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

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 OCT 1, 2011, and ending SEP 30, 2012

Name of foundation
THOMAS W. BRIGGS FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
6075 POPLAR AVENUE 330

City or town, state, and ZIP code
MEMPHIS, TN 38119

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)
\$ 14,611,397. (Part I, column (d) must be on cash basis)

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

A Employer identification number
62-6039986

B Telephone number
(901) 680-0276

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	133,852.		N/A	
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	32,258.	32,258.		STATEMENT 1
4	Dividends and interest from securities	197,994.	197,994.		STATEMENT 2
5a	Gross rents	<729.>	<729.>		STATEMENT 3
b	Net rental income or (loss)	<729.>			
6a	Net gain or (loss) from sale of assets not on line 10	1,768,432.			
b	Gross sales price for all assets on line 6a	2,721,886.			
7	Capital gain net income (from Part IV, line 2)		1,768,432.		
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)				
11	Other income	24,604.	24,604.		STATEMENT 4
12	Total. Add lines 1 through 11	2,156,411.	2,022,559.		
13	Compensation of officers, directors, trustees, etc	46,400.	15,467.		30,933.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 5	21,775.	7,258.		14,517.
c	Other professional fees STMT 6	1,680.	1,680.		0.
17	Interest	9,246.	9,246.		0.
18	Taxes STMT 7	28,023.	1,097.		2,193.
19	Depreciation and depletion	145.	0.		
20	Occupancy	16,066.	5,355.		10,711.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 8	146,463.	130,054.		12,268.
24	Total operating and administrative expenses. Add lines 13 through 23	269,798.	170,157.		70,622.
25	Contributions, gifts, grants paid	771,181.			707,288.
26	Total expenses and disbursements. Add lines 24 and 25	1,040,979.	170,157.		777,910.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,115,432.			
b	Net investment income (if negative, enter -0-)		1,852,402.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	239,142.	103,720.	103,720.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,453.	1,453.	1,453.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	13,608,254.	14,505,730.	14,505,730.
	14 Land, buildings, and equipment: basis ▶ 24,540.			
	Less: accumulated depreciation STMT 11 ▶ 24,046.	639.	494.	494.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	13,849,488.	14,611,397.	14,611,397.
	17 Accounts payable and accrued expenses	4,835.	10,220.	
	18 Grants payable	577,665.	641,558.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	582,500.	651,778.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	13,266,988.	13,959,619.	
	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			
	30 Total net assets or fund balances	13,266,988.	13,959,619.	
	31 Total liabilities and net assets/fund balances	13,849,488.	14,611,397.	

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	13,266,988.
2 Enter amount from Part I, line 27a	2	1,115,432.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,382,420.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/(LOSS) ON INVESTMENTS	5	422,801.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,959,619.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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 2,721,886.		953,454.	1,768,432.

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			1,768,432.

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	1,768,432.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	739,722.	14,556,130.	.050819
2009	665,808.	13,159,151.	.050597
2008	560,240.	11,392,883.	.049175
2007	789,052.	15,887,557.	.049665
2006	806,700.	16,311,671.	.049455

2 Total of line 1, column (d)	2	.249711
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	.049942
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,007,187.
5 Multiply line 4 by line 3	5	699,547.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,524.
7 Add lines 5 and 6	7	718,071.
8 Enter qualifying distributions from Part XII, line 4	8	777,910.

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	18,524.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	18,524.
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	18,524.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,280.	
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	8,280.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	15.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	10,259.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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	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		X
10 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? Website address ► WWW.THOMASWBRIGGSFOUNDATION.COM	13	X	
14	The books are in care of ► JO ANNE TILLEY Telephone no. ► 901-680-0276 Located at ► 6075 POPLAR AVENUE, SUITE 330, MEMPHIS, TN ZIP+4 ► 38119			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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 ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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? ☐ Yes ☒ No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?

☐ 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 ☒ Nob 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)?
Organizations relying on a current notice regarding disaster assistance check hereN/A
☐

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		46,400.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A**Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,073,870.
b	Average of monthly cash balances	1b	146,624.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,220,494.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,220,494.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	213,307.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,007,187.
6	Minimum investment return. Enter 5% of line 5	6	700,359.

