



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2010

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

J.R. HYDE III FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

17 WEST PONTOTOC AVENUE, SUITE 100

City or town, state, and ZIP code

MEMPHIS, TN 38103

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

Fair market value of all assets at end

of year (from Part II, col (c), line

16) ▶ \$ 69,013,678.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	5,268,600.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	7,692.	7,692.		ATCH 1
4	Dividends and interest from securities	637,605.	637,252.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	711,844.			
b	Gross sales price for all assets on line 6a	3,209,511.			
7	Capital gain net income (from Part IV, line 2)		731,136.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-71,444.	36,475.		ATCH 3
12	Total. Add lines 1 through 11	6,554,297.	1,412,555.		
13	Compensation of officers, directors, trustees, etc.	241,374.			241,374.
14	Other employee salaries and wages	551,369.			551,369.
15	Pension plans, employee benefits	87,884.			87,884.
16a	Legal fees (attach schedule) ATCH 4	26,178.	8,909.	0.	17,269.
b	Accounting fees (attach schedule) ATCH 5	14,035.	7,535.	0.	0.
c	Other professional fees (attach schedule) *	307,946.			307,946.
17	Interest. ATTACHMENT 7	12,937.	12,929.		
18	Taxes (attach schedule) (see page 14 of the instructions)	261,257.	39,917.		55,340.
19	Depreciation (attach schedule) and depletion	44,366.			
20	Occupancy				
21	Travel, conferences, and meetings	67,551.			67,551.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 9	112,899.	484,775.		-373,435.
24	Total operating and administrative expenses. Add lines 13 through 23	1,727,796.	554,065.	0.	955,298.
25	Contributions, gifts, grants paid	13,731,956.			13,731,956.
26	Total expenses and disbursements. Add lines 24 and 25	15,459,752.	554,065.	0.	14,687,254.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-8,905,455.			
b	Net investment income (if negative, enter -0-)		858,490.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 6 JSA ** ATCH 8

Form 990-PF (2010)

32 1410 1 000

ALH030 752L 11/4/2011 6:23:04 PM

60072837

PAGE 2

10 giv

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,172.	16,845.	16,845.
	2 Savings and temporary cash investments	14,700,555.	36,509.	36,509.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *	1,633,652.	* 3,003,919.	ATCH 10 1,889,863.
	Less allowance for doubtful accounts ▶		3,003,919.	
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 11	10,199,003.	14,062,964.	20,907,441.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 12	31,037,132.	30,584,856.	44,507,429.	
14 Land, buildings, and equipment basis	2,034,527.			
Less accumulated depreciation (attach schedule) ▶	418,936.	1,615,591.	1,615,591.	
15 Other assets (describe ▶ ATCH 13)	40,000.	40,000.	40,000.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	58,267,946.	49,360,684.	69,013,678.	
Liabilities	17 Accounts payable and accrued expenses	10,775.	8,969.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	10,775.	8,969.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	58,257,171.	49,351,715.	
30 Total net assets or fund balances (see page 17 of the instructions)	58,257,171.	49,351,715.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	58,267,946.	49,360,684.		

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	58,257,171.
2 Enter amount from Part I, line 27a	2	-8,905,455.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	49,351,716.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 14	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,351,715.

Form 990-PF (2010)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	731,136.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	16,473,455.	67,762,370.	0.243106
2008	10,848,350.	71,689,139.	0.151325
2007	9,521,715.	83,266,485.	0.114352
2006	5,347,895.	76,809,862.	0.069625
2005	5,036,011.	74,204,226.	0.067867
2 Total of line 1, column (d)			2 0.646275
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 0.129255
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 61,420,238.
5 Multiply line 4 by line 3			5 7,938,873.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,585.
7 Add lines 5 and 6			7 7,947,458.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 14,687,254.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	8,585.
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	
3	Add lines 1 and 2	3	8,585.
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	8,585.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	17,978.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	17,978.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,393.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 9,393. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <u>TN,</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses <u>ATTACHMENT 15</u>		X

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	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.HYDEFUNDATION.ORG				
14	The books are in care of CORIE RIVERS Telephone no 901-685-3416			
Located at 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN ZIP + 4 38103				
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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2010 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 2010)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Form 990-PF (2010)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No **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? ☐ 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 **6b** *X*

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **7b** *N/A*

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 16		241,374.	29,632.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 17		371,051.	60,230.	0.

Total number of other employees paid over \$50,000 ☐ 1

Form 990-PF (2010)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		110,000.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
	0.
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	13,218,999.
b	Average of monthly cash balances	1b	5,520,417.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	43,616,156.
d	Total (add lines 1a, b, and c)	1d	62,355,572.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	62,355,572.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	935,334.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,420,238.
6	Minimum investment return. Enter 5% of line 5	6	3,071,012.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	3,071,012.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,585.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0.
c	Add lines 2a and 2b	2c	8,585.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,062,427.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,062,427.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,062,427.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	14,687,254.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,687,254.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	8,585.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,678,669.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,062,427.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 20 07 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005	1,378,751.			
b From 2006	1,725,384.			
c From 2007	5,446,815.			
d From 2008	7,634,491.			
e From 2009	12,951,668.			
f Total of lines 3a through e	29,137,109.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 14,687,254.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				3,062,427.
e Remaining amount distributed out of corpus	11,624,827.			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	40,761,936.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	5,268,600.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	35,493,336.			
10 Analysis of line 9				
a Excess from 2006	0.			
b Excess from 2007	3,554,230.			
c Excess from 2008	7,634,491.			
d Excess from 2009	12,951,668.			
e Excess from 2010	11,361,945.			

