

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceReturn 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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information

For calendar year 2017 or tax year beginning , 2017, and ending

HAILEY FAMILY FOUNDATION
545 GRAND OAKES DRIVE
BRENTWOOD, TN 37027-5949A Employer identification number
81-6895814

B Telephone number (see instructions)

C If exemption application is pending, check here ▶ ☒D 1 Foreign organizations, check here ▶ ☐2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐G Check all that apply ☒ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 7,730,847.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

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)	5,884,052.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	3,747.	3,747.	N/A	
	4 Dividends and interest from securities	179,482.	179,482.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,144,072.			
	b Gross sales price for all assets on line 6a	7,467,775.			
	7 Capital gain net income (from Part IV, line 2)		1,144,072.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11		7,211,353.	1,327,301.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	48,466.	48,466.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, meals, travel, and entertainment				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,288.	4,288.		
	25 Contributions, gifts, grants paid	52,754.	52,754.		
26 Total expenses and disbursements Add lines 24 and 25	36,750.			36,750.	
27 Subtract line 26 from line 12.	89,504.	52,754.		36,750.	
a Excess of revenue over expenses and disbursements	7,121,849.				
b Net investment income (if negative, enter -0-)		1,274,547.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			255,254.	255,254.
	2	Savings and temporary cash investments				
	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 sch)				
		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 (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	LIABILITIES	11	Investments — land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule) STATEMENT 3		4,953,428.	5,515,826.	
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe SEE STATEMENT 4)		1,933,334.	1,959,767.	
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	0.	7,142,016.	7,730,847.	
17		Accounts payable and accrued expenses				
18		Grants payable				
NET ASSETS OR FUND BALANCES	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>				
	25	Unrestricted				
	26	Temporarily restricted				
	27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	28	Capital stock, trust principal, or current funds				
29	Paid-in or capital surplus, or land, bldg., and equipment fund					
30	Retained earnings, accumulated income, endowment, or other funds		7,142,016.			
31	Total net assets or fund balances (see instructions)	0.	7,142,016.			
32	Total liabilities and net assets/fund balances (see instructions)	0.	7,142,016.			

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	0.
2	Enter amount from Part I, line 27a	2	7,121,849.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	20,167.
4	Add lines 1, 2, and 3	4	7,142,016.
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	7,142,016.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(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 7,467,775.		6,323,703.	1,144,072.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,144,072.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	1,144,072.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 </div>		3	1,144,072.

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)

N/A

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 doesn't 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))
2016			
2015			
2014			
2013			
2012			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b . . .		1	25,491.
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	25,491.
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	25,491.
6 Credits/Payments:			
a 2017 estimated tax pmts and 2016 overpayment credited to 2017	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		637.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		26,128.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for the definition		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		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
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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	
8 a Enter the states to which the foundation reports or with which it is registered. See instructions N/A		
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 2017 or the tax year beginning in 2017? See the 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	11	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	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>JAMES C HAILEY</u> Telephone no. <u></u> Located at <u>545 GRAND OAKES DRIVE BRENTWOOD TN</u> ZIP + 4 <u>37027-5949</u>		
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 <u>N/A</u>	15	N/A
16 At any time during calendar year 2017, 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 <u></u>	16	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
1 a 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 <input type="checkbox"/>	1 b	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 2017?	1 c	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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.)	2 b	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 <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a 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 2017 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 2017)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2017?	4 b	X

BAA

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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

5 b 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?

6 b X

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7 b

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES C. HAILEY 545 GRAND OAKES DRIVE BRENTWOOD, TN 37027	TRUSTEE 0	0.	0.	0.
KAREN A. HAILEY 545 GRAND OAKES DRIVE BRENTWOOD, TN 37027	ADVISORY 0	0.	0.	0.
ERIC M. HAILEY 4840 ROSEWOOD AVE APT. 1 LOS ANGELES, CA 90004	ADVISORY 0	0.	0.	0.

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

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

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

0

Part 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	1 a	
b	Average of monthly cash balances	1 b	534,759.
c	Fair market value of all other assets (see instructions)	1 c	6,346,839.
d	Total (add lines 1a, b, and c)	1 d	6,881,598.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,881,598.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	103,224.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,778,374.
6	Minimum investment return. Enter 5% of line 5	6	338,919.

