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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation KEMMONS WILSON FAMILY FOUNDATION		A Employer identification number 62-6046687
Number and street (or P O box number if mail is not delivered to street address) 8700 TRL LK DR W SUITE 300	Room/suite	B Telephone number (901) 346-8800
City or town, state, and ZIP code MEMPHIS, TN 38125		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 34,870,623.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	9,436.			
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	48,863.	48,863.	48,863.	STATEMENT 1
	4 Dividends and interest from securities	677,046.	676,822.	677,046.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,662,501.			
	b Gross sales price for all assets on line 6a	2,320,387.			
	7 Capital gain net income (from Part IV, line 2)		1,662,501.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances	1,728.			STATEMENT 3
b Less Cost of goods sold	1,574.				
c Gross profit or (loss)	154.		154.		
11 Other income	<275,178.>	<275,178.>	<275,178.>	STATEMENT 4	
12 Total. Add lines 1 through 11	2,122,822.	2,113,008.	450,885.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages	81,759.	0.	0.	81,759.
	15 Pension plans, employee benefits	11,619.	0.	0.	11,619.
	16a Legal fees STMT 5	337.	169.	0.	168.
	b Accounting fees STMT 6	29,100.	14,550.	0.	14,550.
	c Other professional fees STMT 7	13,310.	6,655.	0.	6,655.
	17 Interest				
	18 Taxes STMT 8	16,211.	9,528.	0.	6,683.
	19 Depreciation and depletion	901.	0.	934.	
	20 Occupancy	5,210.	2,605.	0.	2,605.
	21 Travel, conferences, and meetings	48,858.	0.	0.	48,858.
	22 Printing and publications	6,065.	0.	0.	6,065.
	23 Other expenses STMT 9	22,914.	2,017.	0.	20,897.
	24 Total operating and administrative expenses. Add lines 13 through 23	236,284.	35,524.	934.	199,859.
	25 Contributions, gifts, grants paid	1,595,741.			1,595,741.
26 Total expenses and disbursements. Add lines 24 and 25	1,832,025.	35,524.	934.	1,795,600.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	290,797.				
b Net investment income (if negative, enter -0-)		2,077,484.			
c Adjusted net income (if negative, enter -0-)			449,951.		

9/11

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			65,615.	115,617.	115,617.
	3 Accounts receivable ▶ 2,125,300. Less allowance for doubtful accounts ▶ 2,125,000.			248,952.	300.	300.
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use			86,308.	84,734.	84,734.
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment: basis ▶ 463,005. Less accumulated depreciation ▶			463,005.	463,005.	463,005.
	12 Investments - mortgage loans					
	13 Investments - other	STMT 12		32,868,654.	33,861,166.	34,191,988.
14 Land, buildings, and equipment basis ▶ 6,092. Less accumulated depreciation STMT 13 ▶ 4,913.			2,080.	1,179.	1,179.	
15 Other assets (describe ▶ STATEMENT 14)			13,800.	13,800.	13,800.	
16 Total assets (to be completed by all filers)			33,748,414.	34,539,801.	34,870,623.	
Liabilities	17 Accounts payable and accrued expenses			2,092.	54,541.	
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			2,092.	54,541.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds			33,746,322.	34,485,260.		
30 Total net assets or fund balances			33,746,322.	34,485,260.		
31 Total liabilities and net assets/fund balances			33,748,414.	34,539,801.		

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	33,746,322.
2 Enter amount from Part I, line 27a	2	290,797.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	511,744.
4 Add lines 1, 2, and 3	4	34,548,863.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	63,603.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,485,260.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,320,387.		657,886.	1,662,501.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			1,662,501.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,662,501.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	318,902.

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	1,798,696.	33,950,198.	.052980
2010	1,768,738.	29,667,314.	.059619
2009	1,835,071.	7,703,147.	.238224
2008	3,101,652.	10,447,743.	.296873
2007	2,935,344.	37,725,465.	.077808

2 Total of line 1, column (d)	2	.725504
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.145101
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	33,944,262.
5 Multiply line 4 by line 3	5	4,925,346.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,775.
7 Add lines 5 and 6	7	4,946,121.
8 Enter qualifying distributions from Part XII, line 4	8	1,795,600.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	41,550.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	41,550.
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	41,550.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,378.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	27,622.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	41,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	550.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.KWILSONFF.COM	13		X
14	The books are in care of ► GARY C. MCCLAIN, CPA Telephone no ► 901-346-8800 Located at ► 8700 TRAIL LAKE DRIVE WEST, SUITE 300, MEMPHIS, T ZIP+4 ► 38125			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
1b			
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?		X
1c			
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A		
2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) N/A		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X
4b			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		0.	0.	0.

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

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

Total number of other employees paid over \$50,000☐ 0

(continued)

(a) Name and address of each person paid more than \$50,000

(b) Type of service

(c) Compensation	
------------------	--

NONE

0

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

0.

2

3

4

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

Amount

1 N/A

2

All other program-related investments See instructions

3

Total. Add lines 1 through 3

0.

223561
12-05-12

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	33,832,273.
b	Average of monthly cash balances	1b	65,888.
c	Fair market value of all other assets	1c	563,019.
d	Total (add lines 1a, b, and c)	1d	34,461,180.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	34,461,180.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	516,918.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,944,262.
6	Minimum investment return. Enter 5% of line 5	6	1,697,213.

