Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

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

Name of foundation JENIAM FOUNDATION	**A Employer identification number** 62-1516244
Number and street (or P O box number if mail is not delivered to street address) 270 BREMINGTON PLACE — Room/suite	**B** Telephone number (see instructions) (901) 454-7080
City or town, state, and ZIP code MEMPHIS, TN 38111	**C** If exemption application is pending, 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)* ▶ $ 18,026,875.

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

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 ▶ ☐

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	245,118.	245,087.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	546,241.			
	b	Gross sales price for all assets on line 6a 954,192.				
	7	Capital gain net income (from Part IV, line 2)		550,200.		
	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)	27,413.	-17,204.		ATCH 2
	12	**Total.** Add lines 1 through 11	818,772.	778,083.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	97,500.			97,500.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	11,621.			11,621.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	14,875.	12,075.		
	c	Other professional fees (attach schedule) *	1,000.			1,000.
	17	Interest ATTACHMENT 5	18,750.	18,750.		
	18	Taxes (attach schedule) (see instructions) **	45,420.	13,961.		7,459.
	19	Depreciation (attach schedule) and depletion	4.	4.		
	20	Occupancy				
	21	Travel, conferences, and meetings	1,787.			1,787.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	140,646.	134,208.		4,953.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	331,603.	178,998.		124,320.
	25	Contributions, gifts, grants paid	812,988.			812,988.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,144,591.	178,998.	0	937,308.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-325,819.			
	b	**Net investment income** (if negative, enter -0-)		599,085.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	98,594.	292,266.	292,266.
	2	Savings and temporary cash investments	68.	43.	43.
	3	Accounts receivable ▶ 303,601.			
		Less allowance for doubtful accounts ▶	640,808.	303,601.	303,601.
	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) ▶ *		* 40,784.	ATCH 8
		Less allowance for doubtful accounts ▶	23,000.	40,784.	40,784.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 9	56,718.	56,718.	974,910.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	14,240,099.	14,040,056.	16,415,271.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	15,059,287.	14,733,468.	18,026,875.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	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	15,059,287.	14,733,468.	
	30	**Total net assets or fund balances** (see instructions)	15,059,287.	14,733,468.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	15,059,287.	14,733,468.	

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	15,059,287.
2	Enter amount from Part I, line 27a	2	-325,819.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,733,468.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,733,468.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	550,200.
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	906,699.	17,934,701.	0.050556
2009	802,621.	15,894,689.	0.050496
2008	958,004.	18,194,870.	0.052652
2007	953,571.	20,131,622.	0.047367
2006	872,807.	18,095,862.	0.048232

2 **Total** of line 1, column (d)	2	0.249303
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	0.049861
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,798,925.
5 Multiply line 4 by line 3	5	937,333.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,991.
7 Add lines 5 and 6	7	943,324.
8 Enter qualifying distributions from Part XII, line 4	8	958,808.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	5,991.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	5,991.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,991.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,924.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	9,924.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,933.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 3,933. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

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 ▶ N/A

14 The books are in care of ▶ CHARLOTTE KING Telephone no ▶ 901-454-7080

Located at ▶ 270 BREMINGTON MEMPHIS, TN ZIP + 4 ▶ 38111

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ **15**

		Yes	**No**
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**		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.		**Yes**	**No**
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see 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 ☒ 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**		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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**		
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)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 11		97,500.	11,621.	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
NONE				

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
NONE		0
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 LOAN-NORTHERN JAGUAR PROJECT - A 501(C)(3) ORGANIZATION	15,000.
2 LOAN-THE WILD CENTER - A 501(C)(3) ORGANIZATION	6,500.
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	21,500.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,612,330.
b	Average of monthly cash balances	1b	339,251.
c	Fair market value of all other assets (see instructions)	1c	13,133,622.
d	**Total** (add lines 1a, b, and c)	1d	19,085,203.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	19,085,203.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	286,278.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,798,925.
6	**Minimum investment return.** Enter 5% of line 5	6	939,946.

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

1	Minimum investment return from Part X, line 6			1	939,946.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,991.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,991.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	933,955.
4	Recoveries of amounts treated as qualifying distributions			4	3,716.
5	Add lines 3 and 4			5	937,671.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	937,671.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	937,308.
b	Program-related investments - total from Part IX-B	1b	21,500.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	958,808.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	5,991.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	952,817.

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				937,671.
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 684.				
b	From 2007				
c	From 2008 4,010.				
d	From 2009				
e	From 2010				
f	Total of lines 3a through e	4,694.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 958,808.				
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				937,671.
e	Remaining amount distributed out of corpus	21,137.			
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:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	25,831.			
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)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	684.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	25,147.			
10	Analysis of line 9				
a	Excess from 2007				
b	Excess from 2008 4,010.				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011 21,137.				

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

NOT APPLICABLE

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 12

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

NONE

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

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

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

ATTACHMENT 13

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

ATTACHMENT 14

c Any submission deadlines

THERE ARE NO FORMAL SUBMISSION DEADLINES.

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

ATTACHMENT 15

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* ATTACHMENT 16				
Total . . . . ▶ **3a**				812,988.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Form **990-PF** (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	245,087.	31.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	35,852.	14	-17,204.	
8 Gain or (loss) from sales of assets other than inventory	900000	4,806.	18	550,200.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		40,658.		778,083.	31.

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 818,772.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
4	TAX EXEMPT INTEREST INCOME EXCLUDED BY IRC SEC 103.

