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 , **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.

Name of foundation: KEMMONS WILSON FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 8700 TRL LK DR W SUITE 300 — Room/suite

City or town, state, and ZIP code: MEMPHIS, TN 38125

A Employer identification number: 62-6046687

B Telephone number: (901)346-8800

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: ☒ 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, col (c), line 16) ▶$ 31,237,354.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	816,016.			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	60,491.	60,491.	60,491.	STATEMENT 1
	4 Dividends and interest from securities	575,679.	574,690.	575,679.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<794,661.>			
	b Gross sales price for all assets on line 6a 8,035,518.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances 5,286.				STATEMENT 3
	b Less Cost of goods sold 4,029.				
	c Gross profit or (loss)	1,257.		1,257.	STATEMENT 4
	11 Other income	191,612.	191,612.	191,612.	STATEMENT 5
	12 **Total.** Add lines 1 through 11	850,394.	826,793.	829,039.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	74,750.	0.	0.	74,750.
	15 Pension plans, employee benefits	11,563.	0.	0.	11,563.
	16a Legal fees STMT 6	338.	169.	0.	169.
	b Accounting fees STMT 7	47,300.	23,650.	0.	23,650.
	c Other professional fees STMT 8	21,608.	10,804.	0.	10,804.
	17 Interest	5,241.	2,080.	0.	3,161.
	18 Taxes STMT 9	14,542.	9,064.	0.	6,708.
	19 Depreciation and depletion	3,234.	0.	3,234.	
	20 Occupancy	4,951.	0.	0.	0.
	21 Travel, conferences, and meetings	26,669.	0.	0.	26,669.
	22 Printing and publications	1,452.	0.	0.	1,452.
	23 Other expenses STMT 10	11,039.	2,560.	97.	8,582.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	222,687.	48,327.	3,331.	167,508.
	25 Contributions, gifts, grants paid	1,675,348.			1,675,348.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,898,035.	48,327.	3,331.	1,842,856.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<1,047,641.>			
	b **Net investment income** (if negative, enter -0-)		778,466.		
	c **Adjusted net income** (if negative, enter -0-)			825,708.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		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		67,426.	279,213.	279,213.
	3 Accounts receivable ▶	2,970,734.			
	Less allowance for doubtful accounts ▶	2,646,048.	248,952.	324,686.	324,686.
	4 Pledges receivable ▶				
	Less allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less allowance for doubtful accounts ▶				
	8 Inventories for sale or use		96,475.	92,446.	92,446.
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ▶	463,005.			
	Less accumulated depreciation ▶		471,091.	463,005.	463,005.
	12 Investments - mortgage loans				
	13 Investments - other	STMT 13	35,309,038.	35,987,706.	30,059,352.
	14 Land, buildings, and equipment basis ▶	24,364.			
	Less accumulated depreciation STMT 14 ▶	19,512.	6,486.	4,852.	4,852.
	15 Other assets (describe ▶ STATEMENT 15)		13,800.	13,800.	13,800.
	16 Total assets (to be completed by all filers)		36,213,268.	37,165,708.	31,237,354.
Liabilities	17 Accounts payable and accrued expenses		1,739.	3,196.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ STATEMENT 16)		506.	5,074.	
	23 Total liabilities (add lines 17 through 22)		2,245.	8,270.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		36,211,023.	37,157,438.	
	30 Total net assets or fund balances		36,211,023.	37,157,438.	
	31 Total liabilities and net assets/fund balances		36,213,268.	37,165,708.	

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	36,211,023.
2	Enter amount from Part I, line 27a	2	<1,047,641.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	2,035,849.
4	Add lines 1, 2, and 3	4	37,199,231.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	41,793.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,157,438.

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				
b	SEE ATTACHED STATEMENTS			
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	8,035,518.		8,830,179.	<794,661.>

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				<794,661.>

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 <794,661.>

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)
If (loss), enter -0- in Part I, line 8 } 3 <42,737.>

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	3,101,652.	10,447,743.	.296873
2007	2,935,344.	37,725,465.	.077808
2006	2,819,704.	33,918,049.	.083133
2005	2,249,843.	29,449,081.	.076398
2004	6,079,890.	19,002,907.	.319945

2	Total of line 1, column (d)	2	.854157
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	.170831
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,703,147.
5	Multiply line 4 by line 3	5	1,315,936.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,785.
7	Add lines 5 and 6	7	1,323,721.
8	Enter qualifying distributions from Part XII, line 4	8	1,842,856.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ______ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	7,785.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	7,785.
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	7,785.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	35,000.		
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	35,000.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	27,215.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	8,000.	**Refunded** ▶	11	19,215.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 ▶ WWW.KWILSONFF.COM

14 The books are in care of ▶ GARY C. MCCLAIN, CPA Telephone no ▶901-346-8800

Located at ▶8700 TRAIL LAKE DRIVE WEST, SUITE 300, MEMPHIS, T ZIP+4 ▶38125

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | 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
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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?	N/A	7b		

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

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

(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 17		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
AVAILABLE UPON REQUEST	0.00	0.	0.	0.

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		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 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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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	7,651,525.
b	Average of monthly cash balances		1b	168,929.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	7,820,454.
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	7,820,454.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	117,307.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	7,703,147.
6	**Minimum investment return.** Enter 5% of line 5		6	385,157.

