| 218                   |                                            | 230                                             | -12                                          |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 160                   |                                            | 173                                             | -13                                          |
| 210                   |                                            | 226                                             | -16                                          |
| 203                   |                                            | 219                                             | -16                                          |
| 717                   |                                            | 782                                             | -65                                          |
| 216                   |                                            | 235                                             | -19                                          |
| 204                   |                                            | 223                                             | -19                                          |
| 177                   |                                            | 192                                             | -15                                          |
| 5,496                 |                                            | 4,554                                           | 942                                          |
| 10,714                |                                            | 10,802                                          | -88                                          |
| 7,452                 |                                            | 7,816                                           | -364                                         |
| 11,177                |                                            | 12,429                                          | -1,252                                       |
| 4,968                 |                                            | 5,413                                           | -445                                         |
| 2,113                 |                                            | 2,273                                           | -160                                         |
| 5,634                 |                                            | 6,809                                           | -1,175                                       |
| 8,214                 |                                            | 7,284                                           | 930                                          |
| 1,993                 |                                            | 1,577                                           | 416                                          |
| 2,657                 |                                            | 2,241                                           | 416                                          |
| 4,139                 |                                            | 3,154                                           | 985                                          |
| 9,696                 |                                            | 7,764                                           | 1,932                                        |
| 9,696                 |                                            | 8,165                                           | 1,531                                        |
| 1,616                 |                                            | 1,285                                           | 331                                          |
| 10,693                |                                            | 8,028                                           | 2,665                                        |
| 9,267                 |                                            | 7,494                                           | 1,773                                        |
| 11,406                |                                            | 9,382                                           | 2,024                                        |
| 6,797                 |                                            | 6,821                                           | -24                                          |
| 6,207                 |                                            | 5,330                                           | 877                                          |
| 3,706                 |                                            | 2,961                                           | 745                                          |
| 2,965                 |                                            | 2,358                                           | 607                                          |
| 10,228                |                                            | 8,889                                           | 1,339                                        |
| 18,411                |                                            | 16,030                                          | 2,381                                        |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 5,393                 |                                            | 6,865                                           | -1,472                                       |
| 830                   |                                            | 1,028                                           | -198                                         |
| 4,900                 |                                            | 5,655                                           | -755                                         |
| 6,682                 |                                            | 6,842                                           | -160                                         |
| 7,128                 |                                            | 7,375                                           | -247                                         |
| 2                     |                                            | 2                                               | 0                                            |
| 1,671                 |                                            | 1,746                                           | -75                                          |
| 6,595                 |                                            | 5,397                                           | 1,198                                        |
| 7,695                 |                                            | 6,097                                           | 1,598                                        |
| 614                   |                                            | 468                                             | 146                                          |
| 4,499                 |                                            | 3,362                                           | 1,137                                        |
| 4,988                 |                                            | 3,667                                           | 1,321                                        |
| 4,192                 |                                            | 3,056                                           | 1,136                                        |
| 1,677                 |                                            | 1,192                                           | 485                                          |
| 5,324                 |                                            | 3,874                                           | 1,450                                        |
| 435                   |                                            | 298                                             | 137                                          |
| 6,960                 |                                            | 4,515                                           | 2,445                                        |
| 3,409                 |                                            | 1,975                                           | 1,434                                        |
| 5,441                 |                                            | 4,095                                           | 1,346                                        |
| 6,911                 |                                            | 4,680                                           | 2,231                                        |
| 5,183                 |                                            | 3,016                                           | 2,167                                        |
| 9,503                 |                                            | 5,748                                           | 3,755                                        |
| 7,399                 |                                            | 5,248                                           | 2,151                                        |
| 2,775                 |                                            | 1,947                                           | 828                                          |
| 5,831                 |                                            | 4,434                                           | 1,397                                        |
| 4,055                 |                                            | 1,322                                           | 2,733                                        |
| 13,709                |                                            | 5,268                                           | 8,441                                        |
| 7,337                 |                                            | 5,120                                           | 2,217                                        |
| 7,561                 |                                            | 4,996                                           | 2,565                                        |
| 10,733                |                                            | 7,161                                           | 3,572                                        |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 749                   |                                            | 446                                             | 303                                          |
| 8,486                 |                                            | 5,708                                           | 2,778                                        |
| 2,146                 |                                            | 1,468                                           | 678                                          |
| 5,485                 |                                            | 3,786                                           | 1,699                                        |
| 7,631                 |                                            | 6,296                                           | 1,335                                        |
| 9,539                 |                                            | 7,701                                           | 1,838                                        |
| 9,539                 |                                            | 7,217                                           | 2,322                                        |
| 8,158                 |                                            | 4,539                                           | 3,619                                        |
| 9,177                 |                                            | 5,953                                           | 3,224                                        |
| 4,276                 |                                            | 3,410                                           | 866                                          |
| 6,176                 |                                            | 4,028                                           | 2,148                                        |
| 1,425                 |                                            | 1,034                                           | 391                                          |
| 5,856                 |                                            | 3,718                                           | 2,138                                        |
| 8,296                 |                                            | 5,235                                           | 3,061                                        |
| 7,971                 |                                            | 5,597                                           | 2,374                                        |
| 16,557                |                                            | 11,453                                          | 5,104                                        |
| 15,177                |                                            | 10,518                                          | 4,659                                        |
| 5,685                 |                                            | 5,730                                           | -45                                          |
| 12,319                |                                            | 7,403                                           | 4,916                                        |
| 27                    |                                            | 16                                              | 11                                           |
| 2,106                 |                                            | 1,153                                           | 953                                          |
| 7,002                 |                                            | 3,397                                           | 3,605                                        |
| 2,886                 |                                            | 1,038                                           | 1,848                                        |
| 9,236                 |                                            | 5,780                                           | 3,456                                        |
| 10,968                |                                            | 8,516                                           | 2,452                                        |
| 5,114                 |                                            | 3,445                                           | 1,669                                        |
| 3,061                 |                                            | 1,427                                           | 1,634                                        |
| 5,357                 |                                            | 3,445                                           | 1,912                                        |
| 2,804                 |                                            | 1,023                                           | 1,781                                        |
| 5,608                 |                                            | 1,981                                           | 3,627                                        |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 5,608                 |                                            | 1,839                                           | 3,769                                        |
| 2,337                 |                                            | 892                                             | 1,445                                        |
| 8,879                 |                                            | 5,289                                           | 3,590                                        |
| 11,215                |                                            | 6,221                                           | 4,994                                        |
| 2,817                 |                                            | 1,894                                           | 923                                          |
| 19,721                |                                            | 14,553                                          | 5,168                                        |
| 5,635                 |                                            | 4,919                                           | 716                                          |
| 7,984                 |                                            | 6,943                                           | 1,041                                        |
| 8,782                 |                                            | 7,727                                           | 1,055                                        |
| 6,179                 |                                            | 1,103                                           | 5,076                                        |
| 20,390                |                                            | 13,400                                          | 6,990                                        |
| 7,415                 |                                            | 4,915                                           | 2,500                                        |
| 11,735                |                                            | 8,893                                           | 2,842                                        |
| 6,706                 |                                            | 5,152                                           | 1,554                                        |
| 10,897                |                                            | 7,735                                           | 3,162                                        |
| 9,395                 |                                            | 5,273                                           | 4,122                                        |
| 869                   |                                            | 531                                             | 338                                          |
| 9,995                 |                                            | 7,030                                           | 2,965                                        |
| 11,298                |                                            | 8,564                                           | 2,734                                        |
| 4,147                 |                                            | 3,844                                           | 303                                          |
| 957                   |                                            | 789                                             | 168                                          |
| 7,785                 |                                            | 6,048                                           | 1,737                                        |
| 5,415                 |                                            | 3,200                                           | 2,215                                        |
| 6,331                 |                                            | 2,793                                           | 3,538                                        |
| 6,934                 |                                            | 4,599                                           | 2,335                                        |
| 8,496                 |                                            | 2,926                                           | 5,570                                        |
| 7,434                 |                                            | 4,117                                           | 3,317                                        |
| 7,182                 |                                            | 3,529                                           | 3,653                                        |
| 599                   |                                            | 285                                             | 314                                          |
| 5,894                 |                                            | 2,849                                           | 3,045                                        |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 7,027                 |                                            | 3,134                                           | 3,893                                        |