Form 990-PF (2010)

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 19

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

NONE

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

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

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

ATTACHMENT 20

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

ATTACHMENT 21

c Any submission deadlines

ATTACHMENT 22

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

ATTACHMENT 23

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATTACHMENT 24				
Total			▶ 3a	13,731,956.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,692.	
4 Dividends and interest from securities	9000000	316.	14	637,252.	37.
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	9000000	-107,919.	14	36,475.	
8 Gain or (loss) from sales of assets other than inventory	9000000	-19,292.	18	731,136.	
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)		-126,895.		1,412,555.	37.
13 Total Add line 12, columns (b), (d), and (e)					1,285,697.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

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 | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

Jalan # Pont-

11/11/11

SECRET

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

PTIN

Donna D. Wade

Donna P. Wade

11/9/11

Check ☒ if self-employed

P00115784

Firm's name ▶ DONNA D. WADE, CPA

Firm's FIN ►

Firm's address ► 817 BRENTWOOD COVE
OXFORD, MS

38655

Phone no 662-236-3582

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization
J.R. HYDE III FAMILY FOUNDATION

Employer identification number
62-1512725

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 $\frac{1}{3}$ % 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 J.R. HYDE III FAMILY FOUNDATION

Employer identification number
62-1512725**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	J.R. HYDE, III 17 W. PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	\$ 5,268,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number
62-1512725

[illegible]

J. R. Hyde, III Family Foundations

GRANT GUIDELINES

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

Our Program Interests

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

Education:

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

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

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

Positioning Memphis:

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

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

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

Healthy Neighborhoods:

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

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

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

Other Grants

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

Who May Apply

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

How to Apply

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

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

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

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

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

In addition, the following materials should be attached:

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

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

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

When to Apply

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

For More Information

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

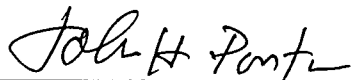
J.R. HYDE, III FAMILY FOUNDATION
FORM 990-PF
Y/E 12/31/10

STATEMENT UNDER IRC SEC. 53.4942(a)-3(c)(2)

The J. R. Hyde, III Family Foundation hereby elects for the 2010 calendar tax year to treat as a current distribution out of corpus \$5,268,600 of excess distributions from prior tax years as follows:

2005	\$1,378,751
2006	1,725,384
2007	2,164,465

Such amounts have not been used for any other purpose, such amounts were treated as a distribution out of corpus under IRC Sec. 53.4942(a)-3(d)(1)(iii), and the corpus distributions occurred within the past 5 years.



John H. Pontius,
Secretary/Treasurer
J.R. Hyde, III Family Foundation

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIRST TENNESSEE BANK-CHECKING ACCOUNT	191.	191.
FIRST TENNESSEE BANK-BROKERAGE ACCOUNT	0.	0.
GOLDMAN SACHS - INTEREST INCOME	7,500.	7,500.
MORGAN STANLEY - CREDIT INTEREST	1.	1.
TOTAL	<u>7,692.</u>	<u>7,692.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME-KIPP MEMPHIS, INC. LOAN	16,840.	16,840.
INTEREST INC-MEMPHIS COLLEGE OF ART LOAN	13,934.	13,934.
MORGAN STANLEY INST FD INTL EQUITY-DIV	26,314.	26,314.
INTEREST & DIVIDENDS PER K-1'S:		
SANDERSON INTERNATIONAL VALUE FUND	121,904.	121,904.
SSM VENTURE PARTNERS III, LP	95,773.	95,773.
MERCED PARTNERS, LP	140,566.	140,566.
GT REAL PROPERTY HOLDINGS II, LLC	24,615.	24,615.
ALTIVUS ASSOC PRIVATE EQUITY FUND, LP	6,959.	6,959.
TIFF REALTY & RESOURCES III, LLC	5,427.	5,427.
LESS: TIFF REALTY/RESRC III TO 990-T		-316.
PALLADIAN PARTNERS 2001, LLC	103,085.	103,085.
PALLADIAN PARTNERS IV, LLC	35,970.	35,970.
PALLADIAN PARTNERS V, LLC	46,181.	46,181.
TAX EXEMPT INCOME PER K-1'S:		
GT REAL PROPERTY HOLDINGS II, LLC	26.	
PALLADIAN PARTNERS IV, LLC	11.	
TOTAL	<u>637,605.</u>	<u>637,252.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME FROM PARTNERSHIP K-1'S:		
MERCED PARTNERS, LP-ORDINARY LOSS	-49,548.	-49,548.
LESS: MERCED PTRS-ORD LOSS TO 990-T		51,544.
MERCED PARTNERS, LP-NET RENTAL INCOME	16,847.	16,847.
LESS: MERCED PTRS-RENTL INCOME TO 990T		-16,847.
MERCED PTRS-OTHER ORDINARY LOSS	-35,509.	-35,509.
SSM VENTURE PARTNERS III, LP-ORD LOSS	-1.	-1.
PALLADIAN PARTNERS 2001 LLC-ORD INCOME	5,658.	5,658.
LESS: PALDN PTRS 2001-ORD LOSS TO 990T		1,588.
PALLADN PTRS 2001-RLTY & PORTFOLIO INC	2,137.	2,137.
GT REAL PROP HLDGS II LLC-ORDINARY LOSS	-61,432.	-61,432.
LESS: GT REAL PROP HLD-ORD LOSS-990T		27,982.
GTRP HOLDINGS II-OTHER PORTFOLIO LOSS	-11,182.	-11,182.
PALLADIAN PARTNERS IV, LLC-ORD INCOME	18,507.	18,507.
LESS: PALDN PTNRS IV LLC-INC TO 990-T		-4,040.
PALLADN PTRS IV-ROYLTY & PORTFOLIO INC	6,488.	6,488.
PALLADIAN PARTNERS V LLC-ORDINARY LOSS	-38,074.	-38,074.
LESS: PALDN PTNRS V LLC-LOSS TO 990-T		45,984.
PALLADIAN PTRS V-RLTY & PORTFOLIO INC	1,430.	1,430.
TIFF RLTY/RESOURCES III-NET ORD LOSS	-2,130.	-2,130.
TIFF RLTY/RESOURCES III-LOSS TO 990-T		1,967.
SANDERSON INTRNATL VALUE FD-ORD LOSS	-460.	-460.
ALTIOUS ASSOC PRIV EQTY FD LP-ORD INC	225.	225.
ALTIOUS ASSOC PRIV EQTY FD LP-PORT INC	1,680.	1,680.
LESS: ALTIOUS ASSOC INCOME TO 990-T		-259.
TOSCA FUND LTD - PFIC ORDINARY INCOME	67,419.	67,419.
RENTAL INCOME-NONINVESTMENT PROPERTY	6,501.	6,501.
TOTALS	-71,444.	36,475.