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	385,157.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 7,785.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	7,785.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	377,372.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	377,372.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	377,372.

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	1,842,856.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,842,856.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	7,785.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,835,071.

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				377,372.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 5,152,091.				
b From 2005 825,972.				
c From 2006 1,188,629.				
d From 2007 1,197,840.				
e From 2008 2,596,015.				
f Total of lines 3a through e	10,960,547.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,842,856.				
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				377,372.
e Remaining amount distributed out of corpus	1,465,484.			
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	12,426,031.			
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 instr			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	5,152,091.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	7,273,940.			
10 Analysis of line 9				
a Excess from 2005 825,972.				
b Excess from 2006 1,188,629.				
c Excess from 2007 1,197,840.				
d Excess from 2008 2,596,015.				
e Excess from 2009 1,465,484.				

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 foundation had $5,000 or more in assets at any time during the year-see 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))

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 ▶ [X] 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

LAUREN YOUNG, EXECUTIVE DIRECTOR, 901-346-8800
8700 TRAIL LAKE DR W, STE 300, MEMPHIS, TN 38125

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

c Any submission deadlines

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

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 STATEMENT 18				
Total			▶ 3a	1,675,348.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					60,491.
4 Dividends and interest from securities					575,679.
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					191,612.
8 Gain or (loss) from sales of assets other than inventory					<794,661.>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	451211	1,257.			
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,257.		0.	33,121.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 34,378.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
3	UTILIZING FOUNDATION ASSETS TO PROVIDE ADDITIONAL FUNDS FOR
3	CHARITABLE PURPOSES.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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? [X] 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 of officer or trustee: [signature] Date: 11/8/10 Title: Vice President

Paid Preparer's Use Only

Preparer's signature: Gary McClain CPA Date: 11/8/10 Check if self-employed ▶ [ ] Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: GARY MCCLAIN, CPA 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125

EIN ▶

Phone no 901-346-8800

923622 02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

KEMMONS WILSON FAMILY FOUNDATION

Employer identification number

62-6046687

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: KEMMONS WILSON FAMILY FOUNDATION

Employer identification number: 62-6046687

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	C. KEMMONS WILSON 2000 CHARITABLE LEAD TRUST 8700 TRAIL LAKE DR W, STE 300 MEMPHIS, TN 38125	$ 816,016.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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	ATALANTA	P	VARIOUS	VARIOUS
b	ATALANTA	P	VARIOUS	VARIOUS
c	BRANDES	P	VARIOUS	VARIOUS
d	BRANDES	P	VARIOUS	VARIOUS
e	EAGLE ASSET	P	VARIOUS	VARIOUS
f	EAGLE ASSET	P	VARIOUS	VARIOUS
g	EAGLE CAPITAL	P	VARIOUS	VARIOUS
h	EAGLE CAPITAL	P	VARIOUS	VARIOUS
i	EARNEST PARTNERS	P	VARIOUS	VARIOUS
j	EARNEST PARTNERS	P	VARIOUS	VARIOUS
k	FIXED INCOME FUNDS	P	VARIOUS	VARIOUS
l	KENNEDY	P	VARIOUS	VARIOUS
m	KENNEDY	P	VARIOUS	VARIOUS
n	THORNBURG	P	VARIOUS	VARIOUS
o	PALLADIAN PARTNERS VI LP	P	VARIOUS	VARIOUS

	(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	1,502,094.		1,425,225.	76,869.
b	586,408.		507,133.	79,275.
c	110,137.		119,116.	<8,979.>
d	959,693.		1,544,809.	<585,116.>
e	477,710.		587,386.	<109,676.>
f	217,224.		234,098.	<16,874.>
g	22,077.		72,520.	<50,443.>
h	864,990.		1,003,343.	<138,353.>
i	132,934.		102,333.	30,601.
j	602,622.		706,988.	<104,366.>
k	1,449,970.		1,437,705.	12,265.
l	37,192.		21,195.	15,997.
m	162,594.		208,509.	<45,915.>
n	899,940.		839,887.	60,053.
o	5,267.			5,267.

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

	(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				** 76,869.
b				79,275.
c				** <8,979.>
d				<585,116.>
e				** <109,676.>
f				<16,874.>
g				** <50,443.>
h				<138,353.>
i				** 30,601.
j				<104,366.>
k				12,265.
l				** 15,997.
m				<45,915.>
n				60,053.
o				** 5,267.

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	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) If (loss), enter "-0-" in Part I, line 8	3	

923591
04-24-09

** (SHORT-TERM)

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	PALLADIAN PARTNERS VI LP	P	VARIOUS	VARIOUS
b	DTC PRIVATE EQUITY LP	P	VARIOUS	VARIOUS
c	DTC PRIVATE EQUITY LP	P	VARIOUS	VARIOUS
d	BLACKHAWK CREDIT FUND LP	P	VARIOUS	VARIOUS
e	EXCELSIOR BUYOUT INVESTORS LLC	P	VARIOUS	VARIOUS
f	EXCELSIOR BUYOUT INVESTORS LLC	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	292.			292.
b			1,494.	<1,494.>
c			5,698.	<5,698.>
d			306.	<306.>
e			573.	<573.>
f			11,861.	<11,861.>
g	4,374.			4,374.
h				
i				
j				
k				
l				
m				
n				
o				

