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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning and ending

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termin-ated ☐ Amended return ☐ Applica-tion pending

C Name of organization
THE MEMORIAL FOUNDATION

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) 100 BLUEGRASS COMMONS BLVD. Room/suite 320

City or town, state or province, country, and ZIP or foreign postal code
HENDERSONVILLE, TN 37075

F Name and address of principal officer: J.D. ELLIOTT
SAME AS C ABOVE

D Employer identification number
62-1202302

E Telephone number
615-822-9499

G Gross receipts $ 25,401,615.

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.MEMFOUNDATION.ORG

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1994 M State of legal domicile: TN

Part I Summary

1 Briefly describe the organization's mission or most significant activities: THE MEMORIAL FOUNDATION'S MISSION IS TO IMPROVE THE QUALITY OF LIFE FOR PEOPLE THROUGH SUPPORT

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	22
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	22
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	5
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

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		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	1,553,142.	1,232,776.
9	Program service revenue (Part VIII, line 2g)	0.	0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,227,828.	6,483,451.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	265,388.	438,571.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	9,046,358.	8,154,798.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,763,337.	7,972,434.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	813,115.	836,335.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,479,336.	1,547,801.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	9,055,788.	10,356,570.
19	Revenue less expenses. Subtract line 18 from line 12	<9,430.	<2,201,772.>

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	142,774,767.	150,975,285.
21	Total liabilities (Part X, line 26)	1,084,091.	1,309,535.
22	Net assets or fund balances. Subtract line 21 from line 20	141,690,676.	149,665,750.

SCANNED AUG 14 2014

Part II Signature Block

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

Sign Here

▶ Signature of officer J.D. Elliott Date 7/29/14

▶ J.D. ELLIOTT, PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: EDMOND DUNLAVY	Preparer's signature: E.D. Dunlavy	Date: 07/23/14	Check ☐ if self-employed	PTIN: P00317384
Firm's name ▶ KRAFTCPAS PLLC			Firm's EIN ▶ 62-0713250	
Firm's address ▶ 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228			Phone no. 615-242-7351	

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

22

9-17

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission:
THE MEMORIAL FOUNDATION MISSION IS TO IMPROVE THE QUALITY OF LIFE FOR PEOPLE THROUGH SUPPORT TO NONPROFIT ORGANIZATIONS. THE FOUNDATION RESPONDS TO DIVERSE COMMUNITY NEEDS, ASSISTING AGENCIES THAT FOCUS ON: HEALTH, HUMAN AND SOCIAL SERVICES, EDUCATION, SENIOR CITIZENS, YOUTH

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses $ 10,133,919. including grants of $ 7,972,434.) (Revenue $ _____)
PROVIDING GRANTS TO OTHER 501(C)(3) ORGANIZATIONS.

4b (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services (Describe in Schedule O.)
(Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4e Total program service expenses ▶ 10,133,919.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V ☐

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

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

Check if Schedule O contains a response or note to any line in this Part VI . . . X

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	22		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	22		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			X

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request ☐ Other *(explain in Schedule O)*

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

JUDY MILLIKEN - 615-822-9499

100 BLUEGRASS COMMONS BLVD, SUITE 320, HENDERSONVILLE, TN 37075

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

Check if Schedule O contains a response or note to any line in this Part VII ☐

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WILLIAM P. PURYEAR DIRECTOR	0.10	X						0.	0.	0.
(2) CHARLES B. BECK, M.D. DIRECTOR	0.10	X						0.	0.	0.
(3) HALL HARDAWAY DIRECTOR	0.10	X						0.	0.	0.
(4) FRANK M. BUMSTEAD DIRECTOR	0.10	X						0.	0.	0.
(5) VARINA F. BUNTIN DIRECTOR	0.10	X						0.	0.	0.
(6) CHARLES W. FENTRESS DIRECTOR	0.10	X						0.	0.	0.
(7) M. RUSH BENTON DIRECTOR	0.10	X						0.	0.	0.
(8) JAMES A. RAINEY DIRECTOR	0.10	X						0.	0.	0.
(9) BETH LITTLE DIRECTOR	0.10	X						0.	0.	0.
(10) ALICE I. HOOKER DIRECTOR	0.10	X						0.	0.	0.
(11) JULIE B. WILLIAMS, ED. D DIRECTOR	0.10	X						0.	0.	0.
(12) DREW R. MADDUX, SR. DIRECTOR	0.10	X						0.	0.	0.
(13) EDDIE PHILLIPS DIRECTOR	0.10	X						0.	0.	0.
(14) DAVID E. MCKEE, M.D. DIRECTOR	0.10	X						0.	0.	0.
(15) GEORGE C. PAINE II DIRECTOR	0.10	X						0.	0.	0.
(16) J. EDWARD PEARSON DIRECTOR	0.10	X						0.	0.	0.
(17) JO SANDERS DIRECTOR	0.10	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) FRANK GORDON DIRECTOR	0.10	X						0.	0.	0.
(19) FRANK GRACE, JR. DIRECTOR	0.10	X						0.	0.	0.
(20) S. FLEMING WILT DIRECTOR	0.10	X						0.	0.	0.
(21) ALFONZO ALEXANDER DIRECTOR	0.10	X						0.	0.	0.
(22) VIRGINIA PUPO-WALKER DIRECTOR	0.10	X						0.	0.	0.
(23) J.D. ELLIOTT PRESIDENT & CEO	50.00			X				305,938.	0.	47,111.
(24) SCOTT PERRY VICE PRESIDENT PROGRAMS	40.00			X				145,792.	0.	37,807.
(25) JUDY MILLIKEN VICE PRESIDENT OF FINANCE	38.00			X				78,956.	0.	30,101.
1b Sub-total ▶								530,686.	0.	115,019.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								530,686.	0.	115,019.

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
DYER & BOGER CONSTRUCTION, 1045 C AVONDALE RD, HENDERSONVILLE, TN 37075	CONSTRUCTION	156,469.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 1

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	1,200,000.			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	32,776.			
	g	Noncash contributions included in lines 1a-1f: $					
	h	**Total.** Add lines 1a-1f		1,232,776.			
Program Service Revenue			Business Code				
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a-2f					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		2,951,802.			2,951,802.
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real / (ii) Personal				
	6a	Gross rents	1,519,355.				
	b	Less: rental expenses	1,080,784.				
	c	Rental income or (loss)	438,571.				
	d	Net rental income or (loss)		438,571.			438,571.
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	19,697,682.				
	b	Less: cost or other basis and sales expenses	16,166,033.				
	c	Gain or (loss)	3,531,649.				
	d	Net gain or (loss)		3,531,649.			3,531,649.
	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	a				
	b	Less: cost of goods sold	b				
	c	Net income or (loss) from sales of inventory					
		Miscellaneous Revenue	Business Code				
	11a						
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a-11d					
	12	**Total revenue.** See instructions.		8,154,798.	0.	0.	6,922,022.