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	1,697,213.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	41,550.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	41,550.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,655,663.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,655,663.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,655,663.

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	1,795,600.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,795,600.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,795,600.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,655,663.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,197,840.			
b From 2008	2,596,015.			
c From 2009	1,465,484.			
d From 2010	300,023.			
e From 2011	113,359.			
f Total of lines 3a through e	5,672,721.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,795,600.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,655,663.
e Remaining amount distributed out of corpus	139,937.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	5,812,658.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,197,840.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,614,818.			
10 Analysis of line 9				
a Excess from 2008	2,596,015.			
b Excess from 2009	1,465,484.			
c Excess from 2010	300,023.			
d Excess from 2011	113,359.			
e Excess from 2012	139,937.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2012)

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				
ACHIEVEMENT PREPARATORY 908 WAHLER PI SE WASHINGTON, DC 20032	NONE		DONATION	550.
ADVANCE MEMPHIS P.O. BOX 2201 MEMPHIS, TN 38101	NONE		DONATION	6,500.
AFFILIATES IN ACTION PO BOX 2122 BISMARK, ND 58502-2122	NONE		DONATION	2,500.
AFRICAN LEADERSHIP PO BOX 2888 BRENTWOOD, TN 37024	NONE		DONATION	3,000.
AGAPE CHILD & FAMILY SERVICES 111 RACINE STREET MEMPHIS, TN 38111	NONE		DONATION	26,000.
Total SEE CONTINUATION SHEET(S)			3a	1,595,741.
b Approved for future payment				
NONE				
Total			3b	0.

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

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

[illegible]

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

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

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

**Sign
Here**

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

► *h. Ball*

Date _____

▶ VICE PRESIDENT

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

GARY MCCLAIN, CPA

Preparer's signature

James C. McClure CPA 11/5/13

Date

11/5/13

Check ☐ if
self-employed

PTIN

P01216389

Firm's name ► GARY MCCLAIN, CPA

Firm's EIN ▶

Firm's address ► 8700 TRAIL LAKE DRIVE WEST, SUITE 300
MEMPHIS, TN 38125

Phone no 901-346-8800

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE	1,558.	0.	0.	1,558.	
MAINTENANCE & REPAIRS	16,842.	0.	0.	16,842.	
OVERHEAD	4,034.	2,017.	0.	2,017.	
INSURANCE	145.	0.	0.	145.	
GIFTS/FLOWERS	82.	0.	0.	82.	
POSTAGE	253.	0.	0.	253.	
TO FORM 990-PF, PG 1, LN 23	22,914.	2,017.	0.	20,897.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION	AMOUNT		
TAX EXEMPT INTEREST FROM PASSTHROUGHS	5,407.		
RETURN OF CAPITAL - MORGAN KEEGAN SETTLEMENT	506,337.		
TOTAL TO FORM 990-PF, PART III, LINE 3	511,744.		

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	11
DESCRIPTION	AMOUNT		
FEDERAL INCOME TAX PAID	11,376.		
	40,498.		
	11,729.		
TOTAL TO FORM 990-PF, PART III, LINE 5	63,603.		

KEMMONS WILSON FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	DTC PRIVATE EQUITY, LP	P	VARIOUS	12/31/12
b	DTC PRIVATE EQUITY, LP	P	VARIOUS	12/31/12
c	BLACKHAWK	P	VARIOUS	12/31/12
d	PALLADIAN PARTNERS	P	VARIOUS	12/31/12
e	PALLADIAN PARTNERS	P	VARIOUS	12/31/12
f	EXCELSIOR BUYOUT	P	VARIOUS	12/31/12
g	EXCELSIOR BUYOUT	P	VARIOUS	12/31/12
h	WFPIF	P	VARIOUS	12/31/12
i	WFGEF	P	VARIOUS	12/31/12
j	WFGEF	P	VARIOUS	12/31/12
k	WFOFIF	P	VARIOUS	12/31/12
l	WFOFIF	P	VARIOUS	12/31/12
m	EAGLE CAPITAL	P	VARIOUS	12/31/12
n	EAGLE CAPITAL	P	VARIOUS	12/31/12
o	HS	P	VARIOUS	12/31/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	302.		302.
b	44,585.		44,585.
c	942.		942.
d	1,550.		1,550.
e	69,646.		69,646.
f		7.	<7.>
g	44,069.		44,069.
h	14,117.		14,117.
i	111,536.		111,536.
j		3,854.	<3,854.>
k	35,704.		35,704.
l	18,529.		18,529.
m	18,882.		18,882.
n	892,624.		892,624.
o	100,551.		100,551.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			** 302.
b			44,585.
c			942.
d			** 1,550.
e			69,646.
f			** <7.>
g			44,069.
h			** 14,117.
i			** 111,536.
j			<3,854.>
k			** 35,704.
l			18,529.
m			** 18,882.
n			892,624.
o			** 100,551.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

