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EXTENDED TO NOVEMBER 15, 2016

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation <b>TENNESSEE TITANS FOUNDATION</b>		A Employer identification number <b>76-0611503</b>
Number and street (or P O box number if mail is not delivered to street address) <b>POST OFFICE BOX 844</b>	Room/suite	B Telephone number <b>713 565-4000</b>
City or town, state or province, country, and ZIP or foreign postal code <b>HOUSTON, TX 77001</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 3,416,625.</b> (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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	151,069.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	43,857.	43,102.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-27,960.			
	b Gross sales price for all assets on line 6a	409,064.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	155.	155.		STATEMENT 1
	12 Total. Add lines 1 through 11	167,121.	43,257.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	21,574.	21,574.		0.
	17 Interest				
	18 Taxes	189.	189.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	765.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	22,528.	21,763.		0.	
25 Contributions, gifts, grants paid	711,551.			711,551.	
26 Total expenses and disbursements. Add lines 24 and 25	734,079.	21,763.		711,551.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-566,958.				
b Net investment income (if negative, enter -0-)		21,494.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			1,521,359.	945,012.	945,012.
	2 Savings and temporary cash investments			321,390.	185,539.	185,539.
	3 Accounts receivable	23,500.				
	Less: allowance for doubtful accounts				23,500.	23,500.
	4 Pledges receivable					
	Less: allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable					
	Less: allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations	STMT 5	12,042.	8,674.	9,034.	
	b Investments - corporate stock	STMT 6	1,069,715.	1,133,113.	1,416,566.	
	c Investments - corporate bonds	STMT 7	799,400.	836,096.	836,974.	
	11 Investments - land, buildings, and equipment basis					
Less: accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis						
Less: accumulated depreciation						
15 Other assets (describe)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,723,906.	3,131,934.	3,416,625.		
Liabilities	17 Accounts payable and accrued expenses			8,400.		
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)					
23 Total liabilities (add lines 17 through 22)		0.	8,400.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted		3,723,906.	3,123,534.		
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances		3,723,906.	3,123,534.			
31 Total liabilities and net assets/fund balances		3,723,906.	3,131,934.			

## 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	3,723,906.
2 Enter amount from Part I, line 27a	2	-566,958.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	3,156,948.
5 Decreases not included in line 2 (itemize) <b>TIMING DIFFERENCE</b>	5	33,414.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,123,534.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
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 409,064.		437,024.	-27,960.
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			-27,960.
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	-27,960.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	573,219.	2,708,137.	.211665
2013	276,038.	2,298,018.	.120120
2012	312,341.	1,895,088.	.164816
2011	401,528.	1,063,329.	.377614
2010	455,916.	1,049,961.	.434222

2 Total of line 1, column (d)	2	1.308437
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	.261687
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	3,787,129.
5 Multiply line 4 by line 3	5	991,042.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	215.
7 Add lines 5 and 6	7	991,257.
8 Enter qualifying distributions from Part XII, line 4	8	711,551.

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 instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	430.
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	430.
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	430.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,562.	
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	7	1,562.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	10	1,132.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 1,132. Refunded <input type="checkbox"/> 0.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

**Part VII-A** Statements Regarding Activities (continued)

	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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	

Website address **TITANSONLINE.COM**

14 The books are in care of **JENNEEN KAUFMAN** Telephone no. **615-565-4000**  
 Located at **460 GREAT CIRCLE ROAD, NASHVILLE, TN** ZIP+4 **37228**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

16 At any time during calendar year 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** **X**

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **16**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <b>N/A</b>	<b>1b</b>	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	<b>1c</b>	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <b>N/A</b>	<b>2b</b>	
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.) <b>N/A</b>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.) <b>N/A</b>	<b>3b</b>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	<b>4b</b>	X

**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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
K.S. ADAMS, IV. 460 GREAT CIRCLE ROAD NASHVILLE, TN 37228	PRESIDENT & CEO	0.00	0.	0.
AMY ADAMS STRUNK 17 S BRIARHOLLOW LANE, SUITE 400 HOUSTON, TX 77027	VICE PRESIDENT & SECRETARY	0.00	0.	0.

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

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

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

0





**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	2,294,218.
b	Average of monthly cash balances	1b	1,550,583.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,844,801.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,844,801.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,672.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,787,129.
6	Minimum investment return. Enter 5% of line 5	6	189,356.

**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	189,356.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	430.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	430.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	188,926.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	188,926.
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	188,926.

**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	711,551.
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	711,551.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	711,551.

