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Department of the Treasury
Internal Revenue Service

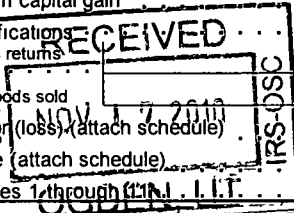
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation J.R. HYDE III FAMILY FOUNDATION		A Employer identification number 62-1512725
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (901) 685-3416
	17 WEST PONTOTOC AVENUE, SUITE 100		
	City or town, state, and ZIP code MEMPHIS, TN 38103		
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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 68,069,952.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
C If exemption application is pending, check here ▶ <input type="checkbox"/>			
D 1. Foreign organizations, check here ▶ <input type="checkbox"/>			
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>			
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>			
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) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	10,644.	10,644.		ATCH 1
	4 Dividends and interest from securities	521,548.	520,455.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,390,441.			
	b Gross sales price for all assets on line 6a 22,097,227.				
	7 Capital gain net income (from Part IV, line 2)		20,350,871.		
	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)	30,125.	190,578.		ATCH 3	
12 Total. Add lines 1 through 11.	8,952,758.	21,072,548.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	228,271.			228,271.
	14 Other employee salaries and wages	535,177.			535,177.
	15 Pension plans, employee benefits	85,660.			85,660.
	16a Legal fees (attach schedule) ATCH 4	57,352.	0.	0.	57,352.
	b Accounting fees (attach schedule) ATCH 5	13,969.	8,719.	0.	0.
	c Other professional fees (attach schedule) *	291,691.			291,691.
	17 Interest, ATTACHMENT 7	16,664.	16,612.		
	18 Taxes (attach schedule) (see page 14 of the instructions) *	102,971.	23,751.		48,120.
	19 Depreciation (attach schedule) and depletion	45,737.	220.		
	20 Occupancy				
	21 Travel, conferences, and meetings	38,813.			38,813.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 9	93,118.	419,113.		-327,715.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,509,423.	468,415.	0.	957,369.
	25 Contributions, gifts, grants paid	15,722,127.			15,722,127.
26 Total expenses and disbursements. Add lines 24 and 25	17,231,550.	468,415.	0.	16,679,496.	
27 Subtract line 26 from line 12	-8,278,792.				
a Excess of revenue over expenses and disbursements		20,604,133.			
b Net investment income (if negative, enter -0-)			-0-		
c Adjusted net income (if negative, enter -0-)					



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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	31,799.	5,172.	5,172.
	2	Savings and temporary cash investments	9,495,467.	14,700,555.	14,700,555.
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ * Less allowance for doubtful accounts ▶	1,795,402.	1,633,652.	ATCH 10 519,596.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 11	22,555,546.	10,199,003.	10,533,401.
	c	Investments - corporate bonds (attach schedule).			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 12	31,699,662.	31,037,132.	41,618,796.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	1,027,002. 374,570.		
15	Other assets (describe ▶ ATCH 13)	40,000.	40,000.	40,000.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	65,998,271.	58,267,946.	68,069,952.	
Liabilities	17	Accounts payable and accrued expenses	8,058.	10,775.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	8,058.	10,775.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	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	65,990,213.	58,257,171.		
30	Total net assets or fund balances (see page 17 of the instructions)	65,990,213.	58,257,171.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	65,998,271.	58,267,946.		

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	65,990,213.
2	Enter amount from Part I, line 27a	2	-8,278,792.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 14	3	545,750.
4	Add lines 1, 2, and 3	4	58,257,171.
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	58,257,171.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
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				
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				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	20,350,871.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2008	10,848,350.	71,689,139.	0.151325
2007	9,521,715.	83,266,485.	0.114352
2006	5,347,895.	76,809,862.	0.069625
2005	5,036,011.	74,204,226.	0.067867
2004	4,279,359.	68,124,003.	0.062817
2	Total of line 1, column (d)		2 0.465986
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.093197
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4 67,762,370.
5	Multiply line 4 by line 3		5 6,315,250.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 206,041.
7	Add lines 5 and 6		7 6,521,291.
8	Enter qualifying distributions from Part XII, line 4 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 on page 18		8 16,679,496.

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

Table with 11 rows and 2 main columns. Row 1: Exempt operating foundations... 206,041. Row 2: Tax under section 511... 206,041. Row 3: Add lines 1 and 2... 0. Row 4: Subtitle A (income) tax... 206,041. Row 5: Tax based on investment income... 215,019. Row 6: Credits/Payments... 8,978. Row 7: Total credits and payments... 8,978. Row 8: Enter any penalty... 8,978. Row 9: Tax due... 8,978. Row 10: Overpayment... 8,978. Row 11: Enter the amount of line 10 to be Credited to 2010 estimated tax... 8,978.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Row 1: During the tax year, did the foundation attempt to influence any national, state, or local legislation... No. Row 2: Did it spend more than \$100 during the year... No. Row 3: Did the foundation file Form 1120-POL for this year... No. Row 4: Enter the amount of tax on political expenditures... No. Row 5: Enter the reimbursement... No. Row 6: Has the foundation engaged in any activities... No. Row 7: Has the foundation made any changes... No. Row 8: Did the foundation have unrelated business gross income... No. Row 9: If "Yes," has it filed a tax return on Form 990-T... No. Row 10: Was there a liquidation, termination, dissolution, or substantial contraction... No.

Part VII-A Statements Regarding Activities (continued)

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 page 20 of the instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <input type="checkbox"/> WWW.HYDEFUNDATION.ORG			
The books are in care of <input type="checkbox"/> CORIE RIVERS		Telephone no <input type="checkbox"/> 901-685-3416	
Located at <input type="checkbox"/> 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN		ZIP + 4 <input type="checkbox"/> 38103	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year			15

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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2009?	1c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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 page 20 of the instructions)	2b	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 <input type="checkbox"/>		
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 2009 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 2009)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2009?	4b	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
ATTACHMENT 15		228,271.	29,917.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
GREG THOMPSON MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	137,798.	16,663.	0.
KIM TOBIN MEMPHIS, TN 38103	EXECUTIVE ASSISTANT 40.00	62,229.	18,783.	0.
LAUREN TAYLOR MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	70,842.	19,131.	0.
GRETCHEN MCLENNON MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	72,922.	1,746.	0.
COURTNEY LEON MEMPHIS, TN 38103	GRANTS MANAGER 40.00	50,862.	8,459.	0.

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 16		199,243.

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See page 24 of the instructions	
3 NONE	0.
Total. Add lines 1 through 3	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	25,001,654.
b	Average of monthly cash balances	1b	4,092,773.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	39,699,857.
d	Total (add lines 1a, b, and c)	1d	68,794,284.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	68,794,284.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,031,914.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	67,762,370.
6	Minimum investment return. Enter 5% of line 5	6	3,388,119.

Part XI Distributable Amount (see page 25 of the 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	3,388,119.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	206,041.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	0.
c	Add lines 2a and 2b	2c	206,041.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,182,078.
4	Recoveries of amounts treated as qualifying distributions	4	545,750.
5	Add lines 3 and 4	5	3,727,828.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,727,828.

