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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
PLOUGH FOUNDATION

A Employer identification number
23-7175983

Number and street (or P O box number if mail is not delivered to street address) 62 NORTH MAIN STREET NO 201 | Room/suite

B Telephone number (see instructions)
(901) 521-2779

City or town, state or province, country, and ZIP or foreign postal code
MEMPHIS, TN 38103

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 124,108,887

J Accounting method ☐ Cash ☐ Accrual ☑ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(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)	176,512			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	834,039	834,039		
	4	Dividends and interest from securities	1,737,334	1,737,334		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,939,557			
	b	Gross sales price for all assets on line 6a 44,360,444				
	7	Capital gain net income (from Part IV, line 2)		6,939,557		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	989	0		
	12	**Total.** Add lines 1 through 11	9,688,431	9,510,930		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	436,576	40,703		454,795
	14	Other employee salaries and wages	458,468	16,781		382,765
	15	Pension plans, employee benefits	255,223	10,719		244,504
	16a	Legal fees (attach schedule)	11,292	1,412		9,881
	b	Accounting fees (attach schedule)	15,000	15,000		0
	c	Other professional fees (attach schedule)	620,461	603,130		17,331
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	70,003	0		0
	19	Depreciation (attach schedule) and depletion	61,882	2,599		
	20	Occupancy	106,604	4,477		102,127
	21	Travel, conferences, and meetings	27,325	514		26,811
	22	Printing and publications				
	23	Other expenses (attach schedule)	119,489	5,017		114,472
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,182,323	700,352		1,352,686
	25	Contributions, gifts, grants paid	12,197,936			12,197,936
	26	**Total expenses and disbursements.** Add lines 24 and 25	14,380,259	700,352		13,550,622
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-4,691,828			
	b	**Net investment income** (if negative, enter -0-)		8,810,578		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	56,557	106,843	106,843
	2	Savings and temporary cash investments	8,521,815	9,357,366	9,357,366
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	6,832,117	3,200,932	3,085,753
	b	Investments—corporate stock (attach schedule)	67,139,990	65,664,984	96,981,880
	c	Investments—corporate bonds (attach schedule)	12,849,494	14,419,356	14,535,574
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 462,421			
		Less accumulated depreciation (attach schedule) ▶ 427,450	93,478	34,971	34,971
	15	Other assets (describe ▶)	6,500	6,500	6,500
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	95,499,951	92,790,952	124,108,887
Liabilities	17	Accounts payable and accrued expenses	16,428,522	21,775,135	
	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)	16,428,522	21,775,135	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶** ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	141,886,994	141,886,994	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-62,815,565	-70,871,177	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	79,071,429	71,015,817	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	95,499,951	92,790,952	

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	79,071,429
2	Enter amount from Part I, line 27a	2	-4,691,828
3	Other increases not included in line 2 (itemize) ▶	3	1,982,829
4	Add lines 1, 2, and 3	4	76,362,430
5	Decreases not included in line 2 (itemize) ▶	5	5,346,613
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	71,015,817

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	6,939,557
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))
2012	10,483,449	110,782,853	0 094631
2011	8,460,692	115,113,383	0 073499
2010	11,428,927	115,322,160	0 099104
2009	11,540,668	106,694,935	0 108165
2008	13,115,129	135,439,230	0 096834

2	**Total** of line 1, column (d)	2	0 472233
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 094447
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	115,474,045
5	Multiply line 4 by line 3	5	10,906,177
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	88,106
7	Add lines 5 and 6	7	10,994,283
8	Enter qualifying distributions from Part XII, line 4	8	13,550,622

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	88,106
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	88,106
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	88,106
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	84,204		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	84,204
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,902
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 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	1b		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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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) ▶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 2013 or the taxable year beginning in 2013 (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	Yes	

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	Yes	

Website address ▶PLOUGH ORG

14 The books are in care of ▶ROBERT WALLACE Telephone no ▶(901) 521-2779

Located at ▶62 N MAIN STREET SUITE 201 MEMPHIS TN ZIP+4 ▶38103

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 |

			Yes	No
16	At any time during calendar year 2013, 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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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 2013 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 2013.)*	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 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ 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 ▶ ☐			
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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ 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
See Additional Data Table				

