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

Department of the Treasury  
 Internal Revenue Service

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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**

**A Employer identification number**  
**62-1512725**

**B Telephone number (see instructions)**  
**(901) 685-3416**

**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here   
 2. Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

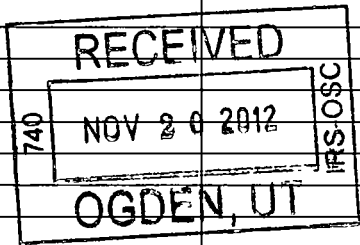
**G** Check all that apply. Initial return  Initial return of a former public charity   
 Final return  Amended return   
 Address change  Name change

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 70,388,831.**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	11,960,340.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	7,657.	7,657.		ATCH 1
4	Dividends and interest from securities	532,401.	532,184.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	10,410,437.			
b	Gross sales price for all assets on line 6a	22,237,464.			
7	Capital gain net income (from Part IV, line 2)		13,872,974.		
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)	298,579.	72,471.		ATCH 3
12	Total. Add lines 1 through 11	23,209,414.	14,485,286.		
13	Compensation of officers, directors, trustees, etc.	237,473.			237,473.
14	Other employee salaries and wages	632,750.			632,750.
15	Pension plans, employee benefits	105,069.			105,069.
16a	Legal fees (attach schedule) ATCH 4	7,265.			7,265.
b	Accounting fees (attach schedule) ATCH 5	13,507.	10,432.		
c	Other professional fees (attach schedule) *	257,780.			257,780.
17	Interest ATTACHMENT 7	6,496.	6,476.		
18	Taxes (attach schedule) (see instructions) **	234,137.	36,266.		63,875.
19	Depreciation (attach schedule) and depletion	23,381.	1,899.		
20	Occupancy				
21	Travel, conferences, and meetings	42,737.			42,737.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 9	32,830.	405,791.		-380,348.
24	Total operating and administrative expenses. Add lines 13 through 23	1,593,425.	460,864.		966,601.
25	Contributions, gifts, grants paid	13,196,264.			13,196,264.
26	Total expenses and disbursements. Add lines 24 and 25	14,789,689.	460,864.	0	14,162,865.
27	Subtract line 26 from line 12	8,419,725.			
a	Excess of revenue over expenses and disbursements		14,024,422.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				



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**Part II Balance Sheets**

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

	Beginning of year		End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>				
1 Cash - non-interest-bearing . . . . .	16,845.	11,659.	11,659.	
2 Savings and temporary cash investments . . . . .	36,509.	5,122,019.	5,122,019.	
3 Accounts receivable ▶ Less allowance for doubtful accounts ▶				
4 Pledges receivable ▶ Less allowance for doubtful accounts ▶				
5 Grants receivable . . . . .				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
7 Other notes and loans receivable (attach schedule) ▶ * Less allowance for doubtful accounts ▶	3,003,919.	* 2,803,919.	ATCH 10 1,689,863.	
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) <b>ATCH 11</b> . . . . .	14,062,964.	22,589,092.	28,190,729.	
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) <b>ATCH 12</b> . . . . .	30,584,856.	25,285,177.	33,404,507.	
14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	2,370,472.		440,418.	
15 Other assets (describe ▶ <b>ATCH 13</b> ) . . . . .	40,000.	40,000.	40,000.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	49,360,684.	57,781,920.	70,388,831.	
<b>Liabilities</b>				
17 Accounts payable and accrued expenses . . . . .	8,969.	10,480.		
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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	8,969.	10,480.		
<b>Net Assets or Fund Balances</b>				
<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
24 Unrestricted . . . . .				
25 Temporarily restricted . . . . .				
26 Permanently restricted . . . . .				
<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <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 . . . . .	49,351,715.	57,771,440.		
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	49,351,715.	57,771,440.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	49,360,684.	57,781,920.		

**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	49,351,715.
2 Enter amount from Part I, line 27a . . . . .	2	8,419,725.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	57,771,440.
5 Decreases not included in line 2 (itemize) ▶	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	57,771,440.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	13,872,974.	
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 instructions) If (loss), enter -0- in Part I, line 8				3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	14,678,669.	61,420,238.	0.238987
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
2 Total of line 1, column (d)			2 0.817395
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 0.163479
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 63,574,612.
5 Multiply line 4 by line 3			5 10,393,114.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 140,244.
7 Add lines 5 and 6			7 10,533,358.
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			8 14,162,865.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 55,149.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes 'ATTACHMENT 14' at the bottom.

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 instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 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 . . . . . 15
16 At any time during calendar year 2011, 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? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? . . . . . 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 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? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2011 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 2011) . . . . . 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 2011? . . . . . 4b X

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

- 5a During the year did the foundation pay or incur any amount to
  - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

5b N/A

6b X

7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 15		237,473.	33,047.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 16		454,426.	64,830.	0

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 17		175,596.

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**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	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	

Total. Add lines 1 through 3 . . . . . ▶



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

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	20,765,397.
	Average of monthly cash balances	1b	4,873,362.
	Fair market value of all other assets (see instructions)	1c	38,903,994.
d	<b>Total</b> (add lines 1a, b, and c)	1d	64,542,753.
	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	
	Subtract line 2 from line 1d	3	64,542,753.
	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	968,141.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	63,574,612.
	<b>Minimum investment return.</b> Enter 5% of line 5	6	3,178,731.

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

	Minimum investment return from Part X, line 6	1	3,178,731.
	Tax on investment income for 2011 from Part VI, line 5	2a	140,244.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	140,244.
	Distributable amount before adjustments Subtract line 2c from line 1	3	3,038,487.
	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,038,487.
	Deduction from distributable amount (see instructions)	6	
	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,038,487.

**Part XII Qualifying Distributions** (see instructions)

Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes			
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	14,162,865.
	Program-related investments - total from Part IX-B	1b	
	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
	Amounts set aside for specific charitable projects that satisfy the suitability test (prior IRS approval required)	3a	
	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	14,162,865.
	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	140,244.
5	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	14,022,621.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,038,487.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007		3,282,350.		
c From 2008		7,634,491.		
d From 2009		12,951,668.		
e From 2010		11,624,827.		
f Total of lines 3a through e	35,493,336.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 14,162,865.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				3,038,487.
e Remaining amount distributed out of corpus	11,124,378.			
5 Excess distributions carryover applied to 2011 (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:	46,617,714.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	11,960,340.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	34,657,374.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009		11,908,169.		
d Excess from 2010		11,624,827.		
e Excess from 2011		11,124,378.		

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

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

Table with columns: Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, and alternative tests (Assets, Endowment, Support).

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

ATTACHMENT 18

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

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

ATTACHMENT 19

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

ATTACHMENT 20

c Any submission deadlines

ATTACHMENT 21

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

ATTACHMENT 22

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 23</p>				
<b>Total</b> .....				▶ <b>3a</b> 13,196,264.
<p><i>b Approved for future payment</i></p>				
<b>Total</b> .....				▶ <b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes. Row 4: TAX EXEMPT INTEREST EXCLUDED UNDER IRC SECTION 103.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for both (b) and (d).

