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

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

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▶ Information about Form 990-PF and its 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 BRINKLEY, T/A/F BRINKLEY FOUNDATION		A Employer identification number 62-6079631
Number and street (or P.O. box number if mail is not delivered to street address) 6075 POPLAR AVENUE		B Telephone number 901-767-3103
Room/suite 702		
City or town, state or province, country, and ZIP or foreign postal code MEMPHIS, TN 38119		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 4,027,638.	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 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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		91,275.	89,938.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		212,078.			
b Gross sales price for all assets on line 6a		278,192.			
7 Capital gain net income (from Part IV, line 2)			212,078.		
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					
12 Total. Add lines 1 through 11		303,353.	302,016.		
13 Compensation of officers, directors, trustees, etc		24,355.	12,177.		12,178.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,750.	2,750.		0.
c Other professional fees		10,289.	10,289.		0.
17 Interest					
18 Taxes		874.	874.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		38,268.	26,090.		12,178.
25 Contributions, gifts, grants paid		190,800.			190,800.
26 Total expenses and disbursements. Add lines 24 and 25		229,068.	26,090.		202,978.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		74,285.			
b Net investment income (if negative, enter -0-)			275,926.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

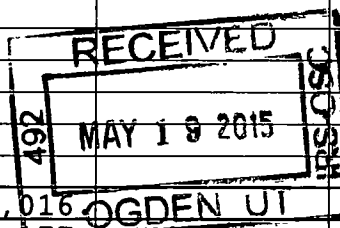
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Form **990-PF** (2014)

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2014.03020 BRINKLEY, T/A/F BRINKLEY FO A2215371

SCANNED MAY 22 2015



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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			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	3,379,479.	3,453,764.	4,027,638.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,379,479.	3,453,764.	4,027,638.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	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	3,379,479.	3,379,479.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	74,285.		
30 Total net assets or fund balances	3,379,479.	3,453,764.		
31 Total liabilities and net assets/fund balances	3,379,479.	3,453,764.		

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	3,379,479.
2 Enter amount from Part I, line 27a	2	74,285.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,453,764.
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	3,453,764.

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 LONG TERM CAP GAIN DIVS	P	VARIOUS	12/31/14
b WASATCH L/S INST 5,161.086 SH	P	VARIOUS	07/30/14
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 191,434.			191,434.
b 86,758.		66,114.	20,644.
c			
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			191,434.
b			20,644.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	212,078.
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	198,365.	3,755,711.	.052817
2012	173,682.	3,515,038.	.049411
2011	193,477.	3,543,298.	.054604
2010	164,318.	3,299,634.	.049799
2009	114,573.	3,011,906.	.038040

2 Total of line 1, column (d)	2	.244671
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	.048934
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,043,448.
5 Multiply line 4 by line 3	5	197,862.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,759.
7 Add lines 5 and 6	7	200,621.
8 Enter qualifying distributions from Part XII, line 4	8	202,978.

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)		1	2,759.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	2,759.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,759.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	178.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2014 estimated tax payments and 2013 overpayment credited to 2014		6d	
b Exempt foreign organizations - tax withheld at source		7	178.
c Tax paid with application for extension of time to file (Form 8868)		8	3.
d Backup withholding erroneously withheld		9	2,584.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐			

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
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		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?		
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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ARGENT TRUST COMPANY OF TENNESSEE</u> Telephone no. ► <u>901-767-3103</u> Located at ► <u>6075 POPLAR AVENUE, SUITE 702, MEMPHIS, TN</u> ZIP+4 ► <u>38119</u>			
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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
ARGENT TRUST COMPANY OF TENNESSEE 6075 POPLAR AVENUE, SUITE 702 MEMPHIS, TN 38119	SUCCESSOR TRUSTEE 1.00	11,391.	0.	0.
IBERIA BANK 2430 WOODCREST PLACE BIRMINGHAM, TN 35209	PRIOR TRUSTEE 1.00	12,964.	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

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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	4,105,023.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,105,023.
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	4,105,023.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,575.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,043,448.
6	Minimum investment return. Enter 5% of line 5	6	202,172.

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	202,172.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,759.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,759.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	199,413.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	199,413.
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	199,413.

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	202,978.
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	202,978.
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	2,759.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	200,219.

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.

