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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 separate instructions is at www.irs.gov/form990pf

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation TENNESSEE TITANS FOUNDATION		A Employer identification number 76-0611503
Number and street (or P.O. box number if mail is not delivered to street address) POST OFFICE BOX 844	Room/suite	B Telephone number 713 565-4000
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77001		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,357,012.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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	350,186.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	28,464.	28,034.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	62,409.			
	b Gross sales price for all assets on line 6a	416,441.			
	7 Capital gain net income (from Part IV, line 2)		62,409.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	441,059.	90,443.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 1	12,556.	12,556.		0.
	17 Interest /				
	18 Taxes STMT 2	236.	236.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 3	5,473.	0.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	18,265.	12,792.		0.	
25 Contributions, gifts, grants paid	276,038.			276,038.	
26 Total expenses and disbursements. Add lines 24 and 25	294,303.	12,792.		276,038.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	146,756.				
b Net investment income (if negative, enter -0-)		77,651.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	826,754.	895,429.	895,429.
	2 Savings and temporary cash investments	1,135,044.	59,634.	59,634.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 4	0.	27,910.	29,112.
	b Investments - corporate stock STMT 5	0.	642,186.	881,389.
	c Investments - corporate bonds STMT 6	0.	483,395.	491,448.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,961,798.	2,108,554.	2,357,012.	
Liabilities	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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	24 Unrestricted	1,961,798.	2,108,554.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	1,961,798.	2,108,554.	
	31 Total liabilities and net assets/fund balances	1,961,798.	2,108,554.	

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	1,961,798.
2 Enter amount from Part I, line 27a	2	146,756.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,108,554.
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	2,108,554.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			P	VARIOUS	VARIOUS
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 416,441.		354,032.	62,409.		
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 col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			62,409.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	62,409.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	312,341.	1,895,088.	.164816
2011	401,528.	1,063,329.	.377614
2010	455,916.	1,049,961.	.434222
2009	317,280.	938,684.	.338005
2008	340,389.	1,883,924.	.180681

2 Total of line 1, column (d)	2	1.495338
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.299068
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,298,018.
5 Multiply line 4 by line 3	5	687,264.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	777.
7 Add lines 5 and 6	7	688,041.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	276,038.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,553.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,553.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,553.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	1,767.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	2,000.
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	3,767.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	2,214.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 2,214. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
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? If "Yes," attach a detailed description of the activities		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • 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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TN</u>		
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	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>TITANSONLINE.COM</u>	13	X	
14	The books are in care of ► <u>JENNEEN KAUFMAN</u> Telephone no. ► <u>615-565-4000</u> Located at ► <u>460 GREAT CIRCLE ROAD, NASHVILLE, TN</u> ZIP+4 ► <u>37228</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a. During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
K.S. ADAMS, JR. (DECEASED 10/21/2013) 17 S BRIARHOLLOW LANE, SUITE 400 HOUSTON, TX 77027	PRESIDENT	0.00	0.	0.
K.S. ADAMS, IV. 17 S BRIARHOLLOW LANE, SUITE 400 HOUSTON, TX 77027	CORPORATE SECRETARY	0.00	0.	0.
JOHN A. BARRETT 17 S BRIARHOLLOW LANE, SUITE 400 HOUSTON, TX 77027	DIRECTOR	0.00	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	1,285,237.
b	Average of monthly cash balances	1b	1,047,776.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,333,013.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,333,013.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,995.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,298,018.
6	Minimum investment return. Enter 5% of line 5	6	114,901.

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	114,901.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,553.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,553.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	113,348.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	113,348.
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	113,348.

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	276,038.
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	276,038.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	276,038.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				113,348.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	246,193.			
b From 2009	270,346.			
c From 2010	403,640.			
d From 2011	348,768.			
e From 2012	218,410.			
f Total of lines 3a through e	1,487,357.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	276,038.			
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				113,348.
e Remaining amount distributed out of corpus	162,690.			
5 Excess distributions carryover applied to 2013 (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:	1,650,047.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	246,193.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,403,854.			
10 Analysis of line 9.				
a Excess from 2009	270,346.			
b Excess from 2010	403,640.			
c Excess from 2011	348,768.			
d Excess from 2012	218,410.			
e Excess from 2013	162,690.			

