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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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

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) 584-1184

City or town, state or province, country, and ZIP or foreign postal code
KNOXVILLE, TN 37939

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)*▶$ 2,688,968

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)	2,400,000			
	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	19,099	19,099		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	698,330			
	b	Gross sales price for all assets on line 6a 3,096,748				
	7	Capital gain net income (from Part IV, line 2)		698,330		
	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	3,117,429	717,429		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	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	66,083			
	18	Taxes (attach schedule) (see instructions)	7,246	46		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	12,247	12,202		45
	24	**Total operating and administrative expenses.** Add lines 13 through 23	85,576	12,248		45
	25	Contributions, gifts, grants paid	5,763,400			5,763,400
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,848,976	12,248		5,763,445
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,731,547			
	b	**Net investment income** (if negative, enter -0-)		705,181		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	479,974	23,247	23,247
	2	Savings and temporary cash investments	78,028	642	642
	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 ▶	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)	2,197,434		
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	500,000	500,000	1,040,079
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,880,436	2,148,889	2,688,968
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,255,436	523,889	
	30	**Total net assets or fund balances** (see instructions)	3,255,436	523,889	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,880,436	2,148,889	

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	3,255,436
2	Enter amount from Part I, line 27a	2	-2,731,547
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	523,889
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	523,889

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	698,330
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	-3,062

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))
2015	5,751,581	4,254,900	1 351755
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

2	**Total** of line 1, column (d)	2	4 314646
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 862929
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,014,130
5	Multiply line 4 by line 3	5	2,600,980
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,052
7	Add lines 5 and 6	7	2,608,032
8	Enter qualifying distributions from Part XII, line 4	8	5,763,445

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 ▶ ☐ 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	7,052
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	7,052
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	7,052
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 6,225		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 3,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	9,225
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2,173
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 2,173	**Refunded** ▶	11	

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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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 2016 or the taxable year beginning in 2016 (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 2016, 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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016).*		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 2016?		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?. *If "Yes" to 6b, file Form 8870*	**6b**		**No**
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	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	**(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	Title, and average hours per week **(b)** 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. ▶

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. . . . . ▶		

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	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,898,082
b	Average of monthly cash balances.	1b	161,948
c	Fair market value of all other assets (see instructions).	1c	1,625,000
d	**Total** (add lines 1a, b, and c).	1d	4,685,030
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	1,625,000
3	Subtract line 2 from line 1d.	3	3,060,030
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	45,900
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,014,130
6	**Minimum investment return.** Enter 5% of line 5.	6	150,707

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	150,707
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	7,052		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	7,052
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	143,655
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	143,655
6	Deduction from distributable amount (see instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	143,655

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	5,763,445
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	5,763,445
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	7,052
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	5,756,393

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					143,655
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2016					
a From 2011.	2,006,345				
b From 2012.	986,539				
c From 2013.	2,236,955				
d From 2014.	5,811,814				
e From 2015.	5,541,399				
f Total of lines 3a through e.		16,583,052			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 5,763,445					
a Applied to 2015, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2016 distributable amount.					143,655
e Remaining amount distributed out of corpus		5,619,790			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		22,202,842			
b Prior years' undistributed income Subtract line 4b from line 2b					
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.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					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)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .		2,006,345			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a		20,196,497			
10 Analysis of line 9					
a Excess from 2012. . . .	986,539				
b Excess from 2013. . . .	2,236,955				
c Excess from 2014. . . .	5,811,814				
d Excess from 2015. . . .	5,541,399				
e Excess from 2016. . . .	5,619,790				

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 2016, 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) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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 EXEMPT 501(C)(3) ORGANIZATIONS, PREDOMINANTLY WITHIN TENNESSEE AND OHIO

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**				5,763,400
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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	19,099	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	698,330	
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)				717,429	

13 Total. Add line 12, columns (b), (d), and (e) 13 717,429

(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

******	2017-10-25	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
BRADLEY STOOKSBURY CPA		2017-11-14		P00541885
Firm's name ▶ NOVINGER BALL & ZIVI PC				Firm's EIN ▶62-1134353
Firm's address ▶ 4110 SUTHERLAND AVENUE KNOXVILLE, TN 37919				Phone no (865) 584-1184