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				188,926.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	403,640.			
b From 2011	348,768.			
c From 2012	218,410.			
d From 2013	162,690.			
e From 2014	438,464.			
f Total of lines 3a through e	1,571,972.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	711,551.			
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				188,926.
e Remaining amount distributed out of corpus	522,625.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (e))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,094,597.			
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 instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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	403,640.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,690,957.			
10 Analysis of line 9:				
a Excess from 2011	348,768.			
b Excess from 2012	218,410.			
c Excess from 2013	162,690.			
d Excess from 2014	438,464.			
e Excess from 2015	522,625.			



**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
<b>a Paid during the year</b>				
BOY SCOUTS 3414 HILLSBORO ROAD NASHVILLE, TN 37215	NONE	PC	OPERATING BUDGET	10,238.
BRIDGE MINISTRY 533 BRICK CHURCH PARK DR, NASHVILLE, TN 37207	NONE	PC	OPERATING BUDGET	25,000.
BRIGHTON HIGH SCHOOL 8045 US-51 BRIGHTON, TN 38011	NONE	PC	OPERATING BUDGET	1,000.
CAMP DISCOVERY 2072 CATALINA WAY NOLENSVILLE, TN 37135	NONE	PC	OPERATING BUDGET	10,238.
CENTENNIAL HIGH SCHOOL 5050 MALLORY LN, FRANKLIN, TN 37067	NONE	PC	OPERATING BUDGET	1,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>711,551.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |          |  |              |            |           |
|----------|--|--------------|------------|-----------|
| <b>1</b> | 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
|          | (1) Cash   | <b>1a(1)</b> |            | <b>X</b>  |
|          | (2) Other assets   | <b>1a(2)</b> |            | <b>X</b>  |
| <b>b</b> | Other transactions:  |              |            |           |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |            | <b>X</b>  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |            | <b>X</b>  |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |            | <b>X</b>  |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> |            | <b>X</b>  |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> |            | <b>X</b>  |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |            | <b>X</b>  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |            | <b>X</b>  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |            |           |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

► *James S. Adams IV*

11-14-16

Date \_\_\_\_\_

► President

**Title**

**May the IRS discuss this return with the preparer?**

☐ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐  
self-employed

PTIN

Firm's name ►

Firm's EIN ▶

Firm's address ►

Phone no.

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

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

OMB No 1545-0047

**2015**

Name of the organization

**TENNESSEE TITANS FOUNDATION**

Employer identification number

**76-0611503**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**LHA** For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2015)**

Name of organization <b>TENNESSEE TITANS FOUNDATION</b>	Employer identification number <b>76-0611503</b>
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TENNESSEE FOOTBALL, INC.  PO BOX 281228  NASHVILLE, TN 37228	\$ 11,550.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	NFL CHARITIES  345 PARK AVENUE  NEW YORK, NY 10017	\$ 23,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	REGIONS  201 MILAN PARKWAY  BIRMINGHAM, AL 35211	\$ 141.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization

Employer identification number

TENNESSEE TITANS FOUNDATION

76-0611503

**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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**TENNESSEE TITANS FOUNDATION****76-0611503****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 info once) ▶ \$

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

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

## TENNESSEE TITANS FOUNDATION

76-0611503

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST, CHATTANOOGA, TN 37402	NONE	PC	OPERATING BUDGET	50,000.
COMMUNITY FOUNDATION OF TENNESSEE 3833 CLEGHORN AVE #400 NASHVILLE, TN 37215	NONE	PC	OPERATING BUDGET	10,000.
COUNTRY MUSIC FOUNDATION 222 5TH AVE S, NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	100,000.
FISK UNIVERSITY SCHOLARSHIP FUND 1000 17TH AVENUE NORTH NASHVILLE, TN 37208	NONE	PC	OPERATING BUDGET	10,237.
FRANKLIN ROAD ACADEMY 4700 FRANKLIN PIKE NASHVILLE, TN 37220	NONE	PC	OPERATING BUDGET	1,000.
GIRL SCOUTS 1567 DOWNTOWN WEST BLVD. KNOXVILLE, TN 37919	NONE	PC	OPERATING BUDGET	10,238.
INDEPENDENCE HIGH SCHOOL 1776 DECLARATION WAY THOMPSON'S STATION, TN 37179	NONE	PC	OPERATING BUDGET	3,000.
MARSHALL COUNTY HIGH SCHOOL 597 W ELLINGTON PKWY LEWISBURG, TN 37091	NONE	PC	OPERATING BUDGET	1,000.
MEDAL OF HONOR FOUNDATION 1501 LEE HIGHWAY, SUITE 300 ARLINGTON, VA 22209	NONE	PC	OPERATING BUDGET	10,000.
NASHVILLE NHL ALL-STAR GAME 501 BROADWAY NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	25,000.
Total from continuation sheets				664,075.

