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EXTENDED TO NOVEMBER 16, 2015

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.

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

A Employer identification number

KEMMONS WILSON FAMILY FOUNDATION

62-6046687

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

Room/suite

1027 CHERRY RD

B Telephone number

(901) 346-8800

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

MEMPHIS, TN 38117

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 38,526,849.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ If the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

38,566.

38,566.

38,566.

STATEMENT 1

4 Dividends and interest from securities

582,933.

582,933.

582,933.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a 2,905,927.

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

0.

8 Net short-term capital gain

N/A

9 Income modifications

10a Gross sales less returns and allowances

4,075.

STATEMENT 3

b Less Cost of goods sold

1,554.

c Gross profit or (loss)

2,521.

2,521.

STATEMENT 4

11 Other income

185,722.

185,722.

185,722.

STATEMENT 5

12 Total. Add lines 1 through 11

435,248.

807,221.

809,742.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

163,651.

0.

0.

15 Pension plans, employee benefits

18,749.

0.

0.

16a Legal fees

STMT 6

1,854.

927.

0.

b Accounting fees

STMT 7

16,375.

8,188.

0.

c Other professional fees

STMT 8

8,600.

4,300.

0.

17 Interest

195.

98.

0.

18 Taxes

STMT 9

20,820.

9,051.

0.

19 Depreciation and depletion

24,863.

0.

4,091.

20 Occupancy

21 Travel, conferences, and meetings

23,615.

0.

0.

22 Printing and publications

1,238.

0.

0.

23 Other expenses

STMT 10

40,266.

0.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

320,226.

22,564.

4,091.

25 Contributions, gifts, grants paid

1,782,498.

26 Total expenses and disbursements. Add lines 24 and 25

2,102,724.

22,564.

4,091.

27 Subtract line 26 from line 12:

-1,667,476.

a Excess of revenue over expenses and disbursements

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

784,657.

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

805,651.

941

8

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	10.		
	2 Savings and temporary cash investments	661,617.	-8,023.	-8,023.
	3 Accounts receivable ▶ 1,825,086.			
	Less: allowance for doubtful accounts ▶ 1,825,000.		86.	86.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use	82,071.	80,517.	80,517.
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ 463,005.			
Liabilities	Less: accumulated depreciation ▶	463,005.	463,005.	463,005.
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	32,966,277.	32,371,510.	37,914,795.
	14 Land, buildings, and equipment: basis ▶ 93,554.			
	Less: accumulated depreciation STMT 14 ▶ 30,885.	2,685.	62,669.	62,669.
	15 Other assets (describe ▶ STATEMENT 15)	13,800.	13,800.	13,800.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	34,189,465.	32,983,564.	38,526,849.
	17 Accounts payable and accrued expenses	3,894.	2,576.	
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	3,894.	2,576.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	34,185,571.	32,980,988.	
	30 Total net assets or fund balances	34,185,571.	32,980,988.	
	31 Total liabilities and net assets/fund balances	34,189,465.	32,983,564.	

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	34,185,571.
2 Enter amount from Part I, line 27a	2	-1,667,476.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	518,260.
4 Add lines 1, 2, and 3	4	33,036,355.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	55,367.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,980,988.

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			
b SEE ATTACHED STATEMENTS			
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 2,905,927.		5,049,196.	-374,494.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-374,494.

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	-374,494.
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). If (loss), enter -0- in Part I, line 8	3	178,770.

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	1,804,315.	35,364,666.	.051020
2012	1,795,600.	33,944,262.	.052898
2011	1,798,696.	33,950,198.	.052980
2010	1,768,738.	29,667,314.	.059619
2009	1,835,071.	7,703,147.	.238224

2 Total of line 1, column (d)	2	.454741
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	.090948
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	37,613,598.
5 Multiply line 4 by line 3	5	3,420,882.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,847.
7 Add lines 5 and 6	7	3,428,729.
8 Enter qualifying distributions from Part XII, line 4	8	2,066,207.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	15,693.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,693.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	15,693.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	31,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	33,500.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	16.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,791.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 17,791. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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?	13		X

Website address ► **WWW.KWFF.ORG**

14 The books are in care of ► **GARY C. MCCLAIN, CPA** Telephone no. ► **901-346-8800**
 Located at ► **8700 TRAIL LAKE DRIVE WEST, SUITE 300, MEMPHIS, T** ZIP+4 ► **38125**

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** **N/A**

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.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b
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	
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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.)	N/A	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 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

N/A

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.

(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
		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
AVAILABLE UPON REQUEST	0.00	0.	0.	0.

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	37,374,643.
b	Average of monthly cash balances	1b	191,760.
c	Fair market value of all other assets	1c	619,991.
d	Total (add lines 1a, b, and c)	1d	38,186,394.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	38,186,394.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	572,796.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,613,598.
6	Minimum investment return. Enter 5% of line 5	6	1,880,680.

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	1,880,680.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	15,693.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	88,629.
c	Add lines 2a and 2b	2c	104,322.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,776,358.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,776,358.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,776,358.

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	2,066,207.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,066,207.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,066,207.

