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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation PLOUGH FOUNDATION		A Employer identification number 23-7175983	
Number and street (or P O box number if mail is not delivered to street address) 62 NORTH MAIN STREET NO 201		Room/suite 	
City or town, state, and ZIP code MEMPHIS, TN 38103		B Telephone number (see instructions) (901) 521-2779	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 112,125,038		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 ☐	
J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) <u>MODIFIED CASH</u> (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)	237,649		
	2	Check ☐ if the foundation is not required to attach Sch B			
	3	Interest on savings and temporary cash investments	1,027,905	1,027,905	
	4	Dividends and interest from securities.	1,872,376	1,872,376	
	5a	Gross rents			
	b	Net rental income or (loss) _____			
	6a	Net gain or (loss) from sale of assets not on line 10	5,481,807		
	b	Gross sales price for all assets on line 6a _____ 29,514,032			
	7	Capital gain net income (from Part IV , line 2)		5,481,807	
	8	Net short-term capital gain			
	9	Income modifications			
	10a	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)			
	12	Total. Add lines 1 through 11	8,619,737	8,382,088	
	13	Compensation of officers, directors, trustees, etc	270,363	19,519	279,604
	14	Other employee salaries and wages	434,878	17,057	389,061
	15	Pension plans, employee benefits	205,884	8,647	197,237
	16a	Legal fees (attach schedule)	 9,065	1,133	7,932
	b	Accounting fees (attach schedule)	 15,000	15,000	0
	c	Other professional fees (attach schedule)	 588,048	580,880	7,168
	17	Interest			
	18	Taxes (attach schedule) (see instructions)	 80,000	0	0
	19	Depreciation (attach schedule) and depletion	 76,687	3,221	
	20	Occupancy	104,548	4,391	100,157
	21	Travel, conferences, and meetings	37,858	411	37,447
	22	Printing and publications			
	23	Other expenses (attach schedule)	 44,602	1,873	42,729
	24	Total operating and administrative expenses. Add lines 13 through 23	1,866,933	652,132	1,061,335
	25	Contributions, gifts, grants paid	9,499,414		9,499,414
	26	Total expenses and disbursements. Add lines 24 and 25	11,366,347	652,132	10,560,749
	27	Subtract line 26 from line 12			
	a	Excess of revenue over expenses and disbursements	-2,746,610		
	b	Net investment income (if negative, enter -0-)		7,729,956	
	c	Adjusted net income (if negative, enter -0-)			

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	1Cash—non-interest-bearing	35,187	56,557	56,557
	2Savings and temporary cash investments	5,697,003	8,521,815	8,521,815
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges			
	10aInvestments—U S and state government obligations (attach schedule)	5,652,042	 6,832,117	7,267,881
	bInvestments—corporate stock (attach schedule)	70,756,080	 67,139,990	82,852,594
	cInvestments—corporate bonds (attach schedule).	15,932,080	 12,849,494	13,326,213
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans			
	13Investments—other (attach schedule)			
	14Land, buildings, and equipment basis ▶ _____465,950 Less accumulated depreciation (attach schedule) ▶ _____372,472	167,669	 93,478	93,478
Liabilities	15Other assets (describe ▶ _____)	 6,500	 6,500	 6,500
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	98,246,561	95,499,951	112,125,038
	17Accounts payable and accrued expenses	15,318,236	16,428,522	
	18Grants payable			
	19Deferred revenue			
Net Assets or Fund Balances	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)			
	23Total liabilities (add lines 17 through 22)	15,318,236	16,428,522	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted			
	25Temporarily restricted			
	26Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds	141,886,994	141,886,994	
	28Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29Retained earnings, accumulated income, endowment, or other funds	-58,958,669	-62,815,565	
	30Total net assets or fund balances (see page 17 of the instructions)	82,928,325	79,071,429	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	98,246,561	95,499,951	

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	82,928,325
2	Enter amount from Part I, line 27a	2	-2,746,610
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	80,181,715
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	1,110,286
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	79,071,429

