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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation
DEUPREE FAMILY FOUNDATION (2155000180)
REGIONS MORGAN KEEGAN, TRUSTEE

A Employer identification number
62-6334424

Number and street (or P O box number if mail is not delivered to street address): 1100 RIDGEWAY LOOP
Room/suite: 100

B Telephone number
901-861-7600

City or town, state, and ZIP code
MEMPHIS, TN 38120

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 2,779,781.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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	333,721.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,913.	34,913.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	73,205.			
	b Gross sales price for all assets on line 6a 204,915.				
	7 Capital gain net income (from Part IV, line 2)		73,205.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	441,839.	108,118.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,256.	6,128.		6,128.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	1,075.	175.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	701.	701.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	17,015.	8,508.		8,507.
	22 Printing and publications				
	23 Other expenses STMT 4	200.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	31,247.	15,512.		14,635.
	25 Contributions, gifts, grants paid	153,500.			153,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	184,747.	15,512.		168,135.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	257,092.			
	b **Net investment income** (if negative, enter -0-)		92,606.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12230504 758935 N2155000180 2012.03030 DEUPREE FAMILY FOUNDATION (N2155001

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	31,274.	394,575.	394,575.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 5	2,064,284.	2,321,266.	2,385,206.
c	Investments - corporate bonds STMT 6	363,194.	0.	0.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers)	2,458,752.	2,715,841.	2,779,781.
Liabilities				
17	Accounts payable and accrued expenses	8,933.	8,930.	
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)	8,933.	8,930.	
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	2,756,496.	2,756,496.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	-306,677.	-49,585.	
30	**Total net assets or fund balances**	2,449,819.	2,706,911.	
31	**Total liabilities and net assets/fund balances**	2,458,752.	2,715,841.	

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	2,449,819.
2	Enter amount from Part I, line 27a	2	257,092.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,706,911.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,706,911.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	204,915.		131,710.	73,205.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				73,205.

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** 73,205.

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	151,392.	2,632,554.	.057508
2010	138,405.	2,539,383.	.054503
2009	147,461.	2,168,739.	.067994
2008	167,296.	3,172,218.	.052738
2007	266,378.	4,374,527.	.060893

2	**Total** of line 1, column (d)	2	.293636
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	.058727
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,498,878.
5	Multiply line 4 by line 3	5	146,752.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	926.
7	Add lines 5 and 6	7	147,678.
8	Enter qualifying distributions from Part XII, line 4	8	168,135.

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	926.
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	926.
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	926.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 140.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	140.
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	786.
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ N/A

14 The books are in care of ▶ REGIONS MORGAN KEEGAN TRUST Telephone no. ▶ 901-818-7600
Located at ▶ 1100 RIDGEWAY LOOP, SUITE 100, MEMPHIS, TN ZIP+4 ▶ 38120

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

		Line	Yes	No
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		X
	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.

			Line	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)?		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?	☐ 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?		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

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 | | X

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 7		12,256.	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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	2,536,932.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,536,932.
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	2,536,932.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,054.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,498,878.
6	**Minimum investment return** Enter 5% of line 5	6	124,944.

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	124,944.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 926.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	926.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	124,018.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	124,018.
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	124,018.

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	168,135.
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	168,135.
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	926.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	167,209.

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					124,018.
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	57,690.				
b From 2008	8,893.				
c From 2009	39,024.				
d From 2010	11,516.				
e From 2011	20,044.				
f **Total** of lines 3a through e		137,167.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $	168,135.				
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					124,018.
e Remaining amount distributed out of corpus		44,117.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		181,284.			
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		57,690.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		123,594.			
10 Analysis of line 9:					
a Excess from 2008	8,893.				
b Excess from 2009	39,024.				
c Excess from 2010	11,516.				
d Excess from 2011	20,044.				
e Excess from 2012	44,117.				

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

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
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).)

