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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

Department of the Treasury  
Internal Revenue Service

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation <b>J.R. HYDE III FAMILY FOUNDATION</b>		A Employer identification number <b>62-1512725</b>
Number and street (or P O box number if mail is not delivered to street address) <b>17 WEST PONTOTOC AVENUE, SUITE 100</b>		B Telephone number (see instructions) <b>(901) 685-3416</b>
City or town, state, and ZIP code <b>MEMPHIS, TN 38103</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 75,427,684.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)		16,488,803.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		7,677.	7,677.		ATCH 1
4 Dividends and interest from securities		415,654.	415,614.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,573,554.			
b Gross sales price for all assets on line 6a		17,027,171.			
7 Capital gain net income (from Part IV, line 2)			12,857,770.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)		10,324.	56,031.		
11 Other income (attach schedule) ATCH 3		23,496,012.	13,337,092.		
12 Total Add lines 1 through 11					
13 Compensation of officers, directors, trustees, etc.		237,473.			237,473.
14 Other employee salaries and wages		672,625.			672,625.
15 Pension plans, employee benefits		107,584.			107,584.
16a Legal fees (attach schedule) ATCH 4		65,618.			65,618.
b Accounting fees (attach schedule) ATCH 5		19,973.	16,973.		
c Other professional fees (attach schedule) *		187,724.			187,724.
17 Interest ATCH 7		4,259.	4,259.		
18 Taxes (attach schedule) (see instructions) ATCH 8		241,961.	41,765.		71,536.
19 Depreciation (attach schedule) and depletion		17,741.	218.		
20 Occupancy		19,904.			19,904.
21 Travel, conferences, and meetings		52,576.			52,576.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 9		-4,036.	413,457.		-425,444.
24 Total operating and administrative expenses. Add lines 13 through 23		1,623,402.	476,672.		989,596.
25 Contributions, gifts, grants paid		16,726,250.			16,726,250.
26 Total expenses and disbursements Add lines 24 and 25		18,349,652.	476,672.	0	17,715,846.
27 Subtract line 26 from line 12		5,146,360.			
a Excess of revenue over expenses and disbursements			12,860,420.		
b Net investment income (if negative, enter -0-)					
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	1	Cash - non-interest-bearing . . . . .		11,659.	33,170.	33,170.
	2	Savings and temporary cash investments . . . . .		5,122,019.	712,115.	712,115.
	3	Accounts receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ * . . . . .			* 3,589,863.	ATCH 10
		Less allowance for doubtful accounts ▶ . . . . .		2,803,919.	3,589,863.	3,589,863.
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) ATCH 11 . . . . .		22,589,092.	29,773,429.	35,297,070.
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	11	Investments - land, buildings, and equipment, basis . . . . .			
		Less accumulated depreciation (attach schedule) ▶ . . . . .				
12		Investments - mortgage loans . . . . .				
13		Investments - other (attach schedule) ATCH 12 . . . . .		25,285,177.	27,386,076.	34,128,047.
14		Land, buildings, and equipment, basis . . . . .		2,399,577.		
		Less accumulated depreciation (attach schedule) ▶ . . . . .		732,158.	1,667,419.	1,667,419.
15		Other assets (describe ▶ ATCH 13) . . . . .		40,000.	40,000.	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		57,781,920.	63,202,072.	75,427,684.
17		Accounts payable and accrued expenses . . . . .		10,480.	9,272.	
18		Grants payable . . . . .				
Net Assets or Fund Balances	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ ATCH 14) . . . . .			275,000.	
	23	Total liabilities (add lines 17 through 22) . . . . .		10,480.	284,272.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
and complete lines 24 through 26 and lines 30 and 31.						
24	Unrestricted . . . . .					
25	Temporarily restricted . . . . .					
26	Permanently restricted . . . . .					
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>						
27	Capital stock, trust principal, or current funds . . . . .					
28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .					
29	Retained earnings, accumulated income, endowment, or other funds . . . . .		57,771,440.	62,917,800.		
30	Total net assets or fund balances (see instructions) . . . . .		57,771,440.	62,917,800.		
31	Total liabilities and net assets/fund balances (see instructions) . . . . .		57,781,920.	63,202,072.		

## 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	57,771,440.
2	Enter amount from Part I, line 27a . . . . .	2	5,146,360.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	62,917,800.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	62,917,800.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	12,857,770.	
<b>3</b> 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			<b>3</b>	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	14,022,621.	63,574,612.	0.220570
2010	14,678,669.	61,420,238.	0.238987
2009	16,473,455.	67,762,370.	0.243106
2008	10,848,350.	71,689,139.	0.151325
2007	9,521,715.	83,266,485.	0.114352
<b>2</b> Total of line 1, column (d)			0.968340
<b>3</b> 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			0.193668
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			66,406,905.
<b>5</b> Multiply line 4 by line 3			12,860,892.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			128,604.
<b>7</b> Add lines 5 and 6			12,989,496.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			17,715,846.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	128,604.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	128,604.
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	128,604.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	148,149.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	80,000.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7		228,149.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		99,545.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 99,545. Refunded <input type="checkbox"/> . . . . .	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
c 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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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? . . . . .	X	
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) <input checked="" type="checkbox"/> 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 2012 or the taxable year beginning in 2012 (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?	13	X	
Website address <b>WWW.HYDEFUNDATION.ORG</b>				
14	The books are in care of <b>CORIE RIVERS</b> Telephone no. <b>901-685-3416</b>			
Located at <b>17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN</b> ZIP+4 <b>38103</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ Noc If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATCH 16		237,473.	32,161.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		487,969.	66,369.	0

Total number of other employees paid over \$50,000 ☐ Yes ☒ No

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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
ATCH 18		121,356.
Total number of others receiving over \$50,000 for professional services . . . . .		►

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	►

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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	28,257,230.
b	Average of monthly cash balances	1b	3,921,276.
c	Fair market value of all other assets (see instructions)	1c	35,239,672.
d	<b>Total</b> (add lines 1a, b, and c)	1d	67,418,178.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	67,418,178.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,011,273.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	66,406,905.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	3,320,345.

**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	3,320,345.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	128,604.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	128,604.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,191,741.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,191,741.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,191,741.

**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	17,715,846.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	17,715,846.
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	128,604.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	17,587,242.

**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

Form 990-PF (2012)

Page 9

**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 . . . . .				3,191,741.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10 20 09 20 08 . . . . .				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .				
b From 2008 . . . . .				
c From 2009 . . . . .	11,908,169.			
d From 2010 . . . . .	11,624,827.			
e From 2011 . . . . .	11,124,378.			
f Total of lines 3a through e . . . . .	34,657,374.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 17,715,846.				
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2012 distributable amount . . . . .				3,191,741.
e Remaining amount distributed out of corpus . . . . .	14,524,105.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	49,181,479.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	16,488,803.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	32,692,676.			
10 Analysis of line 9				
a Excess from 2008 . . . . .				
b Excess from 2009 . . . . .	9,943,471.			
c Excess from 2010 . . . . .	11,624,827.			
d Excess from 2011 . . . . .	11,124,378.			
e Excess from 2012 . . . . .				