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				
SAFE HAVEN FAMILY SHELTER 1234 THIRD AVE. SOUTH NASHVILLE, TN 37210	NONE	PC	OPERATING BUDGET	10,000.
INTERFAITH DENTAL CLINIC 1721 PATTERSON STREET NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	5,000.
PRESTON TAYLOR MINISTRIES P.O. BOX 90442 NASHVILLE, TN 37209	NONE	PC	OPERATING BUDGET	2,500.
CATHOLIC CHARITIES OF TENNESSEE 30 WHITE BRIDGE ROAD NASHVILLE, TN 37205	NONE	PC	OPERATING BUDGET	2,500.
SECOND HARVEST FOOD BANK 331 GREAT CIRCLE ROAD NASHVILLE, TN 37228	NONE	PC	OPERATING BUDGET	7,700.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			276,040.
b Approved for future payment				
NONE				
Total	▶ 3b			0.

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

- | | | Yes | No |
|----------|--|-----|----|
| 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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| 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. | | |




[illegible]

- 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
N/A		

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

 |  | 
Signature of officer or trustee R.D. HESS HFWUS Date Title CFC

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name RINDA CORBIN	Preparer's signature <i>Rinda Corbin</i>	Date 9/7/14	Check <input type="checkbox"/> if self-employed	PTIN P00747421
Firm's name ► DELOITTE			Firm's EIN ► 86-1065772	
Firm's address ► 1111 BAGBY STREET, SUITE 4500 HOUSTON, TX 77002-2591			Phone no. 713-982-2000	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

TENNESSEE TITANS FOUNDATION

76-0611503

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

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

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

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

TENNESSEE TITANS FOUNDATION

76-0611503

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TENNESSEE FOOTBALL, INC. PO BOX 281228 NASHVILLE, TN 37228	\$ 128,960.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	O' REILLY AUTO 233 SOUTH PATTERSON AVENUE SPRINGFIELD, MO 65802	\$ 5,720.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	NFL CHARITIES 345 PARK AVENUE NEW YORK, NY 10017	\$ 45,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	GEORGE A RODERICK 17400 SW UPPER BOONES FERRY RD,STE 230 DURHAM, OR 97224	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	NORDOFF INVESTMENTS N.V. 5773 WOODWAY SUTIE GG HOUSTON, TX 77057	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

76-0611503

Part II

[illegible]

