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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2012

Open to Public Inspection

990

Department of the Treasury
Internal Revenue Service

For the **2012** calendar year, or tax year beginning **MAY 1, 2012** and ending **APR 30, 2013**

C Name of organization Community Foundation of Greater Memphis, Inc. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1900 Union Avenue City, town, or post office, state, and ZIP code Memphis, TN 38104-4029		D Employer identification number 58-1723645 E Telephone number (901) 728-4600 G Gross receipts \$ 161,350,271. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
F Name and address of principal officer Robert M. Fockler same as C above		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: ▶ www.cfgm.org		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of formation: 1969 M State of legal domicile: TN		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities. <u>See Schedule O</u> 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets 3 Number of voting members of the governing body (Part VI, line 1a) 3 25 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 25 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 0 6 Total number of volunteers (estimate if necessary) 6 51 7 a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0. b Net unrelated business taxable income from Form 990-T, line 34 7b 0.																																		
Revenue	8 Contributions and grants (Part VIII, line 1h) 9 Program service revenue (Part VII, line 2g) 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 11 Other revenue (Part VIII, column (A), lines 5, 6, 8c, 9c, 10c, and 11e) 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<div style="border: 2px solid black; padding: 5px; transform: rotate(-15deg); display: inline-block;"> RECEIVED MAR 18 2014 COSEC </div>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th align="left" colspan="2">Prior Year</th> <th align="left" colspan="2">Current Year</th> </tr> <tr> <td>34,332,797.</td> <td>80,859,416.</td> <td>245,665.</td> <td>241,898.</td> </tr> <tr> <td>7,933,236.</td> <td>12,426,238.</td> <td>161,036.</td> <td>3,066,750.</td> </tr> <tr> <td>42,672,734.</td> <td>96,594,302.</td> <td>42,409,840.</td> <td>74,478,360.</td> </tr> <tr> <td>0.</td> <td>0.</td> <td>0.</td> <td>0.</td> </tr> <tr> <td>1,433,689.</td> <td>1,480,179.</td> <td>0.</td> <td>0.</td> </tr> <tr> <td>1,928,330.</td> <td>1,925,384.</td> <td>45,771,859.</td> <td>77,883,923.</td> </tr> <tr> <td><3,099,125.></td> <td>18,710,379.</td> <td></td> <td></td> </tr> </table>	Prior Year		Current Year		34,332,797.	80,859,416.	245,665.	241,898.	7,933,236.	12,426,238.	161,036.	3,066,750.	42,672,734.	96,594,302.	42,409,840.	74,478,360.	0.	0.	0.	0.	1,433,689.	1,480,179.	0.	0.	1,928,330.	1,925,384.	45,771,859.	77,883,923.	<3,099,125.>	18,710,379.		
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Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 14 Benefits paid to or for members (Part IX, column (A), line 4) 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 16a Professional fundraising fees (Part IX, column (A), line 11e) b Total fundraising expenses (Part IX, column (D), line 25) ▶ 457,356. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 19 Revenue less expenses. Subtract line 18 from line 12																																		
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26) 22 Net assets or fund balances. Subtract line 21 from line 20	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th align="left" colspan="2">Beginning of Current Year</th> <th align="left" colspan="2">End of Year</th> </tr> <tr> <td>235,558,073.</td> <td>263,558,957.</td> <td>5,867,506.</td> <td>5,228,758.</td> </tr> <tr> <td>229,690,567.</td> <td>258,330,199.</td> <td></td> <td></td> </tr> </table>	Beginning of Current Year		End of Year		235,558,073.	263,558,957.	5,867,506.	5,228,758.	229,690,567.	258,330,199.																							
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Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer <u>Mack E. McCaul, Jr.</u> Date <u>3-14-2014</u> Type or print name and title <u>Mack E. McCaul, Jr., Treasurer, V.P. of Finance</u>	
Paid Preparer Use Only	Print/Type preparer's name Preparer's signature Date Check <input type="checkbox"/> if self-employed PTIN Firm's name ▶ Firm's EIN ▶ Firm's address ▶ Phone no.	

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

SCANNED MAR 26 2014

POSTMARK DATE MAR 14 2014

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☒**1** Briefly describe the organization's missionSee Statement O**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code) (Expenses \$ 75,660,472. including grants of \$ 73,908,591.) (Revenue \$)

a. The Foundation's primary program is to administer Donor Advised Funds. To accomplish this, the Foundation receives and accepts property to be used exclusively for religious, charitable, scientific, literary, or educational purposes primarily in and for the benefit of the community of Memphis and Shelby County, and the vicinity thereof.