Form 990-PF (2012)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 19

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

NONE

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

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

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

ATCH 20

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

ATCH 21

c Any submission deadlines

ATCH 22

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

ATCH 23

**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					
ATCH 24					

## Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

<b>Line No.</b> ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
----------------------	--

Form 990-PF (2012)

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |       | Yes | No |
|---|-------|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of  |       |     |    |
| (1) Cash  | 1a(1) |     | X  |
| (2) Other assets  | 1a(2) |     | X  |
| <b>b</b> Other transactions   |       |     |    |
| (1) Sales of assets to a noncharitable exempt organization  | 1b(1) |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization  | 1b(2) |     | X  |
| (3) Rental of facilities, equipment, or other assets  | 1b(3) |     | X  |
| (4) Reimbursement arrangements  | 1b(4) |     | X  |
| (5) Loans or loan guarantees  | 1b(5) |     | X  |
| (6) Performance of services or membership or fundraising solicitations  | 1b(6) |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    |     | X  |
| <b>d</b> 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 11/14/13

► Treasurer  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☒ if self-employed

PTIN

P00115784

Firm's name **▶ DONNA D. WADE, CPA**

Firm's FIN ▶

Firm's address ► 817 BRENTWOOD COVE  
OXFORD, MS

38655

Phone no 662-236-3582

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

**Schedule of Contributors**

OMB No 1545-0047

**2012**

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

Name of the organization

J.R. HYDE III FAMILY FOUNDATION

Employer identification number

62-1512725

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

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

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

Name of organization J.R. HYDE III FAMILY FOUNDATION

Employer identification number  
62-1512725**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J.R. HYDE, III 17 W. PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	\$ 5,013,023.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	J.R. HYDE, III 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	\$ 10,090,780.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	PITTCO PONTOTOC, LLC 17 W. PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	\$ 687,125.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	J. R. HYDE, III & BARBARA R. HYDE 17 W. PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	\$ 690,896.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	PITTCO, INC. 17 W. PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	\$ 6,979.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization J.R. HYDE III FAMILY FOUNDATION

Employer identification number  
62-1512725**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	13,500 SH AUTOZONE INC	\$ 5,013,023.	09/26/2012
2	28,000 SH AUTOZONE INC	\$ 10,090,780.	
3	UNIT #4, 17 WEST PONTOTOC AVENUE MEMPHIS, TN 38103; 12,062 SQ FT UNIT. 2ND FLOOR OF BLDG, WITH OFFICES, LOBBY/ RECEPTION AREA, KITCHN, RESTROOMS, ETC.	\$ 687,125.	12/31/2012
4	LEASEHOLD IMPROVEMENTS, F&F, EQUIPMENT INCLUDED IN UNIT #4 (99%)	\$ 690,896.	12/31/2012
5	LEASEHOLD IMPROVEMENTS, F&F, EQUIPMENT INCLUDED IN UNIT #4 (1%)	\$ 6,979.	12/31/2012
		\$	

Name of organization J.R. HYDE III FAMILY FOUNDATION

Employer identification number

62-1512725

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

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

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

(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

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PALLADIAN PARTNERS 2001, LLC - STCL PROPERTY TYPE: OTHER 194.				P	VAR -194.	VAR
317,864.		PALLADIAN PARTNERS 2001, LLC - LTCG PROPERTY TYPE: OTHER				P	VAR 317,864.	VAR
19,259.		PALLADN PTNRS 2001 LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 19,259.	VAR
		PALLDN PTRS 2001-ST/LT (GAIN) LOSS-990-T PROPERTY TYPE: OTHER 70.				P	VAR -70.	VAR
4,287.		PALLADIAN PARTNERS IV, LLC - STCL PROPERTY TYPE: OTHER				P	VAR 4,287.	VAR
41,803.		PALLADIAN PARTNERS IV, LLC - LTCG PROPERTY TYPE: OTHER				P	VAR 41,803.	VAR
5,677.		PALLADN PARTNERS IV, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 5,677.	VAR
		PALLADN PARTNERS IV, LLC-SEC 1256 LOSS PROPERTY TYPE: OTHER 83.				P	VAR -83.	VAR
		PALLDN PTNRS IV-ST/LT (GAIN) LOSS-990-T PROPERTY TYPE: OTHER 188.				P	VAR -188.	VAR
		PALLADIAN PARTNERS V, LLC - STCL PROPERTY TYPE: OTHER 1,843.				P	VAR -1,843.	VAR
245,991.		PALLADIAN PARTNERS V, LLC - LTCG PROPERTY TYPE: OTHER				P	VAR 245,991.	VAR
57,364.		PALLADN PARTNERS V, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 57,364.	VAR

# Depreciation and Amortization

(Including Information on Listed Property)

OMB No 1545-0172

2012

Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Attachment  
Sequence No 179

Name(s) shown on return

Business or activity to which this form relates

Identifying number

J. R. HYDE, III FAMILY FOUNDATION

62-1512725

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	0
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,162

**Part III MACRS Depreciation (Do not include listed property) (See instructions)****Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	15,383
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

**Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property		2,191	7	HY	150DB	235
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property	DEC, 2012	695,603	39 yrs	MM	S/L	743

**Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

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

**Part IV Summary (See instructions.)**

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	17,523
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2012)

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?		Yes	No	24b If "Yes," is the evidence written?		Yes	No	
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) . . . . .							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use.								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 . . . . .							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 . . . . .								29

**Section B - Information on Use of Vehicles**

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

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do not include commuting miles) . . . . .												
31 Total commuting miles driven during the year . . . . .												
32 Total other personal (noncommuting) miles driven . . . . .												
33 Total miles driven during the year. Add lines 30 through 32 . . . . .	0		0		0		0		0		0	
34 Was the vehicle available for personal use during off-duty hours? . . . . .	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person? . . . . .												
36 Is another vehicle available for personal use? . . . . .												

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? . . . . .	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . . . .		
39 Do you treat all use of vehicles by employees as personal use? . . . . .		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? . . . . .		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) . . . . .		

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year . . . . .					43
44 Total. Add amounts in column (f). See the instructions for where to report . . . . .					44

Form **8868**

(Rev. January 2013)

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

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.

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

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

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

J. R. HYDE, III FAMILY FOUNDATION

62-1512725

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

17 WEST PONTOTOC AVENUE, SUITE 100

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

MEMPHIS, TN 38103

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► CORIE RIVERS

Telephone No ► 901-685-3416 FAX No ► 901-683-3147

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 12 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	99,254
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	19,254
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	80,000

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

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

Form **8868** (Rev. 1-2013)

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PALLDN PTNRS V-ST/LT (GAIN) LOSS-990-T PROPERTY TYPE: OTHER 15.				P	VAR  -15.	VAR
		GT REAL PROPRTY HLDGS II, LLC - STCL PROPERTY TYPE: OTHER 4,003.				P	VAR  -4,003.	VAR
		GT REAL PROPRTY HLDGS II, LLC - LTCL PROPERTY TYPE: OTHER 10,549.				P	VAR  -10,549.	VAR
3,020.		GTR PRPTY HLDGS II, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR  3,020.	VAR
11,924.		GTRP HLDGS II-ST/LT (GAIN) LOSS-990-T PROPERTY TYPE: OTHER				P	VAR  11,924.	VAR
		SANDERSON INTNL VALUE FUND - STCL PROPERTY TYPE: OTHER 846.				P	VAR  -846.	VAR
63,159.		SANDERSON INTNL VALUE FUND - LTCG PROPERTY TYPE: OTHER				P	VAR  63,159.	VAR
		SSM PARTNERS III, LP - LTCL PROPERTY TYPE: OTHER 475.				P	VAR  -475.	VAR
190.		TIFF RLTY & RESOURCES III, LLC - STCG PROPERTY TYPE: OTHER				P	VAR  190.	VAR
34,965.		TIFF RLTY & RESOURCES III, LLC - LTCG PROPERTY TYPE: OTHER				P	VAR  34,965.	VAR
		TIFF RLTY/RESRCS III LLC-SEC 1231 LOSS PROPERTY TYPE: OTHER 819.				P	VAR  -819.	VAR
104.		TIFF RLTY/RSRCS-ST/LT (GAIN) LOSS-990-T PROPERTY TYPE: OTHER				P	VAR  104.	VAR