| 2,759                 |                                            | 2,189                                           | 570                                          |
| 7,183                 |                                            | 5,395                                           | 1,788                                        |
| 5,929                 |                                            | 4,316                                           | 1,613                                        |
| 8,147                 |                                            | 5,894                                           | 2,253                                        |
| 26,862                |                                            | 6,836                                           | 20,026                                       |
| 1,853                 |                                            | 447                                             | 1,406                                        |
| 8,337                 |                                            | 6,994                                           | 1,343                                        |
| 4,633                 |                                            | 3,711                                           | 922                                          |
| 3,861                 |                                            | 3,111                                           | 750                                          |
| 781                   |                                            | 609                                             | 172                                          |
| 2,342                 |                                            | 1,855                                           | 487                                          |
| 5,795                 |                                            | 4,565                                           | 1,230                                        |
| 5,511                 |                                            | 3,855                                           | 1,656                                        |
| 394                   |                                            | 304                                             | 90                                           |
| 6,543                 |                                            | 4,406                                           | 2,137                                        |
| 7,361                 |                                            | 4,807                                           | 2,554                                        |
| 10,770                |                                            | 6,885                                           | 3,885                                        |
| 2,485                 |                                            | 1,602                                           | 883                                          |
| 21,246                |                                            | 7,458                                           | 13,788                                       |
| 10,623                |                                            | 3,873                                           | 6,750                                        |
| 11,154                |                                            | 7,907                                           | 3,247                                        |
| 6,974                 |                                            | 3,525                                           | 3,449                                        |
| 1,550                 |                                            | 743                                             | 807                                          |
| 11,624                |                                            | 7,833                                           | 3,791                                        |
| 2,713                 |                                            | 1,265                                           | 1,448                                        |
| 4,521                 |                                            | 2,128                                           | 2,393                                        |
| 5,741                 |                                            | 2,529                                           | 3,212                                        |
| 3,859                 |                                            | 1,665                                           | 2,194                                        |
| 2,895                 |                                            | 1,265                                           | 1,630                                        |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 5,911                 |                                            | 2,497                                           | 3,414                                        |
| 5,893                 |                                            | 2,497                                           | 3,396                                        |
| 2,104                 |                                            | 832                                             | 1,272                                        |
| 6,313                 |                                            | 2,490                                           | 3,823                                        |
| 8,054                 |                                            | 3,113                                           | 4,941                                        |
| 4,419                 |                                            | 1,868                                           | 2,551                                        |
| 11,567                |                                            | 7,170                                           | 4,397                                        |
| 12,724                |                                            | 8,290                                           | 4,434                                        |
| 8,675                 |                                            | 6,648                                           | 2,027                                        |
| 11,235                |                                            | 9,464                                           | 1,771                                        |
| 1,730                 |                                            | 1,420                                           | 310                                          |
| 8,072                 |                                            | 6,145                                           | 1,927                                        |
| 6,259                 |                                            | 4,170                                           | 2,089                                        |
| 10,823                |                                            | 7,243                                           | 3,580                                        |
| 7,871                 |                                            | 5,195                                           | 2,676                                        |
| 369                   |                                            |                                                 | 369                                          |
| 49,782                |                                            | 85,964                                          | -36,182                                      |
| 37,671                |                                            |                                                 | 37,671                                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | -360                                                                                   |
|                                                                                             |                                   |                                            | 23,664                                                                                 |
|                                                                                             |                                   |                                            | 7,218                                                                                  |
|                                                                                             |                                   |                                            | -3,353                                                                                 |
|                                                                                             |                                   |                                            | -7                                                                                     |
|                                                                                             |                                   |                                            | -24                                                                                    |
|                                                                                             |                                   |                                            | -12                                                                                    |
|                                                                                             |                                   |                                            | -57                                                                                    |
|                                                                                             |                                   |                                            | -12                                                                                    |
|                                                                                             |                                   |                                            | -7                                                                                     |
|                                                                                             |                                   |                                            | -7                                                                                     |
|                                                                                             |                                   |                                            | -12                                                                                    |
|                                                                                             |                                   |                                            | -24                                                                                    |
|                                                                                             |                                   |                                            | -21                                                                                    |
|                                                                                             |                                   |                                            | -20                                                                                    |
|                                                                                             |                                   |                                            | -22                                                                                    |
|                                                                                             |                                   |                                            | -20                                                                                    |
|                                                                                             |                                   |                                            | 1                                                                                      |
|                                                                                             |                                   |                                            | -8                                                                                     |
|                                                                                             |                                   |                                            | -3                                                                                     |
|                                                                                             |                                   |                                            | 0                                                                                      |
|                                                                                             |                                   |                                            | 1                                                                                      |
|                                                                                             |                                   |                                            | -10                                                                                    |
|                                                                                             |                                   |                                            | -15                                                                                    |
|                                                                                             |                                   |                                            | -15                                                                                    |
|                                                                                             |                                   |                                            | -13                                                                                    |
|                                                                                             |                                   |                                            | 1                                                                                      |
|                                                                                             |                                   |                                            | -8                                                                                     |
|                                                                                             |                                   |                                            | -10                                                                                    |
|                                                                                             |                                   |                                            | -12                                                                                    |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | -13                                                                                    |
|                                                                                             |                                   |                                            | -16                                                                                    |
|                                                                                             |                                   |                                            | -16                                                                                    |
|                                                                                             |                                   |                                            | -65                                                                                    |
|                                                                                             |                                   |                                            | -19                                                                                    |
|                                                                                             |                                   |                                            | -19                                                                                    |
|                                                                                             |                                   |                                            | -15                                                                                    |
|                                                                                             |                                   |                                            | 942                                                                                    |
|                                                                                             |                                   |                                            | -88                                                                                    |
|                                                                                             |                                   |                                            | -364                                                                                   |
|                                                                                             |                                   |                                            | -1,252                                                                                 |
|                                                                                             |                                   |                                            | -445                                                                                   |
|                                                                                             |                                   |                                            | -160                                                                                   |
|                                                                                             |                                   |                                            | -1,175                                                                                 |
|                                                                                             |                                   |                                            | 930                                                                                    |
|                                                                                             |                                   |                                            | 416                                                                                    |
|                                                                                             |                                   |                                            | 416                                                                                    |
|                                                                                             |                                   |                                            | 985                                                                                    |
|                                                                                             |                                   |                                            | 1,932                                                                                  |
