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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

JENIAM FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

270 BREMINGTON PLACE

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

MEMPHIS, TN 38111

G Check all that apply.

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) \$ 21,602,169.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

62-1516244

B Telephone number (see instructions)

(901) 454-7080

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

621,518.

2 Check ☐ if the foundation is not required to
attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

258,621.

257,857.

ATCH 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

1,303,224.

b Gross sales price for all
assets on line 6a 4,685,174.

7 Capital gain net income (from Part IV, line 2)

1,308,983.

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 2

47,261.

56,720.

12 Total. Add lines 1 through 11

2,230,624.

1,623,560.

13 Compensation of officers, directors, trustees, etc.

115,251.

115,251.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16,337.

16,337.

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) ATCH 3

17,925.

15,250.

c Other professional fees (attach schedule)

17 Interest. ATCH 4

14,153.

14,153.

18 Taxes (attach schedule) (see instructions) ATCH 5

65,818.

10,001.

8,817.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

1,718.

1,718.

22 Printing and publications

23 Other expenses (attach schedule) ATCH 6

145,380.

136,564.

7,760.

24 Total operating and administrative expenses.

Add lines 13 through 23

376,582.

175,968.

149,883.

25 Contributions, gifts, grants paid

773,060.

773,060.

26 Total expenses and disbursements. Add lines 24 and 25

1,149,642.

175,968.

0

922,943.

27 Subtract line 26 from line 12

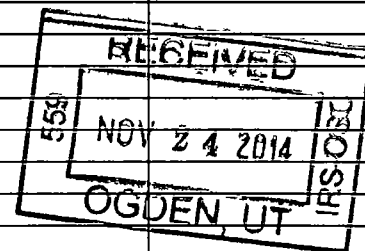
a Excess of revenue over expenses and disbursements

1,080,982.

b Net investment income (if negative, enter -0-)

1,447,592.

c Adjusted net income (if negative, enter -0-)



Operating and Administrative Expenses

Revenue

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	594,453.	426,009.	426,009.
	2	Savings and temporary cash investments	43.	576.	576.
	3	Accounts receivable ▶ 400,000.			
		Less allowance for doubtful accounts ▶	370,000.	400,000.	400,000.
	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) ▶ *		15,000.	ATCH 7
		Less allowance for doubtful accounts ▶	31,500.	15,000.	15,000.
	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 8	37,812.	18,906.	477,940.
	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 9	13,747,696.	15,001,995.	20,282,644.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	14,781,504.	15,862,486.	21,602,169.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here, ▶ ☐				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒				
	check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	14,781,504.	15,862,486.	
30	Total net assets or fund balances (see instructions),	14,781,504.	15,862,486.		
31	Total liabilities and net assets/fund balances (see instructions)	14,781,504.	15,862,486.		

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	14,781,504.
2	Enter amount from Part I, line 27a,	2	1,080,982.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,862,486.
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	15,862,486.

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

1,308,983.

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	898,112.	18,608,058.	0.048265
2011	952,817.	18,798,925.	0.050685
2010	906,699.	17,934,701.	0.050556
2009	802,621.	15,894,689.	0.050496
2008	958,004.	18,194,870.	0.052652

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

0.252654

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**

0.050531

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

19,999,518.

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

1,010,596.

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

14,476.

7 Add lines 5 and 6**7**

1,025,072.

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

922,943.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	28,952.
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	28,952.
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	28,952.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	41,125.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	51,125.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	22,173.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 22,173. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
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) ☐ 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. 10		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?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ CHARLOTTE KING Telephone no. ☐ 901-454-7080			
Located at ☐ 270 BREMINGTON MEMPHIS, TN ZIP+4 ☐ 38111				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	X
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? ☐ Yes ☒ 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) ☐	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☒ Yes ☐ No

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

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

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?**5b**

X

6b

X

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		115,251.	16,337.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

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3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

Total number of others receiving over \$50,000 for professional services

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.

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

Total. Add lines 1 through 3

JSA

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	5,649,342.
b	Average of monthly cash balances	1b	664,605.
c	Fair market value of all other assets (see instructions)	1c	13,990,132.
d	Total (add lines 1a, b, and c)	1d	20,304,079.
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	20,304,079.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	304,561.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,999,518.
6	Minimum investment return. Enter 5% of line 5	6	999,976.

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	999,976.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	28,952.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,952.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	971,024.
4	Recoveries of amounts treated as qualifying distributions	4	16,500.
5	Add lines 3 and 4	5	987,524.
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	987,524.

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	922,943.
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	922,943.
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	922,943.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				987,524.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011 3,380.				
e From 2012				
f Total of lines 3a through e	3,380.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 922,943.				
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				922,943.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,380.			3,380.
6 Enter the net total of each column as indicated below:				
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				61,201.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
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	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 12

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 13

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

ATCH 14

c Any submission deadlines

THERE ARE NO FORMAL SUBMISSION DEADLINES.

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

ATCH 15

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 16				
Total			3a	773,060.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	257,857.		764.
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income	900000	-7,847.	14	56,720.		-1,612.
8 Gain or (loss) from sales of assets other than inventory	900000	11,522.	18	1,291,702.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		3,675.		1,606,279.		-848.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,609,106.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

[illegible]

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

- b** If "Yes," complete the following schedule.

