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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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





OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 11-01-2012 , and ending 10-31-2013

Name of foundation HELEN AND JABIE HARDIN CHARITABLE TRUST		A Employer identification number 26-6754597	
Number and street (or P O box number if mail is not delivered to street address) 4385 POPLAR AVE		B Telephone number (see instructions) (901) 681-2346	
City or town, state, and ZIP code MEMPHIS, TN 38117		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 15,259,900		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	383,841	383,841		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,202,245			
	b Gross sales price for all assets on line 6a _____ 9,412,414				
	7 Capital gain net income (from Part IV, line 2)		1,202,245		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 49,179			
	12 Total. Add lines 1 through 11	1,635,265	1,586,086		
	13 Compensation of officers, directors, trustees, etc	93,255	46,628		46,628
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	 1,950	975	0	975
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	 1,161			0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	 16,675			
	24 Total operating and administrative expenses. Add lines 13 through 23	113,041	47,603	0	47,603
	25 Contributions, gifts, grants paid	6,502,500			6,502,500
	26 Total expenses and disbursements. Add lines 24 and 25	6,615,541	47,603	0	6,550,103
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,980,276			
	b Net investment income (if negative, enter -0-)		1,538,483		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	350,538	299,017	299,017
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	9,127,644	6,347,268	8,680,554
	c	Investments—corporate bonds (attach schedule).	8,074,951	5,933,172	6,280,329
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,553,133	12,579,457	15,259,900	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	17,553,133	12,579,457	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	17,553,133	12,579,457	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,553,133	12,579,457	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	17,553,133
2	Enter amount from Part I, line 27a	2	-4,980,276
3	Other increases not included in line 2 (itemize) ▶ _____	3	6,600
4	Add lines 1, 2, and 3	4	12,579,457
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,579,457

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,202,245
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	857,802	19,216,033	0 04464
2010	706,520	19,642,693	0 035969
2009	556,221	2,256,938	0 246449
2008	0	0	0 0
2007	0	0	0 0

2	Total of line 1, column (d).	2	0 327058
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 065412
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	14,862,664
5	Multiply line 4 by line 3.	5	972,197
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	15,385
7	Add lines 5 and 6.	7	987,582
8	Enter qualifying distributions from Part XII, line 4.	8	6,550,103

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

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter <u>2009-08-14</u> (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	15,385
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	15,385
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	15,385
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,196	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	13,196
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	0
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,189
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 0	Refunded <input type="checkbox"/>	11	0

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11

At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).

11

No

12

Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)

12

No

13

Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

13

No

Website address

14

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15

Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here

and enter the amount of tax-exempt interest received or accrued during the year

15

16

At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16

No

See instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes", enter the name of the foreign country

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Yes

No

1a

During the year did the foundation (either directly or indirectly)

(1)

Engage in the sale or exchange, or leasing of property with a disqualified person?

Yes

No

(2)

Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

Yes

No

(3)

Furnish goods, services, or facilities to (or accept them from) a disqualified person?

Yes

No

(4)

Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

Yes

No

(5)

Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?

Yes

No

(6)

Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).

Yes

No

b

If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

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

1b

c

Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?

1c

No

2

Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a

At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?

If "Yes," list the years 20____, 20____, 20____, 20____

Yes

No

b

Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).

2b

No

c

If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

20____, 20____, 20____, 20____

3a

Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

Yes

No

b

If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).

3b

4a

Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a

No

b

Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?

4b

No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required <i>(continued)</i>				
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.		<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors				
1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIRST TENNESSEE BANK - TRUST DEPT	TRUSTEE	93,255		
4385 POPLAR AVE	3			
MEMPHIS, TN 38117				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	14,415,780
b	Average of monthly cash balances.	1b	673,219
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	15,088,999
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	15,088,999
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	226,335
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,862,664
6	Minimum investment return. Enter 5% of line 5.	6	743,133

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	743,133
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	15,385
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,385
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	727,748
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	727,748
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	727,748