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)
12 METTLER TOLDEO INTL	P		
430 WHOLE FOORDS	P		
70 BIOTECHNE CORP	P		
300 KIRBY CORPORATION	P		
104 SHERWIN WILLIAMS	P		
6287 951 SELECTED AMERICAN SHARES	P		
110 SENDATA TECH HOLDINGS	P		
300 WILLIAMS SONOMA	P		
60 I H S	P		
487 BROOKFIELD ASSET MGMT	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)
4,128		4,158	-30
13,948		12,852	1,096
7,278		6,409	869
15,887		8,868	7,019
28,802		4,652	24,150
222,119		244,924	-22,805
4,263		6,028	-1,765
16,546		17,399	-853
7,415		6,573	842
16,592		4,062	12,530

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	
			-30
			1,096
			869
			7,019
			24,150
			-22,805
			-1,765
			-853
			842
			12,530

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)
380 FIRST REPUBLIC	P		
4260 LEVEL 3 COMMUNICATIONS	P		
50 ANSYS INC	P		
70 ACUITY BRANDS	P		
250 TRIMBLE	P		
870 RICE ENERGY	P		
119 O REILLY AUTOMOTIVE	P		
4832 207 OAKMARK FUND- HARRIS	P		
33 FACTSET RESEARCH	P		
220 IHS MARKIT LTD	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)
31,906		10,344	21,562
234,541		132,935	101,606
4,419		4,588	-169
17,100		13,754	3,346
7,598		6,573	1,025
18,382		26,755	-8,373
32,593		2,623	29,970
315,556		262,914	52,642
5,434		5,377	57
7,586		7,736	-150

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	
			21,562
			101,606
			-169
			3,346
			1,025
			-8,373
			29,970
			52,642
			57
			-150

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)
360 BRUKER CORPORATION	P		
320 PAYCHEX	P		
500 IDEXX	P		
3 54 BROOKFIELD BUSINESS PARNTERS LP	P		
80 WABTEC	P		
123 SIGNET	P		
102 HEICO CORP	P		
340 WILLIAMS SONOMA	P		
740 DENTSPLY SIRONA	P		
330 7639 IHS MARKIT LTD	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)
7,682		6,748	934
18,559		8,384	10,175
46,038		31,918	14,120
74		26	48
5,673		7,996	-2,323
20,245		23,203	-2,958
7,950		2,816	5,134
18,587		12,584	6,003
45,125		33,172	11,953
11,407		3,856	7,551

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	
			934
			10,175
			14,120
			48
			-2,323
			-2,958
			5,134
			6,003
			11,953
			7,551

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)
80 TRACTOR SUPPLY	P		
746 586 SELECTED AMERICAN SHARES	P		
120 FIRST REPUBLIC	P		
200 SIGNET	P		
260 MOHAWK INDUSTRIES	P		
60 GARTNER INC	P		
2810 CONSOL ENERGY INC	P		
250 SENSATA TECH	P		
45 METTLER TOLEDO	P		
820 EXXON MOBIL	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)
6,108		5,527	581
25,918		29,931	-4,013
8,139		5,673	2,466
18,832		23,627	-4,795
50,760		28,694	22,066
6,221		5,683	538
52,434		58,285	-5,851
9,093		13,295	-4,202
18,932		15,362	3,570
74,013		49,921	24,092

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	
			581
			-4,013
			2,466
			-4,795
			22,066
			538
			-5,851
			-4,202
			3,570
			24,092

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)
70 BIOTECHNE CORP	P		
81 ALPHABET INC	P		
100 SIGNET JEWLERS	P		
340 AMPHENOL CORP	P		
4875 FLOWER FOODS	P		
100 WEST PHARM	P		
120 WOLVERINE WORLD	P		
200 PERKINELMER INC	P		
630 ROLLINS INC	P		
2600 COCA-COLA COMPANY	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)
7,278		5,848	1,430
64,291		60,870	3,421
9,416		2,587	6,829
19,521		11,544	7,977
95,034		51,707	43,327
8,472		5,714	2,758
2,798		2,534	264
10,323		2,660	7,663
19,599		12,711	6,888
117,699		72,457	45,242

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	
			1,430
			3,421
			6,829
			7,977
			43,327
			2,758
			264
			7,663
			6,888
			45,242