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A' for (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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: John H. Pentz, Date: 11/14/12, Title: Treasurer

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only

Print/Type preparer's name: Donna D. Wade, Preparer's signature: Donna D. Wade, Date: 11/13/12, Firm's name: DONNA D. WADE, CPA, Firm's address: 817 BRENTWOOD COVE OXFORD, MS, Firm's EIN: 38655, Phone no: 662-236-3582

Schedule of Contributors

2011

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

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 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, total 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 total 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 Part I, 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). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J.R. HYDE, III ----- 17 W. PONTOTOC AVENUE, SUITE 200 ----- MEMPHIS, TN 38103 -----	\$ 5,333,940.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	J.R. HYDE, III ----- 17 W. PONTOTOC AVE., SUITE 200 ----- MEMPHIS, TN 38103 -----	\$ 6,626,400.	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)



Name of organization J.R. HYDE III FAMILY FOUNDATION

Employer identification number

62-1512725

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	18,000 SH AUTOZONE INC	\$ 5,333,940.	05/27/2011
2	80,000 SH FEDEX CORP	\$ 6,626,400.	12/09/2011
		\$	
		\$	
		\$	
		\$	

Name of organization J.R. HYDE III FAMILY FOUNDATION

Employer identification number 62-1512725

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) > \$

Use duplicate copies of Part III if additional space is needed

Form with 4 identical sections. Each section has columns for (a) No. from Part I, (b) Purpose of gift, (c) Use of gift, (d) Description of how gift is held, and (e) Transfer of gift. Sub-section (e) includes fields for Transferee's name, address, and ZIP + 4, and Relationship of transferor to transferee.

**Depreciation and Amortization**  
(Including Information on Listed Property)

Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Attachment  
Sequence No **179**

Name(s) shown on return

Business or activity to which this form relates

Identifying number

J. R. HYDE, III FAMILY FOUNDATION

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	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
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	500,000.
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13	

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	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	3,030.

**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 2011	17	18,452.
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		

**Section B - Assets Placed in Service During 2011 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						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			27 5 yrs	MM	S/L	
			39 yrs	MM	S/L	
				MM	S/L	

**Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

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

**Part IV Summary (See instructions)**

21	Listed property Enter amount from line 28	21	
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	21,482.
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	

For Paperwork Reduction Act Notice, see separate instructions.

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? Yes No 24b If "Yes," is the evidence written? Yes 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
26 Property used more than 50% in a qualified business use
27 Property used 50% or less in a qualified business use
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 28
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)
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?
35 Was the vehicle used primarily by a more than 5% owner or related person?
36 Is another vehicle available for personal use?
(a) Vehicle 1 (b) Vehicle 2 (c) Vehicle 3 (d) Vehicle 4 (e) Vehicle 5 (f) Vehicle 6

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 2011 tax year (see instructions)
43 Amortization of costs that began before your 2011 tax year 43
44 Total. Add amounts in column (f). See the instructions for where to report 44

**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)	
195,459.		MERCED PARTNERS, LP-STCG PROPERTY TYPE: OTHER				P	VAR 195,459.	VAR
148,310.		MERCED PARTNERS, LP-LTCG PROPERTY TYPE: OTHER				P	VAR 148,310.	VAR
		MERCED PARTNERS, LP-SEC 1231 LOSS PROPERTY TYPE: OTHER 12,646.				P	VAR -12,646.	VAR
12,646.		MERCED PTNRS, LP-SEC 1231 LOSS TO 990-T PROPERTY TYPE: OTHER				P	VAR 12,646.	VAR
		MERCED PARTNERS, LP-SEC. 1256 LOSS PROPERTY TYPE: OTHER 9.				P	VAR -9.	VAR
		PALLADIAN PARTNERS 2001, LLC-STCL PROPERTY TYPE: OTHER 524.				P	VAR -524.	VAR
244,287.		PALLADIAN PARTNERS 2001, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 244,287.	VAR
1,643.		PALLADIAN PTNRS 2001, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 1,643.	VAR
2.		PALLADIAN PTNRS 2001, LLC-SEC 1256 GAIN PROPERTY TYPE: OTHER				P	VAR 2.	VAR
11,127.		PALLADIAN PARTNERS IV, LLC-STCG PROPERTY TYPE: OTHER				P	VAR 11,127.	VAR
58,956.		PALLADIAN PARTNERS IV, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 58,956.	VAR
32,062.		PALLADIAN PARTNERS IV, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 32,062.	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)	
		PALLADIAN PARTNERS IV, LLC-SEC 1256 LOSS PROPERTY TYPE: OTHER 236.				P	VAR -236.	VAR
		PALLADIAN PARTNERS IV, LLC-STCG TO 990-T PROPERTY TYPE: OTHER 149.				P	VAR -149.	VAR
195.		PALLADIAN PARTNERS IV, LLC-LTCL TO 990-T PROPERTY TYPE: OTHER				P	VAR 195.	VAR
7,739.		PALLADIAN PARTNERS V, LLC-STCG PROPERTY TYPE: OTHER				P	VAR 7,739.	VAR
194,137.		PALLADIAN PARTNERS V, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 194,137.	VAR
141,057.		PALLADIAN PARTNERS V, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 141,057.	VAR
		PALLADIAN PARTNERS V, LLC-STCG TO 990-T PROPERTY TYPE: OTHER 5.				P	VAR -5.	VAR
		PALLADIAN PARTNERS V, LLC-LTCG TO 990-T PROPERTY TYPE: OTHER 30,049.				P	VAR -30,049.	VAR
		GT REAL PROPTY HLDGS II, LLC-STCL PROPERTY TYPE: OTHER 35,639.				P	VAR -35,639.	VAR
		GT REAL PROPTY HLDGS II, LLC-LTCL PROPERTY TYPE: OTHER 96,283.				P	VAR -96,283.	VAR
65,961.		GT REAL PROPTY HLDGS II, LLC-SEC 1231 GA PROPERTY TYPE: OTHER				P	VAR 65,961.	VAR
2.		GT REAL PROP HLDGS II, LLC-STCL TO 990-T PROPERTY TYPE: OTHER				P	VAR 2.	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)	
5,708.		GT REAL PROP HLDGS II, LLC-LTCL TO 990-T PROPERTY TYPE: OTHER				P	VAR 5,708.	VAR
875.		TIFF REALTY & RESOURCES III, LLC-STCG PROPERTY TYPE: OTHER				P	VAR 875.	VAR
6,349.		TIFF REALTY & RESOURCES III, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 6,349.	VAR
5.		TIFF REALTY/RESOURCES III LLC-LTCL-990-T PROPERTY TYPE: OTHER				P	VAR 5.	VAR
3,389.		ALTIUS ASSOC PRIV EQTY FD, LP-STCG PROPERTY TYPE: OTHER				P	VAR 3,389.	VAR
16,734.		ALTIUS ASSOC PRIV EQTY FD, LP-LTCG PROPERTY TYPE: OTHER				P	VAR 16,734.	VAR
		ALTIUS ASS PRIV EQTY FD LP-SEC 1231 LOSS PROPERTY TYPE: OTHER 10.				P	VAR -10.	VAR
		ALTIUS ASS PRIV EQTY FD LP-SEC 1256 LOSS PROPERTY TYPE: OTHER 1.				P	VAR -1.	VAR
		SANDERSON INTL VALUE FUND-STCL PROPERTY TYPE: OTHER 6,164.				P	VAR -6,164.	VAR
		SANDERSON INTL VALUE FUND-LTCL PROPERTY TYPE: OTHER 60,189.				P	VAR -60,189.	VAR
444,970.		SSM VENTURE PARTNERS III, LP-LTCG PROPERTY TYPE: OTHER				P	VAR 444,970.	VAR
2,666,251.		10,000 AUTOZONE INC PROPERTY TYPE: SECURITIES 665.				D	VAR 2,665,586.	03/08/2011