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

▶ 11/15/2012 ▶ Executive Director

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONNA D. WADE, CPA	Donna D. Wade	11/12/12		

Firm's name ▶ DONNA D. WADE, CPA
Firm's EIN ▶
Firm's address ▶ 817 BRENTWOOD COVE
OXFORD, MS 38655
Phone no 662-236-3582

JENIAM FOUNDATION
FORM 990-PF – 2011

STATEMENT REQUIRED BY REG. SEC. 53.4945-5(d)

On 7/20/11, the Jeniam Foundation made a grant in the amounts of $10,000 to the Dorset Opera, a foreign charity, over which the Foundation must exercise expenditure responsibility as required by IRC Sec. 4945(d)(4)(B) in accordance with IRC Sec. 4945(h).

NAME/ADDRESS OF THE GRANTEE

Dorset Opera
Bryanston School, Blandford Forum
Stalbridge, Dorset DT11 OPX, UK

DATE/AMOUNT OF THE GRANT

7/20/11 - $10,000

PURPOSE OF THE GRANT

Payment of fees for soloists of Dorset Opera

AMOUNTS EXPENDED BY THE GRANTEE

$10,000

STATEMENT REGARDING DIVERSION OF FUNDS

The Jeniam Foundation has confirmed that the grantee used the funds for the purpose for which they were intended. The contribution was used to assist the entity in paying the fees of soloists for the Dorset Opera. The quality of the soloists is critical to the success of any opera and, in particular, to achieving earned revenue goals. As such, Jeniam Foundation encouraged Dorset Opera to attract the best available singers.

Founded in 1974, Dorset Opera is registered in England & Wales as a charity (No. 1105318). Their mission is to spread the benefits of opera to all – especially the young. They sponsor an intensive residential summer school bringing together experienced professionals to work with an amateur chorus and stage crew

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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					14,917.	
		MERCED PARTNERS, LP-STCL PROPERTY TYPE: OTHER				P	VAR	VAR
		1,772.					-1,772.	
		MERCED PARTNERS, LP-LTCL				P	VAR	VAR
		2,554.					-2,554.	
		MERCED PARTNERS, LP-SEC. 1256 LOSS PROPERTY TYPE: OTHER				P	VAR	VAR
		10.					-10.	
		MERCED PARTNERS, LP-SEC 1231 LOSS PROPERTY TYPE: OTHER				P	VAR	VAR
		8,765.					-8,765.	
		MERCED PTNRS, LP-SEC 1231 LOSS TO 990-T PROPERTY TYPE: OTHER				P	VAR	VAR
8,765.							8,765.	
		GT EMERGING MARKETS, LP-STCL PROPERTY TYPE: OTHER				P	VAR	VAR
		1,380.					-1,380.	
		GT EMERGING MARKETS, LP-LTCG PROPERTY TYPE: OTHER				P	VAR	VAR
15,127.							15,127.	
		GT EMERGING MARKETS, LP-SEC 1256 LOSS PROPERTY TYPE: OTHER				P	VAR	VAR
		971.					-971.	
		GTEM-STCL TO 990-T PROPERTY TYPE: OTHER				P	VAR	VAR
4,525.							4,525.	
		GTEM-LTCG TO 990-T PROPERTY TYPE: OTHER				P	VAR	VAR
		1,168.					-1,168.	
		MIDLAND US FUND, LP-STCG PROPERTY TYPE: OTHER				P	VAR	VAR
9,004.							9,004.	
		MIDLAND US FUND, LP-LTCG PROPERTY TYPE: OTHER				P	VAR	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)	
46,874.							46,874.	
		MIDLAND INTERNATL EQ FUND, LP-STCG PROPERTY TYPE: OTHER				P	VAR	VAR
46,541.							46,541.	
		MIDLAND INTERNATL EQ FUND, LP-LTCG PROPERTY TYPE: OTHER				P	VAR	VAR
126,097.							126,097.	
		MIDLAND INTL EQ FD, LP-STCG TO 990-T PROPERTY TYPE: OTHER				P	VAR	VAR
		327.					-327.	
		MIDLAND INTL EQ FD, LP-LTCG TO 990-T PROPERTY TYPE: OTHER				P	VAR	VAR
		47.					-47.	
		MIDLAND INTL EQ FD, LP-SEC 1256 GAIN PROPERTY TYPE: OTHER				P	VAR	VAR
178.							178.	
		PALLADIAN PARTNERS IV, LLC-STCG PROPERTY TYPE: OTHER				P	VAR	VAR
3,709.							3,709.	
		PALLADIAN PARTNERS IV, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR	VAR
19,652.							19,652.	
		PALLADIAN PARTNERS IV, LLC-SEC 1256 LOSS PROPERTY TYPE: OTHER				P	VAR	VAR
		79.					-79.	
		PALLADIAN PARTNERS IV, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR	VAR
10,688.							10,688.	
		PALLADIAN PARTNERS IV, LLC-STCG TO 990-T PROPERTY TYPE: OTHER				P	VAR	VAR
		49.					-49.	
		PALLADIAN PARTNERS IV, LLC-LTCL TO 990-T PROPERTY TYPE: OTHER				P	VAR	VAR
66.							66.	

