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## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation <b>J.R. HYDE III FAMILY FOUNDATION</b>		A Employer identification number <b>62-1512725</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>17 WEST PONTOTOC AVENUE, SUITE 100</b>	Room/suite	B Telephone number <b>9016853416</b>
City or town, state or province, country, and ZIP or foreign postal code <b>MEMPHIS, TN 38103</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 146723663.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		57539900.			
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		26050.	26050.		STATEMENT 2
4 Dividends and interest from securities		492222.	491726.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		19383172.			STATEMENT 1
b Gross sales price for all assets on line 6a	106243286.				
7 Capital gain net income (from Part IV, line 2)			106257920.		
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		75622.	-13660.	0.	STATEMENT 4
12 Total. Add lines 1 through 11		77516966.	106762036.	0.	
13 Compensation of officers, directors, trustees, etc		321333.	0.	0.	321333.
14 Other employee salaries and wages		877810.	0.	0.	877810.
15 Pension plans, employee benefits		134715.	0.	0.	134715.
16a Legal fees STMT 5		31975.	9817.	0.	22158.
b Accounting fees STMT 6		19492.	16117.	0.	1125.
c Other professional fees STMT 7		291134.	0.	0.	291134.
17 Interest		7083.	7026.	0.	0.
18 Taxes STMT 8		2529727.	43808.	0.	71360.
19 Depreciation and depletion		52588.	554.	0.	
20 Occupancy		123888.	0.	0.	123888.
21 Travel, conferences, and meetings		98392.	0.	0.	98392.
22 Printing and publications					
23 Other expenses STMT 9		-211041.	401140.	0.	-614817.
24 Total operating and administrative expenses. Add lines 13 through 23		4277096.	478462.	0.	1327098.
25 Contributions, gifts, grants paid		7267260.			7267260.
26 Total expenses and disbursements. Add lines 24 and 25		11544356.	478462.	0.	8594358.
27 Subtract line 26 from line 12:		65972610.			
a Excess of revenue over expenses and disbursements			106283574.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				0.	

523501  
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	
		Beginning of year	End of year
		(a) Book Value	(b) Book Value (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	135580.	82778. 82778.
	2 Savings and temporary cash investments	2338954.	35753044. 35753044.
	3 Accounts receivable ▶ 3432.	79289.	3432. 3432.
	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 ▶ 2395174.	2638073.	2395174. 2395174.
	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		
	b Investments - corporate stock STMT 10	34875213.	5926255. 4945467.
	c Investments - corporate bonds		
Liabilities	11 Investments - land, buildings, and equipment basis ▶		
	Less accumulated depreciation ▶		
	12 Investments - mortgage loans		
	13 Investments - other STMT 11	30431102.	92529759. 101974505.
	14 Land, buildings, and equipment basis ▶ 2292313.	1593376.	1548430. 1548430.
	Less accumulated depreciation ▶ 743883.	20833.	20833. 20833.
	15 Other assets (describe ▶ STATEMENT 12)		
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	72112420.	138259705. 146723663.
	17 Accounts payable and accrued expenses	11326.	11001.
	18 Grants payable		
Net Assets or Fund Balances	19 Deferred revenue		
	20 Loans from officers, directors, trustees, and other disqualified persons		
	21 Mortgages and other notes payable		
	22 Other liabilities (describe ▶ STATEMENT 13)	2000000.	2175000.
	23 Total liabilities (add lines 17 through 22)	2011326.	2186001.
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.		
	27 Capital stock, trust principal, or current funds	0.	0.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds	70101094.	136073704.
	30 Total net assets or fund balances	70101094.	136073704.
	31 Total liabilities and net assets/fund balances	72112420.	138259705.

## 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	1	70101094.
(must agree with end-of-year figure reported on prior year's return)	2	65972610.
2 Enter amount from Part I, line 27a	3	0.
3 Other increases not included in line 2 (itemize) ▶	4	136073704.
4 Add lines 1, 2, and 3	5	0.
5 Decreases not included in line 2 (itemize) ▶	6	136073704.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30		

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 106243286.		-14634.	106257920.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			106257920.

  

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2         </div> </div>	106257920.
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3         </div> </div>	0.

**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))
2014	16326742.	98965616.	.164974
2013	11733277.	75250179.	.155924
2012	17587242.	66406905.	.264841
2011	14022621.	63574612.	.220570
2010	14678669.	61420238.	.238987

2 Total of line 1, column (d)	2	1.045296
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	.209059
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	125223012.
5 Multiply line 4 by line 3	5	26178998.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1062836.
7 Add lines 5 and 6	7	27241834.
8 Enter qualifying distributions from Part XII, line 4	8	8594358.

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2015 estimated tax payments and 2014 overpayment credited to 2015

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2016 estimated tax

6a 2421104.

6b

6c

6d

1 2125671.

2 0.

3 2125671.

4 0.

5 2125671.

7 2421104.

10 295433.

11 0.