**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)		
2,970,407.		10,000 AUTOZONE INC PROPERTY TYPE: SECURITIES 665.				D	VAR	05/26/2011	
							2,969,742.		
2,055,478.		7,000 AUTOZONE INC PROPERTY TYPE: SECURITIES 466.				D	VAR	06/01/2011	
							2,055,012.		
1,593,663.		TOSCA PFIC FINAL DISTRIBUTION PROPERTY TYPE: OTHER 2,019,273.				P	01/02/2002	01/12/2011	
							-425,610.		
32,994.		MOON CAPITAL GLOBAL OFFSHORE FUND PROPERTY TYPE: OTHER 33,078.				P	VAR	04/18/2011	
							-84.		
2,000,000.		GT OFFSHORE FUND PROPERTY TYPE: OTHER 948,393.				P	01/31/2002	01/07/2011	
							1,051,607.		
2,685,744.		PRISM PARTNERS II OFFSHORE FUND PROPERTY TYPE: OTHER 1,137,818.				P	VAR	07/19/2011	
							1,547,926.		
153,851.		HIGHSIDE OFFSHORE FUND PROPERTY TYPE: OTHER 98,714.				P	VAR	09/07/2011	
							55,137.		
2,900,000.		HIGHSIDE OFFSHORE FUND PROPERTY TYPE: OTHER 1,901,286.				P	VAR	04/01/2011	
							998,714.		
980,158.		OCM EMERGING MARKETS OFFSHORE FUND PROPERTY TYPE: OTHER 557,415.				P	VAR	VAR	
							422,743.		
167.		SETTLEMENT PROCEEDS-GM LITIGATION PROPERTY TYPE: SECURITIES				P	VAR	12/07/2011	
							167.		
2,607,138.		WALKER SMITH INTERNATIONAL OFFSHORE FUND PROPERTY TYPE: OTHER 1,424,813.				P	01/02/2002	04/15/2011	
							1,182,325.		
TOTAL GAIN (LOSS) .....								<u>13872974.</u>	



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

Department of the Treasury  
Internal Revenue Service

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

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

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

**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](http://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.

<b>Type or print</b>	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions
	J. R. HYDE, III FAMILY FOUNDATION	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions	<input type="checkbox"/> 62-1512725
	17 WEST PONTOTOC AVENUE, SUITE 100	Social security number (SSN)
	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	01	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 ▶ 901-685-3416 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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶  calendar year 2011 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

<b>3a</b> 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	<b>3a</b> \$ 195,393.
<b>b</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	<b>3b</b> \$ 153,393.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using <del>EFTPS</del> (Electronic Federal Tax Payment System). See instructions	<b>3c</b> \$ 42,000.

**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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  X

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

<p><b>Type or print</b></p> <p>File by the due date for filing your return See instructions</p>	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	J. R. HYDE, III FAMILY FOUNDATION		<input checked="" type="checkbox"/> X	62-1512725
	Number, street, and room or suite no If a P O. box, see instructions		Social security number (SSN)	
17 WEST PONTOTOC AVENUE, SUITE 100		<input type="checkbox"/>		
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-BL	02	Form 1041-A	08
Form 990-EZ	01	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 NOVEMBER 15, 2012

5 For calendar year 2011, 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. AS SOON AS THE INFORMATION IS RECEIVED, THE RETURN WILL BE FILED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a \$	195,393.
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 \$	195,393.
c <b>Balance Due.</b> 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 must be completed for Part II only.**

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  Title  CPA Date  08/13/12

# 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](http://www.hydefoundation.org). Paper applications will continue to be accepted, if needed.

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 March 1, June 1, September 1, and December 1.
- 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**

Lauren Jenkins, Grants Manager  
Hyde Family Foundations  
17 West Pontotoc Avenue, Suite 200  
Memphis, Tennessee 38103  
(901) 685-3409  
e-mail: [ljenkins@pittcomanagement.com](mailto:ljenkins@pittcomanagement.com)  
[www.hydefoundation.org](http://www.hydefoundation.org)

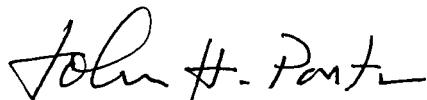
**J.R. HYDE, III FAMILY FOUNDATION  
FORM 990-PF  
Y/E 12/31/11**

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

The J. R. Hyde, III Family Foundation hereby elects for the 2011 calendar tax year to treat as a current distribution out of corpus \$11,960,340 of excess distributions from prior tax years as follows:

2007	3,282,350
2008	7,634,491
2009	1,043,499

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 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIRST TENNESSEE BANK-CHECKING ACCOUNT	221.	221.
GOLDMAN SACHS - INTEREST INCOME	7,269.	7,269.
MORGAN STANLEY - CREDIT INTEREST	1.	1.
US TREASURY - INTEREST ON TAX REFUND	166.	166.
<b>TOTAL</b>	<u>7,657.</u>	<u>7,657.</u>



ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME-KIPP MEMPHIS, INC. LOAN	8,420.	8,420.
INTEREST INC-MEMPHIS COLLEGE OF ART LOAN	68,818.	68,818.
MORGAN STANLEY INST FD INTL EQUITY-DIV	41,768.	41,768.
INTEREST & DIVIDENDS PER K-1'S:		
SANDERSON INTERNATIONAL VALUE FUND	160,775.	160,775.
SSM VENTURE PARTNERS III, LP	40,694.	40,694.
SSM VENTURE PARTNERS IV, LP	9.	9.
MERCED PARTNERS, LP	49,128.	49,128.
GT REAL PROPERTY HOLDINGS II, LLC	13,249.	13,249.
ALTIUS ASSOC PRIVATE EQUITY FUND, LP	12,416.	12,416.
TIFF REALTY & RESOURCES III, LLC	17,569.	17,569.
LESS: TIFF REALTY/RESRC III TO 990-T		-153.
PALLADIAN PARTNERS 2001, LLC	59,224.	59,224.
PALLADIAN PARTNERS IV, LLC	15,049.	15,049.
PALLADIAN PARTNERS V, LLC	45,218.	45,218.
TAX EXEMPT INCOME PER K-1'S:		
GT REAL PROPERTY HOLDINGS II, LLC	3.	
PALLADIAN PARTNERS IV, LLC	61.	
TOTAL	532,401.	532,184.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME FROM PARTNERSHIP K-1'S:		
MERCED PARTNERS, LP-ORDINARY INCOME	24,654.	24,654.
LESS: MERCED PTRS-ORD INCOME TO 990-T		-21,790.
MERCED PARTNERS, LP-NET RENTAL INCOME	4,931.	4,931.
LESS: MERCED PTRS-RENTL INCOME TO 990T		-13,466.
MERCED PTRS-OTHER ORDINARY LOSS	-17,931.	-17,931.
SSM VENTURE PARTNERS III, LP-ORD LOSS	-3.	-3.
PALLADIAN PARTNERS 2001 LLC-ORD INCOME	39,791.	39,791.
LESS: PALDN PTRS 2001-ORD INCOME-990T		-38,216.
PALLADN PTRS 2001-RLTY & PORTFOLIO INC	1,980.	1,980.
GT REAL PROP HLDGS II LLC-ORDINRY INCM	117,136.	117,136.
LESS: GT REAL PROP HLD-ORD INC TO 990T		-89,673.
GTRP HOLDINGS II LLC-PORTFOLIO INCOME	2,697.	2,697.
PALLADIAN PARTNERS IV, LLC-ORD INCOME	30,822.	30,822.
LESS: PALDN PTNRS IV LLC-INC TO 990-T		-8,278.
PALLADN PTRS IV-ROYLTY & PORTFOLIO INC	2,589.	2,589.
PALLADIAN PARTNERS V LLC-ORDNRY INCOME	85,703.	85,703.
LESS: PALDN PTNRS V LLC-INCOME TO 990T		-55,418.
PALLADIAN PTRS V-RLTY & PORTFOLIO INC	2,503.	2,503.
TIFF RLTY/RESOURCES III-NET ORD LOSS	-3,048.	-3,048.
TIFF RLTY/RESOURCES III-LOSS TO 990-T		2,554.
TIFF RLTY/RESRCS III-PORTFOLIO INCOME	108.	108.
SANDERSON INTRNATL VALUE FD-ORD LOSS	-13,161.	-13,161.
ALTIUS ASSOC PRIV EQTY FD LP-ORD INC	1,827.	1,827.
ALTIUS ASSOC PRIV EQTY FD LP-PORT INC	1,999.	1,999.
LESS: ALTIUS ASSOC INCOME TO 990-T		-1,821.
RENTAL INCOME-NONINVESTMENT PROPERTY	15,982.	15,982.
TOTALS	298,579.	72,471.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BURCH, PORTER & JOHNSON	5,288.			5,288.
BAKER, DONELSON, BEARMAN	1,229.			1,229.
THOMPSON HINE	748.			748.
<b>TOTALS</b>	<b>7,265.</b>			<b>7,265.</b>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX ACCOUNTANT FEES & EXPENSES	13,507.	13,507.		
LESS: TAX FEES/EXPENSES-990-T		-3,075.		
<b>TOTALS</b>	<u>13,507.</u>	<u>10,432.</u>		

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
BELLWEATHER EDUCATION PARTNERS	55,002.	55,002.
SANTA MONICA VIDEO	5,460.	5,460.
MCNEELY PIGOTT & FOX PBLC RLTN	26,206.	26,206.
P3 CONSULTING, LLC	120,594.	120,594.
PUBLIC IMPACT	25,170.	25,170.
THE DIFFERENCE ENGINE	10,000.	10,000.
LOONEY RICKS KISS	4,774.	4,774.
MISCELLANEOUS CONSULTANTS FEES LESS THAN \$3,000 EACH	10,574.	10,574.

TOTALS 257,780.

257,780.

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE		
PER K-1'S:		
MERCED PARTNERS, LP	1,306.	1,306.
PALLADIAN PARTNERS 2001, LLC	92.	92.
PALLADIAN PARTNERS IV, LLC	2,114.	2,114.
PALLADIAN PARTNERS V, LLC	1,306.	1,306.
GT REAL PROP HOLDINGS II LLC	856.	856.
TIFF RLTY/RESOURCES III, LLC	63.	63.
LESS: TIFF RLTY/RES TO 990-T		-20.
ALTIUS ASSOC PRIV EQTY FD LP	759.	759.
<b>TOTALS</b>	<u>6,496.</u>	<u>6,476.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	54,801.		54,801.
PROPERTY TAXES	9,074.		9,074.
990-PF TAXES	144,000.		
990-T TAX REFUNDS	-10,304.	300.	
TN TAXES NET OF REFUND	300.	-300.	
TN NET TAX TO 990-T			
STATE TAXES PER K-1'S:			
SSM VENTURE PTRS III, LP	1,006.	1,006.	
PALLADIAN PARTNERS 2001, LLC	396.	396.	
PALLADIAN PARTNERS IV, LLC	389.	389.	
PALLADIAN PARTNERS V, LLC	5,117.	5,117.	
GT REAL PROP HOLDINGS II LLC	699.	699.	
FOREIGN TAXES PER K-1'S:			
GT REAL PROP HOLDINGS II LLC	6,238.	6,238.	
PALLADIAN PARTNERS 2001, LLC	6,949.	6,949.	
PALLADIAN PARTNERS IV, LLC	898.	898.	
PALLADIAN PARTNERS V, LLC	2,319.	2,319.	
SANDERSON INTNATL VALUE FUND	12,046.	12,046.	
ALTIUS ASSOC PRIV EQ FD, LP	209.	209.	
TOTALS	234,137.	36,266.	63,875.