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 V-A, LLC-STCG PROPERTY TYPE: OTHER				P	VAR	VAR
1,733.							1,733.	
		PALLADIAN PARTNERS V-A, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR	VAR
43,614.							43,614.	
		PALLADIAN PARNERS V-1, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR	VAR
31,570.							31,570.	
		PALLADIAN PARTNERS V-A LLC-STCG TO 990-T PROPERTY TYPE: OTHER				P	VAR	VAR
		1.					-1.	
		PALLADIAN PARTNERS V-A LLC-LTCG TO 990-T PROPERTY TYPE: OTHER				P	VAR	VAR
		6,729.					-6,729.	
		PALLADIAN PARTNERS VII-A, LP-LTCG PROPERTY TYPE: OTHER				P	VAR	VAR
370.							370.	
		GT REAL PROPERTY HLDS II, LLC-STCL PROPERTY TYPE: OTHER				P	VAR	VAR
		6,683.					-6,683.	
		GT REAL PROPERTY HDLS II, LLC-LTCL PROPERTY TYPE: OTHER				P	VAR	VAR
		18,053.					-18,053.	
		GT REAL PROPERTY HLDS II, LLC-SEC. 1231 PROPERTY TYPE: OTHER				P	VAR	VAR
12,367.							12,367.	
		GT REAL PROP HLDS II, LLC-LTCL TO 990-T PROPERTY TYPE: OTHER				P	VAR	VAR
1,070.							1,070.	
		GT REAL PROPERTY HLDS III, LLC-STCL PROPERTY TYPE: OTHER				P	VAR	VAR
		4,016.					-4,016.	
		GT REAL PROPERTY HLDS III, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR	VAR
9,855.							9,855.	

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)	
		GT REAL PROP HLDS III, LLC-SEC 1231 LOSS				P	VAR	VAR
		PROPERTY TYPE: OTHER						
		867.					-867.	
		GT REAL PROP HLDS III, LLC-SEC 1256 GAIN				P	VAR	VAR
		PROPERTY TYPE: OTHER						
56.							56.	
		GT REAL PROPERTY HLDS III-LTCL TO 990-T				P	VAR	VAR
		PROPERTY TYPE: OTHER						
141.							141.	
		GT REAL PROPERTY HLDS IV, LLC-STCG				P	VAR	VAR
		PROPERTY TYPE: OTHER						
1,267.							1,267.	
		GT REAL PROPERTY HLDS IV, LLC-LTCG				P	VAR	VAR
		PROPERTY TYPE: OTHER						
2,088.							2,088.	
		GT REAL PROP HLDS IV, LLC-SEC 1231 GAIN				P	VAR	VAR
		PROPERTY TYPE: OTHER						
2,136.							2,136.	
		GT REAL PROP HLDS IV, LLC-SEC 1256 GAIN				P	VAR	VAR
		PROPERTY TYPE: OTHER						
25.							25.	
		GT REAL PROP HLDS IV, LLC-STCG TO 990-T				P	VAR	VAR
		PROPERTY TYPE: OTHER						
		291.					-291.	
		GT REAL PROP HLDS IV, LLC-LTCG TO 990-T				P	VAR	VAR
		PROPERTY TYPE: OTHER						
		1,996.					-1,996.	
		TITAN MASTERS FUND, LP-SEC 1231 GAIN				P	VAR	VAR
		PROPERTY TYPE: OTHER						
10.							10.	
		TITAN MASTERS FUND, LP-SEC 1256 GAIN				P	VAR	VAR
		PROPERTY TYPE: OTHER						
25.							25.	
		SALE OF GT OFFSHORE FUND, LTD (GTGH)				P	VAR	09/01/2011
		PROPERTY TYPE: OTHER						
35,000.		18,938.					16,062.	