**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

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

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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

STMT 14

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b X

5 X

6 X

7 X

8b X

9 X

10 X

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**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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW.HYDEFUNDATION.ORG</b>	X	
14 The books are in care of <b>CORIE RIVERS</b> Telephone no. <b>901-685-3416</b> Located at <b>17 WEST PONTOTOC AVENUE, SUITE 100, MEMPHIS, TN</b> ZIP+4 <b>38103</b>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		
and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		X

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**Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required** (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		321333.	37725.	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
TERRENCE PATTERSON - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	PROGRAM OFFICER	177982.	7996.	0.
LAUREN TAYLOR - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	PROGRAM OFFICER	145918.	26268.	0.
GRETCHEN MCLENNON - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	PROGRAM OFFICER	131718.	5925.	0.
KIM TOBIN - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	EXECUTIVE ASSISTANT	73253.	23124.	0.
JESSICA BALL - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	SR PROGRAM ASSISTANT	66263.	10559.	0.

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

1

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
P3 CONSULTING, LLC - 401 CHURCH STREET, SUITE 2500, NASHVILLE, TN 37219	EDUCATION CONSULTANT	120000.
THE BRIDGESPAN GROUP, INC. 2 COPLEY PLACE, SUITE 3700B, BOSTON, MA 02116	EDUCATION CONSULTANT	95782.

Total number of others receiving over \$50,000 for professional services.

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

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

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

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
	0.

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	24661460.
b	Average of monthly cash balances	1b	24264475.
c	Fair market value of all other assets	1c	78204026.
d	Total (add lines 1a, b, and c)	1d	127129961.
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	127129961.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1906949.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	125223012.
6	Minimum investment return. Enter 5% of line 5	6	6261151.

**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	6261151.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2125671.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2125671.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4135480.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4135480.
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	4135480.

**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	8594358.
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	8594358.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8594358.

**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.

Form 990-PF (2015)

**Part XIII. Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				4135480.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	7960773.			
b From 2011	11124378.			
c From 2012				
d From 2013				
e From 2014	11717528.			
f Total of lines 3a through e	30802679.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$	8594358.			
a Applied to 2014, 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 2015 distributable amount				4135480.
e Remaining amount distributed out of corpus	4458878.			
5 Excess distributions carryover applied to 2015 (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	35261557.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	7960773.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	27300784.			
10 Analysis of line 9:				
a Excess from 2011	11124378.			
b Excess from 2012				
c Excess from 2013				
d Excess from 2014	11717528.			
e Excess from 2015	4458878.			



**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				
PASS THRU-GT REAL PROPERTY HLDNGS II, LLC PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER GT REAL PROPERTY HOLDINGS II, LLC K-1	13.
PASS THRU-PALLADIAN PARTNERS 2001, LLC PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS 2001, LLC K-1	18.
PASS THRU-PALLADIAN PARTNERS IV, LLC PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS IV, LLC K-1	46.
PASS THRU-PALLADIAN PARTNERS V, LLC PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS V, LLC K-1	67.
PASS-THRU-ALTUS ASSOC PRIVATE EQUITY FD II, LP PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER ALTUS ASSOC PRIVATE EQUITY FD II, LP K-1	51.
Total SEE CONTINUATION SHEET(S) ▶ 3a				7267260.
b Approved for future payment				
NONE				
Total ▶ 3b				0.





**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](http://www.irs.gov/form990).

OMB No 1545-0047

**2015**

Name of the organization

J.R. HYDE III FAMILY FOUNDATION

Employer identification number

62-1512725

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

J.R. HYDE III FAMILY FOUNDATION

62-1512725

**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	J.R. HYDE, III 17 W. PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	\$ 57539900.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)





Name of organization

Employer identification number

J.R. HYDE III FAMILY FOUNDATION

62-1512725

**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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

J.R. HYDE III FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HIGHCLERE INTRNATL INV EMRG MKTS SMID FD	P		
b	PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP	P		
c	GT INTL EQUITY QP FUND, LP	P		
d	SSM VENTURE PARTNERS III, LP	P		
e	SANDERSON INTL VALUE FUND	P		
f	PALLADIAN PARTNERS VIII-A, LP	P		
g	PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	P		
h	PALLADIAN PARTNERS 2001, LLC	P		
i	PALLADIAN PARTNERS 2001, LLC-PTP LOSS	P		
j	PALLADIAN PARTNERS IV, LLC	P		
k	PALLADIAN PARTNERS IV, LLC-PTP LOSS	P		
l	PALLADIAN PARTNERS IV, LLC-UBTI LOSS 990-T	P		
m	PALLADIAN PARTNERS V, LLC	P		
n	PALLADIAN PARTNERS V, LLC-PTP LOSS	P		
o	PALLADIAN PARTNERS V, LLC-UBTI GAIN TO 990-T	P		

(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		72100.	-72100.
b	279667.		279667.
c	52340.		52340.
d	42187.		42187.
e	442147.		442147.
f	1092.		1092.
g	20221.		20221.
h	33516.		33516.
i		-158.	158.
j	83313.		83313.
k		-51.	51.
l		-209.	209.
m	656117.		656117.
n		-684.	684.
o		38.	-38.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-72100.
b			279667.
c			52340.
d			42187.
e			442147.
f			1092.
g			20221.
h			33516.
i			158.
j			83313.
k			51.
l			209.
m			656117.
n			684.
o			-38.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