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	10,740.		10,740.
OFFICE SUPPLIES	8,340.		8,340.
POSTAGE/FED EX CHARGES/COURIER	1,776.		1,776.
TELEPHONE	14,073.		14,073.
OFFICE EXPENSES	30,785.		30,785.
DUES/SUBSCRIPTIONS	20,481.		20,481.
UTILITIES	16,260.		16,260.
TRAINING/EDUCATION	2,462.		2,462.
WEBSITE COSTS	375.		375.
ANNUAL REPORT FEES	30.	30.	
MISCELLANEOUS EXPENSES	255.		255.
REIMBURSEMENT BY J.R. HYDE, SR			
FAMILY FOUNDATION-SHARED			
EMPLOYEE & OFFICE EXPENSES			
PORTFOLIO EXPENSES PER K-1'S:			
MERCED PARTNERS, LP	422.	422.	
SSM VENTURE PARTNERS III, LP	38,693.	38,693.	
SSM VENTURE PARTNERS IV, LP	23,326.	23,326.	
PALLADIAN PARTNERS 2001, LLC	34,629.	34,629.	
PALLADIAN PARTNERS IV, LLC	36,238.	36,238.	
PALLADIAN PARTNERS V, LLC	82,903.	82,903.	
GT REAL PROP HOLDINGS II LLC	29,540.	29,540.	
ALTIUS ASSOC PRIV EQ FND, LP	50,963.	50,963.	
TIFF RLTY/RESOURCES III, LLC	14,320.	14,320.	
INVESTMENT EXPENSES PER K-1'S:			
PALLADIAN PARTNERS 2001, LLC	3,161.	3,161.	
PALLADIAN PARTNERS IV, LLC	8,596.	8,596.	
PALLADIAN PARTNERS V, LLC	31,177.	31,177.	
ALTIUS ASSOC PRIV EQ FND, LP	9.	9.	
LESS INVESTMENT & PORTFOLIO EXPENSES TO 990-T PER K-1:			
TIFF RLTY/RESOURCES III, LLC		-63.	
			-485,895.



ATTACHMENT 9 (CONT'D)

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SANDRSN INTNTL VALUE FND FEES			
NONDEDUCTIBLE EXPENSES-K-1'S:			
MERCED PARTNERS, LP	51,847.	51,847.	
GT REAL PROP HOLDINGS II LLC	393.		
PALLADIAN PARTNERS 2001, LLC	5,446.		
PALLADIAN PARTNERS IV, LLC	261.		
PALLADIAN PARTNERS V, LLC	273.		
TIFF RLTY/RESOURCES III, LLC	777.		
ALTIUS ASSOC PRIV EQTY FD LP	121.		
	53.		
<b>TOTALS</b>	<u>32,830.</u>	<u>405,791.</u>	<u>-380,348.</u>

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUTOZONE, INC. STOCK	13,563,559.	19,823,170.
MS INTERNATIONAL EQUITY FUND	2,399,133.	1,686,759.
FEDEX CORP STOCK	6,626,400.	6,680,800.
TOTALS	<u>22,589,092.</u>	<u>28,190,729.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERCED PARTNERS, LP	54,709.	15,387.
PALLADIAN PARTNERS 2001, LLC	845,892.	1,273,236.
GT REAL PROPERTY HLDNGS II, LLC	1,297,778.	825,894.
ALTIUS ASSOC PRVT EQTY FUND LP	883,630.	966,560.
GT OFFSHORE FUND, LTD.-CLASS A	4,149,808.	8,894,045.
GT OFFSHORE FUND, LTD.-CLASS B	5,000,000.	4,651,706.
TIFF REALTY/RESOURCES III, LLC	672,178.	714,316.
PRISM PARTNERS II OFFSHORE FND		
WALKER SMITH INTERNATIONAL FND	75,187.	124,092.
OCM EMERGING MARKETS FUND	390,825.	652,812.
TOSCA FUND LTD		
MOON CAPITAL GLOBAL EQUITY	68,552.	103,206.
HIGHSIDE OFFSHORE		
VIKING GLOBAL EQUITIES III	2,000,000.	4,996,471.
SSM VENTURE PARTNERS III, LP	772,814.	772,814.
PALLADIAN PARTNERS IV, LLC	1,062,745.	1,258,293.
PALLADIAN PARTNERS V, LLC	2,245,212.	2,888,662.
SANDRSON INTL VALUE FUND	5,204,603.	4,708,189.
SSM VENTURE PARTERS IV, LP	561,244.	558,824.
<b>TOTALS</b>	<u>25,285,177.</u>	<u>33,404,507.</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>

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

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
J.R. HYDE, III 17 W. PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	05/27/2011	5,333,940.
J.R. HYDE, III 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	12/09/2011	6,626,400.
<b>TOTAL CONTRIBUTION AMOUNTS</b>		<b>11,960,340.</b>

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BARBARA R. HYDE 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	PRESIDENT/DIRECTOR 10.00	30,000.	19,488.	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	0	0
ALLEN B. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR	0	0	0
TERESA SLOYAN 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	EXECUTIVE DIRECTOR 40.00	207,473.	13,559.	0
GRAND TOTALS		237,473.	33,047.	0

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

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
TERENCE PATTERSON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	151,796.	7,854.	0
KIM TOBIN 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	EXECUTIVE ASSISTANT 40.00	67,563.	21,177.	0
LAUREN TAYLOR 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	89,897.	22,160.	0
GRETCHEN MCLENNON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	93,590.	4,322.	0
PATRICIA CHAMBERS 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	RECEPTIONIST 40.00	51,580.	9,317.	0
TOTAL COMPENSATION		454,426.	64,830.	0

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

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
P3 CONSULTING, LLC 511 UNION, SUITE 2700 NASHVILLE, TN 37219 CONSULTATION REGARDING EDUCATION AND STATEWIDE ACHIEVEMENT STANDARDS IN TENNESSEE SCHOOLS.	EDUCATION CONSULTANT	120,594.
BELLWEATHER EDUCATION PARTNERS 37 ROYALSTON ROAD WELLESLEY, MA 02481 CONSULTATION REGARDING EDUCATION AND STATEWIDE ACHIEVEMENT STANDARDS IN TENNESSEE SCHOOLS.	EDUCATION CONSULTANT	55,002.
TOTAL COMPENSATION		<u>175,596.</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

LAUREN JENKINS  
17 WEST PONTOTOC AVENUE, SUITE 200  
MEMPHIS, TN 38103  
901-685-3409

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 OR MAY BE FOUND ON THE WEBSITE AT:  
[WWW.HYDEFUNDATION.ORG](http://WWW.HYDEFUNDATION.ORG)

990PF, PART XV - SUBMISSION DEADLINES

MARCH 1, JUNE 1, SEPTEMBER 1, & DECEMBER 1; FOR MORE DETAIL SEE THE  
DETAILED GUIDELINES ATTACHED AND THE WEBSITE AT:  
[WWW.HYDEFUNDATION.ORG](http://WWW.HYDEFUNDATION.ORG)

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

ATTACHMENT 23

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PASS THRU-PALLADIAN PARTNERS 2001, LLC PER K-1	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS 2001, LLC K-1	79.
PASS THRU-GT REAL PROPERTY HLDNGS II, LLC PER K-1	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER GT REAL PROPERTY HOLDINGS II, LLC K-1	21.
PASS THRU-PALLADIAN PARTNERS V, LLC PER K-1	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS V, LLC K-1	100.
PASS-THRU-TIFF REALTY & RES III, LLC PER K-1	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER TIFF REALTY & RESOURCES III, LLC K-1	1.
PASS-THRU-ALTIUS ASSOC PRIVATE EQUITY FD, LP	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER ALTIUS ASSOCIATES PRIVATE EQUITY FUND, LP K-1	59.

