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Return of Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation J.R. HYDE III FAMILY FOUNDATION		A Employer identification number 62-1512725
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (901) 685-3416
17 WEST PONTOTOC AVENUE, SUITE 100		
City or town, state or province, country, and ZIP or foreign postal code MEMPHIS, TN 38103		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 99,205,616.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)		21,925,835.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		5,124.	5,124.		ATCH 1
4 Dividends and interest from securities		477,596.	474,198.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,210,662.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			17,259,671.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3		91,877.	119,436.		
12 Total. Add lines 1 through 11		29,711,094.	17,858,429.		
13 Compensation of officers, directors, trustees, etc.		305,005.			305,005.
14 Other employee salaries and wages		767,205.			767,205.
15 Pension plans, employee benefits		113,771.			113,771.
16a Legal fees (attach schedule) ATCH 4		3,624.			3,624.
b Accounting fees (attach schedule) ATCH 5		18,707.	15,707.		
c Other professional fees (attach schedule) *		328,657.			328,657.
17 Interest ATCH 7		18,670.	18,670.		
18 Taxes (attach schedule) (see instructions) ATCH 8		225,364.	25,097.		64,835.
19 Depreciation (attach schedule) and depletion		50,837.	125.		
20 Occupancy		92,256.			92,256.
21 Travel, conferences, and meetings		45,000.			45,000.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 9		-14,732.	421,752.		-446,454.
24 Total operating and administrative expenses. Add lines 13 through 23		1,954,364.	481,351.		1,273,899.
25 Contributions, gifts, grants paid		10,459,378.			10,459,378.
26 Total expenses and disbursements. Add lines 24 and 25		12,413,742.	481,351.	0	11,733,277.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		17,297,352.			
b Net investment income (if negative, enter -0-)			17,377,078.		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		33,170.	63,681.	63,681.
	2	Savings and temporary cash investments		712,115.	3,316,671.	3,316,671.
	3	Accounts receivable ▶ 695.			695.	695.
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *		*	1,589,863.	ATCH 10
		Less allowance for doubtful accounts ▶		3,589,863.	1,589,863.	1,589,863.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 11		29,773,429.	40,625,667.	48,579,784.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 12		27,386,076.	33,208,350.	44,023,171.	
14	Land, buildings, and equipment basis ▶ 2,414,621.					
	Less accumulated depreciation (attach schedule) ▶ 782,870.		1,667,419.	1,631,751.	1,631,751.	
15	Other assets (describe ▶ ATCH 13)		40,000.	40,000.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		63,202,072.	80,476,678.	99,205,616.	
Liabilities	17	Accounts payable and accrued expenses		9,272.	11,526.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 14)		275,000.	250,000.	
23	Total liabilities (add lines 17 through 22)		284,272.	261,526.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>			check here and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		62,917,800.	80,215,152.	
	30	Total net assets or fund balances (see instructions)		62,917,800.	80,215,152.	
	31	Total liabilities and net assets/fund balances (see instructions)		63,202,072.	80,476,678.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	62,917,800.
2	Enter amount from Part I, line 27a	2	17,297,352.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	80,215,152.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	80,215,152.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)

(b) How acquired
P - Purchase
D - Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a** SEE PART IV SCHEDULE**b****c****d****e**

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
(e) plus (f) minus (g)**a****b****c****d****e**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Gains (Col. (h) gain minus
col. (k), but not less than -0-) or
Losses (from col. (h))

(i) F.M.V. as of 12/31/69

(j) Adjusted basis
as of 12/31/69(k) Excess of col. (i)
over col. (j), if any**a****b****c****d****e****2** Capital gain net income or (net capital loss){ If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }**2**

17,259,671.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in
Part I, line 8**3**

0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	17,587,242.	66,406,905.	0.264841
2011	14,022,621.	63,574,612.	0.220570
2010	14,678,669.	61,420,238.	0.238987
2009	16,473,455.	67,762,370.	0.243106
2008	10,848,350.	71,689,139.	0.151325

2 Total of line 1, column (d)**2**

1.118829

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years**3**

0.223766

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5**4**

75,250,179.

5 Multiply line 4 by line 3**5**

16,838,432.

6 Enter 1% of net investment income (1% of Part I, line 27b)**6**

173,771.

7 Add lines 5 and 6**7**

17,012,203.

8 Enter qualifying distributions from Part XII, line 4**8**

11,733,277.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	347,542.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	347,542.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	347,542.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	153,545.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	68,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	221,545.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	3,541.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	129,538.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. ATCH. 15	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.HYDEFUNDATION.ORG	13	X	
14	The books are in care of CORIE RIVERS Telephone no 901-685-3416 Located at 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN ZIP+4 38103			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		305,005.	33,100.	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		546,868.	76,294.	0

Total number of other employees paid over \$50,000 ☐ 2

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 18		250,359.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	31,774,885.
b	Average of monthly cash balances	1b	4,634,036.
c	Fair market value of all other assets (see instructions)	1c	39,987,200.
d	Total (add lines 1a, b, and c)	1d	76,396,121.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	76,396,121.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,145,942.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	75,250,179.
6	Minimum investment return. Enter 5% of line 5	6	3,762,509.

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

1	Minimum investment return from Part X, line 6	1	3,762,509.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	347,542.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	347,542.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,414,967.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,414,967.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,414,967.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	11,733,277.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,733,277.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,733,277.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,414,967.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009 9,943,471.				
c From 2010 11,624,827.				
d From 2011 11,124,378.				
e From 2012				
f Total of lines 3a through e	32,692,676.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>11,733,277.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				3,414,967.
e Remaining amount distributed out of corpus	8,318,310.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	41,010,986.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	21,925,835.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	19,085,151.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 7,960,773.				
c Excess from 2011 11,124,378.				
d Excess from 2012				
e Excess from 2013				

Form 990-PF (2013)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 19

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

NONE

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

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

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

ATCH 20

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

ATCH 21

c Any submission deadlines:

ATCH 22

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

ATCH 23

Enter gross amounts unless otherwise indicated

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

JSA

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013**Name of the organization**

J.R. HYDE III FAMILY FOUNDATION

Employer identification number

62-1512725

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

JSA

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PAGE 19

Name of organization **J.R. HYDE III FAMILY FOUNDATION**Employer identification number
62-1512725**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J.R. HYDE, III 17 W. PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	\$ 20,057,565.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	J. R. HYDE, III 17 W. PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	\$ 1,868,270.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **J.R. HYDE III FAMILY FOUNDATION**

Employer identification number

62-1512725

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	16,000 SHARES AUTOZONE, INC. STOCK	\$ 20,057,565.	12/12/2013
1	35,911 SHARES PLAINS ALL AMERICAN PIPE-LINE STOCK	\$ 1,868,270.	11/26/2013
		\$	
		\$	
		\$	
		\$	

Name of organization **J.R. HYDE III FAMILY FOUNDATION**

Employer identification number

62-1512725

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

Use duplicate copies of Part III if additional space is needed.

