Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545 0052

2009

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

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

THE ASSISI FOUNDATION OF MEMPHIS, INC.
515 ERIN DRIVE
MEMPHIS, TN 38117

A Employer identification number
62-1558722

B Telephone number (see the instructions)
(901)-684-1564

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 ► ☐

H Check type of organization [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 189,505,764.

J Accounting method ☐ Cash [X] 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 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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	5,044.	5,044.		
	4 Dividends and interest from securities	3,939,348.	3,939,348.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-3,841,539.			
	b Gross sales price for all assets on line 6a 90,223,642.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	405.	405.		
	12 **Total.** Add lines 1 through 11	103,258.	3,944,797.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	154,951.	77,476.		77,476.
	14 Other employee salaries and wages	376,790.	112,283.		264,508.
	15 Pension plans, employee benefits	62,283.	20,237.		42,046.
	16a Legal fees (attach schedule) SEE ST 2	4,046.	2,023.		2,023.
	b Accounting fees (attach sch) SEE ST 3	29,200.	14,600.		14,600.
	c Other prof fees (attach sch) SEE ST 4	627,038.	627,038.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 5	57,852.	21.		22.
	19 Depreciation (attach sch) and depletion	98,353.	49,177.		
	20 Occupancy				
	21 Travel, conferences, and meetings	20,840.	10,420.		10,420.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	328,065.	141,081.		186,984.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,759,418.	1,054,356.		598,079.
	25 Contributions, gifts, grants paid PART XV	8,411,250.			8,130,043.
	26 **Total expenses and disbursements.** Add lines 24 and 25	10,170,668.	1,054,356.	0.	8,728,122.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-10,067,410.			
	b **Net investment income** (if negative enter -0-)		2,890,441.		
	C **Adjusted net income** (if negative, enter 0)			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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	1,339,808.	658,173.	658,173.
	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 the 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	66,759.	18,679.	18,679.
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 7	61,212,691.	78,876,430.	78,876,430.
	c	Investments – corporate bonds (attach schedule) STATEMENT 8	35,828,437.	33,823,521.	33,823,521.
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 9	64,048,822.	72,579,250.	72,579,250.
	14	Land, buildings, and equipment basis ► 3,985,718.			
		Less accumulated depreciation (attach schedule) SEE STMT 10 ► 697,921.	3,380,816.	3,287,797.	3,287,797.
	15	Other assets (describe ► SEE STATEMENT 11)	202,687.	261,914.	261,914.
	16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	166,080,020.	189,505,764.	189,505,764.
LIABILITIES	17	Accounts payable and accrued expenses	139,613.	161,521.	
	18	Grants payable	3,687,299.	3,968,506.	
	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)	3,826,912.	4,130,027.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	162,253,108.	185,375,737.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see the instructions)	162,253,108.	185,375,737.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	166,080,020.	189,505,764.	

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	162,253,108.
2	Enter amount from Part I, line 27a	2	-10,067,410.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 12	3	33,190,039.
4	Add lines 1, 2, and 3	4	185,375,737.
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	185,375,737.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
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	90,223,642.		94,065,181.	-3,841,539.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-3,841,539.
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	-3,841,539.
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 the instructions) If (loss), enter -0- in Part I, line 8	3	-3,841,539.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	13,322,530.	209,847,842.	0.063487
2007	12,090,592.	239,624,851.	0.050456
2006	11,507,554.	220,046,786.	0.052296
2005	11,443,260.	210,950,595.	0.054246
2004	9,730,742.	203,585,096.	0.047797

2	**Total** of line 1, column (d)	2	0.268282
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	0.053656
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	169,208,923.
5	Multiply line 4 by line 3	5	9,079,074.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,904.
7	Add lines 5 and 6	7	9,107,978.
8	Enter qualifying distributions from Part XII, line 4	8	8,878,122.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary - see instr.) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		1	57,809.
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	57,809.
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	57,809.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 57,809.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	57,809.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
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 2010 estimated tax ►	Refunded ►	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		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?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TN			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► JAN YOUNG Telephone no ► (901) 684-1564