4b (Code) (Expenses \$ 214,525. including grants of \$ 214,525.) (Revenue \$)

b. Grants & Initiatives (Fd 10,11, 12, 14) strives to initiate or take a lead role in creating and funding programs that impact the greater Memphis community or metropolitan area. Typically, these programs will be of communitywide significance. Increasing public awareness about a particular issue and attempting to involve donors and other funders about a particular issue are goals of these grants. Projects range from a five-year grant to match funding from the Bill & Melinda Gates Foundation to support the Teachers Effectiveness Initiatives through Memphis City Schools to supporting a financial program to combat payday lending.

4c (Code) (Expenses \$ 302,250. including grants of \$ 302,250.) (Revenue \$)

c. The purpose of the Strengthening Nonprofits program (Fd 13) is to provide support for nonprofit organizations: 1) Intermediary agencies that provide technical assistance to other nonprofits; and 2) Capacity Building funding to support programs based on the outcomes of comprehensive planning processes conducted by board and staff. Funding was used for general operating support for organizations like the homeless intermediary that helps secure national funding and provides training to homeless service providers.

4d Other program services (Describe in Schedule O)(Expenses \$ 54,321. including grants of \$ 52,994.) (Revenue \$)**4e** Total program service expenses 76,231,568.

**Community Foundation of Greater
Memphis, Inc.**

Form 990 (2012)

58-1723645 Page **3**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Form **990** (2012)

Community Foundation of Greater

Memphis, Inc.

Form 990 (2012)

58-1723645 Page 4

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Form 990 (2012)

**Community Foundation of Greater
Memphis, Inc.**

Form 990 (2012)

58-1723645 Page **5**

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	0	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	0	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	4a	
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	X
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Form **990** (2012)

**Community Foundation of Greater
Memphis, Inc.**

Form 990 (2012)

58-1723645 Page **6**

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

☒ **X**

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	25	
b Enter the number of voting members included in line 1a, above, who are independent	25	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2 X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a X	
b Each committee with authority to act on behalf of the governing body?	8b X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c X	
13 Did the organization have a written whistleblower policy?	13 X	
14 Did the organization have a written document retention and destruction policy?	14 X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a X	
b Other officers or key employees of the organization	15b X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **► TN**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **►**
Community Foundation of Greater Mem - 901-728-4600
1900 Union Avenue, Memphis, TN 38104-4029

**Community Foundation of Greater
Memphis, Inc.**

Form 990 (2012)

58-1723645 Page 7

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Sudhir K. Agrawal Director	1.00	X						0.	0.	0.
(2) Bert E. Barnett Chair	1.00	X						0.	0.	0.
(3) Larry H. Bryan Director	1.00	X						0.	0.	0.
(4) G. Rice Byars, Jr. Director	1.00	X						0.	0.	0.
(5) Gale Jones Carson Director	1.00	X						0.	0.	0.
(6) Meg Thomas Crosby Director	1.00	X						0.	0.	0.
(7) V. Lynn Evans Director	1.00	X						0.	0.	0.
(8) Susan H. Foster Director	1.00	X						0.	0.	0.
(9) Hugh C. Fraser Director	1.00	X						0.	0.	0.
(10) Katina H. Gaines Director	1.00	X						0.	0.	0.
(11) J. W. Gibson Director	1.00	X						0.	0.	0.
(12) Robert D. Gooch III Director	1.00	X						0.	0.	0.
(13) George M. Griesbeck Director	1.00	X						0.	0.	0.
(14) Fred D. Johnson Director	1.00	X						0.	0.	0.
(15) Ellen Cooper Klyce Director	1.00	X						0.	0.	0.
(16) Charles Lee Director	1.00	X						0.	0.	0.
(17) Steven H. Leib Director	1.00	X						0.	0.	0.

**Community Foundation of Greater
Memphis, Inc.**

Form 990 (2012)

58-1723645 Page **8**

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) Duncan Miller Director	1.00	X						0.	0.	0.
(18) E. Charles Leonard (1927-2013) Director	1.00	X						0.	0.	0.
(20) Jacqueline L. Nesbit Director	1.00	X						0.	0.	0.
(21) Carol W. Prentiss Director	1.00	X						0.	0.	0.
(22) Dr. Kenneth Robinson Director	1.00	X						0.	0.	0.
(23) Paulo Teixeira Director	1.00	X						0.	0.	0.
(24) N. Gordon Thompson Director	1.00	X						0.	0.	0.
(25) Lashell Vaughn Director	1.00	X						0.	0.	0.
(26) James L. Vining Director	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								509,352.	0.	116,237.
d Total (add lines 1b and 1c)								509,352.	0.	116,237.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **3**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	-	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