## FORM 990-PF - PART IV

## CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
777.		ALTIUS ASSOC PRVT EQTY FD, LP - STCG PROPERTY TYPE: OTHER				P	VAR	VAR
57,951.		ALTIUS ASSOC PRVT EQTY FD, LP - LTCG PROPERTY TYPE: OTHER				P	VAR	VAR
		ALTIUS ASSOC PRVT EQTY FD-SEC 1231 LOSS PROPERTY TYPE: OTHER				P		
		5.					-5.	
		ALTIUS ASSOC PRVT EQTY FD-SEC 1256 LOSS PROPERTY TYPE: OTHER				P	VAR	VAR
		367.					-367.	
5,323,987.		60,000 SH FEDEX PROPERTY TYPE: SECURITIES				D	VAR	04/24/2012
		1,037,495.					4,286,492.	
1,774,662.		20,000 SH FEDEX PROPERTY TYPE: SECURITIES				D	VAR	04/24/2012
		345,832.					1,428,830.	
2,982,512.		8,000 SH AUTOZONE INC PROPERTY TYPE: SECURITIES				D	VAR	09/21/2012
		532.					2,981,980.	
200,000.		14,609.204 MSIF INTERNATIONAL EQUITY FUN PROPERTY TYPE: SECURITIES				P	VAR	09/06/2012
		300,073.					-100,073.	
137,218.		WALKER SMITH INTERNATIONAL OFFSHORE-FINA PROPERTY TYPE: OTHER				P	VAR	03/22/2012
		75,187.					62,031.	
162,615.		OCM EMERGING MARKETS OFFSHORE PROPERTY TYPE: OTHER				P	VAR	01/13/2012
		97,354.					65,261.	
504,552.		OCM EMERGING MARKETS OFFSHORE-FINAL PROPERTY TYPE: OTHER				P	VAR	04/16/2012
		293,471.					211,081.	
4,822,000.		VIKING GLOBAL EQUITIES III-OFFSHORE PROPERTY TYPE: OTHER				P	2005	02/01/2012
		1,899,438.					2,922,562.	



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
255,290.		VIKING GLOBAL EQUITIES III-OFFSHORE-FINA PROPERTY TYPE: OTHER 100,562.				P	2005  154,728.	02/17/2012
TOTAL GAIN (LOSS) .....							<u>12857770.</u>	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions

**Type or print**

File by the due date for filing your return. See instructions

Name of exempt organization or other filer. See instructions

Employer identification number (EIN) or

J. R. HYDE, III FAMILY FOUNDATION

62-1512725

Number, street and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

17 WEST PONTOTOC AVENUE, SUITE 100

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

MEMPHIS, TN 38103

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ☒ **CORIE RIVERS**  
Telephone No ☒ 901-685-3416 FAX No ☒ 901-683-6147
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a

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

- I request an additional 3-month extension of time until NOVEMBER 15, 20 13
- For calendar year 2012, or other tax year beginning . . . . ., 20 . . . . ., and ending . . . . ., 20 . . . . .
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT YET BEEN RECEIVED AND PROCESSED FROM THIRD PARTIES.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b> \$	99,254
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b> \$	99,254
<b>c</b> <b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b> \$	NONE

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Donna D. WadeTitle CPADate 08/10/13

Form 8868 (Rev. 1-2013)

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIRST TENNESSEE BANK-CHECKING ACCOUNT	247.	247.
GOLDMAN SACHS - INTEREST INCOME	7,195.	7,195.
MORGAN STANLEY - CREDIT INTEREST	1.	1.
US TREASURY - INTEREST ON TAX REFUND	234.	234.
TOTAL	<u>7,677.</u>	<u>7,677.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS NOMINEE-DIVIDEND INCOME	20,800.	20,800.
INTEREST INC-KIPP MEMPHIS, INC LOAN	4,210.	4,210.
MORGAN STANLEY INST FD INTL EQUITY-DIV	36,927.	36,927.
INTEREST & DIVIDENDS PER K-1'S:		
SANDERSON INTERNATIONAL VALUE FUND	182,584.	182,584.
SSM VENTURE PARTNERS III, LP	237.	237.
SSM VENTURE PARTNERS IV, LP	26.	26.
MERCED PARTNERS, LP	323.	323.
GT REAL PROPERTY HOLDINGS II, LLC	12,337.	12,337.
ALTUS ASSOC PRIVATE EQUITY FUND, LP	27,730.	27,730.
TIFF REALTY & RESOURCES III, LLC	13,904.	13,904.
LESS: TIFF REALTY/RESRC III TO 990-T		-7.
PALLADIAN PARTNERS 2001, LLC	55,439.	55,439.
PALLADIAN PARTNERS IV, LLC	17,329.	17,329.
PALLADIAN PARTNERS V, LLC	43,775.	43,775.
TAX EXEMPT INCOME PER K-1'S:		
GT REAL PROPERTY HOLDINGS II, LLC	4.	4.
PALLADIAN PARTNERS IV, LLC	29.	29.
<b>TOTAL</b>	<u>415,654.</u>	<u>415,614.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME FROM PARTNERSHIP K-1'S:		
MERCED PARTNERS, LP-ORDINARY INCOME	1,577.	1,577.
LESS: MERCED PTRS-ORD INCOME TO 990-T		-1,577.
MERCED PARTNERS, LP-NET RENTAL LOSS	-5,934.	-5,934.
MERCED PTRS-OTHER ORDINARY LOSS	-263.	-263.
PALLADIAN PARTNERS 2001 LLC-ORD INCOME	41,986.	41,986.
LESS: PALDN PTRS 2001-ORD INCOME-990T		-14,914.
PALLADN PTRS 2001-RLTY & PORTFOLIO INC	1,305.	1,305.
GT REAL PROP HLDGS II LLC-ORDINARY LOSS	-72,934.	-72,934.
LESS: GT REAL PROP HLD-ORD LOSS - 990T		62,307.
GTRP HOLDINGS II LLC-PORTFOLIO INCOME	2,543.	2,543.
PALLADIAN PARTNERS IV, LLC-ORD LOSS	-536.	-536.
LESS: PALDN PTNRS IV LLC-LOSS TO 990-T		1,135.
PALLADN PTRS IV-ROYLTY & PORTFOLIO INC	4,617.	4,617.
PALLADIAN PARTNERS V LLC-ORDNRY INCOME	25,028.	25,028.
LESS: PALDN PTNRS V LLC-LOSS TO 990T		4,046.
PALLADIAN PTRS V-RLTY & PORTFOLIO INC	1,498.	1,498.
TIFF RLTY/RESOURCES III-NET ORD LOSS	-359.	-359.
TIFF RLTY/RESOURCES III-LOSS TO 990-T		448.
TIFF RLTY/RESRCS III-PORTFOLIO INCOME	37.	37.
SANDERSON INTRNATL VALUE FD-ORD LOSS	-17,331.	-17,331.
ALTIOUS ASSOC PRIV EQTY FD LP-ORD INC	4,992.	4,992.
ALTIOUS ASSOC PRIV EQTY FD LP-PORT INC	1,016.	1,016.
LESS: ALTIOUS ASSOC INCOME TO 990-T		-5,738.
RENTAL INCOME-NONINVESTMENT PROPERTY	23,082.	23,082.
TOTALS	<u>10,324.</u>	<u>56,031.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BURCH, PORTER & JOHNSON	56,033.			56,033.
BAKER, DONELSON, BEARMAN	8,995.			8,995.
THOMPSON HINE	590.			590.
TOTALS	<u>65,618.</u>			<u>65,618.</u>

