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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

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.

For calendar year 2016 or tax year beginning

, and ending

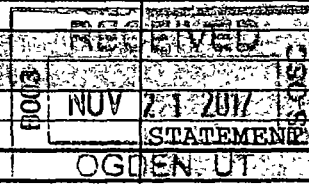
Name of foundation TENNESSEE TITANS FOUNDATION		A Employer identification number 76-0611503
Number and street (or P.O. box number if mail is not delivered to street address) POST OFFICE BOX 844	Room/suite	B Telephone number 713 565-4000
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77001		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) \$ 2,937,681.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received		202,186.		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		42,064.	41,353.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		12,470.			
b Gross sales price for all assets on line 6a	648,587.				
7 Capital gain net income (from Part IV, line 2)			12,470.		
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)					
11 Other income		155.	155.		
12 Total. Add lines 1 through 11		256,875.	53,978.		
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	STMT 2	21,517.	21,517.		0.
17 Interest					
18 Taxes	STMT 3	192.	192.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 4	579.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		22,288.	21,709.		0.
25 Contributions, gifts, grants paid		778,460.			778,460.
26 Total expenses and disbursements. Add lines 24 and 25		800,748.	21,709.		778,460.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-543,873.			
b Net investment income (if negative, enter -0-)			32,269.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 9 7 2017

Revenue

Operating and Administrative Expenses



6627

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		945,012.	353,420.	353,420.
	2	Savings and temporary cash investments		185,539.	111,371.	111,371.
	3	Accounts receivable ▶ 30,000.				
		Less: allowance for doubtful accounts ▶		23,500.	30,000.	30,000.
	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	8,674.	6,093.	6,344.	
	b	Investments - corporate stock STMT 6	1,133,113.	1,016,603.	1,400,516.	
	c	Investments - corporate bonds STMT 7	836,096.	1,037,951.	1,036,030.	
	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)	3,131,934.	2,555,438.	2,937,681.		
Liabilities	17	Accounts payable and accrued expenses	8,400.	160.		
	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)	8,400.	160.		
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	3,123,534.	2,555,278.		
	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	3,123,534.	2,555,278.		
	31	Total liabilities and net assets/fund balances	3,131,934.	2,555,438.		

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	3,123,534.
2	Enter amount from Part I, line 27a	2	-543,873.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,579,661.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCE	5	24,383.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,555,278.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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 648,587.		636,117.	12,470.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			12,470.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	12,470.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	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))
2015	711,551.	3,787,129.	.187887
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

2 Total of line 1, column (d)	1.062102
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	.212420
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	3,312,131.
5 Multiply line 4 by line 3	703,563.
6 Enter 1% of net investment income (1% of Part I, line 27b)	323.
7 Add lines 5 and 6	703,886.
8 Enter qualifying distributions from Part XII, line 4	778,460.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	323.
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	323.
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	323.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,132.	
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	1,132.	
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	809.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 809. Refunded <input type="checkbox"/>	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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address TITANSONLINE.COM	X	
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		N/A
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		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?

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

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	2,301,682.
b	Average of monthly cash balances	1b	1,060,888.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,362,570.
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	3,362,570.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,439.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,312,131.
6	Minimum investment return. Enter 5% of line 5	6	165,607.

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	165,607.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	323.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	323.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	165,284.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	165,284.
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	165,284.

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	778,460.
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	778,460.
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	323.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	778,137.

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				165,284.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	348,768.			
b From 2012	218,410.			
c From 2013	162,690.			
d From 2014	438,464.			
e From 2015	522,625.			
f Total of lines 3a through e	1,690,957.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	778,460.			
a Applied to 2015, 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 2016 distributable amount				165,284.
e Remaining amount distributed out of corpus	613,176.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,304,133.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	348,768.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,955,365.			
10 Analysis of line 9:				
a Excess from 2012	218,410.			
b Excess from 2013	162,690.			
c Excess from 2014	438,464.			
d Excess from 2015	522,625.			
e Excess from 2016	613,176.			

