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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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation PLOUGH FOUNDATION		A Employer identification number 23-7175983	
Number and street (or P O box number if mail is not delivered to street address) 62 NORTH MAIN STREET NO 201		B Telephone number (see instructions) (901) 521-2779	
City or town, state or province, country, and ZIP or foreign postal code MEMPHIS, TN 38103		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 118,400,890		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) <u>MODIFIED CASH</u> (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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	189,319			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	709,113	709,113		
	4 Dividends and interest from securities.	1,888,879	1,888,879		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	10,824,003			
	b Gross sales price for all assets on line 6a 34,305,252				
	7 Capital gain net income (from Part IV, line 2) . . .		10,824,003		
	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)	2,000,000	0		
	12 Total. Add lines 1 through 11	15,611,314	13,421,995		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	340,707	39,626		301,081
	14 Other employee salaries and wages	459,365	19,293		440,072
	15 Pension plans, employee benefits	220,310	9,254		211,056
	16a Legal fees (attach schedule)	16,186	2,023		14,163
	b Accounting fees (attach schedule)	16,000	16,000		0
	c Other professional fees (attach schedule)	713,566	641,161		72,405
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	96,045	0		0
	19 Depreciation (attach schedule) and depletion	19,813	832		
	20 Occupancy	109,312	4,591		104,721
	21 Travel, conferences, and meetings	35,565	353		35,212
	22 Printing and publications				
	23 Other expenses (attach schedule)	103,825	4,361		99,464
	24 Total operating and administrative expenses. Add lines 13 through 23	2,130,694	737,494		1,278,174
	25 Contributions, gifts, grants paid	13,408,100			13,408,100
	26 Total expenses and disbursements. Add lines 24 and 25	15,538,794	737,494		14,686,274
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	72,520			
	b Net investment income (if negative, enter -0-)		12,684,501		
	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	106,843	36,361	36,361
	2	Savings and temporary cash investments	9,357,366	4,139,307	4,139,307
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	3,200,932	5,001,923	4,955,287
	b	Investments—corporate stock (attach schedule)	65,664,984	69,601,978	95,334,514
	c	Investments—corporate bonds (attach schedule).	14,419,356	14,041,296	13,892,814
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 483,370 Less accumulated depreciation (attach schedule) ▶ 447,263	34,971	36,107	36,107
15	Other assets (describe ▶ _____)	6,500	6,500	6,500	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	92,790,952	92,863,472	118,400,890	
Liabilities	17	Accounts payable and accrued expenses	21,775,135	38,862,845	
	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)	21,775,135	38,862,845	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	141,886,994	141,886,994	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-70,871,177	-87,886,367	
	30	Total net assets or fund balances (see instructions)	71,015,817	54,000,627	
31	Total liabilities and net assets/fund balances (see instructions) . . .	92,790,952	92,863,472		

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 71,015,817
2	Enter amount from Part I, line 27a	2 72,520
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 71,088,337
5	Decreases not included in line 2 (itemize) ▶ _____	5 17,087,710
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 54,000,627

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	10,824,003
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2013	13,462,516	115,474,045	0 116585
2012	10,483,449	110,782,853	0 094631
2011	8,460,692	115,113,383	0 073499
2010	11,428,927	115,322,160	0 099104
2009	11,540,668	106,694,935	0 108165

2	Total of line 1, column (d).	2	0 491984
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 098397
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	119,800,731
5	Multiply line 4 by line 3.	5	11,788,033
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	126,845
7	Add lines 5 and 6.	7	11,914,878
8	Enter qualifying distributions from Part XII, line 4.	8	14,686,274

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

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	126,845
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3		Add lines 1 and 2.		3	126,845
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	126,845
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	92,000	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	92,000
8		Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	759
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	35,604
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 2015 estimated tax Refunded		11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ PLOUGH ORG				
14	The books are in care of ▶ ROBERT WALLACE Telephone no ▶ (901) 521-2779			
	Located at ▶ 62 N MAIN STREET SUITE 201 MEMPHIS TN ZIP +4 ▶ 38103			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARBARA JACOBS	PROGRAM DIRECTOR	139,519	24,149	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103	40 00			
ROBERT WALLACE	CHIEF FINANCIAL	124,388	37,926	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103	OFFI 40 00			
JOANN CHRISTIAN	EXECUTIVE	109,977	25,876	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103	ASSISTANT 40 00			
KATIE MIDGLEY	PROGRAM	79,481	26,219	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103	ASSOCIATE 40 00			
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HIGHLAND CAPITAL MANAGEMENT CORP 6077 PRIMACY PARKWAY STE 228 MEMPHIS,TN 38119	INVESTMENT ADVISORS	406,720
SOUTHEASTERN ASSET MANAGEMENT 6410 POPLAR AVENUE STE 900 MEMPHIS,TN 38119		
		232,808
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	