J.R. HYDE III FAMILY FOUNDATION

62-1512725

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX ACCOUNTANT FEES & EXPENSES	19,973.	19,973.		
LESS: TAX FEES/EXPENSES-990-T		-3,000.		
TOTALS	<u>19,973.</u>	<u>16,973.</u>		

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
BELLWEATHER EDUCATION PARTNERS	25,544.	25,544.
MCNEELY PIGOTT & FOX PBLC RLTN	18,709.	18,709.
P3 CONSULTING, LLC	121,356.	121,356.
TEAM TREK COACHING GROUP	8,525.	8,525.
LEO EVENTS	3,500.	3,500.
FUSS & O'NEILL, INC.	5,044.	5,044.
MISCELLANEOUS CONSULTANTS FEES		
LESS THAN \$3,000 EACH	5,046.	5,046.
TOTALS	<u>187,724.</u>	<u>187,724.</u>



ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE		
PER K-1'S:		
PALLADIAN PARTNERS 2001, LLC	26.	26.
PALLADIAN PARTNERS IV, LLC	1,447.	1,447.
PALLADIAN PARTNERS V, LLC	889.	889.
GT REAL PROP HOLDINGS II LLC	809.	809.
SSM PARTNERS IV, LP	143.	143.
TIFF RLTY/RESOURCES III, LLC	40.	40.
ALTUS ASSOC PRIV EQTY FD LP	905.	905.
TOTALS	<u>4,259.</u>	<u>4,259.</u>

ATTACHMENT 8FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	57,846.		57,846.
PROPERTY TAXES	13,690.		13,690.
990-PF TAXES	135,000.		
990-T TAX REFUNDS	-8,340.		
TN TAXES	2,000.	2,000.	
TN NET TAX TO 990-T	-2,000.	-2,000.	
STATE TAXES PER K-1'S:			
MERCED PARTNERS, LP	1,536.	1,536.	
SSM VENTURE PTRS III, LP	11.	11.	
PALLADIAN PARTNERS 2001, LLC	1,929.	1,929.	
PALLADIAN PARTNERS IV, LLC	905.	905.	
PALLADIAN PARTNERS V, LLC	4,446.	4,446.	
GT REAL PROP HOLDINGS II LLC	6,814.	6,814.	
FOREIGN TAXES PER K-1'S:			
GT REAL PROP HOLDINGS II LLC	3,011.	3,011.	
PALLADIAN PARTNERS 2001, LLC	8,409.	8,409.	
PALLADIAN PARTNERS IV, LLC	971.	971.	
PALLADIAN PARTNERS V, LLC	540.	540.	
SANDERSON INTNATL VALUE FUND	13,188.	13,188.	
ALTIVUS ASSOC PRIV EQ FD, LP	4.	4.	
TIFF RLTY & RESRCES III, LLC	1.	1.	
TOTALS	241,961.	41,765.	71,536.

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	8,621.		8,621.
OFFICE SUPPLIES	16,033.		16,033.
POSTAGE/FED EX CHARGES/COURIER	2,024.		2,024.
TELEPHONE	12,798.		12,798.
OFFICE EXPENSES	32,991.		32,991.
DUES/SUBSCRIPTIONS	20,060.		20,060.
UTILITIES	6,735.		6,735.
TRAINING/EDUCATION	7,989.		7,989.
ANNUAL REPORT FEES	30.	30.	
MISCELLANEOUS EXPENSES	2,262.		2,262.
REIMBURSEMENT BY J.R. HYDE, SR			
FAMILY FOUNDATION-SHARED			
EMPLOYEE & OFFICE EXPENSES			
PORTFOLIO EXPENSES PER K-1'S:	-534,957.		-534,957.
SSM VENTURE PARTNERS III, LP	32,720.	32,720.	
SSM VENTURE PARTNERS IV, LP	62,212.	62,212.	
PALLADIAN PARTNERS 2001, LLC	27,736.	27,736.	
PALLADIAN PARTNERS IV, LLC	33,690.	33,690.	
PALLADIAN PARTNERS V, LLC	73,288.	73,288.	
GT REAL PROP HOLDINGS II LLC	22,860.	22,860.	
ALTUS ASSOC PRIV EQ FND, LP	53,877.	53,877.	
TIFF RLTY/RESOURCES III, LLC	13,420.	13,420.	
INVESTMENT EXPENSES PER K-1'S:			
PALLADIAN PARTNERS 2001, LLC	2,644.	2,644.	
PALLADIAN PARTNERS IV, LLC	6,682.	6,682.	
PALLADIAN PARTNERS V, LLC	31,660.	31,660.	
TIFF RLTY/RESOURCES III, LLC	227.	227.	
ALTUS ASSOC PRIV EQ FND, LP	24.	24.	
LESS INVESTMENT & PORTFOLIO			
EXPENSES TO 990-T PER K-1:			
TIFF RLTY/RESOURCES III, LLC		-142.	
SANDRSN INTNTL VALUE FND FEES	52,529.	52,529.	

ATTACHMENT 9 (CONT'D)FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NONDEDUCTIBLE EXPENSES-K-1'S:			
MERCED PARTNERS, LP	1.		
GT REAL PROP HOLDINGS II LLC	6,689.		
SSM PARTNERS IV, LP	31.		
PALLADIAN PARTNERS 2001, LLC	140.		
PALLADIAN PARTNERS IV, LLC	233.		
PALLADIAN PARTNERS V, LLC	558.		
TIFF RLTY/RESOURCES III, LLC	37.		
ALTUS ASSOC PRIV EQTY FD LP	120.		
TOTALS	-4,036.	413,457.	-425,444.

ATTACHMENT 10FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: MEMPHS REDBIRDS BASEBALL FND-501(C) (3)  
ORIGINAL AMOUNT: 1,471,500.  
DATE OF NOTE: 04/12/2000  
MATURITY DATE: 04/01/2010  
REPAYMENT TERMS: 120 MONTHLY INSTALLMENTS DUE 1ST DAY OF EACH MONTH  
SECURITY PROVIDED: SECURITY INT-SCOREBOARD EQUIPMNT AZONE BSEBALL PRK  
PURPOSE OF LOAN: PURCHASE AND INSTALLATION OF SCOREBOARD  
DESCRIPTION AND FMV OF CONSIDERATION: CASH

BEGINNING BALANCE DUE ..... 1,114,056.

ENDING BALANCE DUE ..... \_\_\_\_\_

ENDING FAIR MARKET VALUE ..... \_\_\_\_\_

BORROWER: ST. ANDREW AME CHURCH - SEC 501(C) (3)  
ORIGINAL AMOUNT: 81,346.  
DATE OF NOTE: 10/30/2008  
MATURITY DATE: 03/31/2011  
REPAYMENT TERMS: DUE 3/31/2011  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: PURCHASE DESIGNATED PROPERTY

BEGINNING BALANCE DUE ..... 189,863.

ENDING BALANCE DUE ..... 189,863.

ENDING FAIR MARKET VALUE ..... 189,863.

ATTACHMENT 10 (CONT'D)

BORROWER: KIPP MEMPHIS, INC. - SEC 501(C)(3) ORG  
ORIGINAL AMOUNT: 600,000.  
INTEREST RATE: 4.210000  
DATE OF NOTE: 05/30/2008  
MATURITY DATE: 05/31/2012  
REPAYMENT TERMS: \$200K 1ST, 2ND ANNVSARY; \$100K 3RD, 4TH ANNIV DATE  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: PAY AMTS DUE KIPP DIAMOND ACAD TO MEM CITY SCHOOLS

BEGINNING BALANCE DUE ..... 100,000.