## J.R. HYDE III FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV  
62-1512725 PAGE 2 OF 2**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	GTRP HOLDINGS II, LLC	P		
b	GTRP HOLDINGS II, LLC-UBTI LOSS TO 990-T	P		
c	TIFF REALTY/RESOURCES III, LLL	P		
d	TIFF REALTY/RESOURCES III, LLL-UBTI GAIN TO 990-T	P		
e	ALTIUS ASSOC PRIV EQTY FD II, LP	P		
f	ALTIUS ASSOC PRIV EQTY FD, LP	P		
g	SCHWAB-CAPITAL GAIN DISTRIBUTION	P		
h	16,400 AUTOZONE, INC.	D		05/28/15
i	5,900 AUTOZONE, INC.	D		05/29/15
j	40,000 AUTOZONE, INC.	D		06/09/15
k	35,000 AUTOZONE, INC.	D		06/10/15
l	10,000 AUTOZONE, INC.	D		06/11/15
m	17,000 AUTOZONE, INC.	D		06/17/15
n	29,000 AUTOZONE, INC.	D		06/18/15
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		72808.	-72808.
b		-172450.	172450.
c	239533.		239533.
d		3774.	-3774.
e	4354.		4354.
f	262405.		262405.
g	211880.		211880.
h	11157963.	1091.	11156872.
i	3982467.	393.	3982074.
j	27132609.	2661.	27129948.
k	23666358.	2328.	23664030.
l	6763548.	665.	6762883.
m	11621545.	1131.	11620414.
n	19590024.	1929.	19588095.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-72808.
b			172450.
c			239533.
d			-3774.
e			4354.
f			262405.
g			211880.
h			11156872.
i			3982074.
j			27129948.
k			23664030.
l			6762883.
m			11620414.
n			19588095.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	106257920.
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	0.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PASS-THRU-ALTIUS ASSOC PRIVATE EQUITY FD, LP PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER ALTIUS ASSOCIATES PRIVATE EQUITY FUND, LP K-1	
PASS-THRU-TIFF REALTY & RES III, LLC PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER TIFF REALTY & RESOURCES III, LLC K-1	22.
PASS THRU-PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP K-1	
PASS THRU-PALLADIAN PARTNERS VIII-A, LP PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS VIII-A, LP K-1	1.
SEE DETAILED SCHEDULE ATTACHED	NONE	PC	DETAILS ATTACHED	7267042.
Total from continuation sheets .				7267065.

**J. R. Hyde III Foundation  
2015 Contributions**

Date	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
12/3/15	15610	American Cancer Society	50	
2/12/15	14755	American Cancer Society	250	
1/27/15	14669	American Cancer Society	100	400
1/27/15	14670	American Heart Association, Inc		100
7/23/15	15210	Arizona State University Foundation - Support for Dr Curtis W Marean's research		100,000
3/19/15	14858	ArtsMemphis - 2014 Hyde Challenge	75,000	
2/3/15	14705	ArtsMemphis	250	75,250
1/21/15	14655	Aspen Institute		3,500
1/14/15	14639	Ballet Memphis	750	
2/23/15	14772	Ballet Memphis - Support for Organizational Assessment	10,000	10,750
2/23/15	14773	Beale Street Caravan, Inc - General Operating Support	12,500	
4/7/15	14910	Beale Street Caravan, Inc - General Operating Support	12,500	
6/23/15	15132	Beale Street Caravan, Inc - General Operating Support	12,500	
9/17/15	15364	Beale Street Caravan, Inc - General Operating Support	12,500	
6/2/15	15079	Beale Street Caravan, Inc	450	50,450
2/5/15	14715	Bellevue Baptist Church	2,030	
11/3/15	15503	Bellevue Baptist Church	2,000	4,030
2/10/15	14728	Bike Walk Tennessee - Sponsorship of 2015 TN Bike Summit		500
11/3/15	15505	Boys & Girls Clubs of Greater Memphis - Endowment & Capital Campaign Support		91,667
3/19/15	14861	Boys Scouts of America		100
10/28/15	15480	BRIDGES USA Inc		250
3/3/15	14806	Bring It! Food Hub - Start-up Support for Bring It! Food Hub		25,000
11/24/15	15583	Carlthorp School		7,500
6/2/15	15078	Catholic Memphis Urban Schools - Support for the Jubilee Schools Endowment		500,000
8/4/15	15242	Charter School Growth Fund Memphis		2,860,303
2/5/15	14716	Church of the Holy Communion		2,500
2/3/15	14703	City Parks Alliance, Inc		25,000
1/14/15	14624	Community Development Council		200
3/19/15	14859	Community Foundation of Greater Memphis- LeMoyn-Owen College Transformation Fund	10,000	
10/13/15	15434	Community Foundation of Greater Memphis- Memphis Grantmakers Forum	5,000	15,000
10/28/15	15479	Community Partners - General Operating Support		5,000
2/3/15	14707	Consortium MMT - Talent Development Center		250,000
7/23/15	15207	Crossroads School for Arts and Science - Support for Capital Campaign		20,000
11/17/15	15547	Dana-Farber Cancer Institute, Inc		2,500
1/14/15	14643	DeSoto Animal Rescue Society		100
11/23/15	15580	Duke University		1,000
2/12/15	14754	Educational Media Foundation		180
1/14/15	14644	First Congregational United Church - Revolutions Bike Academy		75,000
7/17/15	15194	Frayser Community Schools - Support for High School Turnaround Model		78,000
1/14/15	14631	Friends of the Carrboro Library		500
11/24/15	15597	GO Campaign		10,000
1/14/15	14645	Grace St Luke's Episcopal School	150	
10/28/15	15477	Grace St Luke's Episcopal School	250	400

