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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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

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)* ▶$ 5,836,884

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)	4,500,000			
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	40,589	40,589		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	232,849			
b	Gross sales price for all assets on line 6a 644,699				
7	Capital gain net income (from Part IV, line 2)		232,849		
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	4,773,438	273,438		
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)	1,434	614		20
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	16,579	16,564		15
24	**Total operating and administrative expenses.** Add lines 13 through 23	83,916	17,178		35
25	Contributions, gifts, grants paid	5,751,546			5,751,546
26	**Total expenses and disbursements.** Add lines 24 and 25	5,835,462	17,178		5,751,581
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-1,062,024			
b	**Net investment income** (if negative, enter -0-)		256,260		
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	1,373,258	479,974	479,974
2	Savings and temporary cash investments	130,035	78,028	78,028
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	1,625,000	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)	2,314,167	2,197,434	2,731,685
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	922,197
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,942,460	4,880,436	5,836,884
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	4,317,460	3,255,436	
30	**Total net assets or fund balances** (see instructions)	4,317,460	3,255,436	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,942,460	4,880,436	

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	4,317,460
2	Enter amount from Part I, line 27a	2	-1,062,024
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	3,255,436
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,255,436

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			(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	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	232,849
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))
2014	6,023,856	4,336,285	1 389174
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

2	**Total** of line 1, column (d).	2	3 187550
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 637510
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	4,254,900
5	Multiply line 4 by line 3.	5	2,712,541
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,563
7	Add lines 5 and 6.	7	2,715,104
8	Enter qualifying distributions from Part XII, line 4.	8	5,751,581

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	**1**	2,563
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	**2**	0
3	Add lines 1 and 2	**3**	2,563
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	**4**	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	**5**	2,563
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — **6a** 1,600		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c** 7,200		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	**7**	8,800
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	**8**	12
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**	6,225
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 6,225 **Refunded** ▶	**11**	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		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? *If "Yes," attach a detailed description of the activities*	**2**		No
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? *If "Yes," attach the statement required by General Instruction T*	**5**		No
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 2015 or the taxable year beginning in 2015 (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)*

			Yes	No
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 |

			Yes	No
16	At any time during calendar year 2015, 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		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

			Yes	No
	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? ☐ 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all**years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015).*	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 2015?	4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		No
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

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

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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	4,132,565
b	Average of monthly cash balances	1b	187,130
c	Fair market value of all other assets (see instructions)	1c	1,625,000
d	**Total** (add lines 1a, b, and c)	1d	5,944,695
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	4,319,695
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,795
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,254,900
6	**Minimum investment return.** Enter 5% of line 5	6	212,745

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	212,745
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 2,563		
b	Income tax for 2015 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,563
3	Distributable amount before adjustments Subtract line 2c from line 1	3	210,182
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	210,182
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	210,182

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	5,751,581
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	5,751,581
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	2,563
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,749,018

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					210,182
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2015					
a From 2010.	596,321				
b From 2011.	2,006,345				
c From 2012.	986,539				
d From 2013.	2,236,955				
e From 2014.	5,811,814				
f **Total** of lines 3a through e.		11,637,974			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 5,751,581					
a Applied to 2014, 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 2015 distributable amount.					210,182
e Remaining amount distributed out of corpus		5,541,399			
5 Excess distributions carryover applied to 2015 *(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		17,179,373			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions) . . .		596,321			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		16,583,052			
10 Analysis of line 9					
a Excess from 2011. . . .	2,006,345				
b Excess from 2012. . . .	986,539				
c Excess from 2013. . . .	2,236,955				
d Excess from 2014. . . .	5,811,814				
e Excess from 2015. . . .	5,541,399				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 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)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

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

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

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

c Any submission deadlines

JUNE 30, DECEMBER 31

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

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

Part XV Supplementary Information(continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				5,751,546
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

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. . .			14	40,589	
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.			14		
8 Gain or (loss) from sales of assets other than inventory			18	232,849	
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). .		0		273,438	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 273,438

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2016-11-12	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
AARON J STEINER CPA				P00286532