**TENNESSEE TITANS FOUNDATION**

76-0611503

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NASHVILLE ZOO, INC. 3777 NOLENSVILLE PIKE NASHVILLE, TN 37211	NONE	PC	OPERATING BUDGET	10,000.
NATIONAL FOOTBALL FOUNDATION 433 LAS COLINAS BLVD # 1130, IRVING, TX 75039	NONE	PC	OPERATING BUDGET	2,000.
NFL ALUMNI - TN CHAPTER 2000 MALLORY LANE SUITE 130 FRANKLIN, TN 37067	NONE	PC	OPERATING BUDGET	1,200.
COLTEWAH HIGH SCHOOL 6123 MOUNTAIN VIEW ROAD COLTEWAH, TN 37363	NONE	PC	OPERATING BUDGET	1,000.
PEARL-COHN HIGH SCHOOL 904 26TH AVE N NASHVILLE, TN 37208	NONE	PC	OPERATING BUDGET	4,200.
POLYNESIAN FOOTBALL HALL OF FAME P.O. BOX 11266 HONOLULU, HI 96828	NONE	PC	OPERATING BUDGET	10,000.
ROGER WILLIAMS UNIVERSITY SCHOOL OF LAW 10 METACOM AVE BRISTOL, RI 02809	NONE	PC	OPERATING BUDGET	2,500.
SAINT THOMAS HEALTH FOUNDATION P.O. BOX 1516 HOUSTON, TX 77251	NONE	PC	OPERATING BUDGET	10,237.
SECOND HARVEST FOOD BANK 331 GREAT CIRCLE RD NASHVILLE, TN 37228	NONE	PC	OPERATING BUDGET	5,000.
SOUTH GIBSON COUNTY HIGH SCHOOL 1000 HORNET DR MEDINA, TN 38355	NONE	PC	OPERATING BUDGET	1,000.
<b>Total from continuation sheets</b>				

**TENNESSEE TITANS FOUNDATION**

76-0611503

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPECIAL OLYMPICS 461 CRAIGHEAD ST NASHVILLE, TN 37204	NONE	PC	OPERATING BUDGET	10,000.
ST. JUDE'S CHILDREN RESEARCH HOSPITAL 51 GERMANTOWN COURT, SUITE 309 CORDOVA, TN 38018	NONE	PC	OPERATING BUDGET	10,237.
TENNESSEE ALLIANCE OF BOYS & GIRLS CLUBS 220 CARRICK STREET, SUITE 318 KNOXVILLE, TN 37921	NONE	PC	OPERATING BUDGET	35,237.
TENNESSEE COALITION TO END DOMESTIC & SEXUAL VIOLENCE 2 INTERNATIONAL PLAZA # 425 NASHVILLE, TN 37217	NONE	PC	OPERATING BUDGET	20,000.
TENNESSEE SECONDARY SCHOOL ATHLETIC ASSOCIATION P.O. BOX 319 HERMITAGE, TN 37076	NONE	PC	OPERATING BUDGET	40,000.
TENNESSEE SPORTS HALL OF FAME 501 BROADWAY NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	5,000.
TENNESSEE STATE UNIVERSITY MARCHING BAND 3500 JOHN A. MERRITT BLVD. NASHVILLE, TN 37209	NONE	PC	OPERATING BUDGET	30,000.
TENNESSEE STATE UNIVERSITY SCHOLORSHIP FUND 3500 JOHN A. MERRITT BLVD. NASHVILLE, TN 37209	NONE	PC	OPERATING BUDGET	10,237.
THE GIRLS ON THE RUN 1451 ELM HILL PIKE #110 NASHVILLE, TN 37210	NONE	PC	OPERATING BUDGET	10,000.
THE JASON FOUNDATION 18 VOLUNTEER DR HENDERSONVILLE, TN 37075	NONE	PC	OPERATING BUDGET	10,237.
<b>Total from continuation sheets</b>				