**J. R. Hyde III Foundation  
2015 Contributions**

Date	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
1/14/15	14629	GrowMemphis - General Operating Support		25,000
2/10/15	14729	Harpwell Foundation - General Operating Support		25,000
2/10/15	14727	Hattiloo Theatre		250
1/14/15	14625	Hernando United Methodist Church		2,500
3/19/15	14860	High Point Church		1,350
2/3/15	14704	Idlewild Presbyterian Church	25,000	
1/14/15	14634	Idlewild Presbyterian Church	2,500	
1/21/15	14656	Idlewild Presbyterian Church	2,500	
12/3/15	15607	Idlewild Presbyterian Church	2,500	
12/3/15	15608	Idlewild Presbyterian Church - Support for the Capital Campaign	50,000	82,500
1/14/15	14640	Immaculate Conception Cathedral		500
4/9/15	14924	In Our Backyards, Inc		400
5/19/15	15040	Iris Orchestra, Inc - 2014-15 Iris Concert Season		50,000
11/23/15	15577	Isha Foundation, Inc		1,000
2/3/15	14710	Kirby Woods Baptist Church		100
9/17/15	15362	Latino Memphis		1,500
2/5/15	14720	Lausanne Collegiate School		500
1/14/15	14628	LeBonheur Children's Hospital - Children's Foundation Research Institute		83,333
9/3/15	15316	Lipscomb University	250	
1/14/15	14630	Lipscomb University - Start-up Support	25,000	25,250
10/28/15	15478	Memphis Bioworks Foundation - Support for U3 Advisors/sub-consultant expenses	8,322	
2/5/15	14717	Memphis Bioworks Foundation - U3 Advisors Phase 1 Consulting Services	18,076	26,399
3/3/15	14805	Memphis Child Advocacy Center		5,000
3/3/15	14808	Memphis College of Art	500	
9/3/15	15322	Memphis College of Art - Support for Teacher Town Commons - Dec 2014	261	
2/3/15	14708	Memphis College of Art - Support for Teacher Town Commons - Dec 2014-Jan 2015	780	1,540
1/14/15	14637	Memphis College Preparatory School	250	
1/14/15	14635	Memphis College Preparatory School	1,000	1,250
1/21/15	14654	Memphis Regional Chamber Foundation - Greenprint Plan Release Event Sponsorship	1,000	
1/8/15	14599	Memphis Regional Chamber Foundation	200,000	201,000
9/30/15	15393	Memphis ShelbyCrime Commission - Support for Operation Safe Community		50,000
7/28/15	15231	Memphis Symphony Orchestra	2,000	
12/3/15	15609	Memphis Symphony Orchestra - Support for Sustainability Fund	50,000	52,000
1/14/15	14619	Memphis Tomorrow		50,000
3/3/15	14803	Memphis Union Mission		50
11/23/15	15578	Memphis University School	1,000	
1/21/15	14653	Memphis University School	1,800	
2/3/15	14706	Memphis University School - Ross M Lynn Society Membership/Annual Fund	10,000	
1/14/15	14622	Memphis University School - Support for MUS lacrosse field	20,000	32,800
11/17/15	15548	Mid-South Junior Golf Association		500
1/14/15	14627	Morehead-Cain Scholarship Fund		200,000
11/19/15	15556	Mt Pleasant Baptist Church		250

**J. R. Hyde III Foundation  
2015 Contributions**

Date	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
4/28/15	14981	National Center for Family Philanthropy	4,500	
11/3/15	15504	National Center for Family Philanthropy	20,000	24,500
1/14/15	14641	National Council of the United States Society of St. Vincent de Paul		500
11/17/15	15545	New Leaders, Inc - National Impact Fund		500,000
3/24/15	14868	New Memphis Institute	100	
12/22/15	15689	New Memphis Institute	100	200
9/17/15	15365	Overton Park Conservancy - "A Magical Night at Overton Park"	1,000	
1/14/15	14636	Overton Park Conservancy	300	
9/3/15	15315	Overton Park Conservancy	600	
11/24/15	15595	Overton Park Conservancy	25	1,925
3/3/15	14810	PeopleForBikes Foundation - 2015 World Class Cities European Study Tour	10,000	
8/24/15	15282	PeopleForBikes Foundation - 2015 World Class Cities European Study Tour	9,000	19,000
9/3/15	15317	Planned Parenthood		1,000
11/23/15	15579	Rett Syndrome Research Trust, Inc		1,000
1/14/15	14620	Rhodes College		135,000
7/17/15	15195	Riverfront Development Corp - Beale Street Landing Programming Plan		75,000
3/31/15	14905	Roaring Fork Conservancy - Support for the 17th Annual Frying Pan River Clean up	500	
4/9/15	14923	Roaring Fork Conservancy - Support for the Frying Pan Study	5,000	5,500
2/12/15	14756	Robert W Woodruff Arts Center		128
2/5/15	14718	Saint Patrick's Catholic Church		50
2/3/15	14709	Scholarship Fund Trust of the Memphis Education Association		1,500
1/21/15	14658	Shelby County Schools Education Foundation - School District Merger Implementation Support		250,000
9/17/15	15363	Shelby Farms Park Conservancy - Support for City Activators	9,900	
11/3/15	15506	Shelby Farms Park Conservancy - Support for CityActivators	2,097	11,997
4/9/15	14925	Shepherd's Haven Ministries, Inc		400
4/7/15	14909	Silk Road Project, Inc - General Operating Support		1,000
2/5/15	14721	Smith College		50
7/17/15	15196	Society of Entrepreneurs		1,000
2/5/15	14719	Southern Comm Volunteers, Inc		40
12/22/15	15682	St Jude Children's Research Hospital	50	
3/3/15	14804	St Jude Children's Research Hospital	1,000	
1/21/15	14657	St Jude Children's Research Hospital	100	
5/7/15	14999	St Jude Children's Research Hospital	50	
12/3/15	15611	St Jude Children's Research Hospital	50	
1/27/15	14671	St Jude Children's Research Hospital	250	1,500
1/14/15	14642	St. Mary's Episcopal School		500
3/26/15	14891	STREETS Ministries		500
5/27/15	15046	Teach For America		10,000
8/12/15	15264	Teacher Town USA, Inc - Support for the Achievement Schools		500,000
12/22/15	15684	Temple Israel		1,000
3/3/15	14809	Tennessee Parks & Greenways Foundation - Mid-South Greenways Steering Committee		35,600
10/28/15	15476	Tennessee Shakespeare Company		100
3/4/15	14815	Tennessee State Collaborative on Reforming Education - Staffing & Strategic Planning Support	21,630	



