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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](http://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 CREWS FAMILY FOUNDATION		<b>A Employer identification number</b>  46-1600634	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 488		<b>B Telephone number</b> (see instructions)  (901) 854-4014	
City or town, state or province, country, and ZIP or foreign postal code COLLIERVILLE, TN 380270488		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year ( <i>from Part II, col. (c), line 16</i> )▶\$ 12,172,753		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>GAAP</u> ( <i>Part I, column (d) must be on cash basis.</i> )			

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	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	570,000			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	2,730	2,730		
	<b>4</b> Dividends and interest from securities. . . . .	171,605	171,605		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	571,582			
	<b>b</b> Gross sales price for all assets on line 6a 4,630,695				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		571,582		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	 13,776	13,776		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	1,329,693	759,693		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .	 10,649	0		0
	<b>b</b> Accounting fees (attach schedule) . . . . .	 7,400	0		7,400
	<b>c</b> Other professional fees (attach schedule) . . . . .	 30,670	30,670		0
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	 14,652	3,266		0
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	 134,575	134,505		70
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	197,946	168,441		7,470
	<b>25</b> Contributions, gifts, grants paid . . . . .	738,850			738,850
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	936,796	168,441		746,320
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	392,897			
	<b>b Net investment income</b> (if negative, enter -0-)		591,252		
	<b>c Adjusted net income</b> (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	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 . . . . .	3,006,433	503,183	503,183
	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)			
	b	Investments—corporate stock (attach schedule) . . . . .	2,446,545	4,090,600	4,090,600
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	4,855,259	7,578,970	7,578,970
	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)	10,308,237	12,172,753	12,172,753	
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	10,308,237	12,172,753	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	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) . . . . .	10,308,237	12,172,753	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	10,308,237	12,172,753	

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	10,308,237
2	Enter amount from Part I, line 27a . . . . .	2	392,897
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,471,619
4	Add lines 1, 2, and 3 . . . . .	4	12,172,753
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	12,172,753

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	571,582
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	0	10,153,613	0 000000
2011			
2010			
2009			
2008			

2	Total of line 1, column (d). . . . .	2	0 000000
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 000000
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	11,040,696
5	Multiply line 4 by line 3. . . . .	5	0
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	5,913
7	Add lines 5 and 6. . . . .	7	5,913
8	Enter qualifying distributions from Part XII, line 4. . . . .  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	8	746,320

Part VIExcise 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			
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	5,913
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	5,913
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	5,913
6		Credits/Payments			
a		2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,000	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	8,000	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments. Add lines 6a through 6d. . . . .		7	18,000
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	59
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	12,028
11		Enter the amount of line 10 to be Credited to 2014 estimated tax 12,028 Refunded		11	0

Part VII-AStatements 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? . . . . .	1a	Yes	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)? . . . . . 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.	1b		No
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of HILLIARD R CREWS JR Telephone no (901) 854-4014 Located at PO BOX 488 COLTIERVILLE TN ZIP +4 380270488			
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 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	Yes	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. <input checked="" type="checkbox"/>	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 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?. If "Yes," list the years 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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?. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	3b		No
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))?	<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 <b>any</b> 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
HILLIARD R CREWS JR 10001 HOLMES ROAD COLLIERVILLE, TN 38017	PRESIDENT/DIRECTOR 2 00	0	0	0
JASON L CREWS 294 DUBRAY MANOR DRIVE COLLIERVILLE, TN 38017	TREASURER/DIRECTOR 0 25	0	0	0
STACY CREWS MCGEE 1289 BRAYSHORE DRIVE COLLIERVILLE, TN 38017	SECRETARY/DIRECTOR 4 00	0	0	0
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. . . . .	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	10,301,601
b	Average of monthly cash balances. . . . .	1b	907,227
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	11,208,828
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	11,208,828
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	168,132
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,040,696
6	Minimum investment return. Enter 5% of line 5. . . . .	6	552,035

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	552,035
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	5,913
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	5,913
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	546,122
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	546,122
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	546,122

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	746,320
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	746,320
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	5,913
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	740,407
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				546,122
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			17,571	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . .				
d From 2011. . . . .				
e From 2012. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 746,320				
a Applied to 2012, but not more than line 2a			17,571	
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. . . . .				546,122
e Remaining amount distributed out of corpus	182,627			
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	182,627			
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). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	182,627			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .	182,627			

## Part XIV

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3

## Part XV

## 1

See Additional Data Table

## 2

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 of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

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	738,850
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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

1a(1)

No

1a(2)

No

b

Other transactions

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

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.

