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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

| For calendar year 2014 or tax year beginning , 2014, and ending | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|---------------------------|---|---|-------------------------|---|--|-------------|---------|--|---------|--|------|------|--|------|--|------|------|--|------|--|---------|---------|--|--------|-------------------------------------|--|--|--|--|---|--|--|--|--|--|----------|--|--|--|--|------------|--|--|--|--|--|----------|--|--|-------------------------------|--|--|--|--|--------------------------------------|------|------|--|------|---|------|------|--|------|-------------------------------------|--|--|--|--|---|--|--|--|--|-----------------------------------|---------|---------|--|---------|---|----------|----------|--|----------|---|----------|---------|--|----------|----------------------------------|--|--|--|--|---|----------|--|--|--|--|--|----------|--|--|--|--|--|--|--|
| <p>Name of foundation ORREN W HYMAN JU IRR TUA FBO OW SR AND J J HYMAN FDN 8802639</p> <p>Number and street (or P O box number if mail is not delivered to street address) 800 S. GAY STREET</p> <p>City or town, state or province, country, and ZIP or foreign postal code KNOXVILLE, TN 37995-1230</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>G Check all that apply:</p> <table border="1" style="margin-left: 20px;"> <tr> <td>Initial return</td> <td>Initial return of a former public charity</td> </tr> <tr> <td>Final return</td> <td>Amended return</td> </tr> <tr> <td colspan="2">Address change</td> </tr> <tr> <td colspan="2">Name change</td> </tr> </table> | | Initial return | Initial return of a former public charity | Final return | Amended return | Address change | | Name change | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Initial return | Initial return of a former public charity | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Final return | Amended return | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Address change | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Name change | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>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</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,506,472.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>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))</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Revenue | <table border="1" style="width: 100%;"> <thead> <tr> <th></th> <th style="text-align: center;">(a) Revenue and expenses per books</th> <th style="text-align: center;">(b) Net investment income</th> <th style="text-align: center;">(c) Adjusted net income</th> <th style="text-align: center;">(d) Disbursements for charitable purposes (cash basis only)</th> </tr> </thead> <tbody> <tr> <td>1 Contributions, gifts, grants, etc., received (attach schedule)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>3 Interest on savings and temporary cash investments</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>4 Dividends and interest from securities</td> <td style="text-align: right;">85,507.</td> <td style="text-align: right;">85,507.</td> <td></td> <td style="text-align: right;">STMT 1</td> </tr> <tr> <td>5a Gross rents</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td> b Net rental income or (loss)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>6a Net gain or (loss) from sale of assets not on line 10</td> <td style="text-align: right;">229,197.</td> <td></td> <td></td> <td></td> </tr> <tr> <td> b Gross sales price for all assets on line 6a</td> <td style="text-align: right;">1,358,112.</td> <td></td> <td></td> <td></td> </tr> <tr> <td>7 Capital gain net income (from Part IV, line 2)</td> <td></td> <td style="text-align: right;">229,197.</td> <td></td> <td></td> </tr> <tr> <td>8 Net short-term capital gain</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>9 Income modifications</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>10a Gross sales less returns and allowances</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td> b Less Cost of goods sold</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td> c Gross profit or (loss) (attach schedule)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>11 Other income (attach schedule)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>12 Total. Add lines 1 through 11. <i>(AF)</i></td> <td style="text-align: right;">314,704.</td> <td style="text-align: right;">314,704.</td> <td></td> <td></td> </tr> </tbody> </table> | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) | 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 | | | | | 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. <i>(AF)</i> | 314,704. | 314,704. | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 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 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 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. <i>(AF)</i> | 314,704. | 314,704. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Operating and Administrative Expenses | <table border="1" style="width: 100%;"> <thead> <tr> <th></th> <th style="text-align: center;">(a) Revenue and expenses per books</th> <th style="text-align: center;">(b) Net investment income</th> <th style="text-align: center;">(c) Adjusted net income</th> <th style="text-align: center;">(d) Disbursements for charitable purposes (cash basis only)</th> </tr> </thead> <tbody> <tr> <td>13 Compensation of officers, directors, trustees, etc</td> <td style="text-align: right;">38,423.</td> <td style="text-align: right;">19,212.</td> <td></td> <td style="text-align: right;">19,212.</td> </tr> <tr> <td>14 Other employee salaries and wages</td> <td style="text-align: right;">NONE</td> <td style="text-align: right;">NONE</td> <td></td> <td style="text-align: right;">NONE</td> </tr> <tr> <td>15 Pension plans, employee benefits</td> <td style="text-align: right;">NONE</td> <td style="text-align: right;">NONE</td> <td></td> <td style="text-align: right;">NONE</td> </tr> <tr> <td>16a Legal fees (attach schedule)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td> b Accounting fees (attach schedule)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td> c Other professional fees (attach schedule)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>17 Interest</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>18 Taxes (attach schedule) (see instructions) <i>STMT 7.</i></td> <td style="text-align: right;">4,417.</td> <td></td> <td></td> <td></td> </tr> <tr> <td>19 Depreciation (attach schedule) and depletion</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>20 Occupancy</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>21 Travel, conferences, and meetings</td> <td style="text-align: right;">NONE</td> <td style="text-align: right;">NONE</td> <td></td> <td style="text-align: right;">NONE</td> </tr> <tr> <td>22 Printing and publications</td> <td style="text-align: right;">NONE</td> <td style="text-align: right;">NONE</td> <td></td> <td style="text-align: right;">NONE</td> </tr> <tr> <td>23 Other expenses (attach schedule)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>24 Total operating and administrative expenses.</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td> Add lines 13 through 23.</td> <td style="text-align: right;">42,840.</td> <td style="text-align: right;">19,212.</td> <td></td> <td style="text-align: right;">19,212.</td> </tr> <tr> <td>25 Contributions, gifts, grants paid</td> <td style="text-align: right;">133,093.</td> <td></td> <td></td> <td style="text-align: right;">133,093.</td> </tr> <tr> <td>26 Total expenses and disbursements Add lines 24 and 25</td> <td style="text-align: right;">175,933.</td> <td style="text-align: right;">19,212.</td> <td></td> <td style="text-align: right;">152,305.</td> </tr> <tr> <td>27 Subtract line 26 from line 12</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td> a Excess of revenue over expenses and disbursements</td> <td style="text-align: right;">138,771.</td> <td></td> <td></td> <td></td> </tr> <tr> <td> b Net investment income (if negative, enter -0-)</td> <td></td> <td style="text-align: right;">295,492.</td> <td></td> <td></td> </tr> <tr> <td> c Adjusted net income (if negative, enter -0-)</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table> | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) | 13 Compensation of officers, directors, trustees, etc | 38,423. | 19,212. | | 19,212. | 14 Other employee salaries and wages | NONE | NONE | | NONE | 15 Pension plans, employee benefits | NONE | 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) <i>STMT 7.</i> | 4,417. | | | | 19 Depreciation (attach schedule) and depletion | | | | | 20 Occupancy | | | | | 21 Travel, conferences, and meetings | NONE | NONE | | NONE | 22 Printing and publications | NONE | NONE | | NONE | 23 Other expenses (attach schedule) | | | | | 24 Total operating and administrative expenses. | | | | | Add lines 13 through 23. | 42,840. | 19,212. | | 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. | | 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-) | | | | |
| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 13 Compensation of officers, directors, trustees, etc | 38,423. | 19,212. | | 19,212. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 14 Other employee salaries and wages | NONE | NONE | | NONE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 15 Pension plans, employee benefits | NONE | 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) <i>STMT 7.</i> | 4,417. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 Depreciation (attach schedule) and depletion | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20 Occupancy | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 21 Travel, conferences, and meetings | NONE | NONE | | NONE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 22 Printing and publications | NONE | NONE | | NONE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 23 Other expenses (attach schedule) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 24 Total operating and administrative expenses. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Add lines 13 through 23. | 42,840. | 19,212. | | 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. | | 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, check here ► <input checked="" type="checkbox"/> 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. | | |