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	338,919.
2a	Tax on investment income for 2017 from Part VI, line 5	2 a	25,491.
b	Income tax for 2017 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	25,491.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	313,428.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	313,428.
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	313,428.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26.	1 a	36,750.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	36,750.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	36,750.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				313,428.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0.	
b Total for prior years 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 36,750.				
a Applied to 2016, 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 2017 distributable amount				36,750.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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	0.			
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 2016 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				276,678.
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 2012 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a</i> Paid during the year SEE STATEMENT 7				
Total			3 a	36,750.
<i>b</i> Approved for future payment				
Total			3 b	

Part XVI-A	Analysis of Income-Producing Activities
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Enter gross amounts unless otherwise indicated

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) Exclu- sion 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			14	3,747.	
4	Dividends and interest from securities			14	179,482.	
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	1,144,072.	
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)				1,327,301.	
13	Total. Add line 12, columns (b), (d), and (e)				13	1,327,301.

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

[illegible]

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.
► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

HAILEY FAMILY FOUNDATION

Employer identification number

81-6895814

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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)

BAA 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) (2017)

Name of organization

Employer identification number

HAILEY FAMILY FOUNDATION

81-6895814

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES C. HAILEY 545 GRAND OAKES DRIVE BRENTWOOD, TN 37027	\$ 7,008,453.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

81-6895814

Part II

[illegible]

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

HAILEY FAMILY FOUNDATION

Employer identification number

81-6895814

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.

Use duplicate copies of Part III if additional space is needed

► \$ _____ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	N/A		
	(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	

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.
► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

HAILEY FAMILY FOUNDATION

Employer identification number

81-6895814

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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).

BAA 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) (2017)

Name of organization

Employer identification number

HAILEY FAMILY FOUNDATION

81-6895814

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES C. HAILEY 545 GRAND OAKES DRIVE BRENTWOOD, TN 37027	\$ 7,008,453.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

81-6895814

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	SECURITIES-PUBLICLY TRADES AND CASH-LISTING ATTACHED		
		\$ 6,862,022.	VARIOUS
(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
		\$	

BAA

Employer identification number

81-6895814

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.) ▶ \$

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

► \$ _____ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	N/A		
	(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

Hailey Family Foundation
Employer Identification Number 81-6895814
Form 990-PF, Page 2, Part II, Line 1, 13 and 15
Cash, Investments and Other Assets

	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
CASH & EQUIVALENTS, PART II, LINE 1	<u>255,253.97</u>	<u>255,253.97</u>
INVESTMENTS CORPORATE STOCK, PART II, LINE 10(b) EQUITIES, listing attached	<u>4,953,428.24</u>	<u>5,515,825.61</u>
OTHER, PART 2, LINE 15		
FIXED INCOME-MUTUAL FUNDS, listings attached	576,387	578,701
ALT INVESTMENTS, listings attached	875,000	883,091
REAL ESTATE, listings attached	481,946	497,975
	<u>1,933,334</u>	<u>1,959,767</u>
	<u>7,142,016</u>	<u>7,730,847</u>

Hailey Family Foundation
Employer Identification Number 81-6895814
Form 990-PF, Page 1, Line 1
Contributions, gifts, grants, etc received