Firm's name ▶ STEINER & ELLIS PLLC

Firm's EIN ▶ 62-1873897

Firm's address ▶ 5516 LONAS DRIVE SUITE 260 KNOXVILLE, TN 37909

Phone no (865) 212-3800

Form 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)
LONGLEAF PARTNERS GROWTH FUND 670 466 SHS		2014-11-12	2015-06-29
LONGLEAF PARTNERS INTERNATIONAL FUND 775 434 SHS		2014-11-12	2015-06-29
LONGLEAF PARTNERS INTERNATIONAL FUND 33 12 SHS		2014-11-12	2015-06-29
LONGLEAF PARTNERS INTERNATIONAL FUND 68 819 SHS		2014-11-12	2015-06-29
OAKMARK I FUND 300 061 SHS		2014-12-18	2015-06-29
OAKMARK I FUND 3 061 SHS		2014-12-18	2015-06-29
FLOWERS FOODS INC 3000 SHS		2010-08-12	2015-06-29
GABELLI ABC FUND ADV CL 2539 573 SHS		2010-09-17	2015-09-29
GABELLI ABC FUND ADV CL 57 069 SHS		2010-12-29	2015-09-29
GABELLI ABC FUND ADV CL 2 076 SHS		2010-12-29	2015-09-29

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)
19,980		21,367	-1,387
10,930		11,770	-840
467		503	-36
970		1,045	-75
19,798		19,834	-36
202		202	0
64,163		31,820	32,343
25,682		24,986	696
577		558	19
21		20	1

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	
			-1,387
			-840
			-36
			-75
			-36
			0
			32,343
			696
			19
			1

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)
GABELLI ABC FUND ADV CL 13 746 SHS		2011-12-28	2015-09-29
GABELLI ABC FUND ADV CL 6 726 SHS		2011-12-28	2015-09-29
GABELLI ABC FUND ADV CL 48 962 SHS		2011-12-28	2015-09-29
GABELLI ABC FUND ADV CL 10 814 SHS		2012-12-18	2015-09-29
GABELLI ABC FUND ADV CL 61 094 SHS		2012-12-18	2015-09-29
GABELLI ABC FUND ADV CL 3 136 SHS		2012-12-18	2015-09-29
LONGLEAF PARTNERS INTERNATIONAL FUND 152 447 SHS		2010-12-29	2015-06-29
LONGLEAF PARTNERS INTERNATIONAL FUND 126 933 SHS		2012-11-08	2015-06-29
LONGLEAF PARTNERS INTERNATIONAL FUND 223 86 SHS		2012-12-28	2015-06-29
LONGLEAF PARTNERS INTERNATIONAL FUND 36 821 SHS		2013-12-30	2015-06-29

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)
139		133	6
68		65	3
495		473	22
109		107	2
618		603	15
32		31	1
2,149		2,345	-196
1,789		1,681	108
3,156		3,112	44
519		659	-140

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	
			6
			3
			22
			2
			15
			1
			-196
			108
			44
			-140

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)
SELECTED AMERICAN SHARES CL D 13 057 SHS		2013-07-01	2015-06-29
SELECTED AMERICAN SHARES CL D 31 812 SHS		2013-07-01	2015-06-29
SELECTED AMERICAN SHARES CL D 184 243 SHS		2013-07-01	2015-06-29
SELECTED AMERICAN SHARES CL D 0 604 SHS		2013-12-19	2015-06-29
SELECTED AMERICAN SHARES CL D 207 978 SHS		2013-12-19	2015-06-29
SELECTED AMERICAN SHARES CL D 12 351 SHS		2013-12-19	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 4697 811 SHS		2011-06-29	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 1 065 SHS		2011-06-30	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 32 04 SHS		2011-08-31	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 30 712 SHS		2011-09-30	2015-06-29

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)
580		590	-10
1,412		1,438	-26
8,180		8,330	-150
27		30	-3
9,233		10,187	-954
548		605	-57
50,107		50,518	-411
11		11	0
342		343	-1
328		327	1

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	
			-10
			-26
			-150
			-3
			-954
			-57
			-411
			0
			-1
			1

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)
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 31 173 SHS		2011-10-31	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 30 299 SHS		2011-11-30	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 31 277 SHS		2011-12-30	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 31 133 SHS		2012-01-31	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 29 385 SHS		2012-02-29	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 29 08 SHS		2012-03-30	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 27 881 SHS		2012-05-31	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 23 632 SHS		2012-06-29	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 9 225 SHS		2012-07-31	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 8 947 SHS		2012-08-31	2015-06-29