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

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

**Sign
Here**

Signature of officer or trustee Date 11/12/14

Executive Director
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

DONNA D WADE

Preparer's signature

Preparer's signature Donna P. Wade

Date

Date 11/6/14

Check ☒ self-employed

PTIN	
------	--

P00115784

Firm's name ▶ DONNA D. WADE, CPA

Firm's address ► 817 BRENTWOOD COVE
OXFORD, MS

Firm's EIN ▶

38655

Phone no 662-236-3582

Form **990-PF** (2013)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013▶ **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.**Name of the organization**

JENIAM FOUNDATION

Employer identification number

62-1516244

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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Name of organization **JENIAM FOUNDATION**

Employer identification number

62-1516244

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	ANDREW M. CLARKSON 270 BREMINGTON PLACE MEMPHIS, TN 38111	\$ 621,518.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization JENIAM FOUNDATION

Employer identification number

62-1516244

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

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

Name of organization JENIAM FOUNDATION

Employer identification number

62-1516244

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
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----

**JENIAM FOUNDATION
FORM 990-PF – 2013**

STATEMENT REQUIRED BY REG. SEC. 53.4945-5(d)

On 6/21/13, the Jeniam Foundation made a grant in the amounts of \$10,000 to the Dorset Opera, a foreign charity, over which the Foundation must exercise expenditure responsibility as required by IRC Sec. 4945(d)(4)(B) in accordance with IRC Sec. 4945(h).

NAME/ADDRESS OF THE GRANTEE

Dorset Opera
Bryanston School, Blandford Forum
Stalbridge, Dorset DT11 OPX, UK

DATE/AMOUNT OF THE GRANT

6/21/13 - \$10,000

PURPOSE OF THE GRANT

Payment of fees for guest artists/soloists of Dorset Opera.

AMOUNTS EXPENDED BY THE GRANTEE

\$10,000

STATEMENT REGARDING DIVERSION OF FUNDS

The Jeniam Foundation has confirmed that the grantee used the funds for the purpose for which they were intended. The contribution was used to assist the entity in paying the fees of soloists for the Dorset Opera. The quality of the soloists is critical to the success of any opera and, in particular, to achieving earned revenue goals. As such, Jeniam Foundation encouraged Dorset Opera to attract the best available singers.

Founded in 1974, Dorset Opera is registered in England & Wales as a charity (No. 1105318). Their mission is to spread the benefits of opera to all – especially the young. They sponsor an intensive residential summer school bringing together experienced professionals to work with an amateur chorus and stage crew.