**J. R. Hyde III Foundation  
2015 Contributions**

<b>Date</b>	<b>CHECK NO.</b>	<b>DONEE ORGANIZATION</b>	<b>AMOUNT</b>	<b>TOTAL</b>
1/14/15	14632	Tennessee State Collaborative on Reforming Education	75,000	96,630
1/6/15	14591	The Bridgespan Group, Inc	27,120	
6/4/15	15087	The Bridgespan Group, Inc	7,361	
6/4/15	15087	The Bridgespan Group, Inc	55,500	89,981
12/15/15	15668	The Caritas Community, Inc		500
8/12/15	15263	The Exceptional Foundation of West Tennessee		1,000
7/23/15	15209	The University of Memphis Foundation - University of Memphis Regional Design Center		100,000
1/14/15	14638	The Women's Foundation of Greater Memphis		250
2/18/15	St Andrew	St Andrew's Episcopal Church		189,863
12/15/15	15669	Trezevant Manor Foundation		500
12/22/15	15683	Trinity Cathedral		250
2/18/15	14764	True Story Pictures, Inc	2,250	
2/18/15	14764	True Story Pictures, Inc	5,000	7,250
4/7/15	14914	University of Memphis		20,976
5/7/15	15000	University of Notre Dame		50
7/23/15	15208	Urban Land Institute Memphis - General Operating & Capacity Building Support		25,000
12/8/15	15622	UrbanArt Commission		250
10/28/15	15481	Vassar College		200
1/14/15	14623	Wesleyan School		2,500
6/23/15	15133	Whitney Museum of American Art		5,000
1/14/15	14626	Wolf River Conservancy \	200	
7/23/15	15211	Wolf River Conservancy	2,500	2,700
7/23/15	15206	Yale University - Patron Level Support of the Yale University Art Gallery		10,000
<b>TOTAL</b>				<u><u>7,267,042</u></u>



## HYDE FAMILY FOUNDATIONS

### APPLICATION GUIDELINES

Before seeking support, please thoroughly review the Hyde Family Foundations' program interests and grant criteria. If, after reviewing this information, you believe your organization and/or project fit within the Foundation's program interests, you may electronically submit an application for funding through our website.

Applications must be accompanied by all required attachments (listed below) and a Grant Application Authorization Form which is available on the website. The application for funding should include the following information:

In 2,500 words or less, please describe the following:

- A detailed explanation of the need for the project
- The goals, objectives, and work plan for your project
- The population that will be served by your proposed efforts and the anticipated impact on the targeted population
- A description of your organization's strategy for evaluating the project
- A description of your organization's past experiences and successes in relation to this project
- A project timeline
- How the funds requested from the Hyde Family Foundations will be used
- A brief review of other area organizations providing similar services and any efforts to coordinate with these organizations
- Explanation of how this project corresponds with the Foundations' program interests
- An explanation of why your organization is uniquely equipped to be successful, including a discussion of the qualifications of the organization's Executive Director, Project Manager (if different than the ED), and any other staff members assigned to the project.

Please submit the following supporting materials:

- A detailed project budget that includes amounts requested from and committed by other funders
- Copy of your organization's current annual budget and the organization's annual budget for the project year(s), if different
- Current list of your organization's Board of Directors
- Most recent audited financial statements (if required by law)
  - o If not attaching your most recent audited financial statements, please attach a document explaining the reason for its omission
- Grant Application Authorization Form
- Any additional supplemental materials that may be relevant to the request (optional)

All applications are carefully reviewed by staff and select applications are then reviewed quarterly by Foundation Trustees. Applications are typically reviewed at the subsequent Trustee meeting, but some funding decisions may be deferred when necessary. You will be notified promptly when your application is

received and will be updated on the status of your application and likely notification date within 6-8 weeks of submission.