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	6,550,103
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,550,103
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	15,385
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,534,718
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				727,748
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only.			0	
b	Total for prior years 2010 , 20__ , 20__		0		
3	Excess distributions carryover, if any, to 2012				
a	From 2007.				0
b	From 2008.				0
c	From 2009.				164,724
d	From 2010.				0
e	From 2011.				0
f	Total of lines 3a through e.	164,724			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 6,550,103				
a	Applied to 2011, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions).		0		
c	Treated as distributions out of corpus (Election required—see instructions).	0			
d	Applied to 2012 distributable amount.				727,748
e	Remaining amount distributed out of corpus	5,822,355			
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,987,079			
b	Prior years' undistributed income Subtract line 4b from line 2b.		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d	Subtract line 6c from line 6b Taxable amount—see instructions		0		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,987,079			
10	Analysis of line 9				
a	Excess from 2008. . . .				0
b	Excess from 2009. . . .				164,724
c	Excess from 2010. . . .				0
d	Excess from 2011. . . .				0
e	Excess from 2012. . . .				5,822,355

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

1a

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

b

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

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

Check here

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

a

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

MS LEIGH LAWLER
4385 POPLAR AVE
MEMPHIS, TN 38117
(901) 681-2349

b

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

BRIEF STATEMENT OF THE PURPOSE OF THE ORGAINZATION AND INTENDED USE OF FUNDS

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	6,502,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	383,841	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,202,245	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a INCOME TAX REFUND _____				49,179	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .				1,635,265	
13 Total. Add line 12, columns (b), (d), and (e).			13	1,635,265	

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

***** 2013-12-16 ***** May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☒ No

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
Firm's name			Firm's EIN	
Firm's address			Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
6128 164 ASTON MONTAG & CALDWELL GRW-I		2009-03-16	2012-11-05
15608 841 AMERICAN BEACON L/C VALU-IS		2009-03-16	2012-11-05
6121 216 BLACKROCK GLOBAL ALLOCATION FUND-I		2011-03-10	2012-11-05
3726 481 BROWN CAP MGMT MID CAP-INST		2012-10-23	2012-11-05
3075 592 AMERICAN EUROPACIFIC GRTH-F2		2009-03-13	2012-11-05
15954 326 ABSOLUTE STRATEGIES FUND I		2011-03-10	2012-11-05
22083 033 HIGHLAND DIVIDEND EQUITY-Y		2012-02-02	2012-11-05
3416 706 ING MIDCAP OPPORTUNITIES-I		2012-10-23	2012-11-05
5321 744 SOUTHERNSUN SM CAP FUND-INS		2011-07-06	2012-11-05
27954 867 PIMCO LOW DURATION FUND INST CL		2011-03-10	2012-11-05
43192 054 PIMCO TOTAL RETURN II-INSTL		2011-03-10	2012-11-05
3131 POWERSHARES DB COMMODITY IND		2011-03-10	2012-11-05
9418 74 T ROWE PRICE DIVID GROWTH FD		2012-02-03	2012-11-05
355 SPDR GOLD TRUST		2011-12-21	2012-11-05
500 SPDR GOLD TRUST		2012-02-03	2012-11-05
3837 567 SCHWAB HEDGED EQUITY FUND SL		2011-03-10	2012-11-05
26337 728 TEMPLETON GLOBAL BOND FUND-AD		2011-03-10	2012-11-05
9957 279 THORNBURG INTL VALUE FD I		2011-03-28	2012-11-05
3970 696 VICTORY ESTABLISHED VALUE-I		2012-02-03	2012-11-05
1451 851 VICTORY ESTABLISHED VALUE-I		2011-12-14	2012-11-05
7006 116 ARTISAN INTERNATIONAL FD #661		2012-06-13	2012-11-06
958 379 HARBOR INTERNATIONAL FUND		2009-03-12	2012-11-06
14673 45 VANGUARD INTRM TRM BD IDX-SI		2009-03-19	2012-11-06
5146 981 VANGUARD INFLATION-PROTECTED-AD		2009-03-19	2012-11-06
27141 986 VANGUARD S/T INVEST GR-ADM		2011-03-10	2012-11-06
1627 284 VANGUARD EMRG MK STK INDX-SG		2011-03-10	2012-11-06
4997 51 VANGUARD GROWTH INDEX FD-SIG		2011-03-10	2012-11-06
5392 385 VANGUARD SMALL CAP VALUE STK INSTL		2011-03-10	2012-11-06
275 THE ALLSTATE CORPORATION		2011-08-11	2012-11-07
75 AMERIPRISE FINANCIAL INC		2012-01-23	2012-11-07