## TENNESSEE TITANS FOUNDATION

76-0611503

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THISTLE FARMS 5122 CHARLOTTE AVE NASHVILLE, TN 37209	NONE	PC	OPERATING BUDGET	20,000.
UNION CITY HIGH SCHOOL 408 S DEPOT ST UNION CITY, TN 38261	NONE	PC	OPERATING BUDGET	1,000.
UNITED WAY OF METROPOLITAN NASHVILLE 250 VENTURE CIRCLE NASHVILLE, TN 37228	NONE	PC	OPERATING BUDGET	84,578.
USA FOOTBALL 45 N. PENNSYLVANIA ST., SUITE 700 INDIANAPOLIS, IN 46204	NONE	PC	OPERATING BUDGET	2,200.
VANDERBILT CHILDREN'S HOSPITAL 2525 WEST END AVE, SUITE 450 NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	10,237.
VANDERBILT UNIVERSITY 2201 WEST END AVE NASHVILLE, TN 37235	NONE	PC	OPERATING BUDGET	2,500.
WOUNDED WARRIOR PROJECT 223 ROSA L. PARKS AVENUE, SUITE 301 NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	25,000.
YWCA OF NASHVILLE & MIDDLE TENNESSEE 1608 WOODMONT BLVD, NASHVILLE, TN 37215	NONE	PC	OPERATING BUDGET	70,000.
Total from continuation sheets				

## FORM 990-PF

## OTHER INCOME

## STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN INTEREST	155.	155.	
TOTAL TO FORM 990-PF, PART I, LINE 11	155.	155.	

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	21,574.	21,574.		0.
TO FORM 990-PF, PG 1, LN 16C	21,574.	21,574.		0.

## FORM 990-PF

## TAXES

## STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	189.	189.		0.
TO FORM 990-PF, PG 1, LN 18	189.	189.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CREDIT CARD FEES	264.	0.		0.
FILING FEES	240.	0.		0.
OTHER MISCELLANEOUS	261.	0.		0.
TO FORM 990-PF, PG 1, LN 23	765.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 5
-------------	--	-------------

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	X		8,674.	9,034.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,674.	9,034.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,674.	9,034.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6
-------------	-----------------	-------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHMENT PGS 1-4	1,133,113.	1,416,566.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,133,113.	1,416,566.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7
-------------	-----------------	-------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT PGS 5-8	836,096.	836,974.
TOTAL TO FORM 990-PF, PART II, LINE 10C	836,096.	836,974.



FORM 990-PF

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

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JENNEEN KAUFMAN  
460 GREAT CIRCLE ROAD  
NASHVILLE, TN 37228

TELEPHONE NUMBER

615-565-4000

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY RESIDENT TENNESSEE TAX EXEMPT CHARITIES ARE CONSIDERED.



## ACCOUNT STATEMENT

OCTOBER 01, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: TENNESSEE TI  
ACCOUNT NUMBER: 1045000157

## PORTFOLIO DETAIL

DESCRIPTION			MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
ALERIAN MLP ETF	AMLP	600.000	7,230.00 10,452.00	12.05 17.42	711.60	9.84
ALPHABET INC - CL C	GOOG	19.000	14,418.72 6,680.88	768.88 283.73		
ALPHABET INC - CL A	GOOGL	50.000	38,800.50 22,093.28	778.01 441.87		
AMAZON.COM INC	AMZN	83.000	62,857.77 22,148.34	675.89 238.16		
AMERICAN EXPRESS CO COM	AXP	279.000	18,404.45 19,680.13	69.65 70.64	323.64	1.67
AMERICAN TOWER CORPORATION	AMT	340.000	32,863.00 26,228.62	96.85 77.14	668.40	2.02
AMGEN INC COM	AMGN	202.000	32,780.66 26,058.87	162.33 128.00	808.00	2.46
APPLE INC COM	AAPL	347.000	38,525.22 28,888.87	105.26 83.64	721.78	1.88
BAXALTA INC	BXLT	170.000	6,635.10 5,390.31	39.03 31.71	47.60	0.72
BAXTER INTL INC COM	BAX	170.000	6,485.60 6,325.41	38.15 37.21	78.20	1.21
CVS HEALTH CORP COM	CVS	283.000	27,668.91 17,340.11	97.77 61.27	481.10	1.74
CAPITAL ONE FINACIAL CORP COM	COF	298.000	21,385.28 18,814.08	72.18 63.66	473.60	2.22
CHUBB CORP COM	CB	139.000	18,436.96 10,903.72	132.64 78.44	318.92	1.72
CITIGROUP INC	C	461.000	23,858.76 25,669.67	51.75 55.68	92.20	0.39
COLGATE PALMOLIVE CO COM	CL	208.000	13,856.98 13,635.39	68.62 65.07	318.16	2.28