Name of organization

Employer identification number

TENNESSEE TITANS FOUNDATION

76-0611503

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

Part XV: Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE NIGHT STALKERS ASSOCIATION 2614 LAKE ROAD WOODLAWN, TN 37191	NONE	PC	OPERATING BUDGET	2,500.
SPECIAL FORCES SCHOLARSHIP FUND P.O. BOX 31043 CLARKSVILLE, TN 37040	NONE	PC	OPERATING BUDGET	2,500.
TENNESSEE SECONDARY SCHOOL ATHLETIC ASSOCIATION P.O. BOX 319 HERMITAGE, TN 37076	NONE	PC	OPERATING BUDGET	80,000.
DAVID CROCKETT HIGH SCHOOL 684 OLD STATE ROUTE 34 JONESBOROUGH, TN 37659	NONE	PC	OPERATING BUDGET	1,000.
DEKALB COUNTY HIGH SCHOOL 1130 W BROAD ST. SMITHVILLE, TN 37166	NONE	PC	OPERATING BUDGET	1,000.
JACKSON CENTRAL MERRY HIGH SCHOOL 332 LANE AVE JACKSON, TN 38301	NONE	PC	OPERATING BUDGET	1,000.
WEST GREENE HIGH SCHOOL 275 W GREENE DR MOSHEIM, TN 37818	NONE	PC	OPERATING BUDGET	1,000.
ELIZABETHTON HIGH SCHOOL 907 JASON WITTEN WAY ELIZABETHTON, TN 37643	NONE	PC	OPERATING BUDGET	1,000.
ROCKWOOD HIGH SCHOOL 512 WEST ROCKWOOD ST. ROCKWOOD, TN 37854	NONE	PC	OPERATING BUDGET	1,000.
DOBYNS-BENNETT HIGH SCHOOL 1800 LEGION DRIVE KINGSPORT, TN 37664	NONE	PC	OPERATING BUDGET	1,000.
Total from continuation sheets				248,340.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DYERSBURG HIGH SCHOOL 125 HIGHWAY 51 BYPASS DYERSBURG, TN 38024	NONE	PC	OPERATING BUDGET	1,000.
MIDDLETON HIGH SCHOOL 138 FLORIDA STREET MIDDLETON, TN 38052	NONE	PC	OPERATING BUDGET	1,000.
WHITE COUNTY HIGH SCHOOL 267 ALLEN DR SPARTA, TN 38583	NONE	PC	OPERATING BUDGET	1,000.
UNION CITY HIGH SCHOOL 408 S. DEPOT STREET UNION CITY, TN 38261	NONE	PC	OPERATING BUDGET	2,000.
THE GIRLS ON THE RUN P.O. BOX 5622 JOHNSON CITY, TN 37602	NONE	PC	OPERATING BUDGET	5,000.
GIRL SCOUT COUNCIL OF THE SOUTHERN APPALACHIANS, INC. 1567 DOWNTOWN WEST BLVD. KNOXVILLE, TN 37919	NONE	PC	OPERATING BUDGET	12,554.
BOY SCOUTS OF AMERICA - MIDDLE TENNESSEE COUNCIL 3414 HILLSBORO ROAD NASHVILLE, TN 37215	NONE	PC	OPERATING BUDGET	12,554.
BAPTIST HOSPITAL MATERNITY/BIRTHING CENTER 102 WOODMONT BLVD, SUITE 800 NASHVILLE, TN 37205	NONE	PC	OPERATING BUDGET	12,554.
TENNESSEE ALLIANCE OF BOYS & GIRLS CLUBS, INC. 220 CARRICK STREET, SUITE 318 KNOXVILLE, TN 37921	NONE	PC	OPERATING BUDGET	12,554.
CAMP DISCOVERY 2072 CATALINA WAY NOLENSVILLE, TN 37135	NONE	PC	OPERATING BUDGET	12,554.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FISK UNIVERSITY SCHOLARSHIP FUND 1000 17TH AVENUE NORTH NASHVILLE, TN 37208	NONE	PC	OPERATING BUDGET	12,554.
THE JASON FOUNDATION, INC. 18 VOLUNTEER DRIVE HENDERSONVILLE, TN 37075	NONE	PC	OPERATING BUDGET	12,554.
ST. JUDE'S CHILDREN RESEARCH HOSPITAL 51 GERMANTOWN COURT, SUITE 309 CORDOVA, TN 38018	NONE	PC	OPERATING BUDGET	12,554.
TENNESSEE STATE UNIVESTIRY SCHOLARSHIP FUND 3500 JOHN MERRITT BLVD NASHVILLE, TN 37209	NONE	PC	OPERATING BUDGET	12,554.
VANDERBILT CHILDREN'S HOSPITAL 2525 WEST END AVE, SUITE 450 NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	12,554.
BIG BROTHERS BIG SISTERS 1704 CHARLOTTE AVE, SUITE 130 NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	5,200.
GJCC-NASHVILLE DOLPHINS 801 PERCY WARNER BLVD NASHVILLE, TN 37205	NONE	PC	OPERATING BUDGET	5,200.
MARTHA O'BRYAN CENTER 711 SOUTH 7TH ST NASHVILLE, TN 37206	NONE	PC	OPERATING BUDGET	5,200.
PENCIL FOUNDATION 421 GREAT CIRCLE ROAD NASHVILLE, TN 37228	NONE	PC	OPERATING BUDGET	5,200.
Total from continuation sheets				

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	12,556.	12,556.		0.	
TO FORM 990-PF, PG 1, LN 16C	12,556.	12,556.		0.	

FORM 990-PF	TAXES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	236.	236.		0.	
TO FORM 990-PF, PG 1, LN 18	236.	236.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PLAY 60 EXPENSE	4,889.	0.		0.	
CREDIT CARD FEES	264.	0.		0.	
FILING FEES	320.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	5,473.	0.		0.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 4

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	X		27,910.	29,112.
TOTAL U.S. GOVERNMENT OBLIGATIONS			27,910.	29,112.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			27,910.	29,112.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHMENT PGS 1-3	642,186.	881,389.
TOTAL TO FORM 990-PF, PART II, LINE 10B	642,186.	881,389.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT PGS 4-7	483,395.	491,448.
TOTAL TO FORM 990-PF, PART II, LINE 10C	483,395.	491,448.