ENDING BALANCE DUE ..... \_\_\_\_\_

ENDING FAIR MARKET VALUE ..... \_\_\_\_\_

BORROWER: MEMPHIS COLLEGE OF ART  
ORIGINAL AMOUNT: 1,500,000.  
INTEREST RATE: 4.000000  
DATE OF NOTE: 02/15/2010  
REPAYMENT TERMS: INTEREST MONTHLY; PRINCIPAL DUE 3/1/13  
SECURITY PROVIDED: LIEN ON REAL PROPERTY (BUILDING)  
PURPOSE OF LOAN: RENOVATION-DOWNTOWN GRADUATE SCHOOL BUILDING

BEGINNING BALANCE DUE ..... 1,400,000.

ENDING BALANCE DUE ..... 1,400,000.

ENDING FAIR MARKET VALUE ..... 1,400,000.

ATTACHMENT 10 (CONT'D)

BORROWER: NEW LEADERS, INC.  
ORIGINAL AMOUNT: 525,000.  
INTEREST RATE: 3.000000  
DATE OF NOTE: 03/23/2012  
MATURITY DATE: 09/30/2012  
SECURITY PROVIDED: NONE  
PURPOSE OF LOAN: WORKING CAPITAL

BEGINNING BALANCE DUE .....

ENDING BALANCE DUE ..... 2,000,000.

ENDING FAIR MARKET VALUE ..... 2,000,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 2,803,919.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 3,589,863.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 3,589,863.

ATTACHMENT 11FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUTOZONE, INC. STOCK	27,637,442.	33,493,635.
MS INTERNATIONAL EQUITY FUND	2,135,987.	1,803,435.
FEDEX CORP STOCK		
TOTALS	<u>29,773,429.</u>	<u>35,297,070.</u>



ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERCED PARTNERS, LP	48,875.	13,914.
PALLADIAN PARTNERS 2001, LLC	788,246.	1,036,471.
GT REAL PROPERTY HLDNGS II, LLC	1,077,114.	553,508.
ALTUS ASSOC PRVT EQTY FUND LP	1,118,278.	1,262,824.
GT OFFSHORE FUND, LTD.-CLASS A	8,149,808.	9,689,913.
GT OFFSHORE FUND, LTD.-CLASS B	5,000,000.	8,970,604.
TIFF REALTY/RESOURCES III, LLC	770,183.	854,617.
WALKER SMITH INTERNATIONAL FND		
OCM EMERGING MARKETS FUND	68,552.	109,771.
MOON CAPITAL GLOBAL EQUITY		
VIKING GLOBAL EQUITIES III	739,845.	739,845.
SSM VENTURE PARTNERS III, LP	983,905.	1,144,043.
PALLADIAN PARTNERS IV, LLC	2,250,934.	2,776,312.
PALLADIAN PARTNERS V, LLC	5,366,452.	5,696,148.
SANDRSON INTL VALUE FUND	1,023,884.	1,280,077.
SSM VENTURE PARTERS IV, LP		
<b>TOTALS</b>	<u>27,386,076.</u>	<u>34,128,047.</u>

J.R. HYDE III FAMILY FOUNDATION

62-1512725

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HUNT-PHELAN HOME ASSETS	40,000.	
TOTALS	40,000.	

ATTACHMENT 14FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING  
BOOK VALUE

DUE TO SSM IV, L.P. - CAPITAL CALL

275,000.

TOTALS

275,000.

J.R. HYDE III FAMILY FOUNDATION

62-1512725

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

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
J.R. HYDE, III 17 W. PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	09/26/2012	5,013,023.
J.R. HYDE, III 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	12/13/2012	10,090,780.
PITTCO PONTOTOC, LLC 17 W. PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	12/31/2012	687,125.
TOTAL CONTRIBUTION AMOUNTS		<u>15,790,928.</u>

J.R. HYDE III FAMILY FOUNDATION

62-1512725

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

ATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BARBARA R. HYDE 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	PRESIDENT/DIRECTOR 10.00	30,000.	17,416.	0
JOHN H. PONTIUS 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	SEC/TREASURER 2.00	0	0	0
JOSEPH R. HYDE, III 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	DIRECTOR 2.00	0	0	0
MARGARET E. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR	0	0	0
ALLEN B. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR	0	0	0
TERESA SLOYAN 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	EXECUTIVE DIRECTOR 40.00	207,473.	14,745.	0
GRAND TOTALS		237,473.	32,161.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
TERENCE PATTERSON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	165,718.	13,539. 0
LAUREN TAYLOR 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	99,256.	20,464. 0
GRETCHEN MCLENNON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	99,256.	4,549. 0
KIM TOBIN 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	EXECUTIVE ASSISTANT 40.00	70,263.	19,207. 0
PATRICIA CHAMBERS 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	RECEPTIONIST 40.00	53,476.	8,610. 0
TOTAL COMPENSATION		487,969.	66,369. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
P3 CONSULTING, LLC 511 UNION, SUITE 2700 NASHVILLE, TN 37219 CONSULTATION REGARDING EDUCATION AND STATEWIDE ACHIEVEMENT STANDARDS IN TENNESSEE SCHOOLS.	EDUCATION CONSULTANT	121,356.
	TOTAL COMPENSATION	<u>121,356.</u>

ATTACHMENT 19

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

J. R. HYDE, III  
17 WEST PONTOTOC AVENUE, SUITE 200  
MEMPHIS, TN 38103



ATTACHMENT 20

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

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

ATTACHMENT 21

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

INFORMATION GUIDELINES ON HOW TO APPLY, WHEN TO APPLY AND THE FORMAT  
FOR APPLYING ARE ATTACHED OR MAY BE FOUND ON THE WEBSITE AT:  
[WWW.HYDEFUNDATION.ORG](http://WWW.HYDEFUNDATION.ORG)

ATTACHMENT 22

990PF, PART XV - SUBMISSION DEADLINES

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

ATTACHMENT 23

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

LIMITED TO 501(C)(3) ORGANIZATIONS PRIMARILY IN TN, WITH A STRONG EMPHASIS ON MEMPHIS. NO GRANTS ARE MADE TO INDIVIDUALS.

J.R. HYDE III FAMILY FOUNDATION

62-1512725

FORM 9900FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 24

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PASS THRU-PALLADIAN PARTNERS 2001, LLC PER K-1	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS 2001, LLC K-1	56.
PASS THRU-GT REAL PROPERTY HLDNGS II, LLC PER K-1	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER GT REAL PROPERTY HOLDINGS II, LLC K-1	4.
PASS THRU-PALLADIAN PARTNERS V, LLC PER K-1	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS V, LLC K-1	64.
PASS-THRU-TIFF REALTY & RES III, LLC PER K-1	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER TIFF REALTY & RESOURCES III, LLC K-1	3.
PASS-THRU-ALTUS ASSOC PRIVATE EQUITY FD, LP	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER ALTUS ASSOCIATES PRIVATE EQUITY FUND, LP K-1	81.
PASS THRU-PALLADIAN PARTNERS IV, LLC	NONE PUBLIC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS IV, LLC K-1	34.

J.R. HYDE III FAMILY FOUNDATION

62-1512725

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

ATTACHMENT 24 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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SEE DETAILED SCHEDULE ATTACHED

NONE

16,726,008.

TOTAL CONTRIBUTIONS PAID

16,726,250.