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				
ADAMSVILLE HIGH SCHOOL 815 W MAIN ST ADAMSVILLE, TN 38310	NONE	PC	OPERATING BUDGET	1,000.
THE ALS ASSOCIATION TENNESSEE CHAPTER 4300 SIDCO DR SUITE #200 NASHVILLE, TN 37204	NONE	PC	OPERATING BUDGET	45,000.
AMERICAN RED CROSS 2201 CHARLOTTE AVE NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	5,000.
THE AMERICAN SOCIETY FOR YAD VASHEM 500 FIFTH AVE, 42ND FLOOR NEW YORK, NY 10110	NONE	PC	OPERATING BUDGET	5,000.
AMERICAN EAGLE FOUNDATION PO BOX 333 PIGEON FORGE, TN 37868	NONE	PC	OPERATING BUDGET	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				778,460.
b Approved for future payment				
NONE				
Total				0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <table border="1"> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> <tr> <td>1a(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1a(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(3)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(4)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(5)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(6)</td> <td></td> <td>X</td> </tr> <tr> <td>1c</td> <td></td> <td>X</td> </tr> </table> | | Yes | No | 1a(1) | | X | 1a(2) | | X | 1b(1) | | X | 1b(2) | | X | 1b(3) | | X | 1b(4) | | X | 1b(5) | | X | 1b(6) | | X | 1c | | X | |
|--|---|----|-----|----|-------|--|---|-------|--|---|-------|--|---|-------|--|---|-------|--|---|-------|--|---|-------|--|---|-------|--|---|----|--|---|--|
| | Yes | No | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1c | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

[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.

► Kenneth S. Hines R

11/14/2017

► PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)?

☐ Yes ☒ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐
self-employed

PTIN

Firm's name ▶

Firm's FIN ▶

Firm's address ►

Phone no.

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
BOY SCOUTS OF AMERICA 3414 HILLSBORO PIKE NASHVILLE, TN 37215	NONE	PC	OPERATING BUDGET	5,916.
CHEROKEE AREA COUNCIL 6031 LEE HIGHWAY CHATTAHOOGA, TN 37421	NONE	PC	OPERATING BUDGET	507.
CHICKASAW COUNCIL 171 S HOLLYWOOD ST MEMPHIS, TN 38112	NONE	PC	OPERATING BUDGET	507.
GREAT SMOKEY MOUNTAIN COUNCIL 373 CAMP BUCK TOMS RD ROCKWOOD, TN 37854	NONE	PC	OPERATING BUDGET	507.
WEST TENNESSEE AREA COUNCIL 1995 HOLLYWOOD DR JACKSON, TN 38305	NONE	PC	OPERATING BUDGET	507.
SEQUOYAH COUNCIL 129 BOONE RIDGE DR JOHNSON CITY, TN 37615	NONE	PC	OPERATING BUDGET	507.
BOYS AND GIRLS CLUBS 967 IRWIN ST KNOXVILLE, TN 37917	NONE	PC	OPERATING BUDGET	25,000.
BRIDGE MINISTRY, INC. 533 BRICK CHURCH PARK DR NASHVILLE, TN 37207	NONE	PC	OPERATING BUDGET	25,000.
CAMP DISCOVERY 400 CAMP DISCOVERY LN GAINESBORO, TN 38562	NONE	PC	OPERATING BUDGET	8,452.
CANE RIDGE HIGH SCHOOL 12848 OLD HICKORY BLVD ANTIOCH, TN 37013	NONE	PC	OPERATING BUDGET	1,000.
Total from continuation sheets				717,460.

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
CENTENNIAL HIGH SCHOOL 5050 MALLORY LN FRANKLIN, TN 37067	NONE	PC	OPERATING BUDGET	1,000.
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA 1270 MARKET ST CHATTANOOGA, TN 37402	NONE	PC	OPERATING BUDGET	25,000.
CORDOVA HIGH SCHOOL 1800 BERRYHILL RD CORDOVA, TN 38016	NONE	PC	OPERATING BUDGET	1,000.
THE DOLLYWOOD FOUNDATION 111 DOLLYWOOD LN PIGEON FORGE, TN 37863	NONE	PC	OPERATING BUDGET	94,270.
FISK UNIV SCHOLARSHIP FUND 1000 17TH AVENUE N NASHVILLE, TN 37208	NONE	PC	OPERATING BUDGET	8,452.
FORREST HIGH SCHOOL 310 N HORTON PKWY CHAPEL HILL, TN 37034	NONE	PC	OPERATING BUDGET	1,000.
FRANKLIN HIGH SCHOOL 810 HILSBORO RD FRANKLIN, TN 37064	NONE	PC	OPERATING BUDGET	1,000.
GIRL SCOUT COUNCIL OF CUMBERLAND VALLEY 632 INDIAN CREEK RD WHITLEYVILLE, TN 38588	NONE	PC	OPERATING BUDGET	5,917.
GIRL SCOUT COUNCIL OF THE SOUTHERN APPALACHIANS 1567 DOWNTOWN WEST BLVD KNOXVILLE, TN 37919	NONE	PC	OPERATING BUDGET	1,268.
GIRL SCOUTS OF THE SOUTH PO BOX 240246 MEMPHIS, TN 38124	NONE	PC	OPERATING BUDGET	1,268.
Total from continuation sheets				