KEMMONS WILSON FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HS	P	VARIOUS	12/31/12
b	FIXED INCOME	P	VARIOUS	12/31/12
c	FIXED INCOME	P	VARIOUS	12/31/12
d	MAIN	P	VARIOUS	12/31/12
e	KENNEDY CAPITAL	P	VARIOUS	12/31/12
f	KENNEDY CAPITAL	P	VARIOUS	12/31/12
g	THORNBURG	P	VARIOUS	12/31/12
h	THORNBURG	P	VARIOUS	12/31/12
i	WHV	P	VARIOUS	12/31/12
j	WHV	P	VARIOUS	12/31/12
k	WHV	P	VARIOUS	12/31/12
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 116,826.			116,826.
b 12,883.			12,883.
c 149,032.			149,032.
d		540,112.	<540,112.>
e 22,064.			22,064.
f 524,113.			524,113.
g		259.	<259.>
h		110,553.	<110,553.>
i 1,579.			1,579.
j 90,587.			90,587.
k		3,101.	<3,101.>
l 50,266.			50,266.
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			116,826.
b			** 12,883.
c			149,032.
d			<540,112.>
e			** 22,064.
f			524,113.
g			** <259.>
h			<110,553.>
i			** 1,579.
j			90,587.
k			<3,101.>
l			50,266.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,662,501.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	318,902.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AL CHYMIA SHRINERS 5770 SHELBY OAKS DR MEMPHIS, TN 38134	NONE		DONATION FOR THE ANNUAL CIRCUS	500.
ALLIANCE FORMERLY THE GRANT CENTER 5100 POPLAR AVENUE SUITE 502 MEMPHIS, TN 38137	NONE		DONATION	7,500.
ALZHEIMER'S DAY SERVICES OF MEMPHIS, INC 4585 RALEIGH LAGRANGE MEMPHIS, TN 38168	NONE		DONATION FOR "FORGET-ME-NOT" CAPITAL CAMPAIGN	1,000.
AMERICAN RED CROSS 1400 CENTRAL AVENUE MEMPHIS, TN 38104	NONE		DONATION	1,650.
ARKANSAS GAME & FISH 2 NATURAL RESOURCE DRIVE LITTLE ROCK, AR 72205	NONE		DONATION	500.
ARTS MEMPHIS 575 SOUTH MENDENHALL MEMPHIS, TN 38117	NONE		DONATION	2,500.
ASSOCIATION OF SMALL FOUNDATIONS PO BOX 247 WINOOSKI, VT 05404-9901	NONE		DONATION	695.
BADDOUR CENTER 3297 HWY 51 SOUTH SENATOBIA, MS 38668	NONE		DONATION TO THE EDUCATION & RESEARCH DIVISION	10,000.
BAPTIST MEMORIAL HEALTH CARE FOUNDATION 350 NORTH HUMPREYS BOULEVARD MEMPHIS, TN 38120	NONE		DONATION FOR THE BAPTIST TRINITY CENTER FOR GOOD GRI	200,250.
BETHANY CHRISTIAN SERVICES 1044 BROOKFIELD RD MEMPHIS, TN 38119	NONE		DONATION	20,000.
Total from continuation sheets				1,557,191.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BLUES CITY THRIFT 6685 QUINCE ROAD MEMPHIS, TN 38119	NONE		DONATION	5,000.
BOYS & GIRLS CLUB OF GREATER MEMPHIS 189 SOTH BARKSDALE MEMPHIS, TN 38104	NONE		DONATION FOR OPERATING FUND	20,000.
BOYS SCOUTS OF AMERICA 171 SOUTH HOLLYWOOD MEMPHIS, TN 38112	NONE		DONATION	7,000.
BRIARCREST CHRISTIAN SCHOOLS 6000 BRIARCREST AVENUE MEMPHIS, TN 38120	NONE		DONATION FOR HIGH SCHOOL CAFETERIA	5,000.
BRIDGES INC 477 N FIFTH STR MEMPHIS, TN 38105	NONE		DONATION FOR THE OPERATING FUND	11,650.
BROOKS MUSEUM OF ART 1934 POPLAR AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR MORISOT EXHIBITION FAMILY DAY	11,500.
CALVARY ASSEMBLY 1912 BIRCH AVENUE ESCONDIDO, CA 92027	NONE		DONATION	100.
CARNIVAL MEMPHIS 2693 UNION AVENUE EXT MEMPHIS, TN 38112	NONE		DONATION	2,500.
CASA 868 N MANASSAS ST MEMPHIS, TN 38107	NONE		DONATION	10,000.
CHILDREN'S MUSEUM OF MEMPHIS 2525 CENTRAL AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR VARIOUS PROGRAMS OFFERED	4,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHRIST COMMUNITY HEALTH SERVICES 2595 CENTRAL AVENUE MEMPHIS, TN 38104	NONE		DONATION TO OPERATING FUND	6,000.
CHRISTIAN BROTHERS UNIVERSITY 650 EAST PARKWAY SOUTH MEMPHIS, TN 38104	NONE		DONATION	40,000.
CHURCH HEALTH CENTER 1210 PEABODY AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR THE HEALTH AND HEALING CENTER & MEMORIA	2,500.
CITIZENS FOR COMMUNITY VALUES 3294 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION	500.
COLLEGIATE SCHOOL OF MEMPHIS 675 NATIONAL AVENUE MEMPHIS, TN 38119	NONE		DONATION	2,500.
COMMUNITY ENTRY SERVICES 2441 PECK AVENUE RIVERTON, WY 82501	NONE		DONATION TO OPERATING FUND	2,000.
COMMUNITY FOUNDATION 1900 UNION AVENUE MEMPHIS, TN 38104	NONE		DONATION TO THE JOSEPH LEE, SR FUND	5,000.