Part XII Qualifying Distributions (see page 25 of the 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	16,679,496.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	16,679,496.
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 page 26 of the instructions)	5	206,041.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,473,455.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,727,828.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20_07_ 20_06_ 20_05_				
3 Excess distributions carryover, if any, to 2009				
a From 2004	1,214,689.			
b From 2005	1,378,751.			
c From 2006	1,725,384.			
d From 2007	5,446,815.			
e From 2008	7,634,491.			
f Total of lines 3a through e	17,400,130.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 16,679,496.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				3,727,828.
e Remaining amount distributed out of corpus	12,951,668.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	30,351,798.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	1,214,689.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	29,137,109.			
10 Analysis of line 9				
a Excess from 2005	1,378,751.			
b Excess from 2006	1,725,384.			
c Excess from 2007	5,446,815.			
d Excess from 2008	7,634,491.			
e Excess from 2009	12,951,668.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 main columns: (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, d Amounts included in line 2c not used directly for active conduct of exempt activities, e Qualifying distributions made directly for active conduct of exempt activities, 3 Alternative tests (Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

ATTACHMENT 17

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

NONE

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

Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 18

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

ATTACHMENT 19

c Any submission deadlines

ATTACHMENT 20

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

ATTACHMENT 21

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 <i>Paid during the year</i> ATTACHMENT 22				
Total. ▶ 3a				15,722,127.
b <i>Approved for future payment</i>				
Total. ▶ 3b				

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All cells are currently empty or contain 'N/A'.

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... Yes No [X]

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are currently empty or contain 'N/A'.

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature section containing: Signature of officer or trustee (John H. Pontier), Date (11/10/10), Title (Secretary), Preparer's signature (Donna D. Wade), Date (11/8/10), Check if self-employed (X), Preparer's identifying number, Firm's name (DONNA D. WADE, CPA), Address (817 BRENTWOOD COVE, OXFORD, MS), ZIP code (38655), and Phone no (662-236-3582).

**Schedule K-1
(Form 1065)**

2009

Department of the Treasury
Internal Revenue Service

For calendar year 2009, or tax
year beginning _____
ending _____

**Partner's Share of Income, Deductions,
Credits, etc.** ▶ See back of form and separate instructions.

Form **4562**

Depreciation and Amortization (Including Information on Listed Property)

OMB No 1545-0172

Department of the Treasury
Internal Revenue Service
(98)

▶ See separate instructions ▶ Attach to your tax return

2009

Attachment
Sequence No 67

Name(s) shown on return
J R Hyde III Foundation

Business or activity to which this form relates

Identifying number
62-1512725

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount See the instructions for a higher limit for certain businesses		250000 00
2	Total cost of section 179 property placed in service (see instructions)		18406 74
3	Threshold cost of section 179 property before reduction in limitation (see instructions)		800000 00
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-		0 00
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions		250000 00
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
		0 00	0 00
		0 00	0 00
7	Listed property Enter the amount from line 29	7	0 00
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7		0 00
9	Tentative deduction Enter the smaller of line 5 or line 8		0 00
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562		0 00
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)		250000 00
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11		0 00
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	▶ 13	0 00

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See Instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)		0 00
15	Property subject to section 168(f)(1) election		0 00
16	Other depreciation (including ACRS)		2535 93

Part III MACRS Depreciation (Do not include listed property) (See Instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009		41977 78
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		0 00				0 00
b 5-year property		10036 74	5 0 yrs	HY	200DB	1003 67
c 7-year property		0 00				0 00
d 10-year property		0 00				0 00
e 15-year property		0 00				0 00
f 20-year property		0 00				0 00
g 25-year property		0 00	25 yrs		S/L	0 00
h Residential rental property		0 00	27 5 yrs	MM	S/L	0 00
i Nonresidential real property		0 00	39 yrs	MM	S/L	0 00
		0 00		MM	S/L	0 00

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a	Class life		0 00		S/L	0 00
b	12-year		0 00	12 0 yrs	S/L	0 00
c	40-year		0 00	40 0 yrs	MM	S/L

Part IV Summary (See Instructions)

21	Listed property Enter amount from line 28		0 00
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions		45517 38
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	0 00

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No				24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No				
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	0 00
26 Property used more than 50% in a qualified business use								
		%	0 00	0 00			0 00	0 00
		%	0 00	0 00			0 00	0 00
		%	0 00	0 00			0 00	0 00
27 Property used 50% or less in a qualified business use								
		%	0 00	0 00		S/L -	0 00	
		%	0 00	0 00		S/L -	0 00	
		%	0 00	0 00		S/L -	0 00	
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	0 00
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	0 00

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a)	(b)	(c)	(d)	(e)	(f)						
	Vehicle 1	Vehicle 2	Vehicle 3	Vehicle 4	Vehicle 5	Vehicle 6						
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions)					
		0 00			0 00
		0 00			0 00
43 Amortization of costs that began before your 2009 tax year					43
					0 00
44 Total. Add amounts in column (f). See the instructions for where to report					44
					0 00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
43,848.		MERCED PARTNERS, LP - STCG PROPERTY TYPE: OTHER				P	VAR	VAR
						43,848.		
		MERCED PARTNERS, LP - LTCL PROPERTY TYPE: OTHER 50,370.				P	VAR	VAR
						-50,370.		
1,635.		SSM VENTURE PARTNERS III, LP - LTCG PROPERTY TYPE: OTHER				P	VAR	VAR
						1,635.		
		SANDERSON INTERNATL VALUE FUND - STCL PROPERTY TYPE: OTHER 1,050.				P	VAR	VAR
						-1,050.		
		SANDERSON INTERNATL VALUE FUND - LTCL PROPERTY TYPE: OTHER 40,706.				P	VAR	VAR
						-40,706.		
1,002.		PALLADIAN PARTNERS 2001, LLC - STCG PROPERTY TYPE: OTHER				P	VAR	VAR
						1,002.		
134,604.		PALLADIAN PARTNERS 2001, LLC - LTCG PROPERTY TYPE: OTHER				P	VAR	VAR
						134,604.		
31.		PALLADN PRTNRS 2001, LLC - LTCL TO 990T PROPERTY TYPE: OTHER				P	VAR	VAR
						31.		
		PALLADN PRTNRS 2001, LLC - 1231 LOSS PROPERTY TYPE: OTHER 1,226.				P	VAR	VAR
						-1,226.		
36,919.		PALLADIAN PARTNERS IV, LLC - STCG PROPERTY TYPE: OTHER				P	VAR	VAR
						36,919.		
		PALLADIAN PARTNERS IV, LLC - LTCL PROPERTY TYPE: OTHER 22,155.				P	VAR	VAR
						-22,155.		
2,086.		PALLADN PRTNRS IV, LLC - STCL TO 990T PROPERTY TYPE: OTHER				P	VAR	VAR
						2,086.		