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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					33,303.	
900.		K-1 1607 CAPITAL BOND FD-STCG PROPERTY TYPE: OTHER				P	VAR 900.	VAR
10,173.		K-1 1607 CAPITAL BOND FD-LTCG PROPERTY TYPE: OTHER				P	VAR 10,173.	VAR
12,946.		K-1 GT SPECIAL OPPORTUNITIES III LP-STCG PROPERTY TYPE: OTHER				P	VAR 12,946.	VAR
34,336.		K-1 GT SPECIAL OPPORTUNITIES III LP-LTCG PROPERTY TYPE: OTHER				P	VAR 34,336.	VAR
		K-1 GT SPCL OPPORTUNITIES III LP-CG-990- PROPERTY TYPE: OTHER 20.				P	VAR -20.	VAR
379.		K-1 GTRP HOLDINGS IV, LLC-STCG PROPERTY TYPE: OTHER				P	VAR 379.	VAR
7,769.		K-1 GTRP HOLDINGS IV, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 7,769.	VAR
5,940.		K-1 GTRP HOLDINGS IV, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 5,940.	VAR
1,093.		K-1 GTRP HOLDINGS IV, LLC-SEC 1256 GAIN PROPERTY TYPE: OTHER				P	VAR 1,093.	
		K-1 GTRP HOLDINGS IV, LLC-GT TO 990-T PROPERTY TYPE: OTHER 286.				P	VAR -286.	VAR
		K-1 GTRP HOLDINGS III, LLC-STCL PROPERTY TYPE: OTHER 471.				P	VAR -471.	VAR
		K-1 GTRP HOLDINGS III, LLC-LTCL				P	VAR	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)	
		PROPERTY TYPE: OTHER 2,143.					-2,143.	
3,605.		K-1 GTRP HOLDINGS III, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 3,605.	VAR
		K-1 GTRP HOLDINGS III, LLC-SEC 1256 LOSS PROPERTY TYPE: OTHER 129.				P	VAR -129.	VAR
		K-1 GTRP HOLDINGS III, LLC-LTCG TO 990-T PROPERTY TYPE: OTHER 2,632.				P	VAR -2,632.	VAR
		K-1 GTRP HOLDINGS II, LLC-STCL PROPERTY TYPE: OTHER 10,535.				P	VAR -10,535.	VAR
22,310.		K-1 GTRP HOLDINGS II, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 22,310.	VAR
19,503.		K-1 GTRP HOLDINGS II, LLC-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 19,503.	VAR
		K-1 GTRP HOLDINGS II, LLC-LTCG TO 990-T PROPERTY TYPE: OTHER 637.				P	VAR -637.	VAR
215.		K-1 PALLADIAN PARTNERS VII-A, LP-STCG PROPERTY TYPE: OTHER				P	VAR 215.	VAR
36.		K-1 PALLADIAN PARTNERS VII-A, LP-LTCG PROPERTY TYPE: OTHER				P	VAR 36.	VAR
79.		K-1 PALLADN PTNRS VII-A LP-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 79.	VAR
		K-1 PALLADN PTNRS VII-A LP-SEC 1256 LOSS PROPERTY TYPE: OTHER 66.				P	VAR -66.	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 PALLADN PTNRS VII-A, LP-STCG TO 990T PROPERTY TYPE: OTHER 3.				P	VAR -3.	VAR
1.		K-1 PALLADN PTNRS VII-A, LP-LTCL TO 990T PROPERTY TYPE: OTHER				P	VAR 1.	VAR
29,447.		K-1 MIDLAND INTRNATL EQTY FUND, LP-STCG PROPERTY TYPE: OTHER				P	VAR 29,447.	VAR
137,324.		K-1 MIDLAND INTRNATL EQTY FUND, LP-LTCG PROPERTY TYPE: OTHER				P	VAR 137,324.	VAR
		K-1 MIDLND INTRNTL EQTY LP-SEC 1256 LOSS PROPERTY TYPE: OTHER 240.				P	VAR -240.	VAR
		K-1 MIDLND INTRNTL EQTY FD LP-STCG-990-T PROPERTY TYPE: OTHER 40.				P	VAR -40.	VAR
		K-1 MIDLND INTRNTL EQTY FD LP-LTCG-990-T PROPERTY TYPE: OTHER 37.				P	VAR -37.	VAR
26,538.		K-1 MIDLAND US FUND, LP-STCG PROPERTY TYPE: OTHER				P	VAR 26,538.	VAR
98,829.		K-1 MIDLAND US FUND, LP-LTCG PROPERTY TYPE: OTHER				P	VAR 98,829.	VAR
		K-1 MIDLAND US FUND, LP-SEC 1256 LOSS PROPERTY TYPE: OTHER 707.				P	VAR -707.	VAR
		K-1 MIDLAND US FUND, LP-STCG TO 990-T PROPERTY TYPE: OTHER 2,751.				P	VAR -2,751.	VAR
		K-1 MIDLAND US FUND, LP-LTCG TO 990-T PROPERTY TYPE: OTHER 2,433.				P	VAR -2,433.	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 GT EMERGING MARKETS, LP-STCL PROPERTY TYPE: OTHER 15,344.				P	VAR -15,344.	VAR
47,019.		K-1 GT EMERGING MARKETS, LP-LTCG PROPERTY TYPE: OTHER				P	VAR 47,019.	VAR
45.		K-1 GT EMERGING MARKETS LP-SEC 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 45.	VAR
		K-1 GT EMERGING MARKETS LP-SEC 1256 LOSS PROPERTY TYPE: OTHER 201.				P	VAR -201.	VAR
		K-1 GT EMERGING MARKETS LP-STCG TO 990-T PROPERTY TYPE: OTHER 426.				P	VAR -426.	VAR
		K-1 GT EMERGING MARKETS LP-LTCG TO 990-T PROPERTY TYPE: OTHER 241.				P	VAR -241.	VAR
		K-1 MERCED PARTNERS, LP-LTCL PROPERTY TYPE: OTHER 33,383.				P	VAR -33,383.	VAR
613.		K-1 PALLADIAN PARTNERS IV, LLC-STCG PROPERTY TYPE: OTHER				P	VAR 613.	VAR
2,393.		K-1 PALLADIAN PARTNERS IV, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 2,393.	VAR
		K-1 PALLADIAN PARTNERS IV, LLC-SEC 1231 PROPERTY TYPE: OTHER 490.				P	VAR -490.	VAR
		K-1 PALLADIAN PARTNERS IV, LLC-SEC 1256 PROPERTY TYPE: OTHER 48.				P	VAR -48.	VAR
		K-1 PALLADIAN PTNRS IV, LLC-STCG TO 990T PROPERTY TYPE: OTHER 592.				P	VAR -592.	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-LTCG TO 990T PROPERTY TYPE: OTHER 39.				P	VAR -39.	VAR
		K-1 PALLADIAN PARTNERS V-A, LLC-STCL PROPERTY TYPE: OTHER 68.				P	VAR -68.	VAR
26,438.		K-1 PALLADIAN PARTNERS V-A, LLC-LTCG PROPERTY TYPE: OTHER				P	VAR 26,438.	VAR
1,817.		K-1 PALLADIAN PARTNERS V-A, LLC-SEC 1231 PROPERTY TYPE: OTHER				P	VAR 1,817.	VAR
		K-1 PALLADN PTNRS V-A, LLC-LTCG TO 990-T PROPERTY TYPE: OTHER 1,386.				P	VAR -1,386.	VAR
510.		ARISAIG AFRICA CONSUMER FUND-CAPITAL GAI PROPERTY TYPE: OTHER				P	510.	
25,000.		GT OFFSHORE FUND - CLASS B PROPERTY TYPE: OTHER 12,579.				P	VAR 12,421.	03/01/2013
25,000.		GT OFFSHORE FUND - CLASS B PROPERTY TYPE: OTHER 11,868.				P	VAR 13,132.	10/1/2013
299,925.		24,271.845 PIMCO ALL ASSET FUND PROPERTY TYPE: SECURITIES 294,211.				P	11/24/2003 5,714.	11/26/2013
114,776.		2,072.553 FIRST EAGLE GLOBAL FUND PROPERTY TYPE: SECURITIES 67,793.				P	11/20/2003 46,983.	11/26/2013
85,149.		1,537.555 FIRST EAGLE GLOBAL FUND PROPERTY TYPE: SECURITIES 49,555.				P	12/03/2003 35,594.	11/26/2013
201,000.		17,622.695 PIMCO UNCONSTRAINED BOND FUND PROPERTY TYPE: SECURITIES 199,144.				P	09/22/2010 1,856.	06/12/2013

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

Kind of Property		Description				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)	
324,925.		28,991.971 PIMCO UNCONSTRAINED BOND FUND PROPERTY TYPE: SECURITIES 327,622.				09/22/2010 -2,697.	11/26/2013
137,990.		12,333.758 PIMCO UNCONSTRAINED BOND FUND PROPERTY TYPE: SECURITIES 138,907.				VAR -917.	12/10/2013
775.		69.261 PIMCO UNCONSTRAINED BOND FUND PROPERTY TYPE: SECURITIES 807.				12/12/2012 -32.	12/10/2013
11,345.		1,014.045 PIMCO UNCONSTRAINED BOND FUND PROPERTY TYPE: SECURITIES 11,641.				12/27/2012 -296.	12/10/2013
491.		43.865 PIMCO UNCONSTRAINED BOND FUND PROPERTY TYPE: SECURITIES 504.				12/31/2012 -13.	12/10/2013
274,399.		24,526.109 PIMCO UNCONSTRAINED BOND FUND PROPERTY TYPE: SECURITIES 281,586.				01/08/2013 -7,187.	12/10/2013
794,541.		25,138.112 FAIRHOLME FUND PROPERTY TYPE: SECURITIES 730,835.				VAR 63,706.	01/08/2013
418,568.		1,000 AUTOZONE, INC. PROPERTY TYPE: SECURITIES 1,625.				VAR 416,943.	09/05/2013
826,211.		TIFF ABSOLUTE RETURN POOL SALE PROPERTY TYPE: OTHER 550,648.				07/31/2006 275,563.	01/16/2013
621,518.		WELLS FARGO-MICRODOSE PROPERTY TYPE: SECURITIES 237,856.				VAR 383,662.	07/24/2013
		WELLS FARGO-TO CORRECT MIRCODOSE PROPERTY TYPE: SECURITIES 383,662.				VAR -383,662.	07/24/2013
TOTAL GAIN (LOSS)						<u>1,308,983.</u>	