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
25 APACHE CORP		2011-10-27	2012-11-07
25 APPLE COMPUTER INC		2011-08-11	2012-11-07
925 BB&T CORPORATION 054937107		2011-10-05	2012-11-07
275 BMC SOFTWARE INC		2010-04-05	2012-11-07
1275 BANK OF AMERICA CORP		2011-08-11	2012-11-07
25 CF INDUSTRIES HOLDINGS INC		2012-01-23	2012-11-07
225 CVS CORP		2011-08-11	2012-11-07
75 CISCO SYSTEMS		2011-08-11	2012-11-07
26 COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98		2011-08-11	2012-11-07
99 COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98		2009-03-04	2012-11-07
125 CONOCOPHILLIPS		2009-03-04	2012-11-07
925 CONSTELLATION BRANDS INC		2009-03-04	2012-11-07
100 DANAHER CORP		2009-03-04	2012-11-07
50 DARDEN RESTAURANTS INC		2011-10-27	2012-11-07
100 DARDEN RESTAURANTS INC		2009-03-04	2012-11-07
300 DR PEPPER SNAPPLE GROUP INC		2012-01-23	2012-11-07
150 FISERV INC		2009-03-04	2012-11-07
50 GENERAL DYNAMICS CORP		2011-08-11	2012-11-07
200000 GEN ELEC CAP CRP MTN 5 650% 6/09/14		2009-03-19	2012-11-07
182 GILEAD SCIENCES INC		2009-10-02	2012-11-07
68 GILEAD SCIENCES INC		2011-08-11	2012-11-07
50 HARMAN INTERNATIONAL INDS		2012-01-23	2012-11-07
250 HARRIS CORP DEL		2009-10-02	2012-11-07
60 JP MORGAN CHASE & CO		2009-08-14	2012-11-07
90 JP MORGAN CHASE & CO		2011-10-27	2012-11-07
150000 KNOX CNTY TN PRE 5 500% 1/01/18		2008-11-15	2012-11-07
150 KOHL'S DEPT STORE		2011-08-11	2012-11-07
700 LSI LOGIC CORP		2011-08-11	2012-11-07
100 L3 COMMUNICATIONS HLDGS INCCOM		2009-03-04	2012-11-07
25 LABORATORY CORP AMERICA HOLDINGS		2011-10-27	2012-11-07

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
25 LABORATORY CORP AMERICA HOLDINGS		2009-03-04	2012-11-07
325 LOWES COS INC		2011-08-11	2012-11-07
125 MCKESSON CORPORATION 58155Q103		2009-03-04	2012-11-07
50 METLIFE INC		2009-05-08	2012-11-07
100 MURPHY OIL CORP		2009-08-31	2012-11-07
75 NATIONAL-OILWELL INC		2010-01-14	2012-11-07
75 NVIDIA CORP		2012-01-23	2012-11-07
250 ORACLE SYSTEMS		2009-03-04	2012-11-07
275 PPL CORPORATION		2010-04-05	2012-11-07
100000 PFIZER INC 5 350% 3/15/15		2009-03-19	2012-11-07
225 PUBLIC SERVICE ENTERPRISE GROUP INC		2009-03-04	2012-11-07
75 ROPER INDS INC		2011-01-24	2012-11-07
125 ST JUDE MEDICAL INC		2011-07-12	2012-11-07
200 SCRIPPS NETWORKS		2011-08-11	2012-11-07
75 STERICYCLE INC		2009-11-02	2012-11-07
175 TARGET CORP		2009-03-04	2012-11-07
75 THERMO FISHER SCIENTIFIC INC		2011-10-27	2012-11-07
100 THERMO FISHER SCIENTIFIC INC		2009-04-29	2012-11-07
100 TRAVELERS COMPANIES INC		2009-03-04	2012-11-07
75 UNION PACIFIC		2009-12-21	2012-11-07
25 UNUMPROVIDENT CORP		2011-08-11	2012-11-07
325 VERIZON COMMUNICATIONS		2011-08-11	2012-11-07
200 WAL-MART STORES		2009-08-14	2012-11-07
225 WATSON PHARMACEUTICALS INC		2009-03-04	2012-11-07
2888 621 SCHWAB HEDGED EQUITY FUND SL		2011-03-10	2012-11-14
4423 799 THORNBURG INTL VALUE FD I		2012-02-02	2012-11-14
271 661 THORNBURG INTL VALUE FD I		2011-03-28	2012-11-14
9372 071 PIMCO TOTAL RETURN II-INSTL		2011-03-10	2013-01-16
14 L3 COMMUNICATIONS HLDGS INCCOM		2012-08-28	2013-01-17
250 L3 COMMUNICATIONS HLDGS INCCOM		2009-03-05	2013-01-17