COUNTRY PLACE MINISTRIES 1850 PRICE RD MOSCOW, TN 38057	NONE		DONATION TO GENERAL FUND	155,000.
CREATIVE AGING MIDSOUTH 1796 FORREST AVENUE MEMPHIS, TN 38112	NONE		DONATION	1,500.
DAYSTAR COUNSELING MINISTRIES 2120 CRESTMOOR RD, STE 3012 NASHVILLE, TN 37215	NONE		DONATION TO OPERATING FUND	6,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DC PREP 707 EDGEWOOD STREET NE WASHINGTON, DC 20017	NONE		DONATION	550.
DELTA WATERFOWL FOUNDATION PO BOX 3128 BISMARCK, ND 58502	NONE		DONATION	250.
DENVER ZOOLOGICAL FOUNDATION INC 2300 STEELE STREET DENVER, CO 80205	NONE		DONATION TO OPERATING FUND	1,000.
DIXON GALLERY AND GARDENS 4339 PARK AVENUE MEMPHIS, TN 38117	NONE		DONATION FOR OPERATING FUND	27,000.
DOWN SYNDROME ASSOCIATION OF MEMPHIS & THE MID SOUTH 2893 S. MENDENHALL RD SUITE 3 MEMPHIS TN, TN 38115	NONE		DONATION	2,500.
DOWNLINE MINISTRIES 4719 CHICKASAW ROAD MEMPHIS, TN 38117	NONE		DONATION	3,500.
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE		DONATION TO OPERATING FUND	1,250.
EIKON MINISTRIES INC. P.O. BOX 111164 MEMPHIS, TN 38111	NONE		DONATION	1,000.
EMMANUEL EPISCOPAL CENTER P.O. BOX 550 MEMPHIS, TN 38126	NONE		DONATION	1,000.
EXCHANGE CLUB FAMILY CENTER 2180 UNION AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR THE SAFE EXCHANGE/SUPERVISED VISITATION	20,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAMILY LIFE 5800 RANCH DR LITTLE ROCK, AR 72223	NONE		DONATION TO OPERATING FUND	5,000.
FAMILY MATTER 2595 CENTRAL AVENUE MEMPHIS, TN 38104	NONE		DONATION	15,000.
FEDEX FAMILY HOUSE 918 POPLAR AVENUE MEMPHIS, TN 38105	NONE		DONATION	25,000.
FELLOWSHIP BIBLE CHURCH 1210 FRANKLIN RD NASHVILLE, TN 37027	NONE		DONATION TO OPERATING FUND	4,000.
FELLOWSHIP MEMPHIS PO BOX 11465 MEMPHIS, TN 38111	NONE		DONATION	2,000.
FIRE MUSEUM OF MEMPHIS 118 ADAMS AVENUE MEMPHIS, TN 38103	NONE		DONATION	5,000.
FOLLOWONE INTERNATIONAL 715 GLEN EAGLE DRIVE WINTER SPRINGS, FL 32708	NONE		DONATION TO OPERATING FUND	14,000.
HARBOR PRESBYTERIAN CHURCH 964 FIFTH AVENUE #535 SAN DIEGO, CA 92101	NONE		DONATION TO OPERATING FUND	1,000.
HEARTLIFE PROFESSIONAL SOUL CARE 9045 FOREST CENTER DR STE 102 GERMANTOWN, TN 38158	NONE		DONATION	500.
HOPE CLINIC FOR WOMAN 1810 HAYES STREET NASHVILLE, TN 37203	NONE		DONATION	3,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOPE WORKS INC 1930 UNION AVENUE MEMPHIS, TN 38104-4029	NONE		DONATION	6,000.
HUTCHINSON SCHOOL 1740 RIDGEWAY ROAD MEMPHIS, TN 38119	NONE		DONATION FOR THE ANNUAL GIVING CAMPAIGN	9,600.
JEFFERSON SCHOLARS FOUNDATION 112 CLARKE COURT CHARLOTTESVILLE, VA 229044807	NONE		DONATION	3,275.
JIFF 254 S. LAUDERDALE ST MEMPHIS, TN 38126	NONE		DONATION	22,575.
JUNIOR ACHIEVEMENT OF MEMPHIS AND THE MID-SOUTH, INC. 307 MADISON AVENUE MEMPHIS, TN 38103	NONE		DONATION-EXCHANGE CITY CAPITAL CAMPAIGN PROJECT	25,000.
LAGRANGE UNITED METHODIST CHURCH PO BOX 75 LAGRANGE TN 38046	NONE		DONATION	17,500.
LEAD LIKE JESUS 3506 PROFESSIONAL CIRCLE AUGUSTA, GA 30907	NONE		DONATION	10,000.
LEBONHEUR CHILDREN'S MEDICAL CENTER PO BOX 42048 MEMPHIS, TN 38174-2048	NONE		DONATION	2,500.
LITERACY MID SOUTH 902 SOUTH COOPER MEMPHIS, TN 38104	NONE		DONATION FOR OPERATING FUND	10,000.
LIVEOAK 1206 MAGNOLIA COURT CEDAR PARK, TX 78613	NONE		DONATION	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MATTHEW KELLY FOUNDATION 2330 KEMPER LANE CINCINNATI, OH 45206	NONE		DONATION	3,000.
MEMPHIS ATHLETIC MINISTRIES 2107 BALL ROAD MEMPHIS TN, TN 38114	NONE		DONATION FOR OPERATING FUND	25,000.
MEMPHIS BOTANIC GARDEN 750 CHERRY ROAD MEMPHIS, TN 38117	NONE		DONATION FOR THE OPERATING FUND	5,500.
MEMPHIS CITY SCHOOL FOUNDATION PO BOX 111169 MEMPHIS, TN 38111	NONE		DONATION	50,000.
MEMPHIS HUMANE SOCIETY 935 FARM ROAD MEMPHIS, TN 38134	NONE		DONATION	1,000.
MEMPHIS POLICE FOUNDATION 201 POPLAR RM 12-28 MEMPHIS, TN 38103	NONE		DONATION	17,500.
MEMPHIS SYMPHONY ORCHESTRA 585 SOUTH MENDENHALL MEMPHIS, TN 38117	NONE		DONATION	10,000.
MEMPHIS TEACHER RESIDENCY 2181 UNION AVENUE MEMPHIS, TN 38104	NONE		DONATION	1,000.