|                                                                                             |                                   |                                            | 1,531                                                                                  |
|                                                                                             |                                   |                                            | 331                                                                                    |
|                                                                                             |                                   |                                            | 2,665                                                                                  |
|                                                                                             |                                   |                                            | 1,773                                                                                  |
|                                                                                             |                                   |                                            | 2,024                                                                                  |
|                                                                                             |                                   |                                            | -24                                                                                    |
|                                                                                             |                                   |                                            | 877                                                                                    |
|                                                                                             |                                   |                                            | 745                                                                                    |
|                                                                                             |                                   |                                            | 607                                                                                    |
|                                                                                             |                                   |                                            | 1,339                                                                                  |
|                                                                                             |                                   |                                            | 2,381                                                                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | -1,472                                                                                 |
|                                                                                             |                                   |                                            | -198                                                                                   |
|                                                                                             |                                   |                                            | -755                                                                                   |
|                                                                                             |                                   |                                            | -160                                                                                   |
|                                                                                             |                                   |                                            | -247                                                                                   |
|                                                                                             |                                   |                                            | 0                                                                                      |
|                                                                                             |                                   |                                            | -75                                                                                    |
|                                                                                             |                                   |                                            | 1,198                                                                                  |
|                                                                                             |                                   |                                            | 1,598                                                                                  |
|                                                                                             |                                   |                                            | 146                                                                                    |
|                                                                                             |                                   |                                            | 1,137                                                                                  |
|                                                                                             |                                   |                                            | 1,321                                                                                  |
|                                                                                             |                                   |                                            | 1,136                                                                                  |
|                                                                                             |                                   |                                            | 485                                                                                    |
|                                                                                             |                                   |                                            | 1,450                                                                                  |
|                                                                                             |                                   |                                            | 137                                                                                    |
|                                                                                             |                                   |                                            | 2,445                                                                                  |
|                                                                                             |                                   |                                            | 1,434                                                                                  |
|                                                                                             |                                   |                                            | 1,346                                                                                  |
|                                                                                             |                                   |                                            | 2,231                                                                                  |
|                                                                                             |                                   |                                            | 2,167                                                                                  |
|                                                                                             |                                   |                                            | 3,755                                                                                  |
|                                                                                             |                                   |                                            | 2,151                                                                                  |
|                                                                                             |                                   |                                            | 828                                                                                    |
|                                                                                             |                                   |                                            | 1,397                                                                                  |
|                                                                                             |                                   |                                            | 2,733                                                                                  |
|                                                                                             |                                   |                                            | 8,441                                                                                  |
|                                                                                             |                                   |                                            | 2,217                                                                                  |
|                                                                                             |                                   |                                            | 2,565                                                                                  |
|                                                                                             |                                   |                                            | 3,572                                                                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 303                                                                                    |
|                                                                                             |                                   |                                            | 2,778                                                                                  |
|                                                                                             |                                   |                                            | 678                                                                                    |
|                                                                                             |                                   |                                            | 1,699                                                                                  |
|                                                                                             |                                   |                                            | 1,335                                                                                  |
|                                                                                             |                                   |                                            | 1,838                                                                                  |
|                                                                                             |                                   |                                            | 2,322                                                                                  |
|                                                                                             |                                   |                                            | 3,619                                                                                  |
|                                                                                             |                                   |                                            | 3,224                                                                                  |
|                                                                                             |                                   |                                            | 866                                                                                    |
|                                                                                             |                                   |                                            | 2,148                                                                                  |
|                                                                                             |                                   |                                            | 391                                                                                    |
|                                                                                             |                                   |                                            | 2,138                                                                                  |
|                                                                                             |                                   |                                            | 3,061                                                                                  |
|                                                                                             |                                   |                                            | 2,374                                                                                  |
|                                                                                             |                                   |                                            | 5,104                                                                                  |
|                                                                                             |                                   |                                            | 4,659                                                                                  |
|                                                                                             |                                   |                                            | -45                                                                                    |
|                                                                                             |                                   |                                            | 4,916                                                                                  |
|                                                                                             |                                   |                                            | 11                                                                                     |
|                                                                                             |                                   |                                            | 953                                                                                    |
|                                                                                             |                                   |                                            | 3,605                                                                                  |
|                                                                                             |                                   |                                            | 1,848                                                                                  |
|                                                                                             |                                   |                                            | 3,456                                                                                  |
|                                                                                             |                                   |                                            | 2,452                                                                                  |
|                                                                                             |                                   |                                            | 1,669                                                                                  |
|                                                                                             |                                   |                                            | 1,634                                                                                  |
|                                                                                             |                                   |                                            | 1,912                                                                                  |
|                                                                                             |                                   |                                            | 1,781                                                                                  |
|                                                                                             |                                   |                                            | 3,627                                                                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 3,769                                                                                  |
|                                                                                             |                                   |                                            | 1,445                                                                                  |
|                                                                                             |                                   |                                            | 3,590                                                                                  |
|                                                                                             |                                   |                                            | 4,994                                                                                  |
|                                                                                             |                                   |                                            | 923                                                                                    |
|                                                                                             |                                   |                                            | 5,168                                                                                  |
|                                                                                             |                                   |                                            | 716                                                                                    |
|                                                                                             |                                   |                                            | 1,041                                                                                  |
|                                                                                             |                                   |                                            | 1,055                                                                                  |