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BURCH, PORTER & JOHNSON	17,269.			17,269.
BAKER, DONELSON, BEARMAN	8,909.	8,909.		
TOTALS	<u>26,178.</u>	<u>8,909.</u>	<u>0.</u>	<u>17,269.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX ACCOUNTANT FEES & EXPENSES	14,035.	14,035.		
LESS: TAX FEES/EXPENSES-990-T		-6,500.		
TOTALS	<u>14,035.</u>	<u>7,535.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
COLETTA & COMPANY	8,175.	8,175.
BELLWEATHER EDUCATION PARTNERS	19,080.	19,080.
CODE SOLUTIONS GROUP, LLC	1,700.	1,700.
MCNEELY PIGOTT & FOX PBLC RLTN	42,419.	42,419.
SOUTHERN STRATEGY GROUP OF TN	110,000.	110,000.
P3 CONSULTING, LLC	10,000.	10,000.
PUBLIC IMPACT	35,356.	35,356.
THE DIFFERENCE ENGINE	22,900.	22,900.
LOONEY RICKS KISS	34,363.	34,363.
LINX CONSULTING	6,000.	6,000.
GENTRY DEVELOPMENT GROUP, LLC	15,000.	15,000.
ARTSPACE	2,738.	2,738.
ELIZABETH BENNETT	215.	215.
TOTALS	<u>307,946.</u>	<u>307,946.</u>

ATTACHMENT 7FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE		
PER K-1'S:		
MERCED PARTNERS, LP	934.	934.
PALLADIAN PARTNERS 2001, LLC	131.	131.
PALLADIAN PARTNERS IV, LLC	4,481.	4,481.
PALLADIAN PARTNERS V, LLC	1,317.	1,317.
GT REAL PROP HOLDINGS II LLC	5,213.	5,213.
TIFF RLTY/RESOURCES III, LLC	69.	69.
LESS: TIFF RLTY/RES TO 990-T		-8.
ALTUS ASSOC PRIV EQTY FD LP	792.	792.
TOTALS	<u>12,937.</u>	<u>12,929.</u>

ATTACHMENT 8FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	51,268.		51,268.
PROPERTY TAXES	4,072.		4,072.
FEDERAL FORM 990-PF TAXES	166,000.		
CA TAX REFUND	-1,148.	-1,148.	
STATE TAXES PER K-1'S:			
SSM VENTURE PTRS III, LP	1,803.	1,803.	
PALLADIAN PARTNERS 2001, LLC	550.	550.	
PALLADIAN PARTNERS V, LLC	287.	287.	
FOREIGN TAXES PER K-1'S:			
GT REAL PROP HOLDINGS II LLC	21,560.	21,560.	
PALLADIAN PARTNERS 2001, LLC	5,764.	5,764.	
PALLADIAN PARTNERS IV, LLC	678.	678.	
PALLADIAN PARTNERS V, LLC	1,521.	1,521.	
SANDERSON INTNATL VALUE FUND	8,902.	8,902.	
TOTALS	261,257.	39,917.	55,340.

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	8,661.		8,661.
OFFICE SUPPLIES	13,481.		13,481.
POSTAGE/FED EX CHARGES/COURIER	1,473.		1,473.
TELEPHONE	13,551.		13,551.
OFFICE EXPENSES	27,462.		27,462.
DUES/SUBSCRIPTIONS	11,397.		11,397.
UTILITIES	13,816.		13,816.
TRAINING/EDUCATION	5,182.		5,182.
WEBSITE COSTS	480.		480.
ANNUAL REPORT FEES	30.	30.	
REIMBURSEMENT BY J.R. HYDE, SR			
FAMILY FOUNDATION-SHARED			
EMPLOYEE & OFFICE EXPENSES			
PORTFOLIO EXPENSES PER K-1'S:	-468,938.		-468,938.
MERCED PARTNERS, LP	324.		
SSM VENTURE PARTNERS III, LP	42,028.	324.	
SSM VENTURE PARTNERS IV, LP	65,650.	42,028.	
PALLADIAN PARTNERS 2001, LLC	49,667.	65,650.	
PALLADIAN PARTNERS IV, LLC	41,356.	49,667.	
PALLADIAN PARTNERS V, LLC	89,269.	41,356.	
GT REAL PROP HOLDINGS II LLC	48,124.	89,269.	
ALTUS ASSOC PRIV EQ FND, LP	51,415.	48,124.	
TIFF RLTY/RESOURCES III, LLC	12,877.	51,415.	
INVESTMENT EXPENSES PER K-1'S:		12,877.	
MERCED PARTNERS, LP	1,482.		
PALLADIAN PARTNERS 2001, LLC	4,957.	1,482.	
PALLADIAN PARTNERS IV, LLC	9,184.	4,957.	
PALLADIAN PARTNERS V, LLC	21,746.	9,184.	
GT REAL PROPERTY HOLDINGS II	783.	21,746.	
ALTUS ASSOC PRIV EQ FND, LP	21.	783.	
LESS INVESTMENT & PORTFOLIO		21.	
EXPENSES TO 990-T PER K-1:			

ATTACHMENT 9 (CONT'D)FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TIFF RLTY/RESOURCES III, LLC			
SANDRSN INTNTL VALUE FND FEES	46,240.	-377.	
NONDEDUCTIBLE EXPENSES-K-1'S:		46,240.	
MERCED PARTNERS, LP	6.		
GT REAL PROP HOLDINGS II LLC	111.		
PALLADIAN PARTNERS 2001, LLC	285.		
PALLADIAN PARTNERS IV, LLC	249.		
PALLADIAN PARTNERS V, LLC	504.		
TIFF RLTY/RESOURCES III, LLC	10.		
ALTIVS ASSOC PRIV EQTY FD LP	16.		
TOTALS	<u>112,899.</u>	<u>484,775.</u>	<u>-373,435.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

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

BEGINNING BALANCE DUE 1,114,056.