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	113,760,584
b	Average of monthly cash balances.	1b	7,828,417
c	Fair market value of all other assets (see instructions).	1c	36,107
d	Total (add lines 1a, b, and c).	1d	121,625,108
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	121,625,108
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,824,377
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	119,800,731
6	Minimum investment return. Enter 5% of line 5.	6	5,990,037

Part XI

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

1	Minimum investment return from Part X, line 6.	1	5,990,037
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	126,845
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	126,845
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	5,863,192
4	Recoveries of amounts treated as qualifying distributions.	4	2,000,000
5	Add lines 3 and 4.	5	7,863,192
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	7,863,192

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	14,686,274
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	14,686,274
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	126,845
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	14,559,429

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 2013	(c) 2013	(d) 2014
1		Distributable amount for 2014 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2014			
a		Enter amount for 2013 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2014			
a		From 2009.			
b		From 2010.			
c		From 2011.			
d		From 2012.			
e		From 2013.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2014 from Part XII, line 4			
a		Applied to 2013, 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 2014 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2014			
		(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:			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).			
8		Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a		Excess from 2010.			
b		Excess from 2011.			
c		Excess from 2012.			
d		Excess from 2013.			
e		Excess from 2014.			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) ☐ 4942(j)(5)

2a	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) 2014	(b) 2013	(c) 2012	(d) 2011	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

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

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

b

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

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

c

Any submission deadlines

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

d

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

GRANTS PRIMARILY IN MEMPHIS/SHELBY COUNTY NO GRANTS TO INDIVIDUALS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	13,408,100
b Approved for future payment See Additional Data Table				
Total			▶ 3b	23,587,873

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
STOCK - LONG TERM	P		
STOCK - SHORT TERM	P		
CORPORATE BONDS - LONG TERM	P		
CORPORATE BONDS - SHORT TERM	P		
GOVERNMENT BONDS - LONG TERM	P		
GOVERNMENT BONDS - SHORT TERM	P		
MORTGAGE OBLIGATIONS	P		
INTERNATIONAL INVESTMENTS - LONG TERM	P		
INTERNATIONAL INVESTMENTS - SHORT TERM	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
24,780,925		14,418,634	10,362,291
1,732,983		1,385,659	347,324
4,709,710		4,691,802	17,908
1,254,561		1,255,241	-680
355,944		326,377	29,567
670,269		668,656	1,613
233		229	4
410,018		373,671	36,347
390,609		360,980	29,629

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,362,291
			347,324
			17,908
			-680
			29,567
			1,613
			4
			36,347
			29,629

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIANE RUDNER	CHAIRMAN/TRUSTEE 20 00	0	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
EUGENE CALLAHAN	TRUSTEE 1 00	0	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
JAMES SPRINGFIELD	TRUSTEE 1 00	4,000	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
JOCELYN RUDNER	TRUSTEE 1 00	0	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
JOHNNY MOORE JR	TRUSTEE 1 00	4,000	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
PATRICIA BURNHAM	TRUSTEE 1 00	0	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
PETER PETTIT	TRUSTEE 1 00	4,000	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
MIKE CARPENTER	EXECUTIVE DIRECTOR 40 00	198,996	57,415	6,000
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
DD R EISENBERG	TRUSTEE 1 00	0	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
STEVE WISHNIA	TRUSTEE 1 00	4,000	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
SUNTRUST BANK	TRUSTEE 1 00	121,713	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				
RICK MASSON	TRUSTEE 1 00	4,000	0	0
62 N MAIN STREET STE 201 MEMPHIS,TN 38103				