MEMPHIS THEOLOGICAL SEMINARY 168 EAST PARKWAY MEMPHIS TN 38104	NONE		DONATION TO OPERATING FUND	15,000.
MEMPHIS UNIVERSITY SCHOOL 6191 PARK AVENUE MEMPHIS, TN 38119	NONE		DONATION FOR WILSON SOCIETY	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEMPHIS ZOOLOGICAL SOCIETY 2000 PRENTISS PLACE MEMPHIS, TN 38112	NONE		DONATION TO THE ANNUAL FUND	51,000.
METHODIST HEALTHCARE FOUNDATION 1211 UNION AVENUE MEMPHIS, TN 38174	NONE		DONATION	52,500.
MID-SOUTH FOOD BANK 239 SOUTH DUDLEY MEMPHIS, TN 38104	NONE		DONATION	1,000.
MIFA-METROPOLITAN INTERFAITH ASSOCIATION P.O. BOX 3130 MEMPHIS, TN 38173	NONE		DONATION FOR THE OPERATING FUND	1,000.
MILE HIGH DOWN SYNDROME ASSOCIATION 3515 S. TAMARAC DR SUITE 320 DENVER, CO 80237	NONE		DONATION TO OPERATING FUND	7,000.
MULLINS UNITED METHODIST CHURCH 4 NORTH MENDENHALL ROAD MEMPHIS, TN 38117-2968	NONE		DONATION TO OPERATING FUND	17,500.
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY STREET MEMPHIS, TN 38103	NONE		DONATION FOR THE OPERATING FUND	9,575.
NEIGHBORHOOD CHRISTIAN CENTERS INC 785 JACKSON AVE MEMPHIS, TN 38107	NONE		DONATION FOR THE OPERATING FUND	3,500.
NEIGHBORHOOD SCHOOL 175 TILLMAN STREET MEMPHIS, TN 38111-2721	NONE		DONATION	10,000.
NEXUS 4055 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION	15,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PINK PALACE FAMILY MUSEUMS 3050 CENTRAL AVENUE MEMPHIS, TN 38111	NONE		DONATION FOR OPERATING FUND	8,500.
PLANTING FAITH MINISTRIES 999 S SHADY GROVE ROAD MEMPHIS, TN 38120	NONE		DONATION FOR OPERATING FUND	2,500.
POTTERS HOUSE ASSOCIATION PO BOX 106 DEPT A PEWAUKEE, WI 53072-0106	NONE		DONATION	4,000.
PRESBYTERIAN DAY SCHOOL 4025 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION TO THE ANNUAL FUND	7,500.
REPAIRING THE BREACH OUTREACH MINISTRY PO BOX 16128 MEMPHIS, TN 38186	NONE		DONATION	4,000.
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	NONE		DONATION TO SERVICE SCHOLARSHIP	30,000.
RISE 22 N FRONT STREET SUITE 680 MEMPHIS, TN 38103	NONE		DONATION	22,500.
SALVATION ARMY 696 JACKSON AVENUE MEMPHIS, TN 38105	NONE		DONATION FOR OPERATING FUND	5,000.
SEARCH MINISTRIES INC 5038 DORSEY HALL DRIVE ELLCOTT CITY, MD 21042	NONE		DONATION	2,000.
SECOND PRESBYTERIAN CHURCH 4055 POPLAR AVENUE MEMPHIS, TN 38101	NONE		DONATION TO NEXUS PROGRAM	12,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SEXUAL WHOLENESS 1325 SATELLITE BLVD STE 102 SUWANEE, GA 30024	NONE		DONATION	1,000.
SHELBY FARMS PARK 500 NORTH PINE LAKE DRIVE MEMPHIS, TN 38134	NONE		DONATION TO OPERATING FUND	25,000.
SOUTHERN METHODIST UNIVERSITY (SMU) PO BOX 750333 DALLAS, TX 75275	NONE		DONATION	5,000.
SPECIAL OLYMPICS OF MEMPHIS 1355 LYNNFIELD ROAD MEMPHIS, TN 38119	NONE		DONATION	1,000.
ST JUDE CHILDRENS HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE		DONATION TO THE MEMPHIS GRIZZIES HOUSE	200.
ST PETER'S CATHOLIC CHURCH 190 ADAM'S AVENUE MEMPHIS, TN 38107	NONE		DONATION	3,500.
ST. GEORGE'S INDEPENDENT SCHOOL 1880 WOLF RIVER BLVD COLLIERVILLE, TN 38017	NONE		DONATION TO OPERATING FUND	4,500.
STAX MUSEUM OF AMERICAN SOUL MUSIC (SOULSVILLE FOUNDATION) 926 E. MCLEMORE AVE MEMPHIS, TN 38106	NONE		DONATION TO STAX MUSIC ACADEMY	2,500.
STREETS MINISTRIES 430 VANCE AVENUE MEMPHIS, TN 38126	NONE		DONATION TO ANNUAL FUND	25,000.
TEACH FOR AMERICA ONE COMMERCE SQUARE SUITE 1190 MEMPHIS, TN 38103	NONE		DONATION TO OPERATING FUND	55,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TENNESSEE ACHIEVES 10427 ELECTRIC AVENUE KNOXVILLE, TN 37932	NONE		DONATION	15,000.
THE FALLS CHURCH 115 E. FAIRFAX STREET FALLS CHURCH, VA 22046	NONE		DONATION TO OPERATING FUND	3,900.
THE MASTER'S MISSION PO BOX 547 ROBBINSVILLE, NC 28771	NONE		DONATION TO OPERATING FUND	1,000.
THE SOCIETY OF ENTREPRENEURS P.O. BOX 770839 MEMPHIS, TN 38177	NONE		DONATION	2,500.
UNIVERSITY OF DENVER FISHER EARLY LEARNING CENTER 2190 E ASBURY AVE DENVER, CO 80208	NONE		DONATION	1,575.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37235	NONE		DONATION TO DEPT OF SPEC EDUC, CHAMPION'S CIRCLE, &	10,000.