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	700,359.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18,524.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18,524.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	681,835.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	681,835.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	681,835.

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	777,910.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	777,910.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	18,524.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	759,386.

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.

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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				681,835.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	10,448.			
b From 2007	14,266.			
c From 2008				
d From 2009	8,030.			
e From 2010	28,411.			
f Total of lines 3a through e	61,155.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 777,910.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				681,835.
e Remaining amount distributed out of corpus	96,075.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	157,230.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	10,448.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	146,782.			
10 Analysis of line 9:				
a Excess from 2007	14,266.			
b Excess from 2008				
c Excess from 2009	8,030.			
d Excess from 2010	28,411.			
e Excess from 2011	96,075.			

N/A

- 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

10

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
AGAPE N/A	NONE	PUBLIC	PROGRAM SUPPORT	5,000.
ALLIANCE FOR NONPROFIT EXCELLENCE N/A	NONE	PUBLIC	PROGRAM SUPPORT	3,500.
BALLET MEMPHIS N/A	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
CASA N/A	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
CHRIST COMMUNITY MINISTRIES N/A	NONE	PUBLIC	PROGRAM SUPPORT	9,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				707,288.
b Approved for future payment				
AGAPE N/A	NONE	PUBLIC	PROGRAM SUPPORT	5,000.
ALLIANCE FOR NONPROFIT EXCELLENCE N/A	NONE	PUBLIC	PROGRAM SUPPORT	3,500.
COMMUNITY SERVICE AWARD N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				641,558.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

CAROL A. JOHNSON
BISHOP

Preparer's signature

CAROL A. JOHNSON

Date

12/11/12

Check ☐ if
self-employed

PTIN

P00196655

Firm's name ► **DIXON HUGHES GOODMAN LLP**

Firm's EIN ► 56-0747981

Firm's address ▶ 999 S. SHADY GROVE RD, STE 400
MEMPHIS, TN 38120

Phone no. (901) 761-3000

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

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

OMB No 1545-0047

2011

Name of the organization

Employer identification number

THOMAS W. BRIGGS FOUNDATION, INC.

62-6039986

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

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

☐

501(c)(3) taxable private foundation

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization	Employer identification number
THOMAS W. BRIGGS FOUNDATION, INC.	62-6039986

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS W BRIGGS RESIDUARY TRUST P O BOX 357 MEMPHIS, TN 38150	\$ 133,852.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THOMAS W. BRIGGS FOUNDATION, INC.**62-6039986****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THOMAS W. BRIGGS FOUNDATION, INC.**62-6039986**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHURCH HEALTH CENTER N/A	NONE	PUBLIC	PROGRAM SUPPORT	8,000.
COMMUNITY SERVICE AWARD N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
DIXON GALLERY AND GARDENS N/A	NONE	PUBLIC	PROGRAM SUPPORT	21,500.
ELMWOOD CEMETERY N/A	NONE	PUBLIC	PROGRAM SUPPORT	5,000.
MEMPHIS ACADEMY OF SCIENCE & ENGINEERING N/A	NONE	PUBLIC	PROGRAM SUPPORT	5,000.
MEMPHIS BROOKS MUSEUM OF ART N/A	NONE	PUBLIC	PROGRAM SUPPORT	8,350.
MEMPHIS COLLEGE OF ART N/A	NONE	PUBLIC	PROGRAM SUPPORT	17,333.
MEMPHIS FOOD BANK N/A	NONE	PUBLIC	PROGRAM SUPPORT	8,500.
MEMPHIS SYMPHONY ORCHESTRA N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
MEMPHIS ZOO N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
Total from continuation sheets				669,788.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MIFA N/A	NONE	PUBLIC	PROGRAM SUPPORT	8,500.
NEIGHBORHOOD CHRISTIAN CENTER N/A	NONE	PUBLIC	PROGRAM SUPPORT	31,000.
RHODES COLLEGE N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
STREETS MINISTRIES N/A	NONE	PUBLIC	PROGRAM SUPPORT	30,000.
TEACH FOR AMERICA N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
THE CHILDREN'S MUSEUM N/A	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
THE NEIGHBORHOOD SCHOOL N/A	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
UNIVERSITY OF MEMPHIS TEACHER AWARDS N/A	NONE	PUBLIC	PROGRAM SUPPORT	15,000.
VISIBLE MUSIC COLLEGE N/A	NONE	PUBLIC	PROGRAM SUPPORT	500.
WKNO N/A	NONE	PUBLIC	PROGRAM SUPPORT	11,500.
Total from continuation sheets				