Passive Foreign Investment Company (PFIC) Annual Information Statement

Name of PFIC: Arisaig Africa Consumer Fund Limited 'the Fund'

Name of Shareholder: Jeniam Foundation

- (1) This Information Statement applies to the taxable year of the Fund beginning on January 1, 2013 and ending on December 31, 2013
- (2) Jeniam Foundation has the following pro-rata share of the ordinary earnings and net capital gain of the Fund for the taxable year of the Fund specified in paragraph (1).

<i>Ordinary Earnings</i>	\$	205
<i>Net Capital Gain</i>	\$	510

- (3) The amount of cash and fair market value of other property distributed or deemed distributed by the Fund to Jeniam Foundation during the taxable year specified in paragraph (1) is as follows

<i>Cash</i>	None
<i>Fair Market Value of Property</i>	None

- (4) The Fund will permit Jeniam Foundation to inspect and copy the permanent books of account, records and other documents as may be maintained by the Fund that are necessary to establish that PFIC ordinary earnings and net capital gain, as provided in Section 1293(e) of the Internal Revenue Code, are computed in accordance with U.S. income tax principles.
- (5) The Fund is an open-ended public company limited by shares incorporated in Mauritius on April 12, 2005

The Fund has no U.S. taxpayer identification, its address is.

IFS Court
TwentyEight, Cybercity
Ebene
Mauritius

Arisaig Africa Consumer Fund Limited
March 25, 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

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

JENIAM FOUNDATION

62-1516244

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

Social security number (SSN)

270 BREMINGTON PLACE

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

MEMPHIS, TN 38111

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

Telephone No **901-454-7080**

Fax No **901-452-5085**

• 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

4 I request an additional 3-month extension of time until **NOVEMBER 15**, 20 **14**

5 For calendar year **2013**, or other tax year beginning, 20, and ending, 20

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension **ALL INFORMATION NECESSARY TO FILE A COMPLETE & ACCURATE RETURN HAS NOT YET BEEN RECEIVED AND ASSEMBLED FROM THIRD PARTIES. AS SOON AS THE INFORMATION HAS BEEN 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 \$	51,000
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 \$	51,000
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 **Anna P. Wade**

Title **CPA**

Date **8/11/14**

Form 8868 (Rev 1-2014)

**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

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
	JENIAM FOUNDATION	62-1516244
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	270 BREMINGTON PLACE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	MEMPHIS, TN 38111	

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

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 ► CHARLOTTE KING

Telephone No ► 901-454-7080 FAX No ► 901-452-5085

- 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 \$	51,000
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 \$	41,000
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFPS (Electronic Federal Tax Payment System). See instructions	3c \$	10,000

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)

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHARLES SCHWAB - #4186	128,022.	128,022.
ARISAIG AFRICA CONSUMER FUND	205.	205.
INTEREST & DIVIDENDS FROM K-1'S:		
MIDLAND US FUND, LP	25,859.	25,859.
GT EMERGING MARKETS, LP	18,847.	18,847.
MIDLAND INTERNATIONAL EQUITY FUND, LP	44,061.	44,061.
GT REAL PROPERTY HOLDINGS II, LLC	2,894.	2,894.
GT REAL PROPERTY HOLDINGS III, LLC	8,780.	8,780.
GT REAL PROPERTY HOLDINGS IV, LLC	5,124.	5,124.
PALLADIAN PARTNERS IV, LLC	3,502.	3,502.
PALLADIAN PARTNERS V-A, LLC	5,316.	5,316.
PALLADIAN PARTNERS VII-A, LP	3,731.	3,731.
MERCED PARTNERS, LP	52.	52.
GT SPCL OPPORTUNITIES III LP	5,790.	5,790.
1607 CAPITAL BOND FUND, LP	5,674.	5,674.
TAX EXEMPT INCOME PER K-1'S:		
MIDLAND US FUND, LP	7.	
MIDLAND INTERNATIONAL EQUITY FUND, LP	3.	
PALLADIAN PARTNERS IV, LLC	3.	
PALLADIAN PARTNERS V-A, LLC	54.	
PALLADIAN PARTNERS VII-A, LP	12.	
GT REAL PROPERTY HOLDINGS II, LLC	390.	
GT REAL PROPERTY HOLDINGS IV, LLC	247.	
1607 CAPITAL BOND FUND, LP	48.	
TOTAL	<u>258,621.</u>	<u>257,857.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME FROM K-1'S:		
GT EMERGING MARKETS-PORTFOLIO INCOME	6,959.	6,959.
GT EMERGING MARKETS LP - ORDINARY LOSS	-151.	-151.
LESS: GT EMERGING MKRKS-INCME TO 990-T	-173.	-173.
MIDLAND US FUND, LP - PORTFOLIO LOSS	-145.	-145.
MIDLAND US FUND, LP - ORDINARY LOSS	-2,833.	-2,833.
LESS: MIDLAND US FUND-ORD LOSS - 990-T	69.	69.
MIDLAND INTL EQTY FND-PORTFOLIO INCOME	39,687.	39,687.
MIDLAND INTL EQUITY FUND-OTHER INCOME	6,825.	6,825.
LESS: MIDLAND INTL FD-INCOME TO 990-T	-479.	-479.
GT REAL PROP HLDNGS II LLC-ORD INCOME	4,940.	4,940.
LESS: GTRP HLDNGS II-ORD INC TO 990-T	1,928.	1,928.
GT REAL PROP HLDNGS II-PORTFOLIO LOSS	-291.	-291.
GT REAL PROP HOLDINGS III-ORDINRY LOSS	-4,112.	-4,112.
LESS: GTRP III-ORDINARY LOSS TO 990-T	1,947.	1,947.
GT REAL PROP HLDGS III-PORTFOLIO INC	465.	465.
GT REAL PROP HLDGS IV-ORDINARY INCOME	2,090.	2,090.
LESS: GTRP IV-ORDINARY INCOME TO 990-T	-2,772.	-2,772.
GTRP HLDGS IV-RYLTY & PORTFOLIO INCME	414.	414.
PALLADIAN PTNRS IV LLC-ORDINRY LOSS	-2,708.	-2,752.
LESS: PALLADN PTRS IV-ORD LOSS - 990-T	462.	462.
PALLADIAN PTNRS IV-ROYALTY & PORTFOLIO	415.	415.
PALLDN PTRS V-A, LLC-ORDINARY LOSS	-1,837.	-181.
LESS: PALLDN PTRS V-A - LOSS TO 990-T	87.	2,143.
PALLDN PTRS V-A, LLC-ROYALTY/PORTFOLIO	-11.	87.
MERCED PARTNERS LP-PORTFOLIO LOSS	-1,323.	-11.
MERCED PARTNERS LP - ORDINARY LOSS	182.	-1,323.
LESS: MERCED PTRS LP-ORD INC-TO 990-T	-4,159.	182.
PALLADIAN PARTNERS VII-A, LP-ORD LOSS	4,541.	-4,159.
LESS: PALLADN PTR VII-A - LOSS 990-T	2,337.	4,541.
GT SPECL OPPRTNITIES III-PORTFOLIO INC	612.	2,337.
GT SPECL OPPORTUNITIES III-OTHER INCOME		612.