Located at ► 515 ERIN DRIVE; MEMPHIS, TN ZIP + 4 ► 38117

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see 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 ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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	
4 a	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 instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 13		154,951.	19,369.	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
NARDINE M. AQUADRO 515 ERIN DR. MEMPHIS, TN 38117	PROGRAMS OFCR 40	80,616.	10,174.	0.
KAREN KITCHENS 515 ERIN DR. MEMPHIS, TN 38117	PROGRAMS OFCR 40	73,375.	9,269.	0.
GARY H. JOFFE 515 ERIN DR. MEMPHIS, TN 38117	CFO 30	61,801.	7,725.	0.
ERNESTINE B. SMITH 515 ERIN DR. MEMPHIS, TN 38117	PROGRAMS MGR 40	58,269.	7,381.	0.

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SOUTHEASTERN ASSET MANAGEMENT, INC. 6410 POPLAR AVE., SUITE 900 MEMPHIS, TN 38119	INVESTMENT MANAGER	197,593.
VICTORY CAPITAL MANAGEMENT 4900 TIEDEMAN RD. BROOKLYN, OH 44144	INVESTMENT MANAGER	124,670.
EAGLE ASSET MANAGEMENT, INC. 880 CARILLON PARKWAY ST. PETERSBURG, FL 33733-0520	INVESTMENT MANAGER	102,274.
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE ST. CHICAGO, IL 60675	INVESTMENT CUSTODIAN	112,582.
LSV ASSET MANAGEMENT ONE NORTH WACKER DR. CHICAGO, IL 60606	INVESTMENT MANAGER	89,919.
Total number of others receiving over $50,000 for professional services ►		0

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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 OPERA MEMPHIS	150,000.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	150,000.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		1a	167,166,584.
b Average of monthly cash balances		1b	1,050,735.
c Fair market value of all other assets (see instructions)		1c	3,568,390.
d **Total** (add lines 1a, b, and c)		1d	171,785,709.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	171,785,709.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	2,576,786.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	169,208,923.
6 **Minimum investment return.** Enter 5% of line 5		6	8,460,446.

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	8,460,446.
2a Tax on investment income for 2009 from Part VI, line 5	2a 57,809.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	57,809.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	8,402,637.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	8,402,637.
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	8,402,637.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	8,728,122.
b Program-related investments – total from Part IX-B	1b	150,000.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,878,122.
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	8,878,122.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				8,402,637.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005 989,576.				
c From 2006 827,111.				
d From 2007 475,821.				
e From 2008 2,908,944.				
f **Total** of lines 3a through e	5,201,452.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 8,878,122.				
a Applied to 2008, 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 2009 distributable amount				8,402,637.
e Remaining amount distributed out of corpus	475,485.			
5 Excess distributions carryover applied to 2009 *(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	5,676,937.			
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 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	5,676,937.			
10 Analysis of line 9				
a Excess from 2005 989,576.				
b Excess from 2006 827,111.				
c Excess from 2007 475,821.				
d Excess from 2008 2,908,944.				
e Excess from 2009 475,485.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 **Information Regarding Foundation Managers:**

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

NONE

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 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

SEE STATEMENT 14

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT 1 ,		N/A		8,130,043.
Total			► 3a	8,130,043.
b *Approved for future payment*				
SEE ATTACHMENT 2 ,		N/A		3,968,506.
Total			► 3b	3,968,506.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	5,044.	
4 Dividends and interest from securities			14	3,939,348.	
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			14	405.	
8 Gain or (loss) from sales of assets other than inventory			18	-3,841,539.	
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)				103,258.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 103,258.

(See worksheet in the instructions for line 13 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

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

SIGN HERE

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

▶ [signature], CPA - CFO | 5/15/10 | ▶ CFO

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ▶	SELF-PREPARED	Date	Check if self employed ▶ ☐	Preparer's Identifying number (See Signature in the instrs)
Firm's name (or yours if self employed), address, and ZIP code ▶		EIN ▶	
		Phone no ▶	

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 405.	$ 405.	
TOTAL	$ 405.	$ 405.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 4,046.	$ 2,023.		$ 2,023.
TOTAL	$ 4,046.	$ 2,023.	$ 0.	$ 2,023.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	$ 29,200.	$ 14,600.		$ 14,600.
TOTAL	$ 29,200.	$ 14,600.	$ 0.	$ 14,600.