See Part VII, Section A Continuation sheets

Form **990** (2012)

**Community Foundation of Greater
Memphis, Inc.**

Form 990 (2012)

58-1723645 Page **9**

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a	275,199.				
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	239,974.				
	e Government grants (contributions)	1e	1,599,800.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	78,744,443.				
	g Noncash contributions included in lines 1a-1f \$		17,820,768.				
	h Total. Add lines 1a-1f			80,859,416.			
	Program Service Revenue			Business Code			
2 a Management Fees			541900	239,674.	239,674.		
b Interest - Notes Rec.			523000	2,224.	2,224.		
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f				241,898.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			4,491,561.			4,491,561.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties			748.			748.
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)			7,934,677.		7,934,677.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18						
		a					
		b Less direct expenses					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19						
		a					
		b Less direct expenses					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances						
a							
b Less cost of goods sold							
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code				
11 a Life Insurance Proceeds		524298	3,000,000.			3,000,000.	
b Seminar Registration Fees		900099	31,076.			31,076.	
c Management Fee Rebates		523000	20,951.			20,951.	
d All other revenue		523000	13,975.			13,975.	
e Total. Add lines 11a-11d			3,066,002.				
12 Total revenue. See instructions.			96,594,302.	241,898.	0.	15,492,988.	

**Community Foundation of Greater
Memphis, Inc.**

Form 990 (2012)

58-1723645 Page **10**

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	74,478,360.	74,478,360.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	657,736.	104,262.	431,154.	122,320.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	603,135.	189,828.	256,283.	157,024.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	55,412.	17,040.	23,099.	15,273.
9 Other employee benefits	79,207.	26,792.	23,935.	28,480.
10 Payroll taxes	84,689.	20,269.	44,601.	19,819.
11 Fees for services (non-employees)				
a Management				
b Legal	18,000.	6,120.	9,540.	2,340.
c Accounting	41,000.	1,677.	37,273.	2,050.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	938,467.	914,453.	22,762.	1,252.
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	171,272.	157,809.	8,555.	4,908.
12 Advertising and promotion	63,182.	3,803.	13,248.	46,131.
13 Office expenses	71,903.	31,702.	36,744.	3,457.
14 Information technology	92,693.	4,905.	79,760.	8,028.
15 Royalties				
16 Occupancy	91,146.	6,689.	79,984.	4,473.
17 Travel	21,261.	6,208.	10,336.	4,717.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	59,238.	22,071.	10,975.	26,192.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	62,222.	6,484.	55,738.	
23 Insurance	187,664.	164,277.	22,168.	1,219.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>Property Taxes</u>	50,910.	50,910.		
b <u>Memberships</u>	48,107.	15,524.	25,011.	7,572.
c <u>Gifts/Memorials/Honorar</u>	8,319.	2,385.	3,833.	2,101.
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	77,883,923.	76,231,568.	1,194,999.	457,356.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

**Community Foundation of Greater
Memphis, Inc.**

Form 990 (2012)

58-1723645 Page 11

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	333,567.	1	177,984.
	2 Savings and temporary cash investments	7,826,291.	2	2,186,468.
	3 Pledges and grants receivable, net	13,207,167.	3	9,755,558.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	488,036.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	51,923.	9	45,809.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	2,129,674.		
	10b Less: accumulated depreciation	817,171.		
		1,368,382.	10c	1,312,503.
	11 Investments - publicly traded securities	116,173,549.	11	135,979,106.
	12 Investments - other securities See Part IV, line 11	91,338,431.	12	103,770,993.
	13 Investments - program-related See Part IV, line 11	27,444.	13	16,678.
	14 Intangible assets		14	
15 Other assets See Part IV, line 11	5,231,319.	15	9,825,822.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	235,558,073.	16	263,558,957.	
Liabilities	17 Accounts payable and accrued expenses	410,828.	17	859,893.
	18 Grants payable	3,218,969.	18	2,850,305.
	19 Deferred revenue	2,209,125.	19	1,518,560.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	28,584.	25	0.
	26 Total liabilities. Add lines 17 through 25	5,867,506.	26	5,228,758.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	190,090,400.	27	216,867,016.
	28 Temporarily restricted net assets	39,600,167.	28	41,463,183.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	229,690,567.	33	258,330,199.	
34 Total liabilities and net assets/fund balances	235,558,073.	34	263,558,957.	