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				1,776,358.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	1,465,484.			
b From 2010	300,023.			
c From 2011	113,359.			
d From 2012	139,937.			
e From 2013	66,973.			
f Total of lines 3a through e	2,085,776.			
4 Qualifying distributions for 2014 from Part XII, line 4: $\blacktriangleright$ \$ 2,066,207.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				1,776,358.
e Remaining amount distributed out of corpus	289,849.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,375,625.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	1,465,484.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	910,141.			
10 Analysis of line 9:				
a Excess from 2010	300,023.			
b Excess from 2011	113,359.			
c Excess from 2012	139,937.			
d Excess from 2013	66,973.			
e Excess from 2014	289,849.			

N/A

-

☐ 4942(j)(3) or ☐ 4942(l)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- NONE**

- NONE**

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
ADVANCE MEMPHIS 769 VANCE AVE MEMPHIS, TN 38126	NONE		DONATION	250.
AFFILIATES IN ACTION PO BOX 2122 BISMARCK, ND 58502	NONE		DONATION	2,500.
AGAPE CHILD & FAMILY SERVICES 111 RACINE STREET MEMPHIS, TN 38111	NONE		DONATION FOR POWERLINES COMMUNITY NETWORK	25,250.
AL CHYMIA SHRINERS 5770 SHELBY OAKS DR MEMPHIS, TN 38134	NONE		SUPPORT OF AL CHYMIA SHRINE	500.
ALLIANCE FOR NONPROFIT EXCELLENCE 1919 LYNNFIELD ROAD, SUITE 200 MEMPHIS, TN 38119	NONE		DONATION	15,000.
Total	SEE CONTINUATION SHEET(S)			1,782,498.
b Approved for future payment				
NONE				
Total				0.

KEMMONS WILSON FAMILY FOUNDATION

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 DTC PRIVATE EQUITY	P	VARIOUS	12/31/14
b DTC PRIVATE EQUITY	P	VARIOUS	12/31/14
c PALLADIAN PARTNERS	P	VARIOUS	12/31/14
d PALLADIAN PARTNERS	P	VARIOUS	12/31/14
e PIMCO TOTAL RETURN	P	06/23/13	02/24/14
f PIMCO TOTAL RETURN	P	11/25/09	02/24/14
g WFPIF	P	VARIOUS	12/31/14
h WFGEF	P	VARIOUS	12/31/14
i WFGEF	P	VARIOUS	12/31/14
j WFOFIF	P	VARIOUS	12/31/14
k WFOFIF	P	VARIOUS	12/31/14
l WFPIF	P	VARIOUS	12/31/14
m PIMCO TOTAL RETURN	P	07/31/13	02/24/14
n PIMCO TOTAL RETURN	P	08/30/13	02/24/14
o PIMCO TOTAL RETURN	P	09/30/13	02/24/14

(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			409.
b			94,176.
c			925.
d			55,024.
e 7,370.		7,313.	57.
f 1,085,484.		1,104,272.	<18,788.>
g			6,318.
h			18,656.
i			841,315.
j			144,998.
k			593,400.
l			13,554.
m 9,102.		9,058.	44.
n 9,829.		9,654.	175.
o 7,533.		7,517.	16.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 409.
b			** 94,176.
c			** 925.
d			** 55,024.
e			** 57.
f			** <18,788.>
g			** 6,318.
h			** 18,656.
i			** 841,315.
j			** 144,998.
k			** 593,400.
l			** 13,554.
m			** 44.
n			** 175.
o			** 16.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

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3

KEMMONS WILSON FAMILY FOUNDATION

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	PIMCO TOTAL RETURN	P	10/31/13	02/24/14
b	PIMCO TOTAL RETURN	P	11/29/13	02/24/14
c	PIMCO TOTAL RETURN	P	01/31/14	02/24/14
d	PIMCO TOTAL RETURN	P	12/09/09	02/24/14
e	PIMCO TOTAL RETURN	P	12/09/09	02/24/14
f	PIMCO TOTAL RETURN	P	12/31/09	02/24/14
g	PIMCO TOTAL RETURN	P	01/29/10	02/24/14
h	PIMCO TOTAL RETURN	P	02/26/10	02/24/14
i	PIMCO TOTAL RETURN	P	12/08/10	02/24/14
j	PIMCO TOTAL RETURN	P	12/08/10	02/24/14
k	PIMCO TOTAL RETURN	P	12/31/10	02/24/14
l	PIMCO TOTAL RETURN	P	01/31/11	02/24/14
m	PIMCO TOTAL RETURN	P	02/09/11	02/24/14
n	PIMCO TOTAL RETURN	P	02/28/11	02/24/14
o	PIMCO TOTAL RETURN	P	03/31/11	02/24/14

(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	8,446.	8,490.	<44.>
b	8,097.	8,125.	<28.>
c	3,912.	3,904.	8.
d	3,488.	3,503.	<15.>
e	12,540.	12,594.	<54.>
f	5,099.	5,079.	20.
g	3,853.	3,895.	<42.>
h	3,796.	3,848.	<52.>
i	25,663.	25,562.	101.
j	56,125.	55,903.	222.
k	5,522.	5,526.	<4.>
l	4,577.	4,580.	<3.>
m	1,509,713.	1,498,207.	11,506.
n	7,512.	7,537.	<25.>
o	9,240.	9,272.	<32.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <44.>
b			** <28.>
c			** 8.
d			<15.>
e			<54.>
f			20.
g			<42.>
h			<52.>
i			101.
j			222.
k			<4.>
l			<3.>
m			11,506.
n			<25.>
o			<32.>