\*\*\*\*\*

2014-11-12

\*\*\*\*\*

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  
CARL J HAAG

Preparer's Signature

Date

Check if self-employed

PTIN  
P00052953

Firm's name

REYNOLDS BONE & GRIESBECK PLC

Firm's EIN

62-0428728

Firm's address

5100 WHEELIS DRIVE SUITE 300 MEMPHIS, TN 381174568

Phone no.

(901) 682-2431

Form 990-PF (2013)

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 )
RAYMOND JAMES - 6523	P		
RAYMOND JAMES - 6523	P		
DUNCAN WILLIAMS - 1360	P		
COMPOUND CAPITAL INVESTMENT FUND	D		
COMPOUND CAPITAL INVESTMENT FUND	D		
GULLANE CAPITAL PARTNERS	P		
GULLANE CAPITAL PARTNERS	P		
CAPITAL GAINS DIVIDENDS	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)
1,863,706		1,644,442	219,264
2,137,210		2,149,977	-12,767
261,487		253,491	7,996
90,875			90,875
147,577			147,577
		11,203	-11,203
117,324			117,324
12,516			12,516



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	
			219,264
			-12,767
			7,996
			90,875
			147,577
			-11,203
			117,324
			12,516


**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).**

HILLIARD R CREWS JR
JASON L CREWS
STACY CREWS MCGEE


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)				
<b>a</b> <i>Paid during the year</i>				
AGAPE CHILD & FAMILY SERVICES INC 111 RACINE STREET MEMPHIS,TN 38111		PC	GENERAL - HEARTLIGHT CONFERENCE	5,000
BOY SCOUTS OF AMERICA 171 S HOLLYWOOD MEMPHIS,TN 38112		PC	GENERAL - OPERATING	1,000
BRIARCREST CHRISTIAN SCHOOL 6000 BRIARCREST AVENUE MEMPHIS,TN 38120		PC	GENERAL - OPERATING	20,000
BRIDGE BUILDERS 477 NORTH FIFTH STREET MEMPHIS,TN 38105		PC	GENERAL - OPERATING	5,000
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO,FL 328628222		PC	GENERAL - OPERATING	1,100
CHRISTIAN MEDICAL & DENTAL ASSOCIATIONS PO BOX 7500 BRISTOL,TN 376217500		PC	GENERAL - OPERATING	1,000
CHURCH HEALTH CENTER 1210 PEABODY AVENUE MEMPHIS,TN 38104		PC	GENERAL - OPERATING	200,000
COMMUNITY FOUNDATION OF GREATER MEMPHIS 1900 UNION AVENUE MEMPHIS,TN 38104		PC	GENERAL - CREWS/SHELBY GROUP FUND	50,000
DREAM 2 DISCOVER YOU 374 WINDING RIVER CIRCLE 203 MEMPHIS,TN 38120		PC	GENERAL - OPERATING	500
DREAM FACTORY OF MEMPHIS INC PO BOX 381766 GERMANTOWN,TN 381831766		PC	GENERAL - OPERATING	5,000
GERMANTOWN UNITED METHODIST CHURCH 2331 SOUTH GERMANTOWN RD GERMANTOWN,TN 38138		PC	GENERAL - OPERATING	8,000
GIFTS OF LOVE INC 3639 NEW GETWELL STE 1 MEMPHIS,TN 38118		PC	GENERAL - OPERATING	500
GLOBAL SERVICES ASSOCIATES PO BOX 20425 BOULDER,CO 80308		PC	GENERAL - OPERATING	1,000
INTERNATIONAL COMMUNITY FOUNDATION 2505 N AVENUE NATIONAL CITY,CA 91950		PC	GENERAL - OPERATING	500
LEBONHEUR CHILDREN'S HOSPITAL FOUNDATION 850 POPLAR AVENUE MEMPHIS,TN 38105		PC	GENERAL - OPERATING	2,500
<b>Total . . . . .</b>  <b>3a</b>				738,850