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PALLADN PRTRNS IV, LLC - LTCG TO 990T PROPERTY TYPE: OTHER 2,559.				P	VAR -2,559.	VAR
4,359.		PALLADIAN PARTNERS IV, LLC - 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 4,359.	VAR
57.		PALLADIAN PARTNERS V, LLC - 1256 GAIN PROPERTY TYPE: OTHER				P	VAR 57.	VAR
43,307.		PALLADIAN PARTNERS V, LLC - STCG PROPERTY TYPE: OTHER				P	VAR 43,307.	VAR
		PALLADIAN PARTNERS V, LLC - LTCL PROPERTY TYPE: OTHER 69,258.				P	VAR -69,258.	VAR
2,496.		PALLADIAN PARTNERS V, LLC - 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 2,496.	VAR
		GT REAL PROPERTY HOLDINGS II, LLC - STCL PROPERTY TYPE: OTHER 18,051.				P	VAR -18,051.	VAR
		GT REAL PROPERTY HOLDINGS II, LLC - LTCL PROPERTY TYPE: OTHER 9,028.				P	VAR -9,028.	VAR
2,026.		GT REAL PROP HLDNGS II, LLC-LTCL TO 990T PROPERTY TYPE: OTHER				P	VAR 2,026.	VAR
		GT REAL PROP HLDNGS II, LLC - 1231 LOSS PROPERTY TYPE: OTHER 72,485.				P	VAR -72,485.	VAR
935,178.		MOON CAPITAL GLOBAL EQUITY FUND PROPERTY TYPE: OTHER 779,675.				P	VAR 155,503.	04/21/2009
167,500.		GT OFFSHORE FUND, LTD. PROPERTY TYPE: OTHER 109,725.				P	VAR 57,775.	03/01/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
167,500.		GT OFFSHORE FUND, LTD. PROPERTY TYPE: OTHER 101,647.				P	VAR 65,853.	07/01/2009
35,767.		TOSCA FUND LTD - PFIC CAPITAL GAIN PROPERTY TYPE: OTHER				P	VAR 35,767.	12/31/2009
100,000.		4,935.834 LONGLEAF SMALL CAP FUND PROPERTY TYPE: SECURITIES 131,392.				P	VAR -31,392.	10/26/2009
100,000.		4,399.472 LONGLEAF PARTNERS FUND PROPERTY TYPE: SECURITIES 125,633.				P	VAR -25,633.	10/27/2009
100,000.		7,745.933 LONGLEAF INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 118,026.				P	VAR -18,026.	10/28/2009
11,443.		506.332 LONGLEAF PARTNERS FUND PROPERTY TYPE: SECURITIES 12,150.				P	VAR -707.	10/29/2009
24,091.		1,820.926 LONGLEAF INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 26,100.				P	VAR -2,009.	10/29/2009
40,951.		2,058.850 LONGLEAF SMALL CAP FUND PROPERTY TYPE: SECURITIES 44,437.				P	VAR -3,486.	10/29/2009
3,207,974.		20,000 AUTOZONE INC. PROPERTY TYPE: SECURITIES 1,331.				D	VAR 3,206,643.	03/25/2009
1,946,467.		14,000 AUTOZONE INC. PROPERTY TYPE: SECURITIES 931.				D	VAR 1,945,536.	11/03/2009
11172721.		70,000 AUTOZONE INC. PROPERTY TYPE: SECURITIES 4,657.				D	VAR 11168064.	12/21/2009
3,813,408.		23,925 AUTOZONE INC. PROPERTY TYPE: SECURITIES 1,592.				D	VAR 3,811,816.	12/22/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,857.		TIFF REALTY & RESOURCES III, LLC - STCG PROPERTY TYPE: OTHER				P	VAR 1,857.	VAR
		TIFF REALTY & RESOURCES III, LLC - LTCL PROPERTY TYPE: OTHER 1.				P	VAR -1.	VAR
		TIFF RLTY/RESCRCES III, LLC-STCG TO 990T PROPERTY TYPE: OTHER 1,813.				P	VAR -1,813.	VAR
		ALTIUS ASSOC PRIV EQUITY FD, LP - STCL PROPERTY TYPE: OTHER 358.				P	VAR -358.	VAR
TOTAL GAIN(LOSS)					<u>20350871.</u>	

J. R. Hyde, III Family Foundations

GRANT GUIDELINES

The grantmaking of the J. R. Hyde, III Family Foundation is directed primarily to initiatives that support efforts to improve the quality of life in Memphis and enhance prosperity for all its citizens. We are interested in promoting improved educational opportunities for children and their families, encouraging and empowering new community leadership, and reinforcing a vision of Memphis as a progressive city. We are especially interested in helping stimulate innovation in systems that directly affect the lives of Memphians and impact our community's current well-being and future vitality. We seek to leverage our resources whenever possible, working with both public and private partners.

Our Program Interests

The J. R. Hyde, III Family Foundation takes a proactive, initiative-driven approach to charitable giving. Thus, it is critical that organizations submitting unsolicited requests for support be engaged in activities that align wholly with our funding interests. Our current program interests are Education, Positioning Memphis, and Healthy Neighborhoods.

Education:

Our interest is in pre-school through grade 12 education, working on public policy as well as both public/private systems.

We are open to any and all efforts that are successful in improving academic achievement for all students. We support efforts to reform and strengthen the public education system in Memphis, provide new or expanded programs for learning, and ensure that all parents have educational options for their children. We are also dedicated to building the leadership capacity needed to address these challenges. We seek proposals that feature:

- Entrepreneurial, innovative approaches that have proven to increase achievement for students, particularly students who are presently falling behind
- Efforts to recruit, develop, and support excellent principals and teachers
- Projects that engage the public in a meaningful dialogue on needs and opportunities in our current educational system
- Efforts to improve the management and governance in Memphis area public schools and public school systems

Positioning Memphis:

We support efforts to position Memphis as a progressive, first-class city by supporting critical civic and cultural initiatives that strengthen the Memphis economy. Our aim is to leverage community assets to promote national significance. We seek proposals that strive to:

- Create a positive economic impact either through increased tourism or demonstrated economic development
- Enable Memphis to compete for new investment and build upon existing assets
- Bring the community together around a vision for a more vital city and enhance civic pride

Our strategy is to encourage Memphis' brightest and best to stay in Memphis and attract top-level talent from other areas to our city.

Healthy Neighborhoods:

Realizing that healthy neighborhoods are vital to the growth and development of a city, we aim to develop strategic alliances with neighborhoods where the Foundation already has significant investments or anchors. We seek proposals that strive to:

- Increase the capacity of local nonprofits and community/faith-based institutions to launch and sustain considerable community revitalization efforts
- Build synergies among the public and private sectors
- Identify and nurture new grassroots leadership

We seek to leverage public funds to stimulate the creation of healthy, vibrant neighborhoods.

Other Grants

Key Organization Grants: These annual grants are made at the discretion of the trustees to a limited number of organizations we feel are key to carrying out our philanthropic mission.

Who May Apply

Although a large portion of our grantmaking is proactive and initiative-driven in nature, we will accept requests from organizations that have received the 501(c)(3) designation from the Internal Revenue Service and serve the city of Memphis, Tennessee or influence policy change at the statewide level. We do not accept requests from political organizations or individuals.