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

	(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				292.
b				** <1,494.>
c				<5,698.>
d				** <306.>
e				** <573.>
f				<11,861.>
g				4,374.
h				
i				
j				
k				
l				
m				
n				
o				

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	<794,661.>
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) If (loss), enter "-0-" in Part I, line 8		3	<42,737.>

** (SHORT-TERM)

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec	Life or rate	Line No	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
11	COMPUTER EQUIPMENT							
	012407	200DB	5.00	17	3,566.		1,855.	684.
12	COMPUTER EQUIPMENT							
	050707	200DB	5.00	17	1,998.		1,039.	384.
13	COMPUTER SOFTWARE							
	102006	200DB	5.00	17	18,800.		13,386.	2,166.
	* TOTAL 990-PF PG 1 DEPR							
					24,364.	0.	16,280.	3,234.

916261
04-24-09

- Current year section 179 (D) - Asset disposed

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
KEMMONS WILSON INC	512.
WILKEM N/R	59,979.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	60,491.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ATALANTA	28,561.	0.	28,561.
BLACKHAWK CREDIT FUND LP	13,756.	0.	13,756.
BRANDES	49,275.	0.	49,275.
DTC PRIVATE EQUITY LP	11,069.	0.	11,069.
EAGLE ASSET	398.	0.	398.
EAGLE CAP	37,169.	0.	37,169.
EARNEST PARTNERS	7,899.	0.	7,899.
EXCELSIOR BUYOUT FUNDS LP	3,722.	0.	3,722.
FIXED INCOME	340,774.	3,507.	337,267.
KENNEDY (TWO RIVERS)	8,971.	867.	8,104.
MAIN ACCT	50,328.	0.	50,328.
METLIFE	10.	0.	10.
PALLADIAN PARTNERS VI LP	6,521.	0.	6,521.
THORNBURG	21,600.	0.	21,600.
TOTAL TO FM 990-PF, PART I, LN 4	580,053.	4,374.	575,679.

FORM 990-PF	INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10	STATEMENT 3

INCOME

1. GROSS RECEIPTS	4,809	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		4,809
4. COST OF GOODS SOLD (LINE 15)	4,029	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		780
6. OTHER INCOME	477	
7. GROSS INCOME (ADD LINES 5 AND 6)		1,257

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	96,475	
9. MERCHANDISE PURCHASED		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		96,475
14. INVENTORY AT END OF YEAR	92,446	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		4,029

FORM 990-PF COST OF GOODS SOLD - OTHER INCOME STATEMENT 4

DESCRIPTION	AMOUNT
BANK OF AMERICA LITIGATION PROCEEDS	313.
MISCELLANEOUS	164.
TOTAL OTHER INCOME	477.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DTC PRIVATE EQUITY, LP	<22,157.>	<22,157.>	<22,157.>
BRANDES (MANAGEMENT FEES)	<10,652.>	<10,652.>	<10,652.>
MAIN ACCT (MANAGEMENT FEES)	<60,155.>	<60,155.>	<60,155.>
EXCELSIOR BUYOUT INVESTROS LLC	<11,708.>	<11,708.>	<11,708.>
EAGLE CAP (MANAGEMENT FEES)	<17,127.>	<17,127.>	<17,127.>
KENNEDY (TWO RIVERS) (MANAGEMENT FEES)	<8,664.>	<8,664.>	<8,664.>
EARNEST PARTNERS (MANAGEMENT FEES)	<6,640.>	<6,640.>	<6,640.>
ATALANTA (MANAGEMENT FEES)	<11,092.>	<11,092.>	<11,092.>
PALLADIAN PARTNERS VI LP	<14,195.>	<14,195.>	<14,195.>
BLACKHAWK CREDIT FUND LP	<11,342.>	<11,342.>	<11,342.>
WESTERN ASSET	365,344.	365,344.	365,344.
TOTAL TO FORM 990-PF, PART I, LINE 11	191,612.	191,612.	191,612.

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	338.	169.	0.	169.
TO FM 990-PF, PG 1, LN 16A	338.	169.	0.	169.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGMENT FEES	7,300.	3,650.	0.	3,650.
ACCOUNTING FEES	30,000.	15,000.	0.	15,000.
TAX PREP FEES	10,000.	5,000.	0.	5,000.
TO FORM 990-PF, PG 1, LN 16B	47,300.	23,650.	0.	23,650.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PC SUPPORT	21,608.	10,804.	0.	10,804.
TO FORM 990-PF, PG 1, LN 16C	21,608.	10,804.	0.	10,804.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	8,928.	8,928.	0.	0.
LICENSES/FEES	272.	136.	0.	1,366.
PAYROLL TAXES	5,342.	0.	0.	5,342.
TO FORM 990-PF, PG 1, LN 18	14,542.	9,064.	0.	6,708.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEB SITE FEES	295.	0.	0.	295.
TELEPHONE	2,222.	0.	0.	2,222.
MAINTENANCE & REPAIRS	3,191.	0.	0.	3,191.
OVERHEAD	4,719.	2,560.	0.	2,359.
INSURANCE	97.	0.	97.	0.
GIFTS/FLOWERS	281.	0.	0.	281.
POSTAGE	234.	0.	0.	234.
TO FORM 990-PF, PG 1, LN 23	11,039.	2,560.	97.	8,582.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
REFUND OF FEDERAL INCOME TAXES	76,450.
CAPITAL CONTRIBUTION	1,959,399.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,035,849.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 12

