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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE HASLAM 3 FOUNDATION INC		A Employer identification number 62-1867421	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 10573		Room/suite	B Telephone number (see instructions) (865) 384-4178
City or town, state or province, country, and ZIP or foreign postal code KNOXVILLE, TN 37919			C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 7,288,141		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐			

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)	7,007,500			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	43,830	43,830		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	212,402			
	b Gross sales price for all assets on line 6a 461,634				
	7 Capital gain net income (from Part IV, line 2) . . .		212,402		
	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	7,263,732	256,232		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	65,903	0		0
	18 Taxes (attach schedule) (see instructions) . . .	3,776	756		20
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	17,283	16,911		372
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	86,962	17,667		392
	25 Contributions, gifts, grants paid	6,025,850			6,025,850
	26 Total expenses and disbursements. Add lines 24 and 25	6,112,812	17,667		6,026,242
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,150,920			
	b Net investment income (if negative, enter -0-)		238,565		
	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	130,903	1,373,258	1,373,258
	2	Savings and temporary cash investments	707,742	130,035	130,035
	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) ▶ _____ 1,625,000 Less allowance for doubtful accounts ▶ _____ 0	1,674,782	1,625,000	1,625,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,778,113	2,314,167	3,150,027
	c	Investments—corporate bonds (attach schedule).			
	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 ▶ _____)	500,000	500,000	1,009,821	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,791,540	5,942,460	7,288,141	
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)	1,625,000	1,625,000	
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	1,625,000	1,625,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	3,166,540	4,317,460	
	30	Total net assets or fund balances (see instructions)	3,166,540	4,317,460	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	4,791,540	5,942,460	

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 3,166,540
2	Enter amount from Part I, line 27a	2 1,150,920
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 4,317,460
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 4,317,460

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus 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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	212,402
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 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	2,430,084	3,938,855	0.616952
2012	1,155,580	3,460,049	0.333978
2011	2,179,619	3,499,781	0.622787
2010	759,993	3,382,880	0.224659
2009	2,302,975	4,845,579	0.475273

2	Total of line 1, column (d).	2	2.273649
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	0.454730
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	4,336,285
5	Multiply line 4 by line 3.	5	1,971,839
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,386
7	Add lines 5 and 6.	7	1,974,225
8	Enter qualifying distributions from Part XII, line 4.	8	6,026,242

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		12,386	
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-)		0	
3		Add lines 1 and 2.		2,386	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		2,386	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	3,986
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		3,986	
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		1,600	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 1,600 Refunded ☐		0	

Part VII-AStatements 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
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• 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	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TN				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of NOVINGER BALL ZIVI PC Telephone no (865) 584-1184 Located at 4110 SUTHERLAND AVENUE KNOXVILLE TN ZIP+4 37919			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes 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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

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

5a

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

(1)

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

YesNo

(2)

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

YesNo

(3)

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

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

YesNo

(5)

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

YesNo

b

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

5b

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

c

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

YesNo

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?

YesNo

b

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

6b

No

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

7a

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

YesNo

b

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

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

2

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

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

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

0

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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		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NO PROGRAM RELATED INVESTMENTS DURING THE CURRENT TAX YEAR	0
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,308,120
b	Average of monthly cash balances.	1b	94,200
c	Fair market value of all other assets (see instructions).	1c	1,625,000
d	Total (add lines 1a, b, and c).	1d	6,027,320
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	1,625,000
3	Subtract line 2 from line 1d.	3	4,402,320
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	66,035
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,336,285
6	Minimum investment return. Enter 5% of line 5.	6	216,814

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	216,814
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	2,386
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,386
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	214,428
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	214,428
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	214,428

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	6,026,242
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,026,242
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	2,386
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,023,856

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				214,428
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	2,060,886			
b From 2010.	596,321			
c From 2011.	2,006,345			
d From 2012.	986,539			
e From 2013.	2,236,955			
f Total of lines 3a through e.	7,887,046			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 6,026,242				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				214,428
e Remaining amount distributed out of corpus	5,811,814			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,698,860			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .	2,060,886			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	11,637,974			
10 Analysis of line 9				
a Excess from 2010. . . .	596,321			
b Excess from 2011. . . .	2,006,345			
c Excess from 2012. . . .	986,539			
d Excess from 2013. . . .	2,236,955			
e Excess from 2014. . . .	5,811,814			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011		
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