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

DIANE RUDNER
JOCELYN RUDNER
PATRICIA BURNHAM
DD R EISENBERG

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

Recipient	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 <i>Paid during the year</i>				
AGING COMMISSION OF THE MID-SOUTH 2760 UNION AVENUE MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	97,500
AMERICAN RED CROSS OF THE MID-SOUTH 1400 CENTRAL AVENUE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	200,000
ALLIANCE FOR NONPROFIT EXCELLENCE 5100 POPLAR AVE 502 MEMPHIS,TN 38137	NONE	PUBLIC	PROGRAM SUPPORT	75,000
ARTSMEMPHIS 119 SOUTH MAIN STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	100,000
AWA FAMILY MEDIATION CENTER 1207 PEABODY AVENUE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	72,550
BLUES FOUNDATION INC 49 UNION AVENUE MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	50,000
BOY SCOUTS OF AMERICA 171 S HOLLYWOOD STREET MEMPHIS,TN 38112	NONE	PUBLIC	CONSTRUCTION PROJECT	100,000
BOYS & GIRLS CLUBS OF GREATER MEMPHIS 44 S REMBERT MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	200,000
BROOKS MUSEUM 1934 POPLAR AVE MEMPHIS,TN 38104	NONE	PUBLIC	CONSTRUCTION PROJECT	200,000
BRIDGES USA INC 314 GOODLETT ST MEMPHIS,TN 38117	NONE	PUBLIC	PROGRAM SUPPORT	150,000
CLEAN MEMPHIS INC 1859 MADISON AVENUE MEMPHIS,TN 38174	NONE	PUBLIC	PROGRAM SUPPORT	25,000
COCAINE ALCOHOL AWARENESS PROGRAM 4041 KNIGHT ARNOLD ROAD MEMPHIS,TN 38118	NONE	PUBLIC	PROGRAM SUPPORT	250,000
COMMUNITY ALLIANCE FOR THE HOMELESS INC 44 N SECOND ST STE 302 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	60,000
CONSORTIUM 22 N FRONT STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	45,000
DIXON GALLERY AND GARDENS 4339 PARK AVE MEMPHIS,TN 38117	NONE	PUBLIC	GENERAL/OPERATING SUPPORT	130,000
Total  3a				13,408,100

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
EXCHANGE CLUB FAMILY CENTER OF THE MID-SOUTH INC 2180 UNION AVENUE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	75,000
FAMILY SAFETY CENTER 600 JEFFERSON AVE STE 200 MEMPHIS,TN 38105	NONE	PUBLIC	PROGRAM SUPPORT	468,690
FRIENDS OF THE LEVITT PAVILION MEMPHIS INC 516 TENNESSEE STREET STE 422 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	120,000
GOVERNORS FOUNDATION FOR HEALTH AND WELLNESS 511 UNION STREET SUITE 720 NASHVILLE,TN 37219	NONE	PUBLIC	PROGRAM SUPPORT	40,000
GRACE HOUSE OF MEMPHIS 329 N BELLEVUE BLVD MEMPHIS,TN 38105	NONE	PUBLIC	PROGRAM SUPPORT	18,000
GRANTMAKERS IN AGING INC 2001 JEFFERSON DAVIS HIGHWAY ARLINGTON,VA 22202	NONE	PUBLIC	MEMBERSHIP DUES	700
GREATER MEMPHIS GREENLINE INC 1680 JACKSON AVENUE MEMPHIS,TN 38107	NONE	PUBLIC	PROGRAM SUPPORT	40,000
HABITAT FOR HUMANITY OF GREATER MEMPHIS 7130 WINCHESTER ROAD MEMPHIS,TN 38125	NONE	PUBLIC	PROGRAM SUPPORT	479,440
HATTILOO THEATRE 656 MARSHALL AVENUE MEMPHIS,TN 38103	NONE	PUBLIC	CAPITAL CAMPAIGN	125,000
LEBONHEUR CHILDREN'S MEDICAL CENTER FOUNDATION PO BOX 41817 MEMPHIS,TN 38174	NONE	PUBLIC	PROGRAM SUPPORT	500,000
LEADERSHIP ACADEMY 22 N FRONT STREET 160 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	75,000
LEADERSHIP MEMPHIS 119 SOUTH MAIN STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	325,000
MADONNA LEARNING CENTER 7007 POPLAR AVENUE GERMANTOWN,TN 38138	NONE	PUBLIC	PROGRAM SUPPORT	250,000
MEDICAL EDUCATION AND RESEARCH INSTITUTE 44 SOUTH CLEVELAND STREET MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	26,200
MEMPHIS AREA HOMEBUILDERS 7990 TRINITY ROAD CORDOVA,TN 38018	NONE	PUBLIC	PROGRAM SUPPORT	56,040
Total  3a				13,408,100