SEE DETAILED SCHEDULE ATTACHED

13,196,004.

TOTAL CONTRIBUTIONS PAID 13,196,264.

J. R. Hyde III Foundation  
2011 Contributions

DATE	CHECK NO.	DONEE ORGANIZATON	AMOUNT	TOTAL
12/19/11	11242	Alpine Christian Academy	1,800	
12/19/11	11243	Alpine Christian Academy	<u>1,800</u>	3,600
2/22/11	10427	American Cancer Society	100	
4/14/11	10574	American Cancer Society - Memorial gift in honor of Pat Luongo	<u>1,000</u>	1,100
3/21/11	10501	Arizona State University Foundation - Support for Dr Curtis W Marean's Research		75,000
3/21/11	10504	Arthritis Foundation - Support for the 2011 Memphis Arthritis Walk		500
4/27/11	10610	ArtsMemphis - 2010 Hyde Challenge Grant	75,000	
11/8/11	11114	ArtsMemphis - 2011 Hyde Challenge Grant	75,000	
12/8/11	11189	ArtsMemphis - Arts for Children and Teachers (ACT)	<u>10,000</u>	160,000
12/15/11	11219	Aspen Community Foundation - Annual Winter Campaign		5,000
1/5/11	10278	Aspen Institute - 2011- Society of Fellows Membership - Couple Fellows level		3,500
3/7/11	10458	Ballet Memphis - Ballet Memphis General Operating Support	105,000	
1/18/11	10325	Ballet Memphis	100	
4/6/11	10548	Ballet Memphis - General Operating Support	100,000	
5/12/11	10654	Ballet Memphis - General Operating Support	100,000	
9/27/11	10992	Ballet Memphis - Support for dancers to attend APAP Conf in NY City, Jan 2012	3,000	
3/1/11	10454	Ballet Memphis - Support for Director of Development search	<u>26,000</u>	334,100
3/9/11	10472	Baron Hirsch Congregation	25	
2/15/11	10415	Baron Hirsch Congregation - Memorial donation/ Adele Sablow Hanover	<u>500</u>	525
2/1/11	10377	Beale Street Caravan, Inc - 2011 BSC General Operating Support	12,500	
3/21/11	10502	Beale Street Caravan, Inc - 2011 BSC General Operating Support	12,500	
6/28/11	10773	Beale Street Caravan, Inc - 2011 General Operating Support	12,500	
9/13/11	10956	Beale Street Caravan, Inc - 2011 General Operating Support	<u>12,500</u>	50,000
1/5/11	10291	Bellevue Baptist Church - In Honor of Dr Joe Jernigan	1,000	
1/5/11	10291	Bellevue Baptist Church - In Memory of Alfie Lee Davis	<u>1,000</u>	2,000
8/2/11	10861	Bellyrubs Basset Rescue		25
3/21/11	10503	Blue Streak Scholarship Fund - Support for "Taste of Jubilee 2011"		500
12/27/11	11265	Boys & Girls Club of Santa Monica		1,000
4/18/11	10576	Boys & Girls Clubs of Memphis		3,000
6/8/11	10712	Burma Border Projects, Inc		100
12/27/11	11272	Cate School - Annual Fund	5,000	
12/15/11	11221	Cate School - Contribution to the Cate School Centennial Campaign	<u>30,000</u>	35,000
1/5/11	10265	Cathedral of the Immaculate Conception		1,435
6/20/11	10741	Catholic Memphis Urban Schools - Support for the Jubilee Schools Endowment		500,000
2/18/11	CC Pmt	Freedom Prep school		597

J. R. Hyde III Foundation  
2011 Contributions

DATE	CHECK NO.	DONEE ORGANIZATON	AMOUNT	TOTAL
1/5/11	10284	Center City Development Corporation		50
4/6/11	10547	Central High School - Central High School Band program		1,500
1/18/11	10329	CEOs for Cities - 2011 Annual Contribution		5,000
8/16/11	10900	Charter Funds, Inc - Operating Support(2011-14)		187,500
12/8/11	11187	Chrst United Methodist Church		2,400
12/27/11	11275	Church Health Center	100	
12/19/11	11240	Church Health Center - Holiday donaton in honor of Jeanne & Henry Varnell	<u>1,000</u>	1,100
5/25/11	10680	City Parks Alliance, Inc		2,500
3/9/11	10473	Community Development Council		100
10/20/11	11068	Community Foundation of Greater Memphis	500	
1/24/11	10343	Community Foundation of Greater Memphis	365	
6/2/11	10708	Community Foundation of Greater Memphis	365	
5/9/11	10625	Community Foundation of Greater Memphis	365	
3/30/11	10537	Community Foundation of Greater Memphis	<u>5,000</u>	6,595
9/7/11	10943	Community of Christ	100	
10/6/11	11031	Community of Christ	<u>200</u>	300
9/20/11	10977	Community Partners FBO Write Girl	5,000	
12/27/11	11263	Community Partner FBO Write Girl- General Operating Support	<u>20,000</u>	25,000
1/24/11	10347	Dixon Gallery & Gardens - Jean-Louis Forain exhibit support		25,000
3/9/11	10469	Education Champions For All - Start-up Support		100,000
7/12/11	10809	Experence Art in Memphis - Sponsorship of RiverArtsFest		7,500
8/22/11	10909	Facing History & Ourselves	5,000	
6/28/11	10774	Facing History & Ourselves - Operating Support	<u>50,000</u>	55,000
10/27/11	11103	Family Safety Center of Memphis and Shelby County, Inc - General Operating Support		25,000
7/5/11	10786	Freedom Preparatory Academy	250	
1/24/11	10348	Freedom Preparatory Academy	200	
9/29/11	11020	Freedom Preparatory Academy	50	
3/9/11	10474	Freedom Preparatory Academy	885	
1/11/11	10299	Freedom Preparatory Academy	<u>655</u>	2,040
6/28/11	10776	Friends of the Levitt Pavilion - 2011 Programming Support	10,000	
2/22/11	10429	Friends of the Levitt Pavilion	<u>100</u>	10,100
6/1/11	10703	Germantown Charity Horse Show		100
1/5/11	10285	Getwell Road United Methodist Church	2,500	
11/8/11	11113	Getwell Road United Methodist Church	<u>2,500</u>	5,000