ATTACHMENT 2 (CONT'D)

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LESS: GTSO III - INCOME TO 990-T		-1.
TOTALS	47,261.	56,720.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DONNA D. WADE, CPA-TAX FEES	17,925.	17,925.		
LESS: FEES ALLOC TO 990-T		-2,675.		
TOTALS	17,925.	15,250.		

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE		
PER K-1'S:		
MIDLAND US FUND, LP	1,070.	1,070.
GT EMERGING MARKETS, LP	6,452.	6,452.
MIDLAND INTL EQUITY FUND, LP	1,132.	1,132.
GT REAL PROP HLDG II, LLC	55.	55.
GT REAL PROP HLDG III, LLC	4,239.	4,239.
GT REAL PROP HLDG IV, LLC	344.	344.
PALLADIAN PARTNERS IV, LLC	403.	403.
PALLADIAN PARTNERS V-A, LLC	140.	140.
PALLADIAN PARTNERS VII-A, LP	316.	316.
GT SPCL OPPORTUNITIES III LP	2.	2.
TOTALS	14,153.	14,153.

ATTACHMENT 5FORM 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	8,817.		8,817.
990-PF TAX PAYMENTS	44,000.		
TN STATE TAX	3,000.	3,000.	
LESS: TN STATE TAX TO 990-T		-3,000.	
OTHER STATE TAXES PER K-1'S:			
GT EMERGING MARKETS, LP			
MIDLAND US FUND, LP	41.	41.	
MIDLAND INTRNATL EQTY FD, LP	611.	611.	
PALLADIAN PARTNERS IV, LLC	182.	182.	
PALLADIAN PARTNERS V-A, LLC	145.	145.	
GT REAL PROP HLDG II, LLC	644.	644.	
GT REAL PROP HLDG III, LLC	450.	450.	
GT REAL PROP HLDG IV, LLC	298.	298.	
GT SPCL OPPORTUNITIES III LP	227.	227.	
FOREIGN TAXES FROM K-1'S:	124.	124.	
MIDLAND US FUND, LP	749.	749.	
MIDLAND INTL EQUITY FUND, LP	2,640.	2,640.	
GT EMERGING MARKETS, LP	1,097.	1,097.	
GT REAL PROP HLDG II, LLC	9.	9.	
GT REAL PROP HLDG III, LLC	689.	689.	
GT REAL PROP HLDG IV, LLC	13.	13.	
PALLADIAN PARTNERS IV, LLC	219.	219.	
PALLADIAN PARTNERS V-A, LLC	147.	147.	
PALLADIAN PARTNERS VII-A, LP	3.	3.	
GT SPCL OPPORTUNITIES III LP	418.	418.	
FOREIGN TAXES-SCHWAB-#4186	1,295.	1,295.	
TOTALS	<u>65,818.</u>	<u>10,001.</u>	<u>8,817.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE SUPPLIES/EXPENSE	2,391.		2,391.
PROFESSIONAL DUES/PUBLICATIONS	2,600.		2,600.
TELEPHONE EXPENSE	1,744.		1,744.
INSURANCE EXPENSE	723.		723.
MISCELLANEOUS EXPENSES	302.		302.
BANK CHARGES & WIRE FEES	1,459.	1,459.	
DEDUCTIONS RELATED TO			
PORTFOLIO INCOME PER K-1'S:			
MIDLAND US FUND, LP	22,237.	22,237.	
MIDLAND INTL EQUITY FUND, LP	30,028.	30,028.	
MERCED PARTNERS, LP	159.	159.	
PALLADIAN PARTNERS IV, LLC	10,308.	10,308.	
PALLADIAN PARTNERS V-A, LLC	15,379.	15,379.	
PALLADIAN PARTNERS VII-A, LP	6,885.	6,885.	
GT REAL PROP HLDGS II, LLC	4,744.	4,744.	
GT REAL PROP HLDGS III, LLC	3,788.	3,788.	
GT REAL PROP HLDGS IV, LLC	7,362.	7,362.	
GT EMERGING MARKETS, LP	21,790.	21,790.	
GT SPCL OPPORTUNITIES III LP	6,194.	6,194.	
1607 CAPITAL BOND FUND, LP	1,055.	1,055.	
OTHER DEDUCTIONS PER K-1'S:			
PALLADIAN PARTNERS IV, LLC	2,687.	2,357.	
PALLADIAN PARTNERS V-A, LLC	2,470.	2,470.	
PALLADIAN PARTNERS VII-A, LP	343.	343.	
GT REAL PROP HLDG IV, LLC	6.	6.	
NONDEDUCTIBLE EXP PER K-1'S:			
GT REAL PROP HOLDINGS II LLC	17.		
GT REAL PROP HOLDINGS III LLC	56.		
GT REAL PROP HOLDINGS IV LLC	123.		
PALLADIAN PARTNERS IV, LLC	199.		
PALLADIAN PARTNERS V-A, LLC	129.		
MIDLAND US FUND, LP	179.		