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

3

KEMMONS WILSON FAMILY FOUNDATION

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	PIMCO TOTAL RETURN	P	04/29/11	02/24/14
b	PIMCO TOTAL RETURN	P	06/30/11	02/24/14
c	PIMCO TOTAL RETURN	P	08/31/11	02/24/14
d	PIMCO TOTAL RETURN	P	09/30/11	02/24/14
e	PIMCO TOTAL RETURN	P	10/31/11	02/24/14
f	PIMCO TOTAL RETURN	P	11/30/11	02/24/14
g	PIMCO TOTAL RETURN	P	12/28/11	02/24/14
h	PIMCO TOTAL RETURN	P	12/30/11	02/24/14
i	PIMCO TOTAL RETURN	P	10/31/12	02/24/14
j	PIMCO TOTAL RETURN	P	11/30/12	02/24/14
k	PIMCO TOTAL RETURN	P	11/30/12	02/24/14
l	LOSS ON DISPOSAL OF HERITAGE	P	VARIOUS	12/31/14
m	LOSS ON DISPOSAL OF EXCELSIOR	P	VARIOUS	01/01/14
n				
o				

(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 9,221.		9,380.	<159.>
b 8,941.		9,063.	<122.>
c 7,929.		8,052.	<123.>
d 9,163.		9,118.	45.
e 9,013.		9,069.	<56.>
f 9,913.		9,856.	57.
g 19,994.		19,971.	23.
h 9,758.		9,783.	<25.>
i 5,951.		6,359.	<408.>
j 4,676.		5,067.	<391.>
k 24,467.		26,327.	<1,860.>
l		2,060,959.	<2,060,959.>
m		72,353.	<72,353.>
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<159.>
b			<122.>
c			<123.>
d			45.
e			<56.>
f			57.
g			23.
h			<25.>
i			<408.>
j			<391.>
k			<1,860.>
l			<2,060,959.>
m			<72,353.>
n			
o			