ENDING BALANCE DUE 1,114,056.

ENDING FAIR MARKET VALUE 0.

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

BEGINNING BALANCE DUE 119,596.

ENDING BALANCE DUE 189,863.

ENDING FAIR MARKET VALUE 189,863.

ATTACHMENT 10 (CONT'D)

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

BEGINNING BALANCE DUE 400,000.

ENDING BALANCE DUE 200,000.

ENDING FAIR MARKET VALUE 200,000.

BORROWER: MEMPHIS COLLEGE OF ART
ORIGINAL AMOUNT: 1,500,000.
INTEREST RATE: 4.000000
DATE OF NOTE: 02/15/2010
REPAYMENT TERMS: INTEREST MONTHLY; PRINCIPAL DUE 3/1/13
SECURITY PROVIDED: LIEN ON REAL PROPERTY (BUILDING)
PURPOSE OF LOAN: RENOVATION-DOWNTOWN GRADUATE SCHOOL BUILDING

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 1,500,000.

ENDING FAIR MARKET VALUE 1,500,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 1,633,652.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 3,003,919.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 1,889,863.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUTOZONE, INC. STOCK	11,705,599.	19,081,300.
MS INTERNATIONAL EQUITY FUND	2,357,365.	1,826,141.
TOTALS	<u>14,062,964.</u>	<u>20,907,441.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERCED PARTNERS, LP	2,408,655.	2,624,571.
PALLADIAN PARTNERS 2001, LLC	1,035,109.	1,676,189.
GT REAL PROPERTY HLDNGS II, LLC	1,273,454.	886,336.
ALTUS ASSOC PRVT EQTY FUND LP	543,832.	566,467.
GT OFFSHORE FUND, LTD.	5,098,201.	10,772,929.
TIFF REALTY/RESOURCES III, LLC	504,006.	523,163.
PRISM PARTNERS II OFFSHORE FND	1,137,818.	2,544,970.
WALKER SMITH INTERNATIONAL FND	1,500,000.	2,744,108.
OCM EMERGING MARKETS FUND	948,240.	1,704,107.
TOSCA FUND LTD	2,019,273.	1,593,663.
MOON CAPITAL GLOBAL EQUITY	101,630.	134,787.
HIGHSIDE OFFSHORE	2,000,000.	3,135,019.
VIKING GLOBAL EQUITIES III	2,000,000.	4,640,193.
SSM VENTURE PARTNERS III, LP	1,152,852.	1,152,852.
PALLADIAN PARTNERS IV, LLC	1,224,836.	1,497,340.
PALLADIAN PARTNERS V, LLC	2,415,154.	2,995,323.
SANDRSON INTL VALUE FUND	5,187,235.	5,315,412.
SSM VENTURE PARTERS IV, LP	34,561.	0.
TOTALS	<u>30,584,856.</u>	<u>44,507,429.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

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

ATTACHMENT 14FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

1.

TOTAL

1.

J.R. HYDE III FAMILY FOUNDATION

62-1512725

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
J.R. HYDE, III 17 W. PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	12/15/2010	5,268,600.
TOTAL CONTRIBUTION AMOUNTS		<u>5,268,600.</u>

J.R. HYDE III FAMILY FOUNDATION

62-1512725

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BARBARA R. HYDE 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	PRESIDENT/DIRECTOR 10.00	30,000.	17,152.	0.
JOHN H. PONTIUS 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	SEC/TREASURER 2.00	0.	0.	0.
JOSEPH R. HYDE, III 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	DIRECTOR 2.00	0.	0.	0.
MARGARET E. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
ALLEN B. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
TERESA SLOYAN 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	EXECUTIVE DIRECTOR 40.00	211,374.	12,480.	0.
GRAND TOTALS		<u>241,374.</u>	<u>29,632.</u>	<u>0.</u>

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
GREG THOMPSON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	87,093.	9,721. 0.
KIM TOBIN 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	EXECUTIVE ASSISTANT 40.00	64,964.	18,725. 0.
LAUREN TAYLOR 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	82,026.	19,431. 0.
GRETCHEN MCLENNON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	82,026.	3,783. 0.
COURTNEY LEON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	GRANTS MANAGER 40.00	54,942.	8,570. 0.
	TOTAL COMPENSATION	<u>371,051.</u>	<u>60,230.</u> <u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SOUTHERN STRATEGY GROUP OF TN PO BOX 10570 TALLAHASSEE, FL 32302 CONSULTATION REGARDING EDUCATION AND STATEWIDE ACHIEVEMENT STANDARDS IN TENNESSEE SCHOOLS.		110,000.
TOTAL COMPENSATION		<u>110,000.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

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

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

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

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

990PF, PART XV - SUBMISSION DEADLINES

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

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PASS THRU-PALLADIAN PARTNERS 2001, LLC PER K-1	NONE PUBLIC			40.
PASS THRU-GT REAL PROPERTY HLDNGS II, LLC PER K-1	NONE PUBLIC			44.
PASS THRU-PALLADIAN PARTNERS IV, LLC PER K-1	NONE PUBLIC			53.
PASS THRU-PALLADIAN PARTNERS V, LLC PER K-1	NONE PUBLIC			47.
PASS-THRU-TIFF REALTY & RES III, LLC PER K-1	NONE PUBLIC			2.
PASS-THRU-ALTUS ASSOC PRIVATE EQUITY FD, LP	NONE PUBLIC			26.

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

ATTACHMENT 24 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE DETAILED SCHEDULE ATTACHED

13,731,744.

TOTAL CONTRIBUTIONS PAID

13,731,956.