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)
180 EXPEDITORS INTL WASH	P		
70 TEMPUT SEALY	P		
140 WAB TEC	P		
375 DENTSPLY	P		
1120 APPLE INC	P		
70 AIRGAS INC	P		
80 S S & C TECH	P		
180 WATTS WATER	P		
260 MSC INDL DIRECT	P		
1200 JOHNSON & JOHNSON	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)
8,659		8,825	-166
3,897		2,694	1,203
11,153		11,768	-615
22,381		11,524	10,857
130,787		84,277	46,510
9,694		8,106	1,588
5,314		3,557	1,757
12,022		9,757	2,265
21,270		17,754	3,516
135,829		70,305	65,524

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	
			-166
			1,203
			-615
			10,857
			46,510
			1,588
			1,757
			2,265
			3,516
			65,524

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)
350 S S & C TECHNOLOGIES	P		
60 ANSYS INC	P		
240 EXPEDITORS INTL	P		
350 ALLEGION PUBLIC	P		
1000 BERKSHIRE HATAWAY INC	P		
150 BRIGHT HORIZON FAM	P		
150 HARLEY DAVIDSON	P		
230 PAYCHEX	P		
98 TRANSDIGM GROUP	P		
13238 6 LONGLEAF PARTNERS	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)
10,217		10,699	-482
5,670		5,505	165
12,407		11,700	707
22,403		17,591	4,812
165,014		46,031	118,983
10,469		10,687	-218
6,209		7,198	-989
14,119		11,469	2,650
23,626		3,646	19,980
169,574		166,418	3,156

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	
			-482
			165
			707
			4,812
			118,983
			-218
			-989
			2,650
			19,980
			3,156

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
130 POLARIS INDUSTRIES	P		
8 MARKEL	P		
220 AMPHENOL CORP	P		
137 I HS INC	P		
8138 767 OAKMARK INTERNATIONAL	P		
84 TELEFLEX INCORPORATE	P		
300 GULFPORT ENERGY CORP	P		
95 TELEFLEX INCORPORATE	P		
200 AIRGAS INC	P		
7518 07 LONGLEAF PARTNERS	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)
10,984		10,783	201
6,711		2,916	3,795
14,763		5,528	9,235
16,359		5,686	10,673
171,009		211,996	-40,987
13,289		12,389	900
7,187		18,413	-11,226
15,177		12,556	2,621
27,641		18,215	9,426
177,479		195,568	-18,089

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	
			201
			3,795
			9,235
			10,673
			-40,987
			900
			-11,226
			2,621
			9,426
			-18,089

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN B HASLAM 5020 LYONS VIEW PIKE KNOXVILLE, TN 37919	PRESIDENT & 000 00	0	0	0
JAMES A HASLAM III 5020 LYONS VIEW PIKE KNOXVILLE, TN 37919	VICE PRES & 000 00	0	0	0
JAMES B HASLAM 75 BEDFORD STREET NEW YORK, NY 10019	SECRET, TREA 000 00	0	0	0
CYNTHIA HASLAM ARNHOLT 617 WESTVIEW AVENUE NASHVILLE, TN 37205	DIRECTOR 000 00	0	0	0
WHITNEY H JOHNSON 411 ELLENDALE AVENUE NASHVILLE, TN 372053401	DIRECTOR 000 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		501(C) 3	ASSIST BOYS TO REACH THEIR POTENTIAL	5,000
BATTELLE EDUCATION 505 KING AVENUE COLUMBUS, OH 43201		501(C)3	PROMOTION OF STEM EDUCATION	25,000
BOYS AND GIRLS CLUBS OF CLEVELAND 6114 BROADWAY AVENUE CLEVELAND, OH 44127		501(C)3	IN SUPPORT OF ENDOWMENT CAMPAIGN	20,000
CRU POBOX 628222 ORLANDO, FL 32862		501(C)3	HELP BRING PEOPLE TO FAITH	88,400
EAST TN CHILDREN'S HOSPITAL ASSOC 2018 CLINCH AVENUE KNOXVILLE, TN 37916		501(C)3	HEALTHCARE FOR CHILDREN AND INFANTS	55,000
Total . . . . ▶ **3a**				5,763,400