STATEMENT 4
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
INVESTMENT CUSTODIAN FEES	$ 112,582.	$ 112,582.		
INVESTMENT MANAGER FEES	514,456.	514,456.		
TOTAL	$ 627,038.	$ 627,038.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	$ 57,809.			
OTHER TAXES	43.	$ 21.		$ 22.
TOTAL	$ 57,852.	$ 21.	$ 0.	$ 22.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALARM MONITORING/BUILDING SECURITY	$ 7,155.	$ 3,577.		$ 3,578.
BANK CHARGES	2,471.	1,236.		1,235.
BENEFITS & PAYROLL TAXES	108,012.	37,544.		70,468.
BOARD EXPENSE	37,567.	18,783.		18,784.
COMPUTER EXPENSE	15,910.	7,955.		7,955.
EQUIPMENT RENTALS & LEASES	8,746.	4,373.		4,373.
GRANT SUPPORT & EVALUATION	12,235.			12,235.
INSURANCE - PROP/D&O/GEN'L LIAB	38,574.	19,287.		19,287.
JANITORIAL SERVICE	7,434.	3,717.		3,717.
LANDSCAPING & LAWN MAINTENANCE	12,127.	6,063.		6,064.
MEALS & ENTERTAINMENT	1,239.	248.		991.
MEMBERSHIP DUES ,BOOKS & SUBSCRIPTIONS	2,757.	1,378.		1,379.
OFFICE SUPPLIES AND EXPENSE	11,705.	5,852.		5,853.
POSTAGE	2,139.	1,070.		1,069.
REPAIRS & MAINTENANCE	19,869.	9,935.		9,934.
TELECOMMUNICATIONS	10,425.	5,213.		5,212.
UTILITIES	29,700.	14,850.		14,850.
TOTAL	$ 328,065.	$ 141,081.	$ 0.	$ 186,984.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS - PUBLICLY TRADED	MKT VAL	$ 78,876,430.	$ 78,876,430.
	TOTAL	$ 78,876,430.	$ 78,876,430.

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIXED-INCOME SECURITIES -PUBLICLY TRADED	MKT VAL	$ 33,823,521.	$ 33,823,521.
	TOTAL	$ 33,823,521.	$ 33,823,521.

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
SHORT-TERM INVESTMENTS	MKT VAL	$ 4,733,720.	$ 4,733,720.
TOTAL OTHER INVESTMENTS		$ 4,733,720.	$ 4,733,720.
OTHER PUBLICLY TRADED SECURITIES			
FOREIGN EQUITY FUNDS - PUBLICLY TRADED	MKT VAL	29,855,685.	29,855,685.
TOTAL OTHER PUBLICLY TRADED SECURITIES		$ 29,855,685.	$ 29,855,685.
OTHER SECURITIES			
ALTERNATIVE INVESTMENTS-ABSOLUTE RETURN	MKT VAL	27,508,545.	27,508,545.
PRIVATE REAL ESTATE INVESTMENTS	MKT VAL	10,481,300.	10,481,300.
TOTAL OTHER SECURITIES		$ 37,989,845.	$ 37,989,845.
TOTAL		$ 72,579,250.	$ 72,579,250.

STATEMENT 10
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	$ 0.	$ 1.	$ -1.	$ 0.
FURNITURE AND FIXTURES	380,462.	201,830.	178,632.	178,632.
MACHINERY AND EQUIPMENT	191,192.	158,627.	32,565.	32,565.
BUILDINGS	2,420,081.	304,936.	2,115,145.	2,115,145.
LAND	958,757.		958,757.	958,757.
MISCELLANEOUS	35,226.	32,527.	2,699.	2,698.
TOTAL	$ 3,985,718.	$ 697,921.	$ 3,287,797.	$ 3,287,797.

STATEMENT 11
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

		BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME		$ 111,914.	
ACCRUED INVESTMENT INCOME RECEIVABLE			$ 111,914.
PROGRAM RELATED INVESTMENT		150,000.	150,000.
	TOTAL	$ 261,914.	$ 261,914.

