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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
DEUPREE FAMILY FOUNDATION (2155000180)
REGIONS MORGAN KEEGAN, TRUSTEE

A Employer identification number
62-6334424

Number and street (or P O box number if mail is not delivered to street address): 1100 RIDGEWAY LOOP
Room/suite: 100

B Telephone number
901-861-7600

City or town, state or province, country, and ZIP or foreign postal code
MEMPHIS, TN 38120

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: [X] 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) ▶$ 4,168,064.

J Accounting method: [X] 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)
Revenue	1 Contributions, gifts, grants, etc., received	14,354.		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	54,902.	54,902.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	109,924.			
	b Gross sales price for all assets on line 6a 109,924.				
	7 Capital gain net income (from Part IV, line 2)		109,924.		
	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	179,180.	164,826.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	26,160.	13,080.		13,080.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	1,863.	1,863.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	993.	993.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	34,988.	17,494.		17,494.
	22 Printing and publications				
	23 Other expenses STMT 4	8,873.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	72,877.	33,430.		30,574.
	25 Contributions, gifts, grants paid	244,250.			244,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	317,127.	33,430.		274,824.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-137,947.			
	b **Net investment income** (if negative, enter -0-)		131,396.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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11-24-14 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2014)

15210428 758935 N2155000180 2014.03020 DEUPREE FAMILY FOUNDATION (N2155001

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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 (a) Book Value	End of year (b) Book Value	End of year (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 6	3,018,424.	2,860,142.	4,168,064.
	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)	3,018,424.	2,860,142.	4,168,064.
Liabilities	17 Accounts payable and accrued expenses	13,647.		
	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)	13,647.	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 ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	2,756,496.	2,756,496.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	248,281.	103,646.	
	30 **Total net assets or fund balances**	3,004,777.	2,860,142.	
	31 **Total liabilities and net assets/fund balances**	3,018,424.	2,860,142.	

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	3,004,777.
2	Enter amount from Part I, line 27a	2	-137,947.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,866,830.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	6,688.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,860,142.

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	SEE ATT SCHED ST	P	VARIOUS	02/01/14
c	SEE ATT SCHED LT	P	VARIOUS	12/01/14
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	13,038.			13,038.
b	2,143.			2,143.
c	94,743.			94,743.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				13,038.
b				2,143.
c				94,743.
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	109,924.
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	179,535.	3,213,668.	.055866
2012	167,209.	2,498,878.	.066914
2011	151,392.	2,632,554.	.057508
2010	138,405.	2,539,383.	.054503
2009	147,461.	2,168,739.	.067994

2 Total of line 1, column (d)	2	.302785
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	.060557
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,289,602.
5 Multiply line 4 by line 3	5	259,765.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,314.
7 Add lines 5 and 6	7	261,079.
8 Enter qualifying distributions from Part XII, line 4	8	274,824.

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 ▶ [X] and enter 1% of Part I, line 27b	1	1,314.
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	1,314.
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	1,314.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 4,920.		
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	4,920.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
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	3,606.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 3,606. **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)?	1b		X
	*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*			
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)*

		Line	Yes	No
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 ▶ REGIONS MORGAN KEEGAN TRUST Telephone no. ▶ 901-818-7600

Located at ▶ 1100 RIDGEWAY LOOP, SUITE 100, MEMPHIS, TN ZIP+4 ▶ 38120

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

		Line	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

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

			Line	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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	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)*

		Yes	No
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 7		26,160.	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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	4,354,926.
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	4,354,926.
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	4,354,926.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,324.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,289,602.
6	**Minimum investment return.** Enter 5% of line 5	6	214,480.

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	214,480.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 1,314.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,314.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	213,166.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	213,166.
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	213,166.

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	274,824.
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	274,824.
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	1,314.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	273,510.

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				213,166.
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 39,024.				
b From 2010 11,516.				
c From 2011 20,044.				
d From 2012 44,117.				
e From 2013 23,765.				
f **Total** of lines 3a through e	138,466.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 274,824.				
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				213,166.
e Remaining amount distributed out of corpus	61,658.			
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	200,124.			
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	39,024.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	161,100.			
10 Analysis of line 9:				
a Excess from 2010 11,516.				
b Excess from 2011 20,044.				
c Excess from 2012 44,117.				
d Excess from 2013 23,765.				
e Excess from 2014 61,658.				