Account ID	Asset Name	Shares	Date Received	Cost Basis	Securities Total	Cash Total
WELLS FARGO ADVISOR 8280						
42338280	DEUTSCHE ENH COMMODITY STR-I #817	5,361 39	03-15-2017	61,140 02		
42338280	DEUTSCHE GLB REAL EST SEC-I #811	10,162 15	03-15-2017	85,380 13		
42338280	COHEN & STEERS REALTY SHARES #1262	902 99	03-15-2017	54,748 93		
42338280	DELAWARE US GROWTH FD-I #104	6,512 10	03-17-2017	106,428 07		
42338280	AMER FD - THE BOND FD AMER-F2 #608	23,594 58	03-15-2017	300,631 59		
42338280	GABELLI SMALL CAP GROWTH-I #1560	4,421 87	03-15-2017	150,734 80		
42338280	GOLDMAN SACH FIND SQ TR IN-IN #5060-Money Mkt	19,186 40	03-15-2017			19,186 40
42338280	AMERICAN GRW FD OF AMER CL F2 #605	8,273 27	03-15-2017	262,531 71		
42338280	AMERICAN FUNDS NEW WORLD FD F2 #636	3,424 45	03-15-2017	166,827 24		
42338280	AMERICAN WASH MUT INV-F2 #601	8,743 57	03-15-2017	253,642 58		
42338280	J HANCK FDS DIS M/C FD-IS #3633	5,998 42	03-15-2017	125,020 89		
42338280	JPMORGAN INTREPID VAL-SEL FD #1136	4,890 77	03-15-2017	116,012 74		
42338280	JPMORGAN HIGH YIELD FUND SS #3580	12,832 17	03-15-2017	93,819 30		
42338280	AMERICAN EUROPACIFIC GRTH CL F2 #616	5,229 29	03-15-2017	196,262 14		
42338280	OPPENHEIMER DEVELOPING MKT-Y #788	4,616 99	03-15-2017	157,157 06		
42338280	PIMCO EMERG MKTS BD-INST #137	8,913 02	03-15-2017	93,438 99		
42338280	PRUDENTIAL JENN M/C GRTH FD CL Z 432	3,559 30	03-17-2017	114,641 52		
42338280	AMERICAN FDS SMALL CAP WORLD F2 #635	2,599 11	03-15-2017	93,655 21		
42338280	ARTISAN SMALL CAP FUND-ADV #2469	6,313 10	03-15-2017	151,454 73	2,583,527 65	
REGIONS BANK 2386						
2060002386	AT & T INC	150 00	05-04-2017	5,244 49		
2060002386	ALPHABET INC CL C	10 00	05-04-2017	3,082 54		
2060002386	ALPHABET INC CL A	10 00	05-04-2017	3,098 65		
2060002386	ALTRIA GROUP INC	30 00	05-04-2017	2,098 20		
2060002386	AMERICAN INTERNATIONAL GROUP, INC	75 00	05-04-2017	4,125 74		
2060002386	APPLE INC	70 00	05-04-2017	5,935 80		
2060002386	BLACKROCK INC	25 00	05-04-2017	6,392 75		
2060002386	BRISTOL MYERS SQUIBB CO	50 00	05-04-2017	3,247 49		
2060002386	CVS HEALTH CORPORATION	100 00	05-04-2017	3,768 37		
2060002386	CELGENE CORP COM	50 00	05-04-2017	3,687 00		
2060002386	CHEVRON CORP	40 00	05-04-2017	4,178 00		
2060002386	CISCO SYSTEMS INC	310 00	05-04-2017	4,262 40		
2060002386	CITIGROUP INC	65 00	04-07-2017	3,258 97		
2060002386	CITRIX SYS INC COM	75 00	05-04-2017	3,780 29		
2060002386	COCA COLA CO	90 00	05-04-2017	4,082 39		
2060002386	COGNIZANT TECH SOLUTIONS CRP COM	75 00	05-04-2017	3,408 75		
2060002386	DOLLAR GENERAL CORP	25 00	05-04-2017	2,362 50		
2060002386	ECOLAB INC	30 00	05-04-2017	3,138 60		
2060002386	EXXON MOBIL CORPORATION	75 00	05-04-2017	4,926 31		
2060002386	FACEBOOK INC	35 00	05-04-2017	3,286 50		
2060002386	GENERAL ELECTRIC CO	150 00	05-04-2017	4,250 00		
2060002386	HOME DEPOT INC	20 00	05-04-2017	2,629 37		
2060002386	HONEYWELL INTERNATIONAL INC	50 00	05-04-2017	3,693 21		
2060002386	INTEL CORP	250 00	05-04-2017	5,252 50		
2060002386	INTUIT COM	50 00	05-04-2017	3,503 00		
2060002386	ISHARES CORE S&P MIDCAP ETF	305 00	05-04-2017	23,045 33		
2060002386	ISHARES RUSSELL 2000 ETF	395 00	05-04-2017	28,720 45		
2060002386	JPMORGAN CHASE & CO	120 00	05-04-2017	4,699 21		
2060002386	MATTEL INC	70 00	05-04-2017	2,192 39		
2060002386	MCDONALDS CORP	35 00	05-04-2017	4,225 55		
2060002386	MERCK & CO INC NEW	150 00	05-04-2017	5,471 99		
2060002386	MICROCHIP TECHNOLOGY INC COM	75 00	05-04-2017	3,659 20		
2060002386	MONDELEZ INTERNATIONAL INC	90 00	05-04-2017	4,059 89		
2060002386	NEXTERA ENERGY INC	50 00	05-04-2017	2,613 99		
2060002386	NIKE INC CL B	70 00	05-04-2017	3,988 25		
2060002386	ORACLE CORPORATION	200 00	05-04-2017	4,522 00		
2060002386	PEPSICO INC	65 00	05-04-2017	2,866 50		
2060002386	PFIZER INC	100 00	05-04-2017	3,605 99		
2060002386	PRUDENTIAL FINL INC	35 00	05-04-2017	3,337 52		
2060002386	QUALCOMM INC	95 00	05-04-2017	3,470 66		
2060002386	SCHLUMBERGER LTD	70 00	05-04-2017	4,024 30		
2060002386	SOUTHERN CO	75 00	05-04-2017	4,083 74		
2060002386	STARBUCKS CORP COM	100 00	05-04-2017	3,952 45		
2060002386	STRYKER CORP	65 00	05-04-2017	2,846 18		
2060002386	SUNTRUST BANKS INC	100 00	05-04-2017	4,034 95		
2060002386	THERMO FISHER SCIENTIFIC INC	25 00	05-04-2017	1,227 00		
2060002386	3M CO	40 00	05-04-2017	3,300 52		
2060002386	UNION PACIFIC CORP	50 00	05-04-2017	3,866 50		
2060002386	UNITED TECHNOLOGIES CORP	75 00	05-04-2017	4,339 50		
2060002386	VANGUARD FTSE DEVELOPED ETF	2,165 00	05-04-2017	75,147 15		