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-) | 3 Add lines 1 and 2 | 2 | 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments: | | | |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014 | | | |
| b Exempt foreign organizations - tax withheld at source | 6a | 3,100. | |
| c Tax paid with application for extension of time to file (Form 8868) | 6b | NONE | |
| d Backup withholding erroneously withheld | 6c | NONE | |
| 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 ► | 11 | 115. | |
| NONE Refunded ► | | | |

Part VII-A Statements Regarding Activities

| | | | |
|--|----|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | Yes | No |
| | | X | |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | 1b | | X |
| <i>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.</i> | | | |
| 1c Did the foundation file Form 1120-POL for this year? | 1c | | X |
| 1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year | | | |
| (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____ | | | |
| 1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? | 2 | | X |
| <i>If "Yes," attach a detailed description of the activities</i> | | | |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | 5 | | X |
| <i>If "Yes," attach the statement required by General Instruction T</i> | | | |
| 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? | 6 | | 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 | 7 | | X |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► | | | |
| TN | | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | 8b | | 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 | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

Part VII-A Statements Regarding Activities (continued)

| | | |
|------------------------------|--|---|
| 11 | | X |
| 12 | | X |
| 13 | X | |
| Website address ► <u>N/A</u> | | |
| 14 | The books are in care of ► <u>SEE STATEMENT 16</u> | Telephone no. ► |
| Located at ► <u>ZIP+4</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. ► <u>15</u> | ► <input type="checkbox"/> |
| 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 ► | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |

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. | | |
| 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 | | |
| 1b | 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 ► <input type="checkbox"/> | |
| 1c | 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? <input type="checkbox"/> | |
| 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) <input type="checkbox"/> | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <input type="checkbox"/> | |
| 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) <input type="checkbox"/> | |
| 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> | |
| 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? <input type="checkbox"/> | |
| 4b | | |

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: | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> | 5b | |
| Organizations relying on a current notice regarding disaster assistance check here ► | | <input type="checkbox"/> | | |
| 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? | <input type="checkbox"/> Yes <input type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | <input type="checkbox"/> | 6b | X |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | <input type="checkbox"/> | 7b | |

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| 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**

Form 990-PF (2014)

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 ► | |

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 | | | 158,458. | |
| a Enter amount for 2013 only | | 23,071. | | |
| b Total for prior years 20 12 ,20 ,20 | | | | |
| 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: ► \$ 152,305. | | | 152,305. | |
| a Applied to 2013, but not more than line 2a | | | | |
| 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

a 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

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | | (a) 2014 | (b) 2013 | (c) 2012 | |
| 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)(ii) | | | | | |
| (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:

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|---|---------------------------|---------------|--------------------------------------|---------------|--|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue. | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | | | |
| 4 | Dividends and interest from securities | | | | | |
| 5 | Net rental income or (loss) from real estate | | | | | |
| a | Debt-financed property | | | | | |
| b | Not debt-financed property | | | | | |
| 6 | Net rental income or (loss) from personal property | | | | | |
| 7 | Other investment income | | | | | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory | | | | | |
| 11 | Other revenue: a _____ | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 | Subtotal Add columns (b), (d), and (e) | | | | | 314,704. |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | | 314,704. |
| | | | | | | 13 |

(See worksheet in line 13 instructions to verify calculations)

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

NOT APPLICABLE

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

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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |

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

**Sign
Here**

Signature of officer or trustee

Datu

► VICE PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

| | | | | | |
|---------------------------------------|----------------------------|----------------------|------|---|------|
| FIRST TENNESSEE BANK | | | | | |
| 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 |
| AGL CAPITAL CORP | 5.250% | 8/15/19 |
| AMG SOUTHERNSUN SMALL CP-I | | |
| ABBVIE INC | 1.750% | 11/06/17 |
| AGILENT TECH INC | 6.500% | 11/01/17 |
| ALLERGAN INC | | |
| THE ALLSTATE CORPORATION | | |
| AMAZON.COM INC | 1.200% | 11/29/17 |
| AMERICAN TOWER CORP | 3.400% | 2/15/19 |
| AMERIPRISE FINANCIAL INC. | | |
| APPLE COMPUTER INC | | |
| AUTOZONE INC | 5.500% | 11/15/15 |
| AVERY DENNISON | 3.350% | 4/15/23 |
| AVON PRODUCTS INC | 6.500% | 3/01/19 |
| BAIDU INC | 3.250% | 8/06/18 |
| BANK OF AMERICA CORP | | |
| BANK OF MONTREAL MTN | 2.500% | 1/11/17 |
| BANK OF NY MELLIO MTN | 2.100% | 8/01/18 |
| BANK NOVA SCOTIA | 2.050% | 10/30/18 |
| BARCLAYS BK MTN V-A | 2.000% | 10/09/20 |
| BIOMED REALTY LP | 2.625% | 5/01/19 |
| FIRST TENNESSEE BANK DEPOSIT ACCOUNT | | |
| BROWN CAP MGMT MID CAP-INST | | |
| CF INDUSTRIES HOLDINGS INC | | |
| CIGNA CORP | 2.750% | 11/15/16 |
| CVS CORP | | |
| CABOT CORP | 5.000% | 10/01/16 |
| CAMERON INTL CORP | 1.600% | 4/30/15 |
| CANYON TX INDEP SCH | 4.500% | 2/15/20 |
| CAPITAL ONE FIN CORP | | |
| CARDINAL HEALTH INC | 5.800% | 10/15/16 |
| CELGENE CORP | 2.250% | 5/15/19 |
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| | | |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---------------------------------|---|-----------------------------|
| CISCO SYSTEMS | 371. | 371. |
| CITIGROUP INC | 26. | 26. |
| CLIFFS NATURAL RES | 776. | 776. |
| COHEN & STEERS INSTL | 2,955. | 2,955. |
| COMMERCIAL NET INC | 445. | 445. |
| COMPUTER SCIENCES | 250. | 250. |
| CONOCOPHILLIPS | 440. | 440. |
| COSTCO COMPANIES | 15. | 15. |
| COVIDIEN INTL | 280. | 280. |
| DCP MIDSTREAM OP | 325. | 325. |
| DTE ENERGY CO | 289. | 289. |
| DANAHER CORP | 42. | 42. |
| DARDEN RESTAURANTS INC-W/I | 521. | 521. |
| DARDEN RESTAURANTS | 549. | 549. |
| DEERE & CO WITH RIGHTS EXP | 250. | 250. |
| JOHN DEERE CAP MTN | 485. | 485. |
| DIGITAL REALT LP | 675. | 675. |
| DIRECTV HLDG/FIN | 525. | 525. |
| DISCOVER BANK | 292. | 292. |
| DR PEPPER SNAPPLE GROUP INC | 375. | 375. |
| E M C CORP MASS | 196. | 196. |
| EMC CORP | 281. | 281. |
| EDWARDS LIFESCIENCES | 420. | 420. |
| EVEREST RE HLDGS | 1,080. | 1,080. |
| EXELIS INC | 638. | 638. |
| FAMILY DOLLAR | 750. | 750. |
| FHLB V-A | 1,495. | 1,495. |
| FHLB V-A | 563. | 563. |
| FHLB V-A | 206. | 206. |
| FHLB V-A | 117. | 117. |
| FHLB V-A | 200. | 200. |
| FHLB V-A | 744. | 744. |
| FFCB | 518. | 518. |
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---------------------------------|---|-----------------------------|
| FNMA | 1.750% 6/20/19 | 67. |
| FNMA V-A | 2.000% 6/28/27 | 2,200. |
