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

Department of the Treasury  
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation <b>THE SALMON FOUNDATION</b>			<b>A Employer identification number</b>  62-1219453	
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 240005</b>		Room/suite	<b>B Telephone number (see instructions)</b>  901-761-9790	
City or town <b>MEMPHIS</b>	State <b>TN</b>	ZIP code <b>38124-0005</b>		
Foreign country name	Foreign province/state/county	Foreign postal code	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 712,001		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
			<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

<b>Part I Analysis of Revenue and Expenses</b> (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)	
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)					
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
	<b>3</b> Interest on savings and temporary cash investments	80	80	80		
	<b>4</b> Dividends and interest from securities	3,137	2,137	3,137		
	<b>5a</b> Gross rents					
	<b>b</b> Net rental income or (loss)					
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	84				
	<b>b</b> Gross sales price for all assets on line 6a 10,065					
	<b>7</b> Capital gain net income (from Part IV, line 2)		84			
	<b>8</b> Net short-term capital gain					
	<b>9</b> Income modifications					
	<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less: Cost of goods sold						
<b>c</b> Gross profit or (loss) (attach schedule)						
<b>11</b> Other income (attach schedule)						
<b>12</b> Total. Add lines 1 through 11		3,301	2,304	3,217		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc					
	<b>14</b> Other employee salaries and wages					
	<b>15</b> Pension plans, employee benefits					
	<b>16a</b> Legal fees (attach schedule)					
	<b>b</b> Accounting fees (attach schedule)		750			
	<b>c</b> Other professional fees (attach schedule)					
	<b>17</b> Interest					
	<b>18</b> Taxes (attach schedule) (see instructions)		2			
	<b>19</b> Depreciation (attach schedule) and depletion					
	<b>20</b> Occupancy					
	<b>21</b> Travel, conferences, and meetings					
	<b>22</b> Printing and publications					
	<b>23</b> Other expenses (attach schedule)		984	964	964	
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		1,736	964	964	0
	<b>25</b> Contributions, gifts, grants paid		38,500			38,500
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		40,236	964	964	38,500	
<b>27</b> Subtract line 26 from line 12						
<b>a</b> Excess of revenue over expenses and disbursements		-36,935				
<b>b</b> Net investment income (if negative, enter -0-)			1,337			
<b>c</b> Adjusted net income (if negative, enter -0-)				2,253		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	181,958	117,025	117,025
	3	Accounts receivable ▶ 240			
		Less allowance for doubtful accounts ▶		240	240
	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)	459,689	394,745	397,248
	b	Investments—corporate stock (attach schedule)	46,437	139,139	169,709
	c	Investments—corporate bonds (attach schedule)	24,912	24,912	27,779
	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 ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	712,996	676,061	712,001	
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	<b>Total liabilities</b> (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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	712,996	676,061	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	712,996	676,061		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	712,996	676,061		

**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	712,996
2	Enter amount from Part I, line 27a	2	-36,935
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	676,061
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	676,061

**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 Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			0	
b			0	
c			0	
d			0	
e			0	
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	84
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	-2,204

**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.

(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	38,449	702,790	0.054709
2012	38,256	743,840	0.051430
2011	38,500	759,112	0.050717
2010	37,951	740,290	0.051265
2009	31,250	676,247	0.046211
2	Total of line 1, column (d)		0.254332
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		0.050866
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		714,701
5	Multiply line 4 by line 3		36,354
6	Enter 1% of net investment income (1% of Part I, line 27b)		13
7	Add lines 5 and 6		36,367
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions		38,500

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter ..... (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		13
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		0
<b>3</b>	Add lines 1 and 2	<b>3</b>		13
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>		13
<b>6</b>	Credits/Payments			
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	1,505	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>		1,505
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		1,492
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> 1,492 <b>Refunded</b>	<b>11</b>		0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> 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>		X
<b>3</b> 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>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> 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>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		X
<b>9</b> 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>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JOHN L SALMON Telephone no ▶ 901-761-9790 Located at ▶ 5350 POPLAR AVENUE, SUITE 310, MEMPHIS TN ZIP+4 ▶ 38119			
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	3b	N/A
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 2014?	4b	X