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

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

b

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

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

c

Any submission deadlines

JUNE 30, DECEMBER 31

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	6,025,850
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1908 563 SHS ARBITRAGE FUND CLASS I		2010-09-17	2014-05-20
0 359 SHS ARBITRAGE FUND CLASS I		2011-12-16	2014-05-20
43 827 SHS ARBITRAGE FUND CLASS I		2011-12-16	2014-05-20
3 599 SHS ARBITRAGE FUND CLASS I		2010-12-16	2014-05-20
40 695 SHS ARBITRAGE FUND CLASS I		2010-12-16	2014-05-20
40 634 SHS ARBITRAGE FUND CLASS I		2012-12-18	2014-05-20
0 015 SHS ARBITRAGE FUND CLASS I		2010-12-16	2014-05-20
715 717 SHS LONGLEAF PARTNERS GROWTH FUND		2003-12-15	2014-05-20
600 SHS GREENLIGHT CAPITAL RE LTD		2009-12-03	2014-05-20
28 915 SHS SELECTED AMERICAN SHARES CL D		2014-07-01	2014-08-07

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

(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)
24,506		25,000	-494
5		5	0
563		572	-9
46		46	0
523		520	3
522		515	7
			0
24,980		20,923	4,057
18,959		14,284	4,675
1,359		1,421	-62

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-494
			0
			-9
			0
			3
			7
			0
			4,057
			4,675
			-62

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
480 301 SHS SELECTED AMERICAN SHARES CL D		2014-07-01	2014-08-07
3 63 SHS SELECTED AMERICAN SHARES CL D		2014-07-01	2014-08-07
18 504 SHS SELECTED AMERICAN SHARES CL D		2013-12-19	2014-08-07
310 SHS GULFPORT ENERGY CORP		2014-05-16	2014-10-13
340 SHS RICE ENERGY INC		2014-05-16	2014-10-13
10 SHS CABELAS INC		2013-10-09	2014-07-31
120 SHS CABELAS INC		2013-11-12	2014-07-31
40 SHS CB RICHARD ELLIS GROUP INC		2013-11-25	2014-11-19
260 SHS CB RICHARD ELLIS GROUP INC		2013-11-27	2014-11-19
120 SHS GENERAC HOLDINGS INC		2014-05-15	2014-09-23

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

(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)
22,580		23,607	-1,027
171		178	-7
870		906	-36
13,603		19,027	-5,424
7,671		10,456	-2,785
587		609	-22
7,045		7,376	-331
1,311		952	359
8,524		6,311	2,213
5,058		6,101	-1,043

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,027
			-7
			-36
			-5,424
			-2,785
			-22
			-331
			359
			2,213
			-1,043

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
160 SHS GENERAC HOLDINGS INC		2014-05-15	2014-11-19
170 SHS LULULEMON ATHLETICA INC		2014-01-14	2014-01-23
280 SHS BROOKFIELD ASSET MANAGEMENT INC		2008-11-24	2014-12-08
440 SHS CB RICHARD ELLIS GROUP INC		2011-12-20	2014-07-31
30 SHS CB RICHARD ELLIS GROUP INC		2011-12-20	2014-11-19
30 SHS GARMIN LTD		2010-10-04	2014-02-26
30 SHS GARMIN LTD		2011-01-12	2014-02-26
40 SHS GARMIN LTD		2011-01-12	2014-02-26
20 SHS HARLEY DAVIDSON INC		2013-01-18	2014-05-01
10 SHS HARLEY DAVIDSON INC		2013-02-01	2014-05-01

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

(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)
6,845		8,135	-1,290
7,977		8,404	-427
13,598		3,526	10,072
13,684		6,535	7,149
984		446	538
1,561		894	667
1,561		924	637
2,081		1,232	849
1,454		1,041	413
727		526	201

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,290
			-427
			10,072
			7,149
			538
			667
			637
			849
			413
			201