J. R. Hyde III Foundation
2010 Contributions

DATE	CHECK NO	DONEE ORGANIZATION	AMOUNT	TOTAL
12/28/10	10257	Action on Smoking & Health		1,000
5/17/10	9660	American Cancer Society	25	
3/8/10	9501	American Cancer Society - Employee Matching Gift - Sarah Esola	100	125
12/10/10	10193	American Football Coaches Foundation		10,000
7/9/10	9783	American Heart Association		500
7/7/10	9778	American Red Cross		25
9/30/10	10010	Amyotrophic Lateral Sclerosis Association		250
10/20/10	10015	Andover Academy		5,000
3/4/10	9495	Arizona State University Foundation		75,000
2/3/10	9405	ArtsMemphis - 2009 Hyde Challenge Grant	75,000	
1/27/10	9366	ArtsMemphis - 2010 BSC General Operating Support-pymt 1	50,000	
12/2/10	10172	ArtsMemphis - Arts for Children and Teachers (ACT)	15,000	
1/27/10	9392	ArtsMemphis - Ballet Memphis General Operating Support	205,000	
4/8/10	9571	ArtsMemphis - Ballet Memphis General Operating Support	100,000	
11/2/10	10090	ArtsMemphis - Brooks Museum of Art	200,000	
7/29/10	9856	ArtsMemphis	100	
1/6/10	9309	ArtsMemphis - Memphis Brooks Museum of Art Support	200,000	
11/2/10	10090	ArtsMemphis - Memphis College of Art	200,000	
11/2/10	10090	ArtsMemphis - National Ornamental Metal Museum	10,000	
1/11/10	9325	ArtsMemphis - Neil Roan Presentation Preparation	5,000	
3/16/10	9525	ArtsMemphis - Neill Roan's services & expenses for NEA/ Landesman visit	3,690	
11/2/10	10090	ArtsMemphis - Opera Memphis	25,000	
1/6/10	9309	ArtsMemphis - Playhouse on the Square Capital Campaign	83,333	
4/8/10	9572	ArtsMemphis - Support for Artafactor	200	1,172,323
1/11/10	9318	Aspen Institute		3,500
2/23/10	9452	Blue Streak Scholarship Fund		500
2/11/10	9437	Boston University		50
9/1/10	9942	Bountiful Blessings, Inc		1,000
12/28/10	10258	Boys & Girls Club of Santa Monica		1,000
3/4/10	9496	Boys & Girls Clubs of Memphis		1,000
12/2/10	10171	Cate School - Contribution to the Centennial Campaign		30,000
1/13/10	9334	Cathedral of the Immaculate Conception		1,527
6/11/10	9727	Catholic Diocese of Memphis		2,200
6/11/10	9728	Catholic Memphis Urban Schools		500,000
8/30/10	9940	Center City Development Corporation	250	
11/4/10	10098	Center City Development Corporation	65,000	65,250
2/15/10	9440	CEOs for Cities		5,000
12/28/10	10252	Child Foundation		4,800
11/29/10	10158	Children's Museum of Memphis		1,000
11/4/10	10096	Christ United Methodist Church		2,100

J. R. Hyde III Foundation
2010 Contributions

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
1/11/10	9317	Church Health Center	100	
12/15/10	10224	Church Health Center	100	
12/14/10	10214	Church Health Center	<u>1,000</u>	1,200
1/4/10	9292	Committee of 100 for Tibet - The Missing Peace Project		5,000
11/4/10	10097	Community Development Council - Greenline Connection Project		25,000
8/19/10	9904	Community Foundation of Greater Memphis	1,000	
5/27/10	9695	Community Foundation of Greater Memphis	365	
6/11/10	9730	Community Foundation of Greater Memphis	<u>365</u>	1,730
12/7/10	10181	Community Partners - 2010 Gift	10,000	
12/2/10	10168	Community Partners	<u>12,500</u>	22,500
6/8/10	9709	Cystic Fibrosis Foundation		25
8/30/10	9938	Experience Art in Memphis		7,500
6/16/10	9740	Facing History & Ourselves		5,000
10/21/10	10058	First Assembly Christian Churc - Employee Matching Gift - K Tobin	72	
10/21/10	10058	First Assembly Christian Churc - Employee Matching Gift - N Phillips	<u>25</u>	97
7/29/10	9853	Friends of the Levitt Pavilion - Programming Support		5,000
2/23/10	9451	Getwell Road United Methodist Church	2,500	
12/14/10	10215	Getwell Road United Methodist Church	<u>2,500</u>	5,000
12/14/10	10211	Grace St Luke's Episcopal School		2,500
3/4/10	9494	Grantmakers for Education		1,000
6/11/10	9729	Grants Managers Network		2,000
12/2/10	10162	Grizzlies Charitable Foundation		5,000
6/29/10	9773	Hands on Nashville		25
3/16/10	9526	Harwood Center, Inc		500
1/6/10	9308	Idlewild Presbyterian Church	25,000	
1/11/10	9323	Idlewild Presbyterian Church	2,500	
1/19/10	9353	Idlewild Presbyterian Church	<u>500</u>	28,000
1/27/10	9389	Immaculate Conception Cathedral		100
12/2/10	10170	InMotion Musculoskeletal Insti - InMotion Sustainability Campaign		125,000
10/21/10	10057	International Children's Heart Foundation	50	
6/8/10	9710	International Children's Heart Foundation	<u>50</u>	100
11/29/10	10159	Iris Orchestra, Inc - Operating support for the 2010-11 season	50,000	
10/14/10	10042	Iris Orchestra, Inc - Yo Yo Ma's October, 2010 Memphis performance	<u>50,000</u>	100,000
6/24/10	9753	Junior League of Memphis, Inc	133	
9/27/10	9990	Junior League of Memphis, Inc	<u>5,000</u>	5,133