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
THE GIRLS ON THE RUN 1451 ELM HILL PIKE #110 NASHVILLE, TN 37210	NONE	PC	OPERATING BUDGET	1,000.
GLEASON INITIATIVE FOUNDATION PO BOX 24493 NEW ORLEANS, LA 70184	NONE	PC	OPERATING BUDGET	10,000.
SCOTT HAMILTON CARES FOUNDATION PO BOX 306191 NASHVILLE, TN 37230	NONE	PC	OPERATING BUDGET	10,000.
HANDS ON NASHVILLE 37 PEABODY ST NASHVILLE, TN 37210	NONE	PC	OPERATING BUDGET	1,500.
THE HEIMERDINGER FOUNDATION 4004 HILLSBORO PIKE, SUITE 223-B NASHVILLE, TN 37215	NONE	PC	OPERATING BUDGET	10,000.
INDEPENDENCE HIGH SCHOOL 1776 DECLARATION WAY THOMPSON'S STATION, TN 37179	NONE	PC	OPERATING BUDGET	1,000.
THE JASON FOUNDATION INC 18 VOLUNTEER DR HENDERSONVILLE, TN 37075	NONE	PC	OPERATING BUDGET	8,452.
THE KEVIN CARTER FOUNDATION PO BOX 681693 FRANKLIN, TN 37068	NONE	PC	OPERATING BUDGET	3,600.
MARYLAND FARMS YMCA 5101 MARYLAND WAY BRENTWOOD, TN 37027	NONE	PC	OPERATING BUDGET	2,500.
MONROE CAROL JR. CHILDREN'S HOSPITAL 2200 CHILDREN'S WAY NASHVILLE, TN 37232	NONE	PC	OPERATING BUDGET	2,500.
Total from continuation sheets				

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 AT GRASSMERE 3777 NOLENSVILLE PIKE NASHVILLE, TN 37211	NONE	PC	OPERATING BUDGET	5,000.
NASHVILLE BAR FOUNDATION 150 4TH AVE N, SUITE 1050 NASHVILLE, TN 37219	NONE	PC	OPERATING BUDGET	2,500.
NFL ALUMNI-TN CHAPTER 2000 MALLORY LANE, SUITE 130 FRANKLIN, TN 37067	NONE	PC	OPERATING BUDGET	5,000.
SADDLE UP! 1549 OLD HILLSBORO RD FRANKLIN, TN 37069	NONE	PC	OPERATING BUDGET	10,000.
SAINT THOMAS HEALTH PO BOX 1516 HOUSTON, TX 77251	NONE	PC	OPERATING BUDGET	8,452.
SAINT THOMAS HEALTH FOUNDATION 4220 HARDING RD NASHVILLE, TN 37205	NONE	PC	OPERATING BUDGET	25,000.
SEXUAL ASSAULT CENTER 101 FRENCH LANDING DR NASHVILLE, TN 37228	NONE	PC	OPERATING BUDGET	10,000.
SNOWBALL EXPRESS, INC. 611 S. MAIN ST GRAPEVINE, TX 76051	NONE	PC	OPERATING BUDGET	2,000.
ST JUDE'S CHILDREN RESEARCH HOSPITAL 262 DANNY THOMAS PL MEMPHIS, TN 38105	NONE	PC	OPERATING BUDGET	8,452.
TENNESSEE ALLIANCE OF BOYS & GIRLS CLUBS INC 220 CARRICK ST, SUITE 318 KNOXVILLE, TN 37921	NONE	PC	OPERATING BUDGET	8,452.
Total from continuation sheets				

