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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 separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning **2014**, and ending **20**

Name of foundation
J.R. HYDE III FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
17 WEST PONTOTOC AVENUE, SUITE 100

City or town, state or province, country, and ZIP or foreign postal code
MEMPHIS, TN 38103

A Employer identification number
62-1512725

B Telephone number (see instructions)
(901) 685-3416

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

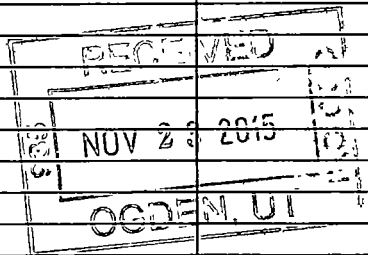
G Check all that apply. Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **88,998,106.**

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,321.	2,321.		ATCH 1
	4 Dividends and interest from securities	710,284.	707,649.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)	6,554,204.			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	18,057,682.			
	7 Capital gain net income (from Part IV, line 2)		16,709,831.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3	78,554.	63,582.			
12 Total. Add lines 1 through 11	7,345,363.	17,483,383.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	272,954.			272,954.
	14 Other employee salaries and wages	885,212.			885,212.
	15 Pension plans, employee benefits	142,134.			142,134.
	16a Legal fees (attach schedule) ATCH 4	13,271.			13,271.
	b Accounting fees (attach schedule) ATCH 5	15,653.	13,453.		
	c Other professional fees (attach schedule) [6]	382,635.			382,635.
	17 Interest ATCH 7	40,031.	34,179.		5,852.
	18 Taxes (attach schedule) (see instructions) [8]	655,792.	44,343.		67,775.
	19 Depreciation (attach schedule) and depletion	54,761.	2,452.		
	20 Occupancy	82,191.			82,191.
	21 Travel, conferences, and meetings	61,115.			61,115.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 9	-131,006.	435,607.		-571,075.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,474,743.	530,034.		1,342,064.
	25 Contributions, gifts, grants paid	14,984,678.			14,984,678.
26 Total expenses and disbursements. Add lines 24 and 25	17,459,421.	530,034.		16,326,742.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-10,114,058.				
b Net investment income (if negative, enter -0-)		16,953,349.			
c Adjusted net income (if negative, enter -0-)					



952 8

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	63,681.	135,580.	135,580.
	2	Savings and temporary cash investments	3,316,671.	2,338,954.	2,338,954.
	3	Accounts receivable ▶ 79,289.			
		Less: allowance for doubtful accounts ▶	695.	79,289.	79,289.
	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) ▶ *		* 2,638,073.	ATCH 10
		Less: allowance for doubtful accounts ▶	1,589,863.	2,638,073.	2,638,073.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 11	40,625,667.	34,875,213.	48,017,970.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 12	33,208,350.	30,431,102.	34,174,031.	
14	Land, buildings, and equipment basis ▶ 2,285,226.				
	Less: accumulated depreciation (attach schedule) ▶	691,850.	1,593,376.	1,593,376.	
15	Other assets (describe ▶ ATCH 13)	40,000.	20,833.	20,833.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	80,476,678.	72,112,420.	88,998,106.	
Liabilities	17	Accounts payable and accrued expenses	11,526.	11,326.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)		2,000,000.	ATCH 14
	22	Other liabilities (describe ▶ ATCH 15)	250,000.		
23	Total liabilities (add lines 17 through 22)	261,526.	2,011,326.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	80,215,152.	70,101,094.	
	30	Total net assets or fund balances (see instructions)	80,215,152.	70,101,094.	
31	Total liabilities and net assets/fund balances (see instructions)	80,476,678.	72,112,420.		

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	80,215,152.
2	Enter amount from Part I, line 27a	2	-10,114,058.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	70,101,094.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	70,101,094.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(j) F M V as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	16,709,831.
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries				
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))	
2013	11,733,277.	75,250,179.	0.155924	
2012	17,587,242.	66,406,905.	0.264841	
2011	14,022,621.	63,574,612.	0.220570	
2010	14,678,669.	61,420,238.	0.238987	
2009	16,473,455.	67,762,370.	0.243106	
2 Total of line 1, column (d)			2	1.123428
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	0.224686
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4	98,965,616.
5 Multiply line 4 by line 3			5	22,236,188.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	169,533.
7 Add lines 5 and 6			7	22,405,721.
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			8	16,326,742.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 15,104.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes sub-rows 4a-4b and 8b.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.HYDEFUNDATION.ORG 13 X
14 The books are in care of CORIE RIVERS Telephone no. 901-685-3416 Located at 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN ZIP+4 38103
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 X 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

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.
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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? Yes No X If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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
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 propoganda, 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? Yes No **6b** X

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 **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		272,954.	34,126.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 18		645,500.	85,149.	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
ATCH 19		301,496.

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	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	49,944,785.
b	Average of monthly cash balances	1b	3,526,371.
c	Fair market value of all other assets (see instructions).	1c	47,001,551.
d	Total (add lines 1a, b, and c)	1d	100,472,707.
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	100,472,707.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,507,091.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	98,965,616.
6	Minimum investment return. Enter 5% of line 5	6	4,948,281.

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	4,948,281.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	339,067.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	339,067.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,609,214.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,609,214.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,609,214.

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	16,326,742.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	16,326,742.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,326,742.

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				4,609,214.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12 , 20 11 , 20 10				
3 Excess distributions carryover, if any, to 2014.				
a From 2009				
b From 2010				7,960,773.
c From 2011				11,124,378.
d From 2012				
e From 2013				
f Total of lines 3a through e	19,085,151.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 16,326,742.				
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				4,609,214.
e Remaining amount distributed out of corpus	11,717,528.			
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	30,802,679.			
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	30,802,679.			
10 Analysis of line 9:				
a Excess from 2010				7,960,773.
b Excess from 2011				11,124,378.
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				11,717,528.

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

NOT APPLICABLE

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

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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

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

ATTACHMENT 20

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

NONE

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

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

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

ATCH 21

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

ATCH 22

c Any submission deadlines

ATCH 23

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

ATCH 24

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
a <i>Paid during the year</i> ATCH 25				
Total ▶ 3a				14,984,678.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for both (b) and (d).

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

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A' for (a).

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

Sign Here

Signature of officer or trustee: John H. Pontani, Date: 11/11/15, Title: Treasurer

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

Paid Preparer Use Only section containing fields for Preparer's name (DONNA D WADE), signature, date (11/10/15), firm's name (DONNA D. WADE, CPA), address (817 BRENTWOOD COVE OXFORD, MS), and phone number (662-236-3582).