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 Additional Data Table				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	5,481,807
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	8,460,692	115,113,383	0 073499
2010	11,428,927	115,322,160	0 099104
2009	11,540,668	106,694,935	0 108165
2008	13,115,129	135,439,230	0 096834
2007	11,888,896	173,347,200	0 068584

2 Total of line 1, column (d).	2	0 446186
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 089237
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	110,782,853
5 Multiply line 4 by line 3.	5	9,885,929
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	77,300
7 Add lines 5 and 6.	7	9,963,229
8 Enter qualifying distributions from Part XII, line 4.	8	10,560,749

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	77,300
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	77,300
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	77,300
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	91,751	
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	91,751
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	19
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	14,432
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 14,432	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶ROBERT WALLACE Telephone no ▶(901) 521-2779 Located at ▶62 N MAIN STREET SUITE 201 MEMPHIS TN ZIP +4 ▶38103			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

YesNo

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?

YesNo

b

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

6b

No

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

7a

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

YesNo

b

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

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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
BARBARA JACOBS	PROGRAM DIRECTOR	147,819	25,423	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103	40 00			
ROBERT WALLACE	CHIEF FINANCIAL	108,438	29,947	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103	OFFI 40 00			
JOANN CHRISTIAN	EXECUTIVE	111,666	20,118	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103	ASSISTANT 40 00			
KATIE MIDGLEY	PROGRAM	66,955	26,768	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103	ASSOCIATE 40 00			
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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HIGHLAND CAPITAL MANAGEMENT CORP	INVESTMENT ADVISORS	383,330
6077 PRIMACY PARKWAY STE 228 MEMPHIS,TN 38119		
SOUTHEASTERN ASSET MANAGEMENT	INVESTMENT ADVISORS	197,236
6410 POPLAR AVENUE STE 900 MEMPHIS,TN 38119		
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	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

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	104,568,898
b	Average of monthly cash balances.	1b	7,801,026
c	Fair market value of all other assets (see instructions).	1c	99,978
d	Total (add lines 1a, b, and c).	1d	112,469,902
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	112,469,902
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,687,049
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	110,782,853
6	Minimum investment return. Enter 5% of line 5.	6	5,539,143

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	5,539,143
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	77,300
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	77,300
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	5,461,843
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,461,843
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	5,461,843

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	10,560,749
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	10,560,749
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	77,300
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	10,483,449
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				5,461,843
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	3,528,780			
b From 2008.	6,401,967			
c From 2009.	6,306,453			
d From 2010.	5,758,883			
e From 2011.	2,427,593			
f Total of lines 3a through e.	24,423,676			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 10,560,749				
a Applied to 2011, 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 2012 distributable amount.				5,461,843
e Remaining amount distributed out of corpus	5,098,906			
5 Excess distributions carryover applied to 2012 (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	29,522,582			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	3,528,780			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	25,993,802			
10 Analysis of line 9				
a Excess from 2008. . . .	6,401,967			
b Excess from 2009. . . .	6,306,453			
c Excess from 2010. . . .	5,758,883			
d Excess from 2011. . . .	2,427,593			
e Excess from 2012. . . .	5,098,906			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

See Additional Data Table

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

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 or e-mail of the person to whom applications should be addressed

ROBERT WALLACE
62 N MAIN STREET SUITE 201
MEMPHIS,TN 38103
(901) 521-2779

b

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

THREE PAGE LETTER EXPLAINING THE PROJECT AND HOW FUNDS WILL BE USED FULL APPLICATION BY INVITATION

c

Any submission deadlines

A CONCEPT LETTER IS DUE BY JANUARY 2, APRIL 1, JULY 1, OR OCTOBER 1

d

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

GRANTS PRIMARILY IN MEMPHIS/SHELBY COUNTY NO GRANTS TO INDIVIDUALS

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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 or fiduciary) is based on all information of which preparer has any knowledge