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	7,972,434.	7,972,434.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	645,704.	553,283.	92,421.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	116,525.	93,568.	22,957.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	12,693.	9,959.	2,734.	
9 Other employee benefits	26,674.	26,647.	27.	
10 Payroll taxes	34,739.	30,387.	4,352.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	30,750.	27,675.	3,075.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	92,046.	82,841.	9,205.	
12 Advertising and promotion				
13 Office expenses	10,123.	9,111.	1,012.	
14 Information technology	7,339.	6,605.	734.	
15 Royalties				
16 Occupancy	78,488.		78,488.	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	31,398.	28,258.	3,140.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	13,568.	12,211.	1,357.	
23 Insurance	18,597.	16,737.	1,860.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a INVESTMENT MANAGMENT FE	1,244,966.	1,244,966.	0.	0.
b OTHER EXPENSE	12,530.	11,277.	1,253.	0.
c INDIGENT CARE	7,637.	7,637.	0.	0.
d PROPERTY TAXES	359.	323.	36.	0.
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	10,356,570.	10,133,919.	222,651.	0.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X ☐

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	10,786,978.	1	15,266,072.
	2	Savings and temporary cash investments	5,500,963.	2	2,439,243.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	60,494.	4	0.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	153,938.	9	178,060.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: 13,796,038.			
	b	Less: accumulated depreciation — 10b: 4,280,967.	9,719,927.	10c	9,515,071.
	11	Investments - publicly traded securities	79,156,726.	11	83,779,016.
	12	Investments - other securities. See Part IV, line 11	37,376,847.	12	39,778,929.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	18,894.	15	18,894.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	142,774,767.	16	150,975,285.
Liabilities	17	Accounts payable and accrued expenses	21,522.	17	4,308.
	18	Grants payable	857,394.	18	1,071,733.
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	205,175.	25	233,494.
	26	**Total liabilities.** Add lines 17 through 25	1,084,091.	26	1,309,535.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☒ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	140,068,067.	27	147,976,998.
	28	Temporarily restricted net assets	1,622,609.	28	1,688,752.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	141,690,676.	33	149,665,750.
	34	Total liabilities and net assets/fund balances	142,774,767.	34	150,975,285.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,154,798.
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,356,570.
3	Revenue less expenses. Subtract line 2 from line 1	3	<2,201,772.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	141,690,676.
5	Net unrealized gains (losses) on investments	5	9,801,846.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	375,000.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	149,665,750.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . [X]

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis	2a		X
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: [ ] Separate basis [X] Consolidated basis [ ] Both consolidated and separate basis	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.**

▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at** *www.irs.gov/form990.*

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization	Employer identification number
THE MEMORIAL FOUNDATION	62-1202302

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii)	A family member of a person described in (i) above?	11g(ii)	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of monetary support
Total									

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1178456.	1200000.	1198700.	1553142.	1232776.	6363074.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	1178456.	1200000.	1198700.	1553142.	1232776.	6363074.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						6363074.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	1178456.	1200000.	1198700.	1553142.	1232776.	6363074.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4180574.	2950849.	3269997.	4116378.	4471157.	18988955.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						25352029.

12 Gross receipts from related activities, etc. (see instructions) 12

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	25.10 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	23.69 %

16a **33 1/3% support test - 2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☒

b **10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2012** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

Part V Supplemental Information. Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.
▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
THE MEMORIAL FOUNDATION

Employer identification number
62-1202302

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

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

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

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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

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

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

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

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

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

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

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

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ _____ %
c Temporarily restricted endowment ▶ _____ %

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

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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		734,758.		734,758.
b Buildings		12,863,069.	4,099,065.	8,764,004.
c Leasehold improvements				
d Equipment		198,211.	181,902.	16,309.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				9,515,071.

Schedule D (Form 990) 2013

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) INVESTMENT IN		
(B) SUBSIDIARIES	112,671.	COST
(C) OTHER SECURITIES	39,666,258.	COST
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	39,778,929.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) SECURITY DEPOSIT PAYABLE	55,466.
(3) ACCRUED INVESTMENT FEES	178,028.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	233,494.

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	16,490,142.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	9,688,511.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d	1,170,287.		
e	Add lines 2a through 2d			2e	10,858,798.
3	Subtract line 2e from line 1			3	5,631,344.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,244,966.		
b	Other (Describe in Part XIII.)	4b	1,278,488.		
c	Add lines 4a and 4b			4c	2,523,454.
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12.)*			5	8,154,798.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	9,739,207.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d	1,081,091.		
e	Add lines 2a through 2d			2e	1,081,091.
3	Subtract line 2e from line 1			3	8,658,116.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,244,966.		
b	Other (Describe in Part XIII.)	4b	453,488.		
c	Add lines 4a and 4b			4c	1,698,454.
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	10,356,570.

Part XIII Supplemental Information.

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

PART X, LINE 2:

EXPLANATION: MANAGEMENT PERFORMS AN EVALUATION OF ALL INCOME TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN THE COURSE OF PREPARING THE FOUNDATION'S INCOME TAX RETURNS TO DETERMINE WHETHER THE INCOME TAX POSITIONS MEET A "MORE LIKELY THAN NOT" STANDARD OF BEING SUSTAINED UNDER EXAMINATION BY THE APPLICABLE TAXING AUTHORITIES. MANAGEMENT HAS PERFORMED ITS EVALUATION OF ALL INCOME TAX POSITIONS TAKEN ON ALL OPEN INCOME TAX RETURNS AND HAS DETERMINED THAT THERE WERE NO POSITIONS TAKEN THAT DO NOT MEET THE "MORE LIKELY THAN NOT" STANDARD. ACCORDINGLY, THERE WERE NO PROVISIONS FOR INCOME TAXES, PENALTIES OR INTEREST RECEIVABLE OR PAYABLE RELATING TO UNCERTAIN INCOME TAX POSITIONS.

Part XIII Supplemental Information *(continued)*

PART XI, LINE 2D - OTHER ADJUSTMENTS:

AFFILIATE REVENUE INCLUDED IN CONSOLIDATED AFS	89,503.
BLUEGRASS COMMONS RENTAL EXPENSES	1,080,784.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	1,170,287.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

PAYMENTS FROM AFFILIATE	1,200,000.
BLUEGRASS COMMON RENTAL INCOME	78,488.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	1,278,488.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

AFFILIATE EXPENSES INCLUDED IN CONSOLIDATED AFS	307.
BLUEGRASS COMMONS RENTAL EXPENSES	1,080,784.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	1,081,091.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

BLUGRASS COMMON INTER-COMPANY RENTAL EXPENSE	78,488.
PRIOR YEAR GRANT WITHDRAWAL	375,000.
TOTAL TO SCHEDULE D, PART XII, LINE 4B	453,488.

FORM 990, SCHEDULE D, PART XII, LINE 4B:

EXPLANATION: THE ORGANIZATION AWARDED A GRANT PAYABLE IN 2011 THAT WAS WITHDRAWN IN 2013 IN THE AMOUNT OF $300,000. THE GRANT WAS WITHDRAWN BECAUSE THE PROJECT FOR WHICH IT WAS APPROVED FOR WAS CONTINGENT ON OTHER FUNDING. THE OTHER FUNDING DID NOT HAPPEN, THERFORE THE ORGANIZATION WITHDREW ITS GRANT. ADDITIONALLY, THE ORGANIZATION AWARDED A GRANT TO ANOTHER NOT-FOR-PROFIT ORGANIZATION IN THE AMOUNT OF $75,000. HOWEVER, DURING THE YEAR NO PROGRESS OR REPORTING WAS MADE TO THE MEMORIAL

Part XIII Supplemental Information *(continued)*

FOUNDATION, THEREFORE THE GRANT WAS WITHDRAWN.