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	<374,494.>
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). If (loss), enter "-0-" in Part I, line 8	3	178,770.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ALZHEIMER'S DAY SERVICES OF MEMPHIS, INC 3185 HICKORY HILL ROAD MEMPHIS, TN 38115	NONE		DONATION	1,000.
AMERICA WORLD ADOPTION ASSOCIATION 6723 WHITTIER AVE MCLEAN, VA 22101	NONE		SPONSORSHIP	1,000.
ARTS MEMPHIS 575 SOUTH MENDENHALL MEMPHIS, TN 38117	NONE		CONSERVATION THROUGH ART	5,000.
ASSOCIATION OF FUNDRAISING PO BOX 17132 MEMPHIS, TN 38187	NONE		DONATION	1,250.
BAPTIST MEMORIAL HEALTH CARE FOUNDATION 350 NORTH HUMPHREYS BOULEVARD MEMPHIS, TN 38120	NONE		BAPTIST TRINITY HOSPICE HOUSE AND CENTER FOR GOOD GRIEF	210,000.
BAPTIST REHABILITATION 350 NORTH HUMPHREYS BOULEVARD MEMPHIS, TN 38120	NONE		DONATION	2,500.
BAY FARM COMMUNITY CHURCH 3189 MECARTNEY ROAD ALAMEDA, CA 94502	NONE		DONATION	100.
BIG BROTHERS BIG SISTERS 81 TILLMAN ST MEMPHIS, TN 38111	NONE		MENTORING PROGRAMS	1,000.
BINGHAMPTON CHRISTIAN ACADEMY 175 N. TILLMAN ST MEMPHIS, TN 38111	NONE		SPONSORSHIP OF THIRD GRADE CLASSROOM	22,500.
BLUES FOUNDATION 421 S MAIN STREET MEMPHIS, TN 38103	NONE		THE BLUES HALL OF FAME	10,000.
Total from continuation sheets				1,738,998.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BOY SCOUTS OF AMERICA 171 SOUTH HOLLYWOOD STREET MEMPHIS, TN 38112	NONE		CAPITAL CAMPAIGN	6,000.
BOYS SCOUTS OF AMERICA 171 SOUTH HOLLYWOOD MEMPHIS, TN 38112	NONE		CHICASAW COUNCIL AWARDS	1,000.
BRIARCREST CHRISTIAN SCHOOLS 76 S HOUSTON LEVEE ROAD EADS, TN 38028	NONE		LEADERSHIP TRAINING AND ANNUAL SUPPORT	5,000.
BRIDGES INC 477 N FIFTH STR MEMPHIS, TN 38105	NONE		DONATION FOR THE ENDOWMENT	34,000.
BROOKS MUSEUM OF ART 1934 POPLAR AVENUE MEMPHIS, TN 38104	NONE		DONATION	8,000.
CATHOLIC CHARITIES OF WEST TENNESSEE 1325 JEFFERSON AVE MEMPHIS, TN 38104	NONE		MOBILE FOOD PANTRY	2,500.
CHARITY: WATER 200 VARICK ST, SUITE 201 NEW YORK, NY 10014	NONE		DONATION	600.
CHILDREN'S MUSEUM OF MEMPHIS 2525 CENTRAL AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL FUND	4,000.
CHRIST UNITED METHODIST CHURCH 4488 POPLAR AVE MEMPHIS, TN 38117	NONE		DONATION	10,409.
CHRISTIAN BROTHERS UNIVERSITY 650 EAST PARKWAY SOUTH MEMPHIS, TN 38104	NONE		DONATION FOR LIVING LEARNING CENTER	40,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHURCH HEALTH CENTER 1196 PEABODY AVE MEMPHIS, TN 38104	NONE		DONATION	1,000.
CITIZENS FOR COMMUNITY VALUES 3294 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION	2,000.
COLLEGIATE SCHOOL OF MEMPHIS 3353 FAXON AVENUE MEMPHIS, TN 38122	NONE		DONATION	3,500.
COMMUNITY ALLIANCE FOR THE HOMELESS 44 N 2ND ST #302 MEMPHIS, TN 38103	NONE		DONATION	10,000.
COMMUNITY ENTRY SERVICES 2441 PECK AVENUE RIVERTON, WY 82501	NONE		DONATION	2,000.
COMMUNITIES IN SCHOOLS OF TENNESSEE 401 COMMERCE STREET NASHVILLE, TN 37219	NONE		DONATION FOR STUDENT SERVICES AND PROGRAM SUPPORT	5,000.
COUNTRY PLACE MINISTRIES 1850 PRICE RD MOSCOW, TN 38057	NONE		DONATION TO GENERAL FUND	5,000.
CROSTOWN ARTS 422 N CLEVELAND ST MEMPHIS, TN 38104	NONE		DONATION	2,500.
DAYSTAR COUNSELING MINISTRIES 2801 AZALEA PL NASHVILLE, TN 37204	NONE		DONATION FOR GENERAL FUND	5,500.
DENVER ZOOLOGICAL FOUNDATION INC 2300 STEELE STREET DENVER, CO 80205	NONE		DONATION TO OPERATING FUND	4,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
DEPARTMENT OF SAFETY AND HOMELAND SECURITY 312 ROSA L. PARKS AVE, 25TH FLOOR NASHVILLE, TN 37243	NONE		DONATION	5,000.
DIXON GALLERY AND GARDENS 4339 PARK AVENUE MEMPHIS, TN 38117	NONE		DONATION FOR OPERATING FUND	26,395.
DOWNLINE MINISTRIES 6027 WALNUT GROVE ROAD MEMPHIS, TN 38120	NONE		DONATION	1,250.
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE		DONATION TO OPERATING FUND	1,000.
DYNAMIC CATHOLIC INSTITUTE 5081 OLYMPIC BLVD ERLANGER, KY 41018	NONE		DONATION	5,000.
EIKON MINISTRIES INC. P.O. BOX 111164 MEMPHIS, TN 38111	NONE		DONATION	2,500.
EMMANUEL EPISCOPAL CENTER 604 ST. PAUL AVE MEMPHIS, TN 38126	NONE		DONATION TO GENERAL FUND	2,000.
ENDEAVOR LEADERSHIP P.O. BOX 6556 RALEIGH, NC 27628	NONE		DONATION	250.
EXCHANGE CLUB FAMILY CENTER 2180 UNION AVENUE MEMPHIS, TN 38104	NONE		FIRST STEPS PARENTING PROGRAM	10,000.
EXPONENT OF PHILANTHROPY 1720 N STREET NW WASHINGTON, DC 20036	NONE		DONATION	725.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FAMILY LIFE 5800 RANCH DR LITTLE ROCK, AR 72223	NONE		DONATION TO OPERATING FUND	12,000.