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
BARBARA JACOBS 62 N MAIN STREET STE 201 MEMPHIS,TN 38103	PROGRAM DIRECTOR 40 00	147,945	25,505	0
ROBERT WALLACE 62 N MAIN STREET STE 201 MEMPHIS,TN 38103	CHIEF FINANCIAL OFFI 40 00	120,239	38,126	0
JOANN CHRISTIAN 62 N MAIN STREET STE 201 MEMPHIS,TN 38103	EXECUTIVE ASSISTANT 40 00	106,947	26,495	0
KATIE MIDGLEY 62 N MAIN STREET STE 201 MEMPHIS,TN 38103	PROGRAM ASSOCIATE 40 00	77,339	25,281	0
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
HIGHLAND CAPITAL MANAGEMENT CORP 6077 PRIMACY PARKWAY STE 228 MEMPHIS,TN 38119	INVESTMENT ADVISORS	388,077
SOUTHEASTERN ASSET MANAGEMENT 6410 POPLAR AVENUE STE 900 MEMPHIS,TN 38119	INVESTMENT ADVISORS	214,293
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 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	108,132,692
b	Average of monthly cash balances	1b	9,058,370
c	Fair market value of all other assets (see instructions)	1c	41,471
d	**Total** (add lines 1a, b, and c)	1d	117,232,533
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	117,232,533
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,758,488
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	115,474,045
6	**Minimum investment return.** Enter 5% of line 5	6	5,773,702

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	5,773,702
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 88,106		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	88,106
3	Distributable amount before adjustments Subtract line 2c from line 1	3	5,685,596
4	Recoveries of amounts treated as qualifying distributions	4	989
5	Add lines 3 and 4	5	5,686,585
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	5,686,585

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	13,550,622
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	13,550,622
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	88,106
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	13,462,516

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,686,585
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . 6,401,967				
b From 2009. . . 6,306,453				
c From 2010. . . 5,758,883				
d From 2011. . . 2,427,593				
e From 2012. . . 5,098,906				
f Total of lines 3a through e.	25,993,802			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 13,550,622				
a Applied to 2012, 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 2013 distributable amount.				5,686,585
e Remaining amount distributed out of corpus	7,864,037			
5 Excess distributions carryover applied to 2013 *(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	33,857,839			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	6,401,967			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	27,455,872			
10 Analysis of line 9				
a Excess from 2009. . . 6,306,453				
b Excess from 2010. . . 5,758,883				
c Excess from 2011. . . 2,427,593				
d Excess from 2012. . . 5,098,906				
e Excess from 2013. . . 7,864,037				

Part XIV **Private 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 2013, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the 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))

See Additional Data Table

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

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 address of the person to whom applications should be addressed

ROBERT WALLACE
62 N MAIN STREET SUITE 201
MEMPHIS,TN 38103
(901) 521-2779

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

THREE PAGE LETTER EXPLAINING THE PROJECT AND HOW FUNDS WILL BE USED FULL APPLICATION BY INVITATION

c Any submission deadlines

A CONCEPT LETTER IS DUE BY JANUARY 2, APRIL 1, JULY 1, OR OCTOBER 1

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

GRANTS PRIMARILY IN MEMPHIS/SHELBY COUNTY NO GRANTS TO INDIVIDUALS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				12,197,936
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				13,155,647

Part XVI-A Analysis of Income-Producing Activities

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			14	834,039	
4 Dividends and interest from securities. . . .			14	1,737,334	
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	6,939,557	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a GRANT DISTRIBUTION RECOVERIES	900099	989			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		989		9,510,930	0

13 Total. Add line 12, columns (b), (d), and (e). 13 9,511,919

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

******	2014-05-12	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
STEPHANIE L LIVINGSTON CPA		2014-05-12		P00235829
Firm's name ▶ CANNON WRIGHT BLOUNT PLLC			Firm's EIN ▶ 62-1657946	
Firm's address ▶ 756 RIDGE LAKE BLVD SUITE 100 MEMPHIS, TN 381209420			Phone no (901) 685-7500	