DESCRIPTION	AMOUNT
FEDERAL INCOME TAX PAID	5,000.
UNRELATED BUSINESS TAXABLE INCOME REPORTED ON 990-T	30,319.
NONDEDUCTIBLES FROM PASSTHROUGHS AND PENALTIES	48.
PENALTIES	6,426.
TOTAL TO FORM 990-PF, PART III, LINE 5	41,793.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT-ATALANTA	COST	1,918,289.	2,451,493.
INVESTMENT-BRANDES	COST	2,153,849.	1,653,045.
INVESTMENT-CENTENNIAL ABSOLUTE RETURN FUND LP	COST	2,541,116.	3,276,466.
INVESTMENT-DTC PRIVATE EQUITY, LP	COST	573,035.	590,315.
INVESTMENT-EAGLE ASSET	COST	0.	0.
INVESTMENT-EAGLE CAP	COST	2,141,964.	2,460,639.
INVESTMENT-EARNEST PARTNERS	COST	58.	59.
INVESTMENT-EXCELSIOR BUYOUT INVESTORS LLC	COST	284,380.	274,819.
INVESTMENT-HERITAGE HEDGED EQUITY FUND LP	COST	5,065,626.	2,951,695.
INVESTMENT-KENNEDY (TWO RIVERS)	COST	1,660,535.	1,724,679.
INVESTMENT-FIXED INCOME (LOOMIS SAYLES)	COST	6,944,209.	6,954,112.
INVESTMENT-METLIFE	COST	833.	491.
INVESTMENT-PALLADIAN PARTNERS VI LP	COST	188,897.	173,104.
INVESTMENT-THORNBURG	COST	1,821,711.	1,750,308.
INVESTMENT-US TRUST MAIN ACCOUNT	COST	5,558,821.	2,753,219.
INVESTMENT-WILSON FOODS INC	COST	61,253.	0.
INVESTMENT-WILSON WORLD SUITES DALLAS	COST	2,046,022.	0.
INVESTMENT-CENTENNIAL GLOBAL MACRO	COST	1,775,000.	1,775,000.
INVESTMENT-BLACKHAWK	COST	1,252,108.	1,269,908.
TOTAL TO FORM 990-PF, PART II, LINE 13		35,987,706.	30,059,352.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	3,566.	2,539.	1,027.
COMPUTER EQUIPMENT	1,998.	1,423.	575.
COMPUTER SOFTWARE	18,800.	15,552.	3,248.
TOTAL TO FM 990-PF, PART II, LN 14	24,364.	19,514.	4,850.

FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MINIATURE HOLIDAY INN SIGN	11,750.	11,750.	11,750.
BRONZE SCULPTURE	2,050.	2,050.	2,050.
TO FORM 990-PF, PART II, LINE 15	13,800.	13,800.	13,800.

FORM 990-PF OTHER LIABILITIES STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED PROFIT SHARING	506.	73.
ACCRUED BONUS	0.	2,400.
ACCRUED PROPERTY TAXES	0.	2,601.
TOTAL TO FORM 990-PF, PART II, LINE 22	506.	5,074.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SPENCE WILSON 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ROBERT WILSON 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	VICE-PRES./DIRECTOR 0.00	0.	0.	0.
CHARLES K. WILSON, JR. 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	VICE-PRES./DIRECTOR 0.00	0.	0.	0.
GARY C. MCCLAIN 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	SECRETARY 0.00	0.	0.	0.
WILLIAM BATT 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	TREASURER/VICE PRESIDENT 0.00	0.	0.	0.
CHARLES MARTIN 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	VICE PRESIDENT 0.00	0.	0.	0.
ELIZABETH WILSON MOORE 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	DIRECTOR 0.00	0.	0.	0.
CAROLE WILSON WEST 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	DIRECTOR 0.00	0.	0.	0.
CHIP CRENSHAW 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	ASST SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 18

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AGAPE CHILD & FAMILY SERVICES 111 RACINE STREET MEMPHIS, TN 38111	NONE DONATION		1,000.
AL CHYMIA SHRINERS 5770 SHELBY OAKS DR MEMPHIS, TN 38134	NONE DONATION FOR THE ANNUAL CIRCUS		1,000.
ALLIANCE FORMERLY THE GRANT CENTER 606 SOUTH MEDENHALL, STE 108 MEMPHIS, TN 38117	NONE DONATION		7,500.
ALZHEIMER ASSOCIATION W TN OFFICE, 326 ELLSWORTH STREET MEMPHIS, TN 38111	NONE DONATION FOR SUPPORT OF THE W TN AREA		1,000.
ALZHEIMER'S DAY SERVICES OF MEMPHIS, INC 4585 RALEIGH LAGRANGE MEMPHIS, TN 38168	NONE DONATION FOR "FORGET-ME-NOT"CAPITAL CAMPAIGN		1,000.
AMERICAN CANCER SOCIETY 1378 UNION AVENUE MEMPHIS, TN 38104	NONE DONATION FOR SUPPORT PROGRAMS		5,200.
AMERICAN RED CROSS 1400 CENTRAL AVENUE MEMPHIS, TN 38104	NONE DONATION		1,000.
AOPA 421 AVIATION WAY FREDERICK, MD 21701	NONE DONATION		10,000.

