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

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation

BELZ FOUNDATION

A Employer identification number

62-6046715

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

100 PEABODY PLACE, SUITE 1400

B Telephone number

(901) 767-4780

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

MEMPHIS, TN 38103

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 28,518,130.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(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	1,589,936.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	475,237.	475,237.		STATEMENT 1
4 Dividends and interest from securities	477,026.	477,026.		STATEMENT 2
5a Gross rents	340,241.	340,241.		STATEMENT 3
b Net rental income or (loss) 129,008.				STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10	692,869.			
b Gross sales price for all assets on line 6a 5,831,671.				
7 Capital gain net income (from Part IV, line 2)		692,869.		
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)				
11 Other income	22,422.	22,422.		STATEMENT 5
12 Total. Add lines 1 through 11	3,597,731.	2,007,795.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 6	1,450.	1,450.		0.
b Accounting fees STMT 7	6,390.	6,390.		0.
c Other professional fees				
17 Interest	44,504.	0.		0.
18 Taxes STMT 8	96,838.	66,619.		0.
19 Depreciation and depletion	92,868.	92,868.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 9	229,834.	221,951.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	471,884.	389,278.		0.
25 Contributions, gifts, grants paid	97,415.			97,415.
26 Total expenses and disbursements. Add lines 24 and 25	569,299.	389,278.		97,415.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	3,028,432.			
b Net investment income (if negative, enter -0-)		1,618,517.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	215,552.	863,110.	863,110.
	2 Savings and temporary cash investments	532,140.	1,573,539.	1,573,539.
	3 Accounts receivable ▶ <22,422.>			
	Less: allowance for doubtful accounts ▶	474,303.	<22,422.>	<22,422.>
	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 ▶ 3,868,860.			
	Less: allowance for doubtful accounts ▶ 0.	4,498,615.	3,868,860.	3,868,860.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	14,316,740.	14,243,580.	16,805,530.
	c Investments - corporate bonds STMT 11	1,700,500.	1,700,500.	1,700,500.
	11 Investments - land, buildings, and equipment basis ▶ 4,519,358.			
	Less accumulated depreciation STMT 12 ▶ 906,437.	3,057,982.	3,612,921.	3,612,921.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	124,967.	116,092.	116,092.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	24,920,799.	25,956,180.	28,518,130.
Liabilities	17 Accounts payable and accrued expenses	36,387.	43,333.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	3,000,000.	1,000,000.	
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	3,036,387.	1,043,333.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	21,884,412.	24,912,847.	
	30 **Total net assets or fund balances**	21,884,412.	24,912,847.	
	31 **Total liabilities and net assets/fund balances**	24,920,799.	25,956,180.	

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	21,884,412.
2	Enter amount from Part I, line 27a	2	3,028,432.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING DIFFERENCE	3	3.
4	Add lines 1, 2, and 3	4	24,912,847.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,912,847.

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	PUBLICLY TRADED SECURITIES	P		
b	STATE OF ISRAEL 6TH JUBILEE ISSUE	P	07/01/09	07/01/14
c	STATE OF ISRAEL 7TH JUBILEE ISSUE	P	02/01/11	02/01/14
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	5,481,671.		4,788,802.	692,869.
b	175,000.		175,000.	0.
c	175,000.		175,000.	0.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				692,869.
b				0.
c				0.
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	692,869.
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	N/A

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	345,873.	25,584,822.	.013519
2012	1,321,244.	24,048,996.	.054940
2011	1,392,413.	23,429,910.	.059429
2010	1,513,103.	22,396,823.	.067559
2009	1,682,432.	21,343,493.	.078826

2	Total of line 1, column (d)	2	.274273
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	.054855
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	26,651,265.
5	Multiply line 4 by line 3	5	1,461,955.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,185.
7	Add lines 5 and 6	7	1,478,140.
8	Enter qualifying distributions from Part XII, line 4	8	97,415.