Part XV **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
YWCA N/A	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
YOUNG LIFE N/A	NONE	PUBLIC	PROGRAM SUPPORT	6,000.
YOUTH STRIVING FOR EXCELLENCE N/A	NONE	PUBLIC	PROGRAM SUPPORT	5,000.
YOUTH VILLAGES N/A	NONE	PUBLIC	PROGRAM SUPPORT	6,000.
BRIDGES N/A	NONE	PUBLIC	PROGRAM SUPPORT	20,000.
CIRCUIT PLAYHOUSE N/A	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
EMMANUEL EPISCOPAL CENTER N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
EXCHANGE CLUB FAMILY CENTER N/A	NONE	PUBLIC	PROGRAM SUPPORT	5,000.
FACING HISTORY AND OURSELVES N/A	NONE	PUBLIC	PROGRAM SUPPORT	2,500.
GIRL'S, INC. N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GIRL SCOUTS N/A	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
JIFF N/A	NONE	PUBLIC	PROGRAM SUPPORT	33,000.
MOST N/A	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
NEW BALLET ENSEMBLE SCHOOL N/A	NONE	PUBLIC	PROGRAM SUPPORT	10,855.
NEW LEADERS FOR NEW SCHOOLS N/A	NONE	PUBLIC	PROGRAM SUPPORT	35,000.
OPERA MEMPHIS N/A	NONE	PUBLIC	PROGRAM SUPPORT	2,500.
OVERTON PARK CONSERVANCY N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
PINK PALACE N/A	NONE	PUBLIC	PROGRAM SUPPORT	15,000.
RISE FOUNDATION N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
SHELBY RESIDENTIAL & VOCATIONAL SERVICES N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Grants and Contributions Fund During the Year (Continued)		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
Recipient	Name and address (home or business)				
	SPECIAL KIDS & FAMILIES N/A	NONE	PUBLIC	PROGRAM SUPPORT	30,000.
	TENNESSEE SHAKESPEARE CO. N/A	NONE	PUBLIC	PROGRAM SUPPORT	18,000.
	MEMPHIS BOTANIC GARDENS N/A	NONE	PUBLIC	PROGRAM SUPPORT	500.
	MEMPHIS GRANTMAKING N/A	NONE	PUBLIC	PROGRAM SUPPORT	250.
Total from continuation sheets					

Part XV **Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

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
DISCRETIONARY FUNDS N/A	NONE	PUBLIC	PROGRAM SUPPORT	2,000.
DIXON GALLERY AND GARDENS N/A	NONE	PUBLIC	PROGRAM SUPPORT	40,000.
LESS DISCOUNT AMOUNT TO NET PRESENT VALUE N/A		PUBLIC		<15,442.>
MEMPHIS FOOD BANK N/A	NONE	PUBLIC	PROGRAM SUPPORT	8,500.
MEMPHIS ZOO N/A	NONE	PUBLIC	PROGRAM SUPPORT	125,000.
MIFA N/A	NONE	PUBLIC	PROGRAM SUPPORT	8,500.
NEIGHBORHOOD CHRISTIAN CENTER N/A	NONE	PUBLIC	PROGRAM SUPPORT	91,000.
STREETS MINISTRIES N/A	NONE	PUBLIC	PROGRAM SUPPORT	28,500.
UNIVERSITY OF MEMPHIS TEACHER AWARDS N/A	NONE	PUBLIC	PROGRAM SUPPORT	15,000.
WKNO N/A	NONE	PUBLIC	PROGRAM SUPPORT	11,000.
Total from continuation sheets				608,058.

Part XV **Supplementary Information****3 Grants and Contributions Approved for Future Payment (Continuation)**

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
YOUNG LIFE N/A	NONE	PUBLIC	PROGRAM SUPPORT	6,000.
YOUTH VILLAGES N/A	NONE	PUBLIC	PROGRAM SUPPORT	6,000.
CIRCUIT PLAYHOUSE N/A	NONE	PUBLIC	PROGRAM SUPPORT	40,000.
JIFF N/A	NONE	PUBLIC	PROGRAM SUPPORT	67,000.
OVERTON PARK CONSERVANCY N/A	NONE	PUBLIC	PROGRAM SUPPORT	100,000.
RIDE FOUNDATION N/A	NONE	PUBLIC	PROGRAM SUPPORT	50,000.
SHELBY RESIDENTIAL & VOCATIONAL SERVICES N/A	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
Total from continuation sheets				

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	PIMCO ST FUND SOLD 5117.582 SHS	P		10/31/11
b	PIMCO ST FUND LTCG REINV	P		12/07/11
c	PIMCO ST FUND STCG REINV	P		12/07/11
d	FROM K-1'S	P		
e	FROM K-1'S	P		
f	GT SEC 1256	P		
g	MIDLAND SEC 1256	P		
h	HIGHLAND	P		
i	LONG LEAF SMALL CAP LTCGD	P		11/08/11
j	LONG LEAF TRUST LTCGD	P		11/08/11
k	TIFF SOLD 585.265 SHS	P		12/31/11
l	LONGLEAF PTRS SOLD 3415.84 SHS	P		04/17/12
m	GT EMERGING SEC 1256	P		
n	ADJ	P		
o	HIGHLAND	P		

(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 50,050.		50,612.	<562.>
b 1,677.			1,677.
c 3,475.			3,475.
d 97,536.			97,536.
e 440,803.	0.		440,803.
f		186.	<186.>
g 108.			108.
h 98.			98.
i 28,964.			28,964.
j 17,571.			17,571.
k 1,981,198.		817,929.	1,163,269.
l 100,050.		83,540.	16,510.
m		278.	<278.>
n 356.			356.
o		909.	<909.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<562.>
b			1,677.
c			3,475.
d			97,536.
e			440,803.
f			<186.>
g			108.
h			98.
i			28,964.
j			17,571.
k			1,163,269.
l			16,510.
m			<278.>
n			356.
o			<909.>

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	1,768,432.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE & FIXTURES	VARIOUS	200DB	7.00	HY16		24,540.				24,540.	23,901.		145.	24,046.
	* TOTAL 990-PF PG 1 DEPR						24,540.				24,540.	23,901.		145.	24,046.

125111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

SOURCE	AMOUNT
INVESTMENTS	32,258.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	32,258.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM INVESTMENTS	197,994.	0.	197,994.
TOTAL TO FM 990-PF, PART I, LN 4	197,994.	0.	197,994.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FROM PASS-THROUGH INVESTMENT ACTIVITY	1	<729.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<729.>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU K-1'S	24,604.	24,604.	
TOTAL TO FORM 990-PF, PART I, LINE 11	24,604.	24,604.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDIT - LEGAL AND ACCOUNTING	21,775.	7,258.		14,517.	
TO FORM 990-PF, PG 1, LN 16B	21,775.	7,258.		14,517.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	1,680.	1,680.		0.	
TO FORM 990-PF, PG 1, LN 16C	1,680.	1,680.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	3,290.	1,097.		2,193.	
STATE & FOREIGN TAXES PAID PER K-1S OF PASS-THROUGH ENTITIES	5,528.	0.		0.	
FEDERAL EXCISE TAX	19,205.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	28,023.	1,097.		2,193.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	3,053.	1,018.		2,035.	
INSURANCE	3,898.	1,299.		2,599.	
AWARDS DINNER	9,130.	3,043.		6,087.	
MISCELLANEOUS	450.	150.		300.	
FOUNDATION ACTIVITIES/ PROJECTS	1,870.	623.		1,247.	
OTHER DEDUCTIONS THRU K-1'S	17,029.	17,029.		0.	
INVESTMENT EXPENSES THRU K-1'S	106,892.	106,892.		0.	
NON DEDUCTIBLE THROUGH K-1S	4,141.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	146,463.	130,054.		12,268.	

FOOTNOTES

STATEMENT 9

PAGE 5, PART VII-B QUESTION 1A(4)
COMPENSATION OF OFFICERS AND DIRECTORS

THE FOUNDATION PAID CERTAIN OFFICERS AND DIRECTORS FOR SERVICES RENDERED IN MANAGING THE INVESTMENTS OF THE FOUNDATION, MAINTAINING BOOKS AND RECORDS AND CARRYING OUT THE EXEMPT FUNCTIONS OF THE FOUNDATION. SALARIES, DIRECTORS' FEES AND ADVISORY BOARD FEES WERE PAID AS SHOWN ON ATTACHED SCHEDULE. THE AMOUNTS PAID WERE NOT EXCESSIVE. THEREFORE, THE PAYMENTS ARE NOT AN ACT OF SELF DEALING.

PAGE 10, PART XV, LINE 2B

THE REQUEST MUST BE IN WRITING. THE MATERIAL SUBMITTED MUST INCLUDE A COPY OF THE ORGANIZATION'S TAX EXEMPTION LETTER, A LIST OF BOARD OF DIRECTORS, SOURCES OF FUNDING, THE HISTORY AND GOALS OF THE ORGANIZATION, FINANCIAL STATEMENTS, CURRENT OPERATING BUDGET AND THE SPECIFIC PURPOSE FOR WHICH THE GRANT WILL BE USED.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GT EMERGING MARKETS	FMV	1,073,823.	1,073,823.
GT OFFSHORE FUND LTD.	FMV	4,139,154.	4,139,154.
GT REAL PROPERTY IV	FMV	384,506.	384,506.
HIGHLAND CAPITAL MGMT	FMV	614,292.	614,292.
MIDLAND INTERNATIONAL PARTNERS FUND	FMV	1,913,125.	1,913,125.
MIDLAND US FUND	FMV	1,596,652.	1,596,652.
MUTUAL FUNDS	FMV	1,212,009.	1,212,009.
PALLADIAN PARTNERS V, LLC	FMV	833,537.	833,537.
PALLADIAN PARTNERS IV, LLC	FMV	496,689.	496,689.
PIMCO SHORT TERM FUND	FMV	595,969.	595,969.
PIMCO TOTAL RETURN	FMV	952,307.	952,307.
RREEF AMERICA II	FMV	643,055.	643,055.
TIFF ABSOLUTE RETURN	FMV	0.	0.
PALLADIAN PARTNERS VII, LLC	FMV	50,612.	50,612.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,505,730.	14,505,730.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	24,540.	24,046.	494.
TOTAL TO FM 990-PF, PART II, LN 14	24,540.	24,046.	494.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
V. LYNN EVANS 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	DIRECTOR 1.00	400.	0.	0.
BERNICE H. HUSSEY 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	DIRECTOR 1.00	200.	0.	0.
JO ANNE TILLEY 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	EXECUTIVE DIRECTOR/SECTY 30.00	43,000.	0.	0.
JAMES D. WITHERINGTON, JR. 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	CHAIRMAN/DIRECTOR 1.00	400.	0.	0.
STEPHEN H. RHEA, JR. 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	PRESIDENT/DIRECTOR 1.00	200.	0.	0.
GWEN P. OWEN 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	VICE PRESIDENT/DIRECTOR 1.00	200.	0.	0.
HUNTER WITHERINGTON 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	TREASURER/DIRECTOR 1.00	400.	0.	0.
KATHLEEN D BLAIR 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	DIRECTOR 1.00	400.	0.	0.
LAWRENCE JENSON 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	DIRECTOR 1.00	400.	0.	0.
DR. KENNETH S. ROBINSON 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	DIRECTOR 1.00	400.	0.	0.
SPENCE WILSON 6075 POPLAR AVE # 330 MEMPHIS, TN 38119	DIRECTOR 1.00	200.	0.	0.

THOMAS W. BRIGGS FOUNDATION, INC.

62-6039986

DOUGLAS EDWARDS	ADVISORY DIRECTOR			
6075 POPLAR AVE # 330	1.00	200.	0.	0.
MEMPHIS, TN 38119				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		46,400.	0.	0.