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

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	4,706.		4,706.
OFFICE SUPPLIES	11,048.		11,048.
POSTAGE/FED EX CHARGES/COURIER	2,922.		2,922.
TELEPHONE	13,750.		13,750.
OFFICE EXPENSES	53,458.		53,458.
DUES/SUBSCRIPTIONS	13,210.		13,210.
TRAINING/EDUCATION	17,150.		17,150.
ANNUAL REPORT FEES	30.	30.	
MISCELLANEOUS EXPENSES	362.		362.
REIMBURSEMENT BY J.R. HYDE, SR			
FAMILY FOUNDATION-SHARED			
EMPLOYEE & OFFICE EXPENSES			
PORTFOLIO EXPENSES PER K-1'S:	-563,060.		-563,060.
SSM VENTURE PARTNERS III, LP	15,727.	15,727.	
SSM VENTURE PARTNERS IV, LP	91,044.	91,044.	
SW CONTEGO FUND, LLC	11,179.	11,179.	
MERCED PARTNERS, LP	224.	224.	
PALLADIAN PARTNERS 2001, LLC	16,793.	16,793.	
PALLADIAN PARTNERS IV, LLC	30,924.	30,924.	
PALLADIAN PARTNERS V, LLC	68,682.	68,682.	
GT REAL PROP HOLDINGS II LLC	25,306.	25,306.	
ALTIUS ASSOC PRIV EQ FND, LP	50,075.	50,075.	
TIFF RLTY/RESOURCES III, LLC	14,574.	14,574.	
INVESTMENT EXPENSES PER K-1'S:			
SW CONTEGO FUND, LLC	12,576.	12,576.	
PALLADIAN PARTNERS 2001, LLC	5,379.	2,061.	
PALLADIAN PARTNERS IV, LLC	8,059.	7,068.	
PALLADIAN PARTNERS V, LLC	11,033.	11,033.	
TIFF RLTY/RESOURCES III, LLC	102.	102.	
ALTIUS ASSOC PRIV EQ FND, LP	28.	28.	
LESS INVESTMENT & PORTFOLIO			

ATTACHMENT 8FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	64,835.		64,835.
990-PF TAXES	134,000.		
NET TAXES	1,432.	1,432.	
		-1,432.	
	-1,624.	-1,624.	
CA 2011 NET TAX REFUND			
STATE TAXES PER K-1'S:			
PALLADIAN PARTNERS 2001, LLC	314.	314.	
PALLADIAN PARTNERS IV, LLC	437.	437.	
PALLADIAN PARTNERS V, LLC	1,764.	1,764.	
GT REAL PROP HOLDINGS II LLC	2,401.	2,401.	
FOREIGN TAXES PER K-1'S:			
SW CONTEGO FUND, LLC	121.	121.	
GT REAL PROP HOLDINGS II LLC	48.	48.	
PLAINS ALL AMRICN PIPELN LP	642.	642.	
PALLADIAN PARTNERS 2001, LLC	5,441.	5,441.	
PALLADIAN PARTNERS IV, LLC	657.	657.	
PALLADIAN PARTNERS V, LLC	657.	657.	
SANDERSON INTNATL VALUE FUND	14,207.	14,207.	
ALTUIS ASSOC PRIV EQ FD, LP	32.	32.	
TOTALS	<u>225,364.</u>	<u>25,097.</u>	<u>64,835.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX ACCOUNTANT FEES & EXPENSES	18,707.	18,707. -3,000.		
TOTALS	<u>18,707.</u>	<u>15,707.</u>		

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOMEDESCRIPTION

OTHER INCOME FROM PARTNERSHIP K-1'S:

MERCED PARTNERS. LP-ORDINARY INCOME

MERCED PARTNERS, LP-NET RENTAL LOSS

MERCED PTRS-PORTFOLIO LOSS

SW CONTEGO FUND, LLC-PORTFOLIO LOSS

PALLADIAN PARTNERS 2001 LLC-ORD INCOME

PALLADN PTRS IV-ROYLTY & PORTFOLIO INC
PALLADIAN PARTNERS IV LLC-ORDINARY INCOMEPALLADIAN PTRS V-RLTY & PORTFOLIO INC
TIFF RLTY/RESOURCES III-NET ORD LOSSTIFF RLTY/RESRCS III-PORTFOLIO INCOME
SANDERSON INTRNATL VALUE FD-ORD INCOME
ALTIUS ASSOC PRIV EQTY FD LP-ORD INC
ALTIUS ASSOC PRIV EQTY FD LP-PORT INC

REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
1,949.	1,949.
-3,574.	256.
-14.	-3,574.
-12.	-14.
33,750.	-12.
-8,624.	33,750.
13,441.	-4,616.
-298.	-8,624.
26,343.	8,624.
-1,556.	13,001.
-8,127.	-9,834.
1,240.	-298.
-8,206.	26,343.
390.	10,286.
-947.	-1,556.
257.	-8,259.
41,317.	1,694.
3,707.	1,240.
841.	-808.
	17,233.
	390.
	-947.
	1,005.
	257.
	41,317.
	3,707.
	841.
	-3,915.
91,877.	119,436.

TOTALS

NOT A FILABLE FORM

Form **4562****Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545-0172

2012Department of the Treasury
Internal Revenue Service

(99)

▶ See separate instructions.

▶ Attach to your tax return

Attachment
Sequence No 179Name(s) shown on return
J R. Hyde III Foundation

Business or activity to which this form relates

Identifying number
62-1512725**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500000.00
2	Total cost of section 179 property placed in service (see instructions)	2	11218.99
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2000000.00
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	0.00
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	500000.00
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
		0.00	0.00
		0.00	0.00
7	Listed property Enter the amount from line 29	7	0.00
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	0.00
9	Tentative deduction Enter the smaller of line 5 or line 8	9	0.00
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	0.00
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	500000.00
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	0.00
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13	0.00

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	0.00
15	Property subject to section 168(f)(1) election	15	0.00
16	Other depreciation (including ACRS)	16	0.00

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	32628.45
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		0.00				0.00
b 5-year property		11218.99	5.0 yrs	HY	200DB	1121.90
c 7-year property		0.00				0.00
d 10-year property		0.00				0.00
e 15-year property		0.00				0.00
f 20-year property		0.00				0.00
g 25-year property		0.00	25 yrs		S/L	0.00
h Residential rental property		0.00	27.5 yrs	MM	S/L	0.00
		0.00	27.5 yrs	MM	S/L	0.00
i Nonresidential real property	(attachment)	690949.38	39 yrs	MM	S/L	16962.12
		0.00		MM	S/L	0.00