FAMILIES MATTER 2595 CENTRAL AVENUE MEMPHIS, TN 38104	NONE		DONATION	15,500.
FELLOWSHIP BIBLE CHURCH 1210 FRANKLIN RD BRENTWOOD, TN 37027	NONE		DONATION TO OPERATING FUND	5,000.
FELLOWSHIP MEMPHIS PO BOX 11465 MEMPHIS, TN 38111	NONE		DONATION	3,000.
FIRST BOOK MID-SOUTH PO BOX 111229 MEMPHIS, TN 38125	NONE		DONATION	5,000.
FISHER EARLY LEARNING CENTER 1899 E EVANS AVE DENVER, CO 80210	NONE		DONATION	1,000.
FOR THE KINGDOM 4100 RALEIGH MILLINGTON ROAD MEMPHIS, TN 38128	NONE		CAMP SCHOLARSHIP	2,500.
GIFTED EDUCATION FOUNDATION 885 WOODSTOCK RD STE 430 ROSWELL, GA 30075	NONE		CURRICULUM AND COACHING LOW-INCOME STUDENTS THROUGH COLLEGE/CAREER READINESS AND LIFE	2,500.
HARBOR PRESBYTERIAN CHURCH 964 FIFTH AVENUE #535 SAN DIEGO, CA 92101	NONE		BRIDGE CHURCH	1,000.
HARWOOD CENTER 711 JEFFERSON AVE MEMPHIS, TN 38105	NONE		DONATION FOR AUTISM SERVICES	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HOPE WORKS INC 1930 UNION AVENUE MEMPHIS, TN 38104-4029	NONE		SUPPORT OF PERSONAL AND CAREER DEVELOPMENT CLASSES	4,500.
HUTCHINSON SCHOOL 1740 RIDGEWAY ROAD MEMPHIS, TN 38119	NONE		ANNUAL FUND	10,900.
INSTITUTE FOR SEXUAL WHOLENESS 1325 SATELLITE BLVD NW STE 1502 SUWANEE, GA 30024	NONE		GRADUATE SEX THERAPY CLASSES	1,000.
JEFFERSON SCHOLARS FOUNDATION P.O. BOX 400891 CHARLOTTESVILLE, VA 22904	NONE		DONATION	4,000.
JIFF 254 S. LAUDERDALE ST MEMPHIS, TN 38126	NONE		DONATION	63,500.
JONAS RIDGE UNITED METHODIST CHURCH PO BOX 44 JONAS RIDGE, NC 28641	NONE		CHURCH OPERATING FUND	17,000.
LAGRANGE UNITED METHODIST CHURCH PO BOX 75 LAGRANGE, TN 38046	NONE		DONATION	16,000.
LAUNCH YOUR CITY 88 UNION AVE MEMPHIS, TN 38103	NONE		DONATION	10,000.
LEAD LIKE JESUS 198 WHITE STAR POINT SPARTANBURG, SC 29301	NONE		DONATION	2,000.
LEBONHEUR CHILDREN'S P.O. BOX 41817 MEMPHIS, TN 38174	NONE		DONATION	35,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LITERACY MID SOUTH P.O. BOX 111229 MEMPHIS, TN 38111-1229	NONE		DONATION FOR OPERATING FUND	10,000.
LIVEOAK 1206 MAGNOLIA COURT CEDAR PARK, TX 78613	NONE		DONATION	1,000.
LUMEN CIVITATIS 2542 RIDGEWAY ROAD, SUITE 7 MEMPHIS, TN 38119	NONE		DONATION	5,000.
MADONNA DAY SCHOOL 7007 POPLAR AVE GERMANTOWN, TN 38138	NONE		DONATION FOR CAPITAL CAMPAIGN BUILDING FUND	14,500.
MEMPHIS BOTANIC GARDEN 750 CHERRY ROAD MEMPHIS, TN 38117	NONE		DONATION	53,500.
MEMPHIS CHILD ADVOCACY CENTER 1085 POPLAR AVE MEMPHIS, TN 38105	NONE		CAPITAL EXPANSION PROJECT	15,000.
MEMPHIS CITY BEAUTIFUL 664 ADAMS AVE MEMPHIS, TN 38105	NONE		DONATION	1,000.
MEMPHIS CITY SCHOOL FOUNDATION PO BOX 111169 MEMPHIS, TN 38111	NONE		DONATION	50,000.
MEMPHIS EMMAUS COMMUNITY PO BOX 240414 MEMPHIS, TN 38124	NONE		DONATION	4,500.
MEMPHIS FELLOWSHIP OF CHRISTIAN ATHLETES 1584 YORKSHIRE DR MEMPHIS, TN 38119	NONE		DONATION	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MEMPHIS GRIZZLIES HOUSE 350 N THIRD MEMPHIS, TN 38105	NONE		DONATION OF REFRIGERATOR	3,347.
MEMPHIS HUMANE SOCIETY 935 FARM ROAD MEMPHIS, TN 38134	NONE		DONATION	1,000.
MEMPHIS LEADERSHIP FOUNDATION 1548 POPLAR AVENUE MEMPHIS, TN 38104	NONE		OPERATING FUND	35,000.
MEMPHIS SHELBY COUNTY LAW ENFORCEMENT FOUNDATION PO BOX 3203 MEMPHIS, TN 38103	NONE		DONATION	30,000.
MEMPHIS TEACHER RESIDENCY 2181 UNION AVENUE MEMPHIS, TN 38104	NONE		DONATION	12,000.
MEMPHIS THEOLOGICAL SEMINARY 168 EAST PARKWAY MEMPHIS, TN 38104	NONE		DONATION TO OPERATING FUND	65,000.
MEMPHIS UNIVERSITY SCHOOL 6191 PARK AVENUE MEMPHIS, TN 38119	NONE		DONATION FOR WILSON SOCIETY	7,500.
MEMPHIS ZOOLOGICAL SOCIETY 2000 PRENTISS PLACE MEMPHIS, TN 38112	NONE		DONATION TO THE GENERAL OPERATING FUND	2,000.
METHODIST HEALTHCARE FOUNDATION 1211 UNION AVENUE #450 MEMPHIS, TN 38104	NONE		DONATION	37,500.
MID-SOUTH FOOD BANK 239 SOUTH DUDLEY ST MEMPHIS, TN 38104	NONE		DONATION	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MID-SOUTH THERAPY DOGS 3095 EXETER ROAD GERMANTOWN, TN 38138	NONE		DONATION	3,000.
MIFA-METROPOLITAN INTERFAITH ASSOCIATION 910 VANCE AVE MEMPHIS, TN 38126	NONE		DONATION FOR THE OPERATING FUND	15,000.
MISSION TO NORTH AMERICA 1700 NORTH BROWN ROAD, SUITE 101 LAWRENCEVILLE, GA 30043	NONE		DONATION	500.
MULLINS UNITED METHODIST CHURCH 4 NORTH MENDENHALL ROAD MEMPHIS, TN 38117-2968	NONE		MINISTRY OPPORTUNITIES	17,000.
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY STREET MEMPHIS, TN 38103	NONE		DONATION TO THE OPERATING FUND	5,500.
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY STREET MEMPHIS, TN 38103	NONE		NCR AWARDS GALA	1,897.