SEE STATEMENT 8

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:

REGIONS MORGAN KEEGAN TRUST, 901-818-7600
1100 RIDGEWAY LOOP, SUITE 100, MEMPHIS, TN 38120

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

LETTER STATING CHARITABLE PURPOSE

c Any submission deadlines:

NONE

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

FUNDING IS GENERALLY LIMITED TO ORGANIZATIONS IN THE MEMPHIS AREA.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE VARIOUS MEMPHIS, TN 38101	NONE	501(C)(3)	CHARITABLE GRANT	153,500.
Total			▶ 3a	153,500.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	34,913.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	73,205.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		108,118.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 108,118.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	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).

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Regions Trust
By [signature] 5/7/13 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID B. JONES	[signature] CPA	5-7-13		P00669013
Firm's name ▶ WATKINS UIBERALL, PLLC			Firm's EIN ▶ 62-1804252	
Firm's address ▶ 1661 AARON BRENNER DR., STE 300 MEMPHIS, TN 38120			Phone no. (901) 761-2720	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
DEUPREE FAMILY FOUNDATION (2155000180) REGIONS MORGAN KEEGAN, TRUSTEE	62-6334424

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	[X] 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

[X] 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	Employer identification number
DEUPREE FAMILY FOUNDATION (2155000180) REGIONS MORGAN KEEGAN, TRUSTEE	62-6334424

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	REED DEUPREE 309 NORTHWAY BALTIMORE, MD 21218	$ 0.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	WILLIAM W DEUPREE JR 2908 NATCHEZ LANE MEMPHIS, TN 38111	$ 264,353.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	WILLIAM W DEUPREE III 505 GOODWYN MEMPHIS, TN 38111	$ 69,368.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
DEUPREE FAMILY FOUNDATION (2155000180) REGIONS MORGAN KEEGAN, TRUSTEE	62-6334424

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
		$	

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

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

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

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

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

Name of organization	Employer identification number
DEUPREE FAMILY FOUNDATION (2155000180) REGIONS MORGAN KEEGAN, TRUSTEE	62-6334424

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATT SCHED REGIONS ST	P	VARIOUS	05/01/12
b	SEE ATT SCHED REGIONS LT	P	VARIOUS	12/31/12
c	LTCG DIVS - THRU REGIONS	P	VARIOUS	12/31/12
d	VANGUARD 500 IDX 56.385 SH	P	VARIOUS	12/31/12
e	BOSTON PRVT FINL HDGS 500 SH	P	10/28/10	09/19/12
f	VANGUARD 500 IDX 130.370 SH	P	05/31/11	01/05/12
g	BOSTON PRVT FINL HDGS 500 SH	P	10/28/10	01/05/12
h	CARDTRONICS INC 400 SH	P	04/07/09	01/05/12
i	REGIONS FINL 23,584 SH	P	VARIOUS	01/05/12
j				
k				
l				
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			238.	-238.
b	59,811.			59,811.
c	1,725.			1,725.
d	7,407.		7,367.	40.
e	4,782.		2,957.	1,825.
f	15,097.		16,202.	-1,105.
g	3,984.		2,957.	1,027.
h	10,956.		836.	10,120.
i	101,153.		101,153.	0.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-238.
b				59,811.
c				1,725.
d				40.
e				1,825.
f				-1,105.
g				1,027.
h				10,120.
i				0.
j				
k				
l				
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	73,205.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORP STOCK - THRU R JAMES	51.	0.	51.
CORP STOCK - THRU REGIONS	34,862.	0.	34,862.
TOTAL TO FM 990-PF, PART I, LN 4	34,913.	0.	34,913.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,075.	175.		0.
TO FORM 990-PF, PG 1, LN 16B	1,075.	175.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	701.	701.		0.
TO FORM 990-PF, PG 1, LN 18	701.	701.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAYMENTS	200.	0.		0.
TO FORM 990-PF, PG 1, LN 23	200.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	2,321,266.	2,385,206.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,321,266.	2,385,206.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS MORGAN KEEGAN TRUST 1100 RIDGEWAY LOOP, SUITE 100 MEMPHIS, TN 38120	SUCCESSOR TRUSTEE 4.00	12,256.	0.	0.
WILLIAM W DEUPREE, JR (BILL) 2908 NATCHEZ LANE MEMPHIS, TN 38111	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
REBECCA DEUPREE 16 GROUPER HOLE BOCA GRANDE, FL 33921	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
WILLIAM W DEUPREE III (WILL) 505 GOODWYN MEMPHIS, TN 38111	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
REED DEUPREE 309 NORTHWAY BALTIMORE, MD 21218	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.