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
THE MEMORIAL FOUNDATION

Employer identification number
62-1202302

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . [X] Yes [ ] No

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
A.B.L.E. YOUTH 4316 PRESCOTT ROAD NASHVILLE, TN 37204	57-1158431	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
ABE'S GARDEN 618 CHURCH STREET, SUITE 220 NASHVILLE, TN 37219	06-1818302	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
AGAPE 4555 TROUSDALE DRIVE NASHVILLE, TN 37204	62-0760716	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
ALIGNMENT NASHVILLE 4805 PARK AVENUE NASHVILLE, TN 37209	45-0549393	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
ALIVE HOSPICE 1718 PATTERSON STREET NASHVILLE, TN 37203	62-0983550	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION-MID SOUTH CHAPTER - 4825 TROUSDALE DRIVE - NASHVILLE, TN 37220	13-3039601	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 184.

3 Enter total number of other organizations listed in the line 1 table ▶ 0.

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN BAPTIST COLLEGE 1800 WORLD BAPTIST CENTER NASHVILLE, TN 37207	62-0485724	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
AMERICAN CANCER SOCIETY-GREATER NASHVILLE AREA - 2000 CHARLOTTE AVENUE - NASHVILLE, TN 37203	13-1788491	501(C)(3)	100,000.	0.			TO FURTHER EXEMPT PURPOSES
AMERICAN HEART ASSOCIATION-GREATER SOUTHEAST AFFILIATE - 1818 PATTERSON STREET - NASHVILLE, TN 37203	13-5613797	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
AMERICAN RED CROSS-NASHVILLE AREA CHAPTER - 2201 CHARLOTTE AVENUE - NASHVILLE, TN 37203	53-0196605	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
ARTHRITIS FOUNDATION-SOUTHEAST REGION - 209 10TH AVENUE SOUTH, SUITE 228 - NASHVILLE, TN 37203	38-3806275	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
BACKFIELD IN MOTION 920 WOODLAND STREET NASHVILLE, TN 37206	62-1826603	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
BAREFOOT REPUBLIC CAMP 1226 LAKEVIEW DRIVE, SUITE G FRANKLIN, TN 37067	62-1841336	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
BELMONT UNIVERSITY 1900 BELMONT BLVD. NASHVILLE, TN 37212	62-0465076	501(C)(3)	217,000.	0.			TO FURTHER EXEMPT PURPOSES
BIG BROTHERS BIG SISTERS OF MIDDLE TENNESSEE - 1704 CHARLOTTE AVENUE, SUITE 130 - NASHVILLE, TN 37203	23-7056024	501(C)(3)	75,000.	0.			TO FURTHER EXEMPT PURPOSES

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOYS & GIRLS CLUBS OF MIDDLE TENNESSEE - 1704 CHARLOTTE AVENUE, SUITE 200 - NASHVILLE, TN 37203	62-0540402	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
BROWN CENTER FOR AUTISM 2702 GREYSTONE ROAD NASHVILLE, TN 37204	26-3131014	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
BUILDING LIVES FOUNDATION 5001 TRACEWAY DRIVE NASHVILLE, TN 37221	20-5584526	501(C)(3)	32,000.	0.			TO FURTHER EXEMPT PURPOSES
BYRUM-PORTER SENIOR CENTER 9123 HIGHWAY 49 E ORLINDA, TN 37141	62-1221323	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
CASA OF DAVIDSON COUNTY 601 WOODLAND STREET NASHVILLE, TN 37213	62-1203459	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
CATHOLIC CHARITIES OF TENNESSEE 30 WHITE BRIDGE ROAD NASHVILLE, TN 37206	62-0679520	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
CENTER FOR COURAGEOUS KIDS 1501 BURNLEY ROAD SCOTTSVILLE, KY 42164	20-1789905	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
CENTER FOR NONPROFIT MANAGEMENT 37 PEABODY STREET, SUITE 201 NASHVILLE, TN 37210	58-2000064	501(C)(3)	15,500.	0.			TO FURTHER EXEMPT PURPOSES
CENTER FOR NONPROFIT MANAGEMENT 37 PEABODY STREET, SUITE 201 NASHVILLE, TN 37210	58-2000064	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHRISTIAN COMMUNITY SERVICES 601 BENTON AVENUE, SUITE B NASHVILLE, TN 37204	62-1702753	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
CHRISTIAN COOPERATIVE MINISTRY P.O. BOX 462 MADISON, TN 37116	58-1502903	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
CHRISTIAN LEADERSHIP CONCEPTS 5123 VIRGINIA WAY, SUITE C-12 BRENTWOOD, TN 37027	62-1177279	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
CHRISTIAN WOMEN'S JOB CORPS OF MIDDLE TENNESSEE - P.O. BOX 22388 - NASHVILLE, TN 37206	76-0718734	501(C)(3)	27,500.	0.			TO FURTHER EXEMPT PURPOSES
COMMUNITY CHILD CARE SERVICES 182 EXECUTIVE PARK DRIVE HENDERSONVILLE, TN 37075	58-1788663	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
COMMUNITY RESOURCE CENTER 218 OMOHUNDRO PLACE NASHVILLE, TN 37210	62-1308387	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
COTTAGE COVE URBAN MINISTRIES 630 BENTON AVENUE NASHVILLE, TN 37204	31-1485047	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
COUNCIL ON AGING OF GREATER NASHVILLE - 95 WHITE BRIDGE ROAD, #114 - NASHVILLE, TN 37205	62-1867122	501(C)(3)	20,000.	0.			TO FURTHER EXEMPT PURPOSES
COUNTRY MUSIC HALL OF FAME AND MUSEUM - C/O COUNTRY MUSIC FOUNDATION 222 5TH AVENUE SOUTH - NASHVILLE, TN 37203	62-0753887	501(C)(3)	250,000.	0.			TO FURTHER EXEMPT PURPOSES