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 8

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

NONE

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

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

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

REGIONS MORGAN KEEGAN TRUST, 901-818-7600
1100 RIDGEWAY LOOP, SUITE 100, MEMPHIS, TN 38120

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

LETTER STATING CHARITABLE PURPOSE

c Any submission deadlines:

NONE

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

FUNDING IS GENERALLY LIMITED TO ORGANIZATIONS IN THE MEMPHIS AREA.

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 MEMPHIS, TN 38101	NONE	501(C)(3)	CHARITABLE GRANT	244,250.
Total			▶ 3a	244,250.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

423611
11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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					
4 Dividends and interest from securities			14	54,902.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	109,924.	
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.		164,826.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 164,826.

(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).

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

Regions Trust By [signature] | 5/5/15 | TRUSTEE

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
DAVID B. JONES	[signature]	4-20-15		P00669013

Firm's name ▶ WATKINS UIBERALL, PLLC | Firm's EIN ▶ 62-1804252

Firm's address ▶ 1661 AARON BRENNER DR., STE 300 MEMPHIS, TN 38120 | Phone no. (901) 761-2720

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	Employer identification number
DEUPREE FAMILY FOUNDATION (2155000180) REGIONS MORGAN KEEGAN, TRUSTEE	62-6334424

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
DEUPREE FAMILY FOUNDATION (2155000180)
REGIONS MORGAN KEEGAN, TRUSTEE

Employer identification number
62-6334424

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	REED DEUPREE 309 NORTHWAY BALTIMORE, MD 21218	$ 14,354.	Person [ ] Payroll [ ] Noncash [X] (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)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization

DEUPREE FAMILY FOUNDATION (2155000180)
REGIONS MORGAN KEEGAN, TRUSTEE

Employer identification number

62-6334424

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
1	200 SH APOLLO GLOBAL MGMT LLC $4,714 AND 200 SH CEDAR FAIR LP $9,640	$ 14,354.	12/31/14
		$	
		$	
		$	
		$	
		$	

Name of organization

DEUPREE FAMILY FOUNDATION (2155000180)
REGIONS MORGAN KEEGAN, TRUSTEE

Employer identification number

62-6334424

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

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	54,902.	0.	54,902.	54,902.	
TO PART I, LINE 4	54,902.	0.	54,902.	54,902.	

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	1,863.	1,863.		0.
TO FORM 990-PF, PG 1, LN 16B	1,863.	1,863.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	993.	993.		0.
TO FORM 990-PF, PG 1, LN 18	993.	993.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAYMENTS	8,873.	0.		0.
TO FORM 990-PF, PG 1, LN 23	8,873.	0.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
EXCESS OF FMV OVER BASIS OF SECURITIES CONTRIBUTED	6,688.
TOTAL TO FORM 990-PF, PART III, LINE 5	6,688.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	2,860,142.	4,168,064.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,860,142.	4,168,064.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS MORGAN KEEGAN TRUST 1100 RIDGEWAY LOOP, SUITE 100 MEMPHIS, TN 38120	SUCCESSOR TRUSTEE 4.00	17,160.	0.	0.
WILLIAM W DEUPREE, JR (BILL) 2908 NATCHEZ LANE MEMPHIS, TN 38111	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
REBECCA DEUPREE 16 GROUPER HOLE BOCA GRANDE, FL 33921	TRUST ADVISOR COMMITTEE 1.00	3,000.	0.	0.
WILLIAM W DEUPREE III (WILL) 505 GOODWYN MEMPHIS, TN 38111	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
REED DEUPREE 309 NORTHWAY BALTIMORE, MD 21218	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.

ROBERTA DEUPREE 1314 S CHARLES STREET BALTIMORE, MD 21230	TRUST ADVISOR COMMITTEE 1.00	3,000.	0.	0.
ANGELA KAYE DEUPREE 505 GOODWYN MEMPHIS, TN 38111	TRUST ADVISOR COMMITTEE 1.00	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		26,160.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 8

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM W DEUPREE III (WILL)
ANGELA KAYE DEUPREE