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)	
		SALE OF GT OFFSHORE FUND, LTD (GTGH) PROPERTY TYPE: OTHER				P	VAR	12/01/2011
50,000.		27,583.					22,417.	
		210.231 LOOMIS SAYLES BOND FUND PROPERTY TYPE: SECURITIES				P	VAR	09/27/2011
2,954.		2,964.					-10.	
		11.857 LOOMIS SAYLES BOND FUND PROPERTY TYPE: SECURITIES				P	VAR	09/27/2011
167.		172.					-5.	
		2,078.312 FIRST EAGLE GLOBAL FUND PROPERTY TYPE: SECURITIES				P	11/20/2003	06/14/2011
100,000.		67,982.					32,018.	
		2,050.204 FIRST EAGLE GLOBAL FUND PROPERTY TYPE: SECURITIES				P	11/20/2003	07/29/2011
100,000.		67,062.					32,938.	
		4,925.644 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES				P	VAR	09/28/2011
250,000.		160,419.					89,581.	
		GAIN FINAL K-1 TITAN MASTERS FUND, LP PROPERTY TYPE: OTHER				P	VAR	12/31/2011
3,601.		3,114.					487.	
TOTAL GAIN(LOSS)							550,200.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHARLES SCHWAB - #4186	103,101.	103,101.
CHARLES SCHWAB - #2060	15,675.	15,675.
INTEREST & DIVIDENDS FROM K-1'S:		
MIDLAND US FUND, LP	16,059.	16,059.
GT EMERGING MARKETS, LP	23,140.	23,140.
MIDLAND INTERNATIONAL EQUITY FUND, LP	40,114.	40,114.
GT REAL PROPERTY HOLDINGS II, LLC	2,484.	2,484.
GT REAL PROPERTY HOLDINGS III, LLC	19,092.	19,092.
GT REAL PROPERTY HOLDIGNS IV, LLC	7,853.	7,853.
PALLADIAN PARTNERS IV, LLC	5,017.	5,017.
PALLADIAN PARTNERS V-A, LLC	10,125.	10,125.
PALLADIAN PARTNERS VII-A, LP	395.	395.
MERCED PARTNERS, LP	1,597.	1,597.
TITAN MASTERS FUND, LP	435.	435.
TAX EXEMPT INCOME PER K-1'S:		
MIDLAND US FUND, LP	7.	
PALLADIAN PARTNERS IV, LLC	20.	
GT REAL PROPERTY HOLDINGS II, LLC	1.	
GT REAL PROPERTY HOLDINGS III, LLC	2.	
GT REAL PROPERTY HOLDINGS IV, LLC	1.	
TOTAL	245,118.	245,087.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME FROM K-1'S:		
GT EMERGING MARKETS-PORTFOLIO INCOME	1,322.	1,322.
GT EMERGING MARKETS LP - ORDINARY LOSS	-13,499.	-13,499.
LESS: GT EMERGING MRKTS-LOSS TO 990-T		783.
MIDLAND US FUND, LP - ORDINARY LOSS	-7,054.	-7,054.
LESS: MIDLAND US FUND-LOSS TO 990-T		2.
MIDLAND INTL EQUITY FND-PORTFOLIO LOSS	-1,471.	-1,471.
MIDLAND INTL EQUITY FUND - OTHER LOSS	-395.	-395.
LESS: MIDLAND INTL FUND-LOSS TO 990-T		172.
GT REAL PROP HLDNGS II LLC-ORD INCOME	21,963.	21,963.
LESS: GTRP HLDNGS II-ORD INC TO 990-T		-16,814.
GT REAL PROP HLDNGS II-PORTFOLIO INC	505.	505.
GT REAL PROP HOLDINGS III-ORDINRY LOSS	-10,993.	-10,993.
LESS: GTRP III-ORDINARY LOSS TO 990-T		5,606.
GT REAL PROP HLDGS III-PORTFOLIO INC	218.	218.
GT REAL PROP HLDGS IV-ORDINARY LOSS	-6,708.	-6,708.
LESS: GTRP IV-ORDINARY LOSS TO 990-T		116.
GTRP HLDGS IV-RYLTY & PORTFOLIO INCME	418.	418.
PALLADIAN PTNRS IV LLC-ORDINRY INCOME	10,275.	10,275.
LESS: PALLADN PTRS IV-ORD INC TO 990-T		-2,759.
PALLADIAN PTNRS IV-ROYALTY & PORTFOLIO	862.	862.
PALLDN PTRS V-A, LLC-ORDINARY INCOME	19,242.	19,242.
LESS: PALLDN PTRS V-A-INCOME TO 990-T		-12,004.
PALLDN PTRS V-A, LLC-ROYALTY/PORTFOLIO	560.	560.
MERCED PARTNERS LP-ORDINARY INCOME	10,416.	10,416.
LESS: MERCED PTRS LP-ORD INC-TO 990-T		-10,410.
MERCED PARTNERS LP-NET RENTAL INCOME	3,378.	3,378.
LESS: MERCD PTRS LP-RENTAL INC TO 990T		-9,333.
MERCED PARTNERS LP-OTHER ORDINARY LOSS	-2,747.	-2,747.
TITAN MASTERS FD LP-PORTFOLIO INCOME	202.	202.
TITAN MASTERS FUND LP-ORDINARY INCOME	919.	919.
LESS: TITAN MASTERS FD-ORD LOSS - 990T		24.
TOTALS		

ATTACHMENT 2 (CONT'D)

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	27,413.	-17,204.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DONNA D. WADE, CPA-TAX FEES	14,875.	14,875.		
LESS: FEES ALLOC TO 990-T		-2,800.		
TOTALS	14,875.	12,075.		