STATEMENT 12
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAIN ON INVESTMENTS		$ 33,190,039.
	TOTAL	$ 33,190,039.

STATEMENT 13
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JACK A. BELZ 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	$ 0.	$ 0.	$ 0.
FRANKLIN P. ALLEN 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
SUSAN M. AGUILLARD, M.D. 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
LEE J. CHASE, III 515 ERIN DRIVE MEMPHIS, TN 38117	V CHAIR/DIRECT. 1.00	0.	0.	0.
FRED L. DAVIS 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
ALLISON BRASWELL 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
EUGENE J. BASTEDO 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	$ 0.	$ 0.	$ 0.
RONALD A. BELZ 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
WILLIAM E. FRULLA 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
THOMAS K. CORONA 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
FORREST N. JENKINS 515 ERIN DRIVE MEMPHIS, TN 38117	CHAIR/DIRECTOR 1.00	0.	0.	0.
WILLIAM L. ZOCCOLA 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
THOMAS C. FARNSWORTH, III 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
CHARLES D. SCHAFFLER 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
ETHELE HILLIARD 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
MARTIN F. THOMPSON 515 ERIN DRIVE MEMPHIS, TN 38117	SECR/DIRECTOR 1.00	0.	0.	0.
C. THOMAS WHITMAN 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
RUSSEL L. WIENER, D.D.S. 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PHILIP R. ZANONE, JR. 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	$ 0.	$ 0.	$ 0.
JAN YOUNG 515 ERIN DRIVE MEMPHIS, TN 38117	EXECUTIVE DIREC 45.00	154,951.	19,369.	0.
	TOTAL	$ 154,951.	$ 19,369.	$ 0.

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	THE ASSISI FOUNDATION OF MEMPHIS, INC.
NAME:	
CARE OF:	
STREET ADDRESS:	515 ERIN DRIVE
CITY, STATE, ZIP CODE:	MEMPHIS, TN 38117
TELEPHONE:	901-684-1564
FORM AND CONTENT:	SEE ATTACHMENT 3
SUBMISSION DEADLINES:	SEE ATTACHMENT 3
RESTRICTIONS ON AWARDS:	SEE ATTACHMENT 3

Attachment I		
The Assisi Foundation of Memphis, Inc.		
Form 990-PF, Part XV, Line 3a		
Grants and Contributions Paid During the Year (2009)		
EIN 62-1558722		
Name of Payee	**Status**	**Amount**
AFM Initiative - Mayors Collaborative Disaster Preparedness	501(c)(3) Public Charity	$148,180
University Neighborhood Development Corporation	501(c)(3) Public Charity	$20,000
American Red Cross, Mid South Chapter	501(c)(3) Public Charity	$100,000
AFM Initiative - Before You Ask	501(c)(3) Public Charity	$45,315
AFM Initiative Community Convening	501(c)(3) Public Charity	$16,315
Memphis Mental Health Institute	501(c)(3) Public Charity	$3,900
LeBonheur Foundation New and Expanded Facilities for LeBonheur Children's Medical Center	501(c)(3) Public Charity	$1,000,000
Alliance for Nonprofit Excellence Program Support	501(c)(3) Public Charity	$100,000
Cooper-Young Development Corporation - Operating Capital	501(c)(3) Public Charity	$70,000
AFM Initiative - Mid South Reading Alliance	501(c)(3) Public Charity	$150,000
Opera Memphis Artist in Residence Tour	501(c)(3) Public Charity	$38,000
Memphis Rock and Soul	501(c)(3) Public Charity	$50,000
Memphis Health Center, Inc	501(c)(3) Public Charity	$13,000
National Association for Debate Leagues	501(c)(3) Public Charity	$30,000
Association of Small Foundations Dues	501(c)(3) Public Charity	$500
FADICA - Foundations and Donors Interested in Catholic Activities, Inc. Dues	501(c)(3) Public Charity	$10,000
Grantmakers in Health Dues	501(c)(3) Public Charity	$5,000
Center for Effective Philanthropy Dues	501(c)(3) Public Charity	$5,000
Foundation Financial Officers Group Dues	501(c)(3) Public Charity	$1,250
Southeastern Council of Foundations Dues	501(c)(3) Public Charity	$17,000
Grantmakers for Effective Organizations Dues	501(c)(3) Public Charity	$2,500
Building Bridges Out of Poverty 08-043	501(c)(3) Public Charity	$6,130
Partners for the Homeless	501(c)(3) Public Charity	$20,000
AFM Initiative - ADD/ADHD	501(c)(3) Public Charity	$25,258