ATTACHMENT 6 (CONT'D)FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PALLADIAN PARTNERS VII-A, LP	23.		
TOTALS	<u>145,380.</u>	<u>136,564.</u>	<u>7,760.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: THE WILD CENTER
ORIGINAL AMOUNT: 6,500.
DATE OF NOTE: 06/23/2011

BEGINNING BALANCE DUE 6,500.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

BORROWER: NORTHERN JAGUAR PROJECT
ORIGINAL AMOUNT: 15,000.
DATE OF NOTE: 01/21/2011

BEGINNING BALANCE DUE 15,000.

ENDING BALANCE DUE 15,000.

ENDING FAIR MARKET VALUE 15,000.

ATTACHMENT 7 (CONT'D)

BORROWER: AMERICAN BIRD CONSERVANCY 501(C)(3)
ORIGINAL AMOUNT: 20,000.
DATE OF NOTE: 05/03/2010

BEGINNING BALANCE DUE 10,000.

ENDING BALANCE DUE _____

ENDING FAIR MARKET VALUE _____

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 31,500.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 15,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 15,000.

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUTOZONE, INC. STOCK	18,906.	477,940.
TOTALS	<u>18,906.</u>	<u>477,940.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GT EMERGING MARKETS, LP	1,326,273.	1,690,942.
GT OFFSHORE FUND, LTD.-GTGH	1,271,007.	2,792,614.
TIFF ABSOLUTE RETURN POOL	449,467.	1,337,328.
MIDLAND INTNATL EQUITY FND, LP	1,339,108.	2,301,706.
MIDLAND US FUND, LP	1,773,552.	2,232,254.
GT REAL PROPERTY HLDGS II, LLC	219,018.	75,533.
PALLADIAN PARTNERS IV, LLC	269,809.	337,293.
MERCED PARTNERS, LP	254,753.	11,216.
PIMCO ALL ASSET FUND	835,367.	824,200.
FIRST EAGLE GLOBAL FUND	1,025,679.	1,281,698.
HARBOR INTERNATL FUND-INST	791,242.	1,151,024.
GT REAL PROPERTY HOLDINGS III	309,055.	275,497.
PALLADIAN PARTNERS V-A	439,072.	623,417.
GT REAL PROPERTY HOLDINGS IV	257,137.	312,298.
FAIRHOLME FUND		
GT OFFSHORE FUND, LTD.-GTP	1,900,000.	2,331,234.
PIMCO UNCONSTRAINED FUND	525,884.	508,095.
PALLADIAN PARTNERS VII-A, LP	111,934.	173,627.
1607 CAPITAL PARTNERS BD FD LP	415,740.	414,931.
ARISAIG AFRICA PFIC	200,715.	198,186.
GOTHAM ABSOLUTE RETURN FUND	437,825.	463,231.
EAGLE MLP STRATEGY FUND	425,075.	452,090.
GT SPECIL OPPORTUNITIES III LP	424,283.	494,230.
TOTALS	<u>15,001,995.</u>	<u>20,282,644.</u>

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

ATTACHMENT 10

NAME AND ADDRESS

ANDREW M. CLARKSON
270 BREMINGTON PLACE
MEMPHIS, TN 38111

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANDREW M. CLARKSON 270 BREMINGTON PLACE MEMPHIS, TN 38111	TRUSTEE 5.00	0	0	0
CAROLE G. CLARKSON 270 BREMINGTON PLACE MEMPHIS, TN 38111	TRUSTEE 1.00	0	0	0
JENNIFER CLARKSON KILLIN 270 BREMINGTON PLACE MEMPHIS, TN 38111	TRUSTEE 1.00	0	0	0
CHARLOTTE KING 270 BREMINGTON PLACE MEMPHIS, TN 38111	ASSISTANT EXECUTIVE DIRECTOR 20.00	35,250.	7,309.	0
WILLIAM CLARKSON 270 BREMINGTON PLACE MEMPHIS, TN 38111	TRUSTEE	0	0	0
HUGH KILLIN, III 270 BREMINGTON PLACE MEMPHIS, TN 38111	EXECUTIVE DIRECTOR 40.00	80,001.	9,028.	0
GRAND TOTALS		115,251.	16,337.	0

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANDREW M. & CAROLE G. CLARKSON
270 BREMINGTON PLACE
MEMPHIS, TN 38111

ANDREW AND CAROLE CLARKSON ARE BOTH TRUSTEES OF THE FOUNDATION.