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life		0.00			S/L	0.00
b 12-year		0.00	12.0 yrs		S/L	0.00
c 40-year		0.00	40.0 yrs	MM	S/L	0.00

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	0.00
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	50712.47
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	0.00

Depreciation and Amortization

Attachment

19 General Depreciation System (GDS)

(a) Classification of property	(b) Date	(c) Basis for depreciation	(d) Rec period	(e) Con-vention	(f) Method	(g) Depreciation deduction
1 Nonresidential	01/01/2013	687,124.80	39.00	MM	SL	16,884.48
1 Nonresidential	03/28/2013	3,824.58	39.00	MM	SL	77.64
		<u>690,949.38</u>				<u>16,962.12</u>



HYDE FAMILY FOUNDATIONS

APPLICATION GUIDELINES

Before seeking support, please thoroughly review the Hyde Family Foundations' program interests and grant criteria. If, after reviewing this information, you believe your organization and/or project fit within the Foundation's program interests, you may electronically submit an application for funding through our website.

Applications must be accompanied by all required attachments (listed below) and a Grant Application Authorization Form which is available on the website. The application for funding should include the following information:

In 2,500 words or less, please describe the following:

- A detailed explanation of the need for the project
- The goals, objectives, and work plan for your project
- The population that will be served by your proposed efforts and the anticipated impact on the targeted population
- A description of your organization's strategy for evaluating the project
- A description of your organization's past experiences and successes in relation to this project
- A project timeline
- How the funds requested from the Hyde Family Foundations will be used
- A brief review of other area organizations providing similar services and any efforts to coordinate with these organizations
- Explanation of how this project corresponds with the Foundations' program interests
- An explanation of why your organization is uniquely equipped to be successful, including a discussion of the qualifications of the organization's Executive Director, Project Manager (if different than the ED), and any other staff members assigned to the project.

Please submit the following supporting materials:

- A detailed project budget that includes amounts requested from and committed by other funders
- Copy of your organization's current annual budget and the organization's annual budget for the project year(s), if different
- Current list of your organization's Board of Directors
- Most recent audited financial statements (if required by law)
 - o If not attaching your most recent audited financial statements, please attach a document explaining the reason for its omission
- Grant Application Authorization Form
- Any additional supplemental materials that may be relevant to the request (optional)

All applications are carefully reviewed by staff and select applications are then reviewed quarterly by Foundation Trustees. Applications are typically reviewed at the subsequent Trustee meeting but some funding decisions may be deferred when necessary. You will be notified promptly when your application is

received and will be updated on the status of your application and likely notification date within 6-8 weeks of submission.

If you are unable to submit an application electronically, a paper application may be submitted.

Paper Applications

If submitting a paper application, please include a coversheet, and required supporting materials. The cover sheet is available on our website and the application should describe the following in 5 pages or less:

- A brief overview of your organization's background and mission
- A detailed explanation of the need for the project
- The goals, objectives, and work plan for your project
- The population that will be served by your proposed efforts and the anticipated impact on the targeted population
- A description of your organization's strategy for evaluating the project
- A description of your organization's past experiences and successes in relation to this project
- A project timeline
- How the funds requested from the Hyde Family Foundations will be used
- A brief review of other area organizations providing similar services and any efforts to coordinate with these organizations
- Explanation of how this project corresponds with the Foundations' program interests
- An explanation of why your organization is uniquely equipped to be successful, including a discussion of the qualifications of the organization's Executive Director, Project Manager (if different than the ED), and any other staff members assigned to the project.

Please submit the following supporting materials:

- A detailed project budget that includes amounts requested from and committed by other funders
- Copy of your organization's current annual budget and the organization's annual budget for the project year(s), if different
- Current list of your organization's Board of Directors
- Most recent audited financial statements (if required by law)
 - o If not attaching your most recent audited financial statements, please attach a document explaining the reason for its omission
- Grant Application Authorization Form
- Any additional supplemental materials that may be relevant to the request (optional)

Please mail all applications, supporting materials, and coversheets to:

Hyde Family Foundations
Attn: Lauren Jenkins
17 W. Pontotoc, Suite 200
Memphis, TN 38103

PLEASE BE SURE TO INCLUDE THE ABOVE-LISTED ITEMS IN YOUR CONCEPT LETTER, OR WE WILL BE UNABLE TO REVIEW YOUR APPLICATION.

Please submit one copy of the coversheet application and concept letter. The cover sheet application must be signed by the organization's Executive Director and Board Chairperson.

Grant Cycles

The Hyde Family Foundations accept applications for funding four times a year.

Applications are accepted: **March 1, June 1, September 1, and December 1.**

All applications are carefully reviewed by staff and select applications are then reviewed quarterly by Foundation Trustees. Applications are typically reviewed at the subsequent Trustee meeting but some funding decisions may be deferred when necessary. You will be notified promptly when your application is received and will be updated on the status of your application and likely notification date within 6-8 weeks of submission.

(Deadlines)

Application Due Date	Consideration / Meetings Held	Notification by
March 1	Mid-May	End of May
June 1	Mid-August	End of August
September 1	Mid-November	End of November
December 1	Mid-February	End of February

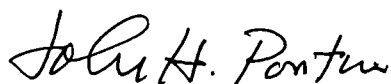
**J.R. HYDE, III FAMILY FOUNDATION
FORM 990-PF
Y/E 12/31/13**

STATEMENT UNDER IRC SEC. 53.4942(a)-3(c)(2)

The J. R. Hyde, III Family Foundation hereby elects for the 2013 calendar tax year to treat as a current distribution out of corpus \$21,925,835 of excess distributions from prior tax years as follows:

2013	8,318,162
2010	7,960,625
2011	5,647,048

Such amounts have not been used for any other purpose, such amounts were treated as a distribution out of corpus under IRC Sec. 53.4942(a)-3(d)(1)(iii), and the corpus distributions occurred within the past 5 years.



John H. Pontius,
Secretary/Treasurer
J.R. Hyde, III Family Foundation

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS - INTEREST INCOME	5,124.	5,124.
TOTAL	5,124.	5,124.