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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				199,413.
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				
b From 2010	1,246.			
c From 2011	12,992.			
d From 2012	7,272.			
e From 2013	11,261.			
f Total of lines 3a through e	32,771.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 202,978.				
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				199,413.
e Remaining amount distributed out of corpus	3,565.			
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	36,336.			
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	36,336.			
10 Analysis of line 9:				
a Excess from 2010	1,246.			
b Excess from 2011	12,992.			
c Excess from 2012	7,272.			
d Excess from 2013	11,261.			
e Excess from 2014	3,565.			

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				
SEE ATTACHED SCHEDULE VARIOUS VARIOUS, TN	NONE	501(C)(3)	CHARITABLE	190,800.
Total			▶ 3a	190,800.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	89,938.	0.	89,938.	89,938.	
TAX EXEMPT DIVIDENDS	1,337.	0.	1,337.	0.	
TO PART I, LINE 4	91,275.	0.	91,275.	89,938.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,750.	2,750.		0.
TO FORM 990-PF, PG 1, LN 16B	2,750.	2,750.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	10,289.	10,289.		0.
TO FORM 990-PF, PG 1, LN 16C	10,289.	10,289.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	874.	874.		0.
TO FORM 990-PF, PG 1, LN 18	874.	874.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	3,453,764.	4,027,638.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,453,764.	4,027,638.

102 CHARITABLE DEDUCTION - CURRENT INCOME

12/05/14	CHARITABLE DISTRIBUTION TO ACCESS SCHOOL FOR 2014 TR TRAN#=0000000000000006 TR CD=750 REG=0 PORT=PRIN	-2000 00	-2000 00	1412000012
12/05/14	CHARITABLE DISTRIBUTION TO ADVANCE MEMPHIS FOR 2014 TR TRAN#=0000000000000007 TR CD=750 REG=0 PORT=PRIN	-5000 00	-5000 00	1412000013
12/05/14	CHARITABLE DISTRIBUTION TO BAPTIST HEALTH FOUNDATION CLEBURN E COUNTY FOR 2014 TR TRAN#=0000000000000008 TR CD=750 REG=0 PORT=PRIN	-3800 00	-3800 00	1412000014
12/05/14	CHARITABLE DISTRIBUTION TO BAPTIST MEMORIAL HEALTHCARE FOUND ATION FOR 2014 TR TRAN#=0000000000000009 TR CD=750 REG=0 PORT=PRIN	-1000 00	-1000 00	1412000015
12/05/14	CHARITABLE DISTRIBUTION TO BOY SCOUTS OF AMERICA FOR 2014 TR TRAN#=0000000000000010 TR CD=750 REG=0 PORT=PRIN	-1000 00	-1000 00	1412000016
12/05/14	CHARITABLE DISTRIBUTION TO BRIDGES USA FOR 2014 TR TRAN#=0000000000000011 TR CD=750 REG=0 PORT=PRIN	-5000 00	-5000 00	1412000017
12/05/14	CHARITABLE DISTRIBUTION TO CHILDREN'S FOUNDATION OF MEMPHIS FOR 2014 TR TRAN#=0000000000000012 TR CD=750 REG=0 PORT=PRIN	-10000 00	-10000 00	1412000018
12/05/14	CHARITABLE DISTRIBUTION TO CHURCH HEALTH CENTER FOR 2014 TR TRAN#=0000000000000013 TR CD=750 REG=0 PORT=PRIN	-2000 00	-2000 00	1412000019
12/05/14	CHARITABLE DISTRIBUTION TO THE C A L L OF CLEBURNE COUNTY F OR 2014 TR TRAN#=0000000000000014 TR CD=750 REG=0 PORT=PRIN	-3000.00	-3000 00	1412000020
12/05/14	CHARITABLE DISTRIBUTION TO CLEBURNE COUNTY COMMUNITY FOUNDAT ION FOR 2014 TR TRAN#=0000000000000015 TR CD=750 REG=0 PORT=PRIN	-2000 00	-2000 00	1412000021
12/05/14	CHARITABLE DISTRIBUTION TO DELTA WATERFOWL MEMPHIS CHAPTER F OR 2014 TR TRAN#=0000000000000016 TR CD=750 REG=0 PORT=PRIN	-1000 00	-1000 00	1412000022
12/05/14	CHARITABLE DISTRIBUTION TO ELMWOOD CEMETARY FOR 2014 TR TRAN#=0000000000000017 TR CD=750 REG=0 PORT=PRIN	-5000.00	-5000 00	1412000023
12/05/14	CHARITABLE DISTRIBUTION TO EMMANUEL UNITED METHODIST KINDERG ARTEN FOR 2014 TR TRAN#=0000000000000018 TR CD=750 REG=0 PORT=PRIN	-5000.00	-5000 00	1412000024
12/05/14	CHARITABLE DISTRIBUTION TO FAYETTE COUNTY TECHNICAL RESCUE T EAM, INC FOR 2014 TR TRAN#=0000000000000019 TR CD=750 REG=0 PORT=PRIN	-5000 00	-5000 00	1412000025
12/05/14	CHARITABLE DISTRIBUTION TO FIRST UNITED METHODIST CHURCH FOR 2014 TR TRAN#=0000000000000020 TR CD=750 REG=0 PORT=PRIN	-7000 00	-7000 00	1412000026