How to Apply

The J. R. Hyde, III Family Foundation is now accepting applications for funding electronically through the website - www.hydefoundation.org. Paper applications will continue to be accepted during a transition period, but will be completely phased out by the end of 2010.

Before seeking support, please be sure to review the Foundation's program interests and grant criteria.

If submitting a paper application, applicants should submit a coversheet, concept letter, and required attachments. The cover sheet is available on the website and should be accompanied by the following:

Concept Letter-the concept letter should be 3 pages or less, and should contain the following:

- Brief description of the applicant organization that includes mission and purpose
- Summary of services provided by the organization
- Need for proposed project
- Population to be served by organization's proposed efforts
- Goals and objectives of project
- How the funds requested will be used
- Timeline for the project
- Explanation as to how this project corresponds with the Foundation's program interests

In addition, the following materials should be attached:

- Overall project budget including amounts requested from and committed by other funders
- Copy of organization's current annual budget
- Current list of organization's Board of Directors
- Most recently audited financial statements (if required by law); if not attaching financial statements, please attach a document explaining the reason.

Applications for projects involving Memphis City Schools MUST include a letter of support from the Superintendent.

Please submit one copy of the coversheet application and concept letter. The coversheet application must be signed by the organization's Executive Director and Board Chairperson.

When to Apply

- 1) **Concept letters with coversheet applications** should be submitted by February 1 and July 15.
- 2) All concept letters are carefully reviewed by Foundations staff. Applicants will be notified promptly when the J. R. Hyde, III Family Foundation receives your application. Applicants will be notified regarding the status of your concept letter within approximately six to eight weeks of submission.
- 3) If the proposal is brought forward for review and approval by our Board of Trustees, applicants will be notified of the board's funding decision in writing, no later than two weeks following the board meeting.

For More Information

Courtney Leon, Grants Manager
Hyde Family Foundations
17 West Pontotoc Avenue, Suite 200
Memphis, Tennessee 38103
(901) 685-3400
e-mail: cleon@pittcomanagement.com
www.hydefoundation.org

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIRST TENNESSEE BANK-CHECKING ACCOUNT	308.	308.
FIRST TENNESSEE BANK-BROKERAGE ACCOUNT	3.	3.
GOLDMAN SACHS - INTEREST INCOME	7,772.	7,772.
GOLDMAN SACHS - DIVIDEND INCOME	2,558.	2,558.
MORGAN STANLEY - CREDIT INTEREST	3.	3.
TOTAL	<u>10,644.</u>	<u>10,644.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME-KIPP MEMPHIS, INC. LOAN	25,260.	25,260.
MORGAN STANLEY INST FD INTL EQUITY-DIV	70,364.	70,364.
INTEREST & DIVIDENDS PER K-1'S:		
SANDERSON INTERNATIONAL VALUE FUND	108,331.	108,331.
SSM VENTURE PARTNERS III, LP	9,161.	9,161.
SSM VENTURE PARTNERS IV, LP	1.	1.
MERCED PARTNERS, LP	118,951.	118,951.
GT REAL PROPERTY HOLDINGS II, LLC	40,042.	40,042.
ALTIUS ASSOC PRIVATE EQUITY FUND, LP	2,240.	2,240.
TIFF REALTY & RESOURCES III, LLC	3,311.	3,311.
LESS: TIFF REALTY/RESRC III TO 990-T		-831.
PALLADIAN PARTNERS 2001, LLC	64,698.	64,698.
PALLADIAN PARTNERS IV, LLC	34,413.	34,413.
PALLADIAN PARTNERS V, LLC	44,514.	44,514.
TAX EXEMPT INCOME PER K-1'S:		
GT REAL PROPERTY HOLDINGS II, LLC	20.	
PALLADIAN PARTNERS IV, LLC	137.	
PALLADIAN PARTNERS V, LLC	105.	
TOTAL	<u>521,548.</u>	<u>520,455.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME FROM PARTNERSHIP K-1'S:		
MERCED PARTNERS, LP-ORDINARY LOSS	-67,804.	-67,804.
LESS: MERCED PTRS-ORD LOSS TO 990-T		67,804.
MERCED PARTNERS, LP-NET RENTAL INCOME	15,712.	15,712.
LESS: MERCED PTRS-RENTL INCOME TO 990T		-15,712.
MERCED PTRS-OTHER ORDINARY LOSS	-37,109.	-37,109.
PALLADIAN PARTNERS 2001 LLC-ORD INCOME	-28,164.	-28,164.
LESS: PALDN PTRS 2001-ORD LOSS TO 990T		2,140.
PALLADIAN PARTNERS 2001-ROYALTY INCOME	535.	535.
GT REAL PROP HLDGS II LLC-ORDINARY LOSS	-124,135.	-124,135.
LESS: GT REAL PROP HLD-ORD LOSS-990T		21,195.
GT REAL PROP HLDGS II-OTHER ORD INCOME	41,935.	41,935.
PALLADIAN PARTNERS IV, LLC-ORD LOSS	-21,716.	-21,716.
LESS: PALDN PTNRS IV LLC-LOSS TO 990-T		26,193.
PALLADN PARTNRS IV LLC-ROYALTY INCOME	207.	207.
PALLADIAN PARTNERS V LLC-ORDINARY LOSS	-55,988.	-55,988.
LESS: PALDN PTNRS V LLC-LOSS TO 990-T		54,741.
PALLADIAN PTRS V LLC - ROYALTY INCOME	257.	257.
TIFF RLTY/RESOURCES III-NET ORD INCOME	-4,610.	-4,610.
TIFF RLTY/RESOURCES III-LOSS TO 990-T		4,215.
SANDERSON INTRNATL VALUE FD-ORD LOSS	-7,756.	-7,756.
ALTIUS ASSOC PRIV EQTY FD LP-ORD LOSS	-218.	-218.
ALTIUS ASSOC PRIV EQTY FD LP-PORT INC	155.	155.
LESS: ALTIUS ASSOC INCOME TO 990-T		-123.
TOSCA FUND LTD - PFIC ORDINARY INCOME	318,824.	318,824.
TOTALS	<u>30,125.</u>	<u>190,578.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BURCH, PORTER & JOHNSON	11,778.			11,778.
REAVIS PARENT LEHRER, LLP	45,574.			45,574.
TOTALS	<u>57,352.</u>	<u>0.</u>	<u>0.</u>	<u>57,352.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX ACCOUNTANT FEES & EXPENSES	13,969.	13,969.		
LESS: TAX FEES/EXPENSES-990-T		-5,250.		
TOTALS	<u>13,969.</u>	<u>8,719.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
COLETTA & COMPANY	2,775.	2,775.
BIG IMAGINATION GROUP	36,745.	36,745.
MELODYE M. RUBY	3,184.	3,184.
MCNEELY PIGOTT & FOX PBLC RLTN	79,243.	79,243.
SOUTHERN STRATEGY GROUP OF TN	120,000.	120,000.
DAVID WRIGHT TREMAINNE LLP	1,830.	1,830.
HALL STRATEGIES, LLC	7,684.	7,684.
PUBLIC FINANCIAL MGMT	12,500.	12,500.
SMART CITY LIVE	1,445.	1,445.
ROCK PAPER SCISSORS	26,285.	26,285.
TOTALS	<u>291,691.</u>	<u>291,691.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE		
PER K-1'S:		
MERCED PARTNERS, LP	802.	802.
PALLADIAN PARTNERS 2001, LLC	67.	67.
PALLADIAN PARTNERS IV, LLC	4,492.	4,492.
PALLADIAN PARTNERS V, LLC	2,561.	2,561.
GT REAL PROP HOLDINGS II LLC	8,353.	8,353.
TIFF RLTY/RESOURCES III, LLC	180.	180.
LESS: TIFF RLTY/RES TO 990-T		-52.
ALTIUS ASSOC PRIV EQTY FD LP	209.	209.
TOTALS	<u>16,664.</u>	<u>16,612.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	48,120.		48,120.
FEDERAL FORM 990-PF TAXES	33,000.		
TN FRANCHISE/EXCISE TAX REFUND	-1,900.	-1,900.	
LESS: TN F&E REFUND TO 990-T		1,900.	
STATE TAXES PER K-1'S:			
SSM VENTURE PTRS III, LP	517.	517.	
PALLADIAN PARTNERS 2001, LLC	522.	522.	
PALLADIAN PARTNERS V, LLC	652.	652.	
FOREIGN TAXES PER K-1'S:			
GT REAL PROP HOLDINGS II LLC	7,522.	7,522.	
PALLADIAN PARTNERS 2001, LLC	5,282.	5,282.	
PALLADIAN PARTNERS IV, LLC	512.	512.	
PALLADIAN PARTNERS V, LLC	541.	541.	
SANDERSON INTNATL VALUE FUND	8,202.	8,202.	
ALTIUS ASSOC PRIV EQTY FD LP	1.	1.	
TOTALS	<u>102,971.</u>	<u>23,751.</u>	<u>48,120.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	9,946.		9,946.
OFFICE SUPPLIES	11,323.		11,323.
POSTAGE/FED EX CHARGES/COURIER	3,604.		3,604.
TELEPHONE	13,461.		13,461.
OFFICE EXPENSES	25,294.		25,294.
DUES/SUBSCRIPTIONS	12,991.	20.	12,971.
UTILITIES	9,891.		9,891.
TRAINING/EDUCATION	21,129.		21,129.
MISCELLANEOUS EXPENSE	1,867.		1,867.
REIMBURSEMENT BY J.R. HYDE, SR			
FAMILY FOUNDATION-SHARED			
EMPLOYEE EXPENSES			
PORTFOLIO EXPENSES PER K-1'S:	-437,201.		-437,201.
MERCED PARTNERS, LP	428.		
SSM VENTURE PARTNERS III, LP	46,080.	428.	
SSM VENTURE PARTNERS IV, LP	17,241.	46,080.	
PALLADIAN PARTNERS 2001, LLC	40,236.	17,241.	
PALLADIAN PARTNERS IV, LLC	45,819.	40,236.	
PALLADIAN PARTNERS V, LLC	85,842.	45,819.	
GT REAL PROP HOLDINGS II LLC	54,414.	85,842.	
ALTIUS ASSOC PRIV EQ FND, LP	46,014.	54,414.	
TIFF RLTY/RESOURCES III, LLC	13,433.	46,014.	
INVESTMENT EXPENSES PER K-1'S:		13,433.	
MERCED PARTNERS, LP	566.		
PALLADIAN PARTNERS 2001, LLC	7,019.	566.	
PALLADIAN PARTNERS IV, LLC	10,241.	7,019.	
PALLADIAN PARTNERS V, LLC	13,843.	10,241.	
GT REAL PROPERTY HOLDINGS II	289.	13,843.	
LESS INVESTMENT & PORTFOLIO		289.	
EXPENSES TO 990-T PER K-1:			
TIFF RLTY/RESOURCES III, LLC		-465.	
SANDRSN INTNTL VALUE FND FEES	38,093.	38,093.	