J. R. Hyde III Foundation
2010 Contributions

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
7/29/10	9849	KIPP Memphis, Inc	15,000	
6/2/10	9700	KIPP Memphis, Inc - General Operating Support	100,000	
7/14/10	9812	KIPP Memphis, Inc - General Operating Support	100,000	
8/16/10	9896	KIPP Memphis, Inc - General Operating Support & Endowment Support	100,000	
1/11/10	9315	KIPP Memphis, Inc - KIPP Memphis Central Office Funding	82,673	
3/16/10	9527	KIPP Memphis, Inc - KIPP Memphis Central Office Funding	82,673	
5/31/10		KIPP Memphis, Inc	216,840	
9/27/10	9989	KIPP Memphis, Inc - KIPP Memphis Central Office funding	100,000	
7/20/10	9821	KIPP Memphis, Inc - KIPP Memphis Central Office funding (2010-2011)	100,000	
12/2/10	10163	KIPP Memphis, Inc - KIPP Memphis Central Office Support	100,000	997,185
1/6/10	9303	LeBonheur Children's Medical Center - Capital Campaign Pledge		500,000
10/26/10	10064	Leukemia & Lymphoma Society		500
2/11/10	9435	Lewis and Clark College		100
1/4/10	9293	Little Red Schoolhouse Educational and Community Center, Inc		200
3/16/10	9529	Memphis Academy of Science & Engineering		1,354
7/13/10	9811	Memphis Bioworks Foundation - Memphis Medical Center Blight Initiative		20,000
1/6/10	9298	Memphis City Schools Foundation	197,083	
6/29/10	9774	Memphis City Schools Foundation	250,000	
7/29/10	9855	Memphis City Schools Foundation	250,000	697,083
11/1/10	10087	Memphis College of Art - Support for Graduate School building at 477 S Main		250,000
1/26/10	9361	Memphis Leadership Foundation - Start-up funding for 2 Omni Schools		92,100
12/2/10	10169	Memphis Music Foundation - Memphis Music Resource Ctr Education Seminar Series		50,000
5/27/10	9693	Memphis Orchestral Society, Inc		1,000
8/5/10	9860	Memphis Regional Design Center	50	
1/6/10	9307	Memphis Regional Design Center - Start-up Support for Memphis Regional Design Center	75,000	75,050
3/30/10	9563	Memphis Rock 'n' Soul Museum		8,722
11/16/10	10130	Memphis Shelby County Humane Society		50
10/12/10	10022	Memphis ShelbyCrime Commission - Implementation of Operation Safe Community		50,000
12/14/10	10213	Memphis Theological Seminary		500
1/6/10	9306	Memphis Tomorrow		50,000
12/28/10	10254	Memphis University School		500
12/14/10	10212	Memphis Urban League, Inc		2,500
3/2/10	9484	Metropolitan Inter-Faith Association		110
12/2/10	10173	Mid South Minority Business Council		50,000
1/6/10	9305	Morehead Scholarship Foundation		200,000
3/2/10	9486	Mpact Memphis - General Operating Support & Voice of MPACT		30,000
2/11/10	9436	National Center for Family Philanthropy	2,500	
6/8/10	9707	National Center for Family Philanthropy	1,894	
12/2/10	10166	National Center for Family Philanthropy	495	4,889

**J. R. Hyde III Foundation
2010 Contributions**

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
6/3/10	9703	National Civil Rights Museum - 2010 Annual Fund Pledge	10,000	
5/27/10	9691	National Civil Rights Museum	17,226	
4/22/10	9606	National Civil Rights Museum	<u>11,303</u>	38,529
2/23/10	9453	National World War II Museum		25,000
6/29/10	9772	New Leaders for New Schools - General Operating Support - Principal Training Program		150,000
12/2/10	10167	New Roads School		12,500
1/11/10	9320	Park Friends, Inc		50
6/11/10	9726	Planned Parenthood		1,000
9/13/10	9971	Playhouse on the Square		500
10/21/10	10059	Presbyterian Day School - 2010 Annual Fund Support	1,000	
1/6/10	9304	Presbyterian Day School - Support for Capital Campaign	<u>285,714</u>	286,714
2/3/10	9404	Promise Academy	22,300	
5/27/10	9694	Promise Academy	<u>5,000</u>	27,300
12/28/10	10253	Rett Syndrome Research Trust, Inc		500
7/29/10	9854	Roaring Fork Conservancy		10,000
8/30/10	9937	Ronald McDonald House of Memphis		50
1/6/10	9302	Shelby County Books from Birth		33,333
2/25/10	9477	Shelby Farms Park Conservancy	15,000	
6/29/10	9771	Shelby Farms Park Conservancy	625	
5/27/10	9696	Shelby Farms Park Conservancy	10,000	
1/27/10	9388	Shelby Farms Park Conservancy	100	
6/11/10	9731	Shelby Farms Park Conservancy	50	
7/19/10	9815	Shelby Farms Park Conservancy	25	
1/26/10	9362	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	1,000,000	
6/22/10	9744	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	2,000,000	
11/2/10	10092	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	<u>1,000,000</u>	4,025,800
4/22/10	9605	Shrners Hospital for Children		1,000
5/17/10	9661	Smith College		100
7/19/10	9816	Society of Entrepreneurs	300	
1/27/10	9391	Society of Entrepreneurs	2,500	
7/19/10	9816	Society of Entrepreneurs - General Operating Support	<u>700</u>	3,500
1/6/10	9301	Soulsville Foundation		5,000
1/19/10	9352	Southern Comm Volunteers, Inc	40	
12/15/10	10223	Southern Comm Volunteers, Inc	<u>40</u>	80
1/27/10	9387	St George's Independent School		5,000
3/4/10	9493	St James Catholic Church		2,000
2/8/10	9412	St John's Episcopal Church		391
10/4/10	10012	St John's United Methodist Church		5,000