**J. R. Hyde III Foundation  
2012 Contributions**

<b>Date</b>	<b>CHECK NO</b>	<b>DONEE ORGANIZATION</b>	<b>AMOUNT</b>	<b>TOTAL</b>
12/21/12	12274	ACCESS Roaring Fork - Support for the Boost Camp		6,500
11/12/12	12124	Aiken County Society for the Prevention of Cruelty to Animals		100
12/17/12	12260	Alpine Christian Academy	2,500	
10/8/12	12035	Alpine Christian Academy	<u>2,500</u>	5,000
3/8/12	11465	American Cancer Society		100
11/5/12	12110	American Heart Association		500
8/29/12	11951	Amyotrophic Lateral Sclerosis Foundation		430
7/26/12	11854	Arizona State University Found - Support for Dr Curtis W Marean's Research		100,000
12/21/12	12275	ArtsMemphis	75,000	
11/19/12	12161	ArtsMemphis - Arts for Children and Teachers	5,000	
9/27/12	12014	ArtsMemphis	10,000	
1/13/12	11330	ArtsMemphis	<u>200</u>	90,200
2/9/12	11396	Aspen Institute		3,500
5/3/12	11619	Ballet Memphis - General Operating Support	100,000	
1/10/12	11305	Ballet Memphis	100	
3/2/12	11458	Ballet Memphis - General Operating Support	105,000	
4/9/12	11546	Ballet Memphis - General Operating Support	100,000	
5/3/12	11616	Ballet Memphis	<u>2,500</u>	307,600
1/18/12	11346	Beale Street Caravan, Inc - 2012 General Operating Support	12,500	
3/15/12	11491	Beale Street Caravan, Inc - 2012 General Operating Support	12,500	
6/20/12	11747	Beale Street Caravan, Inc - 2012 General Operating Support	12,500	
9/27/12	12016	Beale Street Caravan, Inc - 2012 General Operating Support	<u>12,500</u>	50,000
1/18/12	11344	Bellyrubs Basset Rescue	100	
10/15/12	12058	Bellyrubs Basset Rescue	<u>25</u>	125
11/26/12	12173	Boys Scouts of America		1,000
12/17/12	12263	CASA of Memphis & Shelby County		250
1/3/12	11287	Cathedral of the Immaculate Conception		1,586
6/12/12	11708	Catholic Memphis Urban Schools - Support for the Jubilee Schools Endowment		500,000
3/2/12	11459	Center for Reform of School Systems - Shelby County Unified Board Training		27,890
6/5/12	11693	Charter Funds, Inc - Operating Support		187,500
12/13/12	12240	Christ United Methodist Church		2,400
12/19/12	12266	Church Health Center	1,000	
7/17/12	11830	Church Health Center	<u>10,000</u>	11,000
12/13/12	12249			160
6/26/12	11759	City Parks Alliance, Inc		2,500
3/20/12	11502	Community Development Council - Bike Share Program Feasibility Study	55,000	
6/5/12	11700	Community Development Council	25,000	
3/20/12	11503	Community Development Council	<u>39,000</u>	119,000
6/20/12	11748	Community Foundation of Greater Memphis	365	
11/26/12	12175	Community Foundation of Greater Memphis	365	
12/21/12	12277	Community Foundation of Greater Memphis	21,535	
7/10/12	11790	Community Foundation of Greater Memphis - Memphis Grantmakers Forum Fund	500	
3/29/12	11539	Community Foundation of Greater Memphis - Memphis Grantmakers Forum support	<u>5,000</u>	27,765

**J. R. Hyde III Foundation  
2012 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONEE ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
2/9/12	11395	DonorsChoose.org		30
2/9/12	11394	Embry-Riddle Aeronautical University		200
8/16/12	11919	Experience Art in Memphis - Sponsorship of 2012 RiverArtsFest		7,500
10/8/12	12032	Facing History & Ourselves	5,000	
7/10/12	11791	Facing History & Ourselves	<u>50,000</u>	55,000
12/6/12	12208	Foundation for the Memphis Shelby County Public Library		100
1/13/12	11331	Freedom Preparatory Academy		500
4/30/12	11614	Friends of the Levitt Pavilion		5,000
9/6/12	11959	Funder's Network for Smart Growth		1,000
6/12/12	11709	Germantown Charity Horse Show		350
12/21/12	12270	Getwell Road United Methodist Church	2,500	
10/3/12	12022	Getwell Road United Methodist Church	2,500	
1/24/12	11356	Getwell Road United Methodist Church	<u>2,500</u>	7,500
11/12/12	12126	Girl Scouts Heart Of The South - General Operating Support		5,000
11/12/12	12116	GO Campaign		3,000
2/9/12	11397	Gordon Memorial United Methodist Church		1,000
10/8/12	12031	Grace St Luke's Episcopal School		100
7/10/12	11794	Grizzlies Charitable Foundation - Americorps Stupend	5,000	
1/10/12	11309	Grizzlies Charitable Foundation- Grizzlies player-hosted shoe distribution	2,500	
1/5/12	11295	Grizzlies Charitable Foundation - Memphis Grizzlies player-hosted Holiday Benefit	5,000	
12/13/12	12251	Grizzlies Charitable Foundation - Rudy Gay Holiday Benefit	5,000	
1/10/12	11312	Grizzlies Charitable Foundation - Support of player-hosted shopping event	<u>5,000</u>	22,500
6/20/12	11750	Harpwell Foundation		20,400
3/29/12	11540	Hatulo Theatre	10,000	
1/10/12	11307	Hatulo Theatre	<u>200</u>	10,200
8/7/12	11882	High Point Church		2,500
1/5/12	11297	Immaculate Conception Cathedral		100
12/13/12	12242	International Society for Children		10,000
6/5/12	11696	Ins Orchestra, Inc - Baer Challenge Payment	8,000	
1/24/12	11357	Ins Orchestra, Inc - Operating Support for the 2011-12 season	<u>50,000</u>	58,000
7/17/12	11829	KIPP Memphis, Inc	500	
8/22/12		KIPP Memphis, Inc	<u>104,210</u>	104,710
7/17/12	11827	Kirby Woods Baptist Church	400	
11/20/12	12164	Kirby Woods Baptist Church	<u>400</u>	800
1/13/12	11335	Lester School - Lester Garden		220
6/12/12	11710	Lewis and Clark College		100
7/17/12	11831	Make-A-Wish Foundation of the Mid-South		100
12/21/12	12279	Memphis Bioworks Foundation - 2012 General Operating Support	350,000	
3/29/12	11541	Memphis Bioworks Foundation - Support for 2011 Operating Expenses	<u>350,000</u>	700,000
6/14/12	11737	Memphis Brooks Museum of Art	20,000	
11/19/12	12160	Memphis Brooks Museum of Art - General Operating Support	100,000	
1/13/12	11337	Memphis Brooks Museum of Art - Operating Support	<u>150,000</u>	270,000