2060002386	VANGUARD FTSE EMERGING MARKETS ETF	430 00	05-04-2017	14,971 22	
2060002386	VERIZON COMMUNICATIONS	145 00	05-04-2017	4,430 83	
2060002386	VERTEX PHARMACEUTICALS INC COM	20 00	05-04-2017	2,749 40	
2060002386	WAL MART STORES INC	55 00	05-04-2017	4,063 94	
2060002386	WASTE MANAGEMENT INC	100 00	05-04-2017	4,865 99	
2060002386	WELLS FARGO & CO	100 00	05-04-2017	4,942 83	
2060002386	WHOLE FOODS MKT INC	75 00	05-04-2017	2,484 75	
2060002386	INVESCO LIMITED	100 00	05-04-2017	3,529 00	
2060002386	EATON CORP PLC	70 00	05-04-2017	4,073 29	
2060002386	MEDTRONIC PLC	45 00	05-04-2017	3,935 25	
2060002386	CHUBB LTD	35 00	05-04-2017	4,528 64	
2060002386	LYONDELLBASELL INDU-CL A	40 00	05-04-2017	3,632 00	
2060002386	LOGMEIN INC	12 00	05-04-2017	890 78	
2060002386	WILLIAMSON CNTY TN 4 000% 5/01/23	25,000 00	05-04-2017	25,207 50	
2060002386	WEST WILSON TN UTILI 4 000% 6/01/25	25,000 00	05-04-2017	27,785 64	
2060002386	SULLIVAN CNTY TN 3 000% 4/01/26	25,000 00	05-04-2017	27,315 42	
2060002386	SMYRNA TN 4 000% 6/01/22	25,000 00	05-04-2017	27,381 75	
2060002386	RUTHERFORD CNTY TN 2 500% 4/01/27	25,000 00	05-04-2017	25,891 49	
2060002386	MONTGOMERY CNTY TN 4 000% 4/01/23	25,000 00	05-04-2017	26,510 15	
2060002386	MET GOVT NASHVILLE 5 000% 7/01/22	25,000 00	05-04-2017	26,818 28	
2060002386	MEMPHIS TN WTR REVEN 3 000% 12/01/20	25,000 00	05-04-2017	26,226 08	
2060002386	MAURY CNTY TN 2 000% 4/01/19	25,000 00	05-04-2017	25,304 07	
2060002386	KNOXVILLE TN GAS REV 3 000% 3/01/18	25,000 00	05-04-2017	25,370 75	
2060002386	KINGSPORT TN 3 000% 5/01/20	25,000 00	05-04-2017	25,961 15	
2060002386	JOHNSON CITY TN 4 250% 6/01/24	25,000 00	05-04-2017	26,747 42	
2060002386	BARTLETT TN 3 000% 9/01/19	25,000 00	05-04-2017	26,179 62	
2060002386	TENNESSEE ST 5 000% 5/01/21	25,000 00	05-04-2017	25,377 93	
2060002386	CLARKSVILLE TENN WTR 4 000% 2/01/24	25,000 00	05-04-2017	25,323 76	
2060002386	Cash	75,402 46			75,402 46
2060002386	IVY MUNICIPAL HIGH INC-I #465	3,703 00	05-11-2017	20,000 00	
2060002386	VANGUARD INTERM TERM T/E FD-ADM #542	1,050 00	05-15-2017	14,049 53	790,543 49
WELLS FARGO 2835					
37262835	PBF ENERGY INC	284 00	03-15-2017	7,644 73	
37262835	AT & T INC	259 00	03-15-2017	9,292 66	
37262835	ABBOTT LABS	245 00	03-15-2017	8,691 58	
37262835	ANALOG DEVICES INC	101 00	03-15-2017	4,196 23	
37262835	APACHE CORP	119 00	03-15-2017	8,954 97	
37262835	APPLE INC	47 00	03-15-2017	4,781 59	
37262835	B B & T CORP COM	194 00	03-15-2017	6,029 16	
37262835	BWX TECHNOLOGIES INC	184 00	03-15-2017	4,626 38	
37262835	BAXTER INTL INC	127 00	03-15-2017	4,824 32	
37262835	BERKSHIRE HATHAWAY INC	33 00	03-15-2017	2,939 64	
37262835	CVS HEALTH CORPORATION	66 00	03-15-2017	4,741 33	
37262835	CARE CAPITAL PROPERTIES INC	209 00	03-15-2017	5,233 05	
37262835	CHUBB LTD	35 00	03-15-2017	3,885 70	
37262835	COMCAST CORP CLASS A	264 00	03-15-2017	5,081 51	
37262835	DEVON ENERGY CORPORATION	75 00	03-15-2017	4,317 08	
37262835	DOW CHEMICAL CO	165 00	03-15-2017	5,351 73	
37262835	EATON CORP PLC	68 00	03-15-2017	4,417 52	
37262835	EBAY INC	90 00	03-15-2017	1,925 98	
37262835	ENDURANCE SPECIALTY HOLDINGS	82 00	03-15-2017	3,179 14	
37262835	ENTERGY CORP NEW COM	62 00	03-15-2017	4,707 42	
37262835	FORD MOTOR COMPANY	382 00	03-15-2017	5,298 96	
37262835	GENERAL ELECTRIC CO	166 00	03-15-2017	3,880 55	
37262835	GLAXOSMITHKLINE PLC - ADR	171 00	03-15-2017	8,828 68	
37262835	HAIN CELESTIAL GROUP INC	131 00	03-15-2017	5,135 78	
37262835	HARTFORD FINANCIAL SERVICES GROUP	101 00	03-15-2017	4,611 53	
37262835	HEWLETT PACKARD ENTERPRISE CO	276 00	03-15-2017	3,626 97	
37262835	ISHARES IBOX \$ INVESTMENT	90 00	03-15-2017	10,655 53	
37262835	JOHNSON & JOHNSON	86 00	03-15-2017	6,017 98	
37262835	MCKESSON CORP	30 00	03-15-2017	4,717 20	
37262835	MEDTRONIC PLC	65 00	03-15-2017	4,886 79	
37262835	METLIFE INC	144 00	03-15-2017	7,409 29	
37262835	NEW YORK CMNTY BANCORP INC	472 00	03-15-2017	6,058 73	
37262835	OCCIDENTAL PETE CORP	147 00	03-15-2017	11,109 89	
37262835	PPL CORPORATION	149 00	03-15-2017	5,164 22	
37262835	PAYPAL HOLDINGS INC	136 00	03-15-2017	4,539 31	
37262835	PEPSICO INC	76 00	03-15-2017	5,682 14	
37262835	PFIZER INC	243 00	03-15-2017	7,311 53	
37262835	PROCTER & GAMBLE CO	80 00	03-15-2017	5,554 78	
37262835	ROYAL DUTCH SHELL PLC ADR	95 00	03-15-2017	4,973 57	
37262835	SYNCHRONY FINANCIAL	152 00	03-15-2017	4,827 82	
37262835	SYSCO CORP	118 00	03-15-2017	3,713 04	
37262835	3M CO	35 00	03-15-2017	3,222 10	
37262835	TIME WARNER INC	57 00	03-15-2017	3,431 43	
37262835	UNILEVER N V - ADR	204 00	03-15-2017	7,916 70	
37262835	UNITED PARCEL SERVICE-CL B	46 00	03-15-2017	4,743 34	
37262835	VANGUARD SHORT TERM BOND ETF	377 00	03-15-2017	30,413 50	
37262835	VANGUARD INTERMEDIATE-TERM C	221 00	03-15-2017	19,129 03	