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME-NEW LEADERS, INC LOAN	62,628.	62,628.
MORGAN STANLEY INST FD INTL EQUITY-DIV	23,045.	23,045.
INTEREST & DIVIDENDS PER K-1'S:		
SANDERSON INTERNATIONAL VALUE FUND	196,067.	196,067.
SW CONTEGO FUND, LLC	38,702.	38,702.
LESS: SW CONTEGO FUND, LLC TO 990-T		-51.
PLAINS ALL AMERICAN PIPELINE, LP	31.	31.
SSM VENTURE PARTNERS III, LP	29.	29.
SSM VENTURE PARTNERS IV, LP	16.	16.
MERCED PARTNERS, LP	73.	73.
GT REAL PROPERTY HOLDINGS II, LLC	15,439.	15,439.
ALTIVUS ASSOC PRIVATE EQUITY FUND, LP	31,065.	31,065.
TIFF REALTY & RESOURCES III, LLC	29,691.	29,691.
PALLADIAN PARTNERS 2001, LLC	43,211.	43,211.
PALLADIAN PARTNERS IV, LLC	10,505.	10,505.
PALLADIAN PARTNERS V, LLC	23,747.	23,747.
TAX EXEMPT INCOME PER K-1'S:		
GT REAL PROPERTY HOLDINGS II, LLC	2,081.	
PALLADIAN PARTNERS IV, LLC	8.	
PALLADIAN PARTNERS V, LLC	245.	
SW CONTEGO FUND, LLC	1,013.	
TOTAL	<u><u>477,596.</u></u>	<u><u>474,198.</u></u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BURCH, PORTER & JOHNSON	3,497.			3,497.
BAKER, DONELSON, BEARMAN	127.			127.
TOTALS	<u>3,624.</u>			<u>3,624.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
THE BOSTON CONSULTING GROUP	130,000.	130,000.
SMART CITY CONSULTING	9,300.	9,300.
P3 CONSULTING, LLC	120,359.	120,359.
TEAM TREK COACHING GROUP	9,213.	9,213.
THE GUILD AGENCY	15,150.	15,150.
FUSS & O'NEILL, INC.	5,000.	5,000.
TEH ROAN GROUP	23,216.	23,216.
MISCELLANEOUS CONSULTANTS FEES LESS THAN \$5,000 EACH	16,419.	16,419.
TOTALS	<u>328,657.</u>	<u>328,657.</u>

ATTACHMENT 7FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE		
PER K-1'S:		
SW CONTEGO FUND, LLC	14,439.	14,439.
PALLADIAN PARTNERS 2001, LLC	354.	354.
PALLADIAN PARTNERS IV, LLC	1,207.	1,207.
PALLADIAN PARTNERS V, LLC	623.	623.
GT REAL PROP HOLDINGS II LLC	289.	289.
SSM PARTNERS IV, LP	492.	492.
TIFF RLTY/RESOURCES III, LLC	5.	5.
ALTIVUS ASSOC PRIV EQTY FD LP	1,261.	1,261.
TOTALS	<u>18,670.</u>	<u>18,670.</u>

ATTACHMENT 9 (CONT'D)FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TIFF RLTY/RESOURCES III, LLC			
SANDRSN INTNTL VALUE FND FEES	64,403.	-77.	
NONDEDUCTIBLE EXPENSES-K-1'S:		64,403.	
GT REAL PROP HOLDINGS II LLC	97.		
SW CONTEGO FUND, LLC	380.		
SSM PARTNERS IV, LP	44.		
PALLADIAN PARTNERS 2001, LLC	111.		
PALLADIAN PARTNERS IV, LLC	601.		
PALLADIAN PARTNERS V, LLC	574.		
TIFF RLTY/RESOURCES III, LLC	26.		
ALTUS ASSOC PRIV EQTY FD LP	3,727.		
PLAINS ALL AMRCN PIPELINE LP	24.		
TOTALS	<u>-14,732.</u>	<u>421,752.</u>	<u>-446,454.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: ST. ANDREW AME CHURCH - SEC 501(C)(3)
ORIGINAL AMOUNT: 81,346.
DATE OF NOTE: 10/30/2008
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PURCHASE DESIGNATED PROPERTY

BEGINNING BALANCE DUE 189,863.

ENDING BALANCE DUE 189,863.

ENDING FAIR MARKET VALUE 189,863.

BORROWER: MEMPHIS COLLEGE OF ART
ORIGINAL AMOUNT: 1,500,000.
INTEREST RATE: 4.000000
DATE OF NOTE: 02/15/2010
REPAYMENT TERMS: INTEREST MONTHLY; PRINCIPAL DUE 3/1/13
SECURITY PROVIDED: LIEN ON REAL PROPERTY (BUILDING)
PURPOSE OF LOAN: RENOVATION-DOWNTOWN GRADUATE SCHOOL BUILDING

BEGINNING BALANCE DUE 1,400,000.

ENDING BALANCE DUE 1,400,000.

ENDING FAIR MARKET VALUE 1,400,000.

ATTACHMENT 10 (CONT'D)

BORROWER: NEW LEADERS, INC.
ORIGINAL AMOUNT: 525,000.
INTEREST RATE: 3.000000
DATE OF NOTE: 03/23/2012
MATURITY DATE: 09/30/2012
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: WORKING CAPITAL

BEGINNING BALANCE DUE 2,000,000.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 3,589,863.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 1,589,863.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 1,589,863.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUTOZONE, INC. STOCK	39,369,254.	47,172,678.
MS INTERNATIONAL EQUITY FUND	1,256,413.	1,407,106.
TOTALS	<u>40,625,667.</u>	<u>48,579,784.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MERCED PARTNERS, LP		15,715.
PALLADIAN PARTNERS 2001, LLC	719,367.	901,680.
GT REAL PROPERTY HLDNGS II, LLC	1,118,090.	402,855.
ALTUS ASSOC PRVT EQTY FUND LP	1,318,527.	1,629,393.
GT OFFSHORE FUND, LTD.-CLASS A	8,149,808.	10,758,835.
GT OFFSHORE FUND, LTD.-CLASS B	8,000,000.	13,285,462.
TIFF REALTY/RESOURCES III, LLC	729,203.	817,970.
MOON CAPITAL GLOBAL EQUITY	68,552.	106,050.
SSM VENTURE PARTNERS III, LP	765,836.	765,836.
PALLADIAN PARTNERS IV, LLC	810,468.	1,011,857.
PALLADIAN PARTNERS V, LLC	1,961,191.	2,784,445.
SANDRSON INTL VALUE FUND	5,740,132.	7,246,431.
SSM VENTURE PARTERS IV, LP	1,282,320.	1,724,660.
SW CONTEGO FUND, LLC	2,544,856.	2,571,982.
TOTALS	<u>33,208,350.</u>	<u>44,023,171.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 13

DESCRIPTION	ENDING BOOK VALUE	ENDING
		FMV
HUNT-PHELAN HOME ASSETS	40,000.	
TOTALS	40,000.	