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CUMBERLAND CRISIS PREGNANCY CENTER P.O. BOX 1037 HENDERSONVILLE, TN 37077	58-1705496	501(C)(3)	140,000.	0.			TO FURTHER EXEMPT PURPOSES
CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD, TN 37027	62-1296326	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
DECISIONS, CHOICES & OPTIONS 103 HAZEL PATH COURT HENDERSONVILLE, TN 37075	45-0482056	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
DISCOVER MADISON WHITEHALL BUILDING, SUITE 4 MADISON, TN 37115	03-0573906	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
DISPENSARY OF HOPE 301-B MADISON STREET NASHVILLE, TN 37228	58-1663055	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
DONELSON CHRISTIAN ACADEMY C/O SAINT THOMAS HEALTH FOUNDATIONS NASHVILLE, TN 37214	62-0854263	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
EASTER SEALS TENNESSEE P.O. BOX 281496 NASHVILLE, TN 37204	62-0504893	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
END SLAVERY TENNESSEE 300 DANYACREST DRIVE NASHVILLE, TN 37228	45-4955577	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
FAITH FAMILY MEDICAL CLINIC 3011 ARMORY DRIVE, SUITE 100 NASHVILLE, TN 37203	62-1816811	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FAMILY & CHILDREN'S SERVICE 50 VANTAGE WAY, SUITE 255 NASHVILLE, TN 37203	62-0499284	501(C)(3)	40,000.	0.			TO FURTHER EXEMPT PURPOSES
FANNIE BATTLE DAY HOME FOR CHILDREN - 326 21ST AVENUE NORTH - NASHVILLE, TN 37206	62-0476290	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
FELLOWSHIP OF CHRISTIAN ATHLETES 201 23RD AVENUE NORTH NASHVILLE, TN 37214	44-0610626	501(C)(3)	100,000.	0.			TO FURTHER EXEMPT PURPOSES
FIFTYFORWARD 108 CHAPEL AVENUE NASHVILLE, TN 37203	62-0566419	501(C)(3)	20,000.	0.			TO FURTHER EXEMPT PURPOSES
FIFTYFORWARD MADISON STATION 2603 ELM HILL PIKE, SUITE C MADISON, TN 37115	62-0566419	501(C)(3)	200,000.	0.			TO FURTHER EXEMPT PURPOSES
FRIST CENTER FOR THE VISUAL ARTS 174 RAINS AVENUE NASHVILLE, TN 37203	62-1731492	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
FUND FOR STRATEGIC OPPORTUNITIES C/O FIFTYFORWARD NASHVILLE, TN 37215	62-1471789	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
GALLATIN SHALOM ZONE 301 MADISON STREET GALLATIN, TN 37066	62-1800512	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
GILDA'S CLUB NASHVILLE 919 BROADWAY NASHVILLE, TN 37203	62-1614190	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GIRL SCOUTS OF MIDDLE TENNESSEE C/O THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE - NASHVILLE, TN 37204	62-0589380	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
GIRLS ON THE RUN NASHVILLE 3833 CLEGHORN AVENUE, SUITE 400 NASHVILLE, TN 37205	71-1029179	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
GIVINGMATTERS.COM 600 SMALL STREET NASHVILLE, TN 37215	62-1471789	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
GLOBAL EDUCATION CENTER P.O. BOX 331484 NASHVILLE, TN 37209	62-1681169	501(C)(3)	20,000.	0.			TO FURTHER EXEMPT PURPOSES
GOODPASTURE CHRISTIAN SCHOOL 4522 GRANNY WHITE PIKE MADISON, TN 37115	62-0725510	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
GORHAM MACBANE PUBLIC LIBRARY P.O. BOX 50175 SPRINGFIELD, TN 37172	62-0755665	501(C)(3)	200,000.	0.			TO FURTHER EXEMPT PURPOSES
GRACE ADULT HOMES C/O THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE - NASHVILLE, TN 37207	26-0497909	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
GREATER FAITH COMMUNITY ACTION CORPORATION - 3833 CLEGHORN AVENUE, SUITE 400 - SPRINGFIELD, TN 37172	90-0139322	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
HABITAT FOR HUMANITY OF GREATER NASHVILLE - 4822 CHARLOTTE AVENUE - NASHVILLE, TN 37204	58-1636286	501(C)(3)	20,000.	0.			TO FURTHER EXEMPT PURPOSES

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

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HABITAT FOR HUMANITY OF GREATER NASHVILLE - C/O CHRISTIAN SCHOOLS, INC. - NASHVILLE, TN 37204	58-1636286	501(C)(3)	200,000.	0.			TO FURTHER EXEMPT PURPOSES
HANDS ON NASHVILLE 619 DUE WEST AVENUE NASHVILLE, TN 37210	62-1461078	501(C)(3)	55,000.	0.			TO FURTHER EXEMPT PURPOSES
HEALING ARTS PROJECT C/O FRIENDS OF THE GORHAM-MACBANE L NASHVILLE, TN 37202	37-1486630	501(C)(3)	6,000.	0.			TO FURTHER EXEMPT PURPOSES
HEARING BRIDGES P.O. BOX 1168 NASHVILLE, TN 37203	62-0498798	501(C)(3)	45,000.	0.			TO FURTHER EXEMPT PURPOSES
HIGH HOPES 1420 OLD HICKORY BLVD. FRANKLIN, TN 37064	62-1210720	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
HOME BOUND MEALS PROGRAM P.O. BOX 215 HENDERSONVILLE, TN 37075	62-1773683	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
HOMESAFE OF SUMNER, WILSON & ROBERTSON COUNTIES - 2950 KRAFT DRIVE, SUITE 100 - GALLATIN, TN 37066	58-1575248	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
HOMEWORK HOTLINE 2950 KRAFT DRIVE, SUITE 100 NASHVILLE, TN 37209	62-1446139	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
HOPE CLINIC FOR WOMEN 37 PEABODY STREET, SUITE 206 NASHVILLE, TN 37203	62-1164825	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES

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HOPE COMMUNITY DEVELOPMENT CORPORATION - P.O. BOX 23584 - NASHVILLE, TN 37207	27-0958369	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
HOSPITAL HOSPITALITY HOUSE 935 EDGEHILL AVENUE NASHVILLE, TN 37203	62-0909363	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
HUMANITIES TENNESSEE 301 HIGH HOPES COURT NASHVILLE, TN 37201	62-0933337	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
INTERFAITH DENTAL CLINIC 109 BALLENTRAE COURT NASHVILLE, TN 37203	62-1567615	501(C)(3)	40,000.	0.			TO FURTHER EXEMPT PURPOSES
JASON FOUNDATION P.O. BOX 607 HENDERSONVILLE, TN 37075	62-1714715	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
JOBS FOR LIFE 4805 PARK AVENUE RALEIGH, NC 27619	56-2193808	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
JUNIOR ACHIEVEMENT OF MIDDLE TENNESSEE - 1810 HAYES STREET - NASHVILLE, TN 37204	62-0582571	501(C)(3)	60,000.	0.			TO FURTHER EXEMPT PURPOSES
KING'S DAUGHTERS CHILD DEVELOPMENT CENTER - 901 MERIDIAN STREET - MADISON, TN 37115	62-0729602	501(C)(3)	40,000.	0.			TO FURTHER EXEMPT PURPOSES
LADIES' HERMITAGE ASSOCIATION 214 REIDHURST AVENUE HERMITAGE, TN 37076	62-0478087	501(C)(3)	90,000.	0.			TO FURTHER EXEMPT PURPOSES