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)
STOCK - LONG TERM	P		
STOCK - SHORT TERM	P		
INTERNATIONAL INVESTMENTS - LONG TERM	P		
INTERNATIONAL INVESTMENTS - SHORT TERM	P		
COMMERCIAL PAPER	P		
GOVERNMENT BONDS - LONG TERM	P		
GOVERNMENT BONDS - SHORT TERM	P		
CORPORATE BONDS - LONG TERM	P		
CORPORATE BONDS - SHORT TERM	P		
MORTGAGE OBLIGATIONS	P		
MUNICIPAL BONDS	P		

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)
18,156,401		12,078,976	6,077,425
3,209,029		3,106,364	102,665
9,871,436		9,289,529	581,907
704,437		711,525	-7,088
98,921		98,921	0
4,437,392		4,157,602	279,790
353,066		356,279	-3,213
4,639,529		4,705,175	-65,646
2,629,821		2,656,022	-26,201
412		408	4
260,000		260,086	-86

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	
			6,077,425
			102,665
			581,907
			-7,088
			0
			279,790
			-3,213
			-65,646
			-26,201
			4
			-86

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DIANE RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	CHAIRMAN/TRUSTEE 20 00	0	0	0
EUGENE CALLAHAN 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1 00	0	0	0
JAMES SPRINGFIELD 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1 00	4,000	0	0
JOCELYN RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1 00	0	0	0
JOHNNY MOORE JR 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1 00	3,500	0	0
PATRICIA BURNHAM 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1 00	0	0	0
PETER PETTIT 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1 00	4,000	0	0
SCOTT MCCORMICK 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	EXEC DIR-OUTGOING 40 00	210,082	52,352	1,874
MIKE CARPENTER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	EXEC DIR-INCOMING 40 00	111,355	30,600	3,365
DD R EISENBERG 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1 00	0	0	0
STEVE WISHNIA 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1 00	4,000	0	0
SUNTRUST BANK 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1 00	95,639	0	0
RICK MASSON 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1 00	4,000	0	0

Form 990PF Part XV Line 1a - 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).

DIANE RUDNER
JOCELYN RUDNER
PATRICIA BURNHAM
DD R EISENBERG

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALLIANCE FOR NONPROFIT EXCELLENCE 5100 POPLAR AVE 502 MEMPHIS, TN 38137	NONE	PUBLIC	PROGRAM SUPPORT	75,000
ARC MID-SOUTH 3485 POPLAR AVE 210 MEMPHIS, TN 38111	NONE	PUBLIC	PROGRAM SUPPORT	20,000
ARTSMEMPHIS 119 SOUTH MAIN STREET MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	250,000
BOY SCOUTS OF AMERICA 171 S HOLLYWOOD STREET MEMPHIS, TN 38112	NONE	PUBLIC	CONSTRUCTION PROJECT	100,000
BROOKS MUSEUM 1934 POPLAR AVE MEMPHIS, TN 38104	NONE	PUBLIC	CONSTRUCTION PROJECT	140,000
COMMUNITY ALLIANCE FOR THE HOMELESS INC 44 N SECOND ST STE 302 MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	60,000
COMMUNITY ALLIANCE FOR THE HOMELESS INC 44 N SECOND ST STE 302 MEMPHIS, TN 38103	NONE	PUBLIC	CONSTRUCTION PROJECT	110,000
CONSORTIUM 22 N FRONT STREET MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	15,000
DIXON GALLERY AND GARDENS 4339 PARK AVE MEMPHIS, TN 38117	NONE	PUBLIC	GENERAL/OPERATING SUPPORT	50,000
EXCEPTIONAL FOUNDATION OF WEST TENNESSEE 4965 WILLOW ROAD MEMPHIS, TN 38117	NONE	PUBLIC	CONSTRUCTION PROJECT	63,800
EXCHANGE CLUB FAMILY CENTER OF THE MID-SOUTH INC 2180 UNION AVENUE MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	80,000
FACING HISTORY AND OURSELVES 650 E PARKWAY S MEMPHIS, TN 38104	NONE	PUBLIC	ENDOWMENT FUND	133,000
FAMILY SAFETY CENTER 600 JEFFERSON AVE STE 200 MEMPHIS, TN 38105	NONE	PUBLIC	PROGRAM SUPPORT	300,000
FIRE MUSEUM OF MEMPHIS 118 ADAMS AVENUE MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	250,000
FIREFIGHTERS REGIONAL BURN CENTER 877 JEFFERSON AVE MEMPHIS, TN 38103	NONE	PUBLIC	CONSTRUCTION PROJECT	1,000,000
Total . . . . ▶ **3a**				12,197,936