J.R. HYDE III FAMILY FOUNDATION

62-1512725

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 15

NAME AND ADDRESS

J.R. HYDE, III
17 W. PONTOTOC AVENUE, SUITE 200
MEMPHIS, TN 38103

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BARBARA R. HYDE 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	PRESIDENT/DIRECTOR 10.00	30,000.	18,859.	0
JOHN H. PONTIUS 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	SEC/TREASURER 2.00	0	0	0
JOSEPH R. HYDE, III 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	DIRECTOR 2.00	0	0	0
MARGARET E. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR	0	0	0
ALLEN B. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR	0	0	0
TERESA SLOYAN 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	EXECUTIVE DIRECTOR 40.00	275,005.	14,241.	0
GRAND TOTALS		305,005.	33,100.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
TERENCE PATTERSON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	178,093.	18,261. 0
LAUREN TAYLOR 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	120,776.	22,840. 0
GRETCHEN MCLENNON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	PROGRAM OFFICER 40.00	120,718.	5,466. 0
KIM TOBIN 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	EXECUTIVE ASSISTANT 40.00	72,785.	20,527. 0
PATRICIA CHAMBERS 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	RECEPTIONIST 40.00	54,496.	9,200. 0
	TOTAL COMPENSATION	546,868.	76,294. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
P3 CONSULTING, LLC 511 UNION, SUITE 2700 NASHVILLE, TN 37219 CONSULTATION REGARDING EDUCATION AND STATEWIDE ACHIEVEMENT STANDARDS IN TENNESSEE SCHOOLS.	EDUCATION CONSULTANT	120,359.
THE BOSTON CONSULTING GROUP PO BOX 75200 CHICAGO, IL 60675-5200 ASSIST IN DEVELOPING A NATIONAL INVESTMENT CASE, DESIGNED TO ATTRACT NATIONAL FUNDING FOR THE PUBLIC EDUCATION SYSTEM IN MEMPHIS.	EDUCATION CONSULTANT	130,000.
TOTAL COMPENSATION		<u>250,359.</u>

ATTACHMENT 19

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

J. R. HYDE, III
17 WEST PONTOTOC AVENUE, SUITE 200
MEMPHIS, TN 38103

ATTACHMENT 20

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LAUREN JENKINS
17 WEST PONTOTOC AVENUE, SUITE 200
MEMPHIS, TN 38103
901-685-3409

ATTACHMENT 21

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

INFORMATION GUIDELINES ON HOW TO APPLY, WHEN TO APPLY AND THE FORMAT
FOR APPLYING ARE ATTACHED OR MAY BE FOUND ON THE WEBSITE AT:
WWW.HYDEFUNDATION.ORG

ATTACHMENT 22

990PF, PART XV - SUBMISSION DEADLINES

MARCH 1, JUNE 1, SEPTEMBER 1, & DECEMBER 1; FOR MORE DETAIL SEE THE
DETAILED GUIDELINES ATTACHED AND THE WEBSITE AT:
WWW.HYDEFUNDATION.ORG

ATTACHMENT 23

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

LIMITED TO 501(C)(3) ORGANIZATIONS PRIMARILY IN TN, WITH A STRONG
EMPHASIS ON MEMPHIS. NO GRANTS ARE MADE TO INDIVIDUALS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 24

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PASS THRU-PALLADIAN PARTNERS 2001, LLC PER K-1	NONE PUBLIC		CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS 2001, LLC K-1	21.
PASS THRU-GT REAL PROPERTY HLDNGS II, LLC PER K-1	NONE PUBLIC		CHARITABLE CONTRIBUTIONS PER GT REAL PROPERTY HOLDINGS II, LLC K-1	9
PASS THRU-PALLADIAN PARTNERS V, LLC PER K-1	NONE PUBLIC		CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS V, LLC K-1	89
PASS-THRU-TIFF REALTY & RES III, LLC PER K-1	NONE PUBLIC		CHARITABLE CONTRIBUTIONS PER TIFF REALTY & RESOURCES III, LLC K-1	4
PASS-THRU-ALTUS ASSOC PRIVATE EQUITY FD, LP	NONE PUBLIC		CHARITABLE CONTRIBUTIONS PER ALTUS ASSOCIATES PRIVATE EQUITY FUND, LP K-1	78.
PASS THRU-PALLADIAN PARTNERS IV, LLC	NONE PUBLIC		CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS IV, LLC K-1	78

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 24 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE DETAILED SCHEDULE ATTACHED

NONE

10,459,099.

TOTAL CONTRIBUTIONS PAID

10,459,378

**J. R. Hyde III Foundation
2013 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONEE ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
3/25/13	12559	A Step Ahead Foundation, Inc - General Operating Support		25,000
11/26/13	13276	ACCESS Roaring Fork - Support for the Boost Camp		6,500
6/17/13	12794	Agape Child and Family Service - Sponsorship of Liz LaVelle Memorial Series Events		1,000
4/25/13	12645	Alzheimer's Tennessee, Inc		25
2/7/13	12419	American Heart Association, Inc		100
7/18/13	12888	Arizona State University Found - Support for Dr. Curt W. Marean's Research		100,000
9/24/13	13080	ArtsMemphis - ArtsMemphis Culinary Series Event	5,618	
10/23/13	13176	ArtsMemphis - ArtsMemphis Culinary Series Event	700	
1/10/13	12334	ArtsMemphis	200	
6/11/13	12764	ArtsMemphis - Support for Bridgespan's Strategic Planning	1,000	7,518
10/7/13	13121	Association of Fundraising Professionals		1,000
9/12/13	13057	Ballet Memphis - Ballet Memphis at ArtsMemphis Culinary Event	250	
1/8/13	12323	Ballet Memphis	100	
2/28/13	12494	Ballet Memphis - General Operating Support	105,000	
3/18/13	12541	Ballet Memphis - General Operating Support	100,000	
4/25/13	12647	Ballet Memphis - General Operating Support	100,000	
5/16/13	12707	Ballet Memphis	1,000	306,350
11/7/13	13212	Basalt Regional Heritage Society - Support for Basalt History Tour signage		12,000
12/10/13	13309	Be Free Revolution, Inc		95
1/10/13	12329	Be The Match Foundation		50
1/8/13	12315	Beale Street Caravan, Inc - 2013 General Operating Support	12,500	
3/18/13	12536	Beale Street Caravan, Inc - 2013 General Operating Support	12,500	
7/2/13	12840	Beale Street Caravan, Inc - General Operating Support	12,500	
9/24/13	13076	Beale Street Caravan, Inc - General Operating Support	12,500	
6/17/13	12793	Beale Street Caravan, Inc - Support for Sid Selvidge Memorial Event	1,000	51,000
3/21/13	12549	Bike Walk Tennessee - Sponsorship of 2013 TN Bike Summit		1,000
12/18/13	13358	Blues Foundation - Raise the Roof! Campaign for the Blues Hall of Fame		25,000
3/5/13	12503	B'nai B'rith Home & Hospital for the Aged, Inc		250
9/12/13	13055	Boys & Girls Clubs of Greater - Garden to Groceries-ArtsMemphis Culinary Event		250
2/7/13	12418	Campus Crusade for Christ, Inc		300
10/23/13	13175	Carlthorp School - Support for the Annual Fund		5,000
6/4/13	12753	CASA of Memphis & Shelby County		500
2/14/13	12454	Cathedral of the Immaculate Conception		1,345
7/2/13	12843	Catholic Memphis Urban Schools - Support for the Jubilee Schools Endowment		500,000
1/17/13	12361	Charter Funds, Inc - Operating Support (2011-14)		187,500
12/19/13	13365	Christ United Methodist Church		2,400
2/14/13	12451	Christian Brothers University		5,000
1/28/13	12386	Church Health Center		200
10/15/13	13149	Circuit Playhouse, Inc - Support for New Works at The Works		500