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					113,396.	
136.		STCG-SANDRSN INTERNTL VALUE FD PROPERTY TYPE: OTHER				P	VAR 136.	VAR
		LTCL-SANDRSN INTERNTL VALUE FD PROPERTY TYPE: OTHER 16,360.				P	VAR -16,360.	VAR
629,976.		LTCG-SSM VENTURE PRTRNS III LP PROPERTY TYPE: OTHER				P	VAR 629,976.	VAR
56,337.		LTCG-TIFF RLTY/RESRCES III LLC PROPERTY TYPE: OTHER				P	VAR 56,337.	VAR
2,655.		SEC 1231-TIFF RLTY/RESRCES III PROPERTY TYPE: OTHER				P	VAR 2,655.	VAR
		LTCG-990-T-TIFF RLT/RESRCS III PROPERTY TYPE: OTHER 1,801.				P	VAR -1,801.	VAR
		STCL-PALLADIAN PARTNERS IV LLC PROPERTY TYPE: OTHER 15,649.				P	VAR -15,649.	VAR
27,553.		LTCG-PALLADIAN PARTNERS IV LLC PROPERTY TYPE: OTHER				P	VAR 27,553.	VAR
8,226.		SEC 1231-PALLDN PARTNRS IV LLC PROPERTY TYPE: OTHER				P	VAR 8,226.	VAR
		SEC 1256-PALLDN PARTNRS IV LLC PROPERTY TYPE: OTHER 43.				P	VAR -43.	VAR
		ST/LT-990-T-PALLDN PTRS IV LLC PROPERTY TYPE: OTHER 18,330.				P	VAR -18,330.	VAR
		STCL-PALLADIAN PARTNERS V LLC				P	VAR	VAR

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: OTHER 12,417.					-12,417.	
297,945.		LTCG-PALLADIAN PARTNERS V LLC PROPERTY TYPE: OTHER				P	VAR	VAR
		SEC 1231-PALLDN PARTNERS V LLC PROPERTY TYPE: OTHER				P	VAR	VAR
4,993.		ST/LT-990-T-PALLDN PRTRS V LLC PROPERTY TYPE: OTHER 10,233.				P	VAR	VAR
		STCL-GTR PROP HOLDINGS II, LLC PROPERTY TYPE: OTHER 776.				P	VAR	VAR
		LTCL-GTR PROP HOLDINGS II, LLC PROPERTY TYPE: OTHER 642.				P	VAR	VAR
4,796.		SEC 1231-GTRP HOLDINGS II, LLC PROPERTY TYPE: OTHER				P	VAR	VAR
		LT-990-T-GTRP HOLDINGS II, LLC PROPERTY TYPE: OTHER 4,152.				P	VAR	VAR
		STCL-PALLADN PRNRS 2001, LLC PROPERTY TYPE: OTHER 233.				P	VAR	VAR
97,833.		LTCG-PALLADN PRNRS 2001, LLC PROPERTY TYPE: OTHER				P	VAR	VAR
15,071.		SEC 1231-PALLDN PTNRS 2001 LLC PROPERTY TYPE: OTHER				P	VAR	VAR
		LT-990-T-PALLDN PTNRS 2001 LLC PROPERTY TYPE: OTHER 120.				P	VAR	VAR