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LAND TRUST FOR TENNESSEE 306 GAY STREET, SUITE 306 NASHVILLE, TN 37203	62-1770549	501(C)(3)	65,000.	0.			TO FURTHER EXEMPT PURPOSES
LIGHTHOUSE CHRISTIAN SCHOOL 1721 PATTERSON STREET ANTIOCH, TN 37013	62-1069504	501(C)(3)	7,500.	0.			TO FURTHER EXEMPT PURPOSES
LIPSCOMB UNIVERSITY 18 VOLUNTEER DRIVE NASHVILLE, TN 37204	62-0485733	501(C)(3)	200,000.	0.			TO FURTHER EXEMPT PURPOSES
MADISON TIGERS YOUTH SPORTS P.O. BOX 20368 MADISON, TN 37116	30-0607803	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
MAGDALENE 120 POWELL PLACE NASHVILLE, TN 37235	58-2050089	501(C)(3)	40,000.	0.			TO FURTHER EXEMPT PURPOSES
MARTHA O'BRYAN CENTER C/O KING'S DAUGHTERS DAY HOME NASHVILLE, TN 37206	62-0477728	501(C)(3)	55,000.	0.			TO FURTHER EXEMPT PURPOSES
MARY PARRISH CENTER 590 N. DUPONT STREET NASHVILLE, TN 37206	62-1816561	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
MCNEILLY CENTER FOR CHILDREN 4580 RACHEL'S LANE NASHVILLE, TN 37207	62-0479366	501(C)(3)	75,000.	0.			TO FURTHER EXEMPT PURPOSES
MEHARRY MEDICAL COLLEGE 209 TENTH AVENUE SOUTH, SUITE 511 NASHVILLE, TN 37208	62-0488046	501(C)(3)	300,000.	0.			TO FURTHER EXEMPT PURPOSES

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MEN OF VALOR C/O LIGHTHOUSE MINISTRIES OF ANTIOC NASHVILLE, TN 37217	62-1836815	501(C)(3)	100,000.	0.			TO FURTHER EXEMPT PURPOSES
MENDING HEARTS 5100 BLUE HOLE ROAD NASHVILLE, TN 37228	73-1697900	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
MENTAL HEALTH AMERICA OF MIDDLE TENNESSEE - ONE UNIVERSITY PARK DRIVE - NASHVILLE, TN 37217	62-0637710	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
METROPOLITAN NASHVILLE ARTS COMMISSION - P.O. BOX 10 - NASHVILLE, TN 37219		501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
MID-CUMBERLAND HUMAN RESOURCE AGENCY - BOX 6330-B, VANDERBILT UNIVERSITY - NASHVILLE, TN 37217	62-0923487	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
MIDDLE TENNESSEE COUNCIL-BOY SCOUTS OF AMERICA - 711 SOUTH 7TH STREET - NASHVILLE, TN 37215	22-1576300	501(C)(3)	20,000.	0.			TO FURTHER EXEMPT PURPOSES
MONROE HARDING P. O. BOX 60009 NASHVILLE, TN 37204	62-0476670	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
MORNING STAR SANCTUARY 400 MERIDIAN STREET MADISON, TN 37116	27-0039292	501(C)(3)	60,000.	0.			TO FURTHER EXEMPT PURPOSES
MOTHERS AGAINST DRUNK DRIVING TENNESSEE - 1005 DR. D.B. TODD, JR. BLVD. - NASHVILLE, TN 37217	94-2707273	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES

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MUSICIANS CORNER 1420 DONELSON PIKE,SUITE B-6 NASHVILLE, TN 37219	58-1609026	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
NASBA CENTER FOR THE PUBLIC TRUST P.O. BOX 280236 NASHVILLE, TN 37219	20-1746267	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE ADULT LITERACY COUNCIL 295 PLUS PARK BLVD., SUITE 201 NASHVILLE, TN 37209	58-1488230	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE BALLET C/O METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY - NASHVILLE, TN	58-1440788	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE CARES P.O. BOX 196300 NASHVILLE, TN 37204	62-1274532	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE CHAMBER PUBLIC BENEFIT FOUNDATION - 1101 KERMIT DRIVE, SUITE 300 - NASHVILLE, TN 37201	62-1413808	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE CHAMBER PUBLIC BENEFIT FOUNDATION - C/O BOY SCOUTS OF AMERICA - NASHVILLE, TN 37201	62-1413808	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE CHESS CENTER P.O. BOX 150409 NASHVILLE, TN 37212	62-1625902	501(C)(3)	6,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE CHILDREN'S ALLIANCE 1120 GLENDALE LANE NASHVILLE, TN 37210	62-1484097	501(C)(3)	40,000.	0.			TO FURTHER EXEMPT PURPOSES

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NASHVILLE CHILDREN'S THEATRE P.O. BOX 568 NASHVILLE, TN 37210	62-0637709	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE CLEAN WATER PROJECT C/O MOTHERS AGAINST DRUNK DRIVING NASHVILLE, TN 37204	46-0626505	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE CONFLICT RESOLUTION CENTER - 1100 KERMIT DRIVE, SUITE 022 - NASHVILLE, TN 37211	62-1828238	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE DRUG COURT SUPPORT FOUNDATION - C/O THE CONSERVANCY FOR THE PARTHENON AND CENTENNIAL PARK - NASHVILLE, TN 37203	62-1693413	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE FOOD PROJECT P.O. BOX 196340 NASHVILLE, TN 37215	45-2905951	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE INNER CITY MINISTRY 150 4TH AVENUE NORTH, SUITE 700 NASHVILLE, TN 37210	62-1274899	501(C)(3)	100,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE INTERNATIONAL CENTER FOR EMPOWERMENT - 4805 PARK AVENUE, SUITE 211 - NASHVILLE, TN 37211	02-0674431	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE OPERA ASSOCIATION 3630 REDMON STREET NASHVILLE, TN 37209	62-1119830	501(C)(3)	20,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE OPPORTUNITIES INDUSTRIALIZATION CENTER - 633 THOMPSON LANE - NASHVILLE, TN 37228	62-0794650	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES

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NASHVILLE PUBLIC RADIO 211 COMMERCE STREET, SUITE 100 NASHVILLE, TN 37228	62-1631652	501(C)(3)	100,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE PUBLIC TELEVISION 211 COMMERCE STREET, SUITE 100 NASHVILLE, TN 37203	62-1740928	501(C)(3)	70,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE RESCUE MISSION C/O FOUNDATION FOR TENNESSEE CHESS NASHVILLE, TN 37203	62-6018832	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE SYMPHONY ASSOCIATION 2911 BELMONT BLVD. NASHVILLE, TN 37201	62-0550979	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
NASHVILLE YOUTH FOR CHRIST 1264 FOSTER AVENUE NASHVILLE, TN 37203	62-0984130	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
NATIVE AMERICAN INDIAN ASSOCIATION OF TENNESSEE - C/O NASHVILLE ACADEMY THEATRE AND NASHVILLE CHILDREN'S THEATRE ASSOCIATION -	58-1613534	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
NEEDLINK NASHVILLE 25 MIDDLETON STREET NASHVILLE, TN 37217	62-0544852	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
NEW BEGINNINGS CENTER C/O WATER CITY USA NASHVILLE, TN 37204	90-0751722	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
NEW TRANSITIONS 2407 ELLIOTT AVENUE MADISON, TN 37115	27-5096591	501(C)(3)	40,000.	0.			TO FURTHER EXEMPT PURPOSES