**J. R. Hyde III Foundation
2013 Contributions**

<u>Date</u>	<u>CHECK NO.</u>	<u>DONEE ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
1/10/13	12332	Community Development Council	100	
4/30/13	12664	Community Development Council - Livable Memphis Project Coordinator	42,000	
3/5/13	12500	Community Development Council - Livable Memphis Project Coordinator & Program Operations	25,000	67,100
12/10/13	13310	Community Foundation of Greater Memphis	5,000	
11/19/13	13251	Community Foundation of Greater Memphis	200	
12/10/13	13311	Community Foundation of Greater Memphis - Mayor's Institute for Excellence in Government	30,000	
11/5/13	13206	Community Foundation of Greater Memphis- Mayor's Institute for Excellence in Government	45,000	
3/18/13	12542	Community Foundation of Greater Memphis - Memphis Grantmakers Forum Support	5,000	
2/5/13	12416	Community Foundation of Greater Memphis- Sponsorship of GIVE 365 Event	2,115	
10/23/13	13167	Community Foundation of Greater Memphis	1,000	88,315
6/13/13	12789	Congress for the New Urbanism - Urbanist Level Membership		195
1/28/13	12389	Corps Member Education Foundation		100
9/18/13	13070	Crown Financial Ministries, Inc - Textbooks for Prison Inmate Program		1,000
10/17/13	13153	Dana-Farber Cancer Institute, Inc		2,500
9/10/13	13035	Embry-Riddle Aeronautical University		50
8/8/13	12944	Expenience Art in Memphis - Sponsorship of 2013 RiverArtsFest		7,500
7/30/13	12923	Facing History & Ourselves	5 000	
1/10/13	12331	Facing History & Ourselves	100	
11/19/13	13250	Facing History & Ourselves - General Operating Support for Memphis Office	50,000	55,100
8/22/13	12984	Fure Museum of Memphis		1,000
1/28/13	12388	Freedom Preparatory Academy		500
6/13/13	12791	Friends of the Levitt Pavilion	100	
6/20/13	12804	Friends of the Levitt Pavilion	50	
8/28/13	13007	Friends of the Levitt Pavilion	2,000	
8/28/13	13007	Friends of the Levitt Pavilion	3,000	5,150
10/1/13	13110	Funder's Network for Smart Growth and Liveable Communities		1,000
11/19/13	13246	Gayle S Rose Foundation, Inc - One Memphis Operation Christmas Basket		2,500
4/30/13	12665	Germantown Chanty Horse Show, Inc	100	
3/25/13	12558	Germantown Chanty Horse Show, Inc	100	
5/21/13	12713	Germantown Chanty Horse Show, Inc	250	
4/25/13	12646	Germantown Chanty Horse Show, Inc	50	500
3/21/13	12552	Girls Inc of Memphis		40
10/30/13	13202	GO Campaign - General Operating Support		10,000
11/19/13	13249	Grace St Luke's Episcopal School		125
6/25/13	12812	Grizzlies Chantable Foundation		5,000
1/31/13	12409	Harpwell Foundation - General Operating Support		25,000

**J. R. Hyde III Foundation
2013 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONEE ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
3/5/13	12505	Hatulo Theatre	150	
9/12/13	13056	Hatulo Theatre - Hatulo at ArtsMemphis Culinary Event	250	400
12/10/13	13314	Hernando United Methodist Church		1,400
1/31/13	12407	Idlewild Presbyterian Church - 2013 Hyde Stewardship Gift	25,000	
11/14/13	13239	Idlewild Presbyterian Church - 2014 Hyde Scholarship Gift	25,000	
9/24/13	13078	Idlewild Presbyterian Church	1,000	
2/7/13	12424	Idlewild Presbyterian Church	2,500	
1/8/13	12321	Idlewild Presbyterian Church	2,500	56,000
12/10/13	13312	In Our Backyards, Inc		60
10/23/13	13171	International Society for Children with Cancer		5,000
4/2/13	12586	Ins Orchestra, Inc - General Operating Support		50,000
1/8/13	12324	Jewish Family Service, Inc	400	
6/4/13	12752	Jewish Family Service, Inc	500	900
11/19/13	13252	Kirby Woods Baptist Church	300	
7/9/13	12858	Kirby Woods Baptist Church	300	600
1/10/13	12330	Knowledge Quest - Sponsorship of 2013 Conference		500
5/21/13	12714	Lausanne Collegiate School		1,000
1/31/13	12408	Lipscomb University - Start-up Support (1 of 3)		25,000
7/30/13	12924	Memphis Academy of Health Sciences		500
12/18/13	13347	Memphis Bioworks Foundation - 2013 General Operating Support		350,000
1/17/13	12357	Memphis Brooks Museum of Art	500	
12/19/13	13364	Memphis Brooks Museum of Art - General Operating Support	150,000	150,500
9/18/13	13068	Memphis Chantable Foundation		2,500
7/2/13	12838	Memphis Child Advocacy Center		3,000
12/10/13	13308	Memphis City Schools Foundation - CRPE Portfolio Strategy Project	16,667	
8/8/13	12941	Memphis City Schools Foundation - TEI Initiative	250,000	266,667
6/19/13	12798	Memphis College of Art	100,000	
11/19/13	13247	Memphis College of Art	200,000	
9/24/13	13079	Memphis College of Art	200	300,200
11/26/13	13277	Memphis Incubator Systems, Inc - General Operating Support		40,000
3/7/13	12529	Memphis Music Foundation - General Operating Support	50,000	
4/24/13	12638	Memphis Music Foundation - General Operating Support	50,000	100,000
9/10/13	13037	Memphis Oral School for the Deaf - General Operating Support		25,000
10/1/13	13108	Memphis Regional Design Center - Urban Design 101 Course		150