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
19,138.		STCG - SW CONTEGO FUND, LLC PROPERTY TYPE: OTHER				P	VAR	VAR
							19,138.	
14,013.		STCG - SW CONTEGO FUND, LLC PROPERTY TYPE: OTHER				P	VAR	VAR
							14,013.	
		SEC 1256-SW CONTEGO FUND, LLC PROPERTY TYPE: OTHER 5,905.				P	VAR	VAR
							-5,905.	
		ST/LT-990-T SW CONTEGO FND LLC PROPERTY TYPE: OTHER 1,661.				P	VAR	VAR
							-1,661.	
		STCL-ALTIUS ASSOC PRIV EQTY FD PROPERTY TYPE: OTHER 698.				P	VAR	VAR
							-698.	
184,984.		LTCG-ALTIUS ASSOC PRIV EQTY FD PROPERTY TYPE: OTHER				P	VAR	VAR
							184,984.	
80.		SEC 1231-ALTIUS PRIV EQTY FUND PROPERTY TYPE: OTHER				P	VAR	VAR
							80.	
		SEC 1256-ALTIUS PRIV EQTY FUND PROPERTY TYPE: OTHER 353.				P	VAR	VAR
							-353.	
95.		STCL-ALT ASSOC PRIV EQTY FD II PROPERTY TYPE: OTHER				P	VAR	VAR
							95.	
4,803.		LTCG-ALT ASSOC PRIV EQTY FD II PROPERTY TYPE: OTHER				P	VAR	VAR
							4,803.	
		SEC 1256-ALT PRIV EQTY FUND II PROPERTY TYPE: OTHER 42.				P	VAR	VAR
							-42.	
1,419,529.		82,868 MORGAN STANLEY INST FND PROPERTY TYPE: SECURITIES 1,256,412.				P	VAR	03/05/2014
							163,117.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,395,015.		5,000 AUTOZONE INC PROPERTY TYPE: SECURITIES 333.				D	VAR 2,394,682.	01/06/2014
2,600,737.		5,400 AUTOZONE INC PROPERTY TYPE: SECURITIES 359.				D	VAR 2,600,378.	01/07/2014
2,534,712.		5,000 AUTOZONE INC PROPERTY TYPE: SECURITIES 333.				D	VAR 2,534,379.	09/25/2014
2,525,046.		5,000 AUTOZONE INC PROPERTY TYPE: SECURITIES 333.				D	VAR 2,524,713.	09/26/2014
2,534,763.		5,000 AUTOZONE INC PROPERTY TYPE: SECURITIES 333.				D	VAR 2,534,430.	09/29/2014
2,549,694.		5,000 AUTOZONE INC PROPERTY TYPE: SECURITIES 333.				D	VAR 2,549,361.	10/01/2014
16,156.		MERCEDES PRTRNS-FINAL REDEMPTION PROPERTY TYPE: OTHER				P	VAR 16,156.	02/04/2014
TOTAL GAIN(LOSS)							<u>16709831.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS - INTEREST INCOME	2,285.	2,285.
US TREASURY INTEREST-990-T REFUND	36.	36.
TOTAL	<u>2,321.</u>	<u>2,321.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INC-MEMPHIS COLLEGE OF ART LOAN	48,210.	48,210.
CHARLES SCHWAB-DIVIDENDS	86,515.	86,515.
INTEREST & DIVIDENDS PER K-1'S:		
SANDERSON INTERNATIONAL VALUE FUND	285,820.	285,820.
SW CONTEGO FUND, LLC	68,187.	68,187.
ALTIUS ASSOC PRIVATE EQTY FUND, II LP	2,919.	2,919.
SSM VENTURE PARTNERS III, LP	4.	4.
SSM VENTURE PARTNERS IV, LP	17.	17.
GT REAL PROPERTY HOLDINGS II, LLC	32,402.	32,402.
ALTIUS ASSOC PRIVATE EQUITY FUND, LP	56,840.	56,840.
TIFF REALTY & RESOURCES III, LLC	64,549.	64,549.
PALLADIAN PARTNERS 2001, LLC	5,961.	5,961.
PALLADIAN PARTNERS IV, LLC	16,596.	16,596.
PALLADIAN PARTNERS V, LLC	39,629.	39,629.
TAX EXEMPT INCOME PER K-1'S:		
ALTIUS ASSOC PRIVATE EQUITY FD, LLC	50.	
GT REAL PROPERTY HOLDINGS II, LLC	5.	
PALLADIAN PARTNERS IV, LLC	9.	
PALLADIAN PARTNERS V, LLC	371.	
SW CONTEGO FUND, LLC	2,200.	
TOTAL	<u>710,284.</u>	<u>707,649.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INCOME FROM PARTNERSHIP K-1'S:		
SW CONTEGO FUND, LLC-PORTFOLIO INCOME	409.	409.
SW CONTEGO FUND, LLC-OTHER INCOME	37,643.	37,643.
LESS: SW CONTEGO FD-ORDINARY INC-990-T		-7,378.
ALTIUS ASSC PRIV EQTY FD II-ORDNRY INC	602.	602.
ALTIUS ASSC PRIV EQ FD II-PORTFLIO INC	279.	279.
LESS: ALT ASS PRV EQ II LOSS TO 990T		258.
PALLADIAN PARTNERS 2001 LLC-ORD INCOME	27,338.	27,338.
LESS: PALDN PTRS 2001-ORD INCOME-990T		-21,503.
PALLADN PTRS 2001-RLTY & PORTFOLIO INC	1,166.	1,166.
GTRP HOLDINGS II-ORDINARY LOSS	-8,697.	-8,697.
LESS: GT REAL PROP HLD-ORD LOSS - 990T		19,895.
GTRP HOLDINGS II LLC-PRTEL & ROYALTY	1,051.	1,051.
PALLADIAN PARTNERS IV, LLC-ORD INCOME	13,140.	13,140.
LESS: PALDN PTNRS IV LLC-INCOME-990-T		-14,595.
PALLADN PTRS IV-ROYLTY & PORTFOLIO INC	8,925.	8,925.
PALLADIAN PARTNERS V LLC-ORDINARY LOSS	-9,857.	-9,857.
LESS: PALDN PTNRS V LLC-LOSS TO 990T		14,239.
PALLADIAN PTRS V-RLTY & PORTFOLIO INC	2,104.	2,104.
TIFF RLTY/RESOURCES III-NET ORD LOSS	-549.	-549.
LESS: TIFF RLTY/RES III-LOSS TO 990-T		633.
TIFF RLTY/RESRCS III-PORTFOLIO INCOME	61.	61.
SANDERSON INTRNATL VALUE FD-ORD INCOME	1,603.	1,603.
ALTIUS ASSOC PRIV EQTY FD LP-ORD INC	2,105.	2,105.
ALTIUS ASSOC PRIV EQTY FD LP-PORT INC	1,231.	1,231.
LESS: ALTIUS ASSOC INCOME TO 990-T		-6,521.
TOTALS	<u>78,554.</u>	<u>63,582.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BURCH, PORTER & JOHNSON	6,521.			6,521.
GLANKLER BROWN	6,750.			6,750.
TOTALS	<u>13,271.</u>			<u>13,271.</u>

ATTACHMENT 5

FORM 990PE, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX ACCOUNTANT FEES & EXPENSES	15,653.	15,653.		
LESS: TAX FEES/EXPENSES-990-T		-2,200.		
TOTALS	<u>15,653.</u>	<u>13,453.</u>		

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
THE BOSTON CONSULTING GROUP	28,900.	28,900.
RED DELUXE, LLC	120,000.	120,000.
P3 CONSULTING, LLC	11,000.	11,000.
PEOPLECAP ADVISORS	181,496.	181,496.
THE BRIDGESPAN GROUP, INC.	6,912.	6,912.
THE ROAN GROUP	12,000.	12,000.
THE MIND TRUST		
MISCELLANEOUS CONSULTANTS FEES		
\$5K OR LESS EACH	22,327.	22,327.
TOTALS	<u>382,635.</u>	<u>382,635.</u>

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FIRST TN BANK-WORKING CAPITAL INVESTMENT INTEREST EXPENSE PER K-1'S:	5,852.		5,852.
SW CONTEGO FUND, LLC	29,950.	29,950.	
PALLADIAN PARTNERS 2001, LLC	367.	367.	
PALLADIAN PARTNERS IV, LLC	887.	887.	
PALLADIAN PARTNERS V, LLC	623.	623.	
GT REAL PROP HOLDINGS II LLC	108.	108.	
SSM PARTNERS IV, LP	190.	190.	
TIFF RLTY/RESOURCES III, LLC	38.	38.	
ALTIUS ASSOC PRIV EQTY FD LP	1,203.	1,203.	
ALTIUS ASS PRIV EQTY FD II LP	813.	813.	
TOTALS	<u>40,031.</u>	<u>34,179.</u>	<u>5,852.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	10,976.		10,976.
OFFICE SUPPLIES	10,127.		10,127.
POSTAGE/FED EX CHARGES/COURIER	2,151.		2,151.
TELEPHONE	16,157.		16,157.
OFFICE EXPENSES	43,769.		43,769.
DUES/SUBSCRIPTIONS	21,811.		21,811.
TRAINING/EDUCATION	8,917.		8,917.
ANNUAL REPORT FEES	30.	30.	
MISCELLANEOUS EXPENSES	946.		946.
REIMBURSEMENT BY J.R. HYDE, SR			
FAMILY FOUNDATION-SHARED			
EMPLOYEE & OFFICE EXPENSES			
PORTFOLIO EXPENSES PER K-1'S:			
SSM VENTURE PARTNERS III, LP	6,232.	6,232.	
SSM VENTURE PARTNERS IV, LP	70,052.	70,052.	
SSM GENERAL PARTNERS IV	27.	27.	
SW CONTEGO FUND, LLC	22,748.	22,748.	
PALLADIAN PARTNERS 2001, LLC	21,086.	21,086.	
PALLADIAN PARTNERS IV, LLC	31,191.	31,191.	
PALLADIAN PARTNERS V, LLC	63,222.	63,222.	
GT REAL PROP HOLDINGS II LLC	20,718.	20,718.	
ALTIUS ASSOC PRIV EQ FND, LP	44,382.	44,382.	
ALTIUS ASS PRIV EQ FD II, LP	32,161.	32,161.	
TIFF RLTY/RESOURCES III, LLC	11,981.	11,981.	
INVESTMENT EXPENSES PER K-1'S:			
SW CONTEGO FUND, LLC	22,959.	22,959.	
PALLADIAN PARTNERS 2001, LLC	633.	633.	
PALLADIAN PARTNERS IV, LLC	5,317.	5,317.	
PALLADIAN PARTNERS V, LLC	3,482.	3,482.	
TIFF RLTY/RESOURCES III, LLC	509.	509.	
ALTIUS ASSOC PRIV EQ FND, LP	88.	88.	
LESS INVESTMENT & PORTFOLIO			
			-685,929.