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)				
12/05/14	CHARITABLE DISTRIBUTION TO GRACE HOUSE MEMPHIS FOR 2014 TR TRAN#=000000000000021 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1412000027
12/05/14	CHARITABLE DISTRIBUTION TO HARWOOD CENTER FOR 2014 TR TRAN#=000000000000022 TR CD=750 REG=0 PORT=PRIN	-3000 00		-3000 00	1412000028
12/05/14	CHARITABLE DISTRIBUTION TO HUTCHISON SCHOOL FOR 2014 TR TRAN#=000000000000023 TR CD=750 REG=0 PORT=PRIN	-12500.00		-12500 00	1412000029
12/05/14	CHARITABLE DISTRIBUTION TO LITTLE LIGHTHOUSE CENTRAL MISSISS IPPI INC FOR 2014 TR TRAN#=000000000000024 TR CD=750 REG=0 PORT=PRIN	-10000 00		-10000 00	1412000030
12/05/14	CHARITABLE DISTRIBUTION TO HUMANE SOCIETY OF MEMPHIS AND SHE LBY COUNTY FOR 2014 TR TRAN#=000000000000025 TR CD=750 REG=0 PORT=PRIN	-2000 00		-2000 00	1412000031
12/05/14	CHARITABLE DISTRIBUTION TO MEDICAL EDUCATION AND RESEARCH IN STITUTE FOR 2014 TR TRAN#=000000000000026 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1412000032
12/05/14	CHARITABLE DISTRIBUTION TO MEMPHIS LEADERSHIP FOUNDATION FOR 2014 TR TRAN#=000000000000027 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1412000033
12/05/14	CHARITABLE DISTRIBUTION TO MEMPHIS UNION MISSION FOR 2014 TR TRAN#=000000000000028 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1412000034
12/05/14	CHARITABLE DISTRIBUTION TO MEMPHIS UNIVERSITY SCHOOL FOR 201 4 TR TRAN#=000000000000029 TR CD=750 REG=0 PORT=PRIN	-1000.00		-1000 00	1412000035
12/05/14	CHARITABLE DISTRIBUTION TO METHODIST HEALTHCARE FOUNDATION F OR 2014 TR TRAN#=000000000000030 TR CD=750 REG=0 PORT=PRIN	-10000 00		-10000 00	1412000036
12/05/14	CHARITABLE DISTRIBUTION TO NEIGHBORHOOD SCHOOL FOR 2014 TR TRAN#=000000000000031 TR CD=750 REG=0 PORT=PRIN	-8000 00		-8000 00	1412000037
12/05/14	CHARITABLE DISTRIBUTION TO PEER POWER FOUNDATION FOR 2014 TR TRAN#=000000000000032 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1412000038
12/05/14	CHARITABLE DISTRIBUTION TO PRESBYTERIAN DAY SCHOOL FOR 2014 TR TRAN#=000000000000033 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1412000039
12/05/14	CHARITABLE DISTRIBUTION TO PRESBYTERIAN DAY SCHOOL FOR 2014 TR TRAN#=000000000000034 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1412000040
12/05/14	CHARITABLE DISTRIBUTION TO PROJECT K I.D.S FOR 2014 TR TRAN#=000000000000035 TR CD=750 REG=0 PORT=PRIN	-1000 00		-1000 00	1412000041
12/05/14	CHARITABLE DISTRIBUTION TO RONALD MCDONALD HOUSE FOR 2014 TR TRAN#=000000000000036 TR CD=750 REG=0 PORT=PRIN	-3000 00		-3000 00	1412000042
12/05/14	CHARITABLE DISTRIBUTION TO ROTARY CLUB OF CLEBURNE COUNTY FO R 2014 TR TRAN#=000000000000037 TR CD=750 REG=0 PORT=PRIN	-3500 00		-3500 00	1412000043
12/05/14	CHARITABLE DISTRIBUTION TO ST AGNES ACADEMY FOR 2014 TR TRAN#=000000000000038 TR CD=750 REG=0 PORT=PRIN	-1000 00		-1000 00	1412000044
12/05/14	CHARITABLE DISTRIBUTION TO ST JOHN'S EPISCOPAL CHURCH FOR 2 014 TR TRAN#=000000000000039 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1412000045
12/05/14	CHARITABLE DISTRIBUTION TO SHELBY COUNTY BOOKS FROM BIRTH FO R 2014 TR TRAN#=000000000000040 TR CD=750 REG=0 PORT=PRIN	-2000 00		-2000 00	1412000046
12/05/14	CHARITABLE DISTRIBUTION TO THE FIRST TEE OF MEMPHIS FOR 2014 TR TRAN#=000000000000041 TR CD=750 REG=0 PORT=PRIN	-2000 00		-2000 00	1412000047
12/05/14	CHARITABLE DISTRIBUTION TO THE MEMPHIS BOY CHOIR FOR 2014 TR TRAN#=000000000000042 TR CD=750 REG=0 PORT=PRIN	-3000 00		-3000 00	1412000048
12/05/14	CHARITABLE DISTRIBUTION TO THE VISIBLE SCHOOL FOR 2014 TR TRAN#=000000000000043 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1412000049
12/05/14	CHARITABLE DISTRIBUTION TO TREZEVANT FOUNDATION FOR 2014 TR TRAN#=000000000000044 TR CD=750 REG=0 PORT=PRIN	-1000 00		-1000 00	1412000050
12/05/14	CHARITABLE DISTRIBUTION TO UNIVERSITY OF MEMPHIS FOUNDATION DEPT 238 FOR 2014 TR TRAN#=000000000000045 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1412000051
12/05/14	CHARITABLE DISTRIBUTION TO UNIVERSITY OF MEMPHIS FOUNDATION DEPT 238 FOR 2014 TR TRAN#=000000000000046 TR CD=750 REG=0 PORT=PRIN	-1000 00		-1000 00	1412000052