37262835	VANGUARD S/T CORP BOND ETF	1,143 00	03-15-2017	91,530 06
37262835	VARIAN MED SYS INC	59 00	03-15-2017	4,185 07
37262835	VERIZON COMMUNICATIONS	143 00	03-15-2017	6,879 29
37262835	VODAFONE GROUP PLC-SP ADR	166 00	03-15-2017	10,338 60
37262835	WAL MART STORES INC	88 00	03-15-2017	4,908 00
37262835	WELLTOWER INC	106 00	03-15-2017	6,594 33
37262835	ZIMMER BIOMET HOLDINGS, INC	62 00	03-15-2017	4,162 26
37262835	ADAMS CNTY CO SCH DI 5 000% 12/01/22	10,000 00	03-15-2017	11,626 80
37262835	ALASKA ST HSG FIN CO 5 000% 12/01/19	20,000 00	03-15-2017	21,973 66
37262835	ALBUQUERQUE NM MUNI 5 000% 8/01/24	10,000 00	03-15-2017	11,636 50
37262835	ARIZONA ST SCH FACS 5 000% 9/01/21	15,000 00	03-15-2017	17,142 67
37262835	ARIZONA BRD OF RG'IS 5 000% 6/01/21	15,000 00	03-15-2017	17,051 95
37262835	BOCA RATON FL WTR & 5 000% 10/01/17	15,000 00	03-15-2017	15,552 66
37262835	BRISTOL BORO PA SCH 5 000% 3/01/23	10,000 00	03-15-2017	11,887 33
37262835	CANYON TX INDEP SCH 5 000% 2/15/27	15,000 00	03-15-2017	18,182 25
37262835	DALLAS TX INDEP SCH 4 000% 8/15/21	20,000 00	03-15-2017	21,410 21
37262835	FLORIDA ST MUNI PWR 5 250% 10/01/21	15,000 00	03-15-2017	16,846 20
37262835	FRANKLIN CNTY OH HOS 5 000% 5/15/25	10,000 00	03-15-2017	11,662 09
37262835	ESCAMBIA CNTY FL SCH 5 000% 2/01/21	15,000 00	03-15-2017	16,743 05
37262835	HARRIS CNTY TX 5 000% 10/01/26	15,000 00	03-15-2017	18,166 90
37262835	HAWAII ST 5 000% 8/01/25	20,000 00	03-15-2017	22,221 43
37262835	HOUSTON TX HGR EDU 5 000% 2/15/23	10,000 00	03-15-2017	11,426 77
37262835	ILLINOIS FIN AUTH RE 5 250% 3/01/24	15,000 00	03-15-2017	16,126 56
37262835	INDIANA ST MUNI PWR 5 000% 1/01/32	5,000 00	03-15-2017	5,877 47
37262835	IOWA ST FIN AUTH REV 5 000% 8/01/22	10,000 00	03-15-2017	11,737 17
37262835	IVY IN TECH CMNTY CL 5 000% 7/01/25	10,000 00	03-15-2017	11,728 14
37262835	LAPEER MI CMNTY SCHS 4 000% 5/01/20	10,000 00	03-15-2017	10,881 41
37262835	KENTUCKY ST PROPERTY 5 000% 10/01/19	15,000 00	03-15-2017	16,594 97
37262835	LOUISIANA STADIUM & 5 000% 7/01/19	15,000 00	03-15-2017	16,221 89
37262835	LAS VEGAS VLY NV WTR 5 000% 6/01/20	10,000 00	03-15-2017	11,243 67
37262835	MAINE ST MUNI BOND 5 000% 9/01/20	10,000 00	03-15-2017	11,012 75
37262835	MEMPHIS TENN ELEC SY 5 000% 12/01/18	15,000 00	03-15-2017	16,157 14
37262835	MET GOVT NASHVILLE 4 000% 5/15/18	15,000 00	03-15-2017	15,638 51
37262835	MIAMI-DADE CNTY FL 5 000% 5/01/26	5,000 00	03-15-2017	5,757 51
37262835	MIAMI-DADE CNTY FL 5 000% 7/01/19	10,000 00	03-15-2017	10,840 90
37262835	NEW YORK ST ENVRNMNT 5 000% 6/15/28	20,000 00	03-15-2017	20,782 82
37262835	NEW YORK ST DORM AUT 5 000% 7/01/22	15,000 00	03-15-2017	17,290 33
37262835	NORTH CAROLINA ST MU 4 000% 1/01/19	10,000 00	03-15-2017	11,431 00
37262835	MET GOVT NASHVILLE 5 000% 1/01/24	15,000 00	03-15-2017	15,635 38
37262835	MINNESOTA ST 5 000% 8/01/23	15,000 00	03-15-2017	17,679 97