| FORD MOTOR CREDIT CO | 8.000% 12/15/16 | 1,600. |
| FREEPOR-T-MCMORAN INC | | 337. |
| FRONTIER OIL | 6.875% 11/15/18 | 1,031. |
| GENERAL DYNAMICS CORP | | 239. |
| GEN ELEC CAP CRP MTN | 3.450% 5/15/24 | 24. |
| GEN ELEC CAP CRP MTN | 4.200% 2/15/14 | 315. |
| GEORGE WASHINGTON | 3.485% 9/15/22 | 567. |
| GILEAD SCIENCES INC | 2.050% 4/01/19 | 50. |
| GOLDMAN SACHS GP | 5.950% 1/18/18 | 880. |
| GOLDMAN SACHS GR INC | 5.150% 1/15/14 | 386. |
| JOHN HANCOCK MTN V-M | 2.256% 2/15/15 | 312. |
| HARMAN INTERNATIONAL IND'S | | 140. |
| HARSCO CORP | 5.750% 5/15/18 | 575. |
| HARTFORD SMALLCAP GROWTH-I | | 240. |
| HASBRO INC | 6.125% 5/15/14 | 459. |
| HESS CORP | 7.000% 2/15/14 | 525. |
| HEWLETT PACKARD CO | | 179. |
| HOSPIRA INC | 6.050% 3/30/17 | 605. |
| HOSPITALITY PROP | 7.875% 8/15/14 | 564. |
| HOWARD HUGHES MEDICL | 3.500% 9/01/23 | 576. |
| INGERSOLL-RAND CO | 4.750% 5/15/15 | 243. |
| INTEL CORP | | 388. |
| INTEL CORP | 1.350% 12/15/17 | 142. |
| ISHARES INTERMEDIATE CREDIT ETF | | 173. |
| JP MORGAN CHASE & CO | | 300. |
| JEFFERIES GROUP INC | 5.500% 3/15/16 | 825. |
| JOHNSON CITY HEALTH TN REV | MBIA 5.125% D | 256. |
| KOHL'S DEPT STORE | | 333. |
| KRAFT FOODS INC | 6.125% 8/23/18 | 919. |
| LABORATORY CORP | 3.125% 5/15/16 | 469. |
| LEE CNTY MS SCH DIS | 2.000% 9/01/19 | 67. |
| DHG693 K483 07/01/2015 | 14:11:34 | 8802639 |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | REVENUE NET INVESTMENT INCOME |
|--|---|--|
| LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9 | 202. | 202. |
| LOWES COS INC 5.000% 10/15/15 | 583. | 583. |
| MFS INTL VALUE-I | 4,149. | 4,149. |
| MANULIFE FIN CORP 3.400% 9/17/15 | 510. | 510. |
| MAY DEPT STORES CO 7.450% 10/15/16 | 1,052. | 1,052. |
| MCKESSON HBOC INC | 62. | 62. |
| MEDCO HEALTH SOL 4.125% 9/15/20 | 376. | 376. |
| MEDTRONIC INC 3.000% 3/15/15 | 300. | 300. |
| MEMPHIS-SHELBY TN 4.500% 7/01/14 | 225. | 225. |
| MERRILL LYNCH MTN 5.450% 7/15/14 | 545. | 545. |
| METLIFE INC | 293. | 293. |
| MURPHY OIL CORP 2.500% 12/01/17 | 244. | 244. |
| NATIONAL-OILWELL INC | 375. | 375. |
| NATIONAL RURAL UTIL 2.350% 6/15/20 | 215. | 215. |
| NETAPP INC 2.000% 12/15/17 | 166. | 166. |
| NOBLE HOLDING INTL 3.050% 3/01/16 | 300. | 300. |
| SOUTHERNSUN SM CAP FUND-INS | 610. | 610. |
| NVIDIA CORP | 12. | 12. |
| OCCIDENTAL PETROLEUM 674599105 | 235. | 235. |
| OKLAHOMA ST PRE 5.230% 7/01/15 | 246. | 246. |
| OPENHEIMER INTL GROWTH FD-Y | 1,569. | 1,569. |
| ORACLE CORPORATION | 2,042. | 2,042. |
| ORACLE CORP 2.250% 10/08/19 | 40. | 40. |
| OPENHEIMER DEVELOPING MKT-Y | 111. | 111. |
| PEPSICO INC 3.600% 3/01/24 | 1,110. | 1,110. |
| PETROBRAS INTL 2.875% 2/06/15 | 275. | 275. |
| PETROHAWK ENERGY 6.250% 6/01/19 | 431. | 431. |
| PETROLOGISTICS 6.250% 4/01/20 | 661. | 661. |
| PIONEER NAT RES 5.875% 7/15/16 | 122. | 122. |
| POWERSHARES SENIOR LOAN PORT | 881. | 881. |
| PRUDENTIAL FIN MTN 4.750% 4/01/14 | 224. | 224. |
| PUBLIC SERVICE ENTERPRISE GROUP INC | 238. | 238. |
| DHG693 K483 07/01/2015 14:11:34 | 311. | 311. |
| | 8802639 | |