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MEMPHIS AREA LEGAL SERVICES INC 22 N FRONT STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	72,550
MEMPHIS AREA WOMEN'S COUNCIL 2574 SAM COOPER BLVD MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	30,000
MEMPHIS CHILD ADVOCACY CENTER 1085 POPLAR AVE MEMPHIS,TN 38105	NONE	PUBLIC	CAPITAL CAMPAIGN	112,000
MEMPHIS CITY SCHOOLS FOUNDATION 2597 AVERY AVENUE MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	250,000
MEMPHIS GRANTMAKERS FORUM 123 MCCORD HALL MEMPHIS,TN 38152	NONE	PUBLIC	PROGRAM SUPPORT	1,000
MEMPHIS JEWISH FEDERATION 6560 POPLAR AVE B GERMANTOWN,TN 38138	NONE	PUBLIC	ANNUAL CAMPAIGN	450,000
MEMPHIS LEADERSHIP FOUNDATION 1548 POPLAR AVE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	150,000
MEMPHIS ROCK-N-SOUL INC 191 BEALE ST MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	50,000
MEMPHIS SHELBY CRIME COMMISSION 119 S MAIN ST STE 450 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	150,000
MEMPHIS SYMPHONY ORCHESTRA 585 S MENDENHALL ROAD MEMPHIS,TN 38117	NONE	PUBLIC	PROGRAM SUPPORT	70,000
MEMPHIS TOMORROW 17 W PONTOTOC AVE STE 100 MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	98,295
MERITAN INC 4700 POPLAR AVENUE MEMPHIS,TN 38117	NONE	PUBLIC	PROGRAM SUPPORT	150,000
MID-SOUTH PUBLIC COMM FUND 7151 CHERRY FARMS RD CORDOVA,TN 38016	NONE	PUBLIC	PROGRAM SUPPORT	50,000
NATIONAL ASSN TO PROTECT CHILDREN POB 27451 KNOXVILLE,TN 37927	NONE	PUBLIC	PROGRAM SUPPORT	81,667
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY ST MEMPHIS,TN 38103	NONE	PUBLIC	CONSTRUCTION PROJECT	100,000
Total  3a				13,408,100

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NEW DAY CHILDREN'S THEATRE INC 4630 MERCHANTS PARK CIRCLE COLLIERVILLE,TN 38017	NONE	PUBLIC	PROGRAM SUPPORT	6,000
OVERTON PARK CONSERVANCY 1719 HARBERT AVE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	300,000
ORPHEUM THEATRE 203 S MAIN STREET MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	500,000
SHELBY COUNTY DRUG COURT 201 POPLAR AVE MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	40,000
SHELBY COUNTY GOVERNMENT CRIME VICTIMS CENTER 1750 MADISON AVE SUITE 100 MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	68,406
SHELBY RESIDENTIAL AND VOCATIONAL SERVICES INC 3592 KNIGHT ARNOLD RD MEMPHIS,TN 38118	NONE	PUBLIC	PROGRAM SUPPORT	300,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PIZ SE ATLANTA,GA 30303	NONE	PUBLIC	PROGRAM SUPPORT	8,000
SOUTHERN COLLEGE OF OPTOMETRY 1245 MADISON AVENUE MEMPHIS,TN 38104	NONE	PUBLIC	CONSTRUCTION PROJECT	200,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS,TN 38105	NONE	PUBLIC	CONSTRUCTION PROJECT	250,000
SYNERGY FOUNDATION 2305 AIRPORT INTERCHANGE AVE MEMPHIS,TN 38132	NONE	PUBLIC	PROGRAM SUPPORT	33,902
TEMPLE ISRAEL 1376 E MASSEY RD MEMPHIS,TN 38120	NONE	PUBLIC	PROGRAM SUPPORT	525,000
THE CANCER CARD XCHANGE PO BOX 1004 COLLIERVILLE,TN 38027	NONE	PUBLIC	PROGRAM SUPPORT	5,000
UNIVERSITY OF MEMPHIS FOUNDATION - SCHOOL OF PUBLIC HEALTH PO BOX 1000 MEMPHIS,TN 381480001	NONE	PUBLIC	PROGRAM SUPPORT	500,000
WOLF RIVER CONSERVANCY INC 3100 WALNUT GROVE RD MEMPHIS,TN 38111	NONE	PUBLIC	PROGRAM SUPPORT	13,100
CENTER CITY DEVELOPMENT CORP 114 NORTH MAIN STREET MEMPHIS,TN 38103	NONE	PUBLIC	CONSTRUCTION PROJECT	250,000
Total  3a				13,408,100