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NURSES FOR NEWBORNS OF TENNESSEE 4732 W. LONGDALE DRIVE NASHVILLE, TN 37228	43-1601329	501(C)(3)	20,000.	0.			TO FURTHER EXEMPT PURPOSES
OASIS CENTER 1300 DIVISION STREET, SUITE 107 NASHVILLE, TN 37203	62-0968273	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
ONE HUNDRED BLACK MEN OF MIDDLE TENNESSEE - 3605 HILLSBORO ROAD - NASHVILLE, TN 37214	58-1984750	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
OPERATION ANDREW GROUP 185 ANTHES DRIVE NASHVILLE, TN 37205	62-1799192	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
OPERATION STAND DOWN NASHVILLE 3221 NOLENSVILLE PIKE, SUITE 103 NASHVILLE, TN 37203	62-1638832	501(C)(3)	100,000.	0.			TO FURTHER EXEMPT PURPOSES
OUR KIDS 3622 REDMON STREET NASHVILLE, TN 37203	58-1830327	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
PASTORAL COUNSELING CENTERS OF TENNESSEE - P.O. BOX 280507 - NASHVILLE, TN 37205	58-1731899	501(C)(3)	20,000.	0.			TO FURTHER EXEMPT PURPOSES
PEARLPOINT CANCER SUPPORT 630 MAINSTREAM DRIVE NASHVILLE, TN 37203	58-1747771	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
PENCIL FOUNDATION 161 RAINS AVENUE NASHVILLE, TN 37228	58-1475675	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES

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PROJECT RETURN 639 LAFAYETTE STREET NASHVILLE, TN 37203	62-1058325	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
REAL FAMILIES REAL MOMS OF EAST NASHVILLE - ONE SYMPHONY PLACE - NASHVILLE, TN 37206	75-3134554	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
ROBERTSON COUNTY SENIOR CENTER P.O. BOX 330027 SPRINGFIELD, TN 37172	62-1118662	501(C)(3)	20,000.	0.			TO FURTHER EXEMPT PURPOSES
ROCKETOWN OF MIDDLE TENNESSEE 230 SPENCE LANE NASHVILLE, TN 37210	62-1571573	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
ROOFTOP 295 PLUS PARK BOULEVARD, SUITE 106 NASHVILLE, TN 37216	20-4970385	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
SAFE HAVEN FAMILY SHELTER 509 CRAIGHEAD STREET, SUITE 100 NASHVILLE, TN 37210	62-1807653	501(C)(3)	45,000.	0.			TO FURTHER EXEMPT PURPOSES
SALAMA URBAN MINISTRIES 699 CHEYENNE BLVD. NASHVILLE, TN 37203	58-2198012	501(C)(3)	40,000.	0.			TO FURTHER EXEMPT PURPOSES
SALVATION ARMY-NASHVILLE AREA COMMAND - C/O NURSES FOR NEWBORNS FOUNDATION - NASHVILLE, TN 37207	58-0660607	501(C)(3)	75,000.	0.			TO FURTHER EXEMPT PURPOSES
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE - 50 VANTAGE WAY, SUITE 101 - NASHVILLE, TN 37228	62-1049447	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES

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SENIOR CITIZENS OF HENDERSONVILLE "YOUTH OPPORTUNITY CENTER HENDERSONVILLE, TN 37077	58-1846241	501(C)(3)	32,600.	0.			TO FURTHER EXEMPT PURPOSES
SEXUAL ASSAULT CENTER 1704 CHARLOTTE PIKE, SUITE 200 NASHVILLE, TN 37228	62-1043294	501(C)(3)	40,000.	0.			TO FURTHER EXEMPT PURPOSES
SILOAM FAMILY HEALTH CENTER P.O. BOX 140789 NASHVILLE, TN 37204	58-1867940	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
SKYLINE AUXILIARY 95 WHITE BRIDGE ROAD, SUITE 500 NASHVILLE, TN 37207		501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
SOUTHERN SUDANESE YOUTH CONNECTION 1125 12TH AVENUE SOUTH GALLATIN, TN 37066	62-1872719	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
SPONSORS SCHOLARSHIP PROGRAM 1804 HAYES STREET NASHVILLE, TN 37215	20-2511913	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
ST. LUKE'S COMMUNITY HOUSE 100 VINE COURT NASHVILLE, TN 37209	62-0484183	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
ST. MARY VILLA CHILD DEVELOPMENT CENTER - 310 25TH AVENUE NORTH, SUITE 103 - NASHVILLE, TN 37205	62-0579243	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
STARS NASHVILLE 421 GREAT CIRCLE ROAD, SUITE 100 NASHVILLE, TN 37203	62-1285699	501(C)(3)	100,000.	0.			TO FURTHER EXEMPT PURPOSES

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SUMNER ACADEMY 1200 DIVISION STREET, SUITE 200 GALLATIN, TN 37066	23-7242981	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
SUMNER CHILD ADVOCACY CENTER - ASHLEY'S PLACE - 927 DOUGLAS AVENUE - GALLATIN, TN 37066	62-1793484	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
TEACH FOR AMERICA-GREATER NASHVILLE - 601 LOCUST STREET - NASHVILLE, TN 37228	13-3541913	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
TENNESSEE GOLF FOUNDATION 601 4TH AVENUE SOUTH FRANKLIN, TN 37069	58-1893478	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
TENNESSEE JUSTICE FOR OUR NEIGHBORS - C/O ROOFTOP FOUNDATION - NASHVILLE, TN 37211	36-2167731	501(C)(3)	6,000.	0.			TO FURTHER EXEMPT PURPOSES
TENNESSEE MEDICAL FOUNDATION 3511 GALLATIN ROAD, SUITE 202 BRENTWOOD, TN 37027	62-0541813	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
TENNESSEE PARKS AND GREENWAYS FOUNDATION - 1234 THIRD AVENUE SOUTH - NASHVILLE, TN 37212	62-1557574	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
TENNESSEE PERFORMING ARTS CENTER 1205 EIGHTH AVENUE SOUTH NASHVILLE, TN 37219	58-1320590	501(C)(3)	20,000.	0.			TO FURTHER EXEMPT PURPOSES
TENNESSEE PRISON OUTREACH MINISTRY C/O THE SALVATION ARMY TERRITORIAL MADISON, TN 37116	35-2458555	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TENNESSEE REPERTORY THEATRE 631 DICKERSON ROAD NASHVILLE, TN 37203	62-1811578	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
TENNESSEE SENIOR OLYMPICS 331 GREAT CIRCLE ROAD HERMITAGE, TN 37076	58-2049992	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
TENNESSEE VOICES FOR VICTIMS P.O. BOX 2414 NASHVILLE, TN 37203	46-1356862	501(C)(3)	10,000.	0.			TO FURTHER EXEMPT PURPOSES
TENNESSEE WILDLIFE FEDERATION 101 FRENCH LANDING DRIVE NASHVILLE, TN 37209	62-6047188	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE - 820 GALE LANE - NASHVILLE, TN 37215	62-1471789	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
THE EDISON SCHOOL 3441 DICKERSON PIKE HENDERSONVILLE, TN 37075	45-5453981	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSE
THE FAMILY CENTER 600 SMALL STREET NASHVILLE, TN 37211	62-1237360	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
THE NEXT DOOR P.O. BOX 158148 NASHVILLE, TN 37202	43-2001774	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
THE NEXT DOOR C/O ST. LUKE'S COMMUNITY HOUSE EPISCOPAL, INC. - NASHVILLE, TN 37202	43-2001774	501(C)(3)	150,000.	0.			TO FURTHER EXEMPT PURPOSES