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
BARBARA FEIBELMAN, CONSULTANT	1,000.	1,000.
TOTALS	1,000.	1,000.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE		
PER K-1'S:		
MIDLAND US FUND, LP	1,288.	1,288.
GT EMERGING MARKETS, LP	9,430.	9,430.
MIDLAND INTL EQUITY FUND, LP	610.	610.
GT REAL PROP HLDG II, LLC	161.	161.
GT REAL PROP HLDG III, LLC	4,658.	4,658.
GT REAL PROP HLDG IV, LLC	756.	756.
MERCED PARTNERS, LP	97.	97.
PALLADIAN PARTNERS IV, LLC	705.	705.
PALLADIAN PARTNERS V-A, LLC	329.	329.
PALLADIAN PARTNERS VII-A, LP	288.	288.
TITAN MASTERS FUND, LP	428.	428.
TOTALS	18,750.	18,750.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	7,459.		7,459.
990-PF TAX PAYMENTS	24,000.		
OTHER STATE TAXES PER K-1'S:			
GT EMERGING MARKETS, LP	22.	22.	
MIDLAND US FUND, LP	420.	420.	
MIDLAND INTRNATL EQTY FD, LP	248.	248.	
PALLADIAN PARTNERS IV, LLC	129.	129.	
PALLADIAN PARTNERS V-A, LLC	1,064.	1,064.	
GT REAL PROP HLDG II, LLC	131.	131.	
GT REAL PROP HLDG III, LLC	167.	167.	
GT REAL PROP HLDG IV, LLC	9.	9.	
FOREIGN TAXES FROM K-1'S:			
MIDLAND US FUND, LP	441.	441.	
MIDLAND INTL EQUITY FUND, LP	2,664.	2,664.	
GT EMERGING MARKETS, LP	1,966.	1,966.	
GT REAL PROP HLDG II, LLC	1,169.	1,169.	
GT REAL PROP HLDG III, LLC	1,842.	1,842.	
GT REAL PROP HLDG IV, LLC	206.	206.	
PALLADIAN PARTNERS IV, LLC	300.	300.	
PALLADIAN PARTNERS V-A, LLC	519.	519.	
TITAN MASTERS FUND, LP	10.	10.	
FOREIGN TAXES-SCHWAB-#4186	2,654.	2,654.	
TOTALS	45,420.	13,961.	7,459.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE SUPPLIES/EXPENSE	600.		600.
PROFESSIONAL DUES/PUBLICATIONS	2,195.		2,195.
TELEPHONE EXPENSE	1,483.		1,483.
INSURANCE EXPENSE	675.		675.
BANK CHARGES & WIRE FEES	1,321.	1,321.	
DEDUCTIONS RELATED TO PORTFOLIO INCOME PER K-1'S:			
MERCED PARTNERS, LP	1.	1.	
MIDLAND US FUND, LP	15,903.	15,903.	
MIDLAND INTL EQUITY FUND, LP	21,643.	21,643.	
PALLADIAN PARTNERS IV, LLC	12,080.	12,080.	
PALLADIAN PARTNERS V-A, LLC	18,536.	18,536.	
PALLADIAN PARTNERS VII-A, LP	2,307.	2,307.	
GT REAL PROP HLDGS II, LLC	5,539.	5,539.	
GT REAL PROP HLDGS III, LLC	9,774.	9,774.	
GT REAL PROP HLDGS IV, LLC	6,745.	6,745.	
GT EMERGING MARKETS, LP	30,013.	30,013.	
TITAN MASTERS FUND, LP	464.	464.	
OTHER DEDUCTIONS PER K-1'S:			
PALLADIAN PARTNERS V-A, LLC	6,982.	6,982.	
PALLADIAN PARTNERS IV, LLC	2,866.	2,866.	
PALLADIAN PARTNERS VII-A, LP	11.	11.	
GT EMERGING MARKETS, LP	15.	15.	
GT REAL PROP HLDG IV, LLC	6.	6.	
TITAN MASTERS FUND, LP	2.	2.	
NONDEDUCTIBLE EXP PER K-1'S:			
GT REAL PROP HOLDINGS II LLC	1,021.		
GT REAL PROP HLDINGS III LLC	26.		
GT REAL PROP HOLDINGS IV LLC	23.		
PALLADIAN PARTNERS IV, LLC	91.		
PALLADIAN PARTNERS V-A, LLC	174.		
MIDLAND US FUND, LP	111.		

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MIDLAND INTNATL EQTY FD, LP	34.		
MERCED PARTNERS, LP	5.		
TOTALS	140,646.	134,208.	4,953.

ATTACHMENT 8

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

BORROWER: WOLF CONSERVATION CENTER
ORIGINAL AMOUNT: 5,000.
DATE OF NOTE: 03/24/2011

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	
ENDING FAIR MARKET VALUE	

BORROWER: THE WILD CENTER
ORIGINAL AMOUNT: 6,500.
DATE OF NOTE: 06/23/2011

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	6,500.
ENDING FAIR MARKET VALUE	6,500.

BORROWER:	NORTHERN JAGUAR PROJECT
ORIGINAL AMOUNT:	15,000.
DATE OF NOTE:	01/21/2011

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	15,000.
ENDING FAIR MARKET VALUE	15,000.

BORROWER:	AMERICAN BIRD CONSERVANCY 501(C)(3)
ORIGINAL AMOUNT:	20,000.
DATE OF NOTE:	05/03/2010

BEGINNING BALANCE DUE	20,000.
ENDING BALANCE DUE	16,284.
ENDING FAIR MARKET VALUE	16,284.

BORROWER: NEW CANAAN PUBLIC ACCESS 501(C)(3)
ORIGINAL AMOUNT: 3,000.
DATE OF NOTE: 03/23/2010

BEGINNING BALANCE DUE	3,000.
ENDING BALANCE DUE	3,000.
ENDING FAIR MARKET VALUE	3,000.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	23,000.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	40,784.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	40,784.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AUTOZONE, INC. STOCK	56,718.	974,910.
TOTALS	56,718.	974,910.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GT EMERGING MARKETS, LP	1,616,803.	1,814,858.
GT OFFSHORE FUND, LTD.-GTGH	1,544,219.	2,779,158.
TIFF ABSOLUTE RETURN POOL	1,000,115.	1,768,124.
MIDLAND INTNATL EQUITY FND, LP	1,430,318.	1,675,279.
MIDLAND US FUND, LP	1,180,203.	1,238,988.
GT REAL PROPERTY HLDGS II, LLC	252,707.	154,850.
PALLADIAN PARTNERS IV, LLC	353,893.	419,434.
MERCED PARTNERS, LP	293,391.	10,677.
PIMCO ALL ASSET FUND	1,021,811.	966,781.
FIRST EAGLE GLOBAL FUND	1,028,524.	1,138,045.
HARBOR INTERNATL FUND-INST	748,004.	815,072.
LOOMIS SAYLES BOND FUND		
GT REAL PROPERTY HOLDINGS III	391,913.	311,998.
PALLADIAN PARTNERS V-A	502,658.	646,736.
TITAN MASTER FUND, LP		
GT REAL PROPERTY HOLDINGS IV	240,636.	242,521.
FAIRHOLME FUND	730,834.	581,947.
GT OFFSHORE FUND, LTD.-GTP	1,000,000.	1,154,376.
PIMCO UNCONSTRAINED FUND	655,868.	632,505.
PALLADIAN PARTNERS VII-A, LP	48,159.	63,922.
TOTALS	14,040,056.	16,415,271.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANDREW M. CLARKSON 270 BREMINGTON PLACE MEMPHIS, TN 38111	TRUSTEE 8.00	0	0	0
CAROLE G. CLARKSON 270 BREMINGTON PLACE MEMPHIS, TN 38111	TRUSTEE 1.00	0	0	0
JENNIFER CLARKSON KILLIN 270 BREMINGTON PLACE MEMPHIS, TN 38111	TRUSTEE 1.00	0	0	0
CHARLOTTE KING 270 BREMINGTON PLACE MEMPHIS, TN 38111	ASSISTANT EXECUTIVE DIRECTOR 25.00	30,000.	4,939.	0
WILLIAM CLARKSON 270 BREMINGTON PLACE MEMPHIS, TN 38111	TRUSTEE	0	0	0
HUGH KILLIN, III 270 BREMINGTON PLACE MEMPHIS, TN 38111	EXECUTIVE DIRECTOR 35.00	67,500.	6,682.	0
	GRAND TOTALS	97,500.	11,621.	0