**J. R. Hyde III Foundation  
2011 Contributions**

<b>DATE</b>	<b>CHECK NO.</b>	<b>DONEE ORGANIZATON</b>	<b>AMOUNT</b>	<b>TOTAL</b>
1/5/11	10286	Global Ministries Foundation		1,500
12/27/11	11261	GO Campaign		7,000
12/15/11	11216	Grace St Luke's Episcopal School		2,500
2/2/11	10381	Habitat for Humanity of Orange County- General Operating Support		2,500
1/5/11	10288	Hattiloo Theatre		100
5/19/11	10664	High Point Church		2,500
1/5/11	10287	Hope House		50
6/6/11	10711	Idlewild Presbyterian Church - 2011 Hyde Stewardship Gift	25,000	
10/12/11	11063	Idlewild Presbyterian Church - 2012 Hyde Stewardship Gift	25,000	
1/18/11	10327	Idlewild Presbyterian Church	<u>2,500</u>	52,500
1/5/11	10268	Immaculate Conception Cathedral		100
11/15/11	11140	International Society for Children with Cancer		7,200
6/13/11	10731	Junior League of Memphis, Inc		155
3/9/11	10467	KIPP Memphis, Inc - KIPP Memphis Central Office funding from 7/1/10 -6/30/11	100,000	
5/31/11	debit	KIPP Memphis, Inc	108,420	
6/30/11	10782	KIPP Memphis, Inc - KIPP Memphis Central Office funding, 7/1/2011-6/30/12	<u>400,000</u>	608,420
12/27/11	11269	Kirby Woods Baptist Church		500
7/12/11	10810	LeMoyné-Owen College - General Operating Support		25,000
4/4/11	10542	Lewis and Clark College		100
1/5/11	10283	Little Red Schoolhouse Educational and Community Center, Inc	300	
5/23/11	10669	Little Red Schoolhouse Educational and Community Center, Inc	200	
10/27/11	11102	Little Red Schoolhouse Educational and Community Center, Inc	<u>300</u>	800
8/4/11	10863	March of Dimes Birth Defects Foundation		1,500
2/2/11	10383	Mass Mentoring Partnership Inc		500
3/7/11	10459	Memphis Bioworks Foundation - General Operating Support (2010)		350,000
9/27/11	10991	Memphis Brooks Museum of Art	250	
7/5/11	10785	Memphis Brooks Museum of Art - Gallery Sponsorship/The Impressionist Revolution	<u>2,500</u>	2,750
5/17/11	10657	Memphis Catholic High School		1,000
9/7/11	10944	Memphis Charitable Foundation		10,000
3/9/11	10466	Memphis Child Advocacy Center		3,000
10/6/11	11033	Memphis City Schools Foundation	500	
8/9/11	10870	Memphis City Schools Foundation - TEI Initiative	<u>250,000</u>	250,500



J. R. Hyde III Foundation  
2011 Contributions

DATE	CHECK NO.	DONEE ORGANIZATON	AMOUNT	TOTAL
11/21/11	11145	Memphis College of Art	200,000	
4/25/11	10594	Memphis College of Art - S Main photo project/ Jonathan Rogers	<u>200</u>	200,200
12/27/11	11268	Memphis Music Foundation - General Operating Support		50,000
9/13/11	10957	Memphis Oral School for the Deaf - General Operating Support		25,000
10/6/11	11032	Memphis Orchestral Society, Inc - Mei-Ann's Circle of Friends		1,000
4/21/11	10585	Memphis Prep Program		16,000
7/19/11	10817	Memphis Regional Design Center	50	
10/6/11	11030	Memphis Regional Design Center - Phase I Consulting Svcs for TIGER 3 Grant Application	4,550	
8/9/11	10868	Memphis Regional Design Center - Phase I Consulting Svcs for TIGER 3 Grant application	3,800	
6/28/11	10775	Memphis Regional Design Center - Programs and Operations	<u>75,000</u>	83,400
9/13/11	10949	Memphis ShelbyCrime Commission - Operation Safe Community 2		50,000
6/28/11	10772	Memphis Theological Seminary of the Cumberland Presbyterian Church		500
1/5/11	10270	Memphis Tomorrow		50,000
12/15/11	11223	Memphis University School - Annual Fund	2,000	
6/28/11	10780	Memphis University School - Annual Fund/Ross M Lynn Society Membership	10,000	
1/5/11	10266	Memphis University School	250	
12/8/11	11188	Memphis University School	<u>250</u>	12,500
2/2/11	10382	Methodist Healthcare Foundation		250
2/22/11	10428	Metropolitan Inter-Faith Association	25	
1/18/11	10331	Metropolitan Inter-Faith Association	<u>360</u>	385
11/21/11	11147	Mid South Minority Business Council - Technical Assistance Development Program		50,000
12/19/11	11241	Mid-South Food Bank - Holiday Food Drive donation		1,000
4/4/11	10543	Mississippi River Corridor-TN - MS River Corridor Trail Plan - Shelby County	10,000	
10/4/11	11023	Mississippi River Corridor-TN - MS River Corridor Trail Plan - Shelby County	<u>20,000</u>	30,000
6/28/11	10781	Morehead Scholarship Foundation - Morehead-Cain Scholarship Fund		20,000
3/28/11	10516	Mpact Memphis - The MPACTion Plan		25,000
3/1/11	10453	Museum of Modern Art		5,000
12/15/11	11218	NAACP - Support for the Maxine Smith Endowment		2,500
2/7/11	10390	National Center for Family Philanthropy	395	
3/9/11	10470	National Center for Family Philanthropy	2,500	
9/27/11	10993	National Center for Family Philanthropy	<u>10,000</u>	12,895