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GIRLS INCORPORATED OF MEMPHIS 2670 UNION AVE STE 606 MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	100,000
GRANTMAKERS FOR CHILDREN YOUTH & FAMILIES 8757 GEORGIA AVE 540 SILVER SPRING,MD 20910	NONE	PUBLIC	MEMBERSHIP DUES	500
GRANTMAKERS FOR CHILDREN YOUTH & FAMILIES 8757 GEORGIA AVE 540 SILVER SPRING,MD 20910	NONE	PUBLIC	PROGRAM SUPPORT	1,000
HATTILOO THEATRE 656 MARSHALL AVENUE MEMPHIS,TN 38103	NONE	PUBLIC	CAPITAL CAMPAIGN	125,000
KNOWLEDGE QUEST INC (KIDS ZONE) 590 JENNETTE PL MEMPHIS,TN 38126	NONE	PUBLIC	PROGRAM SUPPORT	125,000
LEADERSHIP ACADEMY 22 N FRONT STREET 160 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	75,000
LEADERSHIP MEMPHIS 119 SOUTH MAIN STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	400,000
LITERACY MID-SOUTH 902 SOUTH COOPER ST MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	50,000
MAKE A DIFFERENCE 3003 AIRWAYS BLVD BLDG 6 STE 603 MEMPHIS,TN 38114	NONE	PUBLIC	PROGRAM SUPPORT	170,000
MAYOR'S INSTITUTE FOR EXCELLENCE 1900 UNION AVE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	200,000
MEDICAL EDUCATION AND RESEARCH INSTITUTE 44 SOUTH CLEVELAND STREET MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	28,800
MEMPHIS BOTANIC GARDEN FOUNDATION 750 CHERRY ROAD MEMPHIS,TN 38117	NONE	PUBLIC	CAPITAL CAMPAIGN	350,000
MEMPHIS CENTER FOR INDEPDENDENT LIVING 1633 MADISON AVENUE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	25,000
MEMPHIS CHILD ADVOCACY CENTER 1085 POPLAR AVE MEMPHIS,TN 38105	NONE	PUBLIC	CAPITAL CAMPAIGN	112,000
MEMPHIS CITY SCHOOLS FOUNDATION 2597 AVERY AVENUE MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	500,000
Total . . . . ▶ **3a**				12,197,936