ASSOCATION OF FUNDRAISING PO BOX 40386 MEMPHIS, TN 38174	NONE DONATION	1,000.
BADDOUR CENTER 3297 HWY 51 SOUTH SENATOBIA, MS 38668	NONE DONATION TO THE EDUCATION & RESEARCH DIVISION	30,000.
BAPTIST MEMORIAL HEALTH CARE FOUNDATION 350 NORTH HUMPREYS BOULEVARD MEMPHIS, TN 38120	NONE DONATION FOR THE BAPTIST TRINITY CENTER FOR GOOD GRI	107,500.
BAPTIST REHABILITATION - CC/O BAPTIST MEMORIAL HEALTH CARE FOUND 350 N HUMPHREYS BLVD MEMPHIS , TN 38120	NONE DONATION	5,000.
BOYS & GIRLS CLUB OF GREATER MEMPHIS 189 SOTH BARKSDALE MEMPHIS, TN 38104	NONE DONATION FOR OPERATING FUND	1,000.
BOYS SCOUTS OF AMERICA 171 SOUTH HOLLYWOOD MEMPHIS, TN 38112	NONE DONATION	5,000.
BRIARCREST CHRISTIAN SCHOOLS 6000 BRIARCREST AVENUE MEMPHIS, TN 38120	NONE DONATION FOR HIGH SCHOOL CAFETERIA	9,000.
BRIDGES INC 477 N FIFTH STR MEMPHIS, TN 38105	NONE DONATION FOR THE OPERATING FUND	12,000.
BROOKS MUSEUM OF ART 1934 POPLAR AVENUE MEMPHIS, TN 38104	NONE DONATION FOR MORISOT EXHIBITION FAMILY DAY	6,800.
CALVARY ASSEMBLY 1912 BIRCH AVENUE ESCONDIDO, CA 92027	NONE DONATION	100.

CASA OF MEMPHIS 868 N. MANASSAS STREET MEMPHIS, TN 38107	NONE DONATION	3,370.
CHILDREN'S MUSEUM OF MEMPHIS 2525 CENTRAL AVENUE MEMPHIS, TN 38104	NONE DONATION FOR VARIOUS PROGRAMS OFFERED	4,000.
CHRIST COMMUNITY HEALTH SERVICES 2953 BROAD AVENUE MEMPHIS , TN	NONE DONATION TO OPERATING FUND	6,000.
CHRISTIAN BROTHERS UNIVERSITY 650 EAST PARKWAY SOUTH MEMPHIS, TN 38104	NONE DONATION	25,000.
CHURCH HEALTH CENTER 1210 PEABODY AVENUE MEMPHIS, TN 38104	NONE DONATION FOR THE HEALTH AND HEALING CENTER & MEMORIA	30,500.
COLLEGIATE SCHOOL OF MEMPHIS 675 NATIONAL AVENUE MEMPHIS , TN	NONE DONATION	2,900.
COMMUNITY ENTRY SERVICES 2441 PECK AVENUE RIVERTON, WY 82501	NONE DONATION TO OPERATING FUND	2,000.
COMMUNITY FOUNDATION 1900 UNION AVENUE MEMPHIS, TN 38104	NONE DONATION TO THE JOSEPH LEE, SR FUND	2,500.
COUNTRY PLACE MINISTRIES 1850 PRICE RD MOSCOW, TN 38057	NONE DONATION TO GENERAL FUND	105,000.
CRICHTON COLLEGE 255 N HIGHLAND MEMPHIS, TN 38111	NONE DONATION FOR THE SCHOLARSHIP FUND	7,350.

DAYSTAR COUNSELING MINISTRIES 2120 CRESTMOOR RD, STE 3012 NASHVILLE, TN 37215	NONE DONATION TO OPERATING FUND	4,000.
DENVER ZOOLOGICAL FOUNDATION INC 2300 STEELE STREET DENVER, CO 80205	NONE DONATION TO OPERATING FUND	500.
DIXON GALLERY AND GARDENS 4339 PARK AVENUE MEMPHIS, TN 38117	NONE DONATION FOR OPERATING FUND	3,000.
DOWNLINE MINISTRIES 4719 CHICKASAW ROAD MEMPHIS, TN 38117	NONE DONATION	7,000.
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE DONATION TO OPERATING FUND	1,500.
EMERGE MEMPHIS 516 TENNESSEE STREET MEMPHIS, TN 38103	NONE DONATION	1,000.
EXCHANGE CLUB FAMILY CENTER 2180 UNION AVENUE MEMPHIS, TN 38104	NONE DONATION FOR THE SAFE EXCHANGE/SUPERVISED VISITATION	10,100.
FAMILY LIFE 5800 RANCH DR LITTLE ROCK, AR 72223	NONE DONATION TO OPERATING FUND	5,000.
FELLOWSHIP BIBLE CHURCH 1210 FRANKLIN RD NASHVILLE, TN 37027	NONE DONATION TO OPERATING FUND	3,000.
FELLOWSHIP MEMPHIS PO BOX 11465 MEMPHIS , TN 38111	NONE DONATION	4,250.