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

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

BEGINNING BALANCE DUE 189,863.
 ENDING BALANCE DUE 189,863.
 ENDING FAIR MARKET VALUE 189,863.

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

BEGINNING BALANCE DUE 1,400,000.
 ENDING BALANCE DUE 448,210.
 ENDING FAIR MARKET VALUE 448,210.

ATTACHMENT 10 (CONT'D)

BORROWER: MEMPHIS BIOWORKS FOUNDATION
 ORIGINAL AMOUNT: 500,000.
 INTEREST RATE: 1.900000
 DATE OF NOTE: 05/09/2014
 MATURITY DATE: 05/15/2015
 REPAYMENT TERMS: INTEREST MONTHLY; PRINCIPAL 5/15/2015
 SECURITY PROVIDED: NONE

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	<u>2,000,000.</u>
ENDING FAIR MARKET VALUE	<u>2,000,000.</u>
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	<u>1,589,863.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>2,638,073.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	<u>2,638,073.</u>

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUTOZONE, INC. STOCK	29,175,306.	42,285,213.
MS INTERNATIONAL EQUITY FUND		
CHARLES SCHWAB-MUTUAL FUNDS	5,699,907.	5,732,757.
TOTALS	<u>34,875,213.</u>	<u>48,017,970.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PALLADIAN PARTNERS 2001, LLC	394,936.	445,300.
GT REAL PROPERTY HLDNGS II, LLC	1,103,922.	385,126.
ALTIUS ASSOC PRVT EQTY FUND LP	1,393,345.	1,841,677.
GT OFFSHORE FUND, LTD.-CLASS A	5,000,000.	11,638,209.
GT OFFSHORE FUND, LTD.-CLASS B	11,149,808.	14,133,172.
TIFF REALTY/RESOURCES III, LLC	662,575.	54,356.
MOON CAPITAL GLOBAL EQUITY	68,552.	109,136.
SSM VENTURE PARTNERS III, LP	429,584.	429,584.
PALLADIAN PARTNERS IV, LLC	770,499.	882,863.
PALLADIAN PARTNERS V, LLC	1,765,653.	2,832,991.
SANDRSON INTL VALUE FUND	5,925,081.	63,866.
SSM VENTURE PARTERS IV, LP	1,287,034.	862,523.
SW CONTEGO FUND, LLC	130,183.	130,183.
ALTIUS ASSOC PRVT EQTY FD II	99,957.	115,045.
SSM GENERAL PARTNERS IV	-27.	
PITTCO DMSTIC EQT PORTFOLIO LP	250,000.	250,000.
TOTALS	<u>30,431,102.</u>	<u>34,174,031.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HUNT-PHELAN HOME ASSETS	20,833.	20,833.
TOTALS	<u>20,833.</u>	<u>20,833.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
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DUE TO SSM IV, L.P. - CAPITAL	
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TOTALS

J.R. HYDE III FAMILY FOUNDATION

62-1512725

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

ATTACHMENT 16

NAME AND ADDRESS

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

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

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BARBARA R. HYDE 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	PRESIDENT/DIRECTOR 5.00	30,000.	19,091.	0
JOHN H. PONTIUS 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	SEC/TREASURER 2.00	0	0	0
JOSEPH R. HYDE, III 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	DIRECTOR 5.00	0	0	0
MARGARET E. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR	0	0	0
ALLEN B. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR	0	0	0
TERESA SLOYAN 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	EXECUTIVE DIRECTOR 40.00	242,954.	15,035.	0
<u>GRAND TOTALS</u>		<u>272,954.</u>	<u>34,126.</u>	<u>0</u>

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

ATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
TERRENCE PATTERSON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	253,093.	28,649.	0
LAUREN TAYLOR 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	132,718.	23,630.	0
GRETCHEN MCLENNON 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	126,718.	5,757.	0
KIM TOBIN 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	73,285.	21,014.	0
JESSICA BALL 17 W. PONTOTOC AVE., SUITE 200 MEMPHIS, TN 38103	59,686.	6,099.	0
TOTAL COMPENSATION	645,500.	85,149.	0

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

ATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
P3 CONSULTING, LLC 401 CHURCH STREET, SUITE 2500 NASHVILLE, TN 37219 CONSULTATION REGARDING EDUCATION AND STATEWIDE ACHIEVEMENT STANDARDS IN TENNESSEE SCHOOLS.	EDUCATION CONSULTANT	120,000.
THE BRIDGESPAN GROUP, INC. 2 COPLEY PLACE, SUITE 3700B BOSTON, MA 02116 ASSIST IN DEVELOPING A NATIONAL INVESTMENT CASE, DESIGNED TO ATTRACT NATIONAL FUNDING FOR THE PUBLIC EDUCATION SYSTEM IN MEMPHIS.	EDUCATION CONSULTANT	181,496.
TOTAL COMPENSATION		<u>301,496.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