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100 SHS HARLEY DAVIDSON INC		2013-02-20	2014-05-01
60 SHS KIRBY CORPORATION		2006-08-10	2014-07-31
13 SHS MARKEL CORP		2013-05-06	2014-09-23
5 SHS MARKEL CORP		2010-11-05	2014-11-19
10 SHS MARKEL CORP		2010-12-16	2014-11-19
2 SHS MARKEL CORP		2013-05-06	2014-11-19
125 SHS MICROS SYSTEMS INC		2013-02-21	2014-06-18
105 SHS MICROS SYSTEMS INC		2013-03-11	2014-06-18
140 SHS MICROS SYSTEMS INC		2012-12-17	2014-06-24
75 SHS MICROS SYSTEMS INC		2013-03-11	2014-06-24

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

(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)
7,269		5,236	2,033
6,991		1,839	5,152
8,249		6,930	1,319
3,462		1,823	1,639
6,923		3,789	3,134
1,385		1,066	319
8,260		5,354	2,906
6,938		4,451	2,487
9,491		5,528	3,963
5,085		3,180	1,905

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,033
			5,152
			1,319
			1,639
			3,134
			319
			2,906
			2,487
			3,963
			1,905

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
130 SHS PAYCHEX INC		2011-09-26	2014-01-15
26 SHS SHERWIN WILLIAMS CO		2009-03-05	2014-03-27
40 SHS SHERWIN WILLIAMS CO		2013-07-22	2014-09-12
20 SHS SHERWIN WILLIAMS CO		2013-07-22	2014-12-08
40 SHS SIGNET JEWELERS LIMITED		2009-09-11	2014-02-26
200 SHS SIGNET JEWELERS LIMITED		2010-02-11	2014-02-26
50 SHS SIGNET JEWELERS LIMITED		2009-10-30	2014-03-28
70 SHS SIGNET JEWELERS LIMITED		2009-10-30	2014-07-31
90 SHS WILLIAMS-SONOMA INC		2013-01-07	2014-08-18
90 SHS WILLIAMS-SONOMA INC		2013-01-07	2014-12-15

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

(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)
5,688		3,449	2,239
5,000		1,163	3,837
8,591		6,884	1,707
4,959		3,442	1,517
3,842		1,065	2,777
19,209		5,314	13,895
5,244		1,293	3,951
7,171		1,811	5,360
6,390		4,117	2,273
6,467		4,117	2,350

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,239
			3,837
			1,707
			1,517
			2,777
			13,895
			3,951
			5,360
			2,273
			2,350

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
40 SHS WILLIAMS-SONOMA INC		2013-01-18	2014-12-15
220 SHS WOLVERINE WORLD WIDE INC		2013-02-20	2014-11-19
20 053 SHS ARBITRAGE FUND CLASS I		2012-12-18	2014-05-20
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,874		1,779	1,095
6,022		4,876	1,146
257		254	3
126,512			126,512

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,095
			1,146
			3
			126,512