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NONDEDUCTIBLE EXPENSES-K-1'S:			
GT REAL PROP HOLDINGS II LLC	102.		
PALLADIAN PARTNERS 2001, LLC	357.		
PALLADIAN PARTNERS IV, LLC	312.		
PALLADIAN PARTNERS V, LLC	479.		
TIFF RLTY/RESOURCES III, LLC	2.		
ALTIUS ASSOC PRIV EQTY FD LP	3.		
TOTALS	<u>93,118.</u>	<u>419,113.</u>	<u>-327,715.</u>

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: MEMPHS REDBIRDS BASEBALL FND-501(C)(3)
 ORIGINAL AMOUNT: 1,471,500.
 DATE OF NOTE: 04/12/2000
 MATURITY DATE: 04/01/2010
 REPAYMENT TERMS: 120 MONTHLY INSTALLMENTS DUE 1ST DAY OF EACH MONTH
 SECURITY PROVIDED: SECURITY INT-SCOREBOARD EQUIPMNT AZONE BSEBALL PRK
 PURPOSE OF LOAN: PURCHASE AND INSTALLATION OF SCOREBOARD
 DESCRIPTION AND FMV CASH
 OF CONSIDERATION:

BEGINNING BALANCE DUE 1,114,056.
 ENDING BALANCE DUE 1,114,056.
 ENDING FAIR MARKET VALUE 0.

BORROWER: ST. ANDREW AME CHURCH - SEC 501(C)(3)
 ORIGINAL AMOUNT: 81,346.
 DATE OF NOTE: 10/30/2008
 MATURITY DATE: 03/31/2011
 REPAYMENT TERMS: DUE 3/31/2011
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: PURCHASE DESIGNATED PROPERTY

BEGINNING BALANCE DUE 81,346.
 ENDING BALANCE DUE 119,596.
 ENDING FAIR MARKET VALUE 119,596.

ATTACHMENT 10 (CONT'D)

BORROWER: KIPP MEMPHIS, INC. - SEC 501(C)(3) ORG
 ORIGINAL AMOUNT: 600,000.
 INTEREST RATE: 4.210000
 DATE OF NOTE: 05/30/2008
 MATURITY DATE: 05/31/2012
 REPAYMENT TERMS: \$200K 1ST, 2ND ANNVSARY; \$100K 3RD, 4TH ANNIV DATE
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: PAY AMTS DUE KIPP DIAMOND ACAD TO MEM CITY SCHOOLS

BEGINNING BALANCE DUE 600,000.

ENDING BALANCE DUE 400,000.