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
694 PPL CORPORATION		2010-04-05	2013-01-17
608 ST JUDE MEDICAL INC		2011-10-27	2013-01-17
1995 SPDR GOLD TRUST		2011-12-21	2013-04-15
37226 565 ABSOLUTE STRATEGIES FUND I		2011-03-10	2013-04-19
60235 718 VANGUARD S/T INVEST GR-ADM		2011-03-10	2013-05-14
3109 87 VANGUARD S/T INVEST GR-ADM		2012-02-03	2013-05-14
14285 714 BLACKROCK GLOBAL ALLOCATION FUND-I		2011-03-10	2013-07-05
768 12 AMERICAN EUROPACIFIC GRTH-F2		2012-02-02	2013-08-07
6408 194 AMERICAN EUROPACIFIC GRTH-F2		2009-03-13	2013-08-07
2256 652 HARBOR INTERNATIONAL FUND		2009-03-12	2013-08-07
383 BMC SOFTWARE INC		2010-04-05	2013-08-08
275 BMC SOFTWARE INC		2011-10-27	2013-08-08
3881 LSI LOGIC CORP		2011-10-27	2013-08-08
32400 185 VANGUARD INTRM TRM BD IDX-SI		2009-03-20	2013-08-16
1849 2 VANGUARD INTRM TRM BD IDX-SI		2012-02-03	2013-08-16
13867 613 ASTON MONTAG & CALDWELL GRW-I		2009-03-16	2013-08-26
429 293 ASTON MONTAG & CALDWELL GRW-I		2012-02-02	2013-08-26
91 MURPHY USA INC		2009-08-31	2013-09-09
18 MURPHY USA INC		2011-08-11	2013-09-09
265 ACTAVIS INC		2009-03-04	2013-10-01
14253 ALERIAN MLP ETF		2013-04-15	2013-10-02
7479 432 WHG INCOME OPPORTUNITY-INST		2013-04-19	2013-10-02

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
157,126		96,212	60,914
338,088		174,039	164,049
119,670		121,016	-1,346
74,455		73,374	1,081
122,747		74,987	47,760
178,210		173,743	4,467
249,317		232,976	16,341
73,801		73,630	171
119,473		120,804	-1,331
297,719		291,849	5,870
481,159		450,061	31,098
85,475		93,685	-8,210
246,017		233,773	12,244
57,913		55,630	2,283
81,568		84,280	-2,712
63,397		60,173	3,224
354,769		356,876	-2,107
268,448		293,142	-24,694
109,393		108,400	993
39,999		36,238	3,761
166,676		147,128	19,548
57,292		31,061	26,231
178,429		151,870	26,559
150,498		121,983	28,515
295,033		293,133	1,900
55,132		60,512	-5,380
169,416		149,176	20,240
94,097		88,813	5,284
10,593		6,988	3,605
4,372		4,095	277

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,017		2,603	-586
14,027		9,355	4,672
25,576		19,313	6,263
11,297		10,624	673
11,819		9,409	2,410
5,011		4,363	648
10,443		7,445	2,998
1,294		1,203	91
2,721		2,169	552
10,361		5,843	4,518
7,099		3,522	3,577
33,022		12,154	20,868
5,197		2,613	2,584
2,647		2,460	187
5,295		2,557	2,738
12,942		11,363	1,579
11,163		4,798	6,365
3,306		3,061	245
214,600		197,744	16,856
12,039		8,253	3,786
4,498		2,494	2,004
2,048		2,186	-138
12,057		9,016	3,041
2,437		2,519	-82
3,655		3,319	336
150,926		150,614	312
8,118		7,156	962
4,788		4,928	-140
7,310		6,082	1,228
2,136		2,143	-7

