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

OMB No 1545-0052

2011

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 THE KNAPP FOUNDATION, INC.		A Employer identification number 62-1794837						
Number and street (or P O box number if mail is not delivered to street address) 3173 KIRBY WHITTEN PKWY	Room/suite 105	B Telephone number (see instructions) (901) 527-6666						
City or town, state, and ZIP code BARTLETT, TN 38134-2823		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0" style="width:100%"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 9,569,420.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	285,754.	285,754.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	365,481.			
	b Gross sales price for all assets on line 6a 1,686,696.				
	7 Capital gain net income (from Part IV, line 2)		365,481.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-1,729.	-1,729.		ATCH 2
	12 Total. Add lines 1 through 11	649,506.	649,506.		
	13 Compensation of officers, directors, trustees, etc	258,722.	51,744.		206,978.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	9,366.	1,873.		7,493.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule). *	18,535.	3,707.		14,827.
	17 Interest. ATTACHMENT. 4	1,106.	221.		885.
	18 Taxes (attach schedule) (see instructions) **	29,931.	5,984.		23,944.
	19 Depreciation (attach schedule) and depletion	9,048.			
	20 Occupancy				
	21 Travel, conferences, and meetings	119.	24.		95.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 6	139,445.	27,889.		111,556.
	24 Total operating and administrative expenses. Add lines 13 through 23	466,272.	91,442.		365,778.
25 Contributions, gifts, grants paid	102,625.			102,625.	
26 Total expenses and disbursements Add lines 24 and 25	568,897.	91,442.		468,403.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	80,609.				
b Net investment income (if negative, enter -0-)		558,064.			
c Adjusted net income (if negative, enter -0-)					

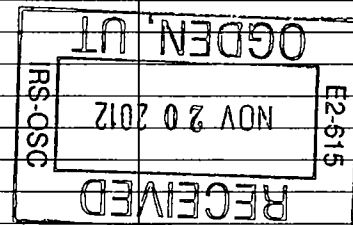
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Part II Balance Sheets

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	22,321.	10,362.	10,362.
	2 Savings and temporary cash investments			
	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 ▶			
	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)			
	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)	9,836,221.	9,427,489.	9,427,489.	
14 Land, buildings, and equipment basis	210,194.			
Less accumulated depreciation (attach schedule) ▶	79,085.	131,109.	131,109.	
15 Other assets (describe ▶)	460.	460.	460.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	9,996,076.	9,569,420.	9,569,420.	
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 ▶)	2,000.	2,100.	
23 Total liabilities (add lines 17 through 22)	2,000.	2,100.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,994,076.	9,567,320.	
30 Total net assets or fund balances (see instructions)	9,994,076.	9,567,320.		
31 Total liabilities and net assets/fund balances (see instructions)	9,996,076.	9,569,420.		

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	9,994,076.
2 Enter amount from Part I, line 27a	2	80,609.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,074,685.
5 Decreases not included in line 2 (itemize) ▶	5	507,365.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,567,320.

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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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
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	365,481.	
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	-42,214.	

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	404,356.	9,118,387.	0.044345
2009	466,126.	8,512,700.	0.054757
2008	659,588.	10,011,818.	0.065881
2007	469,448.	11,286,604.	0.041593
2006	378,353.	10,679,585.	0.035428
2 Total of line 1, column (d)			2 0.242004
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 0.048401
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 9,605,241.
5 Multiply line 4 by line 3			5 464,903.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,581.
7 Add lines 5 and 6			7 470,484.
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.			8 468,403.

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 <input type="checkbox"/> and enter "N/A" on line 1		
b	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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	11,161.
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	11,161.
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	11,161.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,125.
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	14,125.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	89.
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	2,875.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 2,875. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

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

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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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> MARCIA BRASEL Telephone no <input type="checkbox"/> 901-527-6666			
Located at <input type="checkbox"/> 3173 KIRBY WHITTEN ROAD BARTLETT, TN ZIP + 4 <input type="checkbox"/> 38134				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/> CAYMAN ISLANDS	16	Yes X	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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	X
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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

6b

X

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

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

7b

N/A

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

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 12		258,722.	37,700.	4,289.