VISIBLE SCHOOL 1015 S COOPER STREET MEMPHIS, TN 38104	NONE		DONATION	10,000.
WINGS CANCER FOUNDATION INC 100 N HUMPHREYS BLVD MEMPHIS, TN 38120	NONE		DONATION	18,050.
WKNO PUBLIC BROADCASTING FOR THE MID-SOUTH 900 GETWELL MEMPHIS, TN 38111	NONE		DONATION TO OPERATING FUND	1,000.
WOLF RIVER CONSERVANCY P.O. BOX 11031 MEMPHIS, TN 38111	NONE		DONATION TO OPERATING FUND	8,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YOUNG JOB CENTER OF EVANSTON 1114 CHURCH STREET EVANSTON, IL 60201	NONE		DONATION	1,300.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901	NONE		DONATION DESIGNATED TO THE MEMPHIS URBAN & DEVELOPMEN	9,000.
YOUTH VILLAGES 7410 MEMPHIS-ARLINGTON MEMPHIS, TN 38135	NONE		DONATION FOR OPERATING FUND	1,000.
YOUTH VISIONS, INC 3925 OVERTON CROSSING MEMPHIS, TN 38127	NONE		DONATION	7,500.
ASSOCIATION OF FUNDRAISING PO BOX 17132 MEMPHIS, TN 38187	NONE		DONATION	2,500.
BAPTIST REHABILITATION 2100 EXETER ROAD GERMANTOWN, TN 38138	NONE		DONATION	2,500.
EXECUTIVE WOMEN'S INTERNATIONAL 191 BEALE STREET MEMPHIS, TN 38103	NONE		DONATION	300.
FEDEX ST. JUDE CLASIC 3325 CLUB AT SOUTHWIND MEMPHIS, TN 38125	NONE		DONATION	2,500.
FIRST BOOK MID-SOUTH PO BOX 111229 MEMPHIS, TN 38125	NONE		DONATION	1,000.
GETWELL ROAD UNITED METHODIST 7875 GETWELL ROAD SOUTHAVEN, MS 38672	NONE		DONATION	100.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIFTED EDUCATION FOUNDATION 885 WOODSTOCK RD STE 430 ROSWELL, GA 30075	NONE		DONATION	2,500.
GIRLS INC 2670 UNION EXT STE 606 MEMPHIS, TN 38112	NONE		DONATION	5,000.
GLENDORA UNITED METHODIST CHURCH P.O. BOX 89 GLENDORA, MS 38928	NONE		DONATION	100.
GOODWILL INDUSTRIES 2605 CHELSEA AVE MEMPHIS, TN 38108	NONE		DONATION	12,500.
HABITAT FOR HUMANITY 7136 WINCHESTER ROAD MEMPHIS, TN 38125	NONE		DONATION	5,000.
HARWOOD CENTER 711 JEFFERSON AVE MEMPHIS, TN 38105	NONE		DONATION	5,000.
IDLEWILD PRESBYTERIAN CHURCH 1750 UNION AVE MEMPHIS, TN 38104	NONE		DONATION	100.
IMPACT URBAN AMERICA, INC 328 MAPLE ST 4TH FLOOR SAN DIEGO, CA 92103	NONE		DONATION	1,000.
KEMMONS WILSON SCHOOL OF HOSPITALITY MANAGEMENT 3700 CENTRAL AVE MEMPHIS, TN 38152	NONE		DONATION	25,000.
NEW MEMPHIS INSTITUTE 22 N FRONT STREET STE 160 MEMPHIS, TN 38103	NONE		DONATION	12,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARGOLIN HEBREW ACADEMY 390 S WHITE STATION ROAD MEMPHIS, TN 38117	NONE		DONATION	5,000.
MEMPHIS CITY BEAUTIFUL 664 ADAMS AVE MEMPHIS, TN 38103	NONE		DONATION	1,000.
MEMPHIS SHELBY COUNTY LAW ENFORCEMENT FOUNDATION PO BOX 3203 MEMPHIS, TN 38103	NONE		DONATION	30,000.
MEMPHIS CENTER FOR URBAN 1790 KIRBY PARKWAY STE 201 MEMPHIS, TN 38138	NONE		DONATION	4,300.
ROCK N SOUL MUSEUM OF MEMPHIS 191 BEALE S STE 100 MEMPHIS, TN 38103	NONE		DONATION	100.
SAMARITAN'S PURSE INT. RELIEF PO BOX 3000 BOONE, NC 28607	NONE		DONATION	100.
SPECIAL KIDS & FAMILIES, INC PO BOX 22383 MEMPHIS, TN 38122	NONE		DONATION	10,000.
STAND FOR CHILDREN 915 E MCLEMORE DR MEMPHIS, TN 38106	NONE		DONATION	2,500.
THE URBAN ALTERNATIVE PO BOX 4000 DALLAS, TX 75208	NONE		DONATION	10,000.
AIRCRAFT OWNERS & PILOTS ASSOCIATION 421 AVIATION WAY FREDERICK, MD 21701	NONE		DONATION	15,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERNATIONAL CHILD ART FOUNDATION PO BOX 58133 WASHINGTON, DC 20037	NONE		DONATION	300.
MEMPHIS MUSIC FOUNDATION 431 S MAIN STREET STE 201 MEMPHIS, TN 38103	NONE		DONATION	1,000.
PRETSTON TAYLOR MINISTRIES 4014 INDIANA AVE NASHVILLE, TN 37209	NONE		DONATION	2,000.
THE HARPSWELL FOUNDATION PO BOX 163 CONCORD, MA 01742	NONE		DONATION	1,700.
THE CORCORAN GALLERY OF ART 500 SEVENTEENTH ST NW WASHINGTON, DC 20006	NONE		DONATION	600.
WARRIORS CENTER 634 SEMMES ST MEMPHIS, TN 38111	NONE		DONATION	500.
BIG BROTHERS BIG SISTERS 81 TILLMAN MEMPHIS, TN 38111	NONE		DONATION	300.
MEMPHIS GRIZZLIES HOUSE 350 N THIRD MEMPHIS, TN 38105	NONE		DONATION	746.
Total from continuation sheets				