ATTACHMENT 13

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

HUGH KILLIN, III
270 BREMINGTON PLACE
MEMPHIS, TN 38111
901-454-7080

ATTACHMENT 14990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

THERE ARE NO FORMAL APPLICATION GUIDELINES; REQUESTS SHOULD INITIALLY BE IN WRITTEN SUMMARY FORMAT (1-2 PAGES) AND SHOULD INCLUDE BUDGET INFORMATION. THE FOUNDATION WILL REQUEST MORE SPECIFIC DETAILS LATER, AS APPROPRIATE.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

CONTRIBUTIONS WILL ONLY BE MADE TO EXEMPT ORGANIZATIONS AND NOT TO INDIVIDUALS. GRANTS AND/OR PROJECT LOANS WILL BE MADE TO: A) THE NEW CANAAN, CT COMMUNITY, PRINCIPALLY IN ELDER CARE AND EDUCATION RELATED PROJECTS, AND B) WILDLIFE CONSERVATION. THE FOUNDATION EMPHASIZES 'VENTURE CAPITAL PHILANTHROPY' INCLUDING FEASIBILITY STUDIES AND START-UPS, AS WELL AS FUNDING FOR CAPITAL PROJECTS, WHICH ARE HARD TO FINANCE THROUGH TRADITIONAL SOURCES OR OPERATING BUDGETS. IT FURTHER EMPHASIZES FUNDING "LEVERAGE" THROUGH CHALLENGE GRANTS, MATCHING FUNDS AND PARTICIPATIONS WITH OTHER FOUNDATIONS. WHERE REQUESTED, FOUNDATION TRUSTEES/MEMBERS WILL ADDITIONALLY LEND THEIR TIME/EXPERTISE TO A SELECTED PROJECT.

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

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

AMERICAN BIRD CONSERVANCY PO BOX 249, 4249 LOUDOUN AVENUE THE PLAINS, VA 20198	N/A PUBLIC	PARTNER & RESERVE SUSTAINABILITY	90,000.
CONNECTICUT FUND FOR THE ENVIRONMENT 142 TEMPLE STREET, SUITE 305 NEW HAVEN, CT 06510	N/A PUBLIC	FEASIBILITY STUDY PROJECT FOR GREEN INFRASTRUCTURE	25,000.
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET, NW WASHINGTON, DC 20036	N/A PUBLIC	GENERAL OPERATING FUNDS	1,000
AUDUBON CONNECTICUT 613 RIVERSVILLE ROAD GREENWICH, CT 06831	N/A PUBLIC	GENERAL OPERATING FUNDS, SHOREBIRD CONSERVATION PROJECT; SMALL GRANTS PROJECT	50,000
BRITISH SCHOOLS & UNIVERSITIES FOUNDATION 575 MADISON AVENUE, SUITE 1006 NEW YORK, NY 10022	N/A PUBLIC	GLENALMOND COLLEGE; UPGRADE FACILITIES	13,000
DORSET OPERA BRYANSTON SCHOOL, BLANDFORD FORUM DT 11 OPX STALBRIDGE DORSET UNITED KINGDOM	N/A FOREIGN CHARITY	GUEST ARTIST EXPENSES - EXPENDITURE RESPONSIBILITY - SEE SEPARATE STATEMENT; SUPPORT LEAD SINGERS	11,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EARTHPLACE PO BOX 165 WESTPORT, CT 06881	N/A PUBLIC	WATER QUALITY TESTING; PURCHASE AUTOCLAVE	17,500
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	N/A PUBLIC	GENERAL OPERATING FUNDS	15,000.
UNIVERSITY OF CONNECTICUT FOUNDATION 2390 ALUMNI DRIVE, UNIT 3206 STORRS, CT 06269	N/A PUBLIC	FUND FOR MARINE SCIENCES	2,000
HORIZONS NATIONAL STUDENT ENRICHMENT PROGRAM, INC 120 POST ROAD WEST, SUITE 202 WESTPORT, CT 06880	N/A PUBLIC	EXPANSION CONSULTING & VIDEO CHALLENGE; PROGRAM IMPACT & STUDY DESIGN	42,000.
NEW CONNECTICUT FOUNDATION 70 AUDUBON STREET NEW HAVEN, CT 06510	N/A PUBLIC	CT DATA COLLABORATIVE	2,500
NEW CANAAN PUBLIC ACCESS, INC PO BOX 1711 NEW CANAAN, CT 06840	N/A PUBLIC	GENERAL OPERATING SUPPORT; EQUIPMENT; ADVERTISING	12,500.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW CANAAN SOCIETY FOR THE ARTS PO BOX 1044 NEW CANAAN, CT 06840	N/A PUBLIC	EXPANDED EXECUTIVE DIRECTOR POSITION	10,000.
NEW MEXICO WILDERNESS ALLIANCE, INC. PO BOX 25464 ALBUQUERQUE, NM 87125	N/A PUBLIC	GENERAL OPERATING FUNDS, EQUIPMENT	32,000.
NTS FOUNDATION USA 45 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108	N/A PUBLIC	WILDLIFE PROJECT, MARKETING & MAJOR DONOR CONSULTANTS	40,000.
VISITING NURSE & HOSPICE OF FAIRFIELD COUNTY PO BOX 489 WILTON, CT 06897	N/A PUBLIC	STRATEGIC CONSULTING WORK	15,000.
HOUSATONIC VALLEY ASSOCIATION PO BOX 28, 150 KENT ROAD CORNWALL BRIDGE, CT 06754	N/A PUBLIC	DONOR RELATIONS PROGRAM EXPANSION	7,000.
FAIRFIELD COUNTY'S COMMUNITY FOUNDATION 383 MAIN AVENUE NORWALK, CT 06851	N/A PUBLIC	GENERAL OPERATING SUPPORT	12,500.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SILVERMINE GUILD ARTS CENTER 1037 SILVERMINE ROAD NEW CANAAN, CT 06840	N/A	PUBLIC	REMODEL CLASSROOMS	18,750.
STAMFORD SYMPHONY ORCHESTRA 263 TRESSER BLVD. STAMFORD, CT 06901	N/A	PUBLIC	SCHOLARSHIP PROGRAM; SPONSORSHIP RECITALS	26,750
STEPPING STONES MUSEUM FOR CHILDREN 303 WEST AVENUE, MATHEWS PARK NORWALK, CT 06850	N/A	PUBLIC	MEDIA CENTER	25,000.
SUMMER THEATRE OF NEW CANAAN 70 PINE STREET NEW CANAAN, CT 06840	N/A	PUBLIC	ADMINISTRATIVE, DEVELOPMENT, AND ED SALARIES	40,000.
NORWALK PRESERVATION TRUST PO BOX 874 NORWALK, CT 06852	N/A	PUBLIC	FUNDRAISING PROFESSIONAL FOR SILVERMINE TAVERN STUDIOS	10,000.
WAVENY CARE CENTER 3 FARM ROAD NEW CANAAN, CT 06840	N/A	PUBLIC	CEILING GAIT ASSIST SYSTEM	12,250.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILDLIFE CONSERVATION SOCIETY / BRONX ZOO 2300 SOUTHERN BOULEVARD BRONX, NY 10460	N/A PUBLIC		PATAGONIA PROJECT; COMMUNICATIONS CAMPAIGN FOR KARUKINKA; LAND MANAGEMENT, CAMBODIA	30,000.
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	N/A PUBLIC		SUPPORT WELLESLEY'S CENTER FOR WORK AND SERVICE	10,000.
PASS THRU GT REAL PROPERTY HOLDINGS IV, LLC ONE COMMERCE SQUARE, SUITE 1900 MEMPHIS, TN 38103	N/A PUBLIC		THIS CONTRIBUTION WAS PASSED THROUGH TO JENIAM FOUNDATION VIA K-1 FROM THE ENTITY LISTED	8.
PASS THRU PALLADIAN PARTNERS V-A, LLC ONE COMMERCE SQUARE, SUITE 1900 MEMPHIS, TN 38103	N/A PUBLIC		THIS CONTRIBUTION WAS PASSED THROUGH TO JENIAM FOUNDATION VIA K-1 FROM THE ENTITY LISTED.	20.
PASS THRU GT REAL PROPERTY HOLDINGS II, LLC ONE COMMERCE SQUARE, SUITE 1900 MEMPHIS, TN 38103	N/A PUBLIC		THIS CONTRIBUTION WAS PASSED THROUGH TO JENIAM FOUNDATION VIA K-1 FROM THE ENTITY LISTED	2.
PASS THRU GT REAL PROPERTY HOLDINGS III, LLC ONE COMMERCE SQUARE, SUITE 1900 MEMPHIS, TN 38103	N/A PUBLIC		THIS CONTRIBUTION WAS PASSED THROUGH TO JENIAM FOUNDATION VIA K-1 FROM THE ENTITY LISTED	5.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PASS THRU FROM PALLADIAN PARTNERS IV, LLC ONE COMMERCE SQUARE, SUITE 1900 MEMPHIS, TN 38103	N/A PUBLIC	THIS CONTRIBUTION WAS PASSED THROUGH TO JENIAM FOUNDATION VIA K-1 FROM THE ENTITY LISTED.	25.
RARE 1310 NORTH COURTHOUSE ROAD, SUITE 110 ARLINGTON, VA 22201	N/A PUBLIC	FUNDING INITIATIVE	15,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	N/A PUBLIC	GENERAL OPERATING FUNDS	15,000.
BARTLETT ARBORETUM & GARDENS 151 BROOKDALE ROAD STAMFORD, CT 06903	N/A PUBLIC	DEVELOPMENT & FUNDRAISING	25,000.
JUSTWORLD INTERNATIONAL 11924 W FOREST HILL BLVD, SUITE 10A-396 WELLINGTON, FL 33414	N/A PUBLIC	GENERAL OPERATING SUPPORT	5,000
NATIONAL FISH AND WILDLIFE FOUNDATION 1133 FIFTEENTH ST NW, SUITE 1100 WASHINGTON, DC 20005	N/A PC	SUPPORT LONG ISLAND SOUND ECOSYSTEM PROJECT, COLLABORATIVE MEETING EXPENSES	30,500