**J. R. Hyde III Foundation
2013 Contributions**

<u>Date</u>	<u>CHECK NO.</u>	<u>DONEE ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
11/5/13	13207	Memphis Rock 'n' Soul Inc	200	
1/17/13	12354	Memphis Rock 'n' Soul Inc	200	
9/24/13	13077	Memphis Rock 'n' Soul Inc - Memphis Music Hall of Fame	25,000	25,400
1/31/13	12410	Memphis Symphony Orchestra - Mei-Ann's Circle of Friends		2,000
1/3/13	12305	Memphis Tomorrow		50,000
10/17/13	13156	Memphis University School	1,000	
12/18/13	13349	Memphis University School	250	
1/17/13	12359	Memphis University School	10,000	
10/15/13	13150	Memphis University School	10,000	
1/22/13	12372	Memphis University School	20,000	41,250
10/1/13	13109	Methodist Healthcare Foundation		500
6/4/13	12754	Metropolitan Inter-Faith Association	250	
1/17/13	12363	Metropolitan Inter-Faith Association	500	750
12/3/13	13285	Mid South Minority Business Council - Technical Assistance Development Program		50,000
2/14/13	12455	Mid-South Food Bank		50
11/14/13	13240	Mid-South Junior Golf Association		425
12/18/13	13359	Mid-South Minority Council TAD - Scalable Business Initiative		50,000
9/26/13	13104	Mid-South Public Communications Foundation		150
9/10/13	13036	Morehead Scholarship Foundation		20,000
3/25/13	12560	National Association of City Transportation Officials		3,000
10/15/13	13152	National Center for Family Philanthropy	11,404	
10/7/13	13119	National Center for Family Philanthropy	15,000	26,404
2/19/13	12461	National Civil Rights Museum		500
8/20/13	12973	New Leaders, Inc	6,000	
9/18/13	13069	New Leaders, Inc - General Operating Support	150,000	
2/7/13	12425	New Leaders, Inc	870	
7/2/13	12845	New Leaders, Inc - National Impact Fund	1,000,000	1,156,870
4/16/13	12621	New Memphis Institute	100	
12/18/13	13346	New Memphis Institute - General Operating Support & Speak Out Initiative	150,000	150,100
6/19/13	12796	Nourish International - Support for Expansion Campaign		2,500
12/18/13	13350	Opera Memphis - General Operating Support for 2013-14 Season		25,000
4/2/13	12588	Overton Park Conservancy	500	
4/9/13	12599	Overton Park Conservancy - Sponsorship of "A Day of Merrymaking"	1,000	1,500
5/21/13	12716	Pacific Palisades United Methodist Church		2,200
8/20/13	12974	Planned Parenthood	1,000	
1/8/13	12320	Planned Parenthood	50	
1/17/13	12364	Planned Parenthood - Support for the Building Fund	25,000	26,050

**J. R. Hyde III Foundation
2013 Contributions**

<u>Date</u>	<u>CHECK NO.</u>	<u>DONEE ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
10/17/13	13157	Playback Memphis - General Operating Support		5,000
1/8/13	12317	Presbyterian Day School - Support for Capital Campaign		285,714
1/8/13	12318	Rhodes College - Joseph R. Hyde III Professor of Free Enterprise		135,000
8/8/13	12939	Roaring Fork Conservancy - Frying Pan Environmental Study	5,000	
4/16/13	12620	Roaring Fork Conservancy - Support for the 15th Annual Frying Pan River Cleanup	500	5,500
2/14/13	12453	Second Presbyterian Church		2,500
1/28/13	12390	Shelby Farms Park Conservancy	850	
5/14/13	12698	Shelby Farms Park Conservancy	300	
6/11/13	12765	Shelby Farms Park Conservancy	1,000	
3/5/13	12502	Shelby Farms Park Conservancy - Master Plan Phase 1 Implementation Challenge Grant	1,000,000	
5/9/13	12670	Shelby Farms Park Conservancy - Master Plan Phase 1 Implementation Challenge Grant	1,000,000	
7/2/13	12844	Shelby Farms Park Conservancy - Master Plan Phase 1 Implementation Challenge Grant	1,000,000	
8/8/13	12942	Shelby Farms Park Conservancy - Master Plan Phase 1 Implementation Challenge Grant	1,000,000	
3/21/13	12550	Shelby Farms Park Conservancy	5,000	4,007,150
12/18/13	13357	Shelby Residential & Vocational Services		500
12/10/13	13313	Shepherd's Haven Ministries, Inc	100	
12/18/13	13348	Shepherd's Haven Ministries, Inc	250	
4/16/13	12622	Shepherd's Haven Ministries, Inc	200	
8/20/13	12975	Shepherd's Haven Ministries, Inc	100	650
1/17/13	12358	Silk Road Project, Inc - General Operating Support		2,500
6/19/13	12802	Smith College		50
10/23/13	13166	Soulsville Foundation		5,000
1/3/13	12308	Southern Comm Volunteers, Inc	40	
12/19/13	13366	Southern Comm Volunteers, Inc	40	
1/10/13	12335	Southern Comm Volunteers, Inc	40	120
8/8/13	12943	St Bernards Hospital Development Foundation		250
2/7/13	12423	St John's Episcopal Church		770
2/7/13	12417	St Jude Children's Research Foundation	100	
2/7/13	12420	St Jude Children's Research Foundation	100	200
12/18/13	13351	St Mary's Episcopal School	100	
2/7/13	12421	St Mary's Episcopal School	250	
12/3/13	13286	St Mary's Episcopal School - Support for Annual Fund	23,500	23,850
3/5/13	12501	StudentsFirst Institute - StudentsFirst in Tennessee		100,000
4/2/13	12585	Teach For America - Operating Support - TFA Memphis	100,000	
3/28/13	12583	Teach For America - Sponsorship of 2 teachers for the Sponsor-a-Teacher campaign	10,000	
5/9/13	12671	Teach For America - Support for Teach For America National Operations	100,000	210,000

FORM 990-PF - PART IV **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
16,914.		K-1 SANDERSON INTL VALUE FUND - STCG PROPERTY TYPE: OTHER				P	VAR 16,914.	VAR
197,992.		K-1 SANDERSON INTL VALUE FUND - LTCG PROPERTY TYPE: OTHER				P	VAR 197,992.	VAR
		K-1 SW CONTEGO FUND, LLC - STCL PROPERTY TYPE: OTHER 2,037.				P	VAR -2,037.	VAR
10,255.		K-1 SW CONTEGO FUND, LLC - LTCG PROPERTY TYPE: OTHER				P	VAR 10,255.	VAR
1,901.		K-1 SW CONTEGO FUND, LLC - SEC 1256 GAIN PROPERTY TYPE: OTHER				P	VAR 1,901.	VAR
		K-1 SW CONTEGO FUND, LLC-STCG TO 990-T PROPERTY TYPE: OTHER 307.				P	VAR -307.	VAR
		K-1 SW CONTEGO FUND, LLC-LTCG TO 990-T PROPERTY TYPE: OTHER 309.				P	VAR -309.	VAR
106.		K-1 SW CONTEGO FD LLC-1256 LOSS TO 990-T PROPERTY TYPE: OTHER				P	VAR 106.	VAR
		K-1 SW CONTEGO FUND, LLC-SEC 1231 LOSS PROPERTY TYPE: OTHER 21.				P	VAR -21.	VAR
		K-1 GT REAL PROP HOLDINGS II, LLC-STCL PROPERTY TYPE: OTHER 56,186.				P	VAR -56,186.	VAR
118,985.		K-1 GT REAL PROP HOLDINGS II, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 118,985.	VAR
104,020.		K-1 GTR PROP HLDNGS II LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 104,020.	VAR