AFM Initiative - Sesame Street Workshop	501(c)(3) Public Charity	$24,223
AFM Initiative Ethical Literacy	501(c)(3) Public Charity	$7,270
AFM Initiative - Funders Collaborative	501(c)(3) Public Charity	$33,075
Community Development Council of Greater Memphis	501(c)(3) Public Charity	$12,000
Memphis Opportunity Scholarship Trust Scholarship Funds	501(c)(3) Public Charity	$100,000
Partners in Public Education - Operating Support (Dissolution Expenses)	501(c)(3) Public Charity	$23,347
United Housing, Inc. Homebuyer Education Immigrant Outreach	501(c)(3) Public Charity	$15,000
American Cancer Society Memphis Hope Lodge	501(c)(3) Public Charity	$500,000
Christian Brothers University Science Center & Capital Canpaign	501(c)(3) Public Charity	$500,000
Shelby County Head Start, Inc	501(c)(3) Public Charity	$15,000
Memphis Interfaith Associaion	501(c)(3) Public Charity	$105,000
Community Foundation for Greater Memphis STEP Program	501(c)(3) Public Charity	$50,000
Memphis Family Shelter	501(c)(3) Public Charity	$53,000
AFM Initiative Arts Memphis Emergency Grant	501(c)(3) Public Charity	$30,000
Memphis College of Art	501(c)(3) Public Charity	$200,000
National Association of Pastor's Spouses	501(c)(3) Public Charity	$5,710
AFM Initiative - St Jude Path to Hope	501(c)(3) Public Charity	$3,000
S.A.V.E. School Advocates Vision and Education	501(c)(3) Public Charity	$70,000
Arts Memphis ADI Project	501(c)(3) Public Charity	$100,000
AFM Initiative - Youth Service Provider Initiative	501(c)(3) Public Charity	$24,000
AFM Initiative - Child Care Report Card	501(c)(3) Public Charity	$20,000
Youth Leadership of Memphis, Inc	501(c)(3) Public Charity	$10,000
AFM Initiative - News Channel 3 Knowledge Bowl	501(c)(3) Public Charity	$15,000
Medical Education and Research Institute	501(c)(3) Public Charity	$500,000
Rhodes College - Assisi Fellowships. Investing in Students	501(c)(3) Public Charity	$25,000
Southern College of Optometry - Glaucoma Research	501(c)(3) Public Charity	$40,000
University of Memphis Law School Capital Campaign	501(c)(3) Public Charity	$250,000
Ballet Memphis Prograam Support	501(c)(3) Public Charity	$50,000
Youth Villages, Inc. Capital Campaign	501(c)(3) Public Charity	$500,000