|                                                                                             |                                   |                                            | 5,076                                                                                  |
|                                                                                             |                                   |                                            | 6,990                                                                                  |
|                                                                                             |                                   |                                            | 2,500                                                                                  |
|                                                                                             |                                   |                                            | 2,842                                                                                  |
|                                                                                             |                                   |                                            | 1,554                                                                                  |
|                                                                                             |                                   |                                            | 3,162                                                                                  |
|                                                                                             |                                   |                                            | 4,122                                                                                  |
|                                                                                             |                                   |                                            | 338                                                                                    |
|                                                                                             |                                   |                                            | 2,965                                                                                  |
|                                                                                             |                                   |                                            | 2,734                                                                                  |
|                                                                                             |                                   |                                            | 303                                                                                    |
|                                                                                             |                                   |                                            | 168                                                                                    |
|                                                                                             |                                   |                                            | 1,737                                                                                  |
|                                                                                             |                                   |                                            | 2,215                                                                                  |
|                                                                                             |                                   |                                            | 3,538                                                                                  |
|                                                                                             |                                   |                                            | 2,335                                                                                  |
|                                                                                             |                                   |                                            | 5,570                                                                                  |
|                                                                                             |                                   |                                            | 3,317                                                                                  |
|                                                                                             |                                   |                                            | 3,653                                                                                  |
|                                                                                             |                                   |                                            | 314                                                                                    |
|                                                                                             |                                   |                                            | 3,045                                                                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 3,893                                                                                  |
|                                                                                             |                                   |                                            | 570                                                                                    |
|                                                                                             |                                   |                                            | 1,788                                                                                  |
|                                                                                             |                                   |                                            | 1,613                                                                                  |
|                                                                                             |                                   |                                            | 2,253                                                                                  |
|                                                                                             |                                   |                                            | 20,026                                                                                 |
|                                                                                             |                                   |                                            | 1,406                                                                                  |
|                                                                                             |                                   |                                            | 1,343                                                                                  |
|                                                                                             |                                   |                                            | 922                                                                                    |
|                                                                                             |                                   |                                            | 750                                                                                    |
|                                                                                             |                                   |                                            | 172                                                                                    |
|                                                                                             |                                   |                                            | 487                                                                                    |
|                                                                                             |                                   |                                            | 1,230                                                                                  |
|                                                                                             |                                   |                                            | 1,656                                                                                  |
|                                                                                             |                                   |                                            | 90                                                                                     |
|                                                                                             |                                   |                                            | 2,137                                                                                  |
|                                                                                             |                                   |                                            | 2,554                                                                                  |
|                                                                                             |                                   |                                            | 3,885                                                                                  |
|                                                                                             |                                   |                                            | 883                                                                                    |
|                                                                                             |                                   |                                            | 13,788                                                                                 |
|                                                                                             |                                   |                                            | 6,750                                                                                  |
|                                                                                             |                                   |                                            | 3,247                                                                                  |
|                                                                                             |                                   |                                            | 3,449                                                                                  |
|                                                                                             |                                   |                                            | 807                                                                                    |
|                                                                                             |                                   |                                            | 3,791                                                                                  |
|                                                                                             |                                   |                                            | 1,448                                                                                  |
|                                                                                             |                                   |                                            | 2,393                                                                                  |
|                                                                                             |                                   |                                            | 3,212                                                                                  |
|                                                                                             |                                   |                                            | 2,194                                                                                  |
|                                                                                             |                                   |                                            | 1,630                                                                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 3,414                                                                                  |
|                                                                                             |                                   |                                            | 3,396                                                                                  |
|                                                                                             |                                   |                                            | 1,272                                                                                  |
|                                                                                             |                                   |                                            | 3,823                                                                                  |
|                                                                                             |                                   |                                            | 4,941                                                                                  |
|                                                                                             |                                   |                                            | 2,551                                                                                  |
|                                                                                             |                                   |                                            | 4,397                                                                                  |
|                                                                                             |                                   |                                            | 4,434                                                                                  |
|                                                                                             |                                   |                                            | 2,027                                                                                  |
|                                                                                             |                                   |                                            | 1,771                                                                                  |
|                                                                                             |                                   |                                            | 310                                                                                    |
|                                                                                             |                                   |                                            | 1,927                                                                                  |
|                                                                                             |                                   |                                            | 2,089                                                                                  |
|                                                                                             |                                   |                                            | 3,580                                                                                  |
|                                                                                             |                                   |                                            | 2,676                                                                                  |
|                                                                                             |                                   |                                            | 369                                                                                    |
|                                                                                             |                                   |                                            | -36,182                                                                                |
|                                                                                             |                                   |                                            | 37,671                                                                                 |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (a) Name and address                        | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SUSAN B HASLAM                              | PRESIDENT & DIRECTOR<br>0 00                              | 0                                         | 0                                                                     | 0                                     |
| 5020 LYONS VIEW PIKE<br>KNOXVILLE,TN 37919  |                                                           |                                           |                                                                       |                                       |
| JAMES A HASLAM III                          | VICE PRESIDENT & DIRECTOR<br>0 00                         | 0                                         | 0                                                                     | 0                                     |
| 5020 LYONS VIEW PIKE<br>KNOXVILLE,TN 37919  |                                                           |                                           |                                                                       |                                       |
| JAMES E OAKLEY III                          | SECRETARY,<br>TREASURER & DIR<br>0 00                     | 0                                         | 0                                                                     | 0                                     |
| PO BOX 52206<br>KNOXVILLE,TN 37950          |                                                           |                                           |                                                                       |                                       |
| CYNTHIA HASLAM ARNHOLT                      | DIRECTOR<br>0 00                                          | 0                                         | 0                                                                     | 0                                     |
| 1103 BELLE MEADE BLVD<br>NASHVILLE,TN 37205 |                                                           |                                           |                                                                       |                                       |
| WHITNEY H JOHNSON                           | DIRECTOR<br>0 00                                          | 0                                         | 0                                                                     | 0                                     |
| 849 BLUFF DRIVE<br>KNOXVILLE,TN 37919       |                                                           |                                           |                                                                       |                                       |

**Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).**

|                    |
|--------------------|
| SUSAN B HASLAM     |
| JAMES A HASLAM III |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution                                                                                                                      | Amount    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                                                                                                                                       |           |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                                                                                                                                       |           |
| BOY SCOUTS OF AMERICA TRUST<br>PO BOX 51885<br>KNOXVILLE,TN 37950                                                      | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | YOUTH ORGANIZATION DEDICATED TO DEVELOPING THE CITIZENSHIP, CHARACTER AND PERSONAL FITNESS OF ITS MEMBERS                                             | 20,000    |
| BREAKTHROUGH CORPORATION<br>1805 MARYVILLE PIKE<br>KNOXVILLE,TN 37920                                                  | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO PROVIDE SPECIALIZED SERVICES FOR ADULTS WITH AUTISM IN EAST TENNESSEE                                                                              | 1,000     |
| CASA DE SARA PO BOX 30306<br>KNOXVILLE,TN 379300306                                                                    | N/A                                                                                                       | 501(C)(3)<br>509(A)(2)         | TO PROVIDE EDUCATION AND HEALTHCARE FOR HISPANIC AND INDIGENOUS CHILDREN IN THE AMERICAS                                                              | 1,000     |
| EAST TENNESSEE CHILDREN'S HOSPITAL ASSOCIATION INC<br>2018 CLINCH AVENUE<br>KNOXVILLE,TN 37916                         | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | PROVIDING QUALITY HEALTHCARE TO INFANTS AND CHILDREN                                                                                                  | 20,000    |
| EMERALD YOUTH FOUNDATION<br>1718 N CENTRAL STREET<br>KNOXVILLE,TN 37917                                                | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO DEVELOP CHRISTIAN LEADERS WHO USE THEIR KNOWLEDGE, SKILLS, AND GIFTS TO RENEW THEIR NEIGHBORHOODS                                                  | 105,450   |
| FRIENDS OF GREAT SMOKY MOUNTAINS NATIONAL PARK INC<br>PO BOX 1660<br>KODAK,TN 37764                                    | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO PRESERVE AND PROTECT GREAT SMOKY MOUNTAINS NATIONAL PARK BY RAISING FUNDS AND PUBLIC AWARENESS AND PROVIDING VOLUNTEERS FOR NEEDED PROJECTS        | 9,150     |
| KNOXVILLE FAMILY JUSTICE CENTER 400 HARRIET TUBMAN ST<br>KNOXVILLE,TN 37915                                            | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO PROVIDE A SAFE HARBOR FOR DOMESTIC ABUSE VICTIMS                                                                                                   | 20,000    |
| KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK DRIVE<br>KNOXVILLE,TN 379161653                                          | N/A                                                                                                       | 501(C)(3)<br>509(A)(2)         | TO PRESENT ART DISPLAYS WHICH REPRESENT DIVERSE CULTURES, PERIODS, STYLES AND MEDIAS                                                                  | 10,000    |
| KNOXVILLE ZOOLOGICAL GARDENS INC PO BOX 6040<br>KNOXVILLE,TN 37914                                                     | N/A                                                                                                       | 501(C)(3)<br>509(A)(2)         | TO PROVIDE CARE FOR THE ANIMALS OF THE KNOXVILLE ZOO AND TO PERFORM RESEARCH INTO THE PRESERVATION AND CONSERVATION OF WILDLIFE AND NATURAL RESOURCES | 5,000     |
| MARYVILLE COLLEGE 502 E LAMAR ALEXANDER PARKWAY<br>MARYVILLE,TN 378045907                                              | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO SUPPORT THE CIVIC/FINE ARTS CENTER OF MARYVILLE COLLEGE                                                                                            | 45,000    |
| NANTUCKET DREAMLAND FOUNDATION PO BOX 989<br>NANTUCKET,MA 02554                                                        | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO DEVELOP AND RUN A COMMUNITY, ARTS AND CULTURAL CENTER IN NANTUCKET, MA                                                                             | 10,000    |
| RANDOM ACTS OF FLOWERS PO BOX 27573<br>KNOXVILLE,TN 37927                                                              | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO PROVIDE FLOWERS TO PATIENTS IN AREA HOSPITALS, NURSING HOMES, AND ASSISTED LIVING FACILITIES                                                       | 5,000     |
| SCONSET TRUST INC PO BOX 821<br>SIASCONSET,MA 02564                                                                    | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | CONSERVATION OF AREAS OF OPEN LAND AND PUBLIC WATER RESOURCES                                                                                         | 60,000    |
| THE UNIVERSITY OF TENNESSEE FOUNDATION INC 1609 MELROSE AVENUE<br>KNOXVILLE,TN 37996                                   | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO PROVIDE SUPPORT FOR THE MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES AND THE FORENSIC ANTHROPOLOGY PROGRAM                                    | 1,510,000 |
| TN ACHIEVES 10427 PETSAFE WAY<br>KNOXVILLE,TN 37932                                                                    | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO INCREASE HIGHER EDUCATION OPPORTUNITIES FOR TENNESSEE PUBLIC HIGH SCHOOL STUDENTS BY PROVIDING LAST DOLLAR SCHOLARSHIPS WITH MENTOR GUIDANCE       | 30,000    |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                                                                                                                                       | 2,429,956 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution                                                                                                                     | Amount    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                                                                                                                                      |           |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                                                                                                                                      |           |
| UNITED WAY OF GREATER KNOXVILLE INC 1301 HANNAH AVENUE KNOXVILLE,TN 37921                                              | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO ADVANCE THE COMMON GOOD OF THE LOCAL COMMUNITY AND TO HELP PEOPLE BECOME SELF-SUFFICIENT                                                          | 165,000   |
| WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE,TN 37923                                                     | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES                                                                                                    | 39,352    |