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*				
EMERALD YOUTH FOUNDATION 1718 N CENTRAL STREET KNOXVILLE, TN 37917		501(C)3	DEVELOP CHRISTIAN LEADERS	360,000
FRIENDS OF BREAKTHROUGH SCHOOLS 3615 SUPERIOR AVE STE 3103A CLEVELAND, OH 44114		501(C)3	HIGH-QUALITY EDUCATION TO THE YOUTH	1,000,000
FRIENDS OF GREAT SMOKY MTNS NAT PRK PO BOX 1660 KODAK, TN 37764		501(C)3	PRESERVE AND PROTECT GREAT SMOKY MTN	1,000
KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK DR KNOXVILLE, TN 379161653		501(C)3	PROMOTE THE PRESENTATION OF ART	5,000
LAKESHORE PARK 4823 OLD KINGSTON PIKE STE 300 KNOXVILLE, TN 37919		501(C)3	PROVIDE RECREATIONAL OPPORTUNITIES	600,000
Total . . . . ▶ **3a**				5,763,400

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*				
MARYVILLE COLLEGE 502 E LAMAR ALEXANDER PY MARYVILLE, TN 378045907		501(C)3	SUPPORT CIVIC/FINE ARTS CENTER	40,000
MIAMI UNIVERSITY 501 E HIGH ST 107 ROUDEBUSH HALL OXFORD, OH 45056		501(C)3	PROVIDE LIBERAL EDUCATION	25,000
NASHVILLE ZOO 3777 NOLENSVILLE PIKE NASHVILLE, TN 37211		501(C)3	CONSERVATION OF THE NATURAL WORLD	40,000
PELLISSIPPI STATE COMMUNITY COLLEGE PO BOX 22990 KNOXVILLE, TN 37933		501(C)3	PROVIDE QUALITY EDUCATION	100,000
ROCK AND ROCK HALL OF FAME MUSEUM 1100 ROCK ROLL BLVD CLEVELAND, OH 44114		501(C)3	INSPIRE THROUGH ROCK AND ROLL MUSIC	30,000
Total . . . . ▶ 3a				5,763,400

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*				
SCHOOL CHOICE OHIO 88 EAST BROAD STREET SUITE 640 COLUMBUS, OH 43215		501(C)3	EXPANSION OF EDUCATION OPTIONS	25,000
TEACH FOR AMERICA INC 315 WEST 36TH STREET NEW YORK, NY 10018		501(C)3	PROMOTE FUTURE EDUCATIONAL LEADERS	100,000
THE CLEVELAND CLINIC 9500 EUCLID AVENUE DV2 CLEVELAND, OH 44195		501(C)3	PROVIDE QUALITY MEDICAL CARE	16,500
THE CLEVELAND ORCHESTRA 11001 EUCLID AVE CLEVELAND, OH 44106		501(C)3	PROMOTE MUSIC IN CLEVELAND AND OHIO	100,000
THE PROVIDENCE HOUSE 2050 WEST 32ND ST CLEVELAND, OH 44113		501(C)3	RAISE CHILDREN IN ABUSE FREE HOMES	5,000
Total . . . . ▶ **3a**				5,763,400

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*				
UNITED WAY OF BLOUNT COUNTY 1615 EAST BROADWAY AVENUE MARYVILLE, TN 37804		501(C)3	ADVANCE COMMON GOOD OF THE COMMUNITY	20,000
UNITED WAY OF GREATER CLEVELAND 1331 EUCLID AVENUE CLEVELAND, OH 44115		501(C)3	ADVANCE COMMON GOOD OF THE COMMUNITY	100,000
UNITED WAY OF GREATER KNOXVILLE 1301 HANNAH AVENUE KNOXVILLE, TN 37921		501(C)3	ADVANCE COMMON GOOD OF THE COMMUNITY	100,000
UNIV OF TN COLLEGE OF BUSINESS 1525 UNIVERSITY AVENUE OFFICE 131 KNOXVILLE, TN 37921		501(C)3	PROMOTE QUALITY BUSINESS EDUCATION	900,000
UNIVERSITY CIRCLE INC 10831 MAGNOLIA DRIVE CLEVELAND, OH 44106		501(C)3	DEVELOP URBAN LIVING AND COMMUNITIES	5,000
Total . . . . ▶ **3a**				5,763,400