ROBERTA DEUPREE 1314 S CHARLES STREET BALTIMORE, MD 21230	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
ANGELA KAYE DEUPREE 505 GOODWYN MEMPHIS, TN 38111	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		12,256.	0.	0.

FORM 990-PF — PART XV - LINE 1A — STATEMENT 8

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM W DEUPREE III (WILL)
ANGELA KAYE DEUPREE

102 CHARITABLE DEDUCTION - CURRENT INCOME

01/25/12	DISTRIBUTION TO ROYAL PALM PLAYERS PER REQUEST OF BILL DEUPR EE, JR PAID TO. ROYAL PALM PLAYERS TR TRAN#=000000000000001 TR CD=750 REG=0 PORT=INC	-5000 00	-5000 00	1201000008
02/14/12	DISTRIBUTION TO LOVETT SCHOOL PER REQUEST OF REED DEUPREE PAID TO LOVETT SCHOOL TR TRAN#=000000000000001 TR CD=750 REG= PORT=INC	-2000 00	-2000 00	1202000005
04/17/12	DISTRIBUTION TO BOYS AND GIRLS CLUBS OF GREATER MEMPHIS DIST RIBUTION FOR 'STEAK N' BURGER EVENT' REQ RECD ON 04/17/2012 FROM WILLIAM DEUPREE PAID TO. BOYS AND GIRLS CLUBS OF GREATER MEMPHIS TR TRAN#=000000000000001 TR CD=750 REG= PORT=INC	-500 00	-500 00	1204000005

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
05/16/12	GIFT TO SHELBY COUNTY BOOKS FROM BIRTH PER REQUEST OF BILL D EUPREE JR PAID TO SHELBY COUNTY BOOKS FROM BIRTH TR TRAN#=000000000000001 TR CD=750 REG= PORT=INC	-1000 00	-1000 00		1205000005
05/17/12	GIFT TO SALVADOR DALI MUSEUM IN HONOR OF TOM JAMES PAID TO SALVADOR DALI MUSEUM TR TRAN#=000000000000001 TR CD=750 REG= PORT=INC	-5000 00	-5000.00		1205000006
05/22/12	GIFT TO BROOKS MUSEUM PER REQUEST OF BILL DEUPREE JR DATED 0 5/22/2012 PAID TO BROOKS MUSEUM TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-4000.00		-4000 00	1205000007
07/20/12	DISTRIBUTION TO MEMPHIS UNIVERSITY SCHOOL PER REQUEST FROM W M DEUPREE III/ ANNUAL FUND PAID TO MEMPHIS UNIVERSITY SCHOOL TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-1000.00		-1000 00	1207000005
08/23/12	DISTRIBUTION TO SHERIDAN ARTS FOUNDATION FOR WILLIAM DEUPREE JR / MUSICAL PROGRAMMING, YOUNG PEOPLE'S CHOIR, & GENERAL OPERATING PAID TO. SHERIDAN ARTS FOUNDATION TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1208000006