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
TENNESSEE STATE UNIVERSITY SCHOLARSHIP FUND 3500 JOHN A. MERRITT BLVD NASHVILLE, TN 37209	NONE	PC	OPERATING BUDGET	8,452.
TENNESSEE SECONDARY SCHOOL 3333 LEBANON RD HERMITAGE, TN 37076	NONE	PC	OPERATING BUDGET	40,000.
TENNESSEE COALITION TO END DOMESTIC AND SEXUAL VIOLENCE 2 INTERNATIONAL PLAZA DR, SUITE 425 NASHVILLE, TN 37217	NONE	PC	OPERATING BUDGET	50,000.
TENNESSEE SPORTS HALL OF FAME 501 BROADWAY NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	10,000.
TENNESSEE STATE UNIVERSITY 3500 JOHN A. MERRITT BLVD NASHVILLE, TN 37209	NONE	PC	OPERATING BUDGET	150,000.
TOM COUGHLIN JAY FUND FOUNDATION PO BOX 50798 JACKSONVILLE BEACH, FL 32240	NONE	PC	OPERATING BUDGET	3,000.
THE TRANSIT ALLIANCE OF MIDDLE TENNESSEE 211 COMMERCE ST, #100 NASHVILLE, TN 37201	NONE	PC	OPERATING BUDGET	5,000.
UNITED WAY OF METROPOLITAN NASHVILLE 250 VENTURE CIR NASHVILLE, TN 37228	NONE	PC	OPERATING BUDGET	86,328.
VANDERBILT CHILDREN'S HOSPITAL 2525 WEST END AVE, SUITE 450 NASHVILLE, TN 37203	NONE	PC	OPERATING BUDGET	8,452.
VOLUNTEER STATE HORSEMAN'S FOUNDATION 203 THIRD AVENUE NORTH FRANKLIN, TN 37064	NONE	PC	OPERATING BUDGET	3,142.
Total from continuation sheets				

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
DELANIE WALKER GIVES BACK FOUNDATION 59 CAVALIER BLVD., SUITE 310 FLORENCE, KY 41042	NONE	PC	OPERATING BUDGET	2,000.
WAYNE COUNTY HIGH SCHOOL 707 S. MAIN ST WAYNESBORO, TN 38485	NONE	PC	OPERATING BUDGET	1,000.
WHITEHAVEN HIGH SCHOOL 4851 ELVIS PRESLEY BLVD MEMPHIS, TN 38116	NONE	PC	OPERATING BUDGET	2,000.
WHITEHAVEN HIGH SCHOOL 4851 ELVIS PRESLEY BLVD MEMPHIS, TN 38116	NONE	PC	OPERATING BUDGET	3,600.
WILSON COUNTY SCHOOLS 351 STUMPY LANE LEBANON, TN 37090	NONE	PC	OPERATING BUDGET	1,000.
Total from continuation sheets				

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.

OMB No. 1545-0047

2016

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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)**

Name of organization	Employer identification number
TENNESSEE TITANS FOUNDATION	76-0611503

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	RISHARD MATHEWS 857 SW 159TH LANE PEMBROKE PINES, FL 33027	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	MIKE MULARKEY 600 12TH AVENUE SOUTH, UNIT 534 NASHVILLE, TN 37203	\$ 16,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	HARDEE'S LICENSE FOUNDATION 1429 BUSINESS CENTER DRIVE CONYERS, GA 30094	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	NFL FOUNDATION 345 PARK AVENUE NEW YORK, NY 10154	\$ 28,500.	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)

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

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	21,517.	21,517.		0.
TO FORM 990-PF, PG 1, LN 16C	21,517.	21,517.		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	192.	192.		0.
TO FORM 990-PF, PG 1, LN 18	192.	192.		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	177.	0.		0.
FILING FEES	180.	0.		0.
OTHER MISCELLANEOUS	222.	0.		0.
TO FORM 990-PF, PG 1, LN 23	579.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	X		6,093.	6,344.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,093.	6,344.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,093.	6,344.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHMENT PGS 1-4	1,016,603.	1,400,516.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,016,603.	1,400,516.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT PGS 5-8	1,037,951.	1,036,030.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,037,951.	1,036,030.

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.