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIREFIGHTERS REGIONAL BURN CENTER 877 JEFFERSON AVE MEMPHIS,TN 38103	NONE	PUBLIC	CONSTRUCTION PROJECT	1,000,000
FRIENDS FOR LIFE 43 N CLEVELAND STREET MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	25,000
MEMPHIS ZOO 2000 PRENTISS PLACE MEMPHIS,TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	750,000
MID-SOUTH MINORITY COUNCIL TADP INC 158 MADISON AVE MEMPHIS,TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	50,000
RHODES COLLEGE 2000 N PARKWAY MEMPHIS,TN 38112	NONE	PUBLIC	CONSTRUCTION PROJECT	880,000
SHELBY COUNTY BOOKS FROM BIRTH 2924 WALNUT GROVR ROAD 4 MEMPHIS,TN 38111	NONE	PUBLIC	PROGRAM SUPPORT	100,000
SHELBY FARMS PARK CONSERVATORY 500 N PINE LAKE DRIVE MEMPHIS,TN 38134	NONE	PUBLIC	CONSTRUCTION PROJECT	500,000
WILLIAM R MOORE COLLEGE OF TECHNOLOGY 1200 POPLAR AVE MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	200,000
THE RICHARD G FARMER & ALLEN O BATTLE CRISIS CENTER 135 NORTH PAULINE ST MEMPHIS,TN 38105	NONE	PUBLIC	PROGRAM SUPPORT	34,060
UTWEST INSTITUTE FOR CANCER RESEARCH 1924 ALCOA HIGHWAY KNOXVILLE,TN 37920	NONE	PUBLIC	CONSTRUCTION PROJECT	500,000
902 BLOC SQUAD 315 S HOLLYWOOD STREET MEMPHIS,TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	200,000
Total  3a				13,408,100

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2014
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Name of the organization PLOUGH FOUNDATION	Employer identification number 23-7175983
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Organization type (check one)

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$5,000 or more during the year. ▶ \$ _____

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

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

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	JOCELYN P RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	\$ 100,268	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>2</u>	MR MRS ALBERT BURNHAM 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	\$ 25,102	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>3</u>	D D EISENBERG 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	\$ 15,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>4</u>	MS DIANE RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>5</u>	WILLIAM RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	\$ 23,949	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

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

Part III

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

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

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

TY 2014 Accounting Fees Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES	16,000	16,000		0

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

TY 2014 Depreciation Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE, FIXTURES AND EQUIPMENT	2008-06-30	483,370	427,450	SL	5 000000000000	19,813	0		

**TY 2014 Investments Corporate
Bonds Schedule**

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS & COLLATERALIZED OBLIGATIONS	14,041,296	13,892,814

**TY 2014 Investments Corporate
Stock Schedule****Name:** PLOUGH FOUNDATION**EIN:** 23-7175983

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS/INTERNATIONAL MUTUAL FUNDS	69,601,978	95,334,514

TY 2014 Investments Government Obligations Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

**US Government Securities - End of
Year Book Value:**

5,001,923

**US Government Securities - End of
Year Fair Market Value:**

4,955,287

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2014 Land, Etc. Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE, FIXTURES AND EQUIPMENT	483,370	447,263	36,107	

TY 2014 Legal Fees Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	16,186	2,023		14,163

TY 2014 Other Assets Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

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

TY 2014 Other Decreases Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description	Amount
INCREASE IN GRANT APPROPRIATIONS	17,087,710

TY 2014 Other Expenses Schedule**Name:** PLOUGH FOUNDATION**EIN:** 23-7175983

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TEMPORARY EMPLOYEES	660	28		632
COMPUTER EXPENSES	18,521	778		17,743
OFFICE EXPENSES	9,336	392		8,944
TELEPHONE	6,411	269		6,142
POSTAGE	772	32		740
DUES & SUBSCRIPTIONS	2,663	112		2,551
INSURANCE	12,262	515		11,747
OTHER FEES & SERVICES	2,790	117		2,673
REPAIRS & MAINTENANCE	6,038	254		5,784
OTHER OPERATING EXPENSES	44,372	1,864		42,508

TY 2014 Other Income Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GRANT DISTRIBUTION RECOVERIES	2,000,000		2,000,000

TY 2014 Other Professional Fees Schedule**Name:** PLOUGH FOUNDATION**EIN:** 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANTS- PROFESSIONAL	74,038	1,633		72,405
INVESTMENT ADVISORY FEES	639,528	639,528		0

TY 2014 Substantial Contributors Schedule**Name:** PLOUGH FOUNDATION**EIN:** 23-7175983

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

TY 2014 Taxes Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	96,045	0		0