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)				
<b>a</b> <i>Paid during the year</i>				
LIFE OF PRAISE 2708 TRAVIS DRIVE MCKINNEY,TX 75070		PC	GENERAL - OPERATING	13,500
MAKE-A-WISH 1780 MORIAH WOODS BLVD STE 10 MEMPHIS,TN 381174215		PC	GENERAL - OPERATING	500
MAYO CLINIC 200 FIRST STREET SW ROCHESTER,MN 55905		PC	ENDOWMENT FUND FOR REGENERATIVE MEDICINE	12,000
MEMPHIS CHILD ADVOCACY CENTER 1085 POPLAR AVENUE MEMPHIS,TN 38105		PC	GENERAL - OPERATING	1,000
MEMPHIS MUSEUMS INC 3050 CENTRAL AVENUE MEMPHIS,TN 38111		PC	GENERAL - OPERATING	1,000
MEMPHIS SYMPHONY ORCHESTRA 585 SOUTH MENDENHALL RD MEMPHIS,TN 381174215		PC	GENERAL - OPERATING	2,500
MEMPHIS THUNDER RACING INC 9040 GARDEN ARBOR DRIVE STE 206 GERMANTOWN,TN 38138		PC	GENERAL - OPERATING	200
MEMPHIS UNION MISSION 383 POPLAR AVENUE MEMPHIS,TN 381010330		PC	GENERAL - OPERATING	5,000
MID-SOUTH FOOD BANK 239 SOUTH DUDLEY MEMPHIS,TN 38104		PC	GENERAL - OPERATING	5,000
MIFA PO BOX 3130 MEMPHIS,TN 38173		PC	GENERAL - OPERATING	35,000
PALMER HOME FOR CHILDREN PO BOX 746 COLUMBUS,MS 39703		PC	GENERAL - OPERATING	2,500
REFORMED UNIVERSITY FELLOWSHIP PO BOX 890004 CHARLOTTE,NC 282890004		PC	GENERAL - OPERATING	2,000
RONALD MCDONALD HOUSE CHARITIES ONE KROC DRIVE OAK BROOK,IL 60523		PC	GENERAL - OPERATING	500
SCHOOL SEED 2670 UNION AVE EXT STE 1123 MEMPHIS,TN 38112		PC	GENERAL - OPERATING	500
SHELBY FARMS PARK CONSERVANCY 500 NORTH PINE LAKE DRIVE MEMPHIS,TN 38134		PC	GENERAL - THE GROVE ANNUAL FUND	3,600
<b>Total . . . . .</b>  <b>3a</b>				738,850

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)				
<b>a</b> <i>Paid during the year</i>				
SOCIETY OF ENTREPRENEURS PO BOX 770839 MEMPHIS,TN 38177		PC	GENERAL - SPONSORSHIP	3,000
ST GEORGE'S INDEPENDENT SCHOOL 1880 WOLF RIVER BLVD COLLIERVILLE,TN 380179052		PC	ST GEORGE'S GERMANTOWN CREWS LIBRARY FUND	10,500
ST JUDE CHILDREN'S RESEARCH HOSPITAL 51 GERMANTOWN COURT STE 309 CORDOVA,TN 38018		PC	GENERAL - OPERATING	10,000
STREETS MINISTRIES PO BOX 42181 MEMPHIS,TN 381742181		PC	GENERAL - OPERATING	5,000
TEACH FOR AMERICA 175 TOYOTA PLAZA STE 350 MEMPHIS,TN 38103		PC	GENERAL - OPERATING	255,000
THE BADDOUR CENTER PO BOX 97 SENATOBIA,MS 38668		PC	GENERAL - OPERATING	750
THE EXCEPTIONAL FOUNDATION 4965 WILLOW ROAD MEMPHIS,TN 38117		PC	GENERAL - OPERATING	100
THE EXCHANGE CLUB FAMILY CENTER OF THE MID-SOUTH INC 2180 UNION AVENUE MEMPHIS,TN 38104		PC	GENERAL - OPERATING	4,600
UNITED WAY OF THE MID-SOUTH 6775 LENOX CENTER CT STE 200 MEMPHIS,TN 38115		PC	GENERAL - OPERATING	50,000
UNIVERSITY OF MEMPHIS FOUNDATION 635 NORMAL STREET ALUMNI CTR MEMPHIS,TN 381523750		PC	GENERAL - OPERATING	1,000
UNIVERSITY OF TENNESSEE FOUNDATION 2 SOUTH DUNLAP SUITE 420 MEMPHIS,TN 38163		PC	GENERAL - HEALTH SCIENCE CENTER	1,000
YOUTH LEADERSHIP OF MEMPHIS 1255 LYNNFIELD RD STE 141 MEMPHIS,TN 38119		PC	GENERAL - OPERATING	2,000
YOUTH VILLAGES PO BOX 341154 MEMPHIS,TN 381841154		PC	GENERAL - OPERATING	10,000
<b>Total . . . . .</b>  <b>3a</b>				738,850

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](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Name of the organization CREWS FAMILY FOUNDATION	Employer identification number 46-1600634
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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<sup>1</sup>/<sub>3</sub>% 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).