J. R. Hyde III Foundation
2010 Contributions

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
1/27/10	9390	St Jude Children's Research Foundation	50	
1/19/10	9351	St Jude Children's Research Foundation	25	
3/2/10	9483	St Jude Children's Research Foundation	100	
1/19/10	9351	St Jude Children's Research Foundation	250	
4/13/10	9593	St Jude Children's Research Foundation	250	675
11/16/10	10129	St Mary's Episcopal School - Annual Fund	10,000	
1/6/10	9300	St Mary's Episcopal School - Capital Campaign Pledge	750,000	
3/16/10	9528	St Mary's Episcopal School	234	
3/2/10	9485	St Mary's Episcopal School - On-line Girls School	10,000	
8/9/10	9868	St Mary's Episcopal School - Support for Annual Fund	10,000	
4/15/10	9598	St Mary's Episcopal School - Support for St Mary's Community Fund	4,500	784,734
1/11/10	9316	Stand for Children Leadership Center	25,000	
3/30/10	9565	Stand for Children Leadership Center	25,000	
10/18/10	10045	Stand for Children Leadership Center	7,500	57,500
7/29/10	9850	Teach For America	10,000	
9/28/10	10009	Teach For America	40,028	
6/22/10	9743	Teach For America	1,000	
1/6/10	9299	Teach For America - General Operating Support	75,000	
9/13/10	9972	Teach For America - Growing Teach For America - Memphis	75,000	
5/13/10	9657	Teach For America - Operating Support - TFA Memphis	100,000	
5/13/10	9658	Teach For America - Support for TFA National Operations	100,000	401,028
6/22/10	9742	Temple Israel		10,000
7/29/10	9852	Tennessee Charter School Association		50,000
7/23/10	9831	Tennessee State Collaborative on Reforming Education		75,000
10/26/10	10065	The Community Foundation of Middle Tennessee, Inc		125,000
12/2/10	10174	The Educational Foundation, Inc		14,286
9/8/10	9948	The Evergreen Historic District Association		20
3/22/10	9537	The Leadership Academy - 2009 General Operating Support	75,000	
11/2/10	10091	The Leadership Academy - 2010 General Operating Support	75,000	
7/19/10	9818	The Leadership Academy - Public Leadership Initiative	25,000	
7/19/10	9817	The Leadership Academy - The Leadership Academy's Speak Out Initiative	75,000	250,000
6/29/10	9775	The Links Foundation, Inc - Shelby Co Chapter/ Leadership Academy		5,000
3/30/10	9564	The National Education Association		10,000
10/7/10	10019	The Nature Conservancy		250
12/28/10	10256	The Parish of St Matthew		4,000
8/9/10	9869	The Philanthropy Roundtable		15,000
9/30/10	10011	The Sumba Foundation		10,000
12/2/10	10177	The University of Memphis Foundation		50,000
4/26/10	9612	The University of Mississippi		500

J. R. Hyde III Foundation
2010 Contributions

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
1/11/10	9324	The University of North Carolina at Chapel Hill	667,000	
1/6/10	9311	The University of North Carolina at Chapel Hill	850,000	
1/6/10	9310	The University of North Carolina at Chapel Hill	150,000	
2/3/10	9406	The University of North Carolina at Chapel Hill	10,000	
12/2/10	10175	The University of North Carolina at Chapel Hill	25,000	
12/2/10	10176	The University of North Carolina at Chapel Hill	<u>5,000</u>	1,707,000
1/6/10	9312	The Women's Foundation for a Greater Memphis	10,000	
11/29/10	10160	The Women's Foundation for a Greater Memphis	50,000	
6/8/10	9711	The Women's Foundation for a Greater Memphis	100	
8/12/10	9893	The Women's Foundation for a Greater Memphis	10,000	
3/16/10	9524	The Women's Foundation for a Greater Memphis	<u>10,000</u>	80,100
10/21/10	10056	Toms River Pop Warner South Raiders Challenger Division	250	
10/14/10	10041	Toms River Pop Warner South Raiders Challenger Division	<u>500</u>	750
1/11/10	9321	United Service Organization, Inc		150
8/12/10	9894	United Way of Greater Memphis -General Operating Support		5,000
11/5/10	10100	University of Tennessee Foundation		2,000
12/28/10	10255	Upward Bound House		2,000
1/11/10	9322	Wolf River Conservancy- Building Support	37,500	
2/23/10	9456	Wolf River Conservancy	58,500	
2/23/10	9455	Wolf River Conservancy - Support for Greenway Consultant - Phase II	10,000	
10/19/10	10049	Wolf River Conservancy - Support for Greenway Consultant - Phase II	<u>20,000</u>	126,000
TOTAL				<u><u>13,731,744</u></u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
274,316.		FROM MERCED PARTNERS, LP-STCG PROPERTY TYPE: OTHER				P	VAR 274,316.	VAR
157,427.		FROM MERCED PARTNERS, LP-LTCG PROPERTY TYPE: OTHER				P	VAR 157,427.	VAR
11.		FROM MERCED PARTNERS, LP-SEC 1231 PROPERTY TYPE: OTHER				P	VAR 11.	VAR
		FROM SSM VENTURE PARTNERS III, LP-LTCL PROPERTY TYPE: OTHER 204,745.				P	VAR -204,745.	VAR
652.		FROM SANDERSON INTRNATL VALUE FUND-STCG PROPERTY TYPE: OTHER				P	VAR 652.	VAR
13,716.		FROM SANDERSON INTRNATL VALUE FUND-LTCG PROPERTY TYPE: OTHER				P	VAR 13,716.	VAR
158.		FROM PALLADIAN PARTNERS 2001, LLC-STCG PROPERTY TYPE: OTHER				P	VAR 158.	VAR
324,454.		FROM PALLADIAN PARTNERS 2001, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 324,454.	VAR
7,283.		FROM PALLADIAN PTNRS 2001, LLC-SEC 1231 PROPERTY TYPE: OTHER				P	VAR 7,283.	VAR
7,486.		FROM PALLADIAN PARTNERS IV, LLC-STCG PROPERTY TYPE: OTHER				P	VAR 7,486.	VAR
45,465.		FROM PALLADIAN PARTNERS IV, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 45,465.	VAR
		FROM PALLADIAN PARTNERS IV, LLC-SEC 1231 PROPERTY TYPE: OTHER 2,679.				P	VAR -2,679.	VAR