| YMCA OF EAST TENNESSEE INC 136 FOX ROAD KNOXVILLE,TN 37922                                                             | N/A                                                                                                       | 501(C)(3)<br>509(A)(2)         | TO SUPPORT THE ANNUAL STRONG COMMUNITIES CAMPAIGN                                                                                                    | 5,000     |
| BLAKE MCMEANS FOUNDATION PO BOX 1265 HENDERSONVILLE,TN 37077                                                           | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO ALLOW BLAKE TO SPREAD HIS PREVENTION MESSEGE TO SCHOOLS AND COLLEGE CAMPUSES THROUGHOUT TENNESSEE                                                 | 1,000     |
| BOYS AND GIRLS CLUBS OF CLEVELAND 6114 BROADWAY AVENUE CLEVELAND,OH 44127                                              | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | IN SUPPORT OF THE ENDOWMENT CAMPAIGN                                                                                                                 | 20,000    |
| BRIDGES OF UNDERSTANDING 1630 CRESCENT PLACE NW WASHINGTON,DC 20009                                                    | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO BUILD AND ADVANCE SOPHISTICATED COMMUNITY OUTREACH AND EDUCATIONAL PROGRAMS                                                                       | 10,000    |
| CLEVELAND MUSEUM OF ART 11150 EAST BLVD CLEVELAND,OH 44106                                                             | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO BRING THE PLEASURE, MEANING AND RELEVANCE OF ART TO THE BROADEST POSSIBLE COMMUNITY                                                               | 10,000    |
| KNOX YOUTH SPORTS INC 5908 LYONS VIEW DR KNOXVILLE,TN 37919                                                            | N/A                                                                                                       | 501(C)(3)<br>509(A)(2)         | ORGANIZE AND OPERATE BASEBALL, SOFTBALL, AND BASKETBALL LEAGUES FOR MORE THAN 2,000 CHILDREN AGES 4-12 EACH YEAR                                     | 66,000    |
| KNOXVILLE SYMPHONY SOCIETY INC 100 S GAY SST STE 302 KNOXVILLE,TN 37902                                                | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO SUPPORT THE KNOXVILLE SYMPHONY ORCHESTRA SEASON                                                                                                   | 60,000    |
| KNOXVILLE VOLUNTEER EMERGENCY RESCUE SQUAD INC 512 N CHILHOWEE DR KNOXVILLE,TN 37924                                   | N/A                                                                                                       | 501(C)(3)<br>509(A)(2)         | TO PROVIDE TECHNICAL RESCUE SERVICES THAT NO OTHER EMERGENCY AGENCY IS TRAINED TO PROVIDE                                                            | 1,000     |
| LAKESHORE PARK 4823 OLD KINGSTON PIKE STE 300 KNOXVILLE,TN 37919                                                       | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO PROVIDE RECREATIONAL OPPORTUNITIES TO THOUSANDS OF VISITORS EACH YEAR                                                                             | 25,000    |
| CLEVELAND FOUNDATION 1422 EUCLID AVE STE 1300 CLEVELAND,OH 44115                                                       | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO ENHANCE THE QUALITY OF LIFE FOR ALL RESIDENTS OF GREATER CLEVELAND                                                                                | 25,000    |
| THE CLEVELAND ORCHESTRA 11001 EUCLID AVE CLEVELAND,OH 44106                                                            | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO ENSURE THAT AUDIENCES IN CLEVELAND, NORTHEAST OHIO, AND CITIES AROUND THE GLOBE HAVE ACCESS TO ONE OF THE GREAT TREASURES OF THE ORCHESTRAL WORLD | 10,000    |
| PROVIDENCE HOUSE INC 2050 W 32ND ST CLEVELAND,OH 44113                                                                 | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | FIGHTS TO END CHILD ABUSE AND NEGLECT BY PROTECTING AT-RISK CHILDREN, EMPOWERING FAMILIES IN CRISIS, AND BUILDING SAFER COMMUNITIES FOR EVERY CHILD  | 5,000     |
| UNITED WAY OF GREATER CLEVELAND 1331 EUCLID AVE CLEVELAND,OH 44115                                                     | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO MOBILIZE PEOPLE, ORGANIZATIONS AND RESOURCES IN A FOCUSED EFFORT TO ADVANCE EDUCATION, INCOME AND HEALTH IN THE GREATER CELEVELAND COMMUNITY      | 50,000    |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                                                                                                                                      | 2,429,956 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution                                                                                          | Amount    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------------------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                                                                                                           |           |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                                                                                                           |           |
| UNIVERSITY OF MEMPHIS<br>FOUNDATION 635 MORNAL<br>STREET ALUMNI CENTER NO<br>MEMPHIS,TN 38152                          | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | IN HONOR OR BRAD AND<br>DINA MARTIN                                                                                       | 5,000     |
| WILLOW CREEK ASSOCIATION PO<br>BOX 3188<br>BARRINGTON,IL 60011                                                         | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | TO BRING GOD INSPIRED,<br>TRANSFORMATIONAL<br>LEADERSHIP TRAINING TO<br>LEADERS IN OUR COUNTRY<br>AND AROUND THE WORLD    | 50,000    |
| WORD OF GOD MINISTRY 1856<br>RIVERSHORE DR<br>KNOXVILLE,TN 37914                                                       | N/A                                                                                                       | 501(C)(3)<br>509(A)(1)         | FOR SPIRITUAL GROWTH AND<br>DISCIPLESHIP AS WELL AS<br>SHARING THE GOOD NEWS<br>OF CHRIST                                 | 1,000     |
| FROM EXCELSIOR BUYOUT<br>INVESTORS LLC K-1 225 HIGH<br>RIDGE ROAD<br>STAMFORD,CT 06905                                 | N/A                                                                                                       | N/A                            | N/A                                                                                                                       | 4         |
| THE ALL SOULS FOUNDATION 4<br>MARKET SQUARE<br>KNOXVILLE,TN 379021432                                                  | N/A                                                                                                       | 501(C)(3)<br>509(A)(3)         | FOR THE SUPPORTING<br>ORGANIZATION OF ALL<br>SOULS CHURCH                                                                 | 10,000    |
| YOUTH VILLAGES FOUNDATION<br>INC 3320 BROTHER BLVD<br>BARTLETT,TN 38133                                                | N/A                                                                                                       | 501(C)(3)<br>509(A)(3)         | TO PROVIDE FINANCIAL AND<br>SUPPORT SERVICES FOR<br>YOUTH VILLAGES, INC AND<br>YOUTH VILLAGES -<br>GERMAINE LAWRENCE, INC | 20,000    |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                                                                                                           | 2,429,956 |