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

SOURCE	AMOUNT
KEMMONS WILSON INC	152.
WILKEM N/R	48,711.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	48,863.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BRANDES	3,023.	0.	3,023.
DTC PRIVATE EQUITY LP	23,283.	0.	23,283.
EAGLE CAPITAL	35,110.	0.	35,110.
EXCELSIOR BUYOUT FUNDS LP	6,040.	0.	6,040.
FIXED INCOME	352,875.	50,266.	302,609.
HS MANAGMENT	27,259.	0.	27,259.
KENNEDY (TWO RIVERS)	8,533.	0.	8,533.
MAIN ACCT	1,862.	0.	1,862.
PALLADIAN PARTNERS VI LP	14,313.	0.	14,313.
THORNBURG	26,300.	0.	26,300.
WHV	14,639.	0.	14,639.
WILSON FAMILY GLOBAL EQUITY	77,331.	0.	77,331.
WILSON FAMILY OPPORTUNISTIC FIXED INCOME FUND	122,530.	0.	122,530.
WILSON FAMILY PRIVATE INVESTMENT FUND	9,429.	0.	9,429.
WILSON FOODS INC	36.	0.	36.
WILSON WORLD DALLAS	4,749.	0.	4,749.
TOTAL TO FM 990-PF, PART I, LN 4	727,312.	50,266.	677,046.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS	1,728	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		1,728
4. COST OF GOODS SOLD (LINE 15)	1,574	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		154
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		154

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	86,308	
9. MERCHANDISE PURCHASED.		
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		86,308
14. INVENTORY AT END OF YEAR	84,734	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14) . .		1,574