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*				
UNIVERSITY HEALTH SYSTEM INC 9000 EXECUTIVE PARK DR D-240 KNOXVILLE, TN 37923		501(C)3	IMPROVE OUTSTANDING PATIENT CARE	120,000
UNIVERSITY OF TN FOUNDATION 600 ANDY HOLT TOWER KNOXVILLE, TN 37996		501(C)3	PROMOTE SCHOOL ATHLETICS	62,500
UNIVERSITY OF TN FOUNDATION INC 1609 MELROSE AVENUE KNOXVILLE, TN 37996		501(C)3	EDUCATIONAL PROPERTY MAINTENANCE	1,312,500
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE, TN 37923		501(C)3	PURSUIT OF ACADEMIC EXCELLENCE	25,000
WILLOW CREEK ASSOCIATION PO BOX 3188 BARRINGTON, IL 60011		501(C)3	GOD INSPIRED TRAINING TO LEADERS	450,000
Total . . . . ▶ **3a**				5,763,400

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*				
YMCA OF EAST TN INC 616 JESSAMINE STREET KNOXVILLE, TN 37917		501(C)3	PROMOTE COMMUNITY STRENGTHENING	5,000
YOUNG-WILLIAMS ANIMAL CENTER 3201 DIVISION STREET KNOXVILLE, TN 37919		501(C)3	PROMOTE COMMUNITY ANIMAL SERVICES	2,500
YOUTH VILLAGES FOUNDATION INC 3320 BROTHER BLVD BARTLETT, TN 38133		501(C)3	SUPPORT SERVICES FOR YOUTH VILLAGES	20,000
Total . . . . ▶ 3a				5,763,400

TY 2016 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.		
AMPHENOL CORP CLASS A		
BROOKFIELD ASSET MANAGEMENT INC		
DENTSPLY INTERNATIONAL INC		
FIRST REPUBLIC BANK		
HARLEY DAVIDSON INC		
HEICO CORP		
IHS INC		
KIRBY CORPORATION		
MARKEL CORP		
MOHAWK INDUSTRIES INC		
MSC INDUSTRIAL DIRECT INC CL A		
O'REILLY AUTOMOTIVE INC		
PAYCHEX INC		
PERKINELMER INC		
ROLLINS INC		
SHERWIN WILLIAMS CO		
SIGNET JEWELERS LIMITED		
TEMPUR SEAL INTERNATIONAL INC		
TRANSDIGM GROUP INC		
WILLIAMS SONOMA INC		
WOLVERINE WORLD WIDE INC		
APPLE INC		
BERKSHIRE HATHAWAY INC CL B		
COCA- COLA COMPANY		
EXXON MOBIL CORP		
FLOWERS FOODS INC		
JOHNSON & JOHNSON		
LEVEL 3 COMMUNICATIONS INC		
LONGLEAF PARTNERS GROWTH FUND		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LONGLEAF PARTNERS INTERNATIONAL FUND		
OAKMARK I FUND		
SELECTED AMERICAN SHARES CL D		
GULFPORT ENERGY CORP		
RICE ENERGY INC		
OAKMARK INTL FUND CLASS I		
ALLEGION PLC		
IDEXX LABORATORIES INC		
SS&C TECHNOLOGIES HLDGS		
ANSYS INC COM		
BIO-TECHNE CORP		
BRUKER CORP		
EXPEDITORS INTERNATIONAL INC		
METTLER- TOLEDO INTL INC		
SENSATA TECHNOLOGIES HOLDING		
TELEFLEX INC		
TRIMBLE NAVIGATION LTD		
WABTEC		
WATTS WATER TECH INC A		
GOOGLE IN CL C		

TY 2016 Mortgages and Notes Payable Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Total Mortgage Amount:

Item No.	1
Lender's Name	
Lender's Title	
Relationship to Insider	
Original Amount of Loan	
Balance Due	1,625,000
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	
Consideration FMV	

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TY 2016 Other Assets Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GREENLIGHT MASTERS OFFSHORE LTD	500,000	500,000	1,040,079

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TY 2016 Other Expenses Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXPENSES	12,202	12,202		
BANK SERVICE CHARGE	45			45

TY 2016 Other Notes/Loans Receivable Short Schedule

Name: THE HASLAM 3 FOUNDATION INC

EIN: 62-1867421

Name of 501(c)(3) Organization	Balance Due
LOAN RECEIVABLE	1,625,000

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TY 2016 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	46	46		
FEDERAL TAX PAYMENTS	7,200			

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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

2016

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)

Name of organization
THE HASLAM 3 FOUNDATION INC

Employer identification number
62-1867421

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, TN379196407	$ 2,400,000	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)

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

Part II **Noncash Property**

(see instructions) Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization
THE HASLAM 3 FOUNDATION INC

Employer identification number
62-1867421

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