If you are unable to submit an application electronically, a paper application may be submitted.

### **Paper Applications**

If submitting a paper application, please include a coversheet, and required supporting materials. The cover sheet is available on our website, and the application should describe the following in 5 pages or less:

- A brief overview of your organization's background and mission
- A detailed explanation of the need for the project
- The goals, objectives, and work plan for your project
- The population that will be served by your proposed efforts and the anticipated impact on the targeted population
- A description of your organization's strategy for evaluating the project
- A description of your organization's past experiences and successes in relation to this project
- A project timeline
- How the funds requested from the Hyde Family Foundations will be used
- A brief review of other area organizations providing similar services and any efforts to coordinate with these organizations
- Explanation of how this project corresponds with the Foundations' program interests
- An explanation of why your organization is uniquely equipped to be successful, including a discussion of the qualifications of the organization's Executive Director, Project Manager (if different than the ED), and any other staff members assigned to the project.

Please submit the following supporting materials:

- A detailed project budget that includes amounts requested from and committed by other funders
- Copy of your organization's current annual budget and the organization's annual budget for the project year(s), if different
- Current list of your organization's Board of Directors
- Most recent audited financial statements (if required by law)
  - o If not attaching your most recent audited financial statements, please attach a document explaining the reason for its omission
- Grant Application Authorization Form
- Any additional supplemental materials that may be relevant to the request (optional)

Please mail all applications, supporting materials, and coversheets to:

Hyde Family Foundations  
Attn: Lauren Jenkins  
17 W. Pontotoc, Suite 200  
Memphis, TN 38103

PLEASE BE SURE TO INCLUDE THE ABOVE-LISTED ITEMS IN YOUR CONCEPT LETTER, OR WE WILL BE UNABLE TO REVIEW YOUR APPLICATION.

Please submit one copy of the coversheet application and concept letter. The cover sheet application must be signed by the organization's Executive Director and Board Chairperson.

### **Grant Cycles**

The Hyde Family Foundations accept applications for funding four times a year.

Applications are accepted: **March 1, June 1, September 1, and December 1.**

All applications are carefully reviewed by staff, and select applications are then reviewed quarterly by Foundation Trustees. Applications are typically reviewed at the subsequent Trustee meeting but some funding decisions may be deferred when necessary. You will be notified promptly when your application is received and will be updated on the status of your application and likely notification date within 6-8 weeks of submission.

### **(Deadlines)**

<b>Application Due Date</b>	<b>Consideration / Meetings Held</b>	<b>Notification by</b>
March 1	Mid-May	End of May
June 1	Mid-August	End of August
September 1	Mid-November	End of November
December 1	Mid-February	End of February

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HIGHCLERE INTRNATL INV EMRG MKTS SMID FD	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	72100.	0.	0.
			-72100.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
279667.	0.	0.	0.
			279667.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GT INTL EQUITY QP FUND, LP	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
52340.	0.	0.	0.
			52340.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
SSM VENTURE PARTNERS III, LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
42187.	0.	0.	0.	42187.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
SANDERSON INTL VALUE FUND	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
442147.	0.	0.	0.	442147.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PALLADIAN PARTNERS VIII-A, LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1092.	0.	0.	0.	1092.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
20221.	0.	0.	0.	20221.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PALLADIAN PARTNERS 2001, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33516.	0.	0.	0.	33516.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PALLADIAN PARTNERS 2001, LLC-PTP LOSS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PALLADIAN PARTNERS IV, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83313.	0.	0.	0.	83313.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PALLADIAN PARTNERS IV, LLC-PTP LOSS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PALLADIAN PARTNERS IV, LLC-UBTI LOSS 990-T	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PALLADIAN PARTNERS V, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
656117.	0.	0.	0.	656117.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PALLADIAN PARTNERS V, LLC-PTP LOSS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PALLADIAN PARTNERS V, LLC-UBTI GAIN TO 990-T	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.



(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
GTRP HOLDINGS II, LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	72808.	0.	0.	-72808.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
GTRP HOLDINGS II, LLC-UBTI LOSS TO 990-T	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
TIFF REALTY/RESOURCES III, LLL	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
239533.	0.	0.	0.	239533.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
TIFF REALTY/RESOURCES III, LLL-UBTI GAIN TO 990-T	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ALTIUS ASSOC PRIV EQTY FD II, LP	4354.	0.	0.	PURCHASED	0.	4354.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ALTIUS ASSOC PRIV EQTY FD, LP	262405.	0.	0.	PURCHASED	0.	262405.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SCHWAB-CAPITAL GAIN DISTRIBUTION	211880.	0.	0.	PURCHASED	0.	211880.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
16,400 AUTOZONE, INC.	11157963.	5910314.	0.	DONATED	0.	05/28/15 5247649.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,900 AUTOZONE, INC.	3982467.	2126272.	0.	0.	1856195.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40,000 AUTOZONE, INC.	27132609.	18339990.	0.	0.	8792619.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,000 AUTOZONE, INC.	23666358.	22429990.	0.	0.	1236368.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000 AUTOZONE, INC,	6763548.	6769400.	0.	0.	-5852.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
17,000 AUTOZONE, INC.	DONATED		06/17/15	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11621545.	11507980.	0.	0.	113565.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
29,000 AUTOZONE, INC.	DONATED		06/18/15