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)
332		334	-2
323		322	1
334		333	1
332		334	-2
313		316	-3
310		312	-2
297		299	-2
252		254	-2
98		100	-2
95		97	-2

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
			1
			1
			-2
			-3
			-2
			-2
			-2
			-2
			-2

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)
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 5 057 SHS		2012-09-28	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 8 971 SHS		2012-10-31	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 8 539 SHS		2012-11-30	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 6 511 SHS		2012-12-28	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 14 881 SHS		2012-12-28	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 8 521 SHS		2012-12-31	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 8 25 SHS		2013-01-31	2015-06-29
VANGUARD SHORT-TERM INVESTMENT GRADE ADM 7 29 SHS		2013-02-28	2015-06-29
F M C CORP 180 SHS		2014-12-16	2015-10-14
KIRBY CORPORATION 60 SHS		2014-12-09	2015-11-23

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)
54		55	-1
96		98	-2
91		93	-2
69		71	-2
159		161	-2
91		92	-1
88		89	-1
78		79	-1
6,719		9,835	-3,116
3,831		5,223	-1,392

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
			-2
			-2
			-2
			-2
			-1
			-1
			-1
			-3,116
			-1,392

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)
KIRBY CORPORATION 70 SHS		2015-01-09	2015-11-23
SS&C TECHNOLOGIES HLDGS 80 SHS		2014-09-23	2015-09-11
CABELAS INC 110 SHS		2013-06-24	2015-08-26
CABELAS INC 190 SHS		2013-10-09	2015-08-26
CB RICHARD ELLIS GROUP INC 280 SHS		2013-11-25	2015-01-14
F M C CORP 80 SHS		2014-06-30	2015-12-24
F M C CORP 110 SHS		2014-07-31	2015-12-24
F M C CORP 110 SHS		2014-09-12	2015-12-24
F M C CORP 10 SHS		2014-12-16	2015-12-24
HARLEY DAVIDSON INC 90 SHS		2013-01-18	2015-07-23

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)
4,470		5,785	-1,315
5,390		3,557	1,833
4,590		7,165	-2,575
7,929		11,575	-3,646
9,372		6,660	2,712
3,247		5,714	-2,467
4,465		7,228	-2,763
4,465		6,878	-2,413
406		546	-140
5,240		4,683	557

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	
			-1,315
			1,833
			-2,575
			-3,646
			2,712
			-2,467
			-2,763
			-2,413
			-140
			557

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)
HARLEY DAVIDSON INC 10 SHS		2012-12-11	2015-09-11
HARLEY DAVIDSON INC 150 SHS		2012-12-13	2015-09-11
HARLEY DAVIDSON INC 60 SHS		2013-01-18	2015-09-11
MOHAWK INDUSTRIES INC 40 SHS		2013-02-20	2015-01-14
MSC INDUSTRIAL DIRECT INC CL A 15 SHS		2012-07-27	2015-11-23
MSC INDUSTRIAL DIRECT INC CL A 15 SHS		2012-07-31	2015-11-23
MSC INDUSTRIAL DIRECT INC CL A 70 SHS		2014-04-16	2015-11-23
MSC INDUSTRIAL DIRECT INC CL A 60 SHS		2014-05-15	2015-11-23
O'REILLY AUTOMOTIVE INC 40 SHS		2013-07-24	2015-02-05
O'REILLY AUTOMOTIVE INC 20 SHS		2013-07-24	2015-05-07

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)
546		480	66
8,194		7,299	895
3,277		3,122	155
6,514		4,282	2,232
909		1,041	-132
909		1,032	-123
4,242		6,156	-1,914
3,636		5,358	-1,722
8,460		4,736	3,724
4,373		2,368	2,005

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	
			66
			895
			155
			2,232
			-132
			-123
			-1,914
			-1,722
			3,724
			2,005