|                                                                                                                                   |                                                                                                                                                                                                                                                          |                                             |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| <div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> | <div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>.</div> | <div>OMB No 1545-0047</div> <div>2013</div> |
|                                                                                                                                   |                                                                                                                                                                                                                                                          |                                             |

|                                                                            |                                                                 |
|----------------------------------------------------------------------------|-----------------------------------------------------------------|
| <div>Name of the organization</div> <div>THE HASLAM 3 FOUNDATION INC</div> | <div>Employer identification number</div> <div>62-1867421</div> |
|----------------------------------------------------------------------------|-----------------------------------------------------------------|

Organization type (check one)

|                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div> | <div>Section:</div> <div><div><input type="checkbox"/> 501(c)( ) (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div> |
|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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<sup>1</sup>/<sub>3</sub>% 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 for 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 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

|                                                            |                                                     |
|------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>THE HASLAM 3 FOUNDATION INC | <b>Employer identification number</b><br>62-1867421 |
|------------------------------------------------------------|-----------------------------------------------------|

| Part I     | Contributors (see instructions) Use duplicate copies of Part I if additional space is needed |                            |                                                                                                                                                                         |
|------------|----------------------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                            | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                             |
| 1          | JAMES A III AND SUSAN B HASLAM<br>5020 LYONS VIEW PIKE<br><br>KNOXVILLE, TN 379196407        | \$ 2,710,000               | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions ) |
|            |                                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
|            |                                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
|            |                                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
|            |                                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
|            |                                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
|            |                                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |
|            |                                                                                              | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II for noncash contributions )            |

|                                                            |                                                     |
|------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>THE HASLAM 3 FOUNDATION INC | <b>Employer identification number</b><br>62-1867421 |
|------------------------------------------------------------|-----------------------------------------------------|

| Part II                   | Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed |                                                |                      |
|---------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------|----------------------|
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |

|                                                            |                                                     |
|------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>THE HASLAM 3 FOUNDATION INC | <b>Employer identification number</b><br>62-1867421 |
|------------------------------------------------------------|-----------------------------------------------------|

|                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part III</b> | <b>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.</b> Complete columns (a) through (e) and the following line entry<br>For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of <b>\$1,000 or less</b> for the year (Enter this information once See instructions ) ▶ \$<br>Use duplicate copies of Part III if additional space is needed |
|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