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

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

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

SUSAN B HASLAM
JAMES A HASLAM III

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOY SCOUTS OF AMERICA TRUST PO BOX 51885 KNOXVILLE,TN 37950	N/A	501(C)(3) 509(A)(1)	YOUTH ORGANIZATION DEDICATED TO DEVELOPING THE CITIZENSHIP, CHARACTER AND PERSONAL FITNESS OF ITS MEMBERS	30,000
BOYS AND GIRLS CLUBS OF CLEVELAND 6114 BROADWAY AVENUE CLEVELAND,OH 44127	N/A	501(C)(3) 509(A)(1)	IN SUPPORT OF THE ENDOWMENT CAMPAIGN	20,000
BREAKTHROUGH CORPORATION 1805 MARYVILLE PIKE KNOXVILLE,TN 37920	N/A	501(C)(3) 509(A)(1)	TO PROVIDE SPECIALIZED SERVICES FOR ADULTS WITH AUTISM IN EAST TENNESSEE	1,000
EAST TENNESSEE CHILDREN'S HOSPITAL ASSOCIATION INC 2018 CLINCH AVENUE KNOXVILLE,TN 37916	N/A	501(C)(3) 509(A)(1)	PROVIDING QUALITY HEALTHCARE TO INFANTS AND CHILDREN	75,000
EMERALD YOUTH FOUNDATION 1718 N CENTRAL STREET KNOXVILLE,TN 37917	N/A	501(C)(3) 509(A)(1)	TO DEVELOP CHRISTIAN LEADERS WHO USE THEIR KNOWLEDGE, SKILLS, AND GIFTS TO RENEW THEIR NEIGHBORHOODS	57,500
KNOX YOUTH SPORTS INC 5908 LYONS VIEW DR KNOXVILLE,TN 37919	N/A	501(C)(3) 509(A)(2)	ORGANIZE AND OPERATE BASEBALL, SOFTBALL, AND BASKETBALL LEAGUES FOR MORE THAN 2,000 CHILDREN AGES 4-12 EACH YEAR	10,000
KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK DRIVE KNOXVILLE,TN 379161653	N/A	501(C)(3) 509(A)(2)	TO PRESENT ART DISPLAYS WHICH REPRESENT DIVERSE CULTURES, PERIODS, STYLES AND MEDIAS	10,000
KNOXVILLE SYMPHONY SOCIETY INC 100 S GAY SST STE 302 KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(1)	TO SUPPORT THE KNOXVILLE SYMPHONY ORCHESTRA SEASON	20,000
KNOXVILLE ZOOLOGICAL GARDENS INC PO BOX 6040 KNOXVILLE,TN 37914	N/A	501(C)(3) 509(A)(2)	TO PROVIDE CARE FOR THE ANIMALS OF THE KNOXVILLE ZOO AND TO PERFORM RESEARCH INTO THE PRESERVATION AND CONSERVATION OF WILDLIFE AND NATURAL RESOURCES	30,000
LAKESHORE PARK 4823 OLD KINGSTON PIKE STE 300 KNOXVILLE,TN 37919	N/A	501(C)(3) 509(A)(1)	TO PROVIDE RECREATIONAL OPPORTUNITIES TO THOUSANDS OF VISITORS EACH YEAR	70,000
MARYVILLE COLLEGE 502 E LAMAR ALEXANDER PARKWAY MARYVILLE,TN 378045907	N/A	501(C)(3) 509(A)(1)	TO SUPPORT THE CIVIC/FINE ARTS CENTER OF MARYVILLE COLLEGE	45,000
NANTUCKET DREAMLAND FOUNDATION PO BOX 989 NANTUCKET,MA 02554	N/A	501(C)(3) 509(A)(1)	TO DEVELOP AND RUN A COMMUNITY, ARTS AND CULTURAL CENTER IN NANTUCKET, MA	10,000
SCONSET TRUST INC PO BOX 821 SIASCONSET,MA 02564	N/A	501(C)(3) 509(A)(1)	CONSERVATION OF AREAS OF OPEN LAND AND PUBLIC WATER RESOURCES	40,000
THE UNIVERSITY OF TENNESSEE FOUNDATION INC 1609 MELROSE AVENUE KNOXVILLE,TN 37996	N/A	501(C)(3) 509(A)(1)	TO PROVIDE SUPPORT FOR THE MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES AND THE FORENSIC ANTHROPOLOGY PROGRAM	4,937,500
TN ACHIEVES 10427 PETSAFE WAY KNOXVILLE,TN 37932	N/A	501(C)(3) 509(A)(1)	TO INCREASE HIGHER EDUCATION OPPORTUNITIES FOR TENNESSEE PUBLIC HIGH SCHOOL STUDENTS BY PROVIDING LAST DOLLAR SCHOLARSHIPS WITH MENTOR GUIDANCE	30,000
Total  3a				6,025,850