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)
O'REILLY AUTOMOTIVE INC 33 SHS		2013-07-24	2015-07-23
O'REILLY AUTOMOTIVE INC 7 SHS		2013-07-24	2015-08-13
PALL CORP 70 SHS		2012-09-06	2015-06-29
PALL CORP 10 SHS		2012-11-07	2015-06-29
PALL CORP 50 SHS		2012-08-23	2015-07-23
PALL CORP 20 SHS		2012-09-06	2015-07-23
PALL CORP 50 SHS		2012-08-23	2015-07-27
PALL CORP 39 SHS		2012-08-24	2015-07-27
PALL CORP 161 SHS		2012-08-24	2015-08-13
SCRIPPS NETWORKS INTERACTIVE INC CL A 10 SHS		2012-12-12	2015-09-11

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)
7,940		3,907	4,033
1,787		829	958
8,698		3,933	4,765
1,243		595	648
6,268		2,773	3,495
2,507		1,124	1,383
6,270		2,773	3,497
4,891		2,162	2,729
20,374		8,924	11,450
524		589	-65

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	
			4,033
			958
			4,765
			648
			3,495
			1,383
			3,497
			2,729
			11,450
			-65

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)
SCRIPPS NETWORKS INTERACTIVE INC CL A 90 SHS		2013-01-07	2015-09-11
SHERWIN WILLIAMS CO 40 SHS		2013-07-22	2015-05-07
TEMPUR SEALY INTERNATIONAL INC 220 SHS		2013-09-12	2015-05-07
TEMPUR SEALY INTERNATIONAL INC 10 SHS		2013-09-19	2015-05-07
TEMPUR SEALY INTERNATIONAL INC 120 SHS		2013-10-31	2015-05-07
TEMPUR SEALY INTERNATIONAL INC 100 SHS		2013-10-31	2015-07-23
TEMPUR SEALY INTERNATIONAL INC 20 SHS		2013-10-31	2015-10-14
TEMPUR SEALY INTERNATIONAL INC 80 SHS		2013-11-01	2015-10-14
WILLIAMS-SONOMA INC 90 SHS		2013-01-18	2015-03-30
WOLVERINE WORLD WIDE INC 160 SHS		2012-10-22	2015-05-07

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)
4,712		5,252	-540
11,199		6,884	4,315
13,211		9,213	3,998
601		444	157
7,206		4,635	2,571
6,822		3,862	2,960
1,508		772	736
6,031		3,079	2,952
7,085		4,003	3,082
4,877		3,379	1,498

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	
			-540
			4,315
			3,998
			157
			2,571
			2,960
			736
			2,952
			3,082
			1,498

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)
WOLVERINE WORLD WIDE INC 80 SHS		2012-11-28	2015-05-07
WOLVERINE WORLD WIDE INC 60 SHS		2013-02-20	2015-05-07
AMETEK INC 130 SHS		2011-06-07	2015-03-31
AMETEK INC 15 SHS		2011-06-07	2015-06-29
AMETEK INC 135 SHS		2011-09-14	2015-06-29
AMETEK INC 90 SHS		2011-09-14	2015-07-23
BROOKFIELD ASSET MANAGEMENT INC 0 5 SHS		2008-11-24	2015-05-12
BROOKFIELD ASSET MANAGEMENT INC 210 SHS		2008-11-24	2015-07-23
GARMIN LTD 140 SHS		2010-10-04	2015-03-30
GARMIN LTD 100 SHS		2010-10-04	2015-05-07

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)
2,438		1,732	706
1,829		1,330	499
6,801		3,668	3,133
814		423	391
7,330		3,334	3,996
4,992		2,223	2,769
18		4	14
7,352		1,763	5,589
6,717		4,171	2,546
4,519		2,979	1,540

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	
			706
			499
			3,133
			391
			3,996
			2,769
			14
			5,589
			2,546
			1,540

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)
KIRBY CORPORATION 80 SHS		2006-08-10	2015-11-23
MARKEL CORP 12 SHS		2010-11-05	2015-07-23
O'REILLY AUTOMOTIVE INC 58 SHS		2004-11-29	2015-08-13
O'REILLY AUTOMOTIVE INC 28 SHS		2004-11-29	2015-10-14
O'REILLY AUTOMOTIVE INC 64 SHS		2004-11-29	2015-11-23
O'REILLY AUTOMOTIVE INC 6 SHS		2004-12-07	2015-11-23
TRANSDIGM GROUP INC 24 SHS		2011-11-18	2015-07-23
TRANSDIGM GROUP INC 33 SHS		2011-11-18	2015-10-14
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)
5,108		2,452	2,656
10,684		4,374	6,310
14,803		1,279	13,524
6,984		617	6,367
17,085		1,411	15,674
1,602		132	1,470
5,442		1,251	4,191
7,239		1,720	5,519
81,960			81,960

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	
			2,656
			6,310
			13,524
			6,367
			15,674
			1,470
			4,191
			5,519
			81,960

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BACKFIELD IN MOTION INC 920 WOODLAND ST NASHVILLE,TN 37206	N/A	501(C)(3) 509(A)(1)	TO INSPIRE INNER-CITY BOYS TO REACH THEIR MAXIMUM POTENTIAL AND BECOME SIGNIFICANT CONTRIBUTORS TO SOCIETY	10,000
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	20,000
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
CLEVELAND CLINIC FOUNDATION 9500 EUCLID AVENUE CLEVELAND,OH 44195	N/A	501(C)(3) 509(A)(1)	TO INTEGRATE CLINICAL AND HOSPITAL CARE WITH RESEARCH AND EDUCATION	16,500
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	22,400
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	10,000
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	55,000
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
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	1,050,000
KIDSFACT 2100 W CLINCH AVE STE 510 KNOXVILLE,TN 37916	N/A	501(C)(3) 509(A)(1)	TO MAKE STRIDES TOWARDS AN IMPROVED QUALITY OF LIFE FOR THOSE WITH INFLAMMATORY BOWEL DISEASE (INCLUDES BOTH CROHN'S DISEASE AND ULCERATIVE COLITIS) AND TO ADVANCING KNOWLEDGE IN ORDER TO CONTRIBUTE TO BETTER TREATMENTS AND ULTIMATELY A CURE	2,500
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	34,000
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
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	600,000
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	40,000
MIAMI UNIVERSITY 501 E HIGH ST 107 ROUDEBUSH HALL OXFORD,OH 45056	N/A	501(C)(3) 509(A)(1)	TO PROVIDE A LIBERAL EDUCATION CORE AND THE FOUNDATION FOR THE MORE SPECIALIZED STUDIES OF THE MAJORS	25,000
Total . . . . ▶ **3a**				5,751,546

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
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
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	100,000
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
TEACH FOR AMERICA INC 315 WEST 36TH STREET NEW YORK, NY 10018	N/A	501(C)(3) 509(A)(1)	TO ENLIST, DEVELOP, AND MOBILIZE AS MANY AS POSSIBLE OF OUR NATION'S MOST PROMISING FUTURE LEADERS TO GROW AND STRENGTHEN THE MOVEMENT FOR EDUCATIONAL EQUITY AND EXCELLENCE	100,000
THE CLEVELAND BROWNS FOUNDATION 76 LOU GROZA BLVD BEREA, OH 44017	N/A	501(C)(3) 509(A)(1)	THE CLEVELAND BROWNS FOUNDATION IS DEDICATED TO TAKING A SOLUTION-BASED, HOLISTIC APPROACH TO ENSURE NORTHEAST OHIO YOUTH RECEIVE THE DEVELOPMENT AND EDUCATION THEY NEED AS A FOUNDATION FOR INDEPENDENCE AND SUCCESS	135,761
THE CLEVELAND ORCHESTRA 11001 EUCLID AVE CLEVELAND, OH 44106	N/A	501(C)(3) 509(A)(1)	TO ENSURE THAT AUDIENCES IN CLEVELAND, NORTHEAST OHIO, AND CITIES AROUND THE GLOBE HAVE ACCESS TO ONE OF THE GREAT TREASURES OF THE ORCHESTRAL WORLD	100,000
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
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	2,462,500
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	150,000
UNITED WAY OF GREATER CLEVELAND 1331 EUCLID AVE CLEVELAND, OH 44115	N/A	501(C)(3) 509(A)(1)	TO MOBILIZE PEOPLE, ORGANIZATIONS AND RESOURCES IN A FOCUSED EFFORT TO ADVANCE EDUCATION, INCOME AND HEALTH IN THE GREATER CLEVELAND COMMUNITY	153,385
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
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	120,000
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	200,000
Total . . . . ▶ **3a**				5,751,546

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WILLOW CREEK COMMUNITY CHURCH 67 E ALGONQUIN RD SOUTH BARRINGTON,IL 60010	N/A	501(C)(3) 509(A)(1)	TO TURN IRRELIGIOUS PEOPLE INTO FULLY DEVOTED FOLLOWERS OF JESUS CHRIST	40,000
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
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
Total . . . . ▶ **3a**				5,751,546

TY 2015 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	26,321	37,345
AMETEK INC	0	0
AMPHENOL CORP CLASS A	17,073	29,248
BROOKFIELD ASSET MANAGEMENT INC	4,089	15,354
CABELAS INC	0	0
CB RICHARD ELLIS GROUP INC	0	0
DENTSPLY INTERNATIONAL INC	44,697	67,848
FIRST REPUBLIC BANK	16,017	33,030
GARMIN LTD	0	0
HARLEY DAVIDSON INC	7,198	6,809
HEICO CORP	2,817	5,545
IHS INC	16,115	34,345
KIRBY CORPORATION	8,868	15,786
MARKEL CORP	2,916	7,067
MOHAWK INDUSTRIES INC	28,694	49,241
MSC INDUSTRIAL DIRECT INC CL A	17,754	14,630
O'REILLY AUTOMOTIVE INC	2,624	30,157
PALL CORP	0	0
PAYCHEX INC	19,853	29,090
PERKINELMER INC	2,660	10,714
ROLLINS INC	12,711	16,317
SCRIPPS NETWORKS INTERACTIVE INC CL A	0	0
SHERWIN WILLIAMS CO	4,652	26,998
SIGNET JEWELERS LIMITED	36,871	47,002
TEMPUR SEALY INTERNATIONAL INC	2,694	4,932
TRANSDIGM GROUP INC	3,647	22,388
WILLIAMS-SONOMA INC	18,986	25,700
WOLVERINE WORLD WIDE INC	2,534	2,005
APPLE INC	84,276	117,891
BERKSHIRE HATHAWAY INC CL B	46,030	132,040

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COCA-COLA COMPANY	72,456	111,696
EXXON MOBIL CORP	49,922	63,919
FLOWERS FOODS INC	51,708	104,764
JOHNSON & JOHNSON	70,303	123,264
LEVEL 3 COMMUNICATIONS INC	132,934	231,574
GABELLI ABC FUND ADV CL	0	0
LONGLEAF PARTNERS GROWTH FUND	195,567	161,263
LONGLEAF PARTNERS INTERNATIONAL FUND	166,418	163,497
OAKMARK I FUND	262,913	303,753
SELECTED AMERICAN SHARES CL D	274,855	260,067
VANGUARD SHORT-TERM INVESTMENT GRADE ADM	0	0
GULFPORT ENERGY CORP	18,413	7,371
RICE ENERGY INC	26,755	9,483
OAKMARK INTL FUND CLASS I	211,998	173,844
ALLEGION PLC	17,590	23,072
F M C CORP	0	0
IDEXX LABORATORIES INC	31,918	36,460
SS&C TECHNOLOGIES HLDGS	3,557	5,462
ANSYS INC COM	10,093	10,175
BIO-TECHNE CORP	6,409	6,300
BRUKER CORP	6,748	8,737
EXPEDITORS INTERNATIONAL INC	20,525	18,942
METTLER-TOLEDO INTL INC	19,521	19,330
SENSATA TECHNOLOGIES HOLDING	19,324	16,582
TELEFLEX INC	20,019	19,718
TRIMBLE NAVIGATION LTD	6,573	5,363
WABTEC	19,764	15,646
WATTS WATER TECH INC A	9,757	8,941
GOOGLE INC CL C	41,297	40,980

TY 2015 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	922,197

TY 2015 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	16,564	16,564		0
BANK SERVICE CHARGES	15	0		15

TY 2015 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	614	614		0
TENNESSEE REPORT FEE	20	0		20
FEDERAL TAX PAYMENT	800	0		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491320012716

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

2015

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

Organization type (check one)

Filers of: **Section:**

Form 990 or 990-EZ
- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF
- ☑ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 $33^1/3$% 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)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES A III AND SUSAN B HASLAM 5020 LYONS VIEW PIKE KNOXVILLE, TN 379196407	$ 4,500,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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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	**Employer identification number**
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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