**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)?  Yes  No

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?  Yes  No

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN L. SALMON P O BOX 240005 MEMPHIS, TN 38124-0005	PRESIDENT 00	0		
MADELEINE S. NEWKIRK P O BOX 240005 MEMPHIS, TN 38124-0005	SECRETARY 00	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		00	0	
		00	0	
		00	0	
		00	0	
		00	0	

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 NONE	
2 NONE	
3 NONE	
4 NONE	

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

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

	Amount
1 NONE	
2 NONE	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	554,252
b	Average of monthly cash balances	1b	171,333
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	725,585
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	725,585
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,884
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	714,701
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	35,735

**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	35,735
2a	Tax on investment income for 2014 from Part VI, line 5	2a	13
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,722
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	35,722
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	35,722

**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	38,500
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	38,500
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	13
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	38,487

**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				35,722
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010		2,034		
c From 2011		1,721		
d From 2012		1,552		
e From 2013		3,411		
f Total of lines 3a through e	8,718			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 38,500				
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				35,722
e Remaining amount distributed out of corpus	2,778			
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	11,496			
b Prior years' undistributed income Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				0
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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	11,496			
10 Analysis of line 9:				
a Excess from 2010		2,034		
b Excess from 2011		1,721		
c Excess from 2012		1,552		
d Excess from 2013		3,411		
e Excess from 2014		2,778		

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

N/A

- 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 foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

**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).)
- NONE
- 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
- 
- b** The form in which applications should be submitted and information and materials they should include
- 
- c** Any submission deadlines
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	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
<b>a Paid during the year</b>				
UNITED WAY OF THE MID-SOUTH 6775 LENNOX CENTER CT , #200 MEMPHIS, TN 38115 DIXON GALLERY AND GARDENS 4339 PARK AVENUE MEMPHIS, TN 38117 GREATER MEMPHIS ARTS COUNCIL 8 S THIRD STREET MEMPHIS, TN 38103 EPISCOPAL RELIEF AND DEVELOPMENT 815 SECOND AVENUE NEW YORK, NY 10017 CHURCH HEALTH CENTER 1210 PEABODY AVENUE MEMPHIS, TN 38104 EMMANUEL EPISCOPAL CENTER P O BOX 550 MEMPHIS, TN 38101 ST JUDE CHILDREN'S RESEARCH HOSPITAL 332 NORTH LAUDERDALE MEMPHIS, TN 38105 METROPOLITAN INTER-FAITH ASSOCIATION P O. BOX 3130 MEMPHIS, TN 38173			COMMUNITY SERVICES  SUPPORT MUSEUM  PROMOTE THE ARTS  EMERGENCY AID  HEALTH SERVICES  INNER CITY YOUTH  CHILDREN'S HOSPITAL  COMMUNITY SERVICES	18,000  750  500  5,000  3,000  250  3,000  8,000
<b>Total</b>				<b>3a</b> 38,500
<b>b Approved for future payment</b>				
<b>Total</b>				<b>3b</b> 0





**Part I, Line 16b (990-PF) - Accounting Fees**

		750	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	RICHARD J FOSTER, CPA	750	0	0	0

**Part I, Line 18 (990-PF) - Taxes**

		2	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	2	0	0	0

**Part I, Line 23 (990-PF) - Other Expenses**

		984	964	964	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT ADVISORY FEES	957	957	957	0
2	ANNUAL REPORT FILING FEE	20	0	0	0
3	FOREIGN CUSTODY FEES	7	7	7	0

**Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations**

	Description	Federal		State/Local		Num Shares/ Face Value	Book Value		FMV		State/Local Obligation
		439,939	374,995	19,750	19,750		439,982	22,713	19,750	22,713	
1	MONTGOMERY CO TN BONDS, 5.0%, DUE 2/27/14			19,750	19,750	100,000	19,750	19,750	22,713	22,263	X
2	U S TREASURY BILLS, 0.0%, DUE 2/27/14			439,939	0	440,000	439,939	0	439,982	0	
3	U S TREASURY BILLS, 0.0%, DUE 3/19/15			0	374,995	0	374,995	0	0	374,985	