NEIGHBORHOOD CHRISTIAN CENTERS INC 785 JACKSON AVE MEMPHIS, TN 38107	NONE		DONATION TO THE OPERATING FUND	19,000.
NEW LEADERS 530 OAK COURT DRIVE, SUITE 155 MEMPHIS, TN 38117	NONE		ASPIRING PRINCIPALS PROGRAMS	15,000.
NEW MEMPHIS INSTITUTE 22 N FRONT STREET STE 160 MEMPHIS, TN 38103	NONE		DONATION FOR FELLOWS PROGRAM	8,500.
NEXUS 4055 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION FOR OPERATING FUND	12,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ORPHEUM THEATRE 203 S MAIN STREET MEMPHIS, TN 38103	NONE		DONATION	1,000.
PINK PALACE FAMILY MUSEUMS 3050 CENTRAL AVENUE MEMPHIS, TN 38111	NONE		DONATION FOR OPERATING FUND	85,325.
PLANTING FAITH MINISTRIES 999 S SHADY GROVE ROAD MEMPHIS, TN 38120	NONE		DONATION FOR OPERATING FUND	2,500.
POINT OF IMPACT 7980 N. BROTHER BLVD MEMPHIS, TN 38133	NONE		DONATION	500.
PORTER-LEATH 868 N. MANASSAS ST MEMPHIS, TN 38107	NONE		DONATION	50,000.
PRESBYTERIAN DAY SCHOOL 4025 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION TO CAPITAL CAMPAIGN	5,000.
PRESTON TAYLOR MINISTRIES 4014 INDIANA AVE NASHVILLE, TN 37209	NONE		DONATION	9,000.
REACH MEMPHIS 4646 POPLAR AVE, SUITE 327 MEMPHIS, TN 38117	NONE		DONATION	5,000.
REPAIRING THE BREACH 2019 BALL ROAD MEMPHIS, TN 38114	NONE		DONATION TO GENERAL MINISTRY	10,000.
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	NONE		DONATION TO SCHOLARSHIP	30,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
RISE 2650 THOUSAND OAKS BLVD #2400 MEMPHIS, TN 38103	NONE		DONATION	20,000.
ROCK N SOUL MUSEUM OF MEMPHIS 191 BEALE S STE 100 MEMPHIS, TN 38103	NONE		DONATION	25,000.
ROCKY MOUNTAIN DOWN SYNDROME ASSOCIATION 3515 S TAMARAC DR. #320 DENVER, CO 80237	NONE		DONATION	7,000.
SALVATION ARMY 696 JACKSON AVENUE MEMPHIS, TN 38105	NONE		DONATION FOR FOOD AND SHELTER FOR HOMELESS WOMEN	5,000.
SECOND BAPTIST CHURCH 4680 WALNUT GROVE ROAD MEMPHIS, TN 38117	NONE		DONATION	1,000.
SECOND PRESBYTERIAN CHURCH 4055 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION TO FELLOWS PROGRAM AND GENERAL FUND	12,000.
SEEDCO 22 N FRONT STREET STE 900 MEMPHIS, TN 38103	NONE		DONATION FOR OPERATION JUMPSTART	10,000.
SERVICE OVER SELF 2505 POPLAR AVE MEMPHIS, TN 38112	NONE		DONATION FOR SCHOLARSHIPS	7,500.
SHELBY COUNTY BOOKS FROM BIRTH 2924 WALNUT GROVE ROAD #4 MEMPHIS, TN 38111	NONE		DONATION FOR BOOKS	1,000.
SHELBY FARMS PARK 500 NORTH PINE LAKE DRIVE MEMPHIS, TN 38134	NONE		DONATION TO OPERATING FUND	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SHELBY RESIDENTIAL AND VOCATIONAL SERVICES 3971 KNIGHT ARNOLD RD. MEMPHIS, TN 38118	NONE		DONATION FOR SATELLITE CENTERS	12,500.
SOCIETY OF ENTREPRENEURS P.O. BOX 770839 MEMPHIS, TN 38177	NONE		DONATION	2,000.
SPECIAL OLYMPICS OF MEMPHIS 1355 LYNNFIELD ROAD MEMPHIS, TN 38119	NONE		DONATION	1,000.
ST. GEORGE'S INDEPENDENT SCHOOL 1880 WOLF RIVER BLVD COLLIERVILLE, TN 38017	NONE		DONATION TO OPERATING FUND	9,500.
STAND FOR CHILDREN 915 E MCLEMORE DR MEMPHIS, TN 38106	NONE		DONATION	2,500.
STREETS MINISTRIES 430 VANCE AVENUE MEMPHIS, TN 38126	NONE		DONATION TO ANNUAL FUND	25,000.
TEACH FOR AMERICA 175 TOYOTA PLAZA STE 350 MEMPHIS, TN 38103	NONE		DONATION	52,500.
THE FALLS CHURCH P.O. BOX 690 FALLS CHURCH, VA 22040	NONE		DONATION	3,000.
THE MASTER'S MISSION 2902 MISSION ROAD ROBBINSVILLE, NC 28771	NONE		DONATION TO OPERATING FUND	1,000.
THE PEER POWER FOUNDATION 850 RIDGE LAKE BLVD, STE 1 MEMPHIS, TN 38120	NONE		DONATION	12,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE UNIVERSITY OF MEMPHIS FOUNDATION 3720 ALUMNI AVE MEMPHIS, TN 38152	NONE		DONATIONS	89,000.
THE WORKS INC 1471 GENESIS CIRCLE MEMPHIS, TN 38106	NONE		DONATION	15,000.
URBANART COMMISSION 3485 POPLAR AVE #225 MEMPHIS, TN 38111	NONE		PUBLIC ART COMMUNITY OUTREACH PROGRAM	2,500.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37240	NONE		DONATION FOR GENERAL PURPOSES AND COMMODORE CLUB	7,500.
VISIBLE SCHOOL 1015 S COOPER STREET MEMPHIS, TN 38104	NONE		DONATION FOR CAPITAL CAMPAIGN	10,750.
WARRIORS CENTER 634 SEMMES ST MEMPHIS, TN 38111	NONE		DONATION	500.
WESLEY SENIOR MINISTRIES FOUNDATION 1615 APPLING ROAD CORDOVA, TN 38016	NONE		SUPPORT OF RESIDENTS	2,500.
WINGS CANCER FOUNDATION INC 100 N HUMPHREYS BLVD MEMPHIS, TN 38120	NONE		DONATION	5,000.
WKNO PUBLIC BROADCASTING FOR THE MID-SOUTH 7151 CHERRY FARMS ROAD CORDOVA, TN 38016	NONE		DONATION TO OPERATING FUND	1,300.
WOLF RIVER CONSERVANCY P.O. BOX 11031 MEMPHIS, TN 38111	NONE		DONATION TO OPERATING FUND	27,500.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - GIFTED EDUCATION FOUNDATION