  

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19590024.	19631260.	0.	0.	-41236.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 19383172.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS - INTEREST INCOME	25091.	25091.	0.
FIRST TENNESSEE - INTEREST INCOME	959.	959.	0.
TOTAL TO PART I, LINE 3	26050.	26050.	0.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALTIUS ASSOC PRIVATE EQTY FUND, II LP	1543.	0.	1543.	1543.	0.
ALTIUS ASSOC PRIVATE EQUITY FD, LLC	32460.	0.	32460.	32460.	0.
CHARLES SCHWAB-DIVIDENDS GT REAL PROPERTY HOLDINGS II, LLC	16310.	0.	16310.	16310.	0.
INTEREST INC-MEMPHIS COLLEGE OF ART PALLADIAN PARTNERS 2001, LLC	7609.	0.	7609.	7609.	0.
PALLADIAN PARTNERS IV, LLC	38705.	0.	38705.	38705.	0.
PALLADIAN PARTNERS V, LLC	3010.	0.	3010.	3010.	0.
PALLADIAN PARTNERS VIII-A, LLC	6528.	0.	6528.	6528.	0.
SANDERSON INTERNATIONAL VALUE FUND	23972.	0.	23972.	23972.	0.
SSM VENTURE PARTNERS III, LP	567.	0.	567.	567.	0.
SSM VENTURE PARTNERS IV, LP	228622.	0.	228622.	228622.	0.
GT INTL EQUITY QP FUND, LP	72.	0.	72.	72.	0.
TIFF REALTY & RESOURCES III, LLC	19.	0.	19.	19.	0.
HIGHCLERE INTRNATL INV EMRG MKTS SMID FD	11707.	0.	11707.	11707.	0.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP	39693.	0.	39693.	39693.	0.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	20235.	0.	20235.	20235.	0.
GT INTL EQUITY QP FUND, LP-NONTAXABLE	6714.	0.	6714.	6714.	0.
PALLADIAN PARTNERS IV, LLC-NONTAXABLE INCOME	1.	0.	1.	0.	0.
	19.	0.	19.	0.	0.

GT REAL PROPERTY HOLDINGS II, LLC-NONTAXABLE	20.	0.	20.	0.	0.
ALTIUS ASSOC PRIVATE EQTY FUND, LP-NONTAXABLE	456.	0.	456.	0.	0.
TO PART I, LINE 4	492222.	0.	492222.	491726.	0.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HIGHCLERE INTRNATL INV EMRG MKTS SMID FD-ORDINARY LOSS	-1854.	-1854.	0.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP-ORDINARY LOSS	-56704.	-55951.	0.
GT INTL EQUITY QP FUND, LP-ORDINARY INCOOME	14634.	14634.	0.
GT INTL EQUITY QP FUND, LP-PORTFOLIO INC	22853.	22853.	0.
SSM VENTURE PARTNERS III, LP-PORTFOLIO INC	35.	35.	0.
SANDERSON INTL VALUE FUND-ORDINARY INCOME	12288.	12288.	0.
PALLADIAN PARTNERS VIII-A, LP	-255.	-139.	0.
PITTCO DOMESTIC EQUITIIES PORTFOLIO, LP	-172.	65.	0.
PALLADIAN PARTNERS 2001, LLC-ORDINARY INCOME	11405.	4979.	0.
PALLADIAN PARTNERS 2001, LLC-ROYALTIES, PORTFOLIO	99.	99.	0.
PALLADIAN PARTNERS IV, LLC-ORDINARY INCOME	16830.	-15166.	0.
PALLADIAN PARTNERS IV, LLC-ROYALITES, PORTFOLIO INC	3676.	3676.	0.
PALLADIAN PARTNERS V, LLC-ORDINARY INCOME	6382.	543.	0.
PALLADIAN PARTNERS V, LLC-ROYALITES, PORTFOLIO INC	2532.	2532.	0.
GTRP HOLDINGS II, LLC-ORDINARY INCOME	20136.	-23461.	0.
GTRP HOLDINGS II, LLC-ROYALTIES, PORTFOLIO INC	841.	841.	0.
TIFF REALTY/RESOURCES III, LLC-ORDINARY INCOME	291.	-76.	0.
TIFF REALTY/RESOURCES III, LLC-ROYALTIES, PORTFOLIO INC	4183.	4183.	0.
ALTIUS ASSOC PRIV EQTY FD II, LP-ORDINARY INCOME	955.	1306.	0.