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 |
| RALPH LAUREN CORP | 2.125% | 9/26/18 |
| ROPER TECHNOLOGIES INC | | |
| RYDER SYSTEM INC MTN | 2.350% | 2/26/19 |
| ST. PAUL TRAVELERS | 5.500% | 12/01/15 |
| SAN LUIS OBISPO CA | 4.200% | 9/01/14 |
| SCRIPPS NETWORKS | | |
| SENIOR HOUSING | 3.250% | 5/01/19 |
| SHERWIN-WILLIAMS CO | 1.350% | 12/15/17 |
| STRYKER CORP | 4.375% | 1/15/20 |
| SUNTRUST BANKS INC | 2.350% | 11/01/18 |
| TARGET CORP | | |
| TECH DATA CORP | 3.750% | 9/21/17 |
| THERMO FISHER SCIENTIFIC INC | | |
| TIME WARNER CABLE | 5.850% | 5/01/17 |
| TOTAL SYSTEM SVC | 2.375% | 6/01/18 |
| TRANSOCEAN INC | 4.950% | 11/15/15 |
| TRAVELERS COMPANIES INC | | |
| TRUSTMARK NATL BANK | 5.673% | 12/15/16 |
| TYSON FOODS INC | | |
| UNION PACIFIC | | |
| U.S. TREASURY NOTES | 1.750% | 9/30/19 |
| U.S. TREASURY NOTES | 1.875% | 11/30/21 |
| UNUMPROVIDENT CORP | | |
| UNUM GROUP | 7.125% | 9/30/16 |
| VANGUARD HIG DIV YIELD IN IV | | |
| VANGUARD S/C GROWTH INDX INS | | |
| VERIZON COMMUNICATIONS | | |
| VICTORY SYCAMORE ESTABLISHED VALU I | | |
| VOYA MIDCAP OPPORTUNITIES-I | | |
| WAL-MART STORES | | |
| WILLIAMS COS INC | 3.700% | 1/15/23 |
| WYNDHAM WORLDWID | 2.500% | 3/01/18 |
| DHG693 K483 | 07/01/2015 | 14:11:34 |
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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. |