102 CHARITABLE DEDUCTION - CURRENT INCOME

01/22/14	RECEIVED FROM BOCA GRANDE ART ALLIANCE CHECK#3618 REFUND FOR OVERPAYMENT OF DONATION TR TRAN#=000000000000001 TR CD=419 REG=0 PORT=PRIN	4000 00	4000 00	1401000006 **CHANGED** 02/22/15 JON
01/31/14	DISTRIBUTION TO COTTON MUSEUM FOR DEUPREE FOUNDATION / 2014 INDIVIDUAL CONTRIBUTION/INVOICE 2014005 PAID TO COTTON MUSEUM TR TRAN#=000000000000003 TR CD=750 REG=0 PORT=PRIN	-5000 00	-5000 00	1401000010
02/21/14	DISTRIBUTION TO BOCA GRANDE HEALTH CLINIC FOR DEUPREE FAMILY FOUNDATION CONTRIBUTION PAID TO· BOCA GRANDE HEALTH CLINIC TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-5000.00	-5000 00	1402000007
02/21/14	DISTRIBUTION TO THE ISLAND SCHOOL FOR DEUPREE FAMILY FOUNDAT ION CONTRIBUTION PAID TO THE ISLAND SCHOOL TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-2500 00	-2500 00	1402000008
03/25/14	DISTRIBUTION TO ARGENTINA MISSION TEAM - SECOND PRESBYTERIAN CHURCH RE: JOHN ALEXANDER FROM DEUPREE FOUNDATION PER CLIEN T REQUEST PAID TO ARGENTINA MISSION TEAM - SECOND PRESBYTE TR TRAN#=000000000000002 TR CD=750 REG= PORT=PRIN	-500 00	-500 00	1403000014
04/22/14	DISTRIBUTION TO PDS CAPITAL CAMPAIGN RE· DEUPREE FAMILY FOUN DATION PLEDGE PER CLIENT REQUEST PAID TO: PDS CAPITAL CAMPAIGN TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-2500 00	-2500 00	1404000008
06/12/14	DISTRIBUTION TO ARTS MEMPHIS RE DEUPREE FAMILY FOUNDATION D ONATION PER CLIENT REQUEST PAID TO ARTS MEMPHIS TR TRAN#=000000000000007 TR CD=750 REG= PORT=PRIN	-2500 00	-2500 00	1406000005
06/12/14	DISTRIBUTION TO INTERNATIONAL HEART RE DEUPREE FAMILY FOUND ATION DONATION PER CLIENT REQUEST PAID TO. INTERNATIONAL HEART TR TRAN#=000000000000008 TR CD=750 REG= PORT=PRIN	-2000 00	-2000 00	1406000006
06/12/14	DISTRIBUTION TO NATURE CONSERVANCY RE DEUPREE FAMILY FOUNDA TION DONATION PER CLIENT REQUEST PAID TO NATURE CONSERVANCY TR TRAN#=000000000000009 TR CD=750 REG= PORT=PRIN	-5000 00	-5000 00	1406000007

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
06/12/14	DISTRIBUTION TO LEVITT SHELL RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST PAID TO LEVITT SHELL TR TRAN#=000000000000010 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	1406000008
06/12/14	DISTRIBUTION TO THISBE AND NOAH SCOTT FOUNDATION RE. DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST PAID TO THISBE AND NOAH SCOTT FOUNDATION TR TRAN#=000000000000011 TR CD=750 REG= PORT=PRIN	-1000.00		-1000 00	1406000009
06/12/14	DISTRIBUTION TO BOY SCOUTS RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST PAID TO BOY SCOUTS TR TRAN#=000000000000012 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	1406000010
06/16/14	DISTRIBUTION TO CORNERSTONE SCHOOL RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST / SECOND MILE PAID TO: CORNERSTONE SCHOOL TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1406000014
07/07/14	DISTRIBUTION TO PALM THEATER RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST PAID TO PALM THEATER TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-3000 00		-3000 00	1407000003
07/15/14	DISTRIBUTION TO LEVITT SHELL RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST PAID TO LEVITT SHELL TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	1407000008
08/13/14	DISTRIBUTION TO HUTCHISON SCHOOL RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER REQUEST OF WILL & ANGIE DEUPREE TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-30000 00		-30000 00	1408000007
08/27/14	DISTRIBUTION TO WINGS CANCER FOUNDATION RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1408000008
08/27/14	DISTRIBUTION TO MDUMC RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST FOR KENYA 2014 TR TRAN#=000000000000002 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	1408000009
08/27/14	DISTRIBUTION TO COLLEGE OF ART RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000003 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00	1408000010
09/03/14	DISTRIBUTION TO PDS CAPITAL CAMPAIGN RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER REQUEST OF WILL & ANGIE DEUPREE TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-2500.00		-2500 00	1409000003
09/17/14	DISTRIBUTION TO FERN BANK RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	1409000008
09/17/14	DISTRIBUTION TO MORRIS BRANDON RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1409000009
09/17/14	DISTRIBUTION TO LOVETT SCHOOL RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN	-2000 00		-2000 00	1409000010
09/26/14	DISTRIBUTION TO MEMPHIS CENTER CITY DEVELOPMENT CORPORATION RE DEUPREE FAMILY FOUNDATION 2014 DONATION FOR MADISON PARK PER REQUEST OF WILL & ANGIE DEUPREE TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	1409000013
09/26/14	DISTRIBUTION TO TEACH FOR AMERICA RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000002 TR CD=750 REG= PORT=PRIN	-4000 00		-4000 00	1409000014
09/26/14	DISTRIBUTION TO KIPP RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000003 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00	1409000015
09/26/14	DISTRIBUTION TO ATLANTA NATURE CONSERVANCY RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN		***FOUND STOP*** 01/09/15	-5000 00	1409000016
10/09/14	DISTRIBUTION TO BOCA GRANDE GICIA RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER REQUEST OF BILL & BECKY DEUPREE TR TRAN#=000000000000001 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1410000005