Salvation Army Capital Campaign	501(c)(3) Public Charity	$250,000
University of Memphis Foundation Chair of Excellence in BioInformatics	501(c)(3) Public Charity	$100,000
Dyersburg State Community College	501(c)(3) Public Charity	$85,000
Memphis Child Advocacy Center - Sustaining Comprehensive Response to Abused Children	501(c)(3) Public Charity	$100,000
Healthy Memphis Common Table Chronic Disease Project	501(c)(3) Public Charity	$50,000
Ryan's Hope General Grant	501(c)(3) Public Charity	$25,000
AFM Initiative - Center for Effective Philanthropy Foundation Evaluation Report	501(c)(3) Public Charity	$31,070
Ave Maria Home Green House Project	501(c)(3) Public Charity	$200,000
InMotion Orthopaedic Research Center - Sustainability Campaign	501(c)(3) Public Charity	$250,000
Opera Memphis Emergency Bridge Loan	501(c)(3) Public Charity	$150,000
Women's Foundation of Greater Memphis - Memphis H.O.P.E.	501(c)(3) Public Charity	$100,000
Nursing Institute of the Mid-South - Workforce Development System for the "Nurse of the Future"	501(c)(3) Public Charity	$125,000
St. Jude Children's Research Hospital Cell and Gene Therapy	501(c)(3) Public Charity	$750,000
Clovernook Center for the Blind - Compostable Paper Hot Cups Machine Retrofit	501(c)(3) Public Charity	$37,000
B'nai B'rith International - Diverse Minds Youth Writing Challenge	501(c)(3) Public Charity	$75,000
Brinkley Heights Urban Academy - Faith Building Campaign	501(c)(3) Public Charity	$125,000
Grace St. Luke's Episcopal School - Anchoring the Future Capital Campaign	501(c)(3) Public Charity	$250,000
Promise Academy - Endowment Campaign	501(c)(3) Public Charity	$250,000
Various Assisi Initiatives	501(c)(3) Public Charity	$19,000
Total		**$8,130,043**

Attachment 2

The Assisi Foundation of Memphis, Inc.
Form 990-PF, Part XV, Line 3b
Grants and Contributions Approved for Future Payment (as of December 31, 2009)
EIN #62-1558722

Name of Payee Location Purpose of Grant or Contribution	Status	Amount
Southwest Tennessee Community College *Memphis, TN*	501(c)(3) Public Charity	$500,000
University of Memphis Foundation *Memphis, TN* *Endowed Chair of Excellence in Bioinformatics*	501(c)(3) Public Charity	$500,000
Memphis Medical Foundation *Memphis, TN*	501(c)(3) Public Charity	$15,000
Healthy Memphis Common Table *Memphis, TN*	501(c)(3) Public Charity	$50,000
AFM Initiative *Memphis, TN* *Funders Collaborative*	501(c)(3) Public Charity	$379,230
Youth Leadership of Memphis, Inc *Memphis, TN*	501(c)(3) Public Charity	$25,000
National Coalition of Pastor's Spouses *Memphis, TN* *The Efficacy of Faith Based Leadership Education*	501(c)(3) Public Charity	$14,220
AFM Initiative *Memphis, TN* *Youth Service Providers Initiative*	501(c)(3) Public Charity	$7,925
AFM Initiative *Memphis, TN* *Mayors Collaborative*	501(c)(3) Public Charity	$153,422
Partners for the Homeless *Memphis, TN* *Blueprint to End Homelessness*	501(c)(3) Public Charity	$80,000
Mid-South Reading Alliance, Inc. *Memphis, TN* *Program Support*	501(c)(3) Public Charity	$225,000
AFM Initiative *Memphis, TN* *Parent/Teen ADHD Guide, Updates and Distribution*	501(c)(3) Public Charity	$24,742
Memphis College of Art *Memphis, TN* *Capital Campaign*	501(c)(3) Public Charity	$200,000
AFM Initiative *Memphis, TN* *Child Care Report Card*	501(c)(3) Public Charity	$120,000
Alliance for Nonprofit Excellence *Memphis, TN* *Support for Programming*	501(c)(3) Public Charity	$100,000
AFM Initiative *Memphis, TN* *Community Convening*	501(c)(3) Public Charity	$76,573
ArtsMemphis *Memphis, TN* *Emergency Grant*	501(c)(3) Public Charity	$95,000
FADICA *Foundations and Donors Interested in Catholic Activities, Inc.* *Dues*	501(c)(3) Public Charity	$5,000
Greater Memphis Partnership-CDCs *Memphis, TN*	501(c)(3) Public Charity	$118,000

Attachment 2

The Assisi Foundation of Memphis, Inc.
Form 990-PF, Part XV, Line 3b
Grants and Contributions Approved for Future Payment (as of December 31, 2009)
EIN #62-1558722