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	32,370.
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	32,370.
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	32,370.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 40,000.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	40,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	143.
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	7,487.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 7,487. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 ▶ N/A

14 The books are in care of ▶ JIMMIE D. WILLIAMS Telephone no. ▶ 901-767-4780

Located at ▶ 100 PEABODY PL, STE 1400, MEMPHIS, TN ZIP+4 ▶ 38103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		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

			Yes	No
	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			
	(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
SEE STATEMENT 14		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
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,986,835.
b	Average of monthly cash balances	1b	1,707,193.
c	Fair market value of all other assets	1c	7,363,094.
d	**Total** (add lines 1a, b, and c)	1d	27,057,122.
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	27,057,122.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	405,857.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,651,265.
6	**Minimum investment return.** Enter 5% of line 5	6	1,332,563.

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	1,332,563.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	32,370.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	32,370.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,300,193.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,300,193.
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	1,300,193.

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	97,415.
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	97,415.
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	97,415.

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				1,300,193.
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 1,682,432.				
b From 2010 1,513,103.				
c From 2011 1,392,413.				
d From 2012 30,796.				
e From 2013				
f **Total** of lines 3a through e	4,618,744.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 97,415.				
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				97,415.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,202,778.			1,202,778.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,415,966.			
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	479,654.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	2,936,312.			
10 Analysis of line 9:				
a Excess from 2010 1,513,103.				
b Excess from 2011 1,392,413.				
c Excess from 2012 30,796.				
d Excess from 2013				
e Excess from 2014				

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

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)

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 15

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EDUCATIONAL DONATIONS	NONE	VARIOUS	EDUCATION	22,690.
HEALTH/WELFARE DONATIONS	NONE	VARIOUS	HEALTH/WELFARE	64,675.
MISCELLANEOUS DONATIONS	NONE	VARIOUS	MISCELLANEOUS	4,414.
RELIGIOUS DONATIONS	NONE	VARIOUS	RELIGIOUS	5,636.
SEE STATEMENT 16				
Total			▶ 3a	97,415.
b *Approved for future payment*				
FOUNDATION FOR THE LIBRARY (MEMPHIS PUBLIC LIBRARY) 3030 POPLAR AVE MEMPHIS, TN 38111	NONE		EDUCATION	120,000.
LEBONHEUR FOUNDATION CAPITAL CAMPAIGN 50 N. DUNLAP STREET MEMPHIS, TN 38103	NONE		HEALTH/WELFARE	100,000.
MEMPHIS JEWISH COMMUNITY CENTER 6560 POPLAR AVE MEMPHIS, TN 38138	NONE		RELIGIOUS	35,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	372,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	475,237.	
4 Dividends and interest from securities			14	477,026.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	129,008.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	22,422.	
8 Gain or (loss) from sales of assets other than inventory			18	692,869.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,796,562.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,796,562.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ _____ 5/15/15 ▶ Director

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANDREW J. SAKALARIOS	Andrew J. Sakalarios	05/12/15		P01606240

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 100 PEABODY PLACE, SUITE 800 MEMPHIS, TN 38103 — Phone no. 901-322-6700

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2014

Name of the organization

BELZ FOUNDATION

Employer identification number

62-6046715

Organization type (check one):

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

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ _____

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

Name of organization: BELZ FOUNDATION

Employer identification number: 62-6046715

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PHILIP BELZ CHARITABLE LEAD ANNUITY II 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	$ 1,002,800.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	THE 1992 BELZ CHARITABLE TRUST 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	PHILIP BELZ ESTATE 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	$ 87,136.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization: BELZ FOUNDATION

Employer identification number: 62-6046715

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

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

Name of organization: BELZ FOUNDATION

Employer identification number: 62-6046715

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (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
METHODIST HEALTHCARE FOUNDATION - HOSPICE 1211 UNION AVE MEMPHIS, TN 38138	NONE		HEALTH/WELFARE	50,000.
UNIVERSITY OF FLORIDA MOVEMENT DISORDER CENTER 3450 HULL ROAD GAINSVILLE, FL 32607	NONE		HEALTH/WELFARE	52,500.
UNIVERSITY OF MEMPHIS FOUNDATION (LAW SCHOOL CAPITAL CAMPAIGN) PO BOX 1000 MEMPHIS, TN 38148	NONE		EDUCATION	14,500.
Total from continuation sheets				117,000.