## ACCOUNT STATEMENT

OCTOBER 01, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: TENNESSEE TI

ACCOUNT NUMBER: 1045000157

## PORTFOLIO DETAIL ( CONTINUED )

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
CONOCOPHILLIPS COM	COP	318.000	14,847.42 19,658.02	46.69 61.82	941.28	6.34
COSTCO WHSL CORP NEW COM	COST	90.000	14,535.00 11,118.04	161.50 123.51	144.00	0.99
DANAHER CORP DEL COM	DHR	122.000	11,331.38 11,229.81	92.88 92.05	65.88	0.68
DEERE & CO COM	DE	155.000	11,821.85 14,026.85	76.27 90.50	372.00	3.15
DISNEY WALT CO COM	DIS	202.000	21,226.16 11,879.25	105.08 58.81	286.84	1.35
DR PEPPER SNAPPLE GROUP	DPS	354.000	32,992.80 20,638.06	93.20 58.30	679.68	2.06
E M C CORP MASS COM	EMC	1,184.000	30,661.92 24,917.14	25.68 20.87	649.24	1.79
ECOLAB INC	ECL	112.000	12,810.56 12,219.32	114.38 109.10	156.80	1.22
EXXON MOBIL CORP COM	XOM	157.000	12,238.15 11,109.90	77.95 70.76	458.44	3.75
FLUOR CORP NEW COM	FLR	333.000	15,724.26 19,172.01	47.22 57.57	279.72	1.78
FREEPORT-MCMORAN COPPER & GOLD COM	FCX	743.000	5,030.11 18,081.35	6.77 24.34	148.60	2.85
GENERAL ELECTRIC CO COM	GE	635.000	19,780.25 13,532.08	31.16 21.31	584.20	2.85
GILEAD SCIENCES INC COM	GILD	438.000	44,321.22 42,859.72	101.19 97.85	763.36	1.70
HCA HOLDINGS, INC.	HCA	523.000	35,370.49 22,657.71	67.63 43.32		
HALLIBURTON CO COM	HAL	291.000	9,905.64 13,211.59	34.04 45.40	209.52	2.12
HONEYWELL INTL INC COM	HON	235.000	24,338.85 19,601.47	103.67 83.41	559.30	2.30
INTEL CORP COM	INTC	375.000	12,918.75 7,846.75	34.45 20.82	360.00	2.79
ISHARES TR S&P MIDCAP 400 INDEX	IJH	350.000	48,762.00 27,492.71	139.32 78.55	761.25	1.56
ISHARES TR S&P SMALLCAP 600 INDEX	IJR	840.000	92,492.40 64,164.39	110.11 64.48	1,373.40	1.48



## ACCOUNT STATEMENT

OCTOBER 01, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: TENNESSEE TI

ACCOUNT NUMBER: 1046000157

## PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITIES						
ISHARES US REGIONAL BANKS ETF INDEX FD	IAT	603.000	17,684.88 15,109.83	34.86 30.04	313.37	1.78
JPMORGAN CHASE & CO COM	JPM	341.000	22,616.23 16,463.43	66.03 48.28	600.16	2.67
JARDEN CORP COM	JAH	267.000	15,251.04 10,888.05	57.12 40.70		
KRAFT HEINZ CO	KHC	270.000	19,645.20 13,274.80	72.76 49.17	621.00	3.16
LILLY ELI & CO COM	LLY	324.000	27,300.24 20,459.84	84.26 63.16	660.96	2.42
MARATHON OIL COMMON	MRO	643.000	8,095.37 20,007.09	12.69 31.12	128.60	1.69
MICROSOFT CORP COM	MSFT	970.000	63,816.60 39,039.91	65.48 40.25	1,396.80	2.60
MONDELEZ INTERNATIONAL INC	MOLZ	451.000	20,222.84 13,105.26	44.84 29.06	306.68	1.62
MONSTER BEVERAGE CORP	MNST	47.000	7,001.12 5,810.65	148.98 119.38		
NATIONAL OILWELL VARCO INC COM	NOV	305.000	10,214.45 15,846.02	33.49 51.85	561.20	5.49
NETFLIX INC COM	NFLX	110.000	12,581.80 11,501.11	114.38 104.66		
ORACLE CORP COM	ORCL	628.000	30,246.84 25,108.07	38.63 30.32	496.80	1.64
PAYPAL HOLDINGS INC	PYPL	405.000	14,661.00 12,911.60	36.20 31.88		
QUALCOMM INC COM	QCOM	387.000	19,344.20 19,188.83	49.99 49.58	743.04	3.84
SPDR S&P 600 SMALL CAP GROWTH	SLYG	100.000	17,250.00 7,966.00	172.60 79.66	232.90	1.35
SPDR S&P SMALL CAP VALUE	SLYV	100.000	9,287.00 5,493.00	92.87 54.83	163.80	1.76
SCHLUMBERGER LTD COM	SLB	127.000	8,858.25 7,876.60	69.76 62.02	254.00	2.87
TARGET CORP COM	TGT	95.000	6,897.95 6,344.62	72.61 66.78	212.80	3.08
US BANCORP DEL COM NEW	USB	260.000	11,094.20 10,885.60	42.67 42.25	285.20	2.39