Form 990 (2012)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	96,594,302.
2	Total expenses (must equal Part IX, column (A), line 25)	2	77,883,923.
3	Revenue less expenses Subtract line 2 from line 1	3	18,710,379.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	229,690,567.
5	Net unrealized gains (losses) on investments	5	10,989,765.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	<1,060,512.>
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	258,330,199.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

☒1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:

☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant?

If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both

☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

Yes No

2a X

2b X

2c X

3a X

3b

Form 990 (2012)

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Community Foundation of Greater Memphis, Inc.
--------------------------	---

Employer identification number
58-1723645

Part I	Reason for Public Charity Status (All organizations must complete this part) See instructions
---------------	---

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975
See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

Community Foundation of Greater

Schedule A (Form 990 or 990-EZ) 2012 **Memphis, Inc.**

58-1723645 Page 2

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	37574479.	30954214.	31624208.	34332795.	80859416.	215345112
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	37574479.	30954214.	31624208.	34332795.	80859416.	215345112
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						39276527.
6 Public support. Subtract line 5 from line 4						176068585

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	37574479.	30954214.	31624208.	34332795.	80859416.	215345112
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4467148.	3614353.	3871417.	3973335.	4491561.	20417814.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	200,929.	479,340.	129,201.	159,540.	3066750.	4035760.
11 Total support. Add lines 7 through 10						239798686
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	73.42 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	81.21 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2012

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization **Community Foundation of Greater
Memphis, Inc.**

Employer identification number
58-1723645

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the
organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	873	
2 Aggregate contributions to (during year)	70,166,789.	
3 Aggregate grants from (during year)	54,843,742.	
4 Aggregate value at end of year	155,297,471.	

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☒ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☒ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 ► \$

(ii) Assets included in Form 990, Part X ► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$

b Assets included in Form 990, Part X ► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

- c Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	35,347,251.	36,513,933.	32,971,068.	25,074,993.	32,913,146.
b Contributions	3,505,242.	422,202.	1,057,182.	2,588,474.	218,510.
c Net investment earnings, gains, and losses	4,053,071.	306,399.	4,102,561.	6,626,292.	<6,605,439.>
d Grants or scholarships	1,460,394.	1,410,279.	1,147,342.	900,141.	1,038,189.
e Other expenditures for facilities and programs					
f Administrative expenses	563,460.	485,004.	469,536.	418,550.	413,035.
g End of year balance	40,881,710.	35,347,251.	36,513,933.	32,971,068.	25,074,993.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ► 38.00 %
b Permanent endowment ► %
c Temporarily restricted endowment ► 62.00 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	226,500.	202,000.		428,500.
b Buildings		1,392,565.	563,409.	829,156.
c Leasehold improvements				
d Equipment		306,409.	253,762.	52,647.
e Other	2,200.			2,200.

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 1,312,503.

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation. Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) Corporate Bonds		
(B) (Non-Publicly Traded)	37,015,182.	End-of-Year Market Value
(C) Equity Securities		
(D) (Non-Publicly Traded)	26,677,560.	End-of-Year Market Value
(E) Alternative Investments	40,078,251.	End-of-Year Market Value
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	103,770,993.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25)	

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2, Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part V, line 4: Form 990, Schedule D, Part V - Endowed Funds Intended

Use

The Foundation has multiple intended uses for its endowed funds. Those intended uses include, but are not limited to, supporting the following activities: scholarships, medical research grants, operating support for nonprofit entities, field of interest funds, and other charitable activities.

Part XIII Supplemental Information (continued)

Part XI, Line 2d - Other Adjustments:

Change in Contributions Receivable

Recovery of Bad Debt Expense

Part XI, Line 4b - Other Adjustments:

Contributions from Affiliated Organizations

Fees received from Affiliated Organizations

Net Gain from Agency Funds (FASB 136)

Part XII, Line 2d - Other Adjustments:

Present Value Discount of Grants Payable

Part XII, Line 4b - Other Adjustments:

Grants paid to Affiliated Organizations

Reclass of Agency Funds

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization **Community Foundation of Greater
Memphis, Inc.**

Employer identification number
58-1723645

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
930 Friends Foundation 3433 Highland Park Place Memphis, TN 38111	20-8410999	501(C)(3)	23,600.	0.			Operational
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	100,000.	0.			Operational
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	336,000.	0.			Operational
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	300,000.	0.			Operational
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	2,500.	0.			Operational
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	250.	0.			General Fund

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

Community Foundation of Greater

58-1723645

Page 1

Schedule I (Form 990) **Memphis, Inc.** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	200.	0.			Human Service
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	220.	0.			Human Service
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	250.	0.			Human Service
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	250.	0.			Human Service
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	251.	0.			Human Service
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	500.	0.			Human Service
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	500.	0.			Human Service
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	1,000.	0.			Human Service
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	1,000.	0.			Human Service

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) **Memphis, Inc.**

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	5,000.	0.			Human Service
A Step Ahead Foundation, 670 West Drive Memphis, TN 38112	45-1828684	501(C)(3)	5,000.	0.			Unrestricted
Abe's Garden 618 Church Street, Suite Nashville, TN 37219	06-1818302	501(C)(3)	10,000.	0.			For New Facility
Ace Leadership High School 800 20th Street NW Albuquerque, NM 87104	27-1074819	501(C)(3)	11,000.	0.			Consultation Grant for
Adath Israel Congregation 201 S. Bolivar St. Cleveland, MS 38732	Applied For	501(C)(3)	10,000.	0.			General Fund
Advance Memphis P.O. Box 2201 Memphis, TN 38101	62-1778254	501(C)(3)	5,000.	0.			Annual Gift
Advance Memphis P.O. Box 2201 Memphis, TN 38101	62-1778254	501(C)(3)	500.	0.			General Operations
Advance Memphis P.O. Box 2201 Memphis, TN 38101	62-1778254	501(C)(3)	250.	0.			Human Service
Advent Presbyterian Church 1879 N. Germantown Parkway Cordova, TN 38016	48-0835368	501(C)(3)	5,000.	0.			Annual Gift

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) **Memphis, Inc.** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
African Wildlife Foundatio 1400 Sixteenth St. NW Washington, DC 20036	52-0781390	501(C)(3)	5,000.	0.			Elephant Conservation
Agape Child and Family P. O. Box 11411 Memphis, TN 38111	23-7039683	501(C)(3)	200,000.	0.			Anonymous-Support for Power
Agape Child and Family P. O. Box 11411 Memphis, TN 38111	23-7039683	501(C)(3)	18,000.	0.			Operational
Agape Child and Family P. O. Box 11411 Memphis, TN 38111	23-7039683	501(C)(3)	2,877.	0.			Foster Care and Adoption
Agape Child and Family P. O. Box 11411 Memphis, TN 38111	23-7039683	501(C)(3)	50,000.	0.			Heartlight Event - No Benefits
Agape Child and Family P. O. Box 11411 Memphis, TN 38111	23-7039683	501(C)(3)	4,550.	0.			Heartlight Sponsorship -
Agape Child and Family P. O. Box 11411 Memphis, TN 38111	23-7039683	501(C)(3)	1,000.	0.			Human Service
Agape Child and Family P. O. Box 11411 Memphis, TN 38111	23-7039683	501(C)(3)	1,000.	0.			Human Service
Agape Child and Family P. O. Box 11411 Memphis, TN 38111	23-7039683	501(C)(3)	2,000.	0.			Human Service

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) **Memphis, Inc.**

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Agape Child and Family P. O. Box 11411 Memphis, TN 38111	23-7039683	501(C)(3)	2,500.	0.			Human Service
Agape Child and Family P. O. Box 11411 Memphis, TN 38111	23-7039683	501(C)(3)	7,500.	0.			Made Possible by Randy Wade
Aldersgate United Methodis 4459 Willow Road Memphis, TN 38117	Applied For	501(C)(3)	13,000.	0.			Operational
Alexander-Tharpe Fund 150 Bobby Dodd Way Atlanta, GA 30332	58-6043226	501(C)(3)	10,000.	0.			Support Noonan Golf Facility
All Saints Presbyterian 1726 Madison Avenue Memphis, TN 38104	20-5974497	501(C)(3)	10,000.	0.			Religion
Alliance for Nonprofit 1919 Lynnfield Rd, Ste 200 Memphis, TN 38119-7234	58-2041583	501(C)(3)	100,000.	0.			Anonymous - Challenge Grant
Alliance for Nonprofit 1919 Lynnfield Rd, Ste 200 Memphis, TN 38119-7234	58-2041583	501(C)(3)	25,000.	0.			Anonymous-Annual Support/Board
Alliance for Nonprofit 1919 Lynnfield Rd, Ste 200 Memphis, TN 38119-7234	58-2041583	501(C)(3)	1,000.	0.			In Honor of Marty Wick
Alliance for Nonprofit 1919 Lynnfield Rd, Ste 200 Memphis, TN 38119-7234	58-2041583	501(C)(3)	15,000.	0.			Intermediary Grant

Schedule I (Form 990)

Community Foundation of Greater

Schedule I (Form 990) **Memphis, Inc.** 58-1723645 Page 1

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Alliance for Nonprofit 1919 Lynnfield Rd, Ste 200 Memphis, TN 38119-7234	58-2041583	501(C)(3)	500.	0.			Philanthropy
Alliance for Nonprofit 1919 Lynnfield Rd, Ste 200 Memphis, TN 38119-7234	58-2041583	501(C)(3)	1,000.	0.			Philanthropy
Alliance for Nonprofit 1919 Lynnfield Rd, Ste 200 Memphis, TN 38119-7234	58-2041583	501(C)(3)	2,000.	0.			Philanthropy
Alliance for School Choice 1660 L Street, NW Washington, DC 20036	52-2111508	501(C)(3)	50,000.	0.			School Choice Support for
Alliance for School Choice 1660 L Street, NW Washington, DC 20036	52-2111508	501(C)(3)	50,000.	0.			School Choice Support for
Alliance for the Mentally 5830 Mt. Moriah Rd., Suite Memphis, TN 38115	58-1575080	501(C)(3)	18,127.	0.			2013 Grant for Dental Care
Alliance for the Mentally 5830 Mt. Moriah Rd., Suite Memphis, TN 38115	58-1575080	501(C)(3)	100.	0.			Budget and CIT
Alliance for the Mentally 5830 Mt. Moriah Rd., Suite Memphis, TN 38115	58-1575080	501(C)(3)	10,000.	0.			Training
Alpha Omega Veterans 1183 Madison Avenue Memphis, TN 38104	58-1761468	501(C)(3)	5,000.	0.			Annual Grant

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) **Memphis, Inc.**

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Alpha Omega Veterans 1183 Madison Avenue Memphis, TN 38104	58-1761468	501(C)(3)	500.	0.			Human Service
Alzheimer's Association 713 So. Mendenhall Road Memphis, TN 38117	13-3039601	501(C)(3)	12,544.	0.			Annual Grant
Alzheimer's Association 713 So. Mendenhall Road Memphis, TN 38117	13-3039601	501(C)(3)	500.	0.			Health, General
Alzheimer's Association 713 So. Mendenhall Road Memphis, TN 38117	13-3039601	501(C)(3)	500.	0.			Support the Walk to End
Alzheimer's Day Services o 3185 Hickory Hill Road Memphis, TN 38115	62-1179871	501(C)(3)	2,500.	0.			Donation
Alzheimer's Day Services o 3185 Hickory Hill Road Memphis, TN 38115	62-1179871	501(C)(3)	100.	0.			Human Service
Alzheimer's Day Services o 3185 Hickory Hill Road Memphis, TN 38115	62-1179871	501(C)(3)	200.	0.			Human Service
Alzheimer's Day Services o 3185 Hickory Hill Road Memphis, TN 38115	62-1179871	501(C)(3)	2,500.	0.			Human Service
Alzheimer's Day Services o 3185 Hickory Hill Road Memphis, TN 38115	62-1179871	501(C)(3)	2,000.	0.			In Honor of Carolyn Purser

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) **Memphis, Inc.** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Alzheimer's Day Services o 3185 Hickory Hill Road Memphis, TN 38115	62-1179871	501(C)(3)	200.	0.			In Memory of Marshall Jones
Alzheimer's Day Services o 3185 Hickory Hill Road Memphis, TN 38115	62-1179871	501(C)(3)	500.	0.			Match for HW Durham Gift
Alzheimer's Day Services o 3185 Hickory Hill Road Memphis, TN 38115	62-1179871	501(C)(3)	100,000.	0.			Operational
Alzheimer's Day Services o 3185 Hickory Hill Road Memphis, TN 38115	62-1179871	501(C)(3)	100,000.	0.			Operational
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	2,000.	0.			Hope Lodge Gift 5 of 5
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	5,000.	0.			In Memory of Dave Boykin
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	100.	0.			Medical Research
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	100.	0.			Medical Research
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	300.	0.			Medical Research

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) **Memphis, Inc.** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	500.	0.			Medical Research
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	500.	0.			Medical Research
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	500.	0.			Medical Research
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	4,000.	0.			Medical Research
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	100.	0.			Memory of William A. Waddell
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	100.	0.			Memphis-Shelby County Unit
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	500.	0.			Operational
American Cancer Society, 1378 Union Avenue Memphis, TN 38104	13-1788491	501(C)(3)	1,500.	0.			Operational
American Civil Liberties 125 Broad Street, 18th New York, NY 10004	13-6213516	501(C)(3)	5,000.	0.			Operational

Schedule I (Form 990)

Community Foundation of Greater

58-1723645

Page 1

Schedule I (Form 990)

Memphis, Inc.

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
American Civil Liberties 125 Broad Street, 18th New York, NY 10004	13-6213516	501(C)(3)	100.	0.			Civil Rights
American Civil Liberties 125 Broad Street, 18th New York, NY 10004	13-6213516	501(C)(3)	100.	0.			Civil Rights
American Enterprise 1150 17th Street, NW Washington, DC 20036	53-0218495	501(C)(3)	5,000.	0.			Educational
American Enterprise 1150 17th Street, NW Washington, DC 20036	53-0218495	501(C)(3)	25,000.	0.			Educational
American Heart 2170 Business Center Drive Memphis, TN 38134-5626	13-5613797	501(C)(3)	1,000.	0.			2012 Mid-South Heart Walk
American Heart 2170 Business Center Drive Memphis, TN 38134-5626	13-5613797	501(C)(3)	1,500.	0.			2013 Memphis Heart Ball - No
American Heart 2170 Business Center Drive Memphis, TN 38134-5626	13-5613797	501(C)(3)	1,000.	0.			GoRed Initiative
American Heart 2170 Business Center Drive Memphis, TN 38134-5626	13-5613797	501(C)(3)	100.	0.			In Memory of Lorena Green
American Heart 2170 Business Center Drive Memphis, TN 38134-5626	13-5613797	501(C)(3)	300.	0.			Medical Research

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990)

Memphis, Inc.

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
American Heart 2170 Business Center Drive Memphis, TN 38134-5626	13-5613797	501(C)(3)	500.	0.			On Behalf of Executive Chef
American Heart 2170 Business Center Drive Memphis, TN 38134-5626	13-5613797	501(C)(3)	1,735.	0.			Serve an Ace for Seniors
American Heart Association 210 Malabu Drive, Suite 12 Lexington, KY 40502	13-5613797	501(C)(3)	10,000.	0.			Health, General
American Jewish World 45 West 36th Street New York, NY 10018-7904	22-2584370	501(C)(3)	105,000.	0.			First 25% of the Advance on
American Jewish World 45 West 36th Street New York, NY 10018-7904	22-2584370	501(C)(3)	200,000.	0.			Gift Toward \$1,000,000 for
American Jewish World 45 West 36th Street New York, NY 10018-7904	22-2584370	501(C)(3)	300,000.	0.			Gift Toward \$1,000,000 for
American National Red Cross P. O. Box 97089 Washington, DC 20090	53-0196605	501(C)(3)	10,000.	0.			Hurricane Sandy Relief
American National Red Cross P. O. Box 97089 Washington, DC 20090	53-0196605	501(C)(3)	1,000.	0.			Sandy Relief Fund
American Red Cross - 1450 Newtown Pike Lexington, KY 40511	53-0196605	501(C)(3)	25,000.	0.			Disaster Relief

Schedule I (Form 990)

Community Foundation of Greater

Memphis, Inc.

58-1723645

Page 1

Schedule I (Form 990) **Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	100.	0.			Human Service
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	100.	0.			Human Service
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	100.	0.			Human Service
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	100.	0.			Human Service
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	200.	0.			Human Service
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	200.	0.			Human Service
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	500.	0.			Human Service
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	500.	0.			Human Service
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	4,000.	0.			Human Service

Schedule I (Form 990)

Community Foundation of Greater

58-1723645

Page 1

Schedule I (Form 990)

Memphis, Inc.

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	15,000.	0.			Human Service
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	500.	0.			Hurricane Sandy Relief
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	1,000.	0.			Operational
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	1,500.	0.			Operational
American Red Cross, 1400 Central Avenue Memphis, TN 38104	53-0196605	501(C)(3)	2,100.	0.			Operational
American Security Project 1100 New York Avenue, NW, Washington, DC 20005	20-4079553	501(C)(3)	10,000.	0.			Operational
Americas Keswick 601 Route 530 Whiting, NJ 08759-3599	21-0715335	501(C)(3)	25,000.	0.			Colony of Mercy
Area Relief Ministries P. O. Box 7 Jackson, TN 38302	62-1142320	501(C)(3)	7,500.	0.			Operational
Arkansas Children's P. O. Box 2222 Little Rock, AR 72203-9984	71-0568795	501(C)(3)	75,000.	0.			Cardiovascular/Cardiology

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) Memphis, Inc.

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Art Institute of Chicago 111 South Michigan Avenue Chicago, IL 60603-6404	36-2167725	501(C)(3)	5,000.	0.			Bronze Sustaining Fellow
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Operational
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			2012 Annual Gift
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			Annual Campaign - POTS Board
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	500.	0.			Annual Fund
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	500.	0.			Annual Fund
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Annual Fund
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Annual Fund
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,500.	0.			Annual Fund

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) **Memphis, Inc.** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	3,500.	0.			Annual Fund
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,500.	0.			Annual Fund Drive
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,500.	0.			Annual Fund from Marianne and
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	500.	0.			Annual Gift
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	7,500.	0.			Annual Support
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Annual Support 2013
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			Arts, Culture

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) **Memphis, Inc.**

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	200.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	200.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	250.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	250.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	250.	0.			Arts, Culture

Schedule I (Form 990)

Part II	Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
	ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	300.	0.			Arts, Culture
	ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	300.	0.			Arts, Culture
	ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	500.	0.			Arts, Culture
	ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	500.	0.			Arts, Culture
	ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	500.	0.			Arts, Culture
	ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	500.	0.			Arts, Culture
	ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	500.	0.			Arts, Culture
	ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	500.	0.			Arts, Culture
	ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	525.	0.			Arts, Culture
	ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	600.	0.			Arts, Culture

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) **Memphis, Inc.**

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	600.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,000.	0.			Arts, Culture

Schedule I (Form 990)

Community Foundation of Greater

58-1723645

Page 1

Schedule I (Form 990)

Memphis, Inc.

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,500.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,500.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,500.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,500.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,800.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	4,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	5,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	5,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	5,000.	0.			Arts, Culture

Schedule I (Form 990)

Community Foundation of Greater

58-1723645

Page 1

Schedule I (Form 990) **Memphis, Inc.** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	5,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	15,000.	0.			Arts, Culture
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	5,000.	0.			Conservation for Arts
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	500.	0.			Conservation Through Art
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,000.	0.			Conservation Through Art
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,200.	0.			Conservation Through Art
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	5,000.	0.			Conservation Through Art
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	6,000.	0.			Conservation Through Art
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	10,000.	0.			Conservation Through Art

Schedule I (Form 990)

Community Foundation of Greater

58-1723645 Page 1

Schedule I (Form 990) **Memphis, Inc.**

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,335.	0.			Conservation Through Art - No
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,000.	0.			Conservation through Art 2012
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	2,000.	0.			For Peggy Seesel's Program in
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			General Fund
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			Honor Judy & Jack Powell's
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Honor K & J Dobbs
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	7,000.	0.			In Honor of John Dobbs, Jr.
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	100.	0.			In Honor of Tom Lee's Birthday
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	600.	0.			Operating Funds

Schedule I (Form 990)

**Community Foundation of Greater
Memphis, Inc.**

58-1723645

Page 1

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	5,000.	0.			Personal Employee Gift thru
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Shelby Group Int'l. Solicited
ArtsMemphis (Memphis Arts 575 S. Mendenhall Memphis, TN 38117	62-0693547	501(C)(3)	1,000.	0.			Year End Gift
Ashley Hall Foundation 172 Rutledge Avenue Charleston, SC 29403	57-0314364	501(C)(3)	10,000.	0.			Presenting Sponsorship TEDx
Ashoka Innovators for the 1700 N. Moore St., Suite Arlington, VA 22209	51-0255908	501(C)(3)	5,000.	0.			Public Affairs
Aspire Public Schools 1001 22nd Avenue, Suite 10 Oakland, CA 94606	94-3311088	501(C)(3)	1,250,000.	0.			Anonymous - Expansion Support
Aspire Public Schools 1001 22nd Avenue, Suite 10 Oakland, CA 94606	94-3311088	501(C)(3)	3,250,000.	0.			Anonymous - See Enclosed
Aspire Public Schools 1001 22nd Avenue, Suite 10 Oakland, CA 94606	94-3311088	501(C)(3)	1,000,000.	0.			Anonymous: Planning Yr.
Associated Catholic 1325 Jefferson Avenue Memphis, TN 38104	62-1317811	501(C)(3)	10,469.	0.			Annual Distribution

Schedule I (Form 990)

**Community Foundation of Greater
Memphis, Inc.**

Form 990

58-1723645

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) Robert M. Fockler President	37.50			X				181,662.	0.	38,928.
(28) Mack E. McCaul, Jr. CFO/Treasurer	37.50			X				122,638.	0.	26,962.
(29) Patti A. Smith Vice President & Secretary	37.50			X				114,084.	0.	18,156.
(30) Stephen T. Webster Assistant Treasurer	37.50			X				90,968.	0.	32,191.
Total to Part VII, Section A, line 1c								509,352.		116,237.