ACCT D72D 2215002698
PREP 2276 ADMN 2287 INV 2259

ARGENT TRUST COMPANY OF TENNESSEE
TAX TRANSACTION DETAIL

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RUN 02/27/2015
10 34 56 PM

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102 CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)				
12/05/14 CHARITABLE DISTRIBUTION TO UNIVERSITY OF MEMPHIS FOUNDATION DEPT 238 FOR 2014 TR TRAN#=0000000000000047 TR CD=750 REG=0 PORT=PRIN	-2500 00		-2500 00	1412000053
12/05/14 CHARITABLE DISTRIBUTION TO WEST SIDE SCHOOL FOR 2014 TR TRAN#=0000000000000048 TR CD=750 REG=0 PORT=PRIN	-2000 00		-2000 00	1412000054
12/05/14 CHARITABLE DISTRIBUTION TO ST JUDE CHILDRENS RESEARCH FOUND ATION FOR 2014 TR TRAN#=0000000000000049 TR CD=750 REG=0 PORT=PRIN	-1000 00		-1000 00	1412000055
12/05/14 CHARITABLE DISTRIBUTION TO ARKANSAS STATE UNIVERSITY FUNDATI ON, INC FOR 2014 TR TRAN#=0000000000000050 TR CD=750 REG=0 PORT=PRIN			-2700 00	1412000056
		FOUND STOP	01/26/15	
01/23/15 REVERSAL - NEGATES PREVIOUS ENTRY CHARITABLE DISTRIBUTION TO ARKANSAS STATE UNIVERSITY FUNDATI ON, INC. FOR 2014 [REVERSED 01/23/2015] TR TRAN#=0000000000000001 TR CD=750 REG= PORT=PRIN				1501000025
		DIFFERENCE BETWEEN POSTING DATE AND TA		
		FOUND STOP	01/26/15	
TOTAL CODE 102 - CHARITABLE DEDUCTION - CURRENT INCOME	-177300 00	0 00	-180000 00	

2/13/14 Arkansas State University Foundation	-13,500 00
	-190,800 00
	=====