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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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		

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 N/A	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,592,476.
b	Average of monthly cash balances	1b	159,038.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,751,514.
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	9,751,514.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	146,273.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,605,241.
6	Minimum investment return. Enter 5% of line 5	6	480,262.

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	480,262.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,161.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,161.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	469,101.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	469,101.
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	469,101.

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	468,403.
b	Program-related investments - total from Part IX-B	1b	
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	468,403.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	468,403.

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				469,101.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			104,983.	
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				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 468,403.				
a Applied to 2010, but not more than line 2a			104,983.	
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				363,420.
e Remaining amount distributed out of corpus				
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				
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				105,681.
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)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

N/A

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.

N/A

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:

LETTER REQUEST

c Any submission deadlines:

NONE

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

NONE

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 14				
Total			3a	102,625.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a	ATTACHMENT 15				-1,729.	
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	285,754.	
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						
8 Gain or (loss) from sales of assets other than inventory				18	365,481.	
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)					649,506.	
13 Total. Add line 12, columns (b), (d), and (e)					13	649,506.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|----|---|-------|----|
| 1. | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

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

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

**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

11/15/12
Date

President
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

BEVERLY B. BROWN

Preparer's signature

By B Brown, CPA

Date

11/14/2022

Check ☐ if self-employed

PTIN

POOIOZUO9K8

Firm's name ► BDO USA, LLP

Firm's address ► 6075 POPLAR AVE, STE 630
MEMPHIS, TN

Firm's EIN ► 13-5381590

Phone no 901-680-7600

Form **990-PF** (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)	
3,594.		THRU CORE FIXED INCOME COMMON TRUST					VAR 9,983.	VAR
		THRU DTC CREDIT OPPORTUNITY FUND					VAR 5,576.	VAR
		THRU DTC PRIVATE EQUITY II					VAR 43,614.	VAR
		THRU DTC PRIVATE EQUITY III					VAR 20,549.	VAR
		THRU STATE STREET BANK & TRUST CO					VAR 3,594.	VAR
		THRU INTL EQUITY COMMON TRUST					VAR 44,821.	VAR
		THRU LARGE CAP US EQUITY					VAR 149,955.	VAR
		THRU OAKWOOD PARTNERS 12,509.					VAR -1,314.	VAR
		THRU SHORT DURATION FIXED INCO					VAR -1,923.	VAR
		THRU SMALL/MID CAP US EQUITY					VAR 131,239.	VAR
		THRU CORE FIXED INCOME COMMON					VAR -280.	VAR
11,195.		THRU DTC CREDIT OPPORTUNITY FU					VAR -1,730.	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)	
40,900.		THRU DTC PRIVATE EQUITY II					VAR	VAR
							687.	
		THRU DTC PRIVATE EQUITY III					VAR	VAR
							4,396.	
		THRU STATE STREET BANK & TRUST					VAR	VAR
		41,184.					-284.	
		THRU INTL EQUITY COMMON TRUST					VAR	VAR
1,601.							-31,145.	
		THRU LARGE CAP US EQUITY					VAR	VAR
							-8,818.	
		THRU SHORT DURATION FIXED INCO					VAR	VAR
TOTAL GAIN (LOSS)							-302.	
		THRU SMALL/MID CAP US EQUITY					VAR	VAR
							-4,738.	
		LITIGATION PROCEEDS					VAR	VAR
							1,601.	
							<u>365,481.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THRU K-1 CORE FIXED INCOME COMMON TRUST	72,876.	72,876.
THRU K-1 SHORT DURATION FIXED INCOME FD	41,764.	41,764.
THRU K-1 INT'L EQUITY COMMON TRUST FD	58,963.	58,963.
THRU K-1 LARGE CAP U.S. EQUITY FD	27,063.	27,063.
THRU K-1 SMALL/MID CAP U.S. EQUITY FD	8,121.	8,121.
STATE ST BANK & TRUST CO	35,259.	35,259.
THRU K-1 DTC PRIVATE EQUITY II	11,019.	11,019.
THRU K-1 DTC PRIVATE EQUITY III	1,947.	1,947.
THRU K-1 DTC CREDIT OPPORTUNITY FUND	28,742.	28,742.
TOTAL	<u>285,754.</u>	<u>285,754.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME THRU DTC PRIVATE EQUITY II	134.	134.
ORD INCOME THRU DTC PRIVATE EQUITY II	451.	451.
ORD INCOME THRU OAKWOOD PARTNERS	-5,083.	-5,083.
OTHER INCOME THRU DTC PRIVATE EQUITY III	1,007.	1,007.
ORD INCOME THRU DTC PRIVATE EQUITY III	3,045.	3,045.
OTHER INC THRU INTL EQUITY COMMON TRUST	-5,898.	-5,898.
OTHER INC THRU DTC CREDIT OPPORTUNITY	4,615.	4,615.
TOTALS	<u>-1,729.</u>	<u>-1,729.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	13,576.	2,715.	10,860.
PROFESSIONAL FEES	4,959.	992.	3,967.
TOTALS	<u>18,535.</u>	<u>3,707.</u>	<u>14,827.</u>