08/23/12	DISTRIBUTION TO HUTCHISON SCHOOL FOR WILLIAM DEUPREE III/20 12 CONTRIBUTION TO HUTCHISON ENDOWMENT FUND PAID TO HUTCHISON SCHOOL TR TRAN#=000000000000003 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1208000008
08/23/12	DISTRIBUTION TO PRESBYTERIAN DAY SCHOOL FOR WILLIAM DEUPREE III / 2012 PLEDGE FOR PDS CAPITAL CAMPAIGN PAID TO PRESBYTERIAN DAY SCHOOL TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-2500.00		-2500 00	1208000009
08/23/12	DISTRIBUTION TO DIXON GALLERY FOR WILLIAM DEUPREE III / 2012 ANNUAL MEMBERSHIP PAID TO DIXON GALLERY TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	1208000010
08/27/12	DISTRIBUTION TO KBBF OPERATIONS FOR KING BISCUIT BLUES FESTI VAL/ DEUPREE FOUNDATION-CONTRIBUTION PAID TO KBBF OPERATIONS TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1208000011
09/04/12	DISTRIBUTION TO PLAYBACK MEMPHIS FOR DEUPREE FOUNDATION / CH ARITABLE CONTRIBUTION TO SUPPORT WASHINGTON DC TRIP PAID TO PLAYBACK MEMPHIS TR TRAN#=000000000000002 TR CD=750 REG= PORT=PRIN	-1500.00		-1500 00	1209000002
09/20/12	DISTRIBUTION TO TELLURIDE CHAMBER MUSIC ASSOCIATION FOR DEUP REE FOUNDATION / CHARITABLE CONTRIBUTION PAID TO TELLURIDE CHAMBER MUSIC ASSOCIATION TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1209000013
09/26/12	DISTRIBUTION TO CHILDREN'S MUSEUM OF MEMPHIS FOR CIRQUE DU C MOM / PER CLIENT REQUEST 9/26/12 PAID TO CHILDREN'S MUSEUM OF MEMPHIS TR TRAN#=000000000000001 TR CD=750 REG= PORT=INC	-1500 00	-1500.00		1209000016
11/19/12	DISTRIBUTION TO GICIA FOR BOCA GRANDE GICIA BIKE PATH ENDOWM ENT PER CLIENT REQUEST 11/16/12 PAID TO GICIA TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00	1211000005
11/30/12	DISTRIBUTION TO DELTA WATERFOWL FOR DONATION FROM THE DEUPRE E FOUNDATION PER CLIENT REQUEST PAID TO. DELTA WATERFOWL TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1211000006
12/11/12	DISTRIBUTION TO KIPP FOR DONATION FROM THE DEUPREE FOUNDATIO N PER CLIENT REQUEST PAID TO· KIPP TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	1212000008