CURRICULUM AND COACHING LOW-INCOME STUDENTS THROUGH COLLEGE/CAREER

READINESS AND LIFE SKILLS

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
KEMMONS WILSON INC	241.	241.	241.
WILKEM N/R	38,325.	38,325.	38,325.
TOTAL TO PART I, LINE 3	38,566.	38,566.	38,566.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DTC PRIVATE EQUITY LP	2,185.	0.	2,185.	2,185.	2,185.
FIXED INCOME	171,529.	0.	171,529.	171,529.	171,529.
MAIN ACCT	87.	0.	87.	87.	87.
PALLADIAN PARTNERS VI LP	17,166.	0.	17,166.	17,166.	17,166.
WILSON FAMILY GLOBAL EQUITY	163,826.	0.	163,826.	163,826.	163,826.
WILSON FAMILY OPPORTUNISTIC FIXED INCOME FUND	221,534.	0.	221,534.	221,534.	221,534.
WILSON FAMILY PRIVATE INVESTMENT FUND	6,606.	0.	6,606.	6,606.	6,606.
TO PART I, LINE 4	582,933.	0.	582,933.	582,933.	582,933.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS	1,429	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		1,429
4. COST OF GOODS SOLD (LINE 15)	1,554	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		-125
6. OTHER INCOME	2,646	
7. GROSS INCOME (ADD LINES 5 AND 6)		2,521

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	82,071	
9. MERCHANDISE PURCHASED		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		82,071
14. INVENTORY AT END OF YEAR	80,517	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14) . .		1,554

FORM 990-PF	COST OF GOODS SOLD - OTHER INCOME	STATEMENT	4
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DESCRIPTION	AMOUNT
LITIGATION PROCEEDS	146.
CONSULTING INCOME	2,500.
TOTAL OTHER INCOME	2,646.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DTC PRIVATE EQUITY, LP	-5,305.	-5,305.	-5,305.
MAIN ACCT (MANAGEMENT FEES)	-12,809.	-12,809.	-12,809.
PALLADIAN PARTNERS VI LP	-8,240.	-8,240.	-8,240.
BAD DEBT RECOVERY ON NOTE RECEIVABLE	150,000.	150,000.	150,000.
WILSON FAMILY PRIVATE INVESTMENT FUND	31,115.	31,115.	31,115.
WILSON FAMILY GLOBAL EQUITY	-66,841.	-66,841.	-66,841.
WILSON FAMILY OPPORTUNISTIC FIXED INCOME FUND	97,802.	97,802.	97,802.
TOTAL TO FORM 990-PF, PART I, LINE 11	185,722.	185,722.	185,722.

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,854.	927.	0.	928.
TO FM 990-PF, PG 1, LN 16A	1,854.	927.	0.	928.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGMENT FEES	0.	0.	0.	0.
ACCOUNTING FEES	10,375.	5,188.	0.	5,187.
TAX PREP FEES	6,000.	3,000.	0.	3,000.
TO FORM 990-PF, PG 1, LN 16B	16,375.	8,188.	0.	8,187.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PC SUPPORT	7,200.	3,600.	0.	3,600.
CONSULTING FEES	1,400.	700.	0.	700.
TO FORM 990-PF, PG 1, LN 16C	8,600.	4,300.	0.	4,300.

FORM 990-PF	TAXES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	9,001.	9,001.	0.	0.
LICENSES/FEES	100.	50.	0.	50.
PAYROLL TAXES	11,719.	0.	0.	11,719.
TO FORM 990-PF, PG 1, LN 18	20,820.	9,051.	0.	11,769.