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANDREW M. & CAROLE G. CLARKSON
270 BREMINGTON PLACE
MEMPHIS, TN 38111
ANDREW AND CAROLE CLARKSON ARE BOTH TRUSTEES OF THE FOUNDATION.

ATTACHMENT 13

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

HUGH KILLIN, III
270 BREMINGTON PLACE
MEMPHIS, TN 38111
901-454-7080

ATTACHMENT 14

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

THERE ARE NO FORMAL APPLICATION GUIDELINES; REQUESTS SHOULD INITIALLY BE IN WRITTEN SUMMARY FORMAT (1-2 PAGES) AND SHOULD INCLUDE BUDGET INFORMATION. THE FOUNDATION WILL REQUEST MORE SPECIFIC DETAILS LATER, AS APPROPRIATE.

ATTACHMENT 15

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

CONTRIBUTIONS WILL ONLY BE MADE TO EXEMPT ORGANIZATIONS AND NOT TO INDIVIDUALS. GRANTS AND/OR PROJECT LOANS WILL BE MADE TO: A) THE MEMPHIS, TN COMMUNITY, PRINCIPALLY IN THE PERFORMING ARTS, B) THE NEW CANAAN, CT COMMUNITY, PRINCIPALLY IN ELDER CARE AND EDUCATION RELATED PROJECTS, AND C) WILDLIFE CONSERVATION. THE FOUNDATION EMPHASIZES 'VENTURE CAPITAL PHILANTHROPY' INCLUDING FEASIBILITY STUDIES AND START-UPS, AS WELL AS FUNDING FOR CAPITAL PROJECTS, WHICH ARE HARD TO FINANCE THROUGH TRADITIONAL SOURCES OR OPERATING BUDGETS. IT FURTHER EMPHASIZES FUNDING "LEVERAGE" THROUGH CHALLENGE GRANTS, MATCHING FUNDS AND PARTICIPATIONS WITH OTHER FOUNDATIONS. WHERE REQUESTED, FOUNDATION TRUSTEES/MEMBERS WILL ADDITIONALLY LEND THEIR TIME/EXPERTISE TO A SELECTED PROJECT.