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
12/11/12	DISTRIBUTION TO FERNBANK MUSEUM FOR DONATION FROM THE DEUPRE E FOUNDATION PER CLIENT REQUEST PAID TO FERNBANK MUSEUM TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN	-1000.00		-1000 00	1212000009
12/11/12	DISTRIBUTION TO LOVETT SCHOOL FOR DONATION FROM THE DEUPREE FOUNDATION PER CLIENT REQUEST PAID TO LOVETT SCHOOL TR TRAN#=000000000000007 TR CD=750 REG= PORT=PRIN	-2000.00		-2000 00	1212000010
12/11/12	DISTRIBUTION TO ATLANTA BOTANICAL GARDEN FOR DONATION FROM T HE DEUPREE FOUNDATION PER CLIENT REQUEST PAID TO ATLANTA BOTANICAL GARDEN TR TRAN#=000000000000008 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	1212000011
12/11/12	DISTRIBUTION TO ATLANTA SYMPHONY FOR DONATION FROM THE DEUPR EE FOUNDATION PER CLIENT REQUEST PAID TO ATLANTA SYMPHONY TR TRAN#=000000000000009 TR CD=750 REG= PORT=PRIN	-1000.00		-1000 00	1212000012
12/11/12	DISTRIBUTION TO MORRIS BRANDON FOR DONATION FROM THE DEUPREE FOUNDATION PER CLIENT REQUEST Morris Brandon Elementary School PAID TO MORRIS BRANDON Atlanta, GA TR TRAN#=000000000000010 TR CD=750 REG= PORT=PRIN	-1500.00		-1500 00	1212000013
12/11/12	DISTRIBUTION TO BOCA GRANDE ART ALLIANCE FOR DONATION FROM T HE DEUPREE FOUNDATION PER CLIENT REQUEST PAID TO BOCA GRANDE ART ALLIANCE TR TRAN#=000000000000011 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	1212000014
12/11/12	DISTRIBUTION TO BOCA GRANDE COMMUNITY CENTER-FRIENDS FOR DON ATION FROM THE DEUPREE FOUNDATION PER CLIENT REQUEST PAID TO BOCA GRANDE COMMUNITY CENTER-FRIENDS TR TRAN#=000000000000012 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1212000015
12/11/12	DISTRIBUTION TO BOCA GRANDE GICIA ANNUAL FUND FOR DONATION F ROM THE DEUPREE FOUNDATION PER CLIENT REQUEST PAID TO BOCA GRANDE GICIA ANNUAL FUND TR TRAN#=000000000000013 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1212000016
12/11/12	DISTRIBUTION TO JOHANN FUST COMMUNITY LIBRARY FOR DONATION F ROM THE DEUPREE FOUNDATION PER CLIENT REQUEST PAID TO JOHANN FUST COMMUNITY LIBRARY TR TRAN#=000000000000014 TR CD=750 REG= PORT=PRIN	-12500 00		-12500 00	1212000017
12/11/12	DISTRIBUTION TO BALLET MEMPHIS FOR DONATION FROM THE DEUPREE FOUNDATION PER CLIENT REQUEST PAID TO BALLET MEMPHIS TR TRAN#=000000000000015 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	1212000018
12/11/12	DISTRIBUTION TO BOY SCOUTS OF AMERICA FOR DONATION FROM THE DEUPREE FOUNDATION PER CLIENT REQUEST PAID TO BOY SCOUTS OF AMERICA TR TRAN#=000000000000016 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1212000019
12/11/12	DISTRIBUTION TO MEMPHIS OPPORTUNITY SCHOLARSHIP TRUST FOR DO NATION FROM THE DEUPREE FOUNDATION PER CLIENT REQUEST PAID TO MEMPHIS OPPORTUNITY SCHOLARSHIP TRUST TR TRAN#=000000000000019 TR CD=750 REG= PORT=PRIN	-6000 00		-6000 00	1212000020
12/11/12	DISTRIBUTION TO OVERTON PARK FOR DONATION FROM THE DEUPREE F OUNDATION PER CLIENT REQUEST PAID TO OVERTON PARK TR TRAN#=000000000000020 TR CD=750 REG= PORT=PRIN	-20000 00		-20000 00	1212000021
12/11/12	DISTRIBUTION TO PROJECT CLEAN WATER FOR DONATION FROM THE DE UPREE FOUNDATION PER CLIENT REQUEST PAID TO PROJECT CLEAN WATER TR TRAN#=000000000000021 TR CD=750 REG= PORT=PRIN	-7500 00		-7500 00	1212000022
12/11/12	DISTRIBUTION TO MOUNTAIN FILM FOR DONATION FROM THE DEUPREE FOUNDATION PER CLIENT REQUEST PAID TO MOUNTAIN FILM TR TRAN#=000000000000022 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	1212000023