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF GREATER KNOXVILLE INC 1301 HANNAH AVENUE KNOXVILLE,TN 37921	N/A	501(C)(3) 509(A)(1)	TO ADVANCE THE COMMON GOOD OF THE LOCAL COMMUNITY AND TO HELP PEOPLE BECOME SELF-SUFFICIENT	100,000
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE,TN 37923	N/A	501(C)(3) 509(A)(1)	MAINTENANCE OF EDUCATIONAL INSTITUTION PROPERTIES	37,500
WILLOW CREEK ASSOCIATION PO BOX 3188 BARRINGTON,IL 60011	N/A	501(C)(3) 509(A)(1)	TO BRING GOD INSPIRED, TRANSFORMATIONAL LEADERSHIP TRAINING TO LEADERS IN OUR COUNTRY AND AROUND THE WORLD	50,000
WORD OF GOD MINISTRY 1856 RIVERSHORE DR KNOXVILLE,TN 37914	N/A	501(C)(3) 509(A)(1)	FOR SPIRITUAL GROWTH AND DISCIPLESHIP AS WELL AS SHARING THE GOOD NEWS OF CHRIST	1,000
YMCA OF EAST TENNESSEE INC 136 FOX ROAD KNOXVILLE,TN 37922	N/A	501(C)(3) 509(A)(2)	TO SUPPORT THE ANNUAL STRONG COMMUNITIES CAMPAIGN	5,000
YOUTH VILLAGES FOUNDATION INC 3320 BROTHER BLVD BARTLETT,TN 38133	N/A	501(C)(3) 509(A)(3)	TO PROVIDE FINANCIAL AND SUPPORT SERVICES FOR YOUTH VILLAGES, INC AND YOUTH VILLAGES - GERMAINE LAWRENCE, INC	20,000
BOYS AND GIRLS CLUB OF THE TN VALLEY 1100 MARION ST STE 100 KNOXVILLE,TN 37921	N/A	501(C)(3) 509(A)(1)	TO ENABLE ALL YOUNG PEOPLE TO REALIZE THEIR FULL POTENTIAL AS PRODUCTIVE, RESPONSIBLE CARING CITIZENS	10,000
CHEEKWOOD SOCIETY 1200 FORREST PARK DR NASHVILLE,TN 37205	N/A	501(C)(3) 509(A)(1)	TO PRESENT EXCITING ART AND GARDEN EXHIBITIONS, PLAN MULTI-CULTURAL AND SEASONAL PROGRAMS, AND WORK TO PRESERVE A BEAUTIFUL HISTORICAL SETTING FOR MEMBERS AND VISITORS TO ENJOY	2,500
CMOHS CONVENTION - KNOXVILLE 11400 PARKSIDE DRIVE KNOXVILLE,TN 37934	N/A	501(C)(3) 509(A)(1)	TO FORM BONDS OF FRIENDSHIP AND COMRADESHIP AMONG ALL HOLDERS OF THE CONGRESSIONAL MEDAL OF HONOR	3,500
CRU PO BOX 628222 ORLANDO,FL 32862	N/A	501(C)(3) 509(A)(1)	TO HELP FULFILL THE GREAT COMMISSION IN THE POWER OF THE HOLY SPIRIT BY WINNING PEOPLE TO FAITH IN JESUS CHRIST	14,100
CUMBERLAND HEIGHTS 8283 RIVER ROAD NASHVILLE,TN 37209	N/A	501(C)(3) 509(A)(2)	TO HELP YOUTH AND THEIR FAMILIES TO FIND THE MOST EFFECTIVE WAY TO DEAL WITH THE CHALLENGES THEY FACE AND COMMIT TO RECOVERY	5,000
DOGWOOD ARTS FESTIVAL 602 S GAY STREET KNOXVILLE,TN 37902	N/A	501(C)(3) 509(A)(1)	TO PROMOTE AND CELEBRATE THE REGION'S ART, CULTURE, AND NATURAL BEAUTY	15,000
THE MUSE OF KNOXVILLE - MUSEUM OF UNDERSTANDING SCIENCE & EXPLORATION PO BOX 30475 KNOXVILLE,TN 37930	N/A	501(C)(3) 509(A)(1)	TO PROVIDE CHILDREN AND FAMILIES WITH INNOVATIVE MUSEUM EXPERIENCES THAT INSPIRE JOY, CREATIVITY AND CURIOSITY	4,250
FISK UNIVERSITY 1000 17TH AVENUE NORTH NASHVILLE,TN 37208	N/A	501(C)(3) 509(A)(1)	TO PRODUCE GRADUATES FROM DIVERSE BACKGROUNDS WITH THE INTEGRITY AND INTELLECT REQUIRED FOR SUBSTANTIVE CONTRIBUTIONS TO SOCIETY	2,500
FRIENDS OF BREAKTHROUGH SCHOOLS 3615 SUPERIOR AVE SUITE 3103A CLEVELAND,OH 44114	N/A	501(C)(3) 509(A)(1)	TO PROVIDE HIGH-QUALITY EDUCATION FOR K-8 STUDENTS IN ORDER TO PREPARE THEM FOR SUCCESS IN HIGH SCHOOL, COLLEGE, AND BEYOND	75,000
Total  3a				6,025,850

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GORDON SQUARE ARTS DISTRICT 6516 DETROIT AVENUE CLEVELAND, OH 44102	N/A	501(C)(3) 509(A)(1)	TO SUPPORT THE BUILDING PROJECTS OF PERFORMING ARTS PARTNERS, CLEVELAND PUBLIC THEATRE (CPT) AND NEAR WEST THEATRE (NWT), AS THEY COMPLETE CPT'S URGENTLY NEEDED SAFETY AND ACCESSIBILITY UPGRADES AND THE CONSTRUCTION OF A NEW HOME FOR NWT	25,000
NASHVILLE ZOO 3777 NOLENSVILLE ROAD NASHVILLE, TN 37211	N/A	501(C)(3) 509(A)(2)	TO CREATE A WORLD-CLASS ZOO FOR NASHVILLE WHILE BRINGING ONE-OF-A-KIND EXPERIENCES TO BOTH CHILDREN AND ADULTS	5,000
PELLISSIPPI STATE COMMUNITY COLLEGE PO BOX 22990 KNOXVILLE, TN 37933	N/A	501(C)(3) 509(A)(1)	TO FURNISH STUDENTS WITH THE QUALITY EDUCATIONAL OPPORTUNITIES FOR WHICH PELLISSIPPI STATE IS RECOGNIZED	200,000
ROCK AND ROLL HALL OF FAME AND MUSEUM 1100 ROCK AND ROLL BLVD CLEVELAND, OH 44114	N/A	501(C)(3) 509(A)(1)	TO ENGAGE, TEACH, AND INSPIRE THROUGH THE POWER OF ROCK AND ROLL	10,000
THE INNER-CITY SCHOLARSHIP FUND 260 FRANKLIN STREET SUITE 630 BOSTON, MA 02110	N/A	501(C)(3) 509(A)(1)	TO CHANGE LIVES BY PROVIDING FAMILIES WITH DEMONSTRATED FINANCIAL NEED AN OPPORTUNITY TO GIVE THEIR SONS AND DAUGHTERS A QUALITY EDUCATION, FOCUSED ON CHRISTIAN VALUES AND CHARACTER FORMATION AT CATHOLIC SCHOOLS LOCATED THROUGHOUT THE ARCHDIOCESE OF BOSTON, REGARDLESS OF RACE, RELIGION, ETHNICITY OR GENDER	5,000
THE O'CONNOR SENIOR CENTER 611 WINONA STREET KNOXVILLE, TN 37917	N/A		TO PLAN SERVICES FOR SENIOR CITIZENS, ASSESSING NEEDS OF OLDER CITIZENS AND DEVELOPING RESOURCES TO MEET THOSE NEEDS	2,000
UNITED WAY OF BLOUNT COUNTY 1615 E BROADWAY AVE MARYVILLE, TN 37804	N/A	501(C)(3) 509(A)(1)	TO IMPROVE LIVES BY MOBILIZING THE CARING POWER OF OUR COMMUNITIES	10,000
UNITED WAY OF CHATTANOOGA PO BOX 4027 CHATTANOOGA, TN 37405	N/A	501(C)(3) 509(A)(1)	TO ADVANCE THE COMMON GOOD OF THE LOCAL COMMUNITY AND TO HELP PEOPLE BECOME SELF-SUFFICIENT	10,000
UNIVERSITY CIRCLE INC 10831 MAGNOLIA DRIVE CLEVELAND, OH 44106	N/A	501(C)(3) 509(A)(2)	TO PROVIDE UNIQUE ARTS AND CULTURE PROGRAMMING FOR THE COMMUNITY AND TO ATTRACT VISITORS TO UNIVERSITY CIRCLE AND ITS WORLD CLASS RESOURCE	5,000
UNIVERSITY HEALTH SYSTEM INC 9000 EXECUTIVE PARK DRIVE D-240 KNOXVILLE, TN 37923	N/A	501(C)(3) 509(A)(1)	TO IMPROVE THE ALREADY OUTSTANDING PATIENT CARE THAT IS THE HALLMARK OF THE UNIVERSITY OF TENNESSEE MEDICAL CENTER AND UT GRADUATE SCHOOL OF MEDICINE	20,000
YOUNG-WILLIAMS ANIMAL CENTER 3201 DIVISION ST KNOXVILLE, TN 37919	N/A	501(C)(3) 509(A)(1)	TO SERVE THE COMMUNITY THROUGH INNOVATIVE APPROACHES TO SHELTERING, ADOPTING, SPAY AND NEUTERING OF ANIMALS, AND PUBLIC EDUCATION ABOUT ANIMAL WELFARE	2,500
Total  3a				6,025,850

TY 2014 Investments Corporate
Stock Schedule

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AIRGAS, INC	18,215	23,036
AMETEK INC	9,649	19,473
AMPHENOL CORP CLASS A	17,073	30,134
BROOKFIELD ASSET MANAGEMENT INC	5,856	23,310
CABELAS INC	18,740	15,813
CB RICHARD ELLIS GROUP INC	6,660	9,590
DENTSPLY INTERNATIONAL INC	35,363	49,807
FIRST REPUBLIC BANK	16,017	26,060
GARMIN LTD	7,150	12,679
HARLEY DAVIDSON INC	22,782	30,319
HEICO CORP	2,817	6,161
IHS INC	9,544	26,192
KIRBY CORPORATION	16,543	35,526
MARKEL CORP	7,290	13,657
MOHAWK INDUSTRIES INC	32,976	46,608
MSC INDUSTRIAL DIRECT INC CL A	31,343	34,125
O'REILLY AUTOMOTIVE INC	17,903	72,233
PALL CORP	22,283	40,484
PAYCHEX INC	8,384	14,774
PERKINELMER INC	2,660	8,746
ROLLINS INC	7,278	8,606
SCRIPPS NETWORKS INTERACTIVE INC CL A	5,841	7,527
SHERWIN WILLIAMS CO	11,536	37,878
SIGNET JEWELERS LIMITED	15,276	27,630
TEMPUR SEALY INTERNATIONAL INC	24,699	34,044
TRANSDIGM GROUP INC	6,618	30,434
WILLIAMS-SONOMA INC	16,587	32,542
WOLVERINE WORLD WIDE INC	8,974	12,377
APPLE INC	84,276	123,626
BERKSHIRE HATHAWAY INC CL B	46,030	150,150

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COCA-COLA COMPANY	72,456	109,772
EXXON MOBIL CORP	49,922	75,809
FLOWERS FOODS INC	83,528	151,121
JOHNSON & JOHNSON	70,303	125,484
LEVEL 3 COMMUNICATIONS INC	132,934	210,359
GABELLI ABC FUND ADV CL	26,976	27,569
LONGLEAF PARTNERS GROWTH FUND	216,934	255,810
LONGLEAF PARTNERS INTERNATIONAL FUND	187,533	202,253
OAKMARK I FUND	282,950	340,883
SELECTED AMERICAN SHARES CL D	266,103	290,610
VANGUARD SHORT-TERM INVESTMENT GRADE ADM	54,639	54,171
GULFPORT ENERGY CORP	18,413	12,522
RICE ENERGY INC	26,755	18,244
OAKMARK INTL FUND CLASS I	211,998	189,959
ALLEGION PLC	17,590	19,411
F M C CORP	30,202	27,945
IDEXX LABORATORIES INC	21,453	25,206
SS&C TECHNOLOGIES HLDGS	7,115	9,358
MICRO SYSTEMS INC	0	0
GREENLIGHT CAPITAL RE LTD	0	0
ARBITRAGE FUND CLASS I	0	0

TY 2014 Other Assets Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GREENLIGHT MASTERS OFFSHORE LTD	500,000	500,000	1,009,821

TY 2014 Other Expenses Schedule**Name:** THE HASLAM 3 FOUNDATION INC**EIN:** 62-1867421

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	16,911	16,911		0
BANK SERVICE CHARGES	292	0		292
OFFICE EXPENSES	80	0		80

TY 2014 Taxes Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	756	756		0
TENNESSEE REPORT FEE	20	0		20
FEDERAL TAX PAYMENT	3,000	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2014
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Name of the organization THE HASLAM 3 FOUNDATION INC	Employer identification number 62-1867421
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Organization type (check one)

Filers of: Form 990 or 990-EZ	Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Employer identification number
62-1867421

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES A III AND SUSAN B HASLAM 5020 LYONS VIEW PIKE KNOXVILLE, TN 379196407	\$ 7,007,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE HASLAM 3 FOUNDATION INC	Employer identification number 62-1867421
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Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____

Name of organization THE HASLAM 3 FOUNDATION INC	Employer identification number 62-1867421
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Part III

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

Use duplicate copies of Part III if additional space is needed.

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