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT INTEREST	1,106.	221.	885.
TOTALS	<u>1,106.</u>	<u>221.</u>	<u>885.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUTA TAXES	468.	93.	374.
ANNUAL REPORT	40.	7.	32.
PROPERTY TAXES	4,033.	806.	3,226.
FOREIGN TAXES	5,598.	1,120.	4,478.
FICA TAX	19,792.	3,958.	15,834.
TOTALS	29,931.	5,984.	23,944.

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE CHARGE	136.	27.	109.
BOARD MEMBER FEE	1,900.	380.	1,520.
CABLE SERVICE	965.	193.	772.
DUES & SUBSCRIPTIONS	1,985.	397.	1,588.
INSURANCE	25,000.	5,000.	20,000.
MISCELLANEOUS EXPENSES	160.	32.	128.
OFFICE SUPPLIES	1,622.	324.	1,298.
POSTAGE	548.	110.	438.
REPAIRS	889.	178.	711.
TECH SUPPORT	6,646.	1,329.	5,317.
TELEPHONE	3,022.	604.	2,418.
TRANSFER FEES	15.	3.	12.
UTILITIES	2,738.	548.	2,190.
OTHER PASSTHROUGH EXPENSES	93,819.	18,764.	75,055.
TOTALS	<u>139,445.</u>	<u>27,889.</u>	<u>111,556.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORE FIXED INCOME COMMON TRUST	1,582,747.	1,545,679.	1,545,679.
INT'L EQUITY COMMON TRUST FUND	1,331,375.	1,750,650.	1,750,650.
LARGE CAP U.S. EQUITY	1,728,308.	1,378,779.	1,378,779.
SHORT DURATION FIXED INCOME FD	1,849,153.	1,144,578.	1,144,578.
SMALL/MID CAP US EQUITY FD	1,359,328.	937,748.	937,748.
SSGA MMF (DTC)	1,463,825.	67,119.	67,119.
DTC PRIVATE EQUITY II, LP	370,195.	393,058.	393,058.
OAKWOOD PARTNERS FUND LTD	60,051.	39,813.	39,813.
DTC PRIVATE EQUITY III	91,239.	198,477.	198,477.
DTC CREDIT OPPORTUNITY		606,772.	606,772.
FPA CRESCENT FUND-I		192,895.	192,895.
GATEWAY FUND-Y		389,408.	389,408.
PIMCO ALL ASSET FUND		388,505.	388,505.
STEELPATH MLP SELECT 40-I FD		394,008.	394,008.
TOTALS	<u>9,836,221.</u>	<u>9,427,489.</u>	<u>9,427,489.</u>

ATTACHMENT 8

[illegible]

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 8 (CONT'D)