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DTC PRIVATE EQUITY, LP	<10,457.>	<10,457.>	<10,457.>
BRANDES (MANAGEMENT FEES)	<35.>	<35.>	<35.>
MAIN ACCT (MANAGEMENT FEES)	<67,621.>	<67,621.>	<67,621.>
EXCELSIOR BUYOUT INVESTROS LLC	<7,010.>	<7,010.>	<7,010.>
EAGLE CAP (MANAGEMENT FEES)	<17,334.>	<17,334.>	<17,334.>
KENNEDY (TWO RIVERS) (MANAGEMENT FEES)	<17,121.>	<17,121.>	<17,121.>
PALLADIAN PARTNERS VI LP	<30,891.>	<30,891.>	<30,891.>
BAD DEBT RECOVERY ON NOTE RECEIVABLE	0.	0.	0.
WHV (MANAGEMENT FEES)	<7,888.>	<7,888.>	<7,888.>
WILSON FAMILY PRIVATE INVESTMENT FUND	<21,969.>	<21,969.>	<21,969.>
HS (MANAGEMENT FEES)	<18,469.>	<18,469.>	<18,469.>
WILSON FAMILY GLOBAL EQUITY	<47,356.>	<47,356.>	<47,356.>
WILSON FAMILY OPPORTUNISTIC FIXED INCOME FUND	<29,027.>	<29,027.>	<29,027.>
TOTAL TO FORM 990-PF, PART I, LINE 11	<275,178.>	<275,178.>	<275,178.>

FORM 990-PF

LEGAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	337.	169.	0.	168.
TO FM 990-PF, PG 1, LN 16A	337.	169.	0.	168.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGMENT FEES	4,100.	2,050.	0.	2,050.
ACCOUNTING FEES	16,000.	8,000.	0.	8,000.
TAX PREP FEES	9,000.	4,500.	0.	4,500.
TO FORM 990-PF, PG 1, LN 16B	29,100.	14,550.	0.	14,550.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PC SUPPORT	13,310.	6,655.	0.	6,655.
TO FORM 990-PF, PG 1, LN 16C	13,310.	6,655.	0.	6,655.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	9,515.	9,515.	0.	0.
LICENSES/FEES	25.	13.	0.	12.
PAYROLL TAXES	6,671.	0.	0.	6,671.
TO FORM 990-PF, PG 1, LN 18	16,211.	9,528.	0.	6,683.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT-BLACKHAWK	COST	0.	0.
INVESTMENT-BRANDES	COST	0.	0.
INVESTMENT-CENTENNIAL ABSOLUTE RETURN FUND LP	COST	2,541,116.	3,573,280.
INVESTMENT-CENTENNIAL GLOBAL MACRO	COST	1,775,000.	1,589,501.
INVESTMENT-DTC PRIVATE EQUITY, LP	COST	412,654.	519,523.
INVESTMENT-EAGLE CAP	COST	0.	0.
INVESTMENT-EXCELSIOR BUYOUT	COST		
INVESTORS LLC		165,781.	156,057.
INVESTMENT-FIXED INCOME (LOOMIS SAYLES)	COST	6,142,988.	6,365,716.
INVESTMENT-HERITAGE HEDGED EQUITY FUND LP	COST	2,215,474.	151,006.
INVESTMENT-HS	COST	0.	0.
INVESTMENT-KENNEDY (TWO RIVERS)	COST	0.	0.
INVESTMENT-PALLADIAN PARTNERS VI LP	COST	596,982.	776,409.
INVESTMENT-THORNBURG	COST	0.	0.
INVESTMENT-TITAN GEO	COST	2,750,000.	2,887,646.
INVESTMENT-MAIN ACCOUNT	COST	540,395.	360,872.
INVESTMENT-WHV	COST	0.	0.
INVESTMENT-WILSON FAMILY PRIVATE INV FUND	COST	1,204,717.	1,266,350.
INVESTMENT-WILSON FOODS INC	COST	172,942.	1.
INVESTMENT-WILSON WORLD SUITES DALLAS	COST	2,041,506.	2,041,506.
INVESTMENT-WILSON FAMILY GLOBAL EQUITY	COST	9,603,875.	10,397,064.
INVESTMENT-WILSON FAMILY OPPORTUNISTIC FIXED INCOME	COST	3,697,736.	4,107,057.
TOTAL TO FORM 990-PF, PART II, LINE 13		33,861,166.	34,191,988.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	13
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,998.	1,998.	0.
DELL LAPTOP	1,834.	1,306.	528.
DELL LAPTOP	2,260.	1,609.	651.
TOTAL TO FM 990-PF, PART II, LN 14	6,092.	4,913.	1,179.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MINIATURE HOLIDAY INN SIGN	11,750.	11,750.	11,750.
BRONZE SCULPTURE	2,050.	2,050.	2,050.
TO FORM 990-PF, PART II, LINE 15	13,800.	13,800.	13,800.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SPENCE WILSON 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ROBERT WILSON 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	VICE-PRES./DIRECTOR 0.00	0.	0.	0.
CHARLES K. WILSON, JR. 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	VICE-PRES./DIRECTOR 0.00	0.	0.	0.
GARY C. MCCLAIN 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	SECRETARY 0.00	0.	0.	0.
WILLIAM BATT 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	TREASURER/VICE PRESIDENT 0.00	0.	0.	0.
ELIZABETH WILSON MOORE 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	DIRECTOR 0.00	0.	0.	0.

KEMMONS, WILSON FAMILY FOUNDATION

62-6046687

CAROLE WILSON WEST
8700 TRAIL LAKE DRIVE WEST, SUITE
300
MEMPHIS, TN 38125

DIRECTOR

0.00

0.

0.

0.

CHIP CRENSHAW
8700 TRAIL LAKE DRIVE WEST, SUITE
300
MEMPHIS, TN 38125

ASST SECRETARY

0.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

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