FIRE MUSEUM OF MEMPHIS 118 ADAMS AVENUE MEMPHIS , TN 38103	NONE DONATION	1,000.
FOLLOWONE INTERNATIONAL 715 GLEN EAGLE DRIVE WINTER SPRINGS, FL 32708	NONE DONATION TO OPERATING FUND	20,000.
FOUNDATION FOR THE LIBRARY 3030 POPLAR AVENUE MEMPHIS, TN 38111	NONE DONATION FOR THE SHELBY CTY PUBLIC LIBRARY	4,928.
GETWELL ROAD UNITED METHODIST CHURCH 7875 GETWELL ROAD SOUTHAVEN, MS	NONE DONATION	250.
GREATER MEMPHIS ARTS COUNCIL 8 SOUTH THIRD STREET, STE 300 MEMPHIS, TN 38103	NONE DONATION FOR THE OPERATING FUND	1,000.
HARBOR PRESBYTERIAN CHURCH 964 FIFTH AVENUE #535 SAN DIEGO, CA 92101	NONE DONATION TO OPERATING FUND	1,250.
HOPE CHRISTIAN COMMUNITY FOUNDATION 5100 POPLAR AVENUE, STE 2412 MEMPHIS, TN 38137	NONE DONATION TO OPERATING FUND	1,000.
HUMANE SOCIETY 935 FARM ROAD MEMPHIS , TN	NONE DONATION	1,000.
HUTCHINSON SCHOOL 1740 RIDGEWAY ROAD MEMPHIS, TN 38119	NONE DONATION FOR THE ANNUAL GIVING CAMPAIGN	8,500.
INSTITUTE FOR SEXUAL WHOLENESS 2250 SATELLITE BLVD, SUITE 230 DULUTH, GA 30097	NONE DONATION	1,000.

JIFF 254 S. LAUDERDALE ST MEMPHIS, TN 38126	NONE DONATION	47,700.
JONAS RIDGE UNITED METHODIST CHURCH PO BOX 44 JONAS RIDGE NC	NONE DONATION	10,000.
JUNIOR ACHIEVEMENT OF MEMPHIS AND THE MID-SOUTH, INC. 307 MADISON AVENUE MEMPHIS, TN 38103	NONE DONATION-EXCHANGE CITY CAPITAL CAMPAIGN PROJECT	25,000.
KINGDOM BUILDING MINISTRIES 4485 E. EVANS AVENUE AURORA, CO 80014	NONE DONATION TO MINISTRY OUTREACH FUND	3,000.
LAGRANGE UNITED METHODIST CHURCH PO BOX 75 LAGRANGE TN	NONE DONATION	10,000.
LEAD LIKE JESUS 3506 PROFESSIONAL CIRCLE AUGUSTA, GA 30907	NONE DONATION	15,000.
LEBONHEUR FOUNDATION 850 POPLAR AVE, BLDG 2 MEMPHIS, TN 38174	NONE DONATION	43,500.
LIFEBLOOD FOUNDATION 1040 MADISON AVENUE MEMPHIS, TN 38104	NONE DONATION	1,000.
MEMPHIS ATHLETIC MINISTRIES 2107 BALL ROAD MEMPHIS TN	NONE DONATION FOR OPERATING FUND	1,000.
MEMPHIS BOTANIC GARDEN 750 CHERRY ROAD MEMPHIS, TN 38117	NONE DONATION FOR THE OPERATING FUND	20,000.

MEMPHIS CHILD ADVOCACY CENTER 1085 POPLAR AVE MEMPHIS TN	NONE DONATION	5,000.
MEMPHIS CITY BEAUTIFUL 664 ADAMS AVE MEMPHIS, TN 38105	NONE DONATION FOR THE ANNUAL FUND	1,000.
MEMPHIS LITERACY COUNCIL 902 SOUTH COOPER MEMPHIS, TN 38104	NONE DONATION FOR OPERATING FUND	1,000.
MEMPHIS THEOLOGICAL SEMINARY 168 EAST PARKWAY MEMPHIS TN	NONE DONATION TO OPERATING FUND	20,000.
MEMPHIS UNIVERSITY SCHOOL 6191 PARK AVENUE MEMPHIS, TN 38119	NONE DONATION FOR WILSON SOCIETY	7,500.
MEMPHIS ZOOLOGICAL SOCIETY 2000 PRENTISS PLACE MEMPHIS, TN 38112	NONE DONATION TO THE ANNUAL FUND	52,000.
MERITAN 4700 POPLAR AVENUE MEMPHIS TN	NONE DONATION TO SEEDS OF HOPE CAMPAIGN	10,000.
MID SOUTH MINORITY BUSINESS COUNCIL PO BOX 3050 MEMPHIS TN	NONE DONATION FOR TECHNICAL SUPPORT	15,000.
MIFA-METROPOLITAN INTERFAITH ASSOCIATION P.O. BOX 3130 MEMPHIS, TN 38173	NONE DONATION FOR THE OPERATING FUND	10,700.
MILE HIGH DOWN SYNDROME ASSOCIATION 1899 GAYLORD STREET DENVER, CO 80206	NONE DONATION TO OPERATING FUND	5,000.