ENDING FAIR MARKET VALUE 400,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 1,795,402.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 1,633,652.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 519,596.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUTOZONE, INC. STOCK	6,436,999.	7,903,500.
MS INTERNATIONAL EQUITY FUND	3,762,004.	2,629,901.
LONGLEAF PARTNERS FUND	0.	0.
LONGLEAF INTERNATIONAL FUND	0.	0.
LONGLEAF SMALL-CAP FUND	0.	0.
TOTALS	<u>10,199,003.</u>	<u>10,533,401.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 12

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MERCED PARTNERS, LP	1,907,291.	2,073,052.
PALLADIAN PARTNERS 2001, LLC	1,440,005.	2,148,772.
GT REAL PROPERTY HLDNGS II, LLC	1,448,624.	930,527.
ALTIUS ASSOC PRVT EQTY FUND LP	259,513.	243,656.
GT OFFSHORE FUND, LTD.	5,098,201.	9,442,283.
TIFF REALTY/RESOURCES III, LLC	333,252.	272,007.
PRISM PARTNERS II OFFSHORE FND	1,137,818.	2,341,768.
WALKER SMITH INTERNATIONAL FND	1,500,000.	2,507,707.
OCM EMERGING MARKETS FUND	948,240.	1,659,475.
TOSCA FUND LTD	1,825,683.	1,444,717.
MOON CAPITAL GLOBAL EQUITY	886,993.	1,185,706.
HIGHSIDE OFFSHORE	2,000,000.	2,878,264.
VIKING GLOBAL EQUITIES III	2,000,000.	4,466,316.
SSM VENTURE PARTNERS III, LP	1,305,656.	1,305,656.
PALLADIAN PARTNERS IV, LLC	1,400,383.	1,594,773.
PALLADIAN PARTNERS V, LLC	2,438,697.	2,656,835.
SANDRSON INTL VALUE FUND	5,106,565.	4,467,081.
SSM VENTURE PARTERS IV, LP	211.	201.
TOTALS	<u>31,037,132.</u>	<u>41,618,796.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HUNT-PHELAN HOME ASSETS	40,000.	40,000.
TOTALS	<u>40,000.</u>	<u>40,000.</u>

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
REFUND-PRIOR YRS CONTRIBUTIONS-MEMPHIS ATHLETIC MINISTRIES & NCRM	545,750.
TOTAL	<u>545,750.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BARBARA R. HYDE 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	PRESIDENT/DIRECTOR 10.00	30,000.	17,337.	0.
JOHN H. PONTIUS 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	SEC./TREASURER 2.00	0.	0.	0.
JOSEPH R. HYDE, III 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	DIRECTOR 2.00	0.	0.	0.
MARGARET E. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
ALLEN B. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
TERESA SLOYAN 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	EXECUTIVE DIRECTOR 40.00	198,271.	12,580.	0.
GRAND TOTALS		<u>228,271.</u>	<u>29,917.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SOUTHERN STRATEGY GROUP OF TN PO BOX 10570 TALLAHASSEE, FL 32302 CONSULTATION REGARDING EDUCATION AND STATEWIDE ACHIEVEMENT STANDARDS IN TENNESSEE SCHOOLS.		120,000.
MCNEELY, PIGOTT, & FOX PUBLIC RELATIONS THE TOWER, SUITE 2800; 611 COMMERCE NASHVILLE, TN 37202 PUBLIC RELATIONS - WEBSITE DEVELOPMENT AND UPDATES, NEW FOUNDATION LOGO, ETC.		79,243.
	TOTAL COMPENSATION	<u>199,243.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

J. R. HYDE, III
17 WEST PONTOTOC AVENUE, SUITE 200
MEMPHIS, TN 38103

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

COURTNEY LEON, GRANTS MANAGER
17 WEST PONTOTOC AVENUE, SUITE 200
MEMPHIS, TN 38103
901-685-3400

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

INFORMATION GUIDELINES ON HOW TO APPLY, WHEN TO APPLY AND THE FORMAT FOR APPLYING ARE ATTACHED.

990PF, PART XV - SUBMISSION DEADLINES

FEBRUARY 1 FOR MAY BOARD MEETING AND JULY 15 FOR NOVEMBER BOARD MEETING; SEE DETAILED GUIDELINES ATTACHED.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

LIMITED TO 501(C)(3) ORGANIZATIONS PRIMARILY IN TN, WITH A STRONG EMPHASIS ON MEMPHIS. NO GRANTS ARE MADE TO INDIVIDUALS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 22

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PASS THRU-PALLADIAN PARTNERS 2001, LLC PER K-1	NONE PUBLIC		41
PASS THRU-GT REAL PROPERTY HLDNGS II, LLC PER K-1	NONE PUBLIC		23
PASS THRU-PALLADIAN PARTNERS IV, LLC PER K-1	NONE PUBLIC		62
PASS THRU-PALLADIAN PARTNERS V, LLC PER K-1	NONE PUBLIC		57
SEE SCHEDULE ATTACHED			15,721,942.
PASS-THRU-TIFF REALTY & RES III, LLC PER K-1	NONE PUBLIC		1

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 22 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

PASS-THRU-ALTIUS ASSOC PRIVATE EQUITY FD, LP

NONE
PUBLIC

1

15,722,127.

TOTAL CONTRIBUTIONS PAID

J.R. Hyde III Family Foundation
2009 Contributions

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
2/26/09	8521	American Cancer Society		50
10/26/09	9097	American Heart Association	275	
9/29/09	9036	American Heart Association	<u>250</u>	525
6/30/09	8809	American Red Cross of the Mid-South		500
9/16/09	9002	Amyotrophic Lateral Sclerosis		50
10/8/09	9053	Andover Academy		5,000
1/5/09	8377	Animal Angels	500	
7/1/09	8817	Animal Angels	<u>500</u>	1,000
4/7/09	8623	Arizona State University Foundation		75,000
2/2/09	8457	Art of Elysium		1,000
4/22/09	8654	ArtsMemphis - Hyde Challenge Grant	75,000	
2/5/09	8464	ArtsMemphis - 2009 BSC General Operating Support	50,000	
1/8/09	8387	ArtsMemphis - Ballet Memphis - General Operating Support	205,000	
3/16/09	8568	ArtsMemphis - Ballet Memphis	100,000	
1/1/09	8374	ArtsMemphis - Ballet Memphis	70,000	
1/1/09	8374	ArtsMemphis - Brooks Museum of Art	200,000	
3/16/09	8568	ArtsMemphis - Delta Axis	25,000	
7/22/09	8858	ArtsMemphis	100	
3/16/09	8568	ArtsMemphis - Memphis College of Art	200,000	
11/16/09	9161	ArtsMemphis - POTS and Opera Memphis Support	125,000	
1/1/09	8374	ArtsMemphis - POTS Capital Campaign	83,333	
12/8/09	9206	ArtsMemphis - Support for ACT	<u>20,000</u>	1,153,433
9/1/09	8973	Beale Street Caravan, Inc		1,400
11/23/09	9187	Bellyrubs Basset Rescue		25
6/18/09	8781	Birdies for Saint Jude		500
2/19/09	8497	Blue Streak Scholarship Fund		500
4/22/09	8653	Boston University		50
5/28/09	8732	BRIDGES USA Inc		5,000
12/8/09	9205	Cate School		30,000
7/17/09	8853	Catholic Church of the Resurrection		250
6/2/09	8742	Catholic Memphis Urban Schools		500,000
3/17/09	8578	CEOs for Cities		5,000
5/12/09	8693	Children's Hope International		25
12/22/09	9265	Christ United Methodist Church		2,400
12/28/09	9281	Church Health Center		1,000
4/7/09	8624	City Parks Alliance, Inc		2,500
4/7/09	8625	Community Foundation of Greater Memphis	999,079	
3/31/09	8617	Community Foundation of Greater Memphis	<u>2,500</u>	1,001,579