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
MEMPHIS COLLEGE OF ART 1930 POPLAR AVE MEMPHIS,TN 38104	NONE	PUBLIC	CONSTRUCTION PROJECT	730,000
MEMPHIS JEWISH FEDERATION 6560 POPLAR AVE B GERMANTOWN,TN 38138	NONE	PUBLIC	ANNUAL CAMPAIGN	450,000
MEMPHIS LEADERSHIP FOUNDATION 1548 POPLAR AVE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	160,000
MEMPHIS SHELBY CRIME COMMISSION 119 S MAIN ST STE 450 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	187,500
MEMPHIS SYMPHONY ORCHESTRA 585 S MENDENHALL ROAD MEMPHIS,TN 38117	NONE	PUBLIC	PROGRAM SUPPORT	250,000
MEMPHIS TOMORROW 17 W PONTOTOC AVE STE 100 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	101,705
METHODIST HEALTHCARE FOUNDATION 1211 UNION AVE STE600 MEMPHIS,TN 38104	NONE	PUBLIC	ENDOWMENT FUND	500,000
MID-SOUTH MINORITY COUNCIL TADP INC 158 MADISON AVE MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	50,000
MIFA 910 VANCE AVE MEMPHIS,TN 38126	NONE	PUBLIC	PROGRAM SUPPORT	200,000
NATIONAL ASSN TO PROTECT CHILDREN POB 27451 KNOXVILLE,TN 37927	NONE	PUBLIC	PROGRAM SUPPORT	113,333
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY ST MEMPHIS,TN 38103	NONE	PUBLIC	CONSTRUCTION PROJECT	100,000
OPERA MEMPHIS 6745 WOLF RIVER GREENWAY MEMPHIS,TN 38120	NONE	PUBLIC	TRANSPORTATION	36,000
OVERTON PARK CONSERVANCY 1719 HARBERT AVE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	300,000
PORTER LEATH 868 N MANASSAS STREET MEMPHIS,TN 38107	NONE	PUBLIC	CONSTRUCTION PROJECT	150,000
RISE FOUNDATION 2650 THOUSAND OAKS BLVD STE 2400 MEMPHIS,TN 38118	NONE	PUBLIC	PROGRAM SUPPORT	8,000
Total . . . . ▶ **3a**				12,197,936

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
RIVERFRONT DEVELOPMENT 101 N MUD ISLAND ROAD MEMPHIS,TN 38103	NONE	PUBLIC	CONSTRUCTION PROJECT	375,000
SEEDCO 22 N FRONT STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	100,000
SHELBY COUNTY SCHOOLS EDUCATION FUND PO BOX 383273 GERMANTOWN,TN 38183	NONE	PUBLIC	PROGRAM SUPPORT	500,000
SHELBY FARMS PARK CONSERVATORY 500 N PINE LAKE DRIVE MEMPHIS,TN 38134	NONE	PUBLIC	CONSTRUCTION PROJECT	500,000
SOULSVILLE FOUNDATION 926 E MCLEMORE AVE MEMPHIS,TN 38106	NONE	PUBLIC	PROGRAM SUPPORT	75,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PIZ SE ATLANTA,GA 30303	NONE	PUBLIC	PROGRAM SUPPORT	10,500
SOUTHERN COLLEGE OF OPTOMETRY 1245 MADISON AVENUE MEMPHIS,TN 38104	NONE	PUBLIC	CONSTRUCTION PROJECT	100,000
SPECIAL OLYMPICS GREATER MEMPHIS 1355 LYNNFIELD RD MEMPHIS,TN 38119	NONE	PUBLIC	PROGRAM SUPPORT	10,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS,TN 38105	NONE	PUBLIC	CONSTRUCTION PROJECT	250,000
STEP AHEAD FOUNDATION PO BOX 41601 MEMPHIS,TN 38174	NONE	PUBLIC	PROGRAM SUPPORT	50,000
SYNERGY FOUNDATION 2305 AIRPORT INTERCHANGE AVE MEMPHIS,TN 38132	NONE	PUBLIC	PROGRAM SUPPORT	12,648
TEMPLE ISRAEL 1376 E MASSEY RD MEMPHIS,TN 38120	NONE	PUBLIC	PROGRAM SUPPORT	30,000
TENNESSEE WILDLIFE FEDERATION 300 ORLANDO AVE 200 NASHVILLE,TN 37209	NONE	PUBLIC	PROGRAM SUPPORT	42,250
THE WORKS INC 1471 GENESIS CIRCLE MEMPHIS,TN 38106	NONE	PUBLIC	CONSTRUCTION PROJECT	225,000
UNIVERSITY OF MEMPHIS FOUNDATION - SCHOOL OF PUBLIC HEALTH PO BOX 1000 MEMPHIS,TN 381480001	NONE	PUBLIC	PROGRAM SUPPORT	500,000
Total . . . . ► **3a**				12,197,936