MULLINS UNITED METHODIST CHURCH 4 NORTH MENDENHALL ROAD MEMPHIS, TN 381172968	NONE DONATION TO OPERATING FUND	10,000.
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY STREET MEMPHIS, TN 8103	NONE DONATION FOR THE OPERATING FUND	5,000.
NEIGHBORHOOD CHRISTIAN CENTERS INC 785 JACKSON AVE MEMPHIS, TN 38107	NONE DONATION FOR THE OPERATING FUND	1,000.
ORPHEUM 203 SOUTH MAIN MEMPHIS, TN 38173	NONE DONATION FOR OPERATING FUND	1,000.
PINK PALACE FAMILY MUSEUMS 3050 CENTRAL AVENUE MEMPHIS, TN 38111	NONE DONATION FOR OPERATING FUND	10,000.
PLANTING FAITH MINISTRIES 6000 POPLAR AVENUE SUITE 250 MEMPHIS, TN 38119	NONE DONATION FOR OPERATING FUND	2,500.
PORTER LEATH CHILDRENS CENTER 868 NORTH MANASSAS STREET MEMPHIS, TN 38107	NONE DONATION FOR OPERATING FUND	35,000.
PRESBYTERIAN DAY SCHOOL 4025 POPLAR AVENUE MEMPHIS, TN 38111	NONE DONATION TO THE ANNUAL FUND	51,000.
RED ZONE MINISTRIES C/O MEMPHIS LEADERSHIP FOUNDATION 1548 POPLAR AVE MEMPHIS, TN 38104	NONE DONATION	3,500.
REPAIRING THE BREACH OUTREACH MINISTRY PO BOX 16128 MEMPHIS , TN	NONE DONATION	2,250.

RESTORATION INC OF MEMPHIS 1088 ROGERS ROAD CORDOVA, TN 38018	NONE DONATION	1,000.
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	NONE DONATION TO SERVICE SCHOLARSHIP	330,000.
SALVATION ARMY 696 JACKSON AVENUE MEMPHIS, TN 38105	NONE DONATION FOR OPERATING FUND	60,000.
SECOND PRESBYTERIAN CHURCH 4055 POPLAR AVENUE MEMPHIS, TN 38101	NONE DONATION TO NEXUS PROGRAM	20,500.
SHELBY FARMS PARK 6489 MULLINS STATION ROAD MEMPHIS, TN 38134	NONE DONATION TO OPERATING FUND	25,000.
SOS (SERVICES OVER SELF INC) 2505 POPLAR AVENUE MEMPHIS, TN 38112	NONE DONATION FOR OPERATING FUND	1,000.
SOUTHERN METHODIST UNIVERSITY (SMU) PO BOX 750333 DALLAS, TX 75275	NONE DONATION	5,000.
SPECIAL OLYMPICS OF MEMPHIS 1355 LYNNFIELD ROAD MEMPHIS, TN 38119	NONE DONATION	1,000.
ST JUDE CHILDRENS HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE DONATION TO THE MEMPHIS GRIZZIES HOUSE	1,800.
ST. GEORGE'S INDEPENDENT SCHOOL 1880 WOLF RIVER BLVD COLLIERVILLE, TN 38017	NONE DONATION TO OPERATING FUND	3,000.

ST. MARY'S EPISCOPAL SCHOOL 60 PERKINS EXTENDED MEMPHIS, TN 38117	NONE DONATION TO ANNUAL FUND	5,000.
STAX MUSEUM OF AMERICAN SOUL MUSIC (SOULSVILLE FOUNDATION) 926 E. MCLEMORE AVE MEMPHIS, TN 38106	NONE DONATION TO STAX MUSIC ACADEMY	1,000.
STREETS MINISTRIES 430 VANCE AVENUE MEMPHIS, TN 38126	NONE DONATION TO ANNUAL FUND	1,100.
TEACH FOR AMERICA ONE COMMERCE SQUARE SUITE 1190 MEMPHIS, TN 38103	NONE DONATION TO OPERATING FUND	56,000.
THE FALLS CHURCH 115 E. FAIRFAX STREET FALLS CHURCH, VA 22046	NONE DONATION TO OPERATING FUND	3,000.
THE FOOD BANK 239 SOUTH DUDLEY MEMPHIS , TN	NONE DONATION	4,000.
THE LEADERSHIP ACADEMY 22 NORTH FRONT STREE #160 MEMPHIS, TN 38103	NONE DONATION TO OPERATING FUND	12,000.
THE MASTER'S MISSION PO BOX 547 ROBBINSVILLE, NC 28771	NONE DONATION TO OPERATING FUND	1,000.
THE NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE ARLINGTON, VI GINIA 2220	NONE DONATION TO OPERATING FUND	1,000.
TRUTH SEEKERS FELLOWSHIP P.O. BOX 17931 MEMPHIS, TN 38187	NONE DONATION TO ANNUAL FUND	1,000.