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

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

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

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

990PF, PART XV - SUBMISSION DEADLINES

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

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

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

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

ATTACHMENT 25

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PASS THRU-PALLADIAN PARTNERS 2001, LLC PER K-1	NONE PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS 2001, LLC K-1	24.
PASS THRU-GT REAL PROPERTY HLDNGS II, LLC PER K-1	NONE PC	CHARITABLE CONTRIBUTIONS PER GT REAL PROPERTY HOLDINGS II, LLC K-1	5.
PASS THRU-PALLADIAN PARTNERS V, LLC PER K-1	NONE PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS V, LLC K-1	130
PASS-THRU-TIFF REALTY & RES III, LLC PER K-1	NONE PC	CHARITABLE CONTRIBUTIONS PER TIFF REALTY & RESOURCES III, LLC K-1	2.
PASS-THRU-ALTIUS ASSOC PRIVATE EQUITY FD, LP	NONE PC	CHARITABLE CONTRIBUTIONS PER ALTIUS ASSOCIATES PRIVATE EQUITY FUND, LP K-1	67.
PASS THRU-PALLADIAN PARTNERS IV, LLC	NONE PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS IV, LLC K-1	53

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

ATTACHMENT 25 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

1

NONE

PASS-THRU-ALTIUS ASSOC PRIVATE EQUITY FD II, LP

PC

CHARITABLE CONTRIBUTIONS PER ALTIUS ASSOC PRIVATE

EQUITY FD II, LP K-1

SEE DETAILED SCHEDULE ATTACHED

NONE

DETAILS ATTACHED

14,984,396.

PC

TOTAL CONTRIBUTIONS PAID

14,984,678

**J. R. Hyde III Foundation
2014 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONOR ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
3/27/14	13683	A Step Ahead Foundation, Inc - General Operating Support		25,000
5/15/14	13845	ACCESS Roaring Fork - Support for the Boost Camp		9,000
12/10/14	14494	Agape Community Center Inc		250
1/14/14	13443	Alpine Christian Academy		2,500
2/4/14	13497	American Cancer Society		100
2/6/14	13511	American Heart Association	1,500	
4/8/14	13708	American Heart Association	50	1,550
11/11/14	14402	Amyotrophic Lateral Sclerosis Association		60
7/11/14	14023	Arizona State University Found - Support for Dr Curtis W Marean's Research		100,000
3/10/14	13610	ArtsMemphis - 2013 Hyde Challenge	75,000	
4/22/14	13755	ArtsMemphis - Arts Accelerator Fund	15,000	
7/16/14	14033	ArtsMemphis - Arts Accelerator Fund	5,000	
5/13/14	13835	ArtsMemphis	50	
1/21/14	13461	ArtsMemphis	300	95,350
1/14/14	13441	Ballet Memphis	500	
3/18/14	13637	Ballet Memphis - General Operating Support	105,000	
4/24/14	13764	Ballet Memphis - General Operating Support	100,000	
6/4/14	13893	Ballet Memphis - General Operating Support	100,000	
5/15/14	13844	Ballet Memphis - Support for Harlequin floor	2,500	308,000
9/23/14	14242	Barkays Foundation Inc - Support for Barkays 50th Anniv Celebration		1,700
8/5/14	14098	Be Free Revolution, Inc		100
1/3/14	13403	Beale Street Caravan, Inc - General Operating Support	12,500	
4/1/14	13692	Beale Street Caravan, Inc - General Operating Support	12,500	
6/24/14	13954	Beale Street Caravan, Inc - General Operating Support	12,500	
10/7/14	14285	Beale Street Caravan, Inc - General Operating Support	12,500	
7/16/14	14030	Beale Street Caravan, Inc	450	50,450
2/4/14	13502	Bellevue Baptist Church		2,100
10/2/14	14279	Bellyrubs Basset Rescue		25
5/1/14	13790	Bike Walk Tennessee - Sponsorship of 2014 TN Bike Summit		500
10/9/14	14294	Binghamton Development Corporation - Memphis Parcel Survey Tool Pilot Project		15,000
12/16/14	14535	Birmingham-Southern College		250
12/10/14	14489	Blues Foundation - Raise the Roof! Campaign for the Blues Hall of Fame		25,000
3/4/14	13599	Boys & Girls Clubs of Greater Memphis - Endowment & Capital Campaign Support	41,667	
12/10/14	14491	Boys & Girls Clubs of Greater Memphis - Endowment & Capital Campaign Support	41,667	83,333
11/18/14	14432	Boys Scouts of America		10,000
2/24/14	13566	Campus Crusade for Christ, Inc		300
12/4/14	14469	Carlthorp School - Annual Fund Support		5,000
6/4/14	13894	Catholic Memphis Urban Schools - Support for the Jubilee Schools Endowment		500,000
8/7/14	14105	Charter Funds, Inc - Operating Support (2011-2014)		187,500

**J. R. Hyde III Foundation
2014 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONOR ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
11/5/14	14383	Charter School Growth Fund Memphis	3,385,224	
10/7/14	14283	Charter School Growth Fund Memphis	<u>3,000,000</u>	6,385,224
12/16/14	14534	Chattahoochee Riverkeeper, Inc		250
1/14/14	13442	Church Health Center	250	
12/18/14	14561	Church Health Center	250	
12/4/14	14472	Church Health Center	<u>500</u>	1,000
12/16/14	14540	Circuit Playhouse, Inc - Support for Andrew Clarkson book	500	
10/29/14	14376	Circuit Playhouse Inc - Support for New Works at The Works	<u>500</u>	1,000
12/18/14	14545	City of Memphis		980
4/22/14	13757	City Parks Alliance, Inc - Foundation Partner Membership		2,500
2/27/14	13591	Community Development Council	500	
1/14/14	13440	Community Development Council	500	
1/3/14	13398	Community Development Council - Hamline Project Challenge Grant	25,000	
4/1/14	13693	Community Development Council - Hamline Project Challenge Grant	25,000	
3/4/14	13600	Community Development Council - Livable Memphis Proj Coord & Programs Ops	20,000	
3/4/14	13598	Community Development Council - Livable Memphis Project Coordinator	45,000	
10/2/14	14276	Community Development Council	851	
4/24/14	13765	Community Development Council - Support for the MATA GM Search	<u>2,407</u>	119,258
10/9/14	14293	Community Foundation of a Greater Memphis	5,000	
8/7/14	14103	Community Foundation of a Greater Memphis	250	
4/8/14	13704	Community Foundation of a Greater Memphis - Mayor's Institute for Excellence in Government	70,000	
10/2/14	14274	Community Foundation of a Greater Memphis - Sponsorship of 2014 "Meet Me in Memphis" event	2,000	
11/11/14	14406	Community Foundation of a Greater Memphis - Support for Harahan Bridge Project Trail Fund	<u>250,000</u>	327,250
7/8/14	13996	Community LIFT - City of Memphis Strategic Framework - Pre-development Stage		25,000
1/2/14	13390	Community Partners - General Operating Support		25,000
5/6/14	13804	Congress for the New Urbanism		195
4/1/14	13697	Cornerstone Classical School		1,500
8/14/14	14136	Cotton Museum, Inc - General Operating Support		10,000
7/11/14	14021	Crossroads School for Arts and Science - Support for Capital Campaign		20,000
3/27/14	13681	Crystal Bridges Museum of America		50,000
9/11/14	14218	Education Pioneers, Inc - General Operating Support	75,000	
12/4/14	14468	Education Pioneers, Inc - Support for Analyst Fellow	<u>5,000</u>	80,000
3/27/14	13686	Elmwood Cemetery		25
2/27/14	13590	Facing History & Ourselves	100	
10/15/14	14328	Facing History & Ourselves - General Operating Support for Memphis Office	<u>50,000</u>	50,100