J.R. Hyde III Family Foundation
2009 Contributions

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
11/10/09	9129	Community Partners - General Operating Support	25,000	
1/21/09	8421	Community Partners	<u>12,500</u>	37,500
11/19/09	9178	Dixon Gallery & Gardens - General Operating Support		50,000
1/2/09	8366	Doctors Without Borders USA		2,000
9/21/09	9008	Expeience Art in Memphis		5,000
9/2/09	8976	Facing History & Ourselves	5,000	
6/2/09	8743	Facing History & Ourselves - General Operating Support	<u>50,000</u>	55,000
9/16/09	9001	Fayette County Animal Rescue		20
8/18/09	8932	First Presbyterian Church		250
11/16/09	9162	Freedom Preparatory Academy		250
10/12/09	9060	Freedom's Chapel Christian Church		500
3/26/09	8605	Friends of the Levitt Pavilion		50
12/22/09	9264	Getwell Road United Methodist Church	2,500	
2/2/09	8454	Getwell Road United Methodist Church	<u>2,500</u>	5,000
1/21/09	8422	Grace St Luke's Episcopal School	50,000	
12/4/09	9200	Grace St Luke's Episcopal School	<u>2,500</u>	52,500
3/10/09	8547	Grantmakers for Education		1,000
12/8/09	9202	Grizzlies Charitable Foundation		5,000
11/23/09	9186	Harwood Center, Inc		200
1/8/09	8386	Hattiloo Theatre		100
12/17/09	9263	High Point Church		2,500
2/2/09	8455	Idlewild Presbyterian Church		2,500
12/8/09	9204	InMotion Musculoskeletal Institute		125,000
10/20/09	9084	Iris Orchestra, Inc - General Operating Support	50,000	
7/28/09	8872	Iris Orchestra, Inc - Support of Iris' upcoming season	<u>50,000</u>	100,000
6/30/09	8810	Jack & Jill of America Fdtn - 2009 Southeastern Regional Mother and Teen Leadership Conference		1,500
6/2/09	8744	Junior League of Memphis, Inc		123
7/17/09	8855	KIPP Memphis, Inc - General Operating Support	600,000	
7/22/09	Debt forgiven	KIPP Memphis, Inc - General Operating Support	225,260	
12/10/09	9219	KIPP Memphis, Inc - General Operating Support	10,000	
10/6/09	9048	KIPP Memphis, Inc - KIPP Memphis Central Office Funding	142,240	
11/23/09	9182	KIPP Memphis, Inc - KIPP Memphis Central Office Funding	<u>82,673</u>	1,060,173

J.R. Hyde III Family Foundation
2009 Contributions

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
3/2/09	8530	Leadership Institute of Memphis - General Operating Support		15,000
1/8/09	8383	LeBonheur Children's Medical Center - Capital Campaign Pledge		500,000
7/22/09	8857	Leukemia and Lymphoma Society		60
8/6/09	8908	Little Red Schoolhouse Educational and Community Center, Inc		200
10/8/09	9052	March of Dimes Birth Defects Foundation		2,500
12/22/09	9266	Memorial Sloan - Kettering Cancer Center		100
12/28/09	9280	Memphis Bioworks Foundation - General Operating Support	350,000	
8/18/09	8931	Memphis Bioworks Foundation	<u>12,000</u>	362,000
12/8/09	9216	Memphis Botanic Garden Foundation - Support for Capital Campaign/ Children's Garden		50,000
12/1/09	9193	Memphis Challenge		20,000
1/23/09	8426	Memphis Chamber Foundation - Support for Memphis Area Economic Development Plan	500,000	
5/8/09	8689	Memphis Chamber Foundation - Support for Memphis Area Economic Development Plan	<u>1,000,000</u>	1,500,000
6/18/09	8782	Memphis Child Advocacy Center		5,000
10/12/09	9062	Memphis City Schools Foundation	197,083	
11/23/09	9184	Memphis City Schools Foundation	<u>197,083</u>	394,167
3/17/09	8576	Memphis Gridiron Show Inc		500
9/16/09	9003	Memphis Leadership Foundation - Additional start-up funding for Omni Schools	35,423	
10/20/09	9085	Memphis Leadership Foundation - SchoolWorks consulting svcs for Omni Schools charter application	20,000	
3/26/09	8608	Memphis Leadership Foundation - Start-up Funding for Omni Schools	<u>47,375</u>	102,798
12/8/09	9209	Memphis Music Foundation - Memphis Music Resource Center Education Seminar Series		50,000
1/8/09	8384	Memphis Regional Design Center - Start-up Support	100,000	
4/7/09	8626	Memphis Regional Design Center - Support for Jeff Speck presentation	<u>2,000</u>	102,000
11/16/09	9163	Memphis Shelby County Humane Society		50
1/5/09	8378	Memphis Tomorrow, Inc		50,000
10/22/09	9091	Memphis University School	2,500	
12/28/09	9282	Memphis University School	250	
10/22/09	9092	Memphis University School	<u>5,000</u>	7,750
3/2/09	8531	Metropolitan Inter-Faith Association	110	
9/29/09	9035	Metropolitan Inter-Faith Association	375	
1/5/09	8376	Metropolitan Inter-Faith Association	40	
12/17/09	9262	Metropolitan Inter-Faith Association	<u>50</u>	575

J.R. Hyde III Family Foundation
2009 Contributions

DATE	CHECK NO	DONEE ORGANIZATION	AMOUNT	TOTAL
8/6/09	8910	Mid-South Food Bank	25	
9/16/09	9000	Mid-South Food Bank	20	
8/6/09	8910	Mid-South Food Bank	<u>100</u>	145
9/29/09	9041	Mid-South Public Communication Foundation		60
7/28/09	8870	Monumental Baptist Church		500
1/8/09	8385	Morehead Scholarship Foundation		200,000
2/19/09	8498	National Center for Family Philanthropy		2,500
10/12/09	9059	National Civil Rights Museum - 2009 Annual Fund	10,000	
8/18/09	8933	National Civil Rights Museum	250	
3/9/09	8540	National Civil Rights Museum	21,037	
7/14/09	8846	National Civil Rights Museum	<u>6,105</u>	37,391
1/8/09	8382	New Leaders for New Schools - Memphis Aspiring Principals Support & School Performance Support	208,333	
12/8/09	9213	New Leaders for New Schools - Memphis Aspiring Principals Support and School Performance Support	208,334	
6/30/09	8808	New Leaders for New Schools - Support for Effective Practice Incentive Fund Initiative	423,529	
12/8/09	9203	New Leaders for New Schools - Support for Effective Practice Incentive Fund Initiative	<u>176,471</u>	1,016,667
1/21/09	8419	New Roads School		12,500
4/21/09	8650	Planned Parenthood	1,000	
7/22/09	8859	Planned Parenthood	<u>1,000</u>	2,000
3/17/09	8579	Porter Leath Children's Center - Maternal Infant Health Outreach Worker program		10,000
6/9/09	8751	Presbyterian Day School - Learning Specialist for the 2009-10 Academic Year	50,000	
3/10/09	8546	Presbyterian Day School - Matching Funds in support of Capital Campaign Challenge Grant	142,857	
1/8/09	8393	Presbyterian Day School - Support for Capital Campaign	<u>142,857</u>	335,714
10/22/09	9093	Rett Syndrome Research Trust, Inc		2,500
12/8/09	9214	Riverfront Development Corporation - General Operating Support		57,500
8/6/09	8906	Roaring Fork Conservancy - Roaring Fork River Center Capital Campaign		10,000
7/1/09	8816	Ronald McDonald House of Memphis		50
1/8/09	8394	Shelby County Books from Birth - Support to Expand the Imagination Library Program		33,333
6/30/09	8811	Shelby Farms Park Conservancy - General Operating Support & Easement Oversight	125,000	
1/21/09	8418	Shelby Farms Park Conservancy	10,000	
6/2/09	8741	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	1,000,000	
11/2/09	9116	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	1,000,000	
2/10/09	8474	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	<u>1,000,000</u>	3,135,000