<b>Name of organization</b> CREWS FAMILY FOUNDATION	<b>Employer identification number</b> 46-1600634
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>1</u>	JASON L CREWS 294 DUBRAY MANOR DRIVE  COLLIERVILLE, TN 38017	\$ 285,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>2</u>	STACY CREWS MCGEE 1289 BRAYSHORE DRIVE  COLLIERVILLE, TN 38017	\$ 285,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )

<b>Name of organization</b> CREWS FAMILY FOUNDATION	<b>Employer identification number</b> 46-1600634
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____



<b>Name of organization</b> CREWS FAMILY FOUNDATION	<b>Employer identification number</b> 46-1600634
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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
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

# TY 2013 Accounting Fees Schedule

**Name:** CREWS FAMILY FOUNDATION

**EIN:** 46-1600634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,400	0		7,400

## TY 2013 General Explanation Attachment

**Name:** CREWS FAMILY FOUNDATION

**EIN:** 46-1600634

Identifier	Return Reference	Explanation
	FORM 990-PF, PART VII-A, LINE 12	RECIPIENT CREWS/SHELBY GROUP FUND - DONOR ADVISED FUND C/O COMMUNITY FOUNDATION OF GREATER MEMPHIS HOW DISTRIBUTION ACCOMPLISHES CHARITABLE PURPOSE THE DISTRIBUTION CONTINUES TO BE EARMARKED FOR THE PURPOSES OF RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES OR FOR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS THE DONOR ADVISED FUND WILL ALSO ALLOW OTHERS TO HELP DIRECT THE ALLOCATION OF FUNDS TO LOCAL CHARITABLE ORGANIZATIONS THE AMOUNT TREATED AS A QUALIFYING DISTRIBUTION \$50,000

**TY 2013 Investments Corporate  
Stock Schedule****Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
LONGLEAF PARTNERS FUND	0	0
LONGLEAF INTERNATIONAL FUND	0	0
PARK NATIONAL CORPORATION	0	0
RAYMOND JAMES #6523	4,090,600	4,090,600

**TY 2013 Investments - Other Schedule****Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORGAN KEEGAN MEZZANINE FUND, LP	FMV	126,473	126,473
COMPOUND CAPITAL INVESTMENT FUND, LP	FMV	3,555,610	3,555,610
GULLANE CAPITAL PARTNERS, LLC	FMV	2,376,797	2,376,797
CCSD II, LP	FMV	415,779	415,779
DUNCAN WILLIAMS #1360	FMV	1,104,311	1,104,311

# TY 2013 Legal Fees Schedule

**Name:** CREWS FAMILY FOUNDATION

**EIN:** 46-1600634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	10,649	0		0

**TY 2013 Other Expenses Schedule****Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MK MEZZANINE FUND - PORTFOLIO DEDUCTIONS	3,074	3,074		0
COMPOUND CAPITAL INVESTMENT FUND - PORTFOLIO DEDUCTIONS	57,736	57,736		0
GULLANE CAPITAL PTNRS - INVESTMENT INTEREST	30	30		0
CCSD II LP - PORTFOLIO DEDUCTIONS	30,632	30,632		0
GULLANE CAPITAL PTNRS - OTHER DEDUCTIONS	1,287	1,287		0
BANK SERVICE CHARGES	140	140		0
P O BOX RENTAL	140	70		70
GULLANE CAPITAL PTNRS - OTHER LOSS	41,536	41,536		0

## TY 2013 Other Income Schedule

**Name:** CREWS FAMILY FOUNDATION

**EIN:** 46-1600634

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MK MEZZANINE FUND - OTHER PORTFOLIO INCOME	6	6	6
CCSD II LP - OTHER INCOME	293	293	293
COMPOUND CAPITAL INVESTMENT FUND - OTHER INCOME	13,477	13,477	13,477



## TY 2013 Other Increases Schedule

**Name:** CREWS FAMILY FOUNDATION

**EIN:** 46-1600634

Description	Amount
UNREALIZED INVESTMENT GAINS	1,471,619

**TY 2013 Other Professional Fees Schedule**

**Name:** CREWS FAMILY FOUNDATION

**EIN:** 46-1600634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	30,670	30,670		0

**TY 2013 Substantial Contributors Schedule****Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

Name	Address
JASON L CREWS	294 DUBRAY MANOR DRIVE COLLIERVILLE, TN 38017
STACY CREWS MCGEE	1289 BRAYSHORE DRIVE COLLIERVILLE, TN 38017

**TY 2013 Taxes Schedule****Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	3,266	3,266		0
FEDERAL TAXES	11,386	0		0