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,136		1,416	720
10,608		6,201	4,407
11,612		5,123	6,489
1,644		1,703	-59
5,901		5,795	106
5,324		3,521	1,803
949		1,093	-144
7,718		3,810	3,908
7,763		7,762	1
110,875		104,838	6,037
6,725		5,862	863
8,202		5,589	2,613
4,677		5,770	-1,093
11,888		8,609	3,279
7,026		3,942	3,084
10,962		4,751	6,211
4,540		3,829	711
6,053		3,410	2,643
6,846		3,520	3,326
9,160		4,830	4,330
501		565	-64
14,092		11,203	2,889
14,637		10,394	4,243
19,298		5,954	13,344
46,651		45,294	1,357
116,302		117,850	-1,548
7,142		7,998	-856
100,094		97,501	2,593
1,101		979	122
19,667		15,008	4,659

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
20,056		19,588	468
23,852		26,818	-2,966
262,841		312,624	-49,783
422,522		405,397	17,125
651,148		605,377	45,771
33,618		33,400	218
298,143		282,429	15,714
33,928		29,250	4,678
283,050		155,781	127,269
150,857		73,138	77,719
17,599		14,797	2,802
12,636		9,416	3,220
29,302		26,534	2,768
361,910		329,440	32,470
20,656		21,950	-1,294
373,177		217,722	155,455
11,552		10,200	1,352
3,608		2,934	674
714		510	204
38,163		7,012	31,151
251,704		250,851	853
99,850		99,925	-75

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			60,914
			164,049
			-1,346
			1,081
			47,760
			4,467
			16,341
			171
			-1,331
			5,870
			31,098
			-8,210
			12,244
			2,283
			-2,712
			3,224
			-2,107
			-24,694
			993
			3,761
			19,548
			26,231
			26,559
			28,515
			1,900
			-5,380
			20,240
			5,284
			3,605
			277

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-586
			4,672
			6,263
			673
			2,410
			648
			2,998
			91
			552
			4,518
			3,577
			20,868
			2,584
			187
			2,738
			1,579
			6,365
			245
			16,856
			3,786
			2,004
			-138
			3,041
			-82
			336
			312
			962
			-140
			1,228
			-7

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			720
			4,407
			6,489
			-59
			106
			1,803
			-144
			3,908
			1
			6,037
			863
			2,613
			-1,093
			3,279
			3,084
			6,211
			711
			2,643
			3,326
			4,330
			-64
			2,889
			4,243
			13,344
			1,357
			-1,548
			-856
			2,593
			122
			4,659


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			468
			-2,966
			-49,783
			17,125
			45,771
			218
			15,714
			4,678
			127,269
			77,719
			2,802
			3,220
			2,768
			32,470
			-1,294
			155,455
			1,352
			674
			204
			31,151
			853
			-75