	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
--	--------------------	--	--	--	---------------------------------	--	--	--

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
SONIC WALL SECURIT	M5	1,194			60.	119	179
OFFICE FURNITURE	M7		2,047				
LCD HDTV TV	M5		227				
COMPUTER - LORI	M5		809				
TOTALS		<u>207,111</u>			<u>67,446</u>		<u>73,411</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UTILITY DEPOSITS	460.	460.	460.
TOTALS	<u>460.</u>	<u>460.</u>	<u>460.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
PAYROLL LIABILITIES	2,000.	2,100.
TOTALS	<u>2,000.</u>	<u>2,100.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

NET UNREALIZED LOSS ON INVESTMENTS

507,365.

TOTAL

507,365.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MARCIA R BRASEL 3173 KIRBY WHITTEN PKWY 105 BARTLETT, TN 38134-2823	CHAIRMAN 31.00	92,450.	11,700.	0
LORI CONDO LOCKE 3173 KIRBY WHITTEN PKWY 105 BARTLETT, TN 38134-2823	TREASURER 31.00	90,847.	5,200.	497.
SANDRA J TAYLOR 3173 KIRBY WHITTEN PKWY 105 BARTLETT, TN 38134-2823	SECRETARY 33.00	48,146.	7,800.	3,792.
ELEN C DOUGLAS 3173 KIRBY WHITTEN PKWY 105 BARTLETT, TN 38134-2823	DIRECTOR 30.00	27,279.	13,000.	0
GRAND TOTALS		258,722.	37,700.	4,289.

ATTACHMENT 13

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

MARCIA R. BRASEL
3173 KIRBY WHITTEN ROAD, SUITE 105,
BARTLETT, TN 38134
901-527-6666

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844	NONE	PUBLIC CHARITY	SCHOLARSHIP	10,000.
BRIDGES INC. 477 N FIFTH STREET MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	GENERAL/OPERATING	6,000.
CENTER FOR COURAGEOUS KIDS 1501 BURNLEY ROAD SCOTTSDALE, KY 42164	NONE	PUBLIC CHARITY	GENERAL/OPERATING	5,000.
CHURCH HEALTH CENTER 1210 PEABODY AVENUE MEMPHIS, TN 38104	NONE	PUBLIC CHARITY	GENERAL/OPERATING	5,000.
MEMPHIS UNION MISSION 383 POPLAR AVENUE MEMPHIS, TN 38101	NONE	PUBLIC CHARITY	GENERAL/OPERATING	5,000.
PALMER HOME FOR CHILDREN PO BOX 746 COLUMBUS, MS 39703	NONE	PUBLIC CHARITY	GENERAL/ OPERATING	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
IMPACT MISSIONS 868 GOODMAN RD E SOUTHAVEN, MS 38671	NONE PUBLIC CHARITY		GENERAL/OPERATING	2,500
JOSEPHINE CIRCLE PO BOX 381394 GERMANTOWN, TN 38183-1394	NONE PUBLIC CHARITY		GENERAL/OPERATING	375
MEMPHIS BROOKS MUSEUM 1934 POPLAR AVENUE MEMPHIS, TN 38104	NONE PUBLIC CHARITY		NEW EXHIBITS	5,000
AVE MARIA FOUNDATION 2805 CHARLES BRYAN RD BARTLETT, TN 38134	NONE PUBLIC CHARITY		GENERAL/OPERATING	2,500
BOY SCOUTS CHICKASAW COUNCIL 171 SOUTH HOLLYWOOD ST MEMPHIS, TN 38112-4802	NONE PUBLIC CHARITY		GENERAL/OPERATING	2,000.
CHRIST IN YOUTH PO BOX B JOPLIN, MO 64802	NONE PUBLIC CHARITY		GENERAL/OPERATING	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CITIZENS FOR COMMUNITY VALUES 3294 POPLAR AVE MEMPHIS, TN 38111	NONE PUBLIC CHARITY		GENERAL/OPERATING	5,000
DIXON MUSEUM & GARDEN 4339 PARK AVE MEMPHIS, TN 38117	NONE PUBLIC CHARITY		NEW EXHIBITS	1,000
FAMILIES MATTER 2595 CENTRAL AVE MEMPHIS, TN 38104	NONE PUBLIC CHARITY		GENERAL/OPERATING	2,500
GIRL SCOUTS COUNCIL PO BOX 240246 MEMPHIS, TN 38124	NONE PUBLIC CHARITY		GENERAL/OPERATING	1,000
GOODWILL INDUSTRIES 2605 CHELSEA AVE MEMPHIS, TN 38108	NONE PUBLIC CHARITY		GENERAL/OPERATING	1,000.
HARWOOD CENTER 711 JEFFERSON AVE MEMPHIS, TN 38105	NONE PUBLIC CHARITY		GENERAL/OPERATING	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
MEMPHIS CHILD ADVOCACY CENTER 1085 POPLAR AVE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	GENERAL/OPERATING	3,000
MEMPHIS SYMPHONY ORCHESTRA 585 S MENDENALL RD MEMPHIS, TN 38117	NONE	PUBLIC CHARITY	GENERAL/OPERATING	1,000
MERITAN 4700 POPLAR AVE MEMPHIS, TN 38117	NONE	PUBLIC CHARITY	GENERAL/OPERATING	2,500
MOST 850 RIDGE LAKE BLVD STE 220 MEMPHIS, TN 38120	NONE	PUBLIC CHARITY	SCHOLARSHIPS	5,000
RONALD McDONALD HOUSE 535 ALABAMA AVE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	GENERAL/OPERATING	7,500
SHEPHERD'S HAVEN 175 SHEPHERDS HAVEN WAY ARLINGTON, TN 38002	NONE	PUBLIC CHARITY	NEW BUILDING	10,250.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
SHRINE HOSPITAL BURN CENTER PO BOX 31356 TAMPA, FL 33631	NONE	PUBLIC CHARITY	GENERAL/OPERATING	1,000
SHRINE HOSPITAL CRIPPLE CHILDREN PO BOX 31356 TAMPA, FL 33631	NONE	PUBLIC CHARITY	GENERAL/OPERATING	1,000
STREETS MINISTRIES 430 VANCE AVE MEMPHIS, TN 38126	NONE	PUBLIC CHARITY	GENERAL/OPERATING	2,500
TOTAL CONTRIBUTIONS PAID				<u>102,625</u>

THE KNAPP FOUNDATION, INC.

62-1794837

FORM 990-PF, PART XVI-A - ANALYSIS OF PROGRAM SERVICE REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
OTHER INC THRU DTC PRIVATE EQUITY II			14	134.	
ORD INC THRU DTC PRIVATE EQUITY II			14	451.	
ORD INC THRU OAKWOOD PARTNERS			14	-5,083.	
OTHER INC THRU DTC PRIVATE EQUITY III			14	1,007.	
ORD INC THRU DTC PRIVATE EQUITY III			14	3,045.	
OTHER INC THRU INTL EQUITY COMMON TRUST			14	-5,898.	
OTHER INC THRU DTC CREDIT OPPORTUNITY			14	4,615.	
TOTALS				-1,729.	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

THE KNAPP FOUNDATION, INC.

Employer identification number

62-1794837

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -42,214.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 -42,214.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 407,695.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 407,695.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-42,214.
14	Net long-term gain or (loss):			
a	Total for year	14a		407,695.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		365,481.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

THE KNAPP FOUNDATION, INC.

Employer identification number

62-1794837

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-42,214.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a THRU CORE FIXED INCOME COMMON TRUST	VAR	VAR			9,983.
THRU DTC CREDIT OPPORTUNITY FUND	VAR	VAR			5,576.
THRU DTC PRIVATE EQUITY II	VAR	VAR			43,614.
THRU DTC PRIVATE EQUITY III	VAR	VAR			20,549.
THRU STATE STREET BANK & TRUST CO	VAR	VAR	3,594.		3,594.
THRU INTL EQUITY COMMON TRUST	VAR	VAR			44,821.
THRU LARGE CAP US EQUITY	VAR	VAR			149,955.
THRU OAKWOOD PARTNERS	VAR	VAR	11,195.	12,509.	-1,314.
THRU SHORT DURATION FIXED INCO	VAR	VAR			-1,923.
THRU SMALL/MID CAP US EQUITY	VAR	VAR			131,239.
LITIGATION PROCEEDS	VAR	VAR	1,601.		1,601.
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					407,695.

Schedule D-1 (Form 1041) 2011

ESTIMATED TAX WORKSHEET FOR FORM 990-W

A	2012 Estimated Tax		A	
B	Enter 100 % of Line A	B		
C	Enter 100 % of tax on 2011 FORM 990-T	C		
D	Required Annual Payment (Smaller of lines B or C)		D	
E	Income tax withheld (if applicable)		E	
F	Balance (As rounded to the nearest multiple of)		F	

Record of Estimated Tax Payments

Payment number	(a) Date	(b) Amount	(c) 2011 overpayment credit applied	(d) Total amount paid and credited (add (b) and (c))
1	04/17/2012			
2	06/15/2012			
3	09/17/2012			
4	12/17/2012			
Total				

ESTIMATED PAYMENTS MUST BE MADE USING THE ELECTRONIC FEDERAL TAX PAYMENTS SYSTEM (EFTPS). THIS WORKSHEET MERELY PROVIDES THE AMOUNTS WHICH NEED TO BE PAID VIA THE ABOVE METHOD.

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**
(and on Investment Income for Private Foundations)
(Keep for your records. Do not send to the Internal Revenue Service.)

62-1794837
OMB No 1545-0976

2012

1 Unrelated business taxable income expected in the tax year	1	-5,576.
2 Tax on the amount on line 1. See instructions for tax computation	2	
3 Alternative minimum tax (see instructions)	3	
4 Total. Add lines 2 and 3	4	
5 Estimated tax credits (see instructions)	5	
6 Subtract line 5 from line 4	6	
7 Other taxes (see instructions)	7	
8 Total. Add lines 6 and 7	8	
9 Credit for federal tax paid on fuels (see instructions)	9	
10a Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	
b Enter the tax shown on the 2011 return (see instructions) Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	
c 2012 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	

		(a)	(b)	(c)	(d)
11 Installment due dates (see instructions)	11				
12 Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12				
13 2011 Overpayment (see instructions)	13				
14 Payment due. (Subtract line 13 from line 12)	14				

For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2012)

- 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).

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	Employer identification number (EIN) or
	THE KNAPP FOUNDATION, INC.	<input checked="" type="checkbox"/> 62-1794837
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	3173 KIRBY WHITTEN PKWY	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BARTLETT, TN 38134-2823	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 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 **MARCIA BRASEL**
Telephone No **901 527-6666** FAX No
- 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.

- I request an additional 3-month extension of time until **11/15**, 20**12**
- For calendar year **2011**, or other tax year beginning , 20, and ending , 20
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME.**

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 \$	12,975.
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 \$	12,975.
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 **Bora B Brown** Title **CPA** Date **8/8/2012**

Form 8868 (Rev 1-2012)

• 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).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	THE KNAPP FOUNDATION, INC.		<input checked="" type="checkbox"/> 62-1794837	
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)	
	3173 KIRBY WHITTEN PKWY		<input type="checkbox"/>	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
BARTLETT, TN 38134-2823				

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

Application 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

PI 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 ☒ MARCIA BRASEL

Telephone No. ☒ 901 527-6666

FAX No. ☐

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

the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a

with the names and EINs of all members the extension is for.

I request an additional 3-month extension of time until 11/15, 20 12

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

If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

State in detail why you need the extension INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME.

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 \$	12,975.
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 \$	12,975.
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 ☒ Beverly B Brown

Title ☒ CPA

Date ☒ 8/8/2012

Form 8868 (Rev. 1-2012)