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|-----------------------|----------------------|---------------|
| MEMPHIS SHELBY TN | 5,000. | 5,020. |
| JOHNSON CITY TN | 19,505. | 18,970. |
| NORTHGATE PA SCHOOL | 20,113. | 20,149. |
| JACKSON TN ENERGY | | |
| OKLAHOMA STATE | | |
| SAN LUIS OBISPO CA | | |
| LEE COUNTY MS SCHOOL | | |
| CANYON TX INDP SCHOOL | | |
| TENNESSEE STATE | | |
| US TREASURY NOTES | | |
| TOTALS | 111,071. | 110,531. |

FORM 990PF, PART II - CORPORATE STOCK

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

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. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|-----------------------------|----------------------|---------------|
| OPENHEIMER INTL GROWTH | 157,571. | 157,436. |
| VANGUARD SMALL CAP VALUE | | |
| VICTORY ESTABLISHED VALUE | 97,348. | 126,519. |
| HARTFORD SMALLCAP | 132,859. | 139,915. |
| OPENHEIMER 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. |

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|-----------------------|----------------------|---------------|
| CAMERON INTERNATIONAL | 17,129. | 15,931. |
| PIONEER NATURAL RES | 14,724. | 14,974. |
| WYNDHAM WORLDWIDE | 14,907. | 15,084. |
| NETAPP INC | 10,276. | 10,144. |
| DCP MIDSTREAM | 15,365. | 14,938. |
| PETROBRAS INTL | 14,673. | 14,897. |
| RYDER SYSTEM INC | 15,168. | 15,110. |
| RALPH LAUREN CORP | 17,581. | 16,697. |
| QUEST DIAGNOSTIC | | |
| COMMERCIAL NET INC | 15,291. | 15,740. |
| DISCOVER BANK | 15,175. | 15,092. |
| SUNTRUST BANKS | 15,140. | 14,872. |
| TOTAL SYSTEM SERVICE | 3,604. | 3,330. |
| AGILENT TECH INC | 15,039. | 14,910. |
| MURPHY OIL | | |
| TIME WARNER CABLE | 15,031. | 15,206. |
| EDWARDS LIFESCIENCES | | |
| HOSPITALITY PROP | 16,446. | 15,503. |
| JEFFERIES GROUP | 15,556. | 15,394. |
| LABORATORY CORP | 22,927. | 21,848. |
| UNUM GROUP | | |
| 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. |

FORM 990PF, PART II - CORPORATE BONDS

| 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 | 19,993. | 19,653. |
| FHLB | | |
| CITIGROUP | 25,018. | 24,598. |
| FFCB | | |
| 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 | | |
| FHLB | | |
| HOSPIRA INC | 44,827. | 44,730. |
| NATIONAL RURAL UTILITIES | 9,124. | 9,704. |
| MEDCO HEALTH SOLUTIONS | 11,411. | 10,782. |
| BARCLAYS | 14,961. | 14,897. |
| TRANSOCEAN INC | 15,819. | 15,928. |
| | 9,985. | 9,657. |
| | 13,078. | 12,030. |

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|----------------------|----------------------|---------------|
| 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. |
| CELEGENE 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 MELL | 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 | | |
| DARDEN RESTAURANTS | 15,975. | 15,822. |

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 |
|-------------------------|----------------------|---------------|
| 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. |
| TOTALS | 1,443,795. | 1,420,358. |

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STATEMENT 15

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

27-6666279

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

STATEMENT 16