FORM 990-PF	OTHER EXPENSES	STATEMENT 10
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	8,935.	0.	0.	8,935.
MAINTENANCE & REPAIRS	20,920.	0.	0.	20,920.
MISCELLANEOUS	25.	0.	0.	25.
INSURANCE	103.	0.	0.	103.
POSTAGE	569.	0.	0.	569.
DUES/SUBSCRIPTIONS	2,472.	0.	0.	7,472.
OFFICE SUPPLIES	7,242.	0.	0.	7,242.
TO FORM 990-PF, PG 1, LN 23	40,266.	0.	0.	45,266.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11
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DESCRIPTION	AMOUNT
UNRELATED BUSINESS TAXABLE INCOME REPORTED ON 990-T	493,488.
TAX EXEMPT INTEREST FROM PASSTHROUGHS	15,160.
PPA FROM PASSTHROUGH	9,612.
TOTAL TO FORM 990-PF, PART III, LINE 3	518,260.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 12
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DESCRIPTION	AMOUNT
FEDERAL INCOME TAX PAID	51,758.
NONDEDUCTIBLES AND PENALTIES	3,609.
TOTAL TO FORM 990-PF, PART III, LINE 5	55,367.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT-BRANCES	COST	0.	0.
INVESTMENT-CENTENNIAL ABSOLUTE RETURN FUND LP	COST		
INVESTMENT-CENTENNIAL GLOBAL MACRO	COST	2,541,116.	4,176,780.
INVESTMENT-DTC PRIVATE EQUITY, LP	COST	1,775,000.	1,686,797.
INVESTMENT-EXCELSIOR BUYOUT	COST	215,429.	275,156.
INVESTORS LLC		0.	0.
INVESTMENT-FIXED INCOME (LOOMIS SAYLES)	COST	5,440,990.	5,468,965.
INVESTMENT-HERITAGE HEDGED EQUITY FUND LP	COST	0.	0.
INVESTMENT-MAIN ACCOUNT	COST	186,346.	186,346.
INVESTMENT-PALLADIAN PARTNERS VI LP	COST	594,616.	1,143,153.
INVESTMENT-TITAN GEO	COST	3,250,000.	4,048,712.
INVESTMENT-WILSON FAMILY GLOBAL EQUITY	COST	10,035,256.	12,674,337.
INVESTMENT-WILSON FAMILY OPPORTUNISTIC FIXED INCOME	COST	5,041,632.	5,050,041.
INVESTMENT-WILSON FAMILY PRIVATE INV FUND	COST	1,586,796.	1,673,121.
INVESTMENT-WILSON FOODS INC	COST	172,943.	1.
INVESTMENT-WILSON WORLD SUITES DALLAS	COST	1,531,386.	1,531,386.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,371,510.	37,914,795.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	14
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,998.	1,998.	0.
MACBOOK PRO LAPTOP - LEE MORRIS	3,800.	2,888.	912.
DELL LATITUDE LAPTOP - LAUREN YOUNG	2,912.	2,213.	699.
LANDSCAPE 1027 CHERRY ROAD	1,952.	1,025.	927.
TENANT IMPROVEMENTS 1027 CHERRY ROAD	47,571.	2,379.	45,192.
TI - ELEC OUTLETS LMORRIS WORKSPACE	197.	104.	93.
TI - SECURITY SYSTEM	523.	275.	248.
OUTDOOR FURNITURE	663.	379.	284.
OFFICE CONFERENCE CHAIRS	4,863.	2,779.	2,084.

KEMMONS WILSON FAMILY FOUNDATION

62-6046687

CONTEMPORARY CONFERENCE TABLE	7,715.	4,409.	3,306.
OLD HOLIDAY INN CONFERENCE TABLE	552.	79.	473.
FABRIC FOR CURTAINS	226.	129.	97.
CURTAINS/SINK SKIRTS	3,669.	2,097.	1,572.
INTERIOR SIGNS - 1027 CHERRY ROAD	486.	278.	208.
NETGEAR READY/SONIC WALL/ROUTER	2,892.	1,735.	1,157.
TV/VIDEO/AUDIO	13,535.	8,121.	5,414.
TOTAL TO FM 990-PF, PART II, LN 14	93,554.	30,888.	62,666.

FORM 990-PF	OTHER ASSETS	STATEMENT 15
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MINIATURE HOLIDAY INN SIGN	11,750.	11,750.	11,750.
BRONZE SCULPTURE	2,050.	2,050.	2,050.
TO FORM 990-PF, PART II, LINE 15	13,800.	13,800.	13,800.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SPENCE WILSON 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ROBERT WILSON 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	VICE-PRES./DIRECTOR 0.00	0.	0.	0.
CHARLES K. WILSON, JR. 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	VICE-PRES./DIRECTOR 0.00	0.	0.	0.
GARY C. MCCLAIN 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	SECRETARY 0.00	0.	0.	0.
WILLIAM BATT 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	TREASURER/VICE PRESIDENT 0.00	0.	0.	0.
ELIZABETH WILSON MOORE 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	DIRECTOR 0.00	0.	0.	0.
CAROLE WILSON WEST 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	DIRECTOR 0.00	0.	0.	0.
CHIP CRENSHAW 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	ASST SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