**J. R. Hyde III Foundation  
2012 Contributions**

<u>Date</u>	<u>CHECK NO.</u>	<u>DONEE ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
1/18/12	11345	Memphis Challenge	8,000	
1/24/12	11358	Memphis Challenge	50	8,050
11/12/12	12128	Memphis Charitable Foundation	5,000	
11/29/12	12196	Memphis Charitable Foundaution	500	5,500
8/16/12	11920	Memphis Child Advocacy Center		3,000
11/29/12	12197	Memphis City Schools Foundation - Memphis City Schools Teacher Effectiveness Initiative	66,667	
8/9/12	11891	Memphis City Schools Foundation - TEI Initiative	250,000	316,667
3/8/12	11466	Memphis College of Art	100	
11/12/12	12125	Memphis College of Art	200,000	200,100
12/17/12	12264	Memphis Development Foundation - Orpheum Performing Arts & Leadership Academy		75,000
7/2/12	11786	Memphis Music Foundation - General Operating Support	50,000	
12/13/12	12245	Memphis Music Foundation - General Operating Support	50,000	100,000
8/21/12	11925	Memphis Oral School for the Deaf - General Operating Support		25,000
1/19/12		Memphis Redbirds Foundation		1,114,056
7/10/12	11789	Memphis Regional Design Center		50
11/20/12	12165	Memphis Rock 'n' Soul Inc		600
10/29/12	12101	Memphis Rock 'n' Soul Museum - Memphis Music Hall of Fame		50,000
12/21/12	12278	Memphis ShelbyCrime Commission		50,000
12/21/12	12280	Memphis Symphony Orchestra - General Operating Support		50,000
1/13/12	11334	Memphis Tomorrow		50,000
5/9/12	11626	Memphis University School - Annual Fund	10,000	
12/13/12	12248	Memphis University School	250	
4/9/12	11547	Memphis University School	1,000	11,250
10/8/12	12034	Methodist Healthcare Foundation - Comprehensive Sickle Cell Center of Memphis	50,000	
1/10/12	11306	Methodist Healthcare Foundation	250	
3/12/12	11469	Methodist Healthcare Foundation	500	50,750
5/9/12	11625	Methodist Preschool of Pacific Palisades		1,400
1/13/12	11329	Metropolitan Inter-Faith Association		500
11/19/12	12162	Mid South Minority Business Council		50,000
1/5/12	11299	Mid-South Food Bank	245	
8/30/12	11957	Mid-South Food Bank	25	
12/13/12	12239	Mid-South Food Bank	25	295
11/5/12	12108	Mid-South Junior Golf Association		500
12/21/12	12273	Mid-South Public Communication		150
8/9/12	11886	Mid-South Spay and Neuter Services		250
6/18/12	11745	Morehead Scholarship Foundation		20,000
4/17/12	11570	Museum of Modern Art		6,000
1/3/12	11289	National Association of Cityof Transportation Officials		2,500
9/18/12	11989	National Center for Family Philanthropy		10,000

# J. R. Hyde III Foundation 2012 Contributions

Date	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
12/17/12	12265	National Civil Rights Museum	500	
12/31/12	Noncash	National Civil Rights Museum - transfer of 409 S Second & 146 E Butler buildings	<u>2,504,943</u>	2,505,443
7/17/12	11826	National Council on Teacher Quality		75,000
6/20/12	11749	National Multiple Sclerosis Society		50
8/21/12	11923	New Leaders for New Schools - General Operating Support	150,000	
9/24/12	11992	New Leaders for New Schools	<u>500,000</u>	650,000
12/21/12	12282	New Memphis Institute - General Operating Support & Speak Out Initiative		150,000
10/18/12	12063	Overton Park Conservancy	900	
4/26/12	11603	Overton Park Conservancy	<u>300</u>	1,200
11/19/12	12163	Pacific Palisades United Methodist Church		1,400
12/13/12	12243	Phillips Academy		10,000
8/9/12	11885	Planned Parenthood	1,000	
8/7/12	11881	Planned Parenthood	1,000	
1/5/12	11298	Planned Parenthood	50	
1/31/12	11384	Planned Parenthood - Support for the Building Fund	<u>25,000</u>	27,050
8/29/12	11953	Playback Memphis - KIPP Memphis Project		9,465
10/8/12	12030	Porter-Leath		5,000
1/5/12	11300	Presbyterian Day School - Support for Capital Campaign		285,714
11/5/12	12109	Rensselaer Polytechnic Institute		100
11/12/12	12129	Rett Syndrome Research Trust		2,500
1/5/12	11301	Rhodes College		135,000
6/12/12	11712	Roaring Fork Conservancy	450	
8/9/12	11888	Roaring Fork Conservancy	10,000	
6/26/12	11761	Roaring Fork Conservancy	<u>500</u>	10,950
11/29/12	12198	Ronald McDonald House of Memphis	25	
7/17/12	11832	Ronald McDonald House of Memphis	<u>100</u>	125
12/13/12	12246	Rose Family Foundation		2,500
2/14/12	11422	Scholarship Fund Trust of the Memphis Education Association	1,500	
10/8/12	12033	Scholarship Fund Trust of the Memphis Education Association	<u>1,500</u>	3,000
12/13/12	12247	Shelby County Books from Birth		500
3/15/12	11494	Shelby County Schools Education Foundation	46,667	
6/26/12	11760	Shelby County Schools Education Foundation	<u>91,670</u>	138,337
3/15/12	11493	Shelby Farms Park Conservancy - 2012 Earth Week Sponsorship	10,000	
1/10/12	11308	Shelby Farms Park Conservancy	27,400	
3/15/12	11492	Shelby Farms Park Conservancy - Master Plan Phase 1 Challenge Grant	1,000,000	
1/13/12	11336	Shelby Farms Park Conservancy - Master Plan Phase 1 Implementation Challenge Grant	1,000,000	
7/10/12	11796	Shelby Farms Park Conservancy - Master Plan Phase 1 Implementation Challenge Grant	1,000,000	
8/9/12	11887	Shelby Farms Park Conservancy - Master Plan Phase 1 Implementation Challenge Grant	1,000,000	
5/3/12	11620	Shelby Farms Park Conservancy - Master Plan Phase I Implementation Challenge Grant	1,000,000	
6/5/12	11698	Shelby Farms Park Conservancy - Shelby Farms Playground Patrons Dinner	13,500	
3/22/12	11509	Shelby Farms Park Conservancy - Support for Engineering Consultant for Parkway	<u>5,450</u>	5,056,350

**J. R. Hyde III Foundation  
2012 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONEE ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
1/3/12	11288	Shepherd's Haven Ministries, Inc	245	
5/21/12	11659	Shepherd's Haven Ministries, Inc	300	
11/26/12	12174	Shepherd's Haven Ministries, Inc	200	
12/13/12	12250	Shepherd's Haven Ministries, Inc	<u>100</u>	845
4/23/12	11580	Smith College		50
3/20/12	11500	Society of Entrepreneurs		2,500
1/10/12	11310	Soulsville Foundation - Staxtacular '12 Partnership	5,000	
11/20/12	12166	Soulsville Foundation - Support for Staxtacular 2013	<u>5,000</u>	10,000
1/24/12	11355	St Agnes Academy		100
2/16/12	11427	St Baldrick's Foundation, Inc		25
2/9/12	11398	St John's Episcopal Church		835
11/12/12	12127	St John's Health Center Foundation		2,500
9/18/12	11987	St Jude Children's Research Hospital	150	
1/13/12	11333	St Jude Children's Research Hospital	100	
6/18/12	11746	St Jude Children's Research Hospital	<u>1,000</u>	1,250
12/17/12	12262	St Louis Catholic Church		500
12/21/12	12271	St Mary's Episcopal School - Support for Annual Fund	20,000	
5/15/12	11652	St. Mary's Episcopal School - Support for St Mary's Community Fund	<u>2,500</u>	22,500
2/6/12	11387	Stand for Children Leadership - Program Implementation		50,000
8/9/12	11890	StudentsFirst Institute - StudentsFirst in Tennessee		100,000
5/17/12	11657	Teach For America - General Operating Support	400,000	
8/21/12	11924	Teach For America - Growing Teach For America - Memphis	75,000	
5/3/12	11617	Teach For America - Operating Support - TFA Memphis	100,000	
6/5/12	11697	Teach For America	10,000	
5/3/12	11618	Teach For America - Support for TFA National Operations	<u>100,000</u>	685,000
3/15/12	11490	Temple Israel	500	
3/22/12	11510	Temple Israel	<u>500</u>	1,000
1/5/12	11296	Tennessee Charter School Association - General Operating Support	50,000	
6/5/12	11699	Tennessee Charter School Association - General Operating Support	25,000	
12/21/12	12272	Tennessee Charter School Association - General Operating Support	<u>50,000</u>	125,000
6/5/12	11694	Tennessee Charter School Incubator - Operating Support		187,500
8/16/12	11921	Tennessee Clean Water Network		850
12/6/12	12209	Tennessee Parks & Greenways Foundation	500	
2/9/12	11399	Tennessee Parks & Greenways Foundation	<u>32,000</u>	32,500
8/14/12	11912	Tennessee State Collaborative	30,000	
1/5/12	11302	Tennessee State Collaborative	<u>50,000</u>	80,000
7/24/12	11842	Tennessee State University Foundation		500
4/23/12	11582	The Achievement Network Ltd		58,000
7/10/12	11792	The Carcinoid Cancer Foundation		500
11/19/12	12159	The Educational Foundation, Inc		14,286
4/9/12	11548	The Evergreen Historic District Foundation		35
1/13/12	11332	The Leadership Academy		50