*****	2013-05-09	*****
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	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00235829
	STEPHANIE L LIVINGSTON CPA	STEPHANIE L LIVINGSTON CPA			
	Firm's name ☐	CANNON WRIGHT BLOUNT PLLC		Firm's EIN ☐ 62-1657946	
		756 RIDGE LAKE BLVD SUITE 100			
Firm's address ☐	MEMPHIS, TN 381209420		Phone no (901) 685-7500		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
STOCK - LONG TERM	P		
STOCK - SHORT TERM	P		
INTERNATIONAL INVESTMENTS	P		
GOVERNMENT BONDS	P		
CORPORATE BONDS - LONG TERM	P		
CORPORATE BONDS - SHORT TERM	P		
MORTGAGE OBLIGATIONS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,322,374		14,015,580	5,306,794
1,813,886		1,354,532	459,354
563,337		617,881	-54,544
20,000		20,000	0
4,825,390		4,948,728	-123,338
2,968,636		3,075,101	-106,465
409		403	6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,306,794
			459,354
			-54,544
			0
			-123,338
			-106,465
			6

Form 990PF Part VIII Line 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
DIANE RUDNER	CHAIRMAN/TRUSTEE 10 00	0	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
EUGENE CALLAHAN	TRUSTEE 1 00	0	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
JAMES SPRINGFIELD	TRUSTEE 1 00	3,000	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
JOCELYN RUDNER	TRUSTEE 5 00	0	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
JOHNNY MOORE	TRUSTEE 1 00	4,000	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
PATRICIA BURNHAM	TRUSTEE 1 00	0	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
PETER PETTIT	TRUSTEE 1 00	4,000	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
SCOTT MCCORMICK	EXECUTIVE DIRECTOR 40 00	218,922	53,488	7,495
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
SHARON EISENBERG	TRUSTEE 1 00	0	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
STEVE WISHNIA	TRUSTEE 1 00	4,000	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
SUNTRUST BANK	TRUSTEE 1 00	33,441	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
ROGER KNOX	TRUSTEE 1 00	3,000	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				

Form 990PF Part XV Line 1a - 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).