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOLF CONSERVATION CENTER PO BOX 421 SOUTH SALEM, NY 10590	N/A PUBLIC	EQUIPMENT; GENERAL OPERATING SUPPORT	36,000.
EVERWONDER CHILDREN'S MUSEUM PO BOX 566 BOTSFORD, CT 06404	N/A PUBLIC	CAPITAL CAMPAIGN & FEASIBILITY STUDY	12,000.
OCEANITES PO BOX 15259 CHEVY CHASE, MD 20825	N/A PUBLIC	DOCUMENTARY PRODUCTION WORK; GENERAL OPERATING SUPPORT	25,000.
VOICES OF ASCENSION 12 WEST 11TH STREET NEW YORK, NY 10011	N/A PUBLIC	EXPAND ROLE OF MARKETING/DEVELOPMENT ASSOCIATE	10,000
NORWALK LAND TRUST PO BOX 34 NORWALK, CT 06853	N/A PUBLIC	CREATION OF BIRD SANCTUARY	5,000.
RIVERS ALLIANCE OF CONNECTICUT PO BOX 1797 LITCHFIELD, CT 06759	N/A PUBLIC	MEMBERSHIP EXPANSION PROJECT	2,500.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOWN OF NEW CANAAN, CT, HEALTH & HUMAN SERVICES 77 MAIN STREET NEW CANAAN, CT 06840	N/A	GOVERNMENT	TELEMEDICINE EQUIPMENT	10,000.
ASPETUCK LAND TRUST P. O BOX 444 WESTPORT, CT 06881	N/A	PUBLIC	INVASIVE SPECIES REMOVAL	10,000.
INTERNATIONAL INSTITUTE OF CONNECTICUT 670 CLINTON AVENUE BRIDGEPORT, CT 06605	N/A	PC	EQUIPMENT; ED PARTICIPATION IN LEADERSHIP PROGRAM	1,250.
TOTAL CONTRIBUTIONS PAID				771,060.