**J. R. Hyde III Foundation  
2012 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONEE ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
12/21/12	12281	The National Ornamental Metal Museum - General Operating Support	15,000	
7/10/12	11793	The National Ornamental Metal Museum	<u>2,500</u>	17,500
7/24/12	11841	The Philanthropy Roundtable - K-12 Education Programming		20,000
8/2/12	11880	The Retreat House at St Benedict's Monastery		500
7/17/12	11825	The University of Memphis Foundation		12,000
9/27/12	12017	The Women's Foundation of Greater Memphis - 2011-12 Challenge Grant	50,000	
6/5/12	11695	The Women's Foundation of Greater Memphis	75	
1/24/12	11359	The Women's Foundation of Greater Memphis	100	
12/13/12	12244	The Women's Foundation of Greater Memphis - General Operating Support	10,000	
7/17/12	11828	The Women's Foundation of Greater Memphis- Support for 2012 Annual Tribute Luncheon	<u>10,000</u>	70,175
6/26/12	11763	tnAchieves - Scholarship Support		100,000
10/24/12	12081	United Neighborhood Houses		1,000
12/13/12	12241	United Way of the Mid-South		5,000
1/13/12	11338	University of North Carolina at Chapel Hill	1,000,000	
8/9/12	11889	University of North Carolina at Chapel Hill	<u>51,250</u>	1,051,250
7/10/12	11795	Wolf River Conservancy - Capital Campaign Feasibility Study	35,000	
4/23/12	11579	Wolf River Conservancy - Consulting Support for Design Review	2,440	
7/26/12	11853	Wolf River Conservancy - Consulting support for Greenway Feasibility Study	3,500	
9/27/12	12015	Wolf River Conservancy	500	
9/18/12	11988	Wolf River Conservancy	2,000	
3/20/12	11501	Wolf River Conservancy - Support for Greenway Consultant - Phase III Design	500	
3/21/12	11504	Wolf River Conservancy - Wolf River Trail Project Coordinator	<u>26,000</u>	69,940
<b>TOTAL</b>				<u><u>16,726,008</u></u>



## HYDE FAMILY FOUNDATIONS

### APPLICATION GUIDELINES

Before seeking support, please thoroughly review the Hyde Family Foundations' program interests and grant criteria. If, after reviewing this information, you believe your organization and/or project fit within the Foundation's program interests, you may electronically submit an application for funding through our website.

Applications must be accompanied by all required attachments (listed below) and a Grant Application Authorization Form which is available on the website. The application for funding should include the following information:

In 2,500 words or less, please describe the following:

- A detailed explanation of the need for the project
- The goals, objectives, and work plan for your project
- The population that will be served by your proposed efforts and the anticipated impact on the targeted population
- A description of your organization's strategy for evaluating the project
- A description of your organization's past experiences and successes in relation to this project
- A project timeline
- How the funds requested from the Hyde Family Foundations will be used
- A brief review of other area organizations providing similar services and any efforts to coordinate with these organizations
- Explanation of how this project corresponds with the Foundations' program interests
- An explanation of why your organization is uniquely equipped to be successful, including a discussion of the qualifications of the organization's Executive Director, Project Manager (if different than the ED), and any other staff members assigned to the project.

Please submit the following supporting materials:

- A detailed project budget that includes amounts requested from and committed by other funders
- Copy of your organization's current annual budget and the organization's annual budget for the project year(s), if different
- Current list of your organization's Board of Directors
- Most recent audited financial statements (if required by law)
  - o If not attaching your most recent audited financial statements, please attach a document explaining the reason for its omission
- Grant Application Authorization Form
- Any additional supplemental materials that may be relevant to the request (optional)

All applications are carefully reviewed by staff and select applications are then reviewed quarterly by Foundation Trustees. Applications are typically reviewed at the subsequent Trustee meeting but some funding decisions may be deferred when necessary. You will be notified promptly when your application is

received and will be updated on the status of your application and likely notification date within 6-8 weeks of submission.

If you are unable to submit an application electronically, a paper application may be submitted.

### **Paper Applications**

If submitting a paper application, please include a coversheet, and required supporting materials. The cover sheet is available on our website and the application should describe the following in 5 pages or less:

- A brief overview of your organization's background and mission
- A detailed explanation of the need for the project
- The goals, objectives, and work plan for your project
- The population that will be served by your proposed efforts and the anticipated impact on the targeted population
- A description of your organization's strategy for evaluating the project
- A description of your organization's past experiences and successes in relation to this project
- A project timeline
- How the funds requested from the Hyde Family Foundations will be used
- A brief review of other area organizations providing similar services and any efforts to coordinate with these organizations
- Explanation of how this project corresponds with the Foundations' program interests
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- Most recent audited financial statements (if required by law)
  - o If not attaching your most recent audited financial statements, please attach a document explaining the reason for its omission
- Grant Application Authorization Form
- Any additional supplemental materials that may be relevant to the request (optional)

Please mail all applications, supporting materials, and coversheets to:

Hyde Family Foundations  
Attn: Lauren Jenkins  
17 W. Pontotoc, Suite 200  
Memphis, TN 38103

PLEASE BE SURE TO INCLUDE THE ABOVE-LISTED ITEMS IN YOUR CONCEPT LETTER, OR WE WILL BE UNABLE TO REVIEW YOUR APPLICATION.

Please submit one copy of the coversheet application and concept letter. The cover sheet application must be signed by the organization's Executive Director and Board Chairperson.

### **Grant Cycles**

The Hyde Family Foundations accept applications for funding four times a year.

Applications are accepted: **March 1, June 1, September 1, and December 1.**

All applications are carefully reviewed by staff and select applications are then reviewed quarterly by Foundation Trustees. Applications are typically reviewed at the subsequent Trustee meeting but some funding decisions may be deferred when necessary. You will be notified promptly when your application is received and will be updated on the status of your application and likely notification date within 6-8 weeks of submission.

### **(Deadlines)**

<b>Application Due Date</b>	<b>Consideration / Meetings Held</b>	<b>Notification by</b>
March 1	Mid-May	End of May
June 1	Mid-August	End of August
September 1	Mid-November	End of November
December 1	Mid-February	End of February

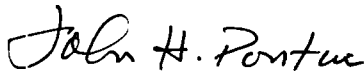
**J.R. HYDE, III FAMILY FOUNDATION**  
**FORM 990-PF**  
**Y/E 12/31/12**

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

The J. R. Hyde, III Family Foundation hereby elects for the 2012 calendar tax year to treat as a current distribution out of corpus \$16,488,803 of excess distributions from prior tax years as follows:

2012	14,524,105
2009	1,964,698

Such amounts have not been used for any other purpose, such amounts were treated as a distribution out of corpus under IRC Sec. 53.4942(a)-3(d)(1)(iii), and the corpus distributions occurred within the past 5 years.



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John H. Pontius,  
Secretary/Treasurer  
J.R. Hyde, III Family Foundation