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
145.		FROM PALLADIAN PARTNERS IV, LLC-SEC 1256 PROPERTY TYPE: OTHER				VAR	VAR
						145.	
36,106.		FROM PALLADIAN PARTNERS V, LLC-STCG PROPERTY TYPE: OTHER				VAR	VAR
						36,106.	
127,646.		FROM PALLADIAN PARTNERS V, LLC-LTCG PROPERTY TYPE: OTHER				VAR	VAR
						127,646.	
40,348.		FROM PALLADIAN PARTNERS V, LLC-SEC 1231 PROPERTY TYPE: OTHER				VAR	VAR
						40,348.	
		FROM GT REAL PROPERTY HOLDINGS, LLC-STCL PROPERTY TYPE: OTHER				VAR	VAR
		1,847.				-1,847.	
		FROM GT REAL PROPERTY HOLDINGS, LLC-LTCL PROPERTY TYPE: OTHER				VAR	VAR
		51,146.				-51,146.	
2,737.		FROM GT REAL PROPERTY HLDGS LLC-SEC 1231 PROPERTY TYPE: OTHER				VAR	VAR
						2,737.	
		FROM GT REAL PROPERTY HLDS, LLC-SEC 1256 PROPERTY TYPE: OTHER				VAR	VAR
		1,106.				-1,106.	
118.		FROM TIFF REALTY/RESOURCES III, LLC-STCG PROPERTY TYPE: OTHER				VAR	VAR
						118.	
286.		FROM TIFF REALTY/RESOURCES III, LLC-LTCG PROPERTY TYPE: OTHER				VAR	VAR
						286.	
11.		FROM TIFF RLTY & RESOURCES III-SEC 1231 PROPERTY TYPE: OTHER				VAR	VAR
						11.	
2,932.		FROM ALTIUS ASSOC PRIV EQTY FD, LP-STCG PROPERTY TYPE: OTHER				VAR	VAR
						2,932.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,379.		FROM ALTIUS ASSOC PRIV EQTY FD, LP-LTCG PROPERTY TYPE: OTHER				P	VAR 5,379.	VAR
44.		FROM ALTIUS ASSOC PRIV EQTY FD-SEC 1231 PROPERTY TYPE: OTHER				P	VAR 44.	VAR
126,171.		TOSCA - PFIC LTCG PROPERTY TYPE: OTHER				P	VAR 126,171.	VAR
1,066,793.		MOON CAPITAL GLOBAL EQUITY PROPERTY TYPE: OTHER 785,363.				P	VAR 281,430.	04/22/2010
750,000.		55,228.277 MORGAN STANLEY INST FD INTRNA PROPERTY TYPE: SECURITIES 1,132,190.				P	VAR -382,190.	11/19/2010
200,000.		14,545.455 MORGAN STANLEY INST FD INTRNA PROPERTY TYPE: SECURITIES 298,764.				P	12/22/2006 -98,764.	12/14/2010
		PALLADIAN PARTNERS 2001-LTCG TO 990-T PROPERTY TYPE: OTHER 35.				P	VAR -35.	VAR
		PALLADIAN PARTNERS IV-STCG TO 990-T PROPERTY TYPE: OTHER 101.				P	VAR -101.	VAR
1,015.		PALLADIAN PARTNERS IV-LTCL TO 990-T PROPERTY TYPE: OTHER				P	VAR 1,015.	VAR
3,040.		PALLADIAN PARTNERS V-LTCL TO 990-T PROPERTY TYPE: OTHER				P	VAR 3,040.	VAR
4.		GT REAL PROPERTY HLDG II-STCL TO 990-T PROPERTY TYPE: OTHER				P	VAR 4.	VAR
15,768.		GT REAL PROPERTY HLDG II-LTCL TO 990-T PROPERTY TYPE: OTHER				P	VAR 15,768.	VAR

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TIFF RLTY & RESOURCES III-STCG TO 990-T PROPERTY TYPE: OTHER 176.				P	VAR -176.	VAR
		TIFF RLTY & RESOURCES III-LTCG TO 990-T PROPERTY TYPE: OTHER 223.				P	VAR -223.	VAR
TOTAL GAIN(LOSS)							<u>731,136.</u>	

Form 4562

Department of the Treasury
Internal Revenue Service
(99)**Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545-0172

2010Attachment
Sequence No 67

▶ See separate instructions

▶ Attach to your tax return

Name(s) shown on return

J R Hyde III Foundation

Business or activity to which this form relates

Identifying number

62-1512725

Part I Election To Expense Certain Property Under Section 179

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

1	Maximum amount (see instructions)	1	500000 00
2	Total cost of section 179 property placed in service (see instructions)	2	13641 27
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2000000 00
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	0 00
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	500000 00
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
		0 00	0 00
		0 00	0 00
7	Listed property Enter the amount from line 29	7	0 00
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	0 00
9	Tentative deduction Enter the smaller of line 5 or line 8	9	0 00
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	0 00
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	500000 00
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	0 00
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12	13	0 00

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	0 00
15	Property subject to section 168(f)(1) election	15	0 00
16	Other depreciation (including ACRS)	16	3384 62

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

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	39644 85
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		0 00				0 00
b 5-year property		12685 37	5 0 yrs	HY	200DB	1268 56
c 7-year property		955 90	7 0 yrs	HY	200DB	68 28
d 10-year property		0 00				0 00
e 15-year property		0 00				0 00
f 20-year property		0 00				0 00
g 25-year property		0 00	25 yrs		S/L	0 00
h Residential rental property		0 00	27 5 yrs	MM	S/L	0 00
		0 00	27 5 yrs	MM	S/L	0 00
i Nonresidential real property		0 00	39 yrs	MM	S/L	0 00
		0 00		MM	S/L	0 00

Section C—Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (See Instructions)

21	Listed property Enter amount from line 28	21	0 00
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	44366 31
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	0 00

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

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

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

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

Section B—Information on Use of Vehicles

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

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

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

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

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

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

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

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year (see instructions)					
		0 00			0 00
		0 00			0 00
43 Amortization of costs that began before your 2010 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44
					0 00

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

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

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

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► CORIE RIVERS

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	26,978.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	17,978.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	9,000.

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

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

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

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

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

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

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

- 4 I request an additional 3-month extension of time until **11/15, 2011**
- 5 For calendar year **2010**, or other tax year beginning **20**, and ending **20**
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT YET BEEN RECEIVED AND PROCESSED FROM THIRD PARTIES.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	26,978.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	26,978.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0.

Signature and Verification

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

Signature **Deanna D. Wade**Title **CPA**Date **08/11/2011**Form **8868** (Rev. 1-2011)