J. R. Hyde III Foundation  
2011 Contributions

DATE	CHECK NO.	DONEE ORGANIZATON	AMOUNT	TOTAL
8/30/11	10941	National Civil Rights Museum - Donation in memory of George Louis Krupicka		250
6/28/11	10777	New Leaders for New Schools - General Operating Support	150,000	
8/22/11	10910	New Leaders for New Schools - Support for National Operations	500,000	
4/4/11	10540	New Leaders for New Schools - Support for National Operations (over 2 years)	<u>500,000</u>	1,150,000
11/21/11	11146	Opera Memphis - General Operating Support		25,000
10/6/11	11034	Phillips Academy		500
1/24/11	10345	Piperton Baptist Church		850
5/9/11	10626	Planned Parenthood	1,000	
8/11/11	10893	Planned Parenthood	1,000	
1/5/11	10269	Planned Parenthood	<u>25,000</u>	27,000
12/27/11	11271	Power Center Development Corporation		10,000
1/5/11	10271	Presbyterian Day School - Support for Capital Campaign		285,714
8/16/11	10902	Promise Academy - Support for Charter School Summit		4,000
10/25/11	11076	Rett Syndrome Research Trust		500
1/5/11	10272	Rhodes College - Joseph R Hyde III Professor of Free Enterprise		135,000
5/25/11	10682	Riverfront Development Corp - General Operating Support(2010-2011)		57,500
8/9/11	10869	Roaring Fork Conservancy - Roaring Fork River Center Capital Campaign		10,000
12/27/11	11264	Santa Monica Foursquare Church - Support for the Lighthouse Medical Missions		2,000
4/21/11	10586	Scholarship Fund Trust of the Memphis Education Association		2,500
12/13/11	11190	Shelby County Schools Education Foundation		300,000
9/27/11	10994	Shelby Farms Park Conservancy - Consultant Svcs for Organization Stock Take Process	2,900	
12/5/11	11184	Shelby Farms Park Conservancy - Consultant Svcs for Organization Stock Take Process	1,663	
3/30/11	10536	Shelby Farms Park Conservancy - Earth Week Sponsorship	15,000	
10/12/11	11061	Shelby Farms Park Conservancy	80	
9/7/11	10945	Shelby Farms Park Conservancy	25	
11/1/11	11107	Shelby Farms Park Conservancy	3,000	
1/5/11	10267	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	1,000,000	
3/7/11	10460	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	1,000,000	
5/3/11	10617	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	1,000,000	
6/28/11	10778	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	1,000,000	
1/5/11	10290	Shelby Farms Park Conservancy - Support for One Million Trees program	10,000	
9/27/11	10995	Shelby Farms Park Conservancy - Support for Peter Formanek Memorial Planting	<u>28,000</u>	4,060,668
9/29/11	11021	Shepherd's Haven Ministries, Inc		545
5/9/11	10627	Smith College		100
1/24/11	10349	Society of Entrepreneurs		2,500
1/24/11	10340	Soulsville Foundation		5,000
3/28/11	10517	Southern Communication Volunteers, Inc - Contribution	5,000	
12/15/11	11217	Southern Communication Volunteers, Inc	<u>40</u>	5,040

J. R. Hyde III Foundation  
2011 Contributions

DATE	CHECK NO.	DONEE ORGANIZATON	AMOUNT	TOTAL
9/20/11	10978	St Andrew AME Church		150
2/22/11	10430	St John's Episcopal Church		485
1/24/11	10346	St Jude Children's Research Hospital	500	
1/24/11	10344	St Jude Children's Research Hospital	100	
4/25/11	10595	St Jude Children's Research Hospital	<u>500</u>	1,100
8/11/11	10894	St Luke United Methodist Church		500
1/5/11	10273	St Mary's Episcopal School - Capital Campaign Pledge	750,000	
1/24/11	10342	St Mary's Episcopal School	252	
7/19/11	10816	St Mary's Episcopal School	250	
1/18/11	10326	St Mary's Episcopal School	500	
10/20/11	11069	St Mary's Episcopal School	250	
12/27/11	11270	St Mary's Episcopal School	<u>10,000</u>	761,252
1/5/11	10274	Stand for Children Leadership - Support for Program Implementation		50,000
4/4/11	10541	Suffolk Community College Foundation		100
4/14/11	10573	Sugar Creek Elementary PTO		50
5/23/11	10670	Susan G Komen Breast Cancer Foundation		50
9/27/11	10997	Teach For America	10,000	
5/9/11	10624	Teach For America	1,000	
9/13/11	10955	Teach For America - Growing Teach For America - Memphis	100,000	
5/3/11	10616	Teach For America - Operating Support - TFA Memphis	100,000	
5/3/11	10615	Teach For America - Support for Teach For America National Operations	100,000	
10/12/11	11062	Teach For America - Support for TFA Corps members at Omni Schools	3,825	
1/18/11	10330	Teach For America - Support for the Teach For America 20th Anniversary Summit	<u>10,000</u>	324,825
8/16/11	10901	Tennessee Charter School Incubator - Operating Support (2011-14)		125,000
7/21/11	10825	Tennessee Clean Water Network		650
11/1/11	11108	Tennessee Parks & Greenways Foundation		500
9/1/11	10942	Tennessee State Collaborative on Reforming Education	10,000	
1/5/11	10275	Tennessee State Collaborative on Reforming Education	<u>50,000</u>	60,000
12/15/11	11222	The Educational Foundation, Inc - The Carolina Excellence Fund		14,286
5/19/11	10662	The Evergreen Historic District		35
1/5/11	10281	The Ivy Foundation of Little Rock		1,500
12/27/11	11266	The Leadership Academy - 2011 General Operating & Project Support	150,000	
5/5/11	10620	The Leadership Academy	<u>2,318</u>	152,318
1/5/11	10289	The National Ornamental Metal Museum	40	
11/1/11	11110	The National Ornamental Metal Museum	<u>15,000</u>	15,040

J. R. Hyde III Foundation  
2011 Contributions

DATE	CHECK NO.	DONEE ORGANIZATON	AMOUNT	TOTAL
5/25/11	10681	The New Teacher Project, Inc		22,000
12/27/11	11260	The Parish of St Matthew		2,300
6/30/11	10783	The Philanthropy Roundtable		15,000
11/21/11	11148	The University of Memphis Foundation	50,000	
6/28/11	10779	University of Memphis Foundation- Fogelman College of Business & Economics	12,000	
7/19/11	10815	The University of Memphis Foundation	<u>20,000</u>	82,000
9/13/11	10950	The Women's Foundation of Greater Memphis - 2010-11 Challenge Grant	50,000	
9/20/11	10979	The Women's Foundation of Greater Memphis	50	
12/29/11	11284	The Women's Foundation of Greater Memphis- General Operating Support	10,000	
4/11/11	10552	The Women's Foundation of Greater Memphis	<u>11,000</u>	71,050
1/11/11	10300	UCLA Foundation - In honor of Dr Khalil Tabsh		2,000
1/5/11	10276	University of North Carolina-Chapel Hill - Honors Program Support	666,000	
1/5/11	10279	University of North Carolina - Chapel Hill - Ruel W Tyson Academic Leadership Program	100,000	
1/5/11	10280	University of North Carolina - Chapel Hill - Ruel W Tyson Academic Leadership Program	900,000	
9/27/11	10996	University of North Carolina at Chapel Hil - Start-up support for a Minor in Education	<u>51,250</u>	1,717,250
1/5/11	10282	United States Association for UNHCR		7,200
12/27/11	11267	United Way of the Mid-South - General Operating Support		5,000
12/27/11	11262	Upward Bound House		1,000
1/24/11	10341	Urban Land Institute		500
2/7/11	10389	Urban Strategies - Office of Talent & Human Capital - City of Memphis		25,000
12/27/11	11274	Victorian Village Inc Cdc - General Operations & Project Management		10,000
1/5/11	10277	Whitney Museum of American Art		10,000
4/14/11	10572	Wolf River Conservancy	2,500	
11/21/11	11149	Wolf River Conservancy	125	
12/29/11	11282	Wolf River Conservancy - Wolf River Trail Project Coordinator	<u>26,000</u>	28,625
		<b>TOTAL</b>		<u><b>13,196,004</b></u>