**ACCOUNT STATEMENT**

OCTOBER 01, 2015 TO DECEMBER 31, 2015

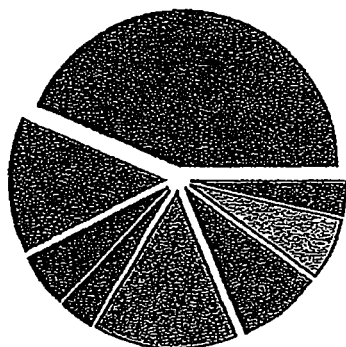
ACCOUNT NAME: TENNESSEE TI

ACCOUNT NUMBER: 1045000157

**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>EQUITIES</b>						
UNDER ARMOUR INC CL A	UA	123.000	9,915.03 10,777.69	80.61 87.62		
UNITED TECHNOLOGIES CORP COM	UTX	151.000	14,506.57 12,823.36	96.07 84.92	388.58	2.66
UNITEDHEALTH GROUP INC COM	UNH	340.000	39,097.60 21,668.91	117.64 63.73	680.00	1.70
VANGUARD FTSE DEVELOPED MARKET ETF	VEA	2,408.000	88,421.76 90,684.32	36.72 37.66	2,678.97	2.92
VANGUARD EMERGING MARKETS ETF	VWO	298.000	9,747.58 10,260.87	32.71 34.43	317.67	3.26
VISA INC COM	V	388.000	30,089.40 15,614.74	77.55 40.24	217.28	0.72
WELLS FARGO & CO COM	WFC	481.000	25,059.96 19,712.83	54.36 42.76	691.50	2.76
YUM BRANDS INC COM	YUM	269.000	19,650.45 18,499.81	73.05 68.77	494.86	2.62
ENSCO PLC COMMON	ESV	832.000	12,804.48 21,290.65	15.39 25.69	499.20	3.90
<b>TOTAL EQUITIES</b>			1,416,666.11 1,133,112.64		26,544.14	1.87

**BOND QUALITY SUMMARY**



**S & P QUALITY RATING**

**MARKET VALUE**

**PERCENT**

TREASURY / AGENCY	369,615.53	43.7%
AA-	117,201.10	13.9%
A	46,082.41	5.4%
A-	29,814.27	3.5%
BBB+	126,185.17	14.9%
BBB	73,064.02	8.7%
BBB-	53,243.51	6.3%
NOT RATED	30,791.89	3.6%
<b>Total</b>	<b>846,008.00</b>	<b>100.0%</b>

OCTOBER 01, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: TENNESSEE TI  
ACCOUNT NUMBER: 1045000157

### PORTFOLIO DETAIL ( CONTINUED )

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
<b>FIXED INCOME</b>						
AFLAC INC 2.65% 02/15/2017	A-	25,000.000	25,329.25 25,515.01	101.32 102.06	662.50	2.62 1.44
AT&T INC DTD 04/29/2011 2.95% 05/15/2016	BBB+	50,000.000	50,304.60 50,204.93	100.81 100.41	1,475.00	2.93 1.23
AMERICAN EXPRESS CENTURION CD 1.85% 12/18/2018		31,000.000	30,791.99 31,109.12	99.33 100.35	604.50	1.96 2.18
APPALACHIAN PWR CO SR NT K CALLABLE DTD 08/07/2005 5% 08/01/2017	BBB	10,000.000	10,417.20 10,059.03	104.17 100.59	500.00	4.80 1.96
BOEING CAPITAL CORP DTD 08/01/11 2.9% 08/15/2018	A	25,000.000	25,783.00 25,824.55	103.13 103.70	725.00	2.81 1.64
CAMPBELL SOUP CO DTD 07/06/10 3.05% 07/15/2017	BBB+	15,000.000	15,337.65 15,298.28	102.25 101.89	457.50	2.98 1.54
CITIGROUP INC 1.85% 11/24/2017	BBB+	35,000.000	34,848.20 35,147.59	99.85 100.42	647.50	1.85 1.91
COMCAST CORP NEW NT DTD 06/18/2009 5.7% 07/01/2019	A-	2,000.000	2,242.42 2,029.79	112.12 101.49	114.00	5.08 2.08
ENTERGY CORP SR NT DTD 1/13/12 4.7% 01/15/2017	BBB-	20,000.000	20,508.60 20,500.30	102.54 102.50	940.00	4.68 2.18
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G11789 IPD14 DTD 09/1/2005 5% 10/01/2020		111.750	118.34 98.78	105.80 88.61	5.69	4.72 1.18
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP # G11650 IPD14 DTD 01/01/2005 5% 02/01/2020		878.770	923.78 1,093.08	105.12 124.39	43.94	4.78 1.33
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #A41642 IPD14 DTD 1/1/06 5.5% 01/01/2038		355.780	394.05 381.44	110.78 101.69	19.57	4.97 1.80
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G02251 IPD14 DTD 07/01/2006 6% 08/01/2038		252.320	286.22 353.48	113.43 140.09	15.14	5.29 1.64
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G12335 IPD14 DTD 08/01/2008 5% 05/01/2021		918.210	972.93 873.23	105.86 95.10	45.91	4.72 1.63
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP # G02408 IPD14 DTD 11/01/2006 5.5% 12/01/2038		256.750	285.35 328.90	111.14 128.10	14.12	4.85 1.81
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G02931 IPD14 DTD 04/01/2007 6% 04/01/2037		438.580	496.49 468.61	113.20 106.85	28.31	5.30 1.53
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP # G03818 IPD14 DTD 11/01/2007 6% 12/01/2037		271.610	305.85 289.75	112.61 106.68	16.30	5.33 1.73



# ACCOUNT STATEMENT

OCTOBER 01, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: TENNESSEE TI  
ACCOUNT NUMBER: 1045000157

## PORTFOLIO DETAIL ( CONTINUED )

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
<b>FIXED INCOME</b>						
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G12559 IPD14 DTD 01/01/2007 5% 09/01/2021		133.050	141.01 123.07	105.88 92.60	6.85	4.72 1.44
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #G12593 IPD14 DTD 02/01/2007 5% 09/01/2021		111.830	119.89 106.76	107.20 95.47	5.59	4.68 1.16
FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J05840 IPD14 DTD 01/01/2006 5% 01/01/2021		81.850	87.12 78.43	106.44 97.04	4.09	4.69 1.17
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #726424 IPD 24 DTD 4/1/04 5.5% 04/01/2034		1,460.320	1,842.33 1,431.46	112.46 98.02	80.32	4.89 1.88
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #725598 IPD24 DTD 6/1/04 5.5% 07/01/2034		107.160	120.78 103.60	112.71 96.88	5.89	4.88 1.87
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #745079 IPD24 DTD 11/1/05 5% 12/01/2020		677.350	721.78 591.88	106.68 87.38	33.87	4.69 1.27
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #847931 IPD 24 DTD 12/1/05 5% 12/01/2020		76.480	81.60 73.52	108.69 96.13	3.82	4.68 1.23
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #852029 IPD24 DTD 1/1/06 6% 01/01/2035		138.040	166.09 150.85	113.08 109.28	8.28	6.30 1.73
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #886029 IPD24 DTD 11/1/06 6% 12/01/2036		461.490	521.65 484.31	113.04 104.94	27.69	5.31 1.76
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #886249 IPD24 DTD 3/1/07 5% 07/01/2020		405.530	427.90 473.38	105.52 116.73	20.28	4.74 1.06
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #888677 IPD24 DTD 8/1/07 5.5% 08/01/2022		344.170	372.11 334.23	108.12 97.11	18.83	5.09 1.80
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #888716 IPD24 DTD 6/1/08 5.5% 10/01/2022		221.860	240.03 269.67	108.19 121.65	12.20	5.08 1.81
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #938134 IPD24 DTD 6/1/07 6% 07/01/2037		297.030	336.04 317.29	113.13 106.82	17.82	5.30 1.54
FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #959596 IPD24 DTD 11/1/07 6% 11/01/2037		250.040	282.74 269.32	113.08 107.71	15.00	5.31 1.58
GOLDMAN SACHS GROUP INC NT DTD 04/01/2008 6.15% 04/01/2018	BBB+	10,000.000	10,859.20 10,109.65	108.59 101.10	615.00	5.66 2.16