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
12/11/12	DISTRIBUTION TO TELLURIDE CLINIC FOR DONATION FROM THE DEUPR EE FOUNDATION PER CLIENT REQUEST PAID TO TELLURIDE CLINIC TR TRAN#=000000000000024 TR CD=750 REG= PORT=PRIN	-5000.00		-5000 00	1212000024
12/12/12	DISTRIBUTION TO WASHINGTON AND LEE UNIVERSITY FOR DONATION F ROM THE DEUPREE FOUNDATION PER CLIENT REQEUST PAID TO WASHINGTON AND LEE UNIVERSITY TR TRAN#=000000000000007 TR CD=750 REG= PORT=PRIN	-15000 00		-15000 00	1212000025
12/21/12	DISTRIBUTION TO BROOKS MUSEUM FOR DONATION FROM THE DEUPREE FOUNDATION PER CLIENT REQEUST PAID TO BROOKS MUSEUM TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00	1212000033
	TOTAL CODE 102 - CHARITABLE DEDUCTION - CURRENT INCOME	-153500 00	-15000 00	-138500 00	

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 6560
TRUST ADMINISTRATOR. 1115
INVESTMENT OFFICER 413

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2 0000 BERKSHIRE HATHAWAY INC DELAWARE CL A - 084670108 - MINOR = 50							
SOLD		09/07/2012	259827 18				
ACQ	1 0000	05/19/2008	129913 59	123808 33	6105 26	LT15	Y
	1 0000	10/10/2008	129913 59	111500 00	18413 58	LT15	Y
5865 0660 DODGE & COX INTL STK FD #1048 - 256206103 - MINOR = 64							
SOLD		09/07/2012	191025 20				
ACQ	1442 2800	01/20/2006	46975 06	51777.85	-4802 79	LT15	Y
	3598 4170	10/14/2008	117200 44	100000 00	17200 44	LT15	Y
	271 9530	12/23/2008	8857 51	5700.14	3157 37	LT15	Y
	440 3330	12/23/2008	14341 65	9229.37	5112 28	LT15	Y
	17 3590	12/23/2008	565 38	363 84	201.54	LT15	Y
	94 7240	12/22/2009	3085 16	2962 02	123 14	LT15	Y
3711 9780 DODGE & COX STK FD - 256219106 - MINOR = 62							
SOLD		09/07/2012	443358 65				
ACQ	2925 0810	07/02/2004	349371 67	393495 04	-44123 37	LT15	Y
	786 8970	10/06/2006	93986 98	119081 13	-25094 15	LT15	Y
7487 5690 EAGLE MID CAP STOCK FUND-A - 269858866 - MINOR = 62							
SOLD		09/07/2012	211448 95				
ACQ	7487 5690	07/09/2004	211448 95	190000 00	21448 95	LT15	Y
33903 0140 LONGLEAF PARTNERS FUNDS TRUST (FUND #133 - 543069108 - MINOR = 62							
SOLD		09/07/2012	1027261 32				
ACQ	23486 3474	01/08/2001	711636 32	559359 47	152276 85	LT15	Y
	10416 6666	10/14/2008	315625 00	200000 00	115625 00	LT15	Y
15433.5950 LONGLEAF PARTNERS FDS TR INTERNATIONAL F - 543069405 - MINOR = 64							
SOLD		09/07/2012	201871 42				
ACQ	15433 5950	02/06/2001	201871 42	197006 69	4864 73	LT15	Y
150.0000 POWERSHARES EXCHANGE-TRADED FUND TRUST -POWERSHARES QQQ TRUST, SERIES 1 NASDAQ-1 - 73935A104 - MINOR = 62							
SOLD		09/26/2012	10225 29				
ACQ	150 0000	09/07/2012	10225 29	10428 00	-202 71	ST	
10000 0000 PROSHARES ULTRA ULTRASHORT LEHMAN - 74347R297 - MINOR = 61							
SOLD		09/07/2012	152496 57				
ACQ	8500 0000	08/05/2010	129622 08	311099 15	-181477 07	LT15	Y
	1500 0000	10/28/2010	22874 49	52095.00	-29220 51	LT15	Y
200 0000 VANGUARD FTSE EMERGING MARKETS ETF - 922042858 - MINOR = 64							
SOLD		09/26/2012	8249 83				
ACQ	200 0000	09/07/2012	8249 83	8288 00	-38 17	ST	
400.0000 VANGUARD SMALL CAP INDEX-SIG - 922908421 - MINOR = 62							
SOLD		09/27/2012	13916 00				
ACQ	400 0000	09/07/2012	13916 00	13952 00	-36 00	ST	
150 0000 VANGUARD 500 INDEX FUND-SIGN - 922908496 - MINOR = 62							
SOLD		09/27/2012	16531.50				
ACQ	150 0000	09/07/2012	16531.50	16492 50	39 00	ST	
		TOTALS	2536211 91	2476638.53			

59,573 38 = (237.88) + 59,811 25

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0.00	59811 25	0 00	0 00	0 00*
COVERED FROM ABOVE	-237 88	0.00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0.00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0.00	1724 66			0 00
	-237 88	0.00	61535 91	0 00	0 00	0 00

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0 00	59811 25	0.00	0 00	0 00*
COVERED FROM ABOVE	-237 88	0.00	0 00	0.00	0.00	
COMMON TRUST FUND	0 00	0.00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	1724 66			0 00
	-237 88	0.00	61535 91	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0.00
TENNESSEE	N/A	N/A