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN BIRD CONSERVANCY PO BOX 249, 4249 LOUDOUN AVENUE THE PLAINS, VA 20198	N/A PUBLIC	EXPAND TANAGER & MACAW RESERVES	63,000.
ARTSMEMPHIS 575 SOUTH MENDENHALL ROAD MEMPHIS, TN 38117	N/A PUBLIC	GENERAL OPERATING FUNDS; CULTURAL DEVELOPMENT; MISCELLANEOUS PROGRAMS	53,500.
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET, NW WASHINGTON, DC 20036	N/A PUBLIC	GENERAL OPERATING FUNDS	1,000.
AUDUBON CONNECTICUT 613 RIVERSVILLE ROAD GREENWICH, CT 06831	N/A PUBLIC	IBA PROGRAMS; 2 INTERNS FOR RESEARCH; CONFERENCE TELEPHONE EQUIPMENT	35,500.
BALLET MEMPHIS 7950 TRINITY ROAD MEMPHIS, TN 38018	N/A PUBLIC	EQUIPMENT & MARLEY FLOORING	15,000.
BEALE STREET CARAVAN, INC. 88 UNION AVENUE MEMPHIS, TN 38103	N/A PUBLIC	NY RECORDING SESSION	2,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BRITISH SCHOOLS & UNIVERSITIES FOUNDATION 575 MADISON AVENUE, SUITE 1006 NEW YORK, NY 10022	N/A PUBLIC	GLENALMOND COLLEGE; BOYS DORMITORY FURNISHINGS	2,000.
DORSET OPERA BRYANSTON SCHOOL, BLANDFORD FORUM DT 11 OPX STALBRIDGE DORSET UNITED KINGDOM	N/A FOREIGN CHARITY	SOLOIST SPONSORSHIP - EXPENDITURE RESPONSIBILITY - SEE SEPARATE STATEMENT	10,000.
EARTHPLACE PO BOX 165 WESTPORT, CT 06881	N/A PUBLIC	INTERNSHIPS; FUNDRAISER; WATER QUALITY MONITORING; GENERAL OPERATING FUNDS	20,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	N/A PUBLIC	GENERAL OPERATING FUNDS	20,000.
GREENWICH CHORAL SOCIETY PO BOX 5 GREENWICH, CT 06836	N/A PUBLIC	GENERAL OPERATING SUPPORT	2,500.
HATTILOO THEATRE 390 AVALON STREET MEMPHIS, TN 38112	N/A PUBLIC	LIGHTING IMPROVEMENTS; PROJECTOR & SCREEN; GENERAL OPERATING FUNDS	12,550.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HORIZONS NATIONAL STUDENT ENRICHMENT PROGRAM PO BOX 997 NEW CANAAN, CT 06840	N/A PUBLIC	POWERPOINT VIDEO CONFERENCING EQUIPMENT; FUNDRAISING CONSULTANT FEE	23,000.
MEMPHIS SYMPHONY ORCHESTRA 585 S. MENDENHALL ROAD MEMPHIS, TN 38117	N/A PUBLIC	RISERS FOR ORCHESTRA; CHIMES	2,300.
NEW CANAAN HISTORICAL SOCIETY 13 OENOKE RIDGE NEW CANAAN, CT 06840	N/A PUBLIC	GORES PAVILION; CAPITAL IMPROVEMENTS	5,000.
NEW CANAAN PUBLIC ACCESS, INC. PO BOX 1711 NEW CANAAN, CT 06840	N/A PUBLIC	GENERAL OPERATING SUPPORT	10,000.
NEW CANAAN SOCIETY FOR THE ARTS PO BOX 1044 NEW CANAAN, CT 06840	N/A PUBLIC	CAPITAL IMPROVEMENTS	5,000.
NEW MEXICO WILDERNESS ALLIANCE, INC. PO BOX 25464 ALBUQUERQUE, NM 87125	N/A PUBLIC	WEBSITE ENHANCEMENT; IMPROVEMENT PROJECTS; CHALLENGE GRANT; STAFF TRAINING	31,200.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NTS FOUNDATION USA 45 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108	N/A PUBLIC	GENERAL OPERATING FUNDS; EQUIPMENT	40,000.
NURSING & HOME CARE, INC. PO BOX 489 WILTON, CT 06897	N/A PUBLIC	TELEMEDICINE EQUIPMENT	15,000.
OPERA MEMPHIS, INC. 6745 WOLF RIVER BLVD. MEMPHIS, TN 38120	N/A PUBLIC	COMPUTER EQUIPMENT; SOFTWARE; UPDATE HEADPHONES	10,450.
PLAYHOUSE ON THE SQUARE 51 SOUTH COOPER STREET MEMPHIS, TN 38104	N/A PUBLIC	MULTIPLE SPONSORSHIPS; BODY MIKES	34,000.
SILVERMINE GUILD ARTS CENTER 1037 SILVERMINE ROAD NEW CANAAN, CT 06840	N/A PUBLIC	WEBSITE SUPPORT	18,750.
STAMFORD SYMPHONY ORCHESTRA 263 TRESSER BLVD. STAMFORD, CT 06901	N/A PUBLIC	SCHOLARSHIP PROGRAM; SPONSORSHIP RECITAL	26,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STEPPING STONES MUSEUM FOR CHILDREN 303 WEST AVENUE, MATHEWS PARK NORWALK, CT 06850	N/A PUBLIC	MULTI MEDIA ROOM; GENERAL OPERATING SUPPORT	25,000.
SUMMER THEATRE OF NEW CANAAN 237 ELM STREET, 2ND FLOOR NEW CANAAN, CT 06840	N/A PUBLIC	INTERN POSITION	20,000.
THEATRE MEMPHIS 630 PERKINS EXTENDED MEMPHIS, TN 38117	N/A PUBLIC	SERGER; LIGHTING	12,400.
THEATREWORKS 2085 MONROE AVENUE MEMPHIS, TN 38104	N/A PUBLIC	THEATRE RENOVATIONS	15,000.
WAVENY CARE CENTER 3 FARM ROAD NEW CANAAN, CT 06840	N/A PUBLIC	LONG TERM CARE TRACKING SYSTEM; IPADS & SOFTWARE	14,500.
WILDLIFE CONSERVATION SOCIETY / BRONX ZOO 2300 SOUTHERN BOULEVARD BRONX, NY 10460	N/A PUBLIC	CAMBODIA ECOTOURISM; GENERAL OPERATING SUPPORT	46,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	N/A PUBLIC	ENVIRONMENTAL STUDY; INTERNSHIP	10,000.
PASS THRU GT REAL PROPERTY HOLDINGS IV, LLC ONE COMMERCE SQUARE, SUITE 1900 MEMPHIS, TN 38103	N/A PUBLIC	THIS CONTRIBUTION WAS PASSED THROUGH TO JENIAM FOUNDATION VIA K-1 FROM THE ENTITY LISTED ABOVE.	1.
PASS THRU PALLADIAN PARTNERS V-A, LLC ONE COMMERCE SQUARE, SUITE 1900 MEMPHIS, TN 38103	N/A PUBLIC	THIS CONTRIBUTION WAS PASSED THROUGH TO JENIAM FOUNDATION VIA K-1 FROM THE ENTITY LISTED ABOVE.	22.
PASS THRU GT REAL PROPERTY HOLDINGS II, LLC ONE COMMERCE SQUARE, SUITE 1900 MEMPHIS, TN 38103	N/A PUBLIC	THIS CONTRIBUTION WAS PASSED THROUGH TO JENIAM FOUNDATION VIA K-1 FROM THE ENTITY LISTED ABOVE.	4.
PASS THRU GT REAL PROPERTY HOLDINGS III, LLC ONE COMMERCE SQUARE, SUITE 1900 MEMPHIS, TN 38103	N/A PUBLIC	THIS CONTRIBUTION WAS PASSED THROUGH TO JENIAM FOUNDATION VIA K-1 FROM THE ENTITY LISTED ABOVE.	11.
UNIVERSITY OF MEMPHIS FOUNDATION PO BOX 1000, DPET 238 MEMPHIS, TN 38148	N/A PUBLIC	EQUIPMENT	10,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VOICES OF THE SOUTH PO BOX 11222 MEMPHIS, TN 38111	N/A PUBLIC	GENERAL OPERATING SUPPORT	5,000.
MEMPHIS BROOKS MUSEUM OF ART 1934 POPLAR AVENUE MEMPHIS, TN 38104	N/A PUBLIC	COMPUTERS; SECURITY UPGRADE; EQUIPMENT; GENERAL OPERATING FUNDS; TRAILER	25,100.
HARVARD BUSINESS SCHOOL SOLDIERS FIELD BOSTON, MA 02163	N/A PUBLIC	GENERAL OPERATING FUNDS	15,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	N/A PUBLIC	GENERAL OPERATING FUNDS	5,000.
AUSSIE RESCUE & PLACEMENT HELPLINE, INC. PO BOX 5305 NEW CASTLE, PA 16105	N/A PUBLIC	GENERAL OPERATING FUNDS	5,000.
BARTLETT ARBORETUM & GARDENS 151 BROOKDALE ROAD STAMFORD, CT 06903	N/A PUBLIC	EQUIPMENT FOR CHILDREN'S CLASSROOM; VIEWING PLATFORM	18,500.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHERN JAGUAR PROJECT 2114 WEST GRANT ROAD, SUITE 121 TUSCON, AZ 85745	N/A PUBLIC	VOLUNTEER STATION	15,000.
AMERICANS FOR OXFORD 500 FIFTH AVENUE, 32ND FLOOR NEW YORK, NY 10110	N/A PUBLIC	ST. EDMUND HALL, OXFORD, UNIVERSITY	15,000.
WOLF CONSERVATION CENTER PO BOX 421 SOUTH SALEM, NY 10590	N/A PUBLIC	TRACTOR; CHALLENGE GRANT	17,500.
THE WILD CENTER 45 MUSEUM DRIVE TUPPER LAKE, NY 12986	N/A PUBLIC	FREEZER	6,500.
NEW CANAAN LIBRARY 151 MAIN STREET NEW CANAAN, CT 06840	N/A PUBLIC	UPDATE EQUIPMENT	12,500.
OCEANITES PO BOX 15259 CHEVY CHASE, MD 20825	N/A PUBLIC	GENERAL OPERATING SUPPORT;WEBSITE DEVELOPMENT	5,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VOICES OF ASCENSION 12 WEST 11TH STREET NEW YORK, NY 10011	N/A PUBLIC	GENERAL OPERATING SUPPORT	20,000.
FAIRFIELD COUNTY COMMUNITY FOUNDATION 383 MAIN AVENUE, #401 NORWALK, CT 06851	N/A PUBLIC	GENERAL OPERATING SUPPORT	2,500.
THE NATURE CONSERVANCY 55 CHURCH STREE, FLOOR 3 NEW HAVEN, CT 06510	N/A PUBLIC	INTERN PROGRAM	2,500.
KIDS EMPOWERED BY YOUR SUPPORT, INC. PO BOX 532 NEW CANAAN, CT 06840	N/A PUBLIC	EQUIPMENT; GENERAL OPERATING SUPPORT	22,200.
TOWN OF NEW CANAAN, CT, HEALTH & HUMAN SERVICES 77 MAIN STREET NEW CANAAN, CT 06840	N/A GOVERNMENT	HEALTH CARE CONSULTANTS/STUDY	10,000.
		TOTAL CONTRIBUTIONS PAID	812,988.

Form **8868**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Applic̶ation for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- 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* 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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
JENIAM FOUNDATION

Employer identification number (EIN) or
☐ 62-1516244

Number, street, and room or suite no If a P O box, see instructions
270 BREMINGTON PLACE

Social security number (SSN)
☐

City, town or post office, state, and ZIP code For a foreign address, see instructions
MEMPHIS,TN 38111

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 ▶ CHARLOTTE KING

Telephone No ▶ 901-454-7080 FAX No ▶ 901-452-5085

- 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 , 20 12 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 20 11 or

▶ ☐ tax year beginning ________, 20____, and ending ________, 20____

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 12,924.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 9,924.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**3c**	$ 3,000.

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

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

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

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)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JENIAM FOUNDATION	Employer identification number (EIN) or ☐ 62-1516244
	Number, street, and room or suite no. If a P O box, see instructions 270 BREMINGTON PLACE	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions. MEMPHIS, TN 38111	

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 ▶ CHARLOTTE KING
  Telephone No ▶ 901-454-7080 FAX No ▶ 901-452-5085
- 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, 20 12

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 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**	$ 12,924.
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**	$ 12,924.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0.

Signature and Verification 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 Donna D. Wade Title ▶ CPA Date ▶ 08/13/12