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
INTEREST ON CDS	474,748.	474,748.	
INTEREST ON SAVINGS AND OTHER TEMPORARY CASH INVESTMENTS	489.	489.	
TOTAL TO PART I, LINE 3	475,237.	475,237.	

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
DIVIDENDS AND INTEREST FROM SECURITIES	477,026.	0.	477,026.	477,026.	
TO PART I, LINE 4	477,026.	0.	477,026.	477,026.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL INCOME	1	340,241.
TOTAL TO FORM 990-PF, PART I, LINE 5A		340,241.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		92,868.	
REAL ESTATE TAXES		58,238.	
REPAIRS AND MAINTENANCE		21,436.	
MANAGEMENT FEES & LEASE COMMISSIONS		3,855.	
INSURANCE		33,386.	
LEGAL FEES		1,450.	
- SUBTOTAL -	1		211,233.
TOTAL RENTAL EXPENSES			211,233.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			129,008.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	22,422.	22,422.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,422.	22,422.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,450.	1,450.		0.
TO FM 990-PF, PG 1, LN 16A	1,450.	1,450.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,390.	6,390.		0.
TO FORM 990-PF, PG 1, LN 16B	6,390.	6,390.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	8,381.	8,381.		0.
EXCISE TAXES	30,219.	0.		0.
REAL ESTATE TAXES	58,238.	58,238.		0.
TO FORM 990-PF, PG 1, LN 18	96,838.	66,619.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	157,184.	157,184.		0.
SECURITY	6,090.	6,090.		0.
TENNESSEE ANNUAL REPORT	22.	0.		0.
TAX PENALTIES	1,617.	0.		0.
DUES AND SUBSCRIPTIONS	77.	0.		0.
REPAIRS AND MAINTENANCE	21,436.	21,436.		0.
MANAGEMENT FEES & LEASE COMMISSIONS	3,855.	3,855.		0.
INSURANCE	33,386.	33,386.		0.
AMORTIZATION	6,167.	0.		0.
TO FORM 990-PF, PG 1, LN 23	229,834.	221,951.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMPAL AMERICAN ISRAEL CORP	4,218.	4,218.
STEPHENS INC	14,239,362.	16,801,312.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,243,580.	16,805,530.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISRAEL AMPAL DEVELOPMENT - BOND	500.	500.
STATE OF ISRAEL 5TH FLOATING RATE ISSUE	100,000.	100,000.
STATE OF ISRAEL 6TH JUBILEE	175,000.	175,000.
STATE OF ISRAEL 6TH FLOATING RATE ISSUE	5,000.	5,000.
STATE OF ISRAEL 7TH SERIES JUBILEE BOND	895,000.	895,000.
STATE OF ISRAEL 10TH SERIES FLOATING RATE BOND	175,000.	175,000.
STATE OF ISRAEL 5TH JUBILEE	175,000.	175,000.
STATE OF ISRAEL 8TH JUBILEE	175,000.	175,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,700,500.	1,700,500.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
IMPROVED LAND	438,800.	0.	438,800.
BUILDINGS	3,277,896.	868,662.	2,409,234.
MACHINERY AND EQUIPMENT	154,855.	32,922.	121,933.
ROOF REPAIRS	647,807.	4,853.	642,954.
TOTAL TO FM 990-PF, PART II, LN 11	4,519,358.	906,437.	3,612,921.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CAPITALIZED LEASE COMMISSSIONS	111,509.	105,342.	105,342.
OTHER ASSETS	13,458.	10,750.	10,750.
TO FORM 990-PF, PART II, LINE 15	124,967.	116,092.	116,092.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JACK A. BELZ 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JIMMIE D. WILLIAMS 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	SEC./TREASURER/DIRECTOR 0.00	0.	0.	0.
MARTIN S. BELZ 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
RAYMOND SHAINBERG 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
RONALD A. BELZ 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
JAN B. GROVEMAN 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
ANDREW GROVEMAN 100 PEABODY PLACE, SUITE 1400 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 15
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER
JACK A. BELZ
MARTIN S. BELZ
RONALD A. BELZ
JAN B. GROVEMAN
ANDREW GROVEMAN