DIANE RUDNER
JOCELYN RUDNER
PATRICIA BURNHAM
SHARON EISENBERG

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ALLIANCE FOR NONPROFIT EXCELLENCE 5100 POPLAR AVE 502 MEMPHIS,TN 38137	NONE	PUBLIC	PROGRAM SUPPORT	65,000
AMERICAN RED CROSSMID-SOUTH CHAPTER (EMERGENCY SERVICES) 1400 CENTRAL AVE MEMPHIS,TN 38104	NONE	PUBLIC	EQUIPMENT	150,000
ARTSMEMPHIS 119 SOUTH MAIN STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	200,000
BALLET MEMPHIS 7950 TRINITY ROAD MEMPHIS,TN 38018	NONE	PUBLIC	CONSTRUCTION PROJECT	370,000
BAPTIST MEMORIAL HEALTH CARE FOUNDATION 350 N HUMPHREYS BLVD MEMPHIS,TN 38120	NONE	PUBLIC	CONSTRUCTION PROJECT	100,000
BOY SCOUTS OF AMERICACHICKASAW COUNCIL 171 SOUTH HOLLYWOOD MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	55,000
COMMUNITY ALLIANCE FOR THE HOMELESS INC 44 N SECOND ST STE 302 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	60,000
COMMUNITY LIFT (NEIGHBORHOOD NEEDS PROGRAM) 17 WEST PONTOTOC AVE STE 200 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	50,000
CORDOVA COMMUNITY CENTER (RENOVATE FACILITY) 1017 N SANGA RD CORDOVA,TN 38018	NONE	PUBLIC	CONSTRUCTION PROJECT	5,000
DIXON GALLERY AND GARDENS 4339 PARK AVE MEMPHIS,TN 38117	NONE	PUBLIC	GENERAL/OPERATING SUPPORT	50,000
EXCHANGE CLUB FAMILY CENTER OF THE MID-SOUTH INC 2180 UNION AVENUE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	120,000
FACING HISTORY AND OURSELVES 650 E PARKWAY S MEMPHIS,TN 38104	NONE	PUBLIC	ENDOWMENT FUND	133,000
FAMILY SAFETY CENTER 600 JEFFERSON AVE STE 200 MEMPHIS,TN 38105	NONE	PUBLIC	PROGRAM SUPPORT	350,000
GIRL SCOUTS HEART OF THE SOUTH PO BOX 240246 MEMPHIS,TN 38124	NONE	PUBLIC	PROGRAM SUPPORT	25,000
GIRLS INCORPORATED OF MEMPHIS 2670 UNION AVE STE 606 MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	100,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
GRANTMAKERS FOR CHILDREN YOUTH & FAMILIES 8757 GEORGIA AVE 540 SILVER SPRING,MD 20910	NONE	PUBLIC	MEMBERSHIP DUES	1,000
GRANTMAKERS IN AGING 7333 PARAGON ROAD 220 DAYTON,OH 45459	NONE	PUBLIC	MEMBERSHIP DUES	700
HEALTHY MEMPHIS COMMON TABLE 6027 WALNUT GROVE RD STE 215 MEMPHIS,TN 38120	NONE	PUBLIC	PROGRAM SUPPORT	10,000
HOPE HOUSE DAY CARE INC 23 S IDLEWILD STREET MEMPHIS,TN 38104	NONE	PUBLIC	ENDOWMENT FUND	145,190
ITNMEMPHIS 561 SOUTH PRESCOTT MEMPHIS,TN 38111	NONE	PUBLIC	PROGRAM SUPPORT	25,000
KNOWLEDGE QUEST INC (KIDS ZONE) 590 JENNETTE PL MEMPHIS,TN 38126	NONE	PUBLIC	PROGRAM SUPPORT	125,000
LEADERSHIP ACADEMY 22 N FRONT STREET 160 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	50,000
LEADERSHIP MEMPHIS 119 SOUTH MAIN STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	495,000
LITERACY MID-SOUTH 902 SOUTH COOPER ST MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	75,000
MAKE A DIFFERENCE 3003 AIRWAYS BLVD BLDG 6 STE 603 MEMPHIS,TN 38114	NONE	PUBLIC	PROGRAM SUPPORT	75,000
MEDICAL EDUCATION AND RESEARCH INSTITUTE 44 SOUTH CLEVELAND STREET MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	14,875
MEMPHIS BIOWORKS 20 DUDLEY STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	100,000
MEMPHIS CITY SCHOOLS FOUNDATION 2597 AVERY AVENUE MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	500,000
MEMPHIS GOODWILL 6899 STAGE ROAD MEMPHIS,TN 38133	NONE	PUBLIC	PROGRAM SUPPORT	75,000
MEMPHIS GRANTMAKERS FORUM 123 MCCORD HALL MEMPHIS,TN 38152	NONE	PUBLIC	PROGRAM SUPPORT	2,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MEMPHIS JEWISH COMMUNITY CENTER 6560 POPLAR AVE MEMPHIS,TN 38138	NONE	PUBLIC	PROGRAM SUPPORT	50,000
MEMPHIS JEWISH FEDERATION 6560 POPLAR AVE B GERMANTOWN,TN 38138	NONE	PUBLIC	ANNUAL CAMPAIGN	450,000
MEMPHIS JEWISH HOME 36 BAZEBERRY ROAD CORDOVA,TN 38018	NONE	PUBLIC	EQUIPMENT	131,400
MEMPHIS LIBRARY FOUNDATION 3030 POPLAR AVE MEMPHIS,TN 38111	NONE	PUBLIC	TRANSPORTATION	314,800
MEMPHIS ORAL SCHOOL FOR THE DEAF 7901 POPLAR AVE GERMANTOWN,TN 38138	NONE	PUBLIC	EQUIPMENT	22,000
MEMPHIS ORCHESTRAL SOCIETY 585 S MENDENHALL ROAD MEMPHIS,TN 38117	NONE	PUBLIC	PROGRAM SUPPORT	125,000
MEMPHIS SHELBY CRIME COMMISSION 119 S MAIN ST STE 450 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	75,000
MEMPHIS TOMORROW 17 W PONTOTOC AVE STE 100 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	192,126
MEMPHIS URBAN LEAGUE 413 NORTH CLEVAND STREET MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	59,238
MEMPHIS ZOO 2000 PRENTISS PL MEMPHIS,TN 38112	NONE	PUBLIC	CONSTRUCTION PROJECT	770,000
METHODIST HEALTHCARE FOUNDATION 1211 UNION AVE STE600 MEMPHIS,TN 38104	NONE	PUBLIC	ENDOWMENT FUND	500,000
MID-SOUTH MINORITY COUNCIL TADP INC 158 MADISON AVE MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	50,000
NATIONAL ASSN TO PROTECT CHILDREN POB 27451 KNOXVILLE,TN 37927	NONE	PUBLIC	PROGRAM SUPPORT	65,000
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY ST MEMPHIS,TN 38103	NONE	PUBLIC	CONSTRUCTION PROJECT	100,000
NATURE CONSERVANCY OF TN 2021 21ST AVE SOUTH STE C-400 NASHVILLE,TN 37212	NONE	PUBLIC	PROGRAM SUPPORT	50,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
OVERTON PARK CONSERVANCY 1719 HARBERT AVE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	450,000
RHODES COLLEGE 2000 N PARKWAY MEMPHIS,TN 38112	NONE	PUBLIC	GENERAL/OPERATING SUPPORT	250,000
RISE FOUNDATION 2650 THOUSAND OAKS BLVD STE 2400 MEMPHIS,TN 38118	NONE	PUBLIC	PROGRAM SUPPORT	8,000
RONALD MCDONALD HOUSE 535 ALABAMA AVE MEMPHIS,TN 38105	NONE	PUBLIC	CONSTRUCTION PROJECT	37,585
SOULSVILLE FOUNDATION 926 E MCLEMORE AVE MEMPHIS,TN 38106	NONE	PUBLIC	PROGRAM SUPPORT	75,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PIZ SE ATLANTA,GA 30303	NONE	PUBLIC	PROGRAM SUPPORT	8,000
SOUTHERN COLLEGE OF OPTOMETRY 1245 MADISON AVENUE MEMPHIS,TN 38104	NONE	PUBLIC	CONSTRUCTION PROJECT	100,000
SPECIAL OLYMPICS GREATER MEMPHIS 1355 LYNNFIELD RD MEMPHIS,TN 38119	NONE	PUBLIC	PROGRAM SUPPORT	15,000
STREETS MINISTRIES INC 430 VANCE AVENUE MEMPHIS,TN 38126	NONE	PUBLIC	CONSTRUCTION PROJECT	250,000
TENNESSEE WILDLIFE FEDERATION 300 ORLANDO AVE 200 NASHVILLE,TN 37209	NONE	PUBLIC	PROGRAM SUPPORT	18,000
TISSUE BANK INTERNATIONAL 815 PARK AVE BALTIMORE,MD 21201	NONE	PUBLIC	PROGRAM SUPPORT	125,000
UNIVERSITY OF MEMPHIS FOUNDATION - SCHOOL OF PUBLIC HEALTH PO BOX 1000 MEMPHIS,TN 381480001	NONE	PUBLIC	PROGRAM SUPPORT	230,000
URJ HENRY S JACOBS CAMP 3683 MORRISON RD UTICA,MS 39175	NONE	PUBLIC	CONSTRUCTION PROJECT	200,000
UT HEALTH SCIENCE CENTER 920 MADISON AVE MEMPHIS,TN 38163	NONE	PUBLIC	CONSTRUCTION PROJECT	1,125,000
VISITING NURSE SERVICE OF NEW YORK 1250 BROADWAY NEW YORK,NY 10001	NONE	PUBLIC	AGING SURVEY	66,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WOLF RIVER CONSERVANCY INC 3100 WALNUT GROVE RD MEMPHIS,TN 38111	NONE	PUBLIC	PROGRAM SUPPORT	60,000
Total  3a				9,499,414

Form 990PF Part XV Line 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)				
b <i>Approved for future payment</i>				
COMMUNITY ALLIANCE FOR THE HOMELESS INC44 N SECOND ST STE 302 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	60,000
DIXON GALLERY AND GARDENS 4339 PARK AVE MEMPHIS,TN 38117	NONE	PUBLIC	GENERAL/OPERATING SUPPORT	100,000
EXCHANGE CLUB FAMILY CENTER OF THE MID-SOUTH INC2180 UNION AVENUE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	80,000
FACING HISTORY AND OURSELVES650 E PARKWAY S MEMPHIS,TN 38104	NONE	PUBLIC	ENDOWMWNT FUND	133,000
FAMILY SAFETY CENTER600 JEFFERSON AVE STE 200 MEMPHIS,TN 38105	NONE	PUBLIC	PROGRAM SUPPORT	300,000
FIRE MUSEUM OF MEMPHIS118 ADAMS AVENUE MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	250,000
GIRLS INCORPORATED OF MEMPHIS2670 UNION AVE STE 606 MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	100,000
GRANTMAKERS FOR CHILDREN YOUTH & FAMILIES8757 GEORGIA AVE 540 SILVER SPRING,MD 20910	NONE	PUBLIC	MEMBERSHIP DUES	500
HATTILOO THEATRE656 MARSHALL AVENUE MEMPHIS,TN 38103	NONE	PUBLIC	CAPITAL CAMPAIGN	250,000
KNOWLEDGE QUEST INC (KIDS ZONE)590 JENNETTE PL MEMPHIS,TN 38126	NONE	PUBLIC	PROGRAM SUPPORT	125,000
LAND TRUST FOR TENNESSEEPO BOX 23473 NASHVILLE,TN 37202	NONE	PUBLIC	CAPITAL CAMPAIGN	200,000
LEADERSHIP ACADEMY22 N FRONT STREET 160 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	225,000
LEADERSHIP MEMPHIS119 SOUTH MAIN STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	1,248,000
LITERACY MID-SOUTH902 SOUTH COOPER ST MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	50,000
MAKE A DIFFERENCE3003 AIRWAYS BLVD BLDG 6 STE 603 MEMPHIS,TN 38114	NONE	PUBLIC	PROGRAM SUPPORT	175,000
MEDICAL EDUCATION AND RESEARCH INSTITUTE44 SOUTH CLEVELAND STREET MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	109,158
MEMPHIS BOTANIC GARDEN FOUNDATION INC750 CHERRY RD MEMPHIS,TN 38117	NONE	PUBLIC	CAPITAL CAMPAIGN	350,000
MEMPHIS CHILD ADVOCACY CENTER1085 POPLAR AVE MEMPHIS,TN 38105	NONE	PUBLIC	CAPITAL CAMPAIGN	224,000
MEMPHIS CITY SCHOOLS FOUNDATION2597 AVERY AVENUE MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	1,750,000
MEMPHIS COLLEGE OF ART1930 POPLAR AVE MEMPHIS,TN 38104	NONE	PUBLIC	CONSTRUCTION PROJECT	730,000
MEMPHIS JEWISH FEDERATION 6560 POPLAR AVE B GERMANTOWN,TN 38138	NONE	PUBLIC	ANNUAL CAMPAIGN	450,000
MEMPHIS JEWISH HOUSING DEVELOPMENT CORP PLOUGH TWR6580 POPLAR AVE GERMANTOWN,TN 38138	NONE	PUBLIC	TRANSPORTATION	6,864
MEMPHIS MUSEUMS INC3050 CENTRAL AVE MEMPHIS,TN 38111	NONE	PUBLIC	CONSTRUCTION PROJECT	500,000
MEMPHIS SHELBY CRIME COMMISSION119 S MAIN ST STE 450 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	375,000
MEMPHIS ZOO2000 PRENTISS PL MEMPHIS,TN 38112	NONE	PUBLIC	CONSTRUCTION PROJECT	750,000
METHODIST HEALTHCARE FOUNDATION1211 UNION AVE STE600 MEMPHIS,TN 38104	NONE	PUBLIC	ENDOWMENT FUND	500,000
MID-SOUTH MINORITY COUNCIL TADP INC158 MADISON AVE MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	50,000
NATIONAL ASSN TO PROTECT CHILDRENPOB 27451 KNOXVILLE,TN 37927	NONE	PUBLIC	PROGRAM SUPPORT	195,000
NATIONAL CIVIL RIGHTS MUSEUM450 MULBERRY ST MEMPHIS,TN 38103	NONE	PUBLIC	CONSTRUCTION PROJECT	200,000
ORPHEUM THEATRE203 S MAIN ST MEMPHIS,TN 38103	NONE	PUBLIC	CONSTRUCTION PROJECT	1,000,000

Form 990PF Part XV Line 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)				
b <i>Approved for future payment</i>				
OVERTON PARK CONSERVANCY 1719 HARBERT AVE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	1,050,000
RISE FOUNDATION2650 THOUSAND OAKS BLVD STE 2400 MEMPHIS,TN 38118	NONE	PUBLIC	PROGRAM SUPPORT	8,000
SOULSVILLE FOUNDATION926 E MCLEMORE AVE MEMPHIS,TN 38106	NONE	PUBLIC	PROGRAM SUPPORT	75,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS50 HURT PIZ SE ATLANTA,GA 30303	NONE	PUBLIC	PROGRAM SUPPORT	8,000
SOUTHERN COLLEGE OF OPTOMETRY1245 MADISON AVENUE MEMPHIS,TN 38104	NONE	PUBLIC	CONSTRUCTION PROJECT	200,000
SOUTHWEST TENNESSEE COMMUNITY COLLEGE5983 MACON COVE MEMPHIS,TN 38134	NONE	PUBLIC	CONSTRUCTION PROJECT	750,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL262 DANNY THOMAS PLACE MEMPHIS,TN 38105	NONE	PUBLIC	CONSTRUCTION PROJECT	500,000
TEMPLE ISRAEL1376 E MASSEY RD MEMPHIS,TN 38120	NONE	PUBLIC	PROGRAM SUPPORT	30,000
THE WORKS INC1471 GENESIS CIRCLE MEMPHIS,TN 38106	NONE	PUBLIC	CONSTRUCTION PROJECT	125,000
UNIVERSITY OF MEMPHIS FOUNDATION - SCHOOL OF PUBLIC HEALTHPO BOX 1000 MEMPHIS,TN 381480001	NONE	PUBLIC	CONSTRUCTION PROJECT	2,000,000
UT HEALTH SCIENCE CENTER920 MADISON AVE MEMPHIS,TN 38163	NONE	PUBLIC	CONSTRUCTION PROJECT	1,125,000
VISITING NURSE SERVICE OF NEW YORK1250 BROADWAY NEW YORK,NY 10001	NONE	PUBLIC	AGING SURVEY	1,000
VOTE 70 INC109 N MAIN STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	10,000
WOLF RIVER CONSERVANCY INC 3100 WALNUT GROVE RD MEMPHIS,TN 38111	NONE	PUBLIC	PROGRAM SUPPORT	60,000
Total  3b				16,428,522

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization PLOUGH FOUNDATION	Employer identification number 23-7175983
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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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization PLOUGH FOUNDATION	Employer identification number 23-7175983
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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
<u>1</u>	JOCELYN P RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	\$ 147,284	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>2</u>	MR MRS ALBERT BURNHAM 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	\$ 25,027	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>3</u>	MS DD R EISENBERG 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	\$ 15,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>4</u>	MS DIANE RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	\$ 24,473	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>5</u>	WILLIAM RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	\$ 25,865	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1114SH MERCK, 1834SH MICROSOFT AND 1950SH PFIZER	\$ 147,284	2012-12-12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	430SH MICROSOFT, 155SH EXXON MOBIL	\$ 25,027	2012-12-04
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	150SH AUTOMATIC DATA PROCESSING AND 200SH KINDER MORGAN ENERGY PTRS	\$ 24,473	2012-12-04
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	1000SH EMC CORP	\$ 25,865	2012-12-21
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization PLOUGH FOUNDATION	Employer identification number 23-7175983
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Part III

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

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

Use duplicate copies of Part III if additional space is needed

(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

(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

(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

(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

TY 2012 Accounting Fees Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES	15,000	15,000		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE, FIXTURES AND EQUIPMENT	2008-06-30	465,950	295,785	SL	5 000000000000	76,687	0		

**TY 2012 Investments Corporate
Bonds Schedule**

Name: PLOUGH FOUNDATION
EIN: 23-7175983

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS & COLLATERALIZED OBLIGATIONS	12,849,494	13,326,213

**TY 2012 Investments Corporate
Stock Schedule****Name:** PLOUGH FOUNDATION**EIN:** 23-7175983

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS/INTERNATIONAL MUTUAL FUNDS	67,139,990	82,852,594

**TY 2012 Investments Government
Obligations Schedule****Name:** PLOUGH FOUNDATION**EIN:** 23-7175983**US Government Securities - End of
Year Book Value:**

6,832,117

**US Government Securities - End of
Year Fair Market Value:**

7,267,881

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Land, Etc. Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE, FIXTURES AND EQUIPMENT	465,950	372,472	93,478	

TY 2012 Legal Fees Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	9,065	1,133		7,932

TY 2012 Other Assets Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CRESCENT CLUB MEMBERSHIP	6,500	6,500	6,500

TY 2012 Other Decreases Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description	Amount
INCREASE IN GRANT APPROPRIATIONS	1,110,286

TY 2012 Other Expenses Schedule**Name:** PLOUGH FOUNDATION**EIN:** 23-7175983

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TEMPORARY EMPLOYEES	1,323	56		1,267
COMPUTER EXPENSES	14,145	594		13,551
OFFICE EXPENSES	7,223	303		6,920
TELEPHONE	5,887	247		5,640
POSTAGE	893	38		855
DUES & SUBSCRIPTIONS	3,039	128		2,911
INSURANCE	7,731	325		7,406
OTHER FEES & SERVICES	1,409	59		1,350
REPAIRS & MAINTENANCE	2,610	110		2,500
OTHER OPERATING EXPENSES	342	13		329

TY 2012 Other Professional Fees Schedule**Name:** PLOUGH FOUNDATION**EIN:** 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANTS- PROFESSIONAL	7,482	314		7,168
INVESTMENT ADVISORY FEES	580,566	580,566		0

TY 2012 Substantial Contributors Schedule**Name:** PLOUGH FOUNDATION**EIN:** 23-7175983

Name	Address
JOCELYN RUDNER	62 N MAIN STREET STE 201 MEMPHIS,TN 38103
WILLIAM RUDNER	62 N MAIN STREET STE 201 MEMPHIS,TN 38103
DIANE RUDNER	62 N MAIN STREET STE 201 MEMPHIS,TN 38103
DD R EISENBERG	62 N MAIN STREET STE 201 MEMPHIS,TN 38103
PATRICIA BURNHAM	62 N MAIN STREET STE 201 MEMPHIS,TN 38103

TY 2012 Taxes Schedule**Name:** PLOUGH FOUNDATION**EIN:** 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	80,000	0		0