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

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

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

TY 2013 Investments Corporate  
Stock Schedule

Name: THE HASLAM 3 FOUNDATION INC  
EIN: 62-1867421

| Name of Stock                         | End of Year Book Value | End of Year Fair Market Value |
|---------------------------------------|------------------------|-------------------------------|
| AIRGAS, INC                           | 18,214                 | 22,370                        |
| AMETEK INC                            | 9,649                  | 19,488                        |
| AMPHENOL CORP CLASS A                 | 17,073                 | 24,970                        |
| BROOKFIELD ASSET MANAGEMENT INC       | 9,382                  | 28,928                        |
| CABELAS INC                           | 26,726                 | 28,664                        |
| CB RICHARD ELLIS GROUP INC            | 20,904                 | 27,615                        |
| DENTSPLY INTERNATIONAL INC            | 35,363                 | 45,329                        |
| FIRST REPUBLIC BANK                   | 10,344                 | 19,893                        |
| GARMIN LTD                            | 10,199                 | 15,705                        |
| HARLEY DAVIDSON INC                   | 29,585                 | 40,852                        |
| HEICO CORP                            | 2,817                  | 5,911                         |
| IHS INC                               | 9,544                  | 27,531                        |
| KIRBY CORPORATION                     | 13,159                 | 43,670                        |
| MARKEL CORP                           | 20,898                 | 29,018                        |
| MICROS SYSTEMS INC                    | 18,513                 | 25,530                        |
| MOHAWK INDUSTRIES INC                 | 26,283                 | 37,225                        |
| MSC INDUSTRIAL DIRECT INC CL A        | 19,828                 | 23,452                        |
| O'REILLY AUTOMOTIVE INC               | 17,903                 | 48,266                        |
| PALL CORP                             | 22,283                 | 34,140                        |
| PAYCHEX INC                           | 11,833                 | 20,488                        |
| PERKINELMER INC                       | 2,660                  | 8,246                         |
| ROLLINS INC                           | 7,278                  | 7,875                         |
| SCRIPPS NETWORKS INTERACTIVE INC CL A | 5,841                  | 8,641                         |
| SHERWIN WILLIAMS CO                   | 23,024                 | 42,205                        |
| SIGNET JEWELERS LIMITED               | 12,070                 | 36,202                        |
| TEMPUR SEALY INTERNATIONAL INC        | 24,699                 | 33,455                        |
| TRANSDIGM GROUP INC                   | 10,054                 | 24,958                        |
| WILLIAMS-SONOMA INC                   | 26,601                 | 37,882                        |
| WOLVERINE WORLD WIDE INC              | 13,850                 | 21,734                        |
| APPLE INC                             | 39,804                 | 44,882                        |

| Name of Stock                            | End of Year Book Value | End of Year Fair Market Value |
|------------------------------------------|------------------------|-------------------------------|
| BERKSHIRE HATHAWAY INC CL B              | 46,030                 | 118,560                       |
| COCA-COLA COMPANY                        | 72,456                 | 107,406                       |
| EXXON MOBIL CORP                         | 49,922                 | 82,984                        |
| FLOWERS FOODS INC                        | 83,528                 | 169,076                       |
| GREENLIGHT CAPITAL RE LTD                | 14,284                 | 20,226                        |
| JOHNSON & JOHNSON                        | 70,303                 | 109,908                       |
| LEVEL 3 COMMUNICATIONS INC               | 99,514                 | 108,134                       |
| ARBITRAGE FUND CLASS I                   | 26,912                 | 26,463                        |
| GABELLI ABC FUND ADV CL                  | 26,976                 | 27,871                        |
| LONGLEAF PARTNERS GROWTH FUND            | 207,148                | 267,978                       |
| LONGLEAF PARTNERS INTERNATIONAL FUND     | 166,570                | 237,274                       |
| OAKMARK I FUND                           | 111,076                | 156,010                       |
| SELECTED AMERICAN SHARES CL D            | 232,374                | 298,861                       |
| VANGUARD SHORT-TERM INVESTMENT GRADE ADM | 54,639                 | 54,374                        |

## TY 2013 Other Assets Schedule

**Name:** THE HASLAM 3 FOUNDATION INC

**EIN:** 62-1867421

| Description                     | Beginning of Year -<br>Book Value | End of Year - Book<br>Value | End of Year - Fair<br>Market Value |
|---------------------------------|-----------------------------------|-----------------------------|------------------------------------|
| EXCELSIOR BUYOUT FUND           | 82,895                            | 0                           | 0                                  |
| GREENLIGHT MASTERS OFFSHORE LTD | 500,000                           | 500,000                     | 963,558                            |

**TY 2013 Other Expenses Schedule****Name:** THE HASLAM 3 FOUNDATION INC**EIN:** 62-1867421

| Description                                                       | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|-------------------------------------------------------------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| INVESTMENT EXPENSES                                               | 20,075                            | 20,075                   |                     | 0                                        |
| BANK SERVICE CHARGES                                              | 108                               | 0                        |                     | 108                                      |
| LATE FEES                                                         | 831                               | 831                      |                     | 0                                        |
| NONDEDUCTIBLE EXPENSES FROM<br>EXCELSIOR BUYOUT INVESTORS,<br>LLC | 3                                 | 0                        |                     | 0                                        |

TY 2013 Other Income Schedule

**Name:** THE HASLAM 3 FOUNDATION INC

**EIN:** 62-1867421

| Description                                     | Revenue And<br>Expenses Per Books | Net Investment<br>Income | Adjusted Net Income |
|-------------------------------------------------|-----------------------------------|--------------------------|---------------------|
| FROM K-1 EXCELSIOR BUYOUT INVESTORS, LLC - UBTI | -250                              |                          | -250                |

## TY 2013 Other Increases Schedule

**Name:** THE HASLAM 3 FOUNDATION INC

**EIN:** 62-1867421

| Description              | Amount |
|--------------------------|--------|
| OTHER EXPENSE ADJUSTMENT | 24,713 |

**TY 2013 Taxes Schedule****Name:** THE HASLAM 3 FOUNDATION INC**EIN:** 62-1867421

| Category                  | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|---------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| FOREIGN TAXES             | 889    | 889                      |                        | 0                                           |
| TENNESSEE REPORT FEE      | 20     | 0                        |                        | 20                                          |
| FEDERAL EXTENSION PAYMENT | 4,440  | 0                        |                        | 0                                           |