**J. R. Hyde III Foundation
2014 Contributions**

Date	CHECK NO	DONOR ORGANIZATION	AMOUNT	TOTAL
5/29/14	13887	Fractured Atlas - Support for "The Keepers" film		5,000
7/18/14	14046	Frayser Community Schools - Support for High School Turnaround Model		200,000
1/21/14	13459	Freedom Preparatory Academy		100
10/2/14	14277	Friends of the Levitt Pavilion - Support for the 2014 Free Music Concert Series		5,000
9/11/14	14222	Gary Sinise Foundation		40
8/7/14	14107	Gayle S. Rose Foundation, Inc - One Memphis Operation Christmas Basket		2,500
12/10/14	14493	Georgia Organics, Inc		1,000
8/19/14	14143	Getwell Road United Methodist Church		2,500
11/11/14	14404	GO Campaign	10,000	
12/18/14	14552	GO Campaign	<u>7,500</u>	17,500
1/14/14	13433	GrowMemphis	500	
1/3/14	13402	GrowMemphis - General Operating Support	<u>25,000</u>	25,500
2/4/14	13506	Harpwell Foundation - General Operating Support		25,000
1/21/14	13460	Hattilo Theatre		450
12/17/14	14541	Hoffman Institute Foundation		10,000
8/27/14		Hunt Phelan Home		19,167
2/4/14	13503	Idlewild Presbyterian Church	2,500	
3/10/14	13611	Idlewild Presbyterian Church	2,500	
11/20/14	14443	Idlewild Presbyterian Church - Support for the Capital Campaign	<u>50,000</u>	55,000
5/1/14	13792	In Our Backyards, Inc		90
6/24/14	13953	Iris Orchestra, Inc - General Operating Support		50,000
9/8/14	14189	Jewish Family Service, Inc		500
12/10/14	14488	KIPP Foundation - Sponsorship of 2015 KIPP Education Weekend		5,000
2/6/14	13512	Kirby Woods Baptist Church	50	
2/24/14	13567	Kirby Woods Baptist Church	50	
4/8/14	13710	Kirby Woods Baptist Church	150	
5/13/14	13837	Kirby Woods Baptist Church	150	
6/24/14	13959	Kirby Woods Baptist Church	350	
7/16/14	14035	Kirby Woods Baptist Church	100	
9/8/14	14187	Kirby Woods Baptist Church	50	
10/9/14	14295	Kirby Woods Baptist Church	50	
10/15/14	14330	Kirby Woods Baptist Church	50	
10/29/14	14377	Kirby Woods Baptist Church	50	
11/20/14	14438	Kirby Woods Baptist Church	50	
12/18/14	14562	Kirby Woods Baptist Church	<u>50</u>	1,150
9/11/14	14220	Latino Memphis		2,500
5/13/14	13836	Lausanne Collegiate School		500
11/5/14	14385	LeBonheur Children's Hospital		1,000
8/5/14	14097	Lewis and Clark College		100

**J. R. Hyde III Foundation
2014 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONOR ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
6/24/14	13948	Lipscomb University	3,500	
1/14/14	13434	Lipscomb University - Start-up Support	25,000	
12/18/14	14551	Lipscomb University	1,473	29,973
10/21/14	14338	Madonna Learning Center Incorporated	500	
11/20/14	14442	Madonna Learning Center Incorporated - Support for Capital Campaign	50,000	50,500
9/23/14	14238	March of Dimes Foundation		1,500
11/5/14	14384	Mayor's Institute for Excellence		5,500
10/7/14	14284	Memphis Bioworks Foundation - 2014 General Operating Support	350,000	
4/16/14	13743	Memphis Bioworks Foundation - Billboard Remediation Project	5,000	
10/7/14	14288	Memphis Bioworks Foundation - Billboard Remediation Project	4,068	
10/21/14	14339	Memphis Bioworks Foundation - Billboard Remediation Project	15,933	
7/30/14	14084	Memphis Bioworks Foundation	500	
7/8/14	13993	Memphis Bioworks Foundation - Memphis Medical Center Operating Support	125,000	
5/15/14	13847	Memphis Bioworks Foundation - Start-up Support for Bring It! Food Hub	50,000	550,500
12/10/14	14478	Memphis Brooks Museum of Art - General Operating Support	150,000	
12/10/14	14497	Memphis Brooks Museum of Art - General Operating Support	25,000	
12/11/14	14515	Memphis Brooks Museum of Art - General Operating Support	25,000	200,000
5/13/14	13832	Memphis Center City Development Corporation - Support for Madison Park Project		40,000
2/4/14	13499	Memphis Challenge		100
5/13/14	13834	Memphis Child Advocacy Center		5,000
8/7/14	14104	Memphis City Schools Foundation - TEL/TLE Initiative		250,000
8/27/14	14166	Memphis College of Art - Contribution	1,000,000	
8/14/14	14135	Memphis College of Art - Support for Teacher Town Commons	1,346	
12/4/14	14467	Memphis College of Art - Support for Teacher Town Commons	585	
6/26/14	13988	Memphis College of Art - TeacherTown Commons	1,953	1,003,884
3/18/14	13636	Memphis College Preparatory School	250	
3/27/14	13684	Memphis College Preparatory School - Support for After-School Art Program	500	750
2/13/14	13548	Memphis Regional Chamber Foundation		200,000
6/24/14	13956	Memphis Rock 'n' Soul Inc - Memphis Music Hall of Fame at the Hard Rock Cafe		200,000
4/8/14	13705	Memphis ShelbyCrime Commission - Support for Operation Safe Community	50,000	
5/22/14	13861	Memphis ShelbyCrime Commission - Truancy Reduction Bicycle Rewards Program	10,000	60,000
4/16/14	13744	Memphis Symphony Orchestra	12,000	
12/18/14	14553	Memphis Symphony Orchestra - Support for Sustainability Fund	50,000	62,000
3/4/14	13603	Memphis Tomorrow	50,000	
10/27/14	14348	Memphis Tomorrow - MIEG Performance Management Initiative	110,000	
9/23/14	14237	Memphis Tomorrow - Support for Phase 1 of Memphis Branding Initiative	75,000	235,000

**J. R. Hyde III Foundation
2014 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONEE ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
1/21/14	13458	Memphis Union Mission		25
1/3/14	13401	Memphis University School - Support for MUS lacrosse field		20,000
2/4/14	13501	Metropolitan Inter-Faith Association	500	
7/11/14	14022	Metropolitan Inter-Faith Association	<u>250</u>	750
5/1/14	13793	Mid-South Food Bank		250
12/10/14	14490	Mid-South Minority Council TAD - Scalable Business Initiative		50,000
5/15/14	13846	Mid-South Public Communications Foundation	200	
4/1/14	13698	Mid-South Public Communications Foundation	<u>120</u>	320
3/7/14	13607	Moving Train - Contribution - "Take Me to the River"	19,000	
9/23/14	14240	Moving Train - Support for "Take Me to the River" outreach programming	<u>200,000</u>	219,000
3/27/14	13687	Muscular Dystrophy Association		30
4/1/14	13694	National Association of City Transportation Officials		6,000
10/15/14	14329	National Center for Family Philanthropy		15,000
6/5/14	13905	National Civil Rights Museum - General Operating Support	2,100	
9/11/14	14219	National Civil Rights Museum - Support for President search	63,692	
10/7/14	14289	National Civil Rights Museum - Support for President search	11,308	
4/16/14	13742	National Civil Rights Museum	<u>4,418</u>	81,518
11/5/14	14386	New Leaders Inc - General Operating Support	150,000	
1/21/14	13457	New Leaders Inc - Giving Tuesday Campaign	1,875	
8/7/14	14102	New Leaders Inc - National Impact Fund	<u>500,000</u>	651,875
1/14/14	13438	New Memphis Institute	100	
4/8/14	13709	New Memphis Institute	100	
12/18/14	14559	New Memphis Institute - General Operating Support & Speak Out Initiative	<u>175,000</u>	175,200
6/24/14	13958	Oasis of Hope		80
1/21/14	13456	Olive Branch Humane Society, Inc		100
12/18/14	14560	Opera Memphis - General Operating Support		25,000
9/11/14	14221	Overton Park Conservancy	1,000	
4/1/14	13696	Overton Park Conservancy	250	
5/1/14	13791	Overton Park Conservancy	<u>1,000</u>	2,250
11/11/14	14405	PeopleFirst Partnership - Support for Pre-School Development Grant Application		120,000
12/10/14	14485	PeopleForBikes Foundation - 2015 World Class Cities European Study Tour		6,000
9/2/14	14183	Pilots for Christ International		100
8/19/14	14142	Planned Parenthood		1,000
1/3/14	13404	Presbyterian Day School - Capital Campaign Pledge Support	142,857	
1/3/14	13404	Presbyterian Day School - Matching Funds for Capital Campaign	<u>142,857</u>	285,714

**J. R. Hyde III Foundation
2014 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONOR ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
12/10/14	14486	Rensselaer Polytechnic Institute		100
9/2/14	14186	Rett Syndrome Research Trust, Inc		1,000
1/3/14	13400	Rhodes College - Joseph R. Hyde III Professor of Free Enterprise		135,000
10/15/14	14327	RiverArtsFest - Sponsorship of 2014 RiverArtsFest		7,500
4/8/14	13711	Roaring Fork Conservancy - Support for the 16th Annual Frying Pan River Cleanup		500
12/16/14	14536	Ronald McDonald House of Memphis		250
4/22/14	13756	Scholarship Fund Trust of the Memphis Education Association		1,500
12/18/14	14558	SchoolSeed Foundation - Support for Instructional Coaches		75,000
5/13/14	13833	Shelby Farms Park Conservancy	250	
7/18/14	14039	Shelby Farms Park Conservancy	500	
7/8/14	13995	Shelby Farms Park Conservancy	1,500	
4/1/14	13695	Shelby Farms Park Conservancy - Support for business & strategic plan consulting	22,010	24,260
3/27/14	13688	Shepherd's Haven Ministries, Inc	200	
8/7/14	14108	Shepherd's Haven Ministries, Inc	50	
9/23/14	14239	Shepherd's Haven Ministries, Inc	150	
10/2/14	14278	Shepherd's Haven Ministries, Inc	100	
10/15/14	14326	Shepherd's Haven Ministries, Inc	50	
12/10/14	14487	Shepherd's Haven Ministries, Inc	150	
12/16/14	14538	Shepherd's Haven Ministries, Inc	150	
12/18/14	14557	Shepherd's Haven Ministries, Inc	200	1,050
2/4/14	13504	Society of Entrepreneurs		2,500
12/16/14	14537	Soulsville Foundation	5,000	
11/11/14	14403	Soulsville Foundation - Donation to the Stax Music Academy	500	5,500
5/20/14	13852	Southern Comm. Volunteers, Inc.	40	
3/27/14	13682	Southern Comm. Volunteers, Inc - Streaming Capacity Expansion	8,000	8,040
4/22/14	13759	St. Agnes Academy		100
5/29/14	13886	St. Jude Children's Research Hospital	250	
10/15/14	14325	St. Jude Children's Research Hospital	250	
2/10/14	13520	St. Jude Children's Research Hospital	100	
2/4/14	13496	St. Jude Children's Research Hospital	50	
2/4/14	13498	St. Jude Children's Research Hospital	100	750
1/3/14	13397	St. Louis Catholic Church	250	
5/1/14	13794	St. Louis Catholic Church	50	
9/8/14	14188	St. Louis Catholic Church	500	800
2/4/14	13500	St. Mary's Episcopal School	250	
12/16/14	14539	St. Mary's Episcopal School - Support for Annual Fund	25,000	
5/20/14	13851	St. Mary's Episcopal School - Support for St. Mary's Community Fund	2,500	27,750
3/4/14	13602	StudentsFirst Institute - StudentsFirst in Tennessee		100,000
7/16/14	14034	Susan Poorman Blackie Foundation		25,000