Name of Payee Location Purpose of Grant or Contribution	Status	Amount
Girl Scouts Heart of the South *Memphis, TN* *Matching Grant for Donor*	501(c)(3) Public Charity	$15,000
Memphis Family Shelter *Memphis, TN* *Operating Support*	501(c)(3) Public Charity	$7,000
University of Memphis Foundation *Memphis, TN* *West TN Seismic Safety Commission*	501(c)(3) Public Charity	$250,000
Partners in Public Education *Memphis, TN*	501(c)(3) Public Charity	$150,348
University of Memphis Foundation *Memphis, TN* *Loewenberg School of Nursing*	501(c)(3) Public Charity	$250,000
Building Bridges Out of Poverty *Memphis, TN*	501(c)(3) Public Charity	$75,937
AFM Initiative *Memphis, TN* *Ethical Fitness Awareness*	501(c)(3) Public Charity	$40,000
AFM Initiative *Memphis, TN* *Before You Ask - 2010*	501(c)(3) Public Charity	$49,431
Southern College of Optometry *Memphis, TN*	501(c)(3) Public Charity	$39,900
Various AFM Initiatives *Memphis, TN*	501(c)(3) Public Charity	$1,000
Brinkley Heights Urban Academy *Faith Building Capital Campaign* *Memphis, TN*	501(c)(3) Public Charity	$125,000
Habitat for Humanity of Greater Memphis *Trinity Park Planned Development* *Memphis, TN*	501(c)(3) Public Charity	$250,000
AFM Initiative *Memphis, TN* *Sesame Workshop*	501(c)(3) Public Charity	$25,777
TOTAL		$3,968,506

(1) - Assisi Foundation of Memphis Initiative Grants represent amounts that have been authorized by the Foundation's Board of Directors to be spent in the future in connection with efforts to undertake various health, literacy and education, and other social- and community-based initiatives Usually at the time of this authorization, the specific recipient's) of these funds are unknown, as these outside parties are to be determined as the planning for each project progresses After determination of the funding recipient's), these outside parties utilize the funds to meet defined program initiatives The Foundation includes all Initiative Grant amounts disbursed to these outside parties in Form 990-PF, Part XV, 3 a - "Grants and Contributions Paid During the Year"

THE ASSISI FOUNDATION OF MEMPHIS, INC.
GRANT APPLICATION COVER PAGE

PROJECT TITLE:

Person Responsible for Project
Name: ______________________________
Title: ______________________________
Telephone: (   )   -   **ext:**

Address: ______________________________
____
Email: ______________________________

Brief description of the specific purpose for which funds are requested: (10 point font minimum)

Amount Requested:	**Total to be raised:**
Name of Applicant Organization: ______________________ **Mailing Address:** ______________________ ______________________ **Telephone:** (_____)________-__________ **Fax:** (_______)________-__________ **Website:**	**Executive Director or President** **Name:** ______________________ **Title:** ______________________ **Telephone:** (_____)________-__________ **ext:** ________ **Address:** ______________________ ______________________ **Email:**
Type of Organization: ☐ **Federal** ☐ **Public: Specify** __________ ☐ **State** ☐ **Private Nonprofit** ☐ **County** ☐ **For Profit (General)** ☐ **City**	**Fiscal Year:** **From (month)** ________ **to (month)** ________ **Tax ID #**______________________ **IRS Exemption Classification**______________
Geographic Area to be Served: ____________ **Number of Persons Served Annually:** ________ **Auditing Firm:**	**Date Last 990 Filed:** ______________________ **Date Last Annual Report:** ______________________ **Date Last Audited Financial Statement:**

Governing Officer/Board Chairman
Name: ______________________________
Title: ______________________________
Telephone: (   )   -   **ext:**

Address: ______________________________
____
Email:

<u>Please Note:</u> *Applications will not be processed or reviewed if the last two years' IRS Form 990, last two Audited Financial Statements, and letter from IRS Certifying Tax Status are not included.*

Certification and Acceptance: I certify this request has been authorized by the governing body. I certify this organization does not discriminate on the basis of sex, age, race, color, religion, nationality, or handicap. I certify the statements herein are true and complete to the best of my knowledge, and accept the obligation to comply with the terms and conditions if a grant is awarded as the result of this application.

Signature of Executive Director or President	**Signature of Governing Officer/Board Chairman**
______________________________	______________________________
Date:	**Date:**