37262835	NEBRASKA ST PUBLIC 5 000% 7/01/20	20,000 00	03-15-2017	22,283 87
37262835	PENNSBURY PA SCH DIS 5 000% 1/15/22	10,000 00	03-15-2017	11,554 58
37262835	OMAHA NE PUBLIC PWR 4 000% 2/01/20	10,000 00	03-15-2017	10,709 38
37262835	PASSAIC VLY NJ WTR 5 000% 12/15/22	15,000 00	03-15-2017	17,486 17
37262835	OHIO ST TURNPIKE COM 5 000% 2/15/20	15,000 00	03-15-2017	16,276 58
37262835	OHIO ST WTR DEV AUTH 5 000% 6/01/21	10,000 00	03-15-2017	11,093 74
37262835	ORANGE CNTY FL HLTH 5 000% 10/01/21	10,000 00	03-15-2017	11,706 18
37262835	ORANGE CNTY FL SCH 5 000% 8/01/27	10,000 00	03-15-2017	12,206 44
37262835	PIERCE CNTY WA SCH 5 000% 12/01/26	10,000 00	03-15-2017	12,012 60
37262835	PICKERINGTON OH LOCA 4 000% 12/01/21	10,000 00	03-15-2017	10,967 08
37262835	PORT SEATTLE WASH RE 5 250% 7/01/19	10,000 00	03-15-2017	10,837 97
37262835	PRINCE GEORGES CNTY 3 000% 3/01/24	20,000 00	03-15-2017	19,410 92
37262835	PEMBROKE PINES FL 5 000% 9/01/25	15,000 00	03-15-2017	17,617 15
37262835	RUTHERFORD CNTY TN 5 000% 4/01/18	20,000 00	03-15-2017	21,295 15
37262835	SOUTH CAROLINA ST PU 5 500% 1/01/38	10,000 00	03-15-2017	10,911 83
37262835	REEDY CREEK FL IMP' 5 000% 6/01/21	15,000 00	03-15-2017	17,504 04
37262835	SIOUX FALLS SD SCH 4 500% 1/01/20	10,000 00	03-15-2017	10,694 25
37262835	RUTGERS ST UNIV N J 5 000% 5/01/39	10,000 00	03-15-2017	11,027 01
37262835	SAN ANTONIO TX ELEC 5 000% 2/01/22	15,000 00	03-15-2017	17,590 93
37262835	SEATTLE WA 4 000% 4/01/28	15,000 00	03-15-2017	16,310 85
37262835	UNIV OF MICHIGAN MI 5 000% 4/01/30	10,000 00	03-15-2017	12,134 70
37262835	SHELBY CNTY TN 5 000% 4/01/18	15,000 00	03-15-2017	15,863 32
37262835	VIRGINIA ST PUBLIC 5 000% 8/01/18	10,000 00	03-15-2017	10,598 64
37262835	VIRGINIA ST PUBLIC 5 000% 8/01/23	10,000 00	03-15-2017	11,504 49
37262835	SPRINGFIELD IL ELEC 5 000% 3/01/21	15,000 00	03-15-2017	16,678 78
37262835	TAMPA FLA 5 000% 11/15/19	15,000 00	03-15-2017	16,123 95
37262835	TEXAS ST UNIV SYS FI 5 000% 3/15/21	10,000 00	03-15-2017	11,303 95
37262835	VIA MET TRANSIT AUTH 5 000% 7/15/29	15,000 00	03-15-2017	17,796 90
37262835	WICHITA KS 5 000% 10/01/20	15,000 00	03-15-2017	17,158 86
37262835	Cash	363 79		
37262835	MEMPHIS-SHELBY CNTY 4 750% 7/01/23	15,000 00	04-07-2017	15,144 71
37262835	KNOXVILLE TN WSTWTR 3 000% 4/01/46	5,000 00	04-07-2017	5,000 00
37262835	RUTHERFORD CNTY 1N 5 000% 11/15/40	10,000 00	04-07-2017	9,810 65
37262835	MET GOVT NASHVILLE 5 000% 10/01/39	15,000 00	04-07-2017	15,081 50
37262835	JACKSON TN HOSP REVE 5 625% 4/01/38	15,000 00	04-07-2017	15,024 16
37262835	VENTAS INC COM	205 00	04-07-2017	12,822 37
37262835	MICROSOFT CORP	569 00	04-07-2017	17,788 10
37262835	KINDER MORGAN INC/DELAWARE	556 00	04-07-2017	23,093 46
37262835	HANESBRANDS INC	432 00	04-07-2017	9,691 80
37262835	GLAXOSMITHKLINE PLC - ADR	214 00	04-07-2017	9,980 47