J.R. Hyde III Family Foundation
2009 Contributions

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
2/5/09	8465	Smart City Foundation - "Smart City Live!" Speakers Series		10,000
2/2/09	8456	Society of Entrepreneurs		2,500
1/21/09	8423	Soulsville Foundation		5,000
1/21/09	8420	Southern Christian Leadership Conference		2,500
1/5/09	8375	Southern Communication Volunteers, Inc		40
12/8/09	9215	Southwest Tennessee Community College - Nursing/Biotechnology Building & Campaign		37,500
12/8/09	9208	St George's Independent School		50,000
3/17/09	8575	St. James Catholic Church		2,110
12/28/09	9284	St Jude Children's Research Hospital		1,000
1/8/09	8392	St Mary's Episcopal School - Capital Campaign Pledge	750,000	
2/26/09	8519	St Mary's Episcopal School	300	
11/23/09	9185	St Mary's Episcopal School	1,000	
11/10/09	9130	St Mary's Episcopal School - Support for Annual Fund	10,000	761,300
1/8/09	8390	Teach for America - General Operating Support	75,000	
5/28/09	8729	Teach For America - Support for Teach For America operations in Memphis	100,000	
5/28/09	8730	Teach For America - Support for the 2013 National Growth Fund	100,000	275,000
7/22/09	8861	Tennessee Charter School Association - General Operating Support		50,000
8/27/09	8969	Tennessee Public Schools Forum - Support for The Public School Forum of TN		25,000
2/26/09	8520	Tennessee Recreation and Parks Educational Foundation		2,500
3/2/09	8528	The Community Foundation of Middle Tennessee, Inc - TN State Collaborative on Reforming Education(SCORE) Fund	50,000	
3/2/09	8529	The Community Foundation of Middle Tennessee, Inc - Education First Initiative	100,000	150,000
12/8/09	9210	The Educational Foundation, Inc		14,286
5/28/09	8731	The Leadership Academy	167	
2/10/09	8472	The Leadership Academy	200	
3/17/09	8577	The Leadership Academy	35,000	35,367
7/22/09	8860	The Philanthropy Roundtable - Support for K-12 Education Breakthrough Group		10,000
8/6/09	8909	University of Memphis Fdtn - Donation to the Keith Kennedy Fund	250	
3/10/09	8548	University of Memphis Fdtn - University of Memphis Alumni Association Awards Donation only in Honor of Bill Rhodes	1,500	
12/8/09	9207	The University of Memphis Foundation - Entrepreneurship Program	50,000	
11/2/09	9115	The University of Memphis Foundation - Law School Building Fund & Promenade Park Enhancements	500,000	551,750
1/8/09	8391	The Women's Foundation of Greater Memphis - 2007-2008 Annual Fund Campaign	10,000	
11/10/09	9131	The Women's Foundation of Greater Memphis - 2008-09 Annual Fund	46,341	
3/10/09	8545	The Women's Foundation of Greater Memphis	10,000	66,341

J.R. Hyde III Family Foundation
2009 Contributions

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
8/20/09	8943	University of North Carolina - Memorial donation in honor of Will Froelich	500	
1/15/09	8414	UNC-Chapel Hill Arts and Sciences Foundation, Inc - The Ruel W Tyson Academic Leadership Program	850,000	
1/15/09	8413	UNC-Chapel Hill Arts and Sciences Foundation, Inc - The Ruel W Tyson Academic Leadership Program	150,000	
1/8/09	8388	UNC-Chapel Hill Arts and Sciences Foundation, Inc - The Institute for the Arts and Humanities	250,000	
12/8/09	9212	UNC-Chapel Hill Arts and Sciences Foundation, Inc - Operating Support Pledge for the Institute for the Arts & Humanities	25,000	
12/8/09	9211	UNC-Chapel Hill Arts and Sciences Foundation, Inc - Richard J Richardson Distinguished Professorship Pledge	<u>5,000</u>	1,280,500
9/29/09	9040	United Neighborhood Houses		1,000
10/12/09	9061	United Way of Greater Memphis - General Operating Support		5,000
3/10/09	8544	Urban Land Institute - Sponsorship support for " Exploring the Transformative Roles of Greenways"	2,500	
10/20/09	9086	Urban Land Institute - Sponsorship support for "Midsouth Greenways Summit"	<u>5,000</u>	7,500
9/29/09	9034	Whitney Museum of American Art		10,000
1/23/09	8425	Wolf River Conservancy	2,736	
8/6/09	8907	Wolf River Conservancy - Capacity-Building Support	50,000	
12/1/09	9194	Wolf River Conservancy	400	
6/1/09	8738	Wolf River Conservancy	1,000	
10/6/09	9047	Wolf River Conservancy	<u>100</u>	54,236
				<u>15,721,942</u>

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of Exempt Organization J. R. HYDE, III FAMILY FOUNDATION	Employer identification number 62-1512725
	Number, street, and room or suite no. If a P.O. box, see instructions 17 WEST PONTOTOC AVENUE, SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MEMPHIS, TN 38103	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ CORIE RIVERS

Telephone No ▶ 901-685-3416 FAX No ▶ 901-683-3147

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ calendar year 2009 or
- ▶ tax year beginning _____, _____, and ending _____, _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 215,009.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 58,009.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 157,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print <small>File by the extended due date for filing the return See instructions</small>	Name of Exempt Organization J. R. HYDE, III FAMILY FOUNDATION	Employer identification number 62-1512725
	Number, street, and room or suite no. If a P.O. box, see instructions 17 WEST PONTOTOC AVENUE, SUITE 100	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MEMPHIS, TN 38103	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of CORIE RIVERS
Telephone No 901-685-3416 FAX No 901-683-3147
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until NOVEMBER 15, 2010
- For calendar year 2009, or other tax year beginning _____, and ending _____
- If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period
- State in detail why you need the extension ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCUREATE RETURN HAS NOT YET BEEN RECEIVED FROM THIRD PARTIES. AS SOON AS THE INFORMATION IS RECEIVED AND ASSEMBLED, THE RETURN WILL BE FILED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$ 215,009.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ 215,009.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *Donna D. Wade* Title CPA Date 07/30/2010