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

	Description	Num. Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	LOCCITANE LUXEMBOURG	655	1,463	1,463	1,394	1,652
2	PIRELLI & CO SPA	436	4,789	0	7,634	0
3	IDEXX LABS INC	58	4,808	4,808	6,170	8,600
4	INTERNATIONAL BUSINESS MACHINES CO	25	4,801	4,801	4,689	4,011
5	VALEANT PHARMACEUTICALS INTL	240	20,284	49,673	28,176	73,559
6	WORLD FUEL SERVICES CORP	126	4,837	3,532	5,438	4,411
7	ZOETIS INC	180	5,455	5,455	5,884	7,745
8	SERCO GROUP PLC	377	0	1,909	0	944
9	CIE FINANCIERE RICHEMONT AG ZUG	63	0	5,468	0	5,632
10	CABELAS INC	87	0	5,582	0	4,586
11	FASTENAL CO	626	0	28,496	0	29,773
12	GOOGLE INC	10	0	5,434	0	5,264
13	JACOBS ENGR GROUP INC	99	0	5,618	0	4,424
14	PRECISION CASTPARTS CORP	50	0	11,333	0	12,044
15	TJX COMPANIES INC	103	0	5,567	0	7,064
			46,437	139,139	59,385	169,709

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

		24,912	24,912	24,912	28,332	27,779
		Book Value	Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	End of Year	Beg. of Year	End of Year
1	\$25,000 GENERAL ELECTRIC NOTES	5.25%	12/6/2017	24,912	24,912	27,779

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount		Amount													84	84
Long Term CG Distributions		0													0	0
Short Term CG Distributions		0													0	0
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses			
														10,065	0	9,981
1	PIRELLI & CO SPA	P	2/26/2013	3/18/2014	317			221	96	0	0	0	96			
2	PIRELLI & CO SPA	P	2/26/2013	3/19/2014	139			100	39	0	0	0	39			
3	PIRELLI & CO SPA	P	3/4/2013	3/19/2014	617			440	177	0	0	0	177			
4	PIRELLI & CO SPA	P	3/4/2013	3/20/2014	382			275	107	0	0	0	107			
5	PIRELLI & CO SPA	P	3/4/2013	3/21/2014	546			396	150	0	0	0	150			
6	PIRELLI & CO SPA	P	3/4/2013	3/24/2014	745			540	205	0	0	0	205			
7	PIRELLI & CO SPA	P	3/4/2013	3/25/2014	371			264	107	0	0	0	107			
8	PIRELLI & CO SPA	P	3/4/2013	3/26/2014	185			132	53	0	0	0	53			
9	PIRELLI & CO SPA	P	3/13/2013	3/26/2014	200			142	58	0	0	0	58			
10	PIRELLI & CO SPA	P	3/13/2013	3/27/2014	446			318	128	0	0	0	128			
11	PIRELLI & CO SPA	P	3/13/2013	3/28/2014	1,115			767	348	0	0	0	348			
12	PIRELLI & CO SPA	P	3/13/2013	3/31/2014	394			274	120	0	0	0	120			
13	PIRELLI & CO SPA	P	3/13/2013	4/1/2014	331			230	101	0	0	0	101			
14	PIRELLI & CO SPA	P	3/13/2013	4/2/2014	267			186	81	0	0	0	81			
15	PIRELLI & CO SPA	P	3/13/2013	4/3/2014	713			504	209	0	0	0	209			
16	SERCO GROUP PLC	P	6/30/2014	11/19/2014	73			150	-77	0	0	0	-77			
17	SERCO GROUP PLC	P	7/3/2014	11/19/2014	61			125	-64	0	0	0	-64			
18	SERCO GROUP PLC	P	7/15/2014	11/19/2014	57			118	-61	0	0	0	-61			
19	SERCO GROUP PLC	P	7/16/2014	11/19/2014	67			137	-70	0	0	0	-70			
20	SERCO GROUP PLC	P	7/10/2014	11/19/2014	3			6	-3	0	0	0	-3			
21	SERCO GROUP PLC	P	7/10/2014	11/20/2014	152			335	-183	0	0	0	-183			
22	SERCO GROUP PLC	P	7/9/2014	11/20/2014	39			87	-48	0	0	0	-48			
23	SERCO GROUP PLC	P	7/9/2014	11/24/2014	61			143	-82	0	0	0	-82			
24	SERCO GROUP PLC	P	7/4/2014	11/24/2014	16			37	-21	0	0	0	-21			
25	SERCO GROUP PLC	P	7/4/2014	11/25/2014	83			192	-109	0	0	0	-109			
26	SERCO GROUP PLC	P	7/17/2014	11/25/2014	83			192	-109	0	0	0	-109			
27	SERCO GROUP PLC	P	6/27/2014	11/25/2014	72			167	-95	0	0	0	-95			
28	SERCO GROUP PLC	P	7/11/2014	11/25/2014	132			310	-178	0	0	0	-178			
29	SERCO GROUP PLC	P	7/14/2014	11/25/2014	59			136	-77	0	0	0	-77			
30	SERCO GROUP PLC	P	7/21/2014	11/25/2014	48			112	-64	0	0	0	-64			
31	SERCO GROUP PLC	P	7/21/2014	12/2/2014	16			37	-21	0	0	0	-21			
32	SERCO GROUP PLC	P	7/18/2014	12/2/2014	19			43	-24	0	0	0	-24			
33	WORLD FUEL SERVICES CORP	P	2/26/2013	12/12/2014	189			154	35	0	0	0	35			
34	WORLD FUEL SERVICES CORP	P	2/26/2013	12/16/2014	286			230	56	0	0	0	56			
35	WORLD FUEL SERVICES CORP	P	2/26/2013	12/17/2014	238			192	46	0	0	0	46			
36	WORLD FUEL SERVICES CORP	P	2/26/2013	12/18/2014	143			115	28	0	0	0	28			
37	SERCO GROUP PLC	P	7/18/2014	12/18/2014	96			223	-128	0	0	0	-128			
38	WORLD FUEL SERVICES CORP	P	2/26/2013	12/19/2014	332			269	63	0	0	0	63			
39	WORLD FUEL SERVICES CORP	P	2/26/2013	12/22/2014	237			192	45	0	0	0	45			
40	SERCO GROUP PLC	P	7/18/2014	12/23/2014	3			6	-3	0	0	0	-3			
41	SERCO GROUP PLC	P	7/24/2014	12/23/2014	119			291	-172	0	0	0	-172			
42	SERCO GROUP PLC	P	7/28/2014	12/23/2014	8			19	-11	0	0	0	-11			
43	SERCO GROUP PLC	P	7/25/2014	12/23/2014	30			74	-44	0	0	0	-44			
44	SERCO GROUP PLC	P	7/29/2014	12/23/2014	38			92	-54	0	0	0	-54			

Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost of Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
45 SERCO GROUP PLC		P	6/25/2014	12/23/2014	38			92	-54	0	0	0	-54
46 SERCO GROUP PLC		P	6/24/2014	12/23/2014	18			43	-25	0	0	0	-25
47 SERCO GROUP PLC		P	6/24/2014	12/24/2014	30			74	-44	0	0	0	-44
48 SERCO GROUP PLC		P	7/31/2014	12/24/2014	20			49	-29	0	0	0	-29
49 SERCO GROUP PLC		P	6/13/2014	12/24/2014	45			111	-66	0	0	0	-66
50 SERCO GROUP PLC		P	7/30/2014	12/24/2014	10			25	-15	0	0	0	-15
51 WORLD FUEL SERVICES CORP		P	2/26/2013	12/26/2014	95			77	18	0	0	0	18
52 SERCO GROUP PLC		P	7/30/2014	12/29/2014	17			43	-26	0	0	0	-26
53 SERCO GROUP PLC		P	6/17/2014	12/29/2014	25			61	-36	0	0	0	-36
54 WORLD FUEL SERVICES CORP		P	2/26/2013	12/31/2014	95			77	18	0	0	0	18
55 SERCO GROUP PLC		P	6/17/2014	12/31/2014	55			135	-80	0	0	0	-80
56 SERCO GROUP PLC		P	6/18/2014	12/31/2014	90			221	-131	0	0	0	-131
57								0	0	0	0	0	0

**Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General**

THE ORGANIZATION HAS NOT FURNISHED A COPY OF FORM 990-PF TO THE ATTORNEY  
GENERAL OF THE STATE OF TENNESSEE BECAUSE A COPY IS NOT REQUIRED NOR  
ACCEPTED BY THE STATE OF TENNESSEE

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