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MONTEFIORE MEDICAL CENTER C/O CONTROLLER-D INGBER 111 E 210TH ST BRONX,NY 10467	NONE	NONE	CHARITABLE CONTRIBUTION	50,000
FOREVER YOUNG INC P O BOX 1381 COLLIERVILLE,TN 38027	NONE	NONE	CHARITABLE CONTRIBUTION	20,000
MEMPHIS BOTANIC GARDEN 750 CHERRY ROAD MEMPHIS,TN 38117	NONE	NONE	CHARITABLE CONTRIBUTION	30,000
MEMPHIS ZOO ATTN MICHELE CORREIA 2000 PRENTISS PLACE MEMPHIS,TN 38112	NONE	NONE	CHARITABLE CONTRIBUTION	300,000
SHELBY FARMS CONSERVACY 4385 POPLAR AVE MEMPHIS,TN 38117	NONE	NONE	CHARITABLE CONTRIBUTION	100,000
MEMPHIS CITY SCHOOL FOUNDATION 4385 POPLAR AVE MEMPHIS,TN 38117	NONE	NONE	CHARITABLE CONTRIBUTION	150,000
SAN DIEGO BALLET C/O ROBIN MORGAN 2650 TRUXTUN RD DTE 110 SAN DIEGO,CA 921066172	NONE	NONE	CHARITABLE CONTRIBUTION	25,000
THE SALVATION ARMY ATTN LEGAL DEPT 1424 NE EXPRESSWAY ATLANTA,GA 30329	NONE	NONE	CHARITABLE CONTRIBUTION	1,100,000
MEMPHIS CHILD ADVOCACY CENTER 4385 POPLAR MEMPHIS,TN 38117	NONE	NONE	CHARITABLE CONTRIBUTION	100,000
MEMPHIS COLLEGE OF ART 1930 POPLAR AVE MEMPHIS,TN 38104	NONE	NONE	CHARITABLE CONTRIBUTION	50,000
ST JUDE CHILDRENS RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MS 275 MEMPHIS,TN 38105	NONE	NONE	CHARITABLE CONTRIBUTION	50,000
MIFA 910 VANCE AVENUE MEMPHIS,TN 38126	NONE	NONE	CHARITABLE CONTRIBUTION	100,000
SHELBY RESIDENTIAL & VOCATIONAL SVCS 3971 KNIGHT ARNOLD RD MEMPHIS,TN 38118	NONE	NONE	CHARITABLE CONTRIBUTION	40,000
MEMPHIS DEVELOPMENT FDN ORPHEUM THEATRE 203 S MAIN ST MEMPHIS,TN 38108	NONE	NONE	CHARITABLE CONTRIBUTION	50,000
MAKE A WISH FOUNDATION OF MEMPHIS TN 1750 MADISON AVE SUITE 110 MEMPHIS,TN 38104	NONE	NONE	CHARITABLE CONTRIBUTION	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MEMPHIS SYMPHONY LEAGUE 4385 POPLAR AVE MEMPHIS, TN 38117	NONE	NONE	CHARITABLE CONTRIBUTION	2,500
UNIVERSITY OF MEMPHIS FDN ATTN SHERRY GARDNER 120 ALUMNI CENTER MEMPHIS, TN 38152	NONE	NONE	CHARITABLE CONTRIBUTION	4,300,000
THE BADDOUR CENTER 4385 POPLAR AVE MEMPHIS, TN 38117	NONE	NONE	CHARITABLE CONTRIBUTION	25,000
Total  3a				6,502,500

TY 2012 Accounting Fees Schedule

Name: HELEN AND JABIE HARDIN CHARITABLE TRUST

EIN: 26-6754597

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,950	975		975

TY 2012 Investments Corporate Bonds Schedule

Name: HELEN AND JABIE HARDIN CHARITABLE TRUST

EIN: 26-6754597

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE & FOREIGN BONDS	1,124,430	1,286,855
MUNICIPAL OBLIGATIONS	1,103,838	1,198,154
INTL FIXED INCOME MUTUAL FUNDD	832,802	805,145
TAXABLE FIXED INCOME FUNDS	2,872,102	2,990,175

**TY 2012 Investments Corporate
Stock Schedule****Name:** HELEN AND JABIE HARDIN CHARITABLE TRUST**EIN:** 26-6754597

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON EQUITY	893,922	1,551,425
DOMESTIC EQUITY MUTUAL FUNDS	4,280,500	5,829,906
GLOBAL EQUITY MUTUAL FUNDS		
INTL EQUITY MUTUAL FUNDS	955,032	1,111,119
CLOSED END EQUITY MUTUAL FUNDS	217,814	188,104

TY 2012 Other Expenses Schedule

Name: HELEN AND JABIE HARDIN CHARITABLE TRUST

EIN: 26-6754597

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE- PRINCI	16,675	0		0

TY 2012 Other Income Schedule

Name: HELEN AND JABIE HARDIN CHARITABLE TRUST

EIN: 26-6754597

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
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TY 2012 Other Increases Schedule

Name: HELEN AND JABIE HARDIN CHARITABLE TRUST

EIN: 26-6754597

Description	Amount
TIMING AND ASSET PURCHAES AND SALES	6,600

TY 2012 Taxes Schedule**Name:** HELEN AND JABIE HARDIN CHARITABLE TRUST**EIN:** 26-6754597

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	831	0		0
FOREIGN TAXES ON NONQUALIFIED	330	0		0