FORM 990-PF - PART IV **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		K-1 GTR PROP HLDNGS II LLC-LTCG TO 990-T PROPERTY TYPE: OTHER 3,399.				P	VAR -3,399.	VAR
		K-1 MERCED PARTNERS, LP-LTCL PROPERTY TYPE: OTHER 47,085.				P	VAR -47,085.	VAR
18,032.		K-1 TIFF REALTY/RESOURCES III, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 18,032.	VAR
9,873.		K-1 TIFF RLTY/RESRCES III-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 9,873.	VAR
		K-1 TIFF RLTY/RESRCES III-SEC 1231-990-T PROPERTY TYPE: OTHER 6,189.				P	VAR -6,189.	VAR
41,689.		K-1 SSM VENTURE PTNRS III-LTCG PROPERTY TYPE: OTHER				P	VAR 41,689.	VAR
1,382.		K-1 ALTIUS ASSOC PRIV EQTY FD LP-STCG PROPERTY TYPE: OTHER				P	VAR 1,382.	VAR
34,757.		K-1 ALTIUS ASSOC PRIV EQTY FD LP-LTCG PROPERTY TYPE: OTHER				P	VAR 34,757.	VAR
469.		K-1 ALTIUS ASSOC PRIV EQTY FD-1231 GAIN PROPERTY TYPE: OTHER				P	VAR 469.	VAR
385.		K-1 ALTIUS ASSOC PRIV EQTY FD-1256 GAIN PROPERTY TYPE: OTHER				P	VAR 385.	VAR
1,838.		K-1 PALLADIAN PARTNERS IV, LLC-STCG PROPERTY TYPE: OTHER				P	VAR 1,838.	VAR
7,179.		K-1 PALLADIAN PARTNERS IV, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 7,179.	VAR

FORM 990-PF - PART IV **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		K-1 PALLADIAN PTNRS IV LLC-SEC 1231 LOSS PROPERTY TYPE: OTHER 1,471.				P	VAR -1,471.	VAR
		K-1 PALLADIAN PTNRS IV LLC-SEC 1256 LOSS PROPERTY TYPE: OTHER 146.				P	VAR -146.	VAR
		K-1 PALLADIAN PTNRS IV LLC-STCG TO 990-T PROPERTY TYPE: OTHER 1,776.				P	VAR -1,776.	VAR
		K-1 PALLADIAN PTNRS IV LLC-LTCG TO 990-T PROPERTY TYPE: OTHER 116.				P	VAR -116.	VAR
271.		K-1 PALLADIAN PARTNERS 2001, LLC-STCG PROPERTY TYPE: OTHER				P	VAR 271.	VAR
118,083.		K-1 PALLADIAN PARTNERS 2001, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 118,083.	VAR
772.		K-1 PALLADN PTNRS 2001 LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 772.	VAR
		K-1 PALLADIAN PARTNERS V, LLC-STCL PROPERTY TYPE: OTHER 304.				P	VAR -304.	VAR
118,090.		K-1 PALLADIAN PARTNERS V, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 118,090.	VAR
8,117.		K-1 PALLADIAN PTNRS V, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 8,117.	VAR
		K-1 PALLADIAN PTNRS V, LLC-LTCG TO 990-T PROPERTY TYPE: OTHER 6,193.				P	VAR -6,193.	VAR
650,000.		44,225.345 MORGAN STANLEY INSTITUTIONAL PROPERTY TYPE: SECURITIES 902,619.				P	VAR -252,619.	02/26/2013

FORM 990-PF - PART IV **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,786,285.		35,911 PLAINS ALL AMERICAN PIPELINE PROPERTY TYPE: SECURITIES 114,992.				D	VAR 1,671,293.	12/6/2013
10158412.		27,000 AUTOZONE INC PROPERTY TYPE: SECURITIES 1,796.				D	VAR 10156616.	02/27/2013
3,030,657.		7,168 AUTOZONE INC PROPERTY TYPE: SECURITIES 477.				D	VAR 3,030,180.	10/11/2013
1,204,002.		2,832 AUTOZONE INC PROPERTY TYPE: SECURITIES 188.				D	VAR 1,203,814.	10/14/2013
764,936.		1,800 AUTOZONE INC PROPERTY TYPE: SECURITIES 120.				D	VAR 764,816.	10/17/2013
TOTAL GAIN(LOSS)							<u>17259671.</u>	

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- 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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

J. R. HYDE, III FAMILY FOUNDATION

62-1512725

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

17 WEST PONTOTOC AVENUE, SUITE 100

City, town or post office, state, and ZIP code. For a foreign address, see instructions

MEMPHIS, TN 38103

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

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 ► CORIE RIVERS

Telephone No ► 901-685-3416FAX No ► 901-683-3147

- 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
- ☒ calendar year 2013 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions **3a** \$ 221,545
- b If this application is for Form 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** \$ 153,545
- 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** \$ 68,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

J. R. HYDE, III FAMILY FOUNDATION

62-1512725

Number, street, and room or suite no. If a P O box, see instructions

Social security number (SSN)

17 WEST PONTOTOC AVENUE, SUITE 100

City, town or post office, state, and ZIP code. For a foreign address, see instructions

MEMPHIS, TN 38103

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ **CORIE RIVERS**
Telephone No ☒ 901-685-3416 Fax No ☒ 901-683-3147
- 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

- I request an additional 3-month extension of time until NOVEMBER 15, 20 14
- For calendar year 2013, or other tax year beginning _____, 20 _____, and ending _____, 20 _____
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT YET BEEN RECEIVED AND PROCESSED FROM THIRD PARTIES. AS SOON AS THE INFORMATION IS RECEIVED, THE RETURN WILL BE FILED.

8a 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	8a \$	221,545
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 and any amount paid previously with Form 8868	8b \$	221,545
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	NONE

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒Title ☒ CPADate ☒ 08/11/14

Form 8868 (Rev 1-2014)