UNION UNIVERSITY 1050 UNION UNIVERSITY DR JACKSON, TN 38305	NONE DONATION	5,000.
UNITED CEREBRAL PALSY 4189 LEROY AVENUE MEMPHIS, TN 38108	NONE DONATION TO OPERATING FUND	1,000.
UNIVERSITY OF MEMPHIS 3700 CENTRAL AVENUE SUITE 140 MEMPHIS, TN 38152	NONE DONATION	25,000.
UNIVERSITY OF VIRGINIA PO BOX 400807 CHARLOTTESVILLE, VA 229044807	NONE DONATION TO GENERAL ENDOWMENT FUND	3,500.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37235	NONE DONATION TO DEPT OF SPEC EDUC, CHAMPION'S CIRCLE, &	10,000.
VOLUNTEER MEMPHIS 22 N FRONT STREET, STE 780 MEMPHIS TN	NONE DONATION	1,000.
WILMINGTON BAPTIST ASSOCIATION 610 SOUTH COLLEGE ROAD WILMINGTON, NC 28403	NONE DONATION TO HURUMA ORPHANAGE	<2,000.>
WINGS CANCER FOUNDATION 100 NORTH HUMPHREYS BOULEVARD MEMPHIS, TN 38120	NONE DONATION TO OPERATING FUND	5,000.
WKNO PUBLIC BROADCASTING FOR THE MID-SOUTH 900 GETWELL MEMPHIS, TN 38111	NONE DONATION TO OPERATING FUND	1,000.
WOLF RIVER CONSERVANCY P.O. BOX 11031 MEMPHIS, TN 38111	NONE DONATION TO OPERATING FUND	1,000.

WOMEN'S FOUNDATION OF GREATER MEMPHIS 8 SOUTH THIRD STREET, STE 110 MEMPHIS, TN 38103	NONE DONATION FOR THE ANNUAL FUND CAMPAIGN	1,000.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901	NONE DONATION DESIGNATED TO THE MEMPHIS URBAN &DEVELOPMEN	6,350.
YOUTH VILLAGES 7410 MEMPHIS-ARLINGTON MEMPHIS, TN 38135	NONE DONATION FOR OPERATING FUND	51,000.
CATHOLIC CHARITIES DIOCESE OF VENICE INC 4930 FRUITVILLE ROAD SARASOTA FL 34232, FL 34232	NONE DONATION	100.
THE DENVER CENTER FOR THE PERFORMING ARTS 1101 13TH STREET DENVER CO 80204, CO 80204	NONE DONATION	500.
DOWN SYNDROME ASSOCIATION OF MEMPHIS & THE MID SOUTH 2893 S. MENDENHALL RD SUITE 3 MEMPHIS TN, TN 38115	NONE DONATION	1,500.
EAPE PO BOX 7238 ST DAVIDS, PA 19087-7238	NONE DONATION	10,000.
GLOBAL DOWN SYNDROME FOUNDATION	NONE DONATION	2,500.
HOPE CLINIC FOR WOMAN NASHVILLE, TN	NONE DONATION	2,000.
HOPE PRESBYTERIAN CHURCH 11512 OLSON DRIVE AUSTIN, TX 78750	NONE DONATION	750.

LEGACY.LODGE 1008 LAUREN LANE BASALT, CO 81621	NONE DONATION	1,000.
LONGSTREET UNITED METHODIST CHURCH 5268 AIRWAYS BLVD MEMPHIS, TN 38116	NONE DONATION	100.
MARCH OF DIMES FOUNDATION 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605	NONE DONATION	1,000.
MEMPHIS POLICE FOUNDATION 201 POPLAR RM 12-28 MEMPHIS, TN 38103	NONE DONATION	30,000.
METHODIST HEALTHCARE FOUNDATION	NONE DONATION	32,500.
MID SOUTH READS 409 BALL HALL MEMPHIS, TN 38152	NONE DONATION	10,000.
MISSION TO NORTH AMERICA 1700 NORTH BROWN ROAD SUITE 101 LAWRENCEVILLE, GA 30043	NONE DONATION	750.
MEMPHIS OPPORTUNITY SCHOLARSHIOP TRUST (MOST) 850 RIDGE LAKE BLVD SUITE 220 MEMPHIS, TN 38120	NONE DONATION	200.
NEXT GENERATION MENTORING 1080 HOLCOMB BRIDGE RD BUILDING 200 SUITE 140 ROSWELL, GA 30076	NONE DONATION	3,000.
PAGE ROBBINS ADULT DAY CARE CENTER 1961 SOUTH HOUSTON LEVEE ROAD COLLIERVILLE, TN 38017	NONE DONATION	100.

RISE 22 N FRONT STREET SUITE 680 MEMPHIS, TN 38103	NONE DONATION	15,000.
SEARCH MINISTRIES INC 5038 DORSEY HALL DRIVE ELLICOTT CITY, MD 21042	NONE DONATION	2,500.
VISIBLE SCHOOL MUSIC AND WORSHIP ARTS COLLEGE 1015 SOUTH COOPER MEMPHIS, TN 38104	NONE DONATION	1,000.
EMMANUEL EPISCOPAL CHURCH	NONE DONATION	10,000.
PLEASANT HILL UNITED METHODIST CHURCH	NONE DONATION	100.
TENNESSEE TEMPLE UNIVERSITY	NONE DONATION	1,000.
HORACE BETTS FOUNDATION	NONE DONATION	150.
CORNERSTONE CHURCH	NONE DONATION	2,000.
MAKE A WISH FOUNDATION	NONE DONATION	2,000.
MATTHEW KELLY FOUNDATION	NONE DONATION	1,000.

POTTERS HOUSE INTERNATIONAL	NONE DONATION	3,000.
ST PETER'S CATHOLIC CHURCH	NONE DONATION	1,700.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		1,675,348.