**J. R. Hyde III Foundation
2014 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONOR ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
4/22/14	13754	Teach For America - Sponsorship of 2 teachers for the Sponsor-a-Teacher campaign	10,000	
8/14/14	14137	Teach For America - Sponsorship of an additional teacher for the Sponsor-a-Teacher campaign	5,000	15,000
6/24/14	13957	Tennessee Charter School Association - General Operating Support		25,000
12/18/14	14550	Tennessee Charter School Center - General Operating Support	50,000	
8/12/14	14112	Tennessee Charter School Center - Operating Support (2011-2014)	187,500	237,500
1/14/14	13435	Tennessee Parks & Greenways Foundation - Consulting Support for 2014 Planning	1,600	
1/3/14	13399	Tennessee Parks & Greenways Foundation - Support for Mid-South Greenways Steering Committee	32,000	33,600
3/4/14	13601	Tennessee Residence Foundation - TN Residence Renovation & Restoration Project		50,000
4/8/14	13706	Tennessee State Collaborative on Reforming Education	75,000	
7/8/14	13994	Tennessee State Collaborative on Reforming Education - Support for TDOE	5,000	80,000
3/27/14	13680	The Aspen Institute		3,500
8/7/14	14101	The Bridgespan Group, Inc.	1,244	
8/7/14	14101	The Bridgespan Group, Inc.	75,000	
4/8/14	13707	The Bridgespan Group, Inc. - Strategy Development for Shelby Co. Schools	36,666	112,910
11/20/14	14440	The Exchange Club Family Center		300
12/18/14	14555	The National Ornamental Metal Museum- General Operating Support		25,000
2/13/14	13549	The New Teacher Project, Inc		679
12/4/14	14470	The Philanthropy Roundtable - Support for K-12 Education Reform Programs		25,000
1/14/14	13439	The Salvation Army	35	
12/18/14	14554	The Salvation Army	40	
3/27/14	13685	The Salvation Army	10,000	10,075
6/16/14	13931	The University of Memphis Foundation	250	
1/3/14	13405	The University of Memphis Foundation	12,000	
10/7/14	14286	The University of Memphis Foundation	12,000	
12/18/14	14556	The University of Memphis Foundation - U of M Regional Design Center	50,000	74,250
11/20/14	14441	The Women's Foundation of Greater Memphis- 2013-14 Challenge Grant	50,000	
2/13/14	13550	The Women's Foundation of Greater Memphis	100	
6/24/14	13960	The Women's Foundation of Greater Memphis	250	
12/4/14	14473	The Women's Foundation of Greater Memphis - General Operating Support	10,000	
10/7/14	14287	The Women's Foundation - Sponsorship of 2014 Annual Tribute Luncheon	10,000	70,350

**J. R. Hyde III Foundation
2014 Contributions**

<u>Date</u>	<u>CHECK NO</u>	<u>DONOR ORGANIZATION</u>	<u>AMOUNT</u>	<u>TOTAL</u>
2/4/14	13507	The Works, Inc - Renaissance Fund Challenge		50,000
6/24/14	13955	tnAchieves		100,000
12/4/14	14471	Trezevant Manor Foundation		500
10/2/14	14275	United Neighborhood Houses		1,000
12/10/14	14492	United Way of the Mid-South - General Operating Support		5,000
10/29/14	14371	University of Memphis Livable Communities Mapping Project		20,976
2/6/14	13510	University of North Carolina at Chapel Hill - 0300 Yergan-Bate Eminent Professorship		50,000
2/10/14	13521	University of Notre Dame	1,850	
4/22/14	13758	University of Notre Dame	<u>25</u>	1,875
7/30/14	14083	Urban Land Institute	215	
2/4/14	13505	Urban Land Institute Memphis - General Operating & Capacity Building Support	20,000	
8/5/14	14096	Urban Land Institute Memphis - General Operating & Capacity Building Support	<u>30,000</u>	50,215
11/20/14	14439	Vassar College		200
1/14/14	13437	Wesleyan School		2,500
1/14/14	13436	Wolf River Conservancy		300
4/16/14	13741	Wood-Ridge Memorial Foundation		200
7/30/14	14085	Yale University - Patron Level support Yale Univ Art Gallery	10,000	
11/5/14	14387	Yale University - Yale Parents Annual Fund- Financial Aid Support	<u>5,000</u>	15,000
		TOTAL		<u><u>14,984,396</u></u>

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXPENSES TO 990-T PER K-1:			
TIFF RLTY/RESOURCES III, LLC		-399.	
SANDRSN INTNTL VALUE FND FEES	72,497.	72,497.	
ALTIUS PRIV EQTY FD II EXPENSE	6,691.	6,691.	
NONDEDUCTIBLE EXPENSES-K-1'S:			
GT REAL PROP HOLDINGS II LLC	32.		
SW CONTEGO FUND, LLC	738.		
SSM PARTNERS IV, LP	61.		
PALLADIAN PARTNERS 2001, LLC	62.		
PALLADIAN PARTNERS IV, LLC	579.		
PALLADIAN PARTNERS V, LLC	956.		
TIFF RLTY/RESOURCES III, LLC	37.		
ALTIUS ASSOC PRIV EQTY FD LP	1,152.		
ALTIUS ASS PRIV EQ FD II, LP	446.		
TOTALS	<u>-131,006.</u>	<u>435,607.</u>	<u>-571,075.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	67,775.		67,775.
990-PF TAXES	545,538.		
990-T (REFUND)	-2,978.		
TN TAXES	1,114.	1,114.	
TN NET TAX TO 990-T		-1,114.	
CA TAX (REFUND)	-43.	-43.	
STATE TAXES PER K-1'S:			
PALLADIAN PARTNERS IV, LLC	7.	7.	
PALLADIAN PARTNERS V, LLC	689.	689.	
GT REAL PROP HOLDINGS II LLC	21,438.	21,438.	
FOREIGN TAXES PER K-1'S:			
SW CONTEGO FUND, LLC	473.	473.	
GT REAL PROP HOLDINGS II LLC	6.	6.	
ALTIUS ASSOC PRV EQTY FD II	2.	2.	
PALLADIAN PARTNERS 2001, LLC	6,986.	6,986.	
PALLADIAN PARTNERS IV, LLC	680.	680.	
PALLADIAN PARTNERS V, LLC	304.	304.	
SANDERSON INTNATL VALUE FUND	13,753.	13,753.	
ALTIUS ASSOC PRIV EQ FD, LP	48.	48.	
TOTALS	<u>655,792.</u>	<u>44,343.</u>	<u>67,775.</u>