37262835	AQUA AMERICA INC	729 00	04-07-2017	19,620 20		
37262835	ALLERGAN PLC	111 00	04-07-2017	26,011 48		
37262835	MCDONALDS CORP	114 00	04-07-2017	10,941 46	1,521,116 45	
FSC 3382						
80773382	PIMCO INCOME FUND-D #4321	6,420 38	02-21-2017	78,639 65		
80773382	SCHWAB INTL EQUITY ETF	952 00	02-14-2017	16,293 09		
80773382	SCHWAB US DVD EQUITY ETF	1,439 00	02-14-2017	90,209 14		
80773382	SPIRIT REALTY CAPITA REIT	14607	02-14-2017	140,227 20		
80773382	SCHWAB US SMALL-CAP ETF	265 00	02-14-2017	29,438 77	354,807 85	
FSC 7639						
00000007639	SCHWAB US LARGE-CAP ETF	855 00	02-14-2017	45,909 82		
00000007639	SPDR BARCLAYS CONVERTIBLE SECUR	661 00	02-14-2017	30,597 69		
00000007639	cash	17,395 59	06-22-2017		76,507 51	17,395 59
FSC 9271						
3MC179271	CISCO SYSTEMS INC	2,116 77	04-25-2017	38,380 28		
3MC179271	POWERSHARES QQQ NASDAQ 100	1,091 34	04-25-2017	44,231 85		
3MC179271	PUTNAM FD GROWTH & INCOME CL A #4	3,822 10	04-26-2017	27,579 16		
3MC179271	PUTNAM HEALTH SCIENCE TR CL A #13	2,409 25	04-26-2017	88,888 69	199,079 98	
EDWARD JONES 6915						
3770866915	AMERICAN INCOME FD OF AMER-A #6	5,017 61	04-10-2017	104,500 53		
3770866915	DEUTSCHE MUNICIPAL INCOME TRUST	1,864 00	04-07-2017	24,403 20		
3770866915	AMERICAN T/E BOND FD AMERI-A #19	6,049 02	04-10-2017	83,134 36		
3770866915	Cash	34,083 23			212,038 09	34,083 23
CASH						
				<u>5,737,621 02</u>	<u>5,737,621 02</u>	<u>146,431 47</u>
Summary						
CASH				146,431 47		
SECURITIES				<u>5,737,621 02</u>		
				<u>5,884,052 49</u>		