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TIME TO RISE 5601 NEW YORK AVENUE NASHVILLE, TN 37212	62-1570175	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
UNITED WAY OF METROPOLITAN NASHVILLE - C/O ST. MARY'S VILLA - NASHVILLE, TN 37228	62-0533104	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
UNIVERSITY OF TENNESSEE COLLEGE OF SOCIAL WORK - 30 WHITE BRIDGE ROAD - KNOXVILLE, TN 37996	62-6001636	501(C)(3)	25,000.	0.			TO FURTHER EXEMPT PURPOSES
UNIVERSITY SCHOOL OF NASHVILLE 1704 CHARLOTTE AVENUE, SUITE 200 NASHVILLE, TN 37212	23-7424429	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
URBAN LEAGUE OF MIDDLE TENNESSEE 464 NICHOLS LANE NASHVILLE, TN 37228	62-0795167	501(C)(3)	35,000.	0.			TO FURTHER EXEMPT PURPOSES
VOLUNTEER STATE COLLEGE FOUNDATION C/O ASHLEY'S PLACE GALLATIN, TN 37066	58-1863050	501(C)(3)	62,000.	0.			TO FURTHER EXEMPT PURPOSES
WALDEN'S PUDDLE 315 WEST SMITH STREET JOELTON, TN 37080	62-1471146	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
WATKINS COLLEGE OF ART, DESIGN & FILM - C/O TEACH FOR AMERICA - NASHVILLE, TN 37228	62-0475751	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES
WAYNE REED CHRISTIAN CHILDCARE CENTER - 220 ATHENS WAY, SUITE 300 - NASHVILLE, TN 37210	62-1625142	501(C)(3)	15,000.	0.			TO FURTHER EXEMPT PURPOSES

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WELCOME HOME MINISTRIES 400 FRANKLIN ROAD NASHVILLE, TN 37224	62-1515995	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
WHITE HOUSE INN LIBRARY C/O UNITED METHODIST COMMITTEE ON RELIEF - GENERAL BOARD OF GLOBAL MINISTRI		501(C)(3)	200,000.	0.			TO FURTHER EXEMPT PURPOSES
YMCA OF MIDDLE TENNESSEE 2195 NOLENSVILLE ROAD NASHVILLE, TN 37203	62-0476243	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
YOUTH ENCOURAGEMENT SERVICES 216 CENTERVIEW DRIVE, SUITE 304 NASHVILLE, TN 37211	62-0570681	501(C)(3)	50,000.	0.			TO FURTHER EXEMPT PURPOSES
YOUTH LIFE LEARNING CENTERS 117 30TH AVENUE SOUTH NASHVILLE, TN 37209	62-1848192	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
YOUTH VILLAGES C/O TENNESSEE PERFORMING ARTS CENTER MANAGEMENT CORPORATION - NASHVILLE, TN	58-1716970	501(C)(3)	30,000.	0.			TO FURTHER EXEMPT PURPOSES
YWCA OF NASHVILLE AND MIDDLE TENNESSEE - P.O. BOX 190660 - NASHVILLE, TN 37215	62-0475702	501(C)(3)	75,000.	0.			TO FURTHER EXEMPT PURPOSES

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

EXPLANATION: EVERY ORGANIZATION IS REQUIRED TO GIVE THE FOUNDATION A PROGRESS REPORT ON HOW GRANT MONEY WAS SPENT. INCOME AND EXPENSE REPORTS FROM THE ORGANIZATIONS ARE CHECKED FOR SOURCES OF INCOME AND EXPENSE ALLOCATION OF THE ORGANIZATIONS. ON-SITE VISITS OF 100 PLUS ORGANIZATIONS ARE DONE EACH YEAR BY SCOTT PERRY TO VISIT THE ORGANIZATIONS TO LOOK AT THE PROGRESS OF CAPITAL GRANTS AND WORK BEING DONE WITH GENERAL SUPPORT GRANTS.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**
▶ **Information about Schedule J (Form 990) and its instructions is at** *www.irs.gov/form990*

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

THE MEMORIAL FOUNDATION

Employer identification number

62-1202302

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e.g., maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.			
	☐ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☐ Compensation survey or study		
	☐ Form 990 of other organizations	☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) J.D. ELLIOTT	(i)	305,938.	0.	0.	19,500.	27,611.	353,049.	0.
PRESIDENT & CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) SCOTT PERRY	(i)	145,792.	0.	0.	14,553.	23,254.	183,599.	0.
VICE PRESIDENT PROGRAMS	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
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	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization
THE MEMORIAL FOUNDATION

Employer identification number
62-1202302

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TO NONPROFIT ORGANIZATIONS. THE FOUNDATION RESPONDS TO DIVERSE COMMUNITY NEEDS, ASSISTING AGENCIES THAT FOCUS ON: HEALTH, HUMAN AND SOCIAL SERVICES, EDUCATION, SENIOR CITIZENS, YOUTH AND CHILDREN, COMMUNITY SERVICES, AND SUBSTANCE ABUSE PROGRAMS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

AND CHILDREN, COMMUNITY SERVICES, AND SUBSTANCE ABUSE PROGRAMS.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE 990 IS REVIEWED BY THE PRESIDENT AND THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS PRIOR TO ITS FILING AND THE FILED FORM 990 IS MADE AVAILABLE TO EACH MEMBER FOR REVIEW. IF BOARD MEMBERS HAVE QUESTIONS, THEY ARE BROUGHT TO THE ATTENTION OF THE PRESIDENT AND EXECUTIVE COMMITTEE AT THE NEXT SCHEDULED BOARD MEETING.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: THE CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY AND A CONFLICT OF INTEREST FORM IS SIGNED AT EACH COMMITTEE MEETING IF IT APPLIES TO ANY GRANTS THAT ARE BEING CONSIDERED.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: THE EXECUTIVE COMMITTEE REVIEWS THE CEO'S PERFORMANCE AND THEN THE CEO WILL RECEIVE THE SAME PERCENT OF COMPENSATION INCREASE AS THE ORGANIZATION'S EMPLOYEES. THE COMPENSATION OF OTHER OFFICERS OR KEY EMPLOYEES OF THE ORGANIZATION IS DETERMINED AFTER A PERFORMANCE REVIEW BY

Name of the organization: THE MEMORIAL FOUNDATION

Employer identification number: 62-1202302

THE CEO.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE CONFICT OF INTEREST, GOVERNING DOCUMENTS, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

PRIOR YEAR GRANT'S WITHDRAWN 375,000.

FORM 990, PART XII, LINE #2C:

EXPLANATION: THE ORGANIZATION'S REVIEW PROCESS OR SELECTION PROCESS OF AUDITED FINANCIAL STATEMENTS DID NOT CHANGE FROM PRIOR YEAR.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990. ▶ See separate instructions.