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
10/09/14	DISTRIBUTION TO PLAYBACK MEMPHIS RE. DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000002 TR CD=750 REG=0 PORT=PRIN	-1500 00		-1500 00	1410000006
10/09/14	DISTRIBUTION TO BOYS AND GIRLS CLUB OF JACKSON RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000003 TR CD=750 REG=0 PORT=PRIN	-1500 00		-1500 00	1410000007
10/09/14	DISTRIBUTION TO BOYS AND GIRLS CLUB OF MEMPHIS RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000004 TR CD=750 REG=0 PORT=PRIN	-5000 00		-5000 00	1410000008
10/17/14	DISTRIBUTION TO DIXON GALLERY RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	1410000011
10/27/14	DISTRIBUTION TO CONSERVATION THROUGH THE ARTS RE DEUPREE FAMILY FOUNDATION 2014 DONATION PER CLIENT REQUEST TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-4000 00		-4000 00	1410000012
11/17/14	DISTRIBUTION TO CHURCH HEALTH CENTER RE DEUPREE FAMILY FOUNDATION DONATION FROM BILL DEUPREE AND WILL DEUPREE IN HONOR OF DONALD HOWDESHELL TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	1411000007
11/17/14	DISTRIBUTION TO MEMPHIS UNIVERSITY SCHOOL RE DEUPREE FAMILY FOUNDATION DONATION FOR WILL DEUPREE ANNUAL FUND TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	1411000008
11/17/14	DISTRIBUTION TO CHILDREN'S MUSEUM OF MEMPHIS RE DEUPREE FAMILY FOUNDATION DONATION FOR ''CIRQUE DU CMOM'' ANNUAL FUNDRAISER TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1411000009
11/19/14	DISTRIBUTION TO CHICKASAW COUNCIL BOY SCOUTS RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	1411000010
12/01/14	DISTRIBUTION TO THE ISLAND SCHOOL RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000002 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	1412000003
12/01/14	DISTRIBUTION TO TELLURIDE MEDICAL CENTER FOUNDATION RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000003 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	1412000004
12/31/14	DISTRIBUTION TO BRIDGES RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00	1412000023
12/31/14	DISTRIBUTION TO BROOKS MUSEUM RE· DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000005 TR CD=750 REG= PORT=PRIN	-20000 00		-20000 00	1412000024
12/31/14	DISTRIBUTION TO NEW MEMPHIS INSTITUTE RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN	-3750 00		-3750 00	1412000025
12/31/14	DISTRIBUTION TO ORPHEUM RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000007 TR CD=750 REG= PORT=PRIN	-20000 00		-20000 00	1412000026
12/31/14	DISTRIBUTION TO PEER POWER RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000008 TR CD=750 REG= PORT=PRIN	-3000 00		-3000 00	1412000027
12/31/14	DISTRIBUTION TO PORTER LEATH RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000009 TR CD=750 REG= PORT=PRIN	-2500 00		-2500 00	1412000028
12/31/14	DISTRIBUTION TO BOCA GRANDE COMMUNITY CENTER - FRIENDS RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000010 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00	1412000029
12/31/14	DISTRIBUTION TO JOHANN FUST COMMUNITY CENTER RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000011 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00	1412000030
12/31/14	DISTRIBUTION TO MOUNTAIN FILM FESTIVAL RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000012 TR CD=750 REG= PORT=PRIN	-5000 00		-5000 00	1412000031
12/31/14	DISTRIBUTION TO SHERIDAN ARTS FOUNDATION RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000013 TR CD=750 REG= PORT=PRIN	-10000 00		-10000 00	1412000032
12/31/14	DISTRIBUTION TO TELLURIDE FILM FESTIVAL RE. DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000014 TR CD=750 REG= PORT=PRIN		***FOUND STOP*** 02/20/15	-10000 00	1412000033

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	**CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)**				
12/31/14	DISTRIBUTION TO ATLANTA BOTANICAL GARDEN RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000015 TR CD=750 REG= PORT=PRIN	-1000.00		-1000 00	1412000034
12/31/14	DISTRIBUTION TO ATLANTA CHILDREN'S MUSEUM RE DEUPREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST TR TRAN#=000000000000016 TR CD=750 REG= PORT=PRIN	-1000 00		-1000 00	1412000035
12/31/14	DISTRIBUTION TO ATLANTA SYMPHONY RE DEUPREE FAMILY FOUNDATI ON DONATION PER CLIENT REQUEST TR TRAN#=000000000000017 TR CD=750 REG= PORT=PRIN	-1500 00		-1500 00	1412000036
01/02/15	**REVERSAL - NEGATES PREVIOUS ENTRY** **DISTRIBUTION TO ATLANTA NATURE CONSERVANCY RE: DEUPREE FAMIL Y FOUNDATION 2014 DONATION PER CLIENT REQUEST [REVERSED 01/0 2/2015]** **TR TRAN#=000000000000004 TR CD=750 REG= PORT=PRIN**		**DIFFERENCE BETWEEN POSTING DATE AND TA** *****FOUND STOP*** 01/09/15**		**1501000003**
02/19/15	**REVERSAL - NEGATES PREVIOUS ENTRY** **DISTRIBUTION TO TELLURIDE FILM FESTIVAL RE: DEUPREE FAMILY F OUNDATION DONATION PER CLIENT REQUEST [REVERSED 02/19/2015]** **TR TRAN#=000000000000001 TR CD=750 REG=0 PORT=PRIN**		**DIFFERENCE BETWEEN POSTING DATE AND TA** *****FOUND STOP*** 02/20/15**		**1502000008**
	TOTAL CODE 102 - CHARITABLE DEDUCTION - CURRENT INCOME	-244250.00	0 00	-259250 00	

TRUST YEAR ENDING 12/31/2014

TAX PREPARER 6560
TRUST ADMINISTRATOR 1115
INVESTMENT OFFICER 413

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	8949
2000 0000 ARTISAN INTERNATIONAL VALUE FD INV SHS - 04314H881 - MINOR = 64									
SOLD		07/17/2014	76940 00						
ACQ	2000 0000	09/07/2012	76940 00	57620 00	19320 00	0 00	LT		F
600 0000 GUGGENHEIM SPIN OFF ETF - 18383M605 - MINOR = 62									
SOLD		07/17/2014	26836 38						
ACQ	600 0000	06/21/2013	26836 38	21858 72	4977 66	0 00	LT		F
750 0000 FIRST TRUST EUROPE ALPHA DEX FUND - 33737J117 - MINOR = 64									
SOLD		07/17/2014	25087 02						
ACQ	750 0000	09/13/2013	25087 02	22944 08	2142.94	0 00	ST		C
800 0000 POWERSHARES EXCHANGE-TRADED FUND TRUST -POWERSHARES QQQ TRUST, SERIES 1 NASDAQ-1 - 73935A104 - MINOR = 62									
SOLD		07/17/2014	76007 91						
ACQ	800 0000	09/07/2012	76007 91	55616 00	20391 91	0 00	LT		F
1100 0000 VANGUARD FTSE EMERGING MARKETS ETF - 922042858 - MINOR = 64									
SOLD		07/17/2014	48156 93						
ACQ	1100 0000	09/07/2012	48156 93	45584 00	2572 93	0 00	LT		F
2000 0000 VANGUARD SMALL CAP INDEX-SIG - 922908421 - MINOR = 62									
SOLD		07/17/2014	97540 00						
ACQ	2000 0000	09/07/2012	97540 00	69760 00	27780 00	0 00	LT		F
500.0000 VANGUARD 500 INDEX FUND-SIGN - 922908496 - MINOR = 62									
SOLD		07/17/2014	74675 00						
ACQ	500 0000	09/07/2012	74675 00	54975 00	19700 00	0 00	LT		F
		TOTALS	425243 24	328357 80					

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	0 00*
COVERED FROM ABOVE	2142 94	0 00	94742 50	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	13038 20			0 00
	2142 94	0 00	107780 70	0 00	0 00	0 00
STATE						
NONCOVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	0 00*
COVERED FROM ABOVE	2142 94	0 00	94742 50	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	13038 20			0 00
	2142 94	0 00	107780 70	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
TENNESSEE	N/A	N/A