OCTOBER 01, 2016 TO DECEMBER 31, 2015

ACCOUNT NAME: TENNESSEE TI  
ACCOUNT NUMBER: 1045000157

**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
<b>FIXED INCOME</b>						
HESS CORP SR NT NON CALLABLE DTD 02/03/2009 8.125% 02/15/2019	BBB	2,000.000	2,266.76 2,143.41	113.34 107.17	162.50	7.17 3.85
INTL PAPER CO NT CALLABLE DTD 03/18/2004 5.25% 04/01/2018	BBB	10,000.000	10,092.50 10,016.08	100.83 100.16	525.00	5.20 1.42
JPMORGAN CHASE & CO NT NON-CALLABLE DTD 04/23/2009 8.3% 04/23/2019	A-	2,000.000	2,242.60 1,891.12	112.13 99.58	126.00	5.62 2.50
KRAFT FOODS INC NT DTD 2/8/10 4.125% 02/09/2018	BBB	25,000.000	25,064.50 25,248.85	100.28 101.00	1,031.25	4.11 1.38
MEAD JOHNSON NUTRITION CO DTD 07/06/10 4.8% 11/01/2019	BBB-	10,000.000	10,754.00 10,740.98	107.54 107.41	490.00	4.58 2.80
MERRILL LYNCH & CO MEDIUM TERM NT TRANCHE #TR 00677 DTD 04/25/2008 6.875% 04/25/2018	BBB+	2,000.000	2,206.52 1,898.07	110.33 99.80	137.50	6.23 2.25
MORGAN STANLEY SR NT CALLABLE DTD 09/23/2009 5.825% 09/23/2019	BBB+	2,000.000	2,207.20 2,002.74	110.38 100.14	112.50	5.10 2.67
NEWMONT MINING CORP DTD 09/18/09 6.125% 10/01/2019	BBB	10,000.000	10,401.70 10,453.93	104.02 104.64	512.50	4.93 3.94
PITNEY BOWES INC GLOBAL MEDIUM TM NT DTD 04/29/03 4.75% 05/16/2018	BBB	10,000.000	10,468.60 10,061.40	104.69 100.61	475.00	4.54 2.68
SUNTRUST BK ATLANTA GA MEDIUM TERM SUB BK NTS TRANCHE #SB00004 DTD 12/5/04 5.2% 01/17/2017	BBB+	10,000.000	10,331.90 10,458.79	103.32 104.69	520.00	5.03 1.94
TALISMAN ENERGY INC SR NT CALLABLE DTD 06/01/2009 7.75% 08/01/2019	BBB	2,000.000	2,170.68 2,125.30	108.53 106.27	165.00	7.14
TARGET CORP 4.875% 05/16/2018	A	18,000.000	20,299.41 20,373.78	106.84 107.23	926.25	4.66 1.86
TIME WARNER CABLE INC NT CALLABLE DTD 8/19/2008 6.75% 07/01/2018	BBB	2,000.000	2,182.10 2,069.09	109.11 103.45	135.00	6.19 2.82
TORONTO-DOMINION BANK 2.625% 09/10/2018	AA-	115,000.000	117,201.10 118,047.30	101.81 102.65	3,018.75	2.68 1.85
US TREASURY BOND 1.25% 11/30/2018		50,000.000	49,918.00 49,798.83	99.83 99.60	625.00	1.25 1.30
US TREASURY BOND .625% 12/16/2018		100,000.000	99,844.00 100,027.35	99.84 100.03	625.00	0.63 0.79
US TREASURY BOND 1.5% 10/31/2019		50,000.000	49,844.00 49,687.50	99.69 99.38	750.00	1.50 1.66



**ACCOUNT STATEMENT**

OCTOBER 01, 2015 TO DECEMBER 31, 2015

ACCOUNT NAME: TENNESSEE TI

ACCOUNT NUMBER: 1045000167

**PORTFOLIO DETAIL ( CONTINUED )**

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
<b>FIXED INCOME</b>						
US TREASURY BOND .875% 11/15/2017		50,000.000	49,828.00 49,850.84	99.65 99.72	437.50	0.88 1.04
US TREASURY BOND 1.6% 11/30/2019		50,000.000	49,801.00 49,847.66	99.60 99.70	760.00	1.51 1.67
US TREASURY BOND 1% 12/15/2017		50,000.000	49,931.50 49,978.62	99.86 99.96	500.00	1.00 1.05
US TREASURY BOND TREASURY INFLATION PROTECTION SECURITY DT 07/15/2008 1.375% 07/15/2018		11,029.700	11,418.84 11,206.87	103.53 101.61	161.66	1.33
WYNDHAM WORLDWIDE CORP SR NT NON-CALLABLE DTD 09/20/10 6.75% 02/01/2018	BBB-	21,000.000	21,980.91 22,061.18	104.67 105.05	1,207.50	6.49 3.37
<b>TOTAL FIXED INCOME</b>			846,008.00 844,769.88		20,662.22	2.43
<b>TOTAL PRINCIPAL ASSETS</b>			2,448,113.50 2,163,421.89		47,264.79	1.93

Market prices shown have been obtained from pricing services which we believe are reliable; however, we cannot guarantee their accuracy or that securities can be bought or sold for these prices. We will be glad to provide further details upon request.