FORM 990-PF

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

STATEMENT 7

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDJENEEN KAUFMAN
460 GREAT CIRCLE ROAD
NASHVILLE, TN 37228TELEPHONE NUMBER

615-565-4000

FORM AND CONTENT OF APPLICATIONS

NO STANDARD FORM. MUST INCLUDE PURPOSE OF ORGANIZATION, PURPOSE FOR FUNDS REQUESTED, AND COPY OF THE ORGANIZATIONS IRS DETERMINATION LETTER.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY RESIDENT TENNESSEE TAX EXEMPT CHARITIES ARE CONSIDERED.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions TENNESSEE TITANS FOUNDATION	Employer identification number (EIN) or 76-0611503
File by the due date for filing your return. See instructions. Number, street, and room or suite no. If a P.O. box, see instructions. POST OFFICE BOX 844	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77001	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JENNEEN KAUFMAN

- The books are in the care of **460 GREAT CIRCLE ROAD - NASHVILLE, TN 37228**
 Telephone No **615-565-4000** Fax No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**
- For calendar year **2013**, or other tax year beginning , and ending
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	1,562.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	3,767.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

Form 8868 (Rev. 1-2014)



ACCOUNT STATEMENT

PAGE 1

ACCOUNT NUMBER

STATEMENT PERIOD DECEMBER 01, 2013 THROUGH DECEMBER 31, 2013

PORTFOLIO DETAIL

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
ALERIAN MLP ETF	AMLP	600 000	10,674 00 10,452 00	17 79 17 42	640 80	6 00
AMAZON COM INC COM	AMZN	40 000	15,951 60 5,465 63	398 79 136 64		
AMERICAN EXPRESS CO COM	AXP	110 000	9,980 30 5,153 46	90 73 46 85	101 20	1 01
AMERICAN TOWER CORPORATION	AMT	190 000	15,165 80 11,227 36	79 82 59 09	220 40	1 45
AMGEN INC COM	AMGN	125 000	14,260 00 13,535 03	114 08 108 28	305 00	2 14
APPLE INC COM	AAPL	22 000	12,342 44 7,799 40	561 02 354 52	268 40	2 17
CVS CAREMARK CORP COM	CVS	175 000	12,524 75 7,478 38	71 57 42 73	192 50	1 54
CAPITAL ONE FINL CORP COM	COF	175 000	13,406 75 8,992 63	76 61 51 39	210 00	1 57
CHUBB CORP COM	CB	78 000	7,537 14 4,660 06	96 63 59 74	137 28 34 32	1 82
CONOCOPHILLIPS COM	COP	170 000	12,010 50 9,814 65	70 65 57 73	469 20	3 91
COSTCO WHSL CORP NEW COM	COST	70 000	8,331 40 7,300 38	119 02 104 29	86 80	1 04
DIAMOND OFFSHORE DRILLING INC COM	DO	118 000	6,716 56 7,410 53	56 92 62 80	59 00	0 88
DISNEY WALT CO COM	DIS	120 000	9,168 00 4,353 72	76 40 36 28	103 20 103 20	1 13
E M C CORP MASS COM	EMC	695 000	17,479 25 10,111 34	25 15 14 55	278 00	1 59
EBAY INC COM	EBAY	224 000	12,289 76 11,683 37	54 87 52 16		
FLUOR CORP NEW COM	FLR	170 000	13,649 30 9,353 70	80 29 55 02	108 80	0 80



ACCOUNT STATEMENT

PAGE 2

ACCOUNT NUMBER

STATEMENT PERIOD DECEMBER 01, 2013 THROUGH DECEMBER 31, 2013

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
FREEPORT MCMORAN COPPER & GOLD COM	FCX	168 000	6,340 32 5,116 27	37 74 30 45	210 00	3 31
GENERAL ELECTRIC CO COM	GE	345 000	9,670 35 6,065 19	28 03 17 58	303 60 75 90	3 14
GOOGLE INC CL A	GOOG	19 000	21,293 49 11,188 31	1,120 71 588 86		
GOVERNMENT PROPERTIES INCOME REIT	GOV	400 000	9,940 00 10,392 74	24 85 25 98	688 00	6 92
HCA HOLDINGS, INC	HCA	345 000	16,459 95 10,172 62	47 71 29 49		
HOME DEPOT INC COM	HD	90 000	7,410 60 5,128 80	82 34 56 99	140 40	1 89
HONEYWELL INTL INC COM	HON	134 000	12,243 58 9,736 86	91 37 72 66	241 20	1 97
INTEL CORP COM	INTC	660 000	17,130 30 13,924 90	25 96 21 10	594 00	3 47
INTERNATIONAL BUSINESS MACHS CORP COM	IBM	172 000	32,262 04 31,185 78	187 57 181 31	653 60	2 03
ISHARES MSCI EMERGING MARKETS ETF FD	EEM	100 000	4,179 50 4,167 00	41 80 41 67	85 80	2 05
ISHARES MSCI EAFE ETF	EFA	1,500 000	100,642 50 108,526 33	67 10 72 35	2,554 50	2 54
ISHARES TR S&P MIDCAP 400 INDEX	IJH	350 000	46,833 50 27,492 71	133 81 78 55	604 80	1 29
ISHARES TR S&P SMALLCAP 600 INDEX	IJR	840 000	91,669 20 54,164 39	109 13 64 48	918 12	1 00
ISHARES US REGIONAL BANKS ETF INDEX FD	IAT	285 000	9,422 10 7,711 46	33 06 27 06	147 06	1 56
JP MORGAN CHASE & CO COM	JPM	315 000	18,421 20 13,441 68	58 48 42 67	478 80	2 60
KRAFT FOODS GROUP INC COM	KRFT	145 000	7,816 95 5,821 59	53 91 40 15	304 50 76 13	3 90
LAS VEGAS SANDS CORP	LVS	90 000	7,098 30 5,107 50	78 87 56 75	126 00	1 78
MARATHON OIL COMMON	MRO	300 000	10,590 00 10,266 38	35 30 34 22	228 00	2 15
MICROSOFT CORP COM	MSFT	330 000	12,345 30 9,209 36	37 41 27 91	369 60	2 99
MONDELEZ INTERNATIONAL INC	MDLZ	255 000	9,001 50 5,622 01	35 30 22 05	142 80 35 70	1 59



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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
NATIONAL OILWELL VARCO INC COM	NOV	155 000	12,327 15 6,656 23	79 53 42 94	161 20	1 31
NIKE INC CL B	NKE	80 000	6,291 20 3,032 04	78 64 37 90	76 80 19 20	1 22
ORACLE CORP COM	ORCL	470 000	17,982 20 10,265 07	38 26 21 84	225 60	1 25
PEPSICO INC COM	PEP	97 000	8,045 18 5,028 77	82 94 51 84	220 19 55 05	2 74
PHILLIP MORRIS INTL COM	PM	165 000	14,376 45 13,205 73	87 13 80 03	620 40 155 10	4 32
PRUDENTIAL FINANCIAL INC COM	PRU	160 000	14,755 20 10,129 13	92 22 63 31	339 20	2 30
QUALCOMM INC COM	QCOM	285 000	21,161 25 11,894 90	74 25 41 74	399 00	1 89
QUANTA SERVICES INC	PWR	270 000	8,521 20 5,880 45	31 56 21 78		
SPDR DJ WILSHIRE SMALL CAP GROWTH	SLYG	100 000	17,895 80 7,966 00	178 96 79 66	110 00	0 61
SPDR SERIES TRUST DJWS SMALL CAP VALUE	SLYV	100 000	10,646 00 5,493 00	106 46 54 93	113 40 118 94	1 07
SCHLUMBERGER LTD COM	SLB	140 000	12,615 40 6,807 16	90 11 48 62	175 00 43 75	1 39
SIGMA-ALDRICH CORP COM	SIAL	100 000	9,401 00 7,733 96	94 01 77 34	86 00	0 91
UNION PACIFIC CORP COM	UNP	65 000	10,920 00 9,455 65	168 00 145 47	205 40	1 88
UNITED TECHNOLOGIES CORP COM	UTX	85 000	9,673 00 5,446 04	113 80 64 07	200 60	2 07
UNITEDHEALTH GROUP INC COM	UNH	215 000	16,189 50 9,234 29	75 30 42 95	240 80	1 49
VISA INC COM	V	58 000	12,915 44 5,638 74	222 68 97 22	92 80	0 72
WELLS FARGO & CO NEW COM	WFC	275 000	12,485 00 9,786 13	45 40 35 59	330 00	2 64
WHOLE FOODS MKT COM	WFM	220 000	12,722 60 10,507 55	57 83 47 76	105 60	0 83
YUM BRANDS INC COM	YUM	135 000	10,207 35 8,791 85	75 61 65 12	199 80	1 96
TOTAL EQUITIES			Line 10b FMV 881,389 15 Line 10b Cost 642,186 21		15 873 15 717 29	1 80



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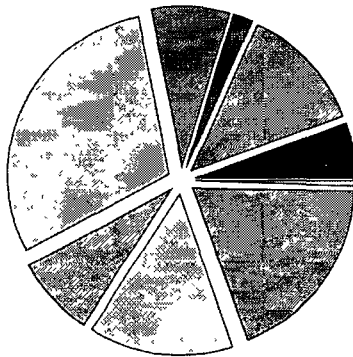
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PORTFOLIO DETAIL (CONTINUED)

BOND QUALITY SUMMARY



S & P QUALITY RATING	MARKET VALUE	PERCENT
TREASURY / AGENCY	29,112 44	5.6%
AA+	65,904 25	12.7%
A+	10,254 80	2.0%
A	40,739 35	7.8%
A-	155,381 83	29.8%
BBB+	41,898 60	8.0%
BBB	75,785 23	14.6%
BBB-	99,071 30	19.0%
NOT RATED	2,412 74	0.5%
Total	520,560 54	100.0%

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME						
AFLAC INC DTD 08/09/10 3 45% 08/15/2015	A-	30,000 000	31,326 90 30,617 79	104 42 102 06	1,035 00 391 00	3 30 0 73
AFLAC INC 2 65% 02/15/2017	A-	25,000 000	25,797 75 26,115 25	103 19 104 46	662 50 250 28	2 57 1 58
AT&T INC BD DTD 07/30/2010 2 5% 08/15/2015	A-	25,000 000	25,667 50 25,100 86	102 67 100 40	625 00 236 11	2 43 0 86
AT&T INC DTD 04/29/11 2 95% 05/15/2016	A-	50,000 000	52,137 50 51,026 89	104 28 102 05	1,475 00 188 47	2 83 1 14
APPALACHIAN PWR CO SR NT K CALLABLE DTD 06/07/2005 5% 06/01/2017	BBB	10,000 000	10,937 20 10,137 67	109 37 101 38	500 00 41 67	4 57 2 10
AUTOZONE INC SR NT CALLABLE DTD 07/02/2009 5 75% 01/15/2015	BBB	15,000 000	15,757 05 15,988 57	105 05 106 59	862 50 397 71	5 47 0 91
BOEING CAPITAL CORP DTD 08/01/11 2 9% 08/15/2018	A	25,000 000	26,007 75 26,476 25	104 03 105 91	725 00 273 89	2 79 1 98
CAMPBELL SOUP CO DTD 07/06/10 3 05% 07/15/2017	BBB+	15,000 000	15,646 35 15,596 10	104 31 103 97	457 50 210 96	2 92 1 81
CLOROX CO DTD 11/09/09 3 55% 11/01/2015	BBB+	25,000 000	26,252 25 25,305 91	105 01 101 22	887 50 147 92	3 38 0 82
COMCAST CORP NEW NT DTD 06/18/2009 5 7% 07/01/2019	A-	2,000 000	2,311 54 2,044 71	115 58 102 24	114 00 57 00	4 93 2 64
CREDIT SUISSE MEDIUM TERM SUB NT TRANCHE#TR 0000114 DTD 05/04/2009 5 5% 05/01/2014	A	2,000 000	2,032 60 2,004 09	101 63 100 20	110 00 18 33	5 41 0 72



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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME						
ENTERGY CORP NEW SR NT DTD 01/13/12 4 7% 01/15/2017	BBB-	20,000 000	21,504 40 21,164 33	107 52 105 82	940 00 433 44	4 37 2 15
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G11769 IPD14 DTD 09/1/2005 5% 10/01/2020		227 080	241 05 196 67	106 15 86 61	11 35 0 95	4 71 2 05
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP # G11650 IPD14 DTD 01/01/2005 5% 02/01/2020		1,821 810	1,929 57 2,266 12	105 92 124 39	91 09 7 59	4 72 1 97
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #A41642 IPD14 DTD 1/1/06 5 5% 01/01/2036		652 900	711 91 663 30	109 04 101 59	35 91 2 99	5 04 2 52
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G02251 IPD14 DTD 07/01/2006 6% 08/01/2036		521 220	580 23 730 17	111 32 140 09	31 27 2 61	5 39 2 37
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G12335 IPD14 DTD 08/01/2006 5% 05/01/2021		1,776 320	1,886 01 1 689 30	106 18 95 10	88 82 7 40	4 71 2 21
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP # G02408 IPD14 DTD 11/01/2006 5 5% 12/01/2036		555 800	605 88 712 03	109 01 128 11	30 57 2 55	5 05 2 49
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G02931 IPD14 DTD 04/01/2007 6% 04/01/2037		850 550	940 24 908 78	110 55 106 85	51 03 4 25	5 43 2 61
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP # G03616 IPD14 DTD 11/01/2007 6% 12/01/2037		591 860	652 37 631 37	110 22 106 68	35 51 2 96	5 44 2 70
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G12559 IPD14 DTD 01/01/2007 5% 09/01/2021		261 780	277 92 242 18	106 16 92 51	13 09 1 09	4 71 2 05
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G12593 IPD14 DTD 02/01/2007 5% 09/01/2021		218 590	231 47 208 69	105 89 95 47	10 93 0 91	4 72 2 29
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J05840 IPD14 DTD 01/01/2006 5% 01/01/2021		165 310	175 50 160 48	106 17 97 08	8 27 0 69	4 71 2 21
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #725424 IPD 24 DTD 4/1/04 5 5% 04/01/2034		2,460 660	2,711 33 2,412 04	110 19 98 02	135 34 11 28	4 99 2 77
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #725598 IPD24 DTD 6/1/04 5 5% 07/01/2034		179 960	198 02 173 97	110 04 96 67	9 90 0 82	5 00 2 83
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #745079 IPD24 DTD 11/1/05 5% 12/01/2020		1,321 580	1,422 07 1,154 78	107 60 87 38	66 08 5 51	4 65 1 62



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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME						
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #847931 IPD 24 DTD 12/1/05 5% 12/01/2020		169 210	182 26 162 66	107 71 96 13	8 46 0 71	4 64 1 65
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #852029 IPD24 DTD 1/1/06 6% 01/01/2036		197 630	218 74 216 01	110 68 109 30	11 86 0 99	5 42 2 54
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #888029 IPD24 DTD 11/1/06 6% 12/01/2036		919 700	1,021 39 965 17	111 06 104 94	55 18 4 60	5 40 2 44
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #888249 IPD24 DTD 3/1/07 5% 07/01/2020		881 830	944 65 1,029 38	107 12 116 73	44 09 3 67	4 67 1 37
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #888677 IPD24 DTD 8/1/07 5 5% 08/01/2022		660 190	724 17 641 08	109 69 97 11	36 31 3 03	5 01 1 77
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #889716 IPD24 DTD 6/1/08 5 5% 10/01/2022		398 960	437 63 484 94	109 69 121 55	21 94 1 83	5 01 1 65
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #938134 IPD24 DTD 6/1/07 6% 07/01/2037		576 110	637 98 615 41	110 74 106 82	34 57 2 88	5 42 2 50
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #959596 IPD24 DTD 11/1/07 6% 11/01/2037		581 030	642 76 625 77	110 63 107 70	34 86 2 91	5 42 2 57
FISERV INC 6 8% 11/20/2017	BBB-	15,000 000	17,283 00 17,457 03	115 22 116 38	1,020 00 116 17	5 90 2 67
GENERAL ELEC CAP CORP MEDIUM TERM NTS TRANCHE #TR 00823 DTD 11/16/09 3 75% 11/14/2014	AA+	30,000 000	30,897 60 30,094 35	102 99 100 31	1,125 00 146 88	3 64 0 35
GENERAL ELEC CAP CORP MTN DTD 01/07/11 2 1% 01/07/2014	AA+	35,000 000	35,006 65 35,105 79	100 02 100 30	735 00 355 25	2 10 2 10
GOLDMAN SACHS GROUP INC MEDIUM TERM TRANCHE #TR 00578 DTD 05/06/2009 6% 05/01/2014	A-	2,000 000	2,035 72 2,004 94	101 79 100 25	120 00 20 00	5 89 0 83
GOLDMAN SACHS GROUP INC NT DTD 04/01/2008 6 15% 04/01/2018	A-	10,000 000	11,466 80 10,197 15	114 67 101 97	615 00 153 75	5 36 2 49
HESS CORP SR NT NON CALLABLE DTD 02/03/2009 8 125% 02/15/2019	BBB	2,000 000	2,484 22 2,225 21	124 21 111 26	162 50 61 39	6 54 2 99
INTERNATIONAL PAPER CO NT CALLABLE DTD 03/18/2004 5 25% 04/01/2016	BBB	10,000 000	10,821 00 10,080 24	108 21 100 80	525 00 131 25	4 85 1 55
JP MORGAN CHASE & CO NT NON-CALLABLE DTD 04/23/2009 6 3% 04/23/2019	A	2,000 000	2,360 50 1,991 12	118 03 99 56	126 00 23 80	5 34 2 64



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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME						
KRAFT FOODS INC NT DTD 2/8/10 4 125% 02/09/2016	BBB-	25,000 000	26,504 00 26,236 15	106 02 104 94	1,031 25 406 77	3 89 1 02
MEAD JOHNSON NUTRITION CO DTD 07/06/10 4 9% 11/01/2019	BBB-	10,000 000	10,904 60 11,111 20	109 05 111 11	490 00 81 67	4 49 3 18
MERRILL LYNCH & CO MEDIUM TERM NT TRANCHE #TR 00677 DTD 04/25/2008 6 875% 04/25/2018	A-	2,000 000	2,364 74 1,996 07	118 24 99 80	137 50 25 21	5 81 2 40
MORGAN STANLEY SR NT CALLABLE DTD 09/23/2009 5 625% 09/23/2019	A-	2,000 000	2,273 38 2,004 10	113 67 100 21	112 50 30 63	4 95 3 00
NEWMONT MINING CORP DTD 09/18/09 5 125% 10/01/2019	BBB	10,000 000	10,370 90 10,680 78	103 71 106 81	512 50 128 13	4 94 4 43
PETROBRAS INTL FIN CO GLBL NT CALLABLE DTD 10/30/2009 5 75% 01/20/2020	BBB	2,000 000	2,057 88 1,998 82	102 89 99 94	115 00 51 43	5 59 5 11
PITNEY BOWES INC GLOBAL MEDIUM TM NT DTD 04/29/03 4 75% 05/15/2018	BBB	10 000 000	10 445 60 10,110 56	104 46 101 11	475 00 60 69	4 55 3 63
SUNTRUST BK ATLANTA GA MEDIUM TERM SUB BK NTS TRANCHE #SB00004 DTD 12/5/04 5 2% 01/17/2017	BBB	10,000 000	10,668 50 11,067 75	106 69 110 68	520 00 236 89	4 87 2 89
TALISMAN ENERGY INC SR NT CALLABLE DTD 06/01/2009 7 75% 06/01/2019		2,000 000	2,412 74 2,196 86	120 64 109 84	155 00 12 92	6 42
TIME WARNER CABLE INC NT CALLABLE DTD 6/19/2008 6 75% 07/01/2018	BBB	2,000 000	2,242 88 2,115 11	112 14 105 76	135 00 67 50	6 02 3 79
UBS AG BRH MTN SR DEP NT NON-CALLABLE DTD 1/15/10 3 875% 01/15/2015	A	10,000 000	10,338 50 10,208 43	103 39 102 08	387 50 178 68	3 75 0 50
US TREASURY NOTE TREASURY INFLATION PROTECTION SECURITY DTD 07/15/08 1 375% 07/15/2018		10,842 100	11,739 29 11,019 27	108 38 101 63	149 08 68 87	1 27
WELLS FARGO & CO MTN SR NT NON-CALLABLE DTD 10/01/2009 3 75% 10/01/2014	A+	10,000 000	10,254 80 10,027 45	102 55 100 27	375 00 93 75	3 66 0 38
WYNDHAM WORLDWIDE CORP SR NT NON-CALLABLE DTD 09/20/10 5 75% 02/01/2018	BBB-	21,000 000	22,875 30 22,907 82	108 93 109 08	1,207 50 503 13	5 28 3 39
TOTAL FIXED INCOME			520,560 54 511,304 92		19,491 76 5 673 76	3 74
GRAND TOTAL ASSETS			1,461,583 03 1,213,124 47		35,365 51 6,391 10	2 42
Total Fixed Income- FMV per statement			520,560 54			
Less Line 10a - US Govt Securities - FMV			<29,112 44>			
Line 10c - Corporate Bonds - FMV			491,448 10			
Total Fixed Income- Cost per statement			511,304 92			
Less Line 10a - US Govt Securities - Cost			<27,909 57>			
Line 10c - Corporate Bonds - Cost			483,395 35			