▶Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

THE MEMORIAL FOUNDATION

Employer identification number

62-1202302

Part I **Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II **Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) Section 512(b)(13) controlled entity? No
COMMUNITY HEALTH SERVICES - 62-1002833 100 BLUEGRASS COMMONS BLVD. SUITE 320 HENDERSONVILLE, TN 37075	PROVIDE HOME HEALTH CARE PATIENTS OF NASHVILLE MEMORIAL HOSPITAL	TENNESSEE	501(C)(3)	509(A)(3), TYPE I			X
MEDICAL CREDIT CLEARING - 62-1496205 100 BLUEGRASS COMMONS BLVD. SUITE 320 HENDERSONVILLE, TN 37075	ADMINISTRATIVE AND COLLECTION OF HOSPITAL & OTHER NOT-FOR-PROFIT	TENNESSEE	501(C)(3)	509(A)(3), TYPE I			X
NASHVILLE MEMORIAL OUTREACH - 62-1184888 100 BLUEGRASS COMMONS BLVD. SUITE 320 HENDERSONVILLE, TN 37075	PROVIDE MEDICAL ASSISTANCE TO THE PUBLIC	TENNESSEE	501(C)(3)	509(A)(3), TYPE I			X
NASHVILLE MEMORIAL HOSPITAL 100 BLUEGRASS COMMONS BLVD. SUITE 320 HENDERSONVILLE, TN 37075	ADMINISTRATION OF INSURANCE AND RETIREMENT PLANS AFTER SALE OF	TENNESSEE	501(C)(3)	170(B)(1)(A)			X

Part III **Identification of Related Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
MEMORIAL COMPANIES, INC - 62-1174554 100 BLUEGRASS COMMONS BLVD., SUITE 320 HENDERSONVILLE, TN 37075	LEASING OFFICE & RETAIL SPACE	TN		C CORP			100%		X

Part V **Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to related organization(s)	1b		X
c Gift, grant, or capital contribution from related organization(s)	1c	X	
d Loans or loan guarantees to or for related organization(s)	1d		X
e Loans or loan guarantees by related organization(s)	1e		X
f Dividends from related organization(s)	1f		X
g Sale of assets to related organization(s)	1g		X
h Purchase of assets from related organization(s)	1h		X
i Exchange of assets with related organization(s)	1i		X
j Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o Sharing of paid employees with related organization(s)	1o		X
p Reimbursement paid to related organization(s) for expenses	1p		X
q Reimbursement paid by related organization(s) for expenses	1q		X
r Other transfer of cash or property to related organization(s)	1r		X
s Other transfer of cash or property from related organization(s)	1s		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	RECEIVED GRANT CONTRIBUTION FROM THE NASHVILLE MEMORIAL HOSPITAL	C	1,200,000.	CASH
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec 501(c)(3) orgs ? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) NO	(k) Percentage ownership

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

NAME OF RELATED ORGANIZATION:

MEDICAL CREDIT CLEARING

PRIMARY ACTIVITY: ADMINISTRATIVE AND COLLECTION OF HOSPITAL & OTHER NOT-FOR-PROFIT ACCOUNTS.

NAME OF RELATED ORGANIZATION:

NASHVILLE MEMORIAL HOSPITAL

PRIMARY ACTIVITY: ADMINISTRATION OF INSURANCE AND RETIREMENT PLANS AFTER SALE OF HOSPITAL

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868* .

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)* . You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number: Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE MEMORIAL FOUNDATION	62-1202302
	Number, street, and room or suite no. If a P.O. box, see instructions. 100 BLUEGRASS COMMONS BLVD., NO. 320	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HENDERSONVILLE, TN 37075	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JUDY MILLIKEN - 100 BLUEGRASS COMMONS BLVD, SUITE 320 - HENDERSONVILLE, TN 37075
  Telephone No. ▶ 615-822-9499 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$	0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$	0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

The Memorial Foundation
EIN: 62-1202302
December 31, 2013
Form 990, Schedule A, Part IV-A, Line 26f

The Memorial Foundation (the "Foundation") is a publicly supported organization within the meaning of I.R.C. § 170(b)(1)(A)(vi). While the Foundation did not reach the 33⅓ percent public support test under Treasury Regulations § 1.170A-9(e)(2) for 2009,[1] it did satisfy the facts and circumstances test under Treasury Regulations § 1.170A-9(e)(3).

For years 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012 & 2013 the Foundation's public support percentage was, 29.0282%, 21.0607%, 16.7969%, 16.7168%, 19.1934%, 15.7396%, 18.8531%, 22.1730%, 23.0085%, 23.6910% and 25.0989% respectively. Although each year it is below 33⅓ percent,[2] they still greatly exceed the minimum 10 percent of public support required under the facts and circumstances test. Despite the decline in the Foundation's public support percentage each year, it is expected that for 2013 and the years following, the Foundation's public support percentage will equal or exceed 10 percent as result of additional contributions. For all years prior to 2001, the Foundation easily met the 33⅓ percent public support test.

The Foundation's public support percentage has decreased each year because a high percentage of its support came from investment income on endowment funds. These endowment funds were contributed by Nashville Memorial Hospital, Inc., a Tennessee non-profit hospital that is tax-exempt under I.R.C. § 501(c)(3) ("the Hospital"). The Hospital contributed the funds to the Foundation, with the approval of the Attorney General of the State of Tennessee, in connection with its dissolution. The Foundation was not funded by a small group of individuals, and, in fact, no disqualified persons have contributed to the Foundation. The Foundation receives contributions from the Hospital, and will continue to do so as the Hospital completes its dissolution process and is able to transfer funds that are no longer restricted for legal and liability purposes.

Since formation, the Foundation has been governed by a large blue-ribbon Board of Trustees (the "Board").[3] The Board currently consists of twenty-one prominent community and civic leaders that represent a broad cross-section of the views and interests of the public. These individual have demonstrated experience in civic and charitable causes and have knowledge of business affairs that are required to effectuate the charitable purposes of the Foundation. The Board members are not compensated for their services.

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[1] The 2003 public support percentage was calculated using the Foundation's aggregate support generated during January 1, 1999 through December 31, 2002; 2004 using the aggregate support generated during January 1, 2000 through December 31, 2003; 2005 using January 1, 2001 through December 31, 2004; 2006 using January 1, 2002 through December 31, 2005, 2007 using January 1, 2003 through December 31, 2006; 2008 using January 1, 2004 through December 31, 2007; 2009 using January 1, 2005 through December 31, 2008; 2010 using January 1, 2006 through December 31, 2009; 2011 using January 1, 2007 through December 31, 2010; 2012 using January 1, 2008 through December 31, 2011, 2013 using January 1, 2009 through December 31, 2012 as required by Treas. Reg. § 1.170A-9(e)(4).

[2] *See* Form 990, Schedule A, Part IV-A, Line 26f for each respective year.

[3] *See* Form 990, Part V.

During 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012 and 2013 at the direction and under the supervision of the Board, the Foundation provided $3,779,790, $6,635,647, $7,443,418, $7,933,005, $11,255,052, 5,688,457, $6,542,944, $8,125,024, $6,632,511, $6,763,337, and $7,972,434 respectively, in grants and charitable contributions to approximately 200 charitable organizations located throughout Middle Tennessee each year.[4] Many of these organizations rely heavily on the Foundation for funding. Because the Foundation disperses funds to numerous community organizations with a wide-variety of charitable purposes, it attracts attention from the general public, increasing not only the public's awareness of the Foundation, but also of these recipient organizations. This awareness and goodwill in the community will benefit the Foundation if it establishes additional fund-raising activities in the future. Based on all the facts and circumstances described above, the Foundation should continue to qualify as a publicly supported organization under Treasury Regulations § 1.170A-9(e)(3).

[4] See Schedule I for list of grant recipients.