The Belz Foundation Donations
2014

Payee	Date	Amount	Purpose
Americans for the Arts	2/20/2014	$ 36.00	Corporate Miscellaneous
Greenway Freshstart for Domestic Violence Victims, Inc	2/20/2014	$ 50.00	Corporate Miscellaneous
Heritage Foundation	2/20/2014	$ 72.00	Corporate Miscellaneous
Media Research Center, Inc	2/20/2014	$ 54.00	Corporate Miscellaneous
Arts Memphis	2/27/2014	$ 3,000.00	Corporate Miscellaneous
Memphis Symphony Orchestra	3/10/2014	$ 50.00	Corporate Miscellaneous
TN State Museum Foundation	3/17/2014	$ 500.00	Corporate Miscellaneous
Project Extreme	3/27/2014	$ 90.00	Corporate Miscellaneous
American Council of Trustees and Alumni	7/17/2014	$ 100.00	Corporate Miscellaneous
Clinton Global Initiative Inc	7/17/2014	$ 25.00	Corporate Miscellaneous
National Center for Public Policy Research	7/17/2014	$ 90.00	Corporate Miscellaneous
Smithsonian Institution	7/17/2014	$ 55.00	Corporate Miscellaneous
The Forward Association, Inc	7/17/2014	$ 45.00	Corporate Miscellaneous
Foundation Endowment	10/9/2014	$ 75.00	Corporate Miscellaneous
American friends of Magen David Adom	10/16/2014	$ 100.00	Corporate Miscellaneous
Center for Individual Rights	10/16/2014	$ 72.00	Corporate Miscellaneous
		$ 4,414.00	**Total Corporate Miscellaneous**
		$ -	**Adjustments & Voided Checks**
		$ 4,414.00	**Net Corporate Miscellaneous**
Imagination Productions, Inc.	2/20/2014	$ 54.00	Education
National Museum of American Jewish History	2/20/2014	$ 54.00	Education
Oxford Centre for Hebrew & Jewish Studies	2/20/2014	$ 100.00	Education
St. George Independent School	2/20/2014	$ 100.00	Education
Foundation For Individual Rights In Education	4/24/2014	$ 54.00	Education
Rabbinical Seminary Of America	4/24/2014	$ 72.00	Education
Jewish Telegraphic Agency Inc	5/1/2014	$ 100.00	Education
Telshe Yeshiva-Chicago	5/1/2014	$ 72.00	Education
Memphis Jewish Foundation	5/8/2014	$ 150.00	Education
House of the Temple Historic	5/9/2014	$ 20.00	Education
Bill of Rights Institute	6/26/2014	$ 72.00	Education
PEF Israel Endowment Funds c/o Kidma Technology	6/26/2014	$ 90.00	Education
Project Reflect	6/26/2014	$ 54.00	Education
Adventure Science Center Nashville	7/17/2014	$ 72.00	Education
Cumberland College University of the Cumberlands	7/17/2014	$ 60.00	Education
Friedman Foundation	7/17/2014	$ 60.00	Education
Israel Project	7/17/2014	$ 100.00	Education
National Watch & Clock Museum	7/17/2014	$ 100.00	Education
World Jewish Congress	7/17/2014	$ 92.00	Education
PEF Israel Endowment Funds Inc c/o AM Hazikaron	7/24/2014	$ 54.00	Education
PEF Israel Endowment Funds Inc c/o Jerusalem Parents	7/24/2014	$ 54.00	Education
PEF Israel Endowment Funds Inc c/o Mechinat Elisha	7/24/2014	$ 36.00	Education
Central Fund of Israel-Otniel Yeshiva High School	8/21/2014	$ 54.00	Education
Judicial Watch	8/21/2014	$ 50.00	Education
National Yiddish Book	8/21/2014	$ 100.00	Education
American friends of Museums in Israel	10/16/2014	$ 100.00	Education
Friedman Foundation	10/16/2014	$ 30.00	Education
Jewish Historical Society of memphis & The Mid-South	10/16/2014	$ 150.00	Education
Metropolitan Museum of Art	10/16/2014	$ 50.00	Education
PEF Israel Endowment Fund Inc Maor Hotorah	10/16/2014	$ 56.00	Education
PEF Israel Endowment Funds Inc Ahavat Moshe	10/16/2014	$ 100.00	Education
Stax Museum of American Soul Music	10/16/2014	$ 75.00	Education

Students for Liberty Inc	10/16/2014	$	50.00	Education
American Friends Yeshivat	11/6/2014	$	90.00	Religious
Foundation for the Library	11/13/2014	$	20,000.00	Education
Foundation for the Library	11/13/2014	$	50.00	Education
American Film Institute	12/18/2014	$	50.00	Education
Center for Individual Rights	12/18/2014	$	90.00	Education
		$	**22,715.00**	**Total Education**
		$	**(25.00)**	**Adjustments & Voided Checks**
		$	**22,690.00**	**Net Education**
Betty Ford Center	1/23/2014	$	75.00	Health/Welfare
City of Hope	1/23/2014	$	100.00	Health/Welfare
Harwood Center Inc	1/23/2014	$	100.00	Health/Welfare
Second Chances, Inc	1/23/2014	$	100.00	Health/Welfare
American Friends of New Communities in Israel (AFNCI)	2/20/2014	$	90.00	Health/Welfare
Easter Seals Tennessee, Inc.	2/20/2014	$	15.00	Health/Welfare
National Glaucoma Research	2/20/2014	$	89.00	Health/Welfare
Streets Ministries, Inc.	2/20/2014	$	100.00	Health/Welfare
American Diabetes	3/20/2014	$	54.00	Health/Welfare
American Supporters of Yedid, Inc.	3/20/2014	$	100.00	Health/Welfare
Friends of the Americas	3/20/2014	$	72.00	Health/Welfare
National Glaucoma Research	3/20/2014	$	60.00	Health/Welfare
St. Jude Children's Research	3/20/2014	$	25.00	Health/Welfare
Youth Villages, Inc	3/20/2014	$	100.00	Health/Welfare
Kids Wish Network, Inc	3/27/2014	$	54.00	Health/Welfare
Life After Release	3/27/2014	$	90.00	Health/Welfare
Memphis Germantown Art League	3/27/2014	$	100.00	Health/Welfare
Mothers Against Drunk Driving	3/27/2014	$	50.00	Health/Welfare
National Cancer Research Ctr	3/27/2014	$	54.00	Health/Welfare
Scholars for Peace in the Middle East	3/27/2014	$	90.00	Health/Welfare
Smile Train	3/27/2014	$	90.00	Health/Welfare
USO	3/27/2014	$	54.00	Health/Welfare
Wounded Warrior Project	3/27/2014	$	25.00	Health/Welfare
Diskin Orphan Home	4/10/2014	$	70.00	Health/Welfare
American Committee For Melabev, Inc.	4/17/2014	$	75.00	Health/Welfare
Juvenile Diabetes Research Foundation	4/17/2014	$	100.00	Health/Welfare
National Institute For Jewish Hospice	4/17/2014	$	54.00	Health/Welfare
OXFAM	4/17/2014	$	36.00	Health/Welfare
American Institute For Cancer Research	4/24/2014	$	72.00	Health/Welfare
Keren Or Inc Jerusalem CTR Multi Disabled B	4/24/2014	$	72.00	Health/Welfare
Leukemia & Lymphoma Society Inc	5/1/2014	$	18.00	Health/Welfare
National Law Enforcement Officers Memorial Fund Inc	5/1/2014	$	18.00	Health/Welfare
Paralyzed Veterans Of America	5/1/2014	$	18.00	Health/Welfare
Special Olympics Tennessee	5/1/2014	$	60.00	Health/Welfare
Care	5/9/2014	$	54.00	Health/Welfare
Institute for Justice	5/9/2014	$	75.00	Health/Welfare
Macular Degeneration Assoc	5/9/2014	$	72.00	Health/Welfare
MD Anderson Cancer Center	5/9/2014	$	72.00	Health/Welfare
Michael J Fox Foundation for Parkinsons Research	5/9/2014	$	100.00	Health/Welfare
Mid South Parkinson's Disiese Foundation, Inc	5/9/2014	$	54.00	Health/Welfare
National Parkinson Foundation, Inc.	5/9/2014	$	90.00	Health/Welfare
PI Lambda Phi Educational foundation, Inc.	5/9/2014	$	36.00	Health/Welfare
Ronald McDonald House Charities of Memphis	5/9/2014	$	100.00	Health/Welfare
Tennessee Parks & Greenways	5/9/2014	$	54.00	Health/Welfare
Women's Foudnation of Greater Memphis	5/9/2014	$	100.00	Health/Welfare
St. Jude Children's Research	6/19/2014	$	250.00	Health/Welfare
American Friends of Alyn Hospital	6/26/2014	$	90.00	Health/Welfare
Carlebach Shul	6/26/2014	$	90.00	Health/Welfare
PEF Israel Endowment Funds c/o Dor R'vii	6/26/2014	$	100.00	Health/Welfare

PEF Israel Endowment Funds c/o Kiryat Motzkin Community Ctr	6/26/2014	$	72.00	Health/Welfare
PEF Israel Endowment Funds c/o Or Hatorah	6/26/2014	$	90.00	Health/Welfare
PEF Israel Endowment Funds c/o Torat Hanefesh	6/26/2014	$	54.00	Health/Welfare
PEF Israel Endowment Funds c/o Yad Yehudit	6/26/2014	$	72.00	Health/Welfare
American Friends of the Bene Beraq Hospital, Inc.	7/17/2014	$	100.00	Health/Welfare
American Friends of the Shemaya School	7/17/2014	$	60.00	Health/Welfare
Dysautonomia Foundation	7/17/2014	$	36.00	Health/Welfare
Help Hospitalized Veterans	7/17/2014	$	40.00	Health/Welfare
Paamonim	7/17/2014	$	72.00	Health/Welfare
Services for Children with Hidden Intelligence , Inc	7/17/2014	$	54.00	Health/Welfare
PEF Israel Endowment Funds Inc c/o Shaarei Hodv'Hadar	7/24/2014	$	36.00	Health/Welfare
Committee for the Rescue of Israel's Babies	8/21/2014	$	100.00	Health/Welfare
Juvenile Diabetes Research	8/21/2014	$	50.00	Health/Welfare
March of Dimes	8/21/2014	$	54.00	Health/Welfare
Mesamche Lev-Viyoel	8/21/2014	$	90.00	Health/Welfare
PEF Israel Endowment Funds Inc AMCHA 58-0104859	8/21/2014	$	36.00	Health/Welfare
Muscular Dystrophy Association	8/28/2014	$	100.00	Health/Welfare
Jewish Heritage Foundation International, Inc	10/9/2014	$	108.00	Health/Welfare
Batya - friends of United Hatzalah Inc	10/16/2014	$	90.00	Health/Welfare
Chai Lifeline	10/16/2014	$	72.00	Health/Welfare
Doctor Without Borders	10/16/2014	$	100.00	Health/Welfare
Epilepsy Foundation	10/16/2014	$	75.00	Health/Welfare
Feed Israel	10/16/2014	$	54.00	Health/Welfare
Friends of Kaf Hachaim	10/16/2014	$	90.00	Health/Welfare
Jewish Heritage Foundation International, Inc	10/16/2014	$	72.00	Health/Welfare
Jewish War Veterans	10/16/2014	$	56.00	Health/Welfare
Juvenile Diabetes Research	10/16/2014	$	100.00	Health/Welfare
K.I.D.S. /Fashion Delivers Inc	10/16/2014	$	100.00	Health/Welfare
Macular Degeneration Association	10/16/2014	$	50.00	Health/Welfare
National Children's Cancer Society	10/16/2014	$	90.00	Health/Welfare
PEF Israel Endowment Funds Inc Chaim Badrachim	10/16/2014	$	72.00	Health/Welfare
PEF Israel Endowment Funds Inc Nahalat Yohanan	10/16/2014	$	90.00	Health/Welfare
PEF Israel Endowment Funds Inc PRI Chadash	10/16/2014	$	54.00	Health/Welfare
PEF Israel Endowment Funds Inc Shaarei Shnuot	10/16/2014	$	72.00	Health/Welfare
PEF Israel Endowment Funds Inc Yechalal Community Assoc	10/16/2014	$	90.00	Health/Welfare
Smile Train	10/16/2014	$	90.00	Health/Welfare
The Glaucoma Foundation	10/16/2014	$	65.00	Health/Welfare
Diabetes Research & Wellness	11/6/2014	$	72.00	Health/Welfare
National Foundation for Cancer Research	11/6/2014	$	90.00	Health/Welfare
Ocean Conservancy Inc	11/6/2014	$	50.00	Health/Welfare
Baron Hirsch Congregation	12/2/2014	$	300.00	Health/Welfare
Lebonheur Foundation	12/4/2014	$	50,000.00	Health/Welfare
University of Florida College of Medicine	12/4/2014	$	7,500.00	Health/Welfare
Hope House	12/18/2014	$	54.00	Health/Welfare
PEF Israel Endowment Funds Inc/ c/co A Chance for Youth	12/18/2014	$	108.00	Health/Welfare
PEF Israel Endowment Funds Inc/ c/o Or Leah	12/18/2014	$	90.00	Health/Welfare
PEF Israel Endowment Funds Inc/ The Jerusalem Union	12/18/2014	$	108.00	Health/Welfare
		$	**64,695.00**	**Total Health/Welfare**
		$	**(20.00)**	**Adjustments & Voided Checks**
		$	**64,675.00**	**Net Health/Welfare**

Baron Hirsch Congregation	1/23/2014	$	18.00	Religious
Baron Hirsch Congregation	1/23/2014	$	18.00	Religious
World Jewish Congress	1/23/2014	$	54.00	Religious
Yeshiva University	1/23/2014	$	18.00	Religious
Bais Chana	2/20/2014		80.00	Void ($80)
Baron Hirsch Congregation	2/20/2014	$	72.00	Religious
Beth Chana School & High School for Girls	2/20/2014	$	80.00	Religious
Congregation Bais Naftali	2/20/2014	$	36.00	Religious
Congregation Beis Naftuly	2/20/2014	$	36.00	Religious
Congregation Ohel Yitzchok	2/20/2014	$	45.00	Religious
Congregation Tiferes Avrohom	2/20/2014	$	65.00	Religious
Friends of Harim	2/20/2014	$	50.00	Religious
Judicial Watch	2/20/2014	$	36.00	Religious
Mesivta D' Rabbi Yochanan	2/20/2014	$	65.00	Religious
Refuah Yeshuah	2/20/2014	$	54.00	Religious
Tiferes Naftali, Inc	2/20/2014	$	36.00	Religious
United Institutions of Karlin	2/20/2014	$	100.00	Religious
Israel Project	3/20/2014	$	75.00	Religious
Agudath Israel of America	3/27/2014	$	72.00	Religious
National Council of Jewish Women	3/27/2014	$	72.00	Religious
Bikur Cholim	4/10/2014	$	36.00	Religious
Orthodox Union Ben Zakkai Honor Society	4/17/2014	$	60.00	Religious
Yeshiva University	4/17/2014	$	25.00	Religious
Chabad Lubavitch Of Tennessee	4/24/2014	$	100.00	Religious
Mirrer Yeshiva Central Institute	4/24/2014	$	45.00	Religious
St Jude Children's Research Hospital	4/24/2014	$	25.00	Religious
VAAD Hakehilloth Of Memphis	5/1/2014	$	100.00	Religious
Anshei Sphard Beth El Emeth	5/9/2014	$	250.00	Religious
Yeshiva Chofetz Chaim of Radin	5/9/2014	$	70.00	Void ($70)
Young Judaea Global, Inc	5/9/2014	$	100.00	Religious
Cong Binyan Zvi Dwaitzen	5/29/2014	$	36.00	Religious
Cong Gemach Bnei Pinchos	5/29/2014	$	50.00	Religious
Gemilos Chasodim Chasdel Moshe	6/12/2014	$	54.00	Religious
PEF Israel Endowment Funds Inc c/o Yad Lyadid Bagalil	6/12/2014	$	54.00	Religious
PEF Israel Endowment Funds Inc. c/o Gabi & Rivky's House	6/12/2014	$	54.00	Religious
PEF Israel Endowment Funds Inc. c/o Shomrei Gahelet Hodu	6/12/2014	$	54.00	Religious
Tiferet	6/12/2014	$	72.00	Religious
Yad Hachesed	6/12/2014	$	54.00	Religious
PEF Israel Endowment Funds c/o Etz Chaim Rehovot	6/26/2014	$	90.00	Religious
PEF Israel Endowment Funds c/o Gomel Chesed	6/26/2014	$	90.00	Religious
Yeshiva University	6/26/2014	$	61.00	Religious
Yeshiva University	7/17/2014	$	50.00	Religious
Yivo Institute for Jewish Research	7/17/2014	$	90.00	Religious
23rd Psalm Ministry	7/24/2014	$	36.00	Religious
Baron Hirsch Congregation	7/24/2014	$	15.00	Religious
PEF Israel Endowment Funds Inc c/o	7/24/2014	$	54.00	Religious
Yeshiva University	7/31/2014	$	25.00	Religious
Hillel The Foundation For Jewish Campus Life	8/21/2014	$	72.00	Religious
Sheves Achim	8/21/2014	$	56.00	Religious
Yeshiva Derech Chaim	8/21/2014	$	54.00	Religious
American Friends of Neve Shalom Wahat Al-Salam	10/16/2014	$	90.00	Religious
LeBonheur Children's Medical Center	10/16/2014	$	50.00	Religious
Memphis Jewish Community Center	10/16/2014	$	100.00	Religious
St. Jude Children's research Hospital	10/23/2014	$	20.00	Religious
Goldring Woldenberg Institute of Southern Jewish Life	11/6/2014	$	72.00	Religious
Union of Councils for Jews in The Former Soviet Union	11/6/2014	$	90.00	Religious
Yeshivat Birkat Moshe	11/12/2014	$	1,750.00	Religious
National Jewish Center for Learning & Leadership	11/13/2014	$	90.00	Religious
American Friends of Bet El	12/18/2014	$	100.00	Religious
Congregation Chabad Lubavitch	12/18/2014	$	25.00	Religious
Tomchei Tzedakah of Lakewood	12/18/2014	$	100.00	Religious
Memphis Shelby County Humane Society	9/4/2015	$	25.00	Religious

$	5,526.00	Total Religious
	110.00	Adjustments & Voided Checks
	5,636.00	Net Religious

$	97,710.00	Total Donations
$	(295.00)	Total Adjustments & Voided Checks
$	97,415.00	Net Total

RENTAL INCOME RENT 1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	BUILDINGS											
2	BUILDINGS	VARIES		.000	16	3277896.			3277896.	784,617.		84,045.
4	ROOF REPAIRS	093014		.000	16	647,807.			647,807.			4,853.
	* 990-PF RENTAL											
	TOTAL BUILDINGS					3925703.		0.	3925703.	784,617.	0.	88,898.
	MACHINERY & EQUIPMENT											
3	MACHINERY AND EQUIPMENT	VARIES		.000	16	154,855.			154,855.	28,952.		3,970.
	* 990-PF RENTAL											
	TOTAL MACHINERY & E					154,855.		0.	154,855.	28,952.	0.	3,970.
	LAND											
1	IMPROVED LAND	VARIES		.000	16	438,800.			438,800.			0.
	* 990-PF RENTAL											
	TOTAL LAND					438,800.		0.	438,800.	0.	0.	0.
	* GRAND TOTAL											
	990-PF RENTAL DEPR					4519358.		0.	4519358.	813,569.	0.	92,868.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction