efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491338001035

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 10-01-2014 , and ending 09-30-2015

Name of foundation
JOHN DUSTIN BUCKMAN CHARITABLE TRUST

A Employer identification number
62-6155483

Number and street (or P O box number if mail is not delivered to street address)
4385 POPLAR AVE

Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
MEMPHIS, TN 38117

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 23,818,660

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	871,924	871,924		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	667,893			
	b	Gross sales price for all assets on line 6a 3,965,694				
	7	Capital gain net income (from Part IV, line 2)		667,893		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,539,817	1,539,817		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	150,430	75,215		75,215
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	6,700			0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	157,130	75,215	0	75,215
	25	Contributions, gifts, grants paid	1,280,968			1,280,968
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,438,098	75,215	0	1,356,183
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	101,719			
	b	**Net investment income** (if negative, enter -0-)		1,464,602		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	1,845	2,731	2,731
2	Savings and temporary cash investments	158,043	104,013	104,013
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	1,681,780	1,470,514	1,484,278
b	Investments—corporate stock (attach schedule)	12,681,510	13,369,427	14,738,201
c	Investments—corporate bonds (attach schedule)	7,577,664	7,241,217	7,489,437
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			0
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	22,100,842	22,187,902	23,818,660
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		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	22,100,842	22,187,902	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	22,100,842	22,187,902	
31	**Total liabilities and net assets/fund balances** (see instructions)	22,100,842	22,187,902	

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	22,100,842
2	Enter amount from Part I, line 27a	2	101,719
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	22,202,561
5	Decreases not included in line 2 (itemize) ▶	5	14,659
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,187,902

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	667,893
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,356,858	25,386,877	0 053447
2012	1,317,788	24,413,571	0 053978
2011	1,581,099	23,829,072	0 066352
2010	1,027,805	23,237,167	0 044231
2009	1,010,159	22,777,611	0 044349

2	**Total** of line 1, column (d).	2	0 262357
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 052471
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	25,131,080
5	Multiply line 4 by line 3.	5	1,318,653
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,646
7	Add lines 5 and 6.	7	1,333,299
8	Enter qualifying distributions from Part XII, line 4.	8	1,356,183

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	14,646
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	14,646
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	14,646
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — **6a** 12,536		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c** 0		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	12,536
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,110
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 0 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			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		No
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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		No

Website address ▶

14 The books are in care of ▶ FIRST TENNESSEE BANK TRUST DEPARTMENT Telephone no ▶(901) 681-2349

Located at ▶4385 POPLAR AVE MEMPHIS TN ZIP+4 ▶38117

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 |

			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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	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?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
FIRST TENNESSEE BANK 4385 POPLAR AVE MEMPHIS,TN 38117	TRUSTEE 2	150,430		

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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 (see instructions). 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	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	24,892,661
b	Average of monthly cash balances	1b	621,126
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	25,513,787
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	25,513,787
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	382,707
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,131,080
6	**Minimum investment return.** Enter 5% of line 5	6	1,256,554

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,256,554
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 14,646		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	14,646
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,241,908
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,241,908
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,241,908

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	1,356,183
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,356,183
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	14,646
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,341,537

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					1,241,908
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.				26,409	
b Total for prior years 2012 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2014					
a From 2009.	0				
b From 2010.	0				
c From 2011.	0				
d From 2012.	0				
e From 2013.	0				
f Total of lines 3a through e.		0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,356,183					
a Applied to 2013, but not more than line 2a				26,409	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2014 distributable amount.					1,241,908
e Remaining amount distributed out of corpus		87,866			
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		87,866			
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 instructions				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 (see instructions) . . .		0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a		87,866			
10 Analysis of line 9					
a Excess from 2010. . . .	0				
b Excess from 2011. . . .	0				
c Excess from 2012. . . .	0				
d Excess from 2013. . . .	0				
e Excess from 2014. . . .	87,866				

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

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a 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 organization 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))

NONE

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

MRS LEIGH LAWYER TRUST OFFICER
4385 POPLAR AVE
MEMHIS,TN 38117
(901) 681-2349

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

BRIEF STATEMENTOF THE PURPOSE OF THE ORGANIZATION AND INTENDED USE OF FUNDS

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

ONE-HALF OF THE INCOME FROM THIS TRUST IS INTENDED FOR NEEDY CAUSES WHICH ARE OF BENEFIT TO CHILDREN

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 Additional Data Table				
Total . . . . ▶ **3a**				1,280,968
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	871,924	
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	667,893	
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). .				1,539,817	

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,539,817

(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) (See instructions)
11	0

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

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

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

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

******	2015-12-04	******
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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
125000 ALCOA INC 5 870% 2/23/22		2013-10-31	2014-11-12
27000 HEALTH CARE REIT INC 4 125% 4/01/19		2012-07-05	2014-11-12
140 CALIFORNIA RESOURCES CORP		2014-01-17	2014-12-02
1790 VANGUARD SMALL CAP VALUE STK INSTL		2007-08-14	2014-12-03
33 ALLERGAN INC		2014-04-02	2014-12-11
407 THE ALLSTATE CORPORATION		2007-08-09	2014-12-11
79 AMERIPRISE FINANCIAL INC		2013-02-07	2014-12-11
76 APPLE COMPUTER INC		2013-02-07	2014-12-11
143 CVS CORP		2013-02-07	2014-12-11
148 CELGENE CORP		2013-01-17	2014-12-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
138,944		129,766	9,178
28,797		27,771	1,026
1,000		1,119	-119
45,699		28,962	16,737
6,965		4,130	2,835
28,082		21,753	6,329
10,594		5,196	5,398
8,521		4,970	3,551
12,986		6,826	6,160
17,230		7,310	9,920

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			9,178
			1,026
			-119
			16,737
			2,835
			6,329
			5,398
			3,551
			6,160
			9,920

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
580 CONSTELLATION BRANDS INC		2013-02-07	2014-12-11
9 DTE ENERGY CO		2013-02-07	2014-12-11
69 DR PEPPER SNAPPLE GROUP INC		2013-02-07	2014-12-11
38 EBAY INC COM		2014-01-17	2014-12-11
121 FISERV INC		2013-02-07	2014-12-11
93 GENERAL DYNAMICS CORP		2007-08-09	2014-12-11
242 GILEAD SCIENCES INC		2009-10-02	2014-12-11
235 HARMAN INTERNATIONAL INDS		2013-02-07	2014-12-11
238 INTEL CORP		2013-08-08	2014-12-11
68 LOWES COS INC		2013-02-07	2014-12-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
53,730		12,429	41,301
744		574	170
4,894		3,173	1,721
2,157		2,045	112
8,477		4,841	3,636
13,239		7,169	6,070
25,279		5,487	19,792
24,917		10,227	14,690
8,756		5,365	3,391
4,478		2,370	2,108

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			41,301
			170
			1,721
			112
			3,636
			6,070
			19,792
			14,690
			3,391
			2,108

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
43 MCKESSON CORPORATION 58155Q103		2013-02-07	2014-12-11
215 NVIDIA CORP		2012-01-17	2014-12-11
22 THERMO FISHER SCIENTIFIC INC		2013-02-07	2014-12-11
148 ACTAVIS PLC		2013-10-01	2014-12-11
8 CALIFORNIA RESOURCES CORP		2014-01-17	2014-12-17
227 ALLERGAN INC		2014-04-02	2014-12-24
674 DR PEPPER SNAPPLE GROUP INC		2013-02-07	2014-12-24
450000 MERRILL LYNCH MTN 5 000% 1/15/15		2006-11-30	2015-01-15
9 APPLE COMPUTER INC		2013-02-07	2015-02-04
3 BIOGEN INC		2014-12-24	2015-02-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,001		4,437	4,564
4,352		2,888	1,464
2,785		1,613	1,172
38,845		21,313	17,532
5		6	-1
47,734		28,411	19,323
49,535		26,277	23,258
450,000		445,514	4,486
1,081		589	492
1,172		1,025	147

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			4,564
			1,464
			1,172
			17,532
			-1
			19,323
			23,258
			4,486
			492
			147

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
34 CF INDUSTRIES HOLDINGS INC		2013-02-07	2015-02-04
55 CVS CORP		2008-02-08	2015-02-04
147 CONOCOPHILLIPS		2013-02-07	2015-02-04
85 CONSTELLATION BRANDS INC		2011-08-31	2015-02-04
26 DANAHER CORP		2013-02-07	2015-02-04
55 DARDEN RESTAURANTS INC		2013-02-07	2015-02-04
28 DEERE & CO WITH RIGHTS EXP 12/31/97		2013-02-07	2015-02-04
97 HARMAN INTERNATIONAL INDS		2012-01-17	2015-02-04
140 KOHL'S DEPT STORE		2011-08-31	2015-02-04
66 LOWES COS INC		2010-03-01	2015-02-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,121		7,184	2,937
5,526		2,181	3,345
9,739		8,601	1,138
9,576		1,696	7,880
2,204		1,565	639
3,348		2,609	739
2,498		2,575	-77
12,818		4,011	8,807
9,282		6,518	2,764
4,643		1,585	3,058

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,937
			3,345
			1,138
			7,880
			639
			739
			-77
			8,807
			2,764
			3,058

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
240 MURPHY OIL CORP		2013-09-09	2015-02-04
139 OCCIDENTAL PETROLEUM		2014-01-17	2015-02-04
22 ROPER TECHNOLOGIES INC		2011-01-24	2015-02-04
24 STERICYCLE INC		2013-02-07	2015-02-04
38 TARGET CORP		2013-02-07	2015-02-04
46 UNION PACIFIC		2013-02-07	2015-02-04
1249 NABORS INDUSTRIES LTD		2013-02-07	2015-02-04
100000 BERKSHIRE HATHAWAY 3 200% 2/11/15		2010-09-21	2015-02-11
301 GENERAL DYNAMICS CORP		2013-02-07	2015-04-09
668 NABORS INDUSTRIES LTD		2012-01-17	2015-04-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,918		13,268	-1,350
11,260		12,304	-1,044
3,493		1,639	1,854
3,206		2,352	854
2,883		2,362	521
5,562		3,039	2,523
15,412		20,893	-5,481
100,000		106,173	-6,173
40,695		21,621	19,074
9,841		11,142	-1,301

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,350
			-1,044
			1,854
			854
			521
			2,523
			-5,481
			-6,173
			19,074
			-1,301

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2308 NABORS INDUSTRIES LTD		2014-12-11	2015-04-09
24925 224 FIDELITY CONS INCOME BOND-IS		2015-03-04	2015-04-28
100000 NEW YORK NY TRANS 3 062% 5/01/15		2011-08-10	2015-05-01
129 GOOGLE INC CLASS C		2010-10-13	2015-05-19
20555 427 BROWN CAP MGMT MID CAP-INST		2013-02-07	2015-06-23
150000 SHELL INTL FIN 3 100% 6/28/15		2010-06-22	2015-06-28
84 PAYPAL HOLDINGS INC		2015-02-04	2015-07-21
858 PAYPAL HOLDINGS INC		2014-01-17	2015-07-21
24100 WESTERN ASSET CORE PLUS BD-I		2014-05-29	2015-07-29
36920 INVESCO FLOATING RATE FUND-Y		2014-02-05	2015-08-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34,002		24,511	9,491
250,000		250,000	
100,000		105,897	-5,897
70		35	35
560,341		416,206	144,135
150,000		151,386	-1,386
3,395		2,709	686
34,673		27,502	7,171
278,596		273,378	5,218
280,592		294,622	-14,030

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			9,491
			-5,897
			35
			144,135
			-1,386
			686
			7,171
			5,218
			-14,030

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
20020 PIMCO INCOME FUND-INS		2014-05-29	2015-08-17
100000 FNMA 2 000% 9/21/15		2011-05-24	2015-09-21
1231 FREEPORT-MCMORAN INC		2015-02-04	2015-09-22
751 FREEPORT-MCMORAN INC		2013-02-07	2015-09-22
40980 INVESCO FLOATING RATE FUND-Y		2014-02-05	2015-09-30
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
245,846		208,939	36,907
100,000		100,953	-953
12,780		27,130	-14,350
7,797		30,639	-22,842
303,662		327,020	-23,358
			279,916

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			36,907
			-953
			-14,350
			-22,842
			-23,358

Form 990PF Part XV Line 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*				
HATTILOO THEATRE 37 SOUTH COOPER MEMPHIS,TN 38104	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	12,500
SAVE ONE FOUNDATION C/O KERRY COBB 7535 APPLING ESTATE DR MEMPHIS,TN 38133	NONE	PUBLIC CHARITY	CHARITY	18,000
MAN RISE FOUNDATION 7111 BELL MANOR COVE GERMANTOWN,TN 38138	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	30,000
THE EXCEPTIONAL FOUNDATION 2804 CENTRAL MEMPHIS,TN 38111	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	40,000
RISE 22 N FRONT ST STE 680 MEMPHIS,TN 38103	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	25,000
COACHING FOR LITERACY C/O STANLEY RYAN VINER 3714 GAILYN DR BARTLETT,TN 38135	NONE	PUBLIC CHARITY	CHARITY	10,000
JUBILEE CATHOLIC TRUST 61 N MCLEAN BLVD MEMPHIS,TN 38014	NONE	PUBLIC CHARITY	CHARITY	20,000
MEMPHIS LEADERSHIP FOUNDATION 1548 POPLAR AVE MEMPHIS,TN 38104	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	76,000
CHURCH HEALTH CENTER ATTN DR G SCOTT MORRIS 1210 PEABODY AVENUE MEMPHIS,TN 38108	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	45,000
MEMPHIS CHILD ADVOCACY CENTER 1085 POPLAR AVE MEMPHIS,TN 38105	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	25,000
JUNIOR LEAGUE OF MEMPHIS INC 3475 CENTRAL AVE MEMPHIS,TN 38111	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	15,000
HOLY ROSARY PERISH SCHOOL ANGEL PROGRAM 4841 PARK AVENUE MEMPHIS,TN 38117	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	10,000
ST JUDE CHILDRENS RESEARCH HOSPL ATTN LEGAL DEPT--ESTATE COORDINATO MEMPHIS,TN 381051942	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	320,234
MIFA 910 VANCE AVE MEMPHIS,TN 38126	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	10,000
DIXON GALLERY & GARDENS 4339 PARKS AVENUE MEMPHIS,TN 381174698	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	54,000
Total . . . . ▶ 3a				1,280,968

Form 990PF Part XV Line 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*				
MEMPHIS DEVELOPMENT FDN ORPHEUM THEATRE 203 S MAIN ST MEMPHIS, TN 38103	NONE	PUBLIC CHARITY	CHARITY	25,000
ST PATRICK LEARNING CENTER 277 S FOURTH ST MEMPHIS, TN 38126	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	10,000
LIFE CHOICES OF MEMPHIS INC 5575 RALEIGH-LAGRANGE MEMPHIS, TN 38134	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	40,000
MID-SOUTH FOOD BANK 239 S DUDLEY MEMPHIS, TN 38104	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	25,000
CATHOLIC CHARITIES OF WEST TENNESSEE 1325 JEFFERSON MEMPHIS, TN 38104	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	40,000
BINGHAMPTON CHRISTIAN ACADEMY INC 175 TILLMAN ST MEMPHIS, TN 38111	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	25,000
HOPE HOUSE C/O ELIZABETH M DUPONT P O BOX 41437 MEMPHIS, TN 38174	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	10,000
MEMPHIS OPPORTUNITY SCH TRUST 1000 RIDGEWAY LOOP ROAD MEMPHIS, TN 38120	NONE	PUBLIC CHARITY	CHARITY	20,000
SERVICE OVER SELF 2505 POPLAR AVE MEMPHIS, TN 38112	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	20,000
LE BONHEUR CHILDRENS MEDICAL CTR ATTN ROBERTA MATTHEWS MEMPHIS, TN 38174	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	320,234
MEMPHIS BROOKS MUSEUM AOF ART ATTNKIM WILLIAMS DIRECTOR 1934 POPLAR AVE MEMPHIS, TN 38104	NONE	PUBLIC CHARITY	CHARITY	15,000
MEMPHIS URBAN YOUNG LIFE 658 COLONIAL RD MEMPHIS, TN 38117	NONE	PUBLIC CHARITY	BENEFIT CHILDREN	20,000
Total . . . . ▶ **3a**				1,280,968

TY 2014 Investments Corporate Bonds Schedule

Name: JOHN DUSTIN BUCKMAN CHARITABLE TRUST

EIN: 62-6155483

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE & FOREIGN BONDS	7,241,216	7,489,436
OTHER	1	1

TY 2014 Investments Corporate Stock Schedule

Name: JOHN DUSTIN BUCKMAN CHARITABLE TRUST

EIN: 62-6155483

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON EQUITY SECURITIES	1,632,136	2,125,860
DOMESTIC EQUITY MUTUAL FUNDS	6,457,867	7,241,727
INTL EQUITY MUTUAL FUNDS	1,863,593	1,876,041
TAXABLE FIXED INCOME FUNDS	3,415,831	3,494,573

TY 2014 Investments Government Obligations Schedule

Name: JOHN DUSTIN BUCKMAN CHARITABLE TRUST

EIN: 62-6155483

US Government Securities - End of Year Book Value:	210,657
US Government Securities - End of Year Fair Market Value:	211,696
State & Local Government Securities - End of Year Book Value:	1,259,857
State & Local Government Securities - End of Year Fair Market Value:	1,272,582

TY 2014 Other Decreases Schedule

Name: JOHN DUSTIN BUCKMAN CHARITABLE TRUST

EIN: 62-6155483

Description	Amount
TIMING	14,659

TY 2014 Taxes Schedule

Name: JOHN DUSTIN BUCKMAN CHARITABLE TRUST

EIN: 62-6155483

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL ESTIMATES - PRINCIPAL	4,877	0		0
FOREIGN TAXES ON QUALIFIED FOR	1,701	0		0
FOREIGN TAXES ON NONQUALIFIED	122	0		0