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UT HEALTH SCIENCE CENTER 920 MADISON AVE MEMPHIS,TN 38163	NONE	PUBLIC	CONSTRUCTION PROJECT	1,125,000
WOLF RIVER CONSERVANCY INC 3100 WALNUT GROVE RD MEMPHIS,TN 38111	NONE	PUBLIC	PROGRAM SUPPORT	46,900
Total . . . . ▶ **3a**				12,197,936

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491133025084

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.	OMB No 1545-0047 **2013**

Name of the organization	Employer identification number
PLOUGH FOUNDATION	23-7175983

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
PLOUGH FOUNDATION

Employer identification number
23-7175983

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOCELYN P RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	$ 100,701	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
2	MR MRS ALBERT BURNHAM 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	$ 25,281	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
3	MS DIANE RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	$ 25,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	WILLIAM RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	$ 25,530	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
PLOUGH FOUNDATION	23-7175983

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2773 SHS OF MICROSOFT	$ 100,701	2013-12-18

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	358 SHS OF ZOETIS, 100 SHS OF DIRECT TV, 184 SHS OF EMC, 40 SHS OF FLUOR CORP	$ 25,281	2013-12-10

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	800 SHS OF EMC, 111 SHS OF CST, 62 SHS OF MNK	$ 25,530	2013-12-12

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

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

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

Name of organization
PLOUGH FOUNDATION

Employer identification number
23-7175983

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

TY 2013 Accounting Fees Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES	15,000	15,000		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE, FIXTURES AND EQUIPMENT	2008-06-30	462,421	365,568	SL	5 000000000000	61,882	0		

TY 2013 Investments Corporate Bonds Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS & COLLATERALIZED OBLIGATIONS	14,419,356	14,535,574

TY 2013 Investments Corporate Stock Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS/INTERNATIONAL MUTUAL FUNDS	65,664,984	96,981,880

TY 2013 Investments Government Obligations Schedule

Name:	PLOUGH FOUNDATION
EIN:	23-7175983
US Government Securities - End of Year Book Value:	3,200,932
US Government Securities - End of Year Fair Market Value:	3,085,753
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Land, Etc. Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE, FIXTURES AND EQUIPMENT	462,421	427,450	34,971	

TY 2013 Legal Fees Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	11,292	1,412		9,881

TY 2013 Other Assets Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CRESCENT CLUB MEMBERSHIP	6,500	6,500	6,500

TY 2013 Other Decreases Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description	Amount
INCREASE IN GRANT APPROPRIATIONS	5,346,613

TY 2013 Other Expenses Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TEMPORARY EMPLOYEES	988	41		947
COMPUTER EXPENSES	20,383	856		19,527
OFFICE EXPENSES	7,881	331		7,550
TELEPHONE	5,785	243		5,542
POSTAGE	1,192	50		1,142
DUES & SUBSCRIPTIONS	2,552	107		2,445
INSURANCE	16,031	673		15,358
OTHER FEES & SERVICES	2,504	105		2,399
REPAIRS & MAINTENANCE	3,645	153		3,492
OTHER OPERATING EXPENSES	58,528	2,458		56,070

TY 2013 Other Income Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GRANT DISTRIBUTION RECOVERIES	989		989

TY 2013 Other Increases Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description	Amount
CHANGE IN UNREALIZED GAINS	1,982,829

TY 2013 Other Professional Fees Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANTS-PROFESSIONAL	18,091	760		17,331
INVESTMENT ADVISORY FEES	602,370	602,370		0

TY 2013 Substantial Contributors Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Name	Address
JOCELYN RUDNER	62 N MAIN STREET STE 201 MEMPHIS,TN 38103
WILLIAM RUDNER	62 N MAIN STREET STE 201 MEMPHIS,TN 38103
DIANE RUDNER	62 N MAIN STREET STE 201 MEMPHIS,TN 38103
DD R EISENBERG	62 N MAIN STREET STE 201 MEMPHIS,TN 38103
PATRICIA BURNHAM	62 N MAIN STREET STE 201 MEMPHIS,TN 38103

TY 2013 Taxes Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	70,003	0		0