ALTIUS ASSOC PRIV EQTY FD II, LP-ROYALTIES, PORTFOLIO INC	4.	4.	0.
ALTIUS ASSOC PRIV EQTY FD, LP-ORDINARY INCOME	15839.	13325.	0.
ALTIUS ASSOC PRIV EQTY FD II, LP-ROYALTIES, PORTFOLIO INC	1624.	1624.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	75622.	-13660.	0.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BURCH, PORTER & JOHNSON	19765.	0.	0.	19765.
K & L GATES, LLP	9817.	9817.	0.	0.
BAKER DONELSON	2393.	0.	0.	2393.
TO FM 990-PF, PG 1, LN 16A	31975.	9817.	0.	22158.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ACCOUNTANT FEES & EXPENSES	14903.	14903.	0.	0.
DELOITTE TAX LLP	4589.	3464.	0.	1125.
LESS: TAX FEES/EXPENSES-990-T	0.	-2250.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	19492.	16117.	0.	1125.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
P3 CONSULTING, LLC	120000.	0.	0.	120000.
THE BRIDGESPAN GROUP, INC.	95782.	0.	0.	95782.
PEOPLECAP ADVISORS	15366.	0.	0.	15366.
LOONEY RICKS KISS, INC.	8285.	0.	0.	8285.
TEAM TREK COACHING GROUP	9223.	0.	0.	9223.
GASKILL STRATEGIES, LLC	18330.	0.	0.	18330.
CONSILIENCE GROUP, LLC	5750.	0.	0.	5750.
MISCELLANEOUS CONSULTANTS FEES, \$5K OR LESS EACH	18398.	0.	0.	18398.
TO FORM 990-PF, PG 1, LN 16C	291134.	0.	0.	291134.

## FORM 990-PF

## TAXES

## STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	71360.	0.	0.	71360.
990-PF TAXES	2415000.	0.	0.	0.
CA TAX (REFUND)	-441.	0.	0.	0.
PALLADIAN PARTNERS IV, LLC-STATE TAXES	238.	238.	0.	0.
PALLADIAN PARTNERS V, LLC-STATE TAXES	3843.	3843.	0.	0.
PALLADIAN PARTNERS 2001, LLC-STATE TAXES	7361.	7361.	0.	0.
GT INTL EQUITY QP FUND, LP-STATE TAXES	417.	417.	0.	0.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP-STATE TAXES	1888.	1888.	0.	0.
SCHWAB ACCT-#7925 - FOREIGN TAXES	1842.	1842.	0.	0.
HIGHCLERE INTRNATL INV EMRG MKTS SMID FD-FOREIGN TAXES	3720.	3720.	0.	0.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP-FOREIGN TAXES	998.	998.	0.	0.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP-FOREIGN TAXES	45.	45.	0.	0.
GT REAL PROP HOLDINGS II LLC-FOREIGN TAXES	2.	2.	0.	0.



ALTIUS ASSOC PRV EQTY FD				
II-FOREIGN TAXES	3.	3.	0.	0.
PALLADIAN PARTNERS 2001,				
LLC-FOREIGN TAXES	4545.	4545.	0.	0.
PALLADIAN PARTNERS IV,				
LLC-FOREIGN TAXES	1095.	1095.	0.	0.
PALLADIAN PARTNERS V,				
LLC-FOREIGN TAXES	571.	571.	0.	0.
SANDERSON INTNATL VALUE				
FUND-FOREIGN TAXES	13326.	13326.	0.	0.
ALTIUS ASSOC PRIV EQ FD,				
LP-FOREIGN TAXES	17.	17.	0.	0.
GT INTL EQUITY QP FUND,				
LP-FOREIGN TAXES	3897.	3897.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2529727.	43808.	0.	71360.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	12503.	0.	0.	12503.
BANK CHARGES	80.	0.	0.	80.
OFFICE SUPPLIES	9931.	0.	0.	9931.
POSTAGE/FED EX				
CHARGES/COURIER	2218.	0.	0.	2218.
TELEPHONE	34264.	0.	0.	34264.
OFFICE EXPENSES	41496.	0.	0.	41496.
DUES/SUBSCRIPTIONS	16750.	0.	0.	16750.
TRAINING/EDUCATION	3869.	0.	0.	3869.
ANNUAL REPORT FEES	20.	20.	0.	0.
MISCELLANEOUS EXPENSES	4997.	0.	0.	4997.
REIMBURSEMENT-JR HYDE, SR				
FAMILY FDN-SHARED EMPLOYEE &				
OFFICE EXPENSES	-740925.	0.	0.	-740925.
HIGHCLERE INTRNATL INV EMRG				
MKTS SMID FD	29.	29.	0.	0.
GT INTL EQUITY QP FUND, LP	46017.	46017.	0.	0.
SSM VENTURE PARTNERS III, LP	1041.	1041.	0.	0.
SSM VENTURE PARTNERS IV, LP	64461.	64461.	0.	0.
PALLADIAN PARTNERS 2001, LLC	10612.	10612.	0.	0.
PALLADIAN PARTNERS IV, LLC	28411.	27895.	0.	0.
PALLADIAN PARTNERS V, LLC	63746.	63303.	0.	0.
PALLADIAN PARTNERS VIII-A,				
LP	10714.	10714.	0.	0.
GT REAL PROP HOLDINGS II LLC	12508.	12508.	0.	0.
ALTIUS ASSOC PRIV EQ FND, LP	34742.	34742.	0.	0.
ALTIUS ASS PRIV EQ FD II, LP	11957.	11957.	0.	0.
TIFF RLTY/RESOURCES III, LLC	14378.	13974.	0.	0.

## J.R. HYDE III FAMILY FOUNDATION

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PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	2099.	2099.	0.	0.
SANDRSN INTNTL VALUE FND FEES	71717.	71717.	0.	0.
HIGHCLERE INTRNATL INV EMRG MKTS SMID FD FEES	30051.	30051.	0.	0.
GT REