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

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OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , **2014**, and ending , **20**

Name of foundation **ORREN W HYMAN JU IRR TUA FBO OW SR AND J J HYMAN FDN 8802639**

Number and street (or P O box number if mail is not delivered to street address) **800 S. GAY STREET** Room/suite

City or town, state or province, country, and ZIP or foreign postal code **KNOXVILLE, TN 37995-1230**

A Employer identification number **27-6666279**

B Telephone number (see instructions) **865-971-2163**

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **3,506,472.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(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 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	85,507.	85,507.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	229,197.			
	b Gross sales price for all assets on line 6a	1,358,112.			
	7 Capital gain net income (from Part IV, line 2)		229,197.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	314,704.	314,704.		
	13 Compensation of officers, directors, trustees, etc.	38,423.	19,212.		19,212.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,417.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23.	42,840.	19,212.	NONE	19,212.
	25 Contributions, gifts, grants paid	133,093.			133,093.
	26 Total expenses and disbursements. Add lines 24 and 25	175,933.	19,212.	NONE	152,305.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	138,771.			
	b Net investment income (if negative, enter -0-)		295,492.		
	c Adjusted net income (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				
	2	Savings and temporary cash investments		72,383.	133,807.	133,807.
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)	STMT 8	52,882.	111,071.	110,531.
	b	Investments - corporate stock (attach schedule)	STMT 9	1,524,068.	1,541,847.	1,841,776.
	c	Investments - corporate bonds (attach schedule)	STMT 12	1,444,177.	1,443,795.	1,420,358.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,093,510.	3,230,520.	3,506,472.	
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	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, . . . ▶ <input checked="" type="checkbox"/>					
	check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		3,093,510.	3,230,520.	
	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 (see instructions)		3,093,510.	3,230,520.		
31	Total liabilities and net assets/fund balances (see instructions)		3,093,510.	3,230,520.		

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	3,093,510.
2	Enter amount from Part I, line 27a	2	138,771.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,232,281.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING/TIMING VARIANCES	5	1,761.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,230,520.

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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					
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 1,358,112.		1,128,915.	229,197.		
b					
c					
d					
e					
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			
a			229,197.		
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	229,197.	
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) (see instructions) If (loss), enter -0- 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 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))
2013	84,564.	3,244,691.	0.026062
2012	78,108.	2,990,810.	0.026116
2011	87,731.	2,778,148.	0.031579
2010	73,660.	1,333,724.	0.055229
2009			

2 Total of line 1, column (d)	2	0.138986
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	0.034747
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,425,242.
5 Multiply line 4 by line 3	5	119,017.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,955.
7 Add lines 5 and 6	7	121,972.
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	152,305.

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	2,955.
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	
3 Add lines 1 and 2		3	2,955.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,955.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,100.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,100.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	30.	
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	115.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11	115.	

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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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	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 2014 or the taxable year beginning in 2014 (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

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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>N/A</u>	13	X	
14	The books are in care of <u>SEE STATEMENT 16</u> Telephone no. <u></u> Located at <u></u> ZIP+4 <u></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		
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>	16	Yes	No 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 53.4947(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," list the years <u>2013</u>		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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 2014 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 2014)	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 2014?	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 4945(d)(4)(A)? (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)? ☐ Yes ☒ No

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? ☐ Yes ☒ 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? ☐ Yes ☒ No

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
FIRST TENNESSEE BANK NA 800 S. GAY STREET, KNOXVILLE, TN 37995-1230	TRUSTEE 10	38,423.	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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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** (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		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

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 PER THE DOCUMENT ESTABLISHING THIS TRUST, THE TRUST EXISTS SOLELY TO PROVIDE FINANCIAL SUPPORT TO THE UNIVERSITY OF TENNESSEE AT MEMPHIS, A PUBLIC INSTITUTION	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	3,374,308.
b	Average of monthly cash balances	1b	103,095.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,477,403.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,477,403.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	52,161.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,425,242.
6	Minimum investment return. Enter 5% of line 5	6	171,262.

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	171,262.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,955.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,955.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	168,307.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	168,307.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	168,307.

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	152,305.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	152,305.
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	2,955.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	149,350.

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) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				168,307.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			158,458.	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		23,071.		
3 Excess distributions carryover, if any, to 2014.				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>152,305.</u>				
a Applied to 2013, but not more than line 2a			152,305.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		23,071.		
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		23,071.		
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions			6,153.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				168,307.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation 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).)

N/A

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.

N/A

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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
a Paid during the year				
THE UNIVERSITY OF TENNESSEE MEMPHIS ATTN: INVESTMENT OFFICER KNOXVILLE TN 37996-	NONE	NONE	MEDICAL SCHOOL OPERATIONS	133,093.
Total			3a	133,093.
b Approved for future payment				
Total			3b	

[illegible]

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
▼	

NOT APPLICABLE

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
(2) Other assets

b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

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

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. | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[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

Sign Here	<small>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.</small>		
	<div style="display: flex; align-items: center;"><div style="border: 1px solid black; padding: 2px; margin-right: 5px;">▶</div><div style="border-bottom: 1px solid black; flex-grow: 1;">W. L. S., VP & TO</div></div>	<div style="display: flex; align-items: center;"><div style="border: 1px solid black; padding: 2px; margin-right: 5px;">▶</div><div style="border-bottom: 1px solid black; flex-grow: 1;">07/01/2015</div></div>	<div style="display: flex; align-items: center;"><div style="border: 1px solid black; padding: 2px; margin-right: 5px;">▶</div><div style="border-bottom: 1px solid black; flex-grow: 1;">VICE PRESIDENT</div></div>
	Signature of officer or trustee	Date	Title
<div style="display: flex; justify-content: space-between;"><div>FIRST TENNESSEE BANK</div><div style="border: 1px solid black; padding: 5px; font-size: 0.8em;"><div style="display: flex; justify-content: space-between;">May the IRS discuss this return with the preparer shown below (see instructions)?<input type="checkbox"/> Yes <input type="checkbox"/> No</div></div></div>			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADT CORP	4.125% 6/15/23	413.
AGL CAPITAL CORP	5.250% 8/15/19	633.
AMG SOUTHERNSUN SMALL CP-I		59.
ABBVIE INC	1.750% 11/06/17	85.
AGILENT TECH INC	6.500% 11/01/17	951.
ALLERGAN INC		13.
THE ALLSTATE CORPORATION		224.
AMAZON.COM INC	1.200% 11/29/17	163.
AMERICAN TOWER CORP	3.400% 2/15/19	441.
AMERIPRISE FINANCIAL INC.		228.
APPLE COMPUTER INC		264.
AUTOZONE INC	5.500% 11/15/15	550.
AVERY DENNISON	3.350% 4/15/23	503.
AVON PRODUCTS INC	6.500% 3/01/19	975.
BAIDU INC	3.250% 8/06/18	158.
BANK OF AMERICA CORP		78.
BANK OF MONTREAL MTN	2.500% 1/11/17	375.
BANK OF NY MELLO MTN	2.100% 8/01/18	630.
BANK NOVA SCOTIA	2.050% 10/30/18	308.
BARCLAYS BK MTN V-A	2.000% 10/09/20	200.
BIOMED REALTY LP	2.625% 5/01/19	182.
FIRST TENNESSEE BANK DEPOSIT ACCOUNT		63.
BROWN CAP MGMT MID CAP-INST		1,083.
CF INDUSTRIES HOLDINGS INC		189.
CIGNA CORP	2.750% 11/15/16	413.
CVS CORP		186.
CABOT CORP	5.000% 10/01/16	500.
CAMERON INTL CORP	1.600% 4/30/15	116.
CANYON TX INDEP SCH	4.500% 2/15/20	160.
CAPITAL ONE FIN CORP		180.
CARDINAL HEALTH INC	5.800% 10/15/16	1,003.
CELGENE CORP	2.250% 5/15/19	53.

8802639

STATEMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CISCO SYSTEMS		371.
CITIGROUP INC	5.125% 5/05/14	26.
CLIFFS NATURAL RES	5.200% 1/15/18	776.
COHEN & STEERS INSTL RLTY SH		2,955.
COMMERCIAL NET INC	6.250% 6/15/14	445.
COMPUTER SCIENCES	2.500% 9/15/15	250.
CONOCOPHILLIPS		440.
COSTCO COMPANIES	1.700% 12/15/19	15.
COVIDIEN INTL	2.800% 6/15/15	280.
DCP MIDSTREAM OP	3.250% 10/01/15	325.
DTE ENERGY CO		289.
DANAHER CORP		42.
DARDEN RESTUARANTS INC-W/I		521.
DARDEN RESTAURANTS	4.500% 10/15/21	549.
DEERE & CO WITH RIGHTS EXP 12/31/97		250.
JOHN DEERE CAP MTN	4.850% 6/15/15	485.
DIGITAL REALT LP	4.500% 7/15/15	675.
DIRECTV HLDG/FIN	3.500% 3/01/16	525.
DISCOVER BANK	4.200% 8/08/23	292.
DR PEPPER SNAPPLE GROUP INC		375.
E M C CORP MASS		196.
EMC CORP	1.875% 6/01/18	281.
EDWARDS LIFESCIENCES	2.875% 10/15/18	420.
EVEREST RE HLDGS	5.400% 10/15/14	1,080.
EXELIS INC	4.250% 10/01/16	638.
FAMILY DOLLAR	5.000% 2/01/21	750.
FHLB V-A	1.300% 8/08/22	1,495.
FHLB V-A	1.250% 7/26/22	563.
FHLB V-A	1.375% 9/26/22	206.
FHLB V-A	1.375% 10/25/22	117.
FHLB V-A	1.000% 10/30/19	200.
FHLB V-A	2.125% 11/23/27	744.
FFCB	2.070% 9/27/21	518.

8802639

STATEMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FNMA	1.750%	67.
FNMA V-A	2.000%	2,200.
FORD MOTOR CREDIT CO	8.000%	1,600.
FREEMPORT-MCMORAN INC		337.
FRONTIER OIL	6.875%	1,031.
GENERAL DYNAMICS CORP		239.
GEN ELEC CAP CRP MTN	3.450%	24.
GEN ELEC CAP CRP MTN	4.200%	315.
GEORGE WASHINGTON	3.485%	567.
GILEAD SCIENCES INC	2.050%	50.
GOLDMAN SACHS GP	5.950%	880.
GOLDMAN SACHS GR INC	5.150%	386.
JOHN HANCOCK MTN V-M	2.256%	312.
HARMAN INTERNATIONAL INDS		140.
HARSCO CORP	5.750%	575.
HARTFORD SMALLCAP GROWTH-I		240.
HASBRO INC	6.125%	459.
HESS CORP	7.000%	525.
HEWLETT PACKARD CO		179.
HOSPIRA INC	6.050%	605.
HOSPITALITY PROP	7.875%	564.
HOWARD HUGHES MEDICL	3.500%	576.
INGERSOLL-RAND CO	4.750%	243.
INTEL CORP		388.
INTEL CORP	1.350%	142.
ISHARES INTERMEDIATE CREDIT ETF		173.
JP MORGAN CHASE & CO		300.
JEFFERIES GROUP INC	5.500%	825.
JOHNSON CITY HEALTH TN REV MBIA	5.125%	256.
KOHL'S DEPT STORE		333.
KRAFT FOODS INC	6.125%	919.
LABORATORY CORP	3.125%	469.
LEE CNTY MS SCH DIS	2.000%	67.

8802639

STATEMENT 3

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9	202.	202.
LOWES COS INC	583.	583.
MFS INTL VALUE-I	4,149.	4,149.
MANULIFE FIN CORP	510.	510.
MAY DEPT STORES CO	1,052.	1,052.
MCKESSON HBOC INC	62.	62.
MEDCO HEALTH SOL	376.	376.
MEDTRONIC INC	300.	300.
MEMPHIS-SHELBY TN	225.	225.
MERRILL LYNCH MTN	545.	545.
METLIFE INC	293.	293.
MURPHY OIL CORP	244.	244.
MURPHY OIL CORP	375.	375.
NATIONAL-OILWELL INC	215.	215.
NATIONAL RURAL UTIL	166.	166.
NETAPP INC	300.	300.
NOBLE HOLDING INTL	610.	610.
SOUTHERNSUN SM CAP FUND-INS	12.	12.
NVIDIA CORP	235.	235.
OCCIDENTAL PETROLEUM 674599105	246.	246.
OKLAHOMA ST PRE	1,569.	1,569.
OPPENHEIMER INTL GROWTH FD-Y	2,042.	2,042.
ORACLE CORPORATION	40.	40.
ORACLE CORP	111.	111.
OPPENHEIMER DEVELOPING MKT-Y	1,110.	1,110.
PEPSICO INC	275.	275.
PETROBRAS INTL	431.	431.
PETROHAWK ENERGY	661.	661.
PETROLOGISTICS	122.	122.
PIONEER NAT RES	881.	881.
POWERSHARES SENIOR LOAN PORT	224.	224.
PRUDENTIAL FIN MTN	238.	238.
PUBLIC SERVICE ENTERPRISE GROUP INC	311.	311.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
QUEST DIAGNOSTIC 6.400% 7/01/17	960.	960.
RALPH LAUREN CORP 2.125% 9/26/18	289.	289.
ROPER TECHNOLOGIES INC	58.	58.
RYDER SYSTEM INC MTN 2.350% 2/26/19	353.	353.
ST. PAUL TRAVELERS 5.500% 12/01/15	1,100.	1,100.
SAN LUIS OBISPO CA 4.200% 9/01/14	420.	420.
SCRIPPS NETWORKS	121.	121.
SENIOR HOUSING 3.250% 5/01/19	96.	96.
SHERWIN-WILLIAMS CO 1.350% 12/15/17	203.	203.
STRYKER CORP 4.375% 1/15/20	108.	108.
SUNTRUST BANKS INC 2.350% 11/01/18	98.	98.
TARGET CORP	365.	365.
TECH DATA CORP 3.750% 9/21/17	563.	563.
THERMO FISHER SCIENTIFIC INC	59.	59.
TIME WARNER CABLE 5.850% 5/01/17	263.	263.
TOTAL SYSTEM SVC 2.375% 6/01/18	356.	356.
TRANSOCEAN INC 4.950% 11/15/15	743.	743.
TRAVELERS COMPANIES INC	274.	274.
TRUSTMARK NATL BANK 5.673% 12/15/16	851.	851.
TYSON FOODS INC	96.	96.
UNION PACIFIC	204.	204.
U.S. TREASURY NOTES 1.750% 9/30/19	3.	3.
U.S. TREASURY NOTES 1.875% 11/30/21	10.	10.
UNUMPROVIDENT CORP	206.	206.
UNUM GROUP 7.125% 9/30/16	1,227.	1,227.
VANGUARD HIG DIV YIELD IN IV	5,761.	5,761.
VANGUARD S/C GROWTH INDX INS	20.	20.
VERIZON COMMUNICATIONS	514.	514.
VICTORY SYCAMORE ESTABLISHED VALU I	4,254.	4,254.
VOYA MIDCAP OPPORTUNITIES-I	1,000.	1,000.
WAL-MART STORES	286.	286.
WILLIAMS COS INC 3.700% 1/15/23	555.	555.
WYNDHAM WORLDWID 2.500% 3/01/18	375.	375.
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STATEMENT 5

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
YUM! BRANDS INC 4.250% 9/15/15	425.	425.
NABORS INDUSTRIES LTD	117.	117.
	-----	-----
TOTAL	85,507.	85,507.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX PAYMENT - PRIOR YE	3,814.
FOREIGN TAXES ON QUALIFIED FOR	579.
FOREIGN TAXES ON NONQUALIFIED	24.

TOTALS	4,417.
	=====

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J
FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

27-6666279

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
MEMPHIS SHELBY TN		
JOHNSON CITY TN	5,000.	5,020.
NORTHGATE PA SCHOOL	19,505.	18,970.
JACKSON TN ENERGY	20,113.	20,149.
OKLAHOMA STATE		
SAN LUIS OBISPO CA		
LEE COUNTY MS SCHOOL	15,072.	15,059.
CANYON TX INDP SCHOOL	21,474.	21,471.
TENNESSEE STATE	14,617.	14,584.
US TREASURY NOTES	15,290.	15,278.
	-----	-----
TOTALS	111,071.	110,531.
	=====	=====

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J
 FORM 990PF, PART II - CORPORATE STOCK
 =====

27-6666279

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
ALLSTATE	5,514.	12,786.
APACHE CORPORATION		
BANK AMERICA	5,326.	12,147.
BIOGEN IDEC	13,325.	13,239.
CISCO	10,180.	14,269.
COLGATE PALMOLIVE		
CONOCOPHILLIPS	6,479.	10,014.
CONSTELLATION BRANDS	2,268.	12,566.
DTE ENERGY	6,031.	8,378.
CVS CAREMARK	3,925.	12,809.
DANAHER CORPORATION	5,152.	10,371.
DARDEN RESTAURANTS	9,948.	12,605.
DEERE & COMPANY	9,579.	9,732.
FISERV	4,922.	13,129.
FREPORTCMORAN	10,760.	7,008.
GENERAL DYNAMICS	4,376.	9,771.
GILEAD SCIENCES	1,935.	10,463.
EMC CORP MASS	10,411.	13,026.
GOOGLE	9,356.	11,675.
HARRIS CORPORATION		
INTEL CORP	8,780.	13,391.
DR PEPPER SNAPPLE		
JP MORGAN CHASE	7,327.	12,141.
KOHL'S	9,469.	11,170.
LABORATORY COPR AMERICA		
LOWES	4,842.	13,485.
MCKESSON CORPORATION	3,865.	12,455.
METLIFE	7,819.	12,062.
NABORS INDUSTRIES	8,544.	6,983.

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

27-6666279

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
MURPHY OIL	9,512.	9,750.
NATIONAL OILWELL	4,596.	7,733.
NVIDIA CORPORATION	9,177.	13,313.
MFS INTERNATIONAL VALUE	148,978.	155,299.
ORACLE		
OCCIDENTAL PETROLEUM	10,367.	9,270.
PUBLIC SERVICE ENTERPRISE	6,301.	8,323.
STERICYCLE	5,835.	9,831.
TARGET CORPORATION	10,219.	13,208.
THERMOFISHER SCIENTIFIC	5,876.	12,905.
TRAVELERS COMPANIES	6,792.	12,384.
UNION PACIFIC CORPORATION	3,992.	9,888.
UNUM PROVIDENT	7,413.	11,755.
VERIZON COMMUNICATIONS	9,292.	12,163.
WALMART STORES	8,553.	12,624.
WALGREENS BOOTS ALLIANCE	12,505.	12,320.
BROWN CAPITAL MGT	63,402.	65,844.
HEWLETT PACKARD	9,822.	13,885.
HARMAN INTERNATIONAL	4,891.	12,058.
VANGUARD EMERGING MARKETS		
VANGUARD SMALL CAP		
ACTAVIS PLC	7,201.	12,871.
APPLE	6,274.	12,694.
CELGENE CORP	4,993.	13,423.
ROPER INDUSTRIES	5,338.	9,694.
SCRIPPS NETWORKS	7,720.	10,764.
TYSON FOODS	9,704.	11,666.
VANGUARD HIGH DIV YIELD	155,717.	202,224.
AMG SOUTHERNSUN	140,081.	124,213.

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

27-6666279

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
OPPENHEIMER INTL GROWTH	157,571.	157,436.
VANGUARD SMALL CAP VALUE		
VICTORY ESTABLISHED VALUE	97,348.	126,519.
HARTFORD SMALLCAP	132,859.	139,915.
OPPENHEIMER DEV MKT	133,162.	137,922.
AMERIPRISE FINANCIAL	5,111.	12,828.
CAPITAL ONE FINANCIAL	7,776.	11,970.
CF INDUSTRIES	5,679.	9,811.
COHEN & STEERS INSTL REALTY	82,291.	91,792.
EBAY INC	12,281.	13,357.
VOYA MIDCAP OPPORTUNITIES	63,085.	64,449.
	-----	-----
TOTALS	1,541,847.	1,841,776.
	=====	=====

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

27-6666279

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
CAMERON INTERNATIONAL		
PIONEER NATURAL RES	17,129.	15,931.
WYNDHAM WORLDWIDE	14,724.	14,974.
NETAPP INC	14,907.	15,084.
DCP MIDSTREAM	10,276.	10,144.
PETROBRAS INTL	15,365.	14,938.
RYDER SYSTEM INC	14,673.	14,897.
RALPH LAUREN CORP	15,168.	15,110.
QUEST DIAGNOSTIC	17,581.	16,697.
COMMERCIAL NET INC		
DISCOVER BANK	15,291.	15,740.
SUNTRUST BANKS	15,175.	15,092.
TOTAL SYSTEM SERVICE	15,140.	14,872.
AGILENT TECH INC	3,604.	3,330.
MURPHY OIL	15,039.	14,910.
TIME WARNER CABLE		
EDWARDS LIFESCIENCES	15,031.	15,206.
HOSPITALITY PROP		
JEFFERIES GROUP	16,446.	15,503.
LABORATORY CORP	15,556.	15,394.
UNUM GROUP	22,927.	21,848.
CARDINAL HEALTH		
SHERWIN WILLIAMS CO	14,601.	14,897.
TECH DATA CORP	15,293.	15,495.
TRUSTMARK NATL BANK	16,633.	15,751.
COMPUTER SCIENCES	10,232.	10,090.
SENIOR HOUSING	15,312.	15,093.
COSTCO COMPANIES	9,794.	9,820.
EXELIS INC	16,118.	15,513.

ORREN W HYMAN JU IRR TUA FBO OW SR AND J J

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
BAIDU INC	15,351.	15,333.
FHLB	114,618.	113,382.
FHLB	14,995.	14,807.
GOLDMAN SACHS	16,967.	16,665.
HESS CORP		
GENERAL ELECTRIC		
PRUDENTIAL		
FHLB	19,993.	19,653.
CITIGROUP		
FFCB	25,018.	24,598.
MERRILL LYNCH		
FNMA	109,945.	108,394.
CIGNA CORP	15,653.	15,403.
JOHN HANCOCK	9,763.	10,000.
EVEREST REAL ESTATE		
MEDTRONIC	10,326.	10,044.
COVIDIEN	10,251.	10,095.
JOHN DEERE	10,960.	10,147.
FORD MOTOR CREDIT	23,408.	22,383.
YUM BRANDS	10,698.	10,233.
CLIFFS NATURAL		
AUTOZONE	10,909.	10,406.
FHLB	44,827.	44,730.
FHLB	9,124.	9,704.
HOSPIRA INC	11,411.	10,782.
NATIONAL RURAL UTILITIES	14,961.	14,897.
MEDCO HEALTH SOLUTIONS	15,819.	15,928.
BARCLAYS	9,985.	9,657.
TRANSOCEAN INC	13,078.	12,030.

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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DIRECTV HOLD	15,593.	15,391.
NOBLE HOLDING INTL	20,857.	20,176.
AMERICAN TOWER CORP	14,843.	15,267.
STRYKER CORP	11,083.	10,692.
AVON PRODUCTS	16,947.	14,963.
BIOMED REALITY	15,017.	14,987.
AGL CAPITAL CORP	22,305.	22,361.
BRISTOL MYERS SQUIBB	9,452.	9,491.
PEPSICO INC	14,994.	15,670.
MAY DEPARTMENT STORE	17,283.	16,535.
ORACLE CORP	19,987.	20,143.
CELGENE CORP	14,941.	14,894.
PETROLOGISTICS	16,571.	16,163.
EMC CORP	14,953.	14,949.
HASBRO INC		
INGERSOLL RAND		
DIGITAL REALT	16,091.	15,142.
MANULIFE FIN	15,635.	15,270.
CABOT CORPORATION	10,799.	10,603.
BANK OF MONTREAL	15,110.	15,362.
GOLDEN SACHS GP		
HARSCO CORP	11,082.	10,525.
BANK OF NY MELLO	30,012.	30,323.
KRAFT FOODS INC	18,304.	17,052.
BANK NOVA SCOTIA	15,043.	15,018.
FRONTIER OIL	16,325.	15,300.
PETROHAWK ENERGY		
FAMILY DOLLAR	15,975.	15,822.
DARDEN RESTAURANTS		

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
GEORGE WASHINGTON	19,672.	20,559.
WILLIAMS COS INC	13,847.	13,471.
AVERY DENNISON	15,024.	14,911.
ADT CORPORATION	9,771.	9,050.
HOWARD HUGHES MEDICAL	15,225.	15,685.
FHLB	34,786.	32,939.
ISHARES INTERMEDIATE		
POWERSHARES SENIOR LOAN		
ST PAUL TRAVELERS	26,228.	26,033.
ABBVIE INC	15,026.	15,033.
INTEL CORP	14,939.	14,978.
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TOTALS	1,443,795.	1,420,358.
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FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
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NAME: FIRST TENNESSEE BANK NA
TRUST DIVISION
ADDRESS: 800 S. GAY STREET
KNOXVILLE, TN 37995-1230
TELEPHONE NUMBER: (865) 971-2280

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