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FEDERAL STATEMENTS

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CLIENT HAILEY

HAILEY FAMILY FOUNDATION

81-6895814

4/17/18

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STATEMENT 1
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNT MANAGEMENT FEE	\$ 48,466.	\$ 48,466.		
TOTAL	<u>\$ 48,466.</u>	<u>\$ 48,466.</u>		<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	\$ 4,103.	\$ 4,103.		
INVESTMENT EXPENSES	185.	185.		
TOTAL	<u>\$ 4,288.</u>	<u>\$ 4,288.</u>		<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
EQUITIES	COST	\$ 4,953,428.	\$ 5,515,826.
TOTAL		<u>\$ 4,953,428.</u>	<u>\$ 5,515,826.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED		\$ 1,959,767.
SEE SCHEDULE ATTACHED	\$ 1,933,334.	
TOTAL	<u>\$ 1,933,334.</u>	<u>\$ 1,959,767.</u>

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FEDERAL STATEMENTS

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CLIENT HAILEY

HAILEY FAMILY FOUNDATION

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STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NON TAXABLE INTEREST NOT INCLUDED ON PAGE 1, PART 1

TOTAL	\$	20,167.
	\$	<u>20,167.</u>

STATEMENT 6
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

JAMES C HAILEY

CARE OF:

STREET ADDRESS:

545 GRAND OAKS DR

CITY, STATE, ZIP CODE:

BRENTWOOD, TN 37027

TELEPHONE:

615-351-5704

E-MAIL ADDRESS:

FORM AND CONTENT:

BY LETTER REQUEST SPECIFYING THE APPLICANTS QUALIFICATIONS
AND TAX STATUS

SUBMISSION DEADLINES:

NONE

RESTRICTIONS ON AWARDS:

NONE, PRIMARY PURPOSE IS TO HELP CHARITABLE ORGANIZATIONS
IN SOUTHEAST U.S.

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BETHEL MISSIONARY BAPTIST CHURCH 762 HOLLY GROVE RD. LASCASSAS TN 37085	NONE	PC	GENERAL SUPPORT	\$ 5,000.
BOY SCOUTS OF AMERICA 3414 HILLSBORO RD NASHVILLE TN 37215		PC	GENERAL SUPPORT	500.
LUILA VILLAGE MINISTRIES P.O. BOX 218851 NASHVILLE TN 37221		PC	GENERAL SUPPORT	2,500.
MIDDLE TENNESSEE CHRISTIAN SCHOOL 100 E3 MTCS RD. MUFREESBORO TN 37129		PC	GENERAL SUPPORT	5,000.

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FEDERAL STATEMENTS

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CLIENT HAILEY

HAILEY FAMILY FOUNDATION

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MIDDLE TENNESSEE YOUTH FOR CHRIST 906 RIDGELY RD MURFREESBORO TN 37130		PC	GENERAL SUPPORT	\$ 1,000.
MURFREESBORO KIWANIS P.O.BOX 502 MURFREESBORO TN 37133		PC	GENERAL SUPPORT	500.
MURFREESBORO LIONS CLUB P.O.BOX 133 MURFREESBORO TN 37133		PC	GENERAL SUPPORT	500.
MURFREESBORO ROTARY CLUB 515 W. BURTON ST. MURFREESBORO TN 37130		PC	GENERAL SUPPORT	750.
NASHVILLE RESCUE MISSION 639 LAFAYETTE STREET NASHVILLE TN 37203		PC	GENERAL SUPPORT	5,000.
UNITED WAY OF MIDDLE TENNESSEE 250 VENTURE CIRCLE NASHVILLE TN 37218		PC	GENERAL SUPPORT	15,000.
WATER FOR PEOPLE 100 EAST TENNESSEE AVE DENVER CO 80209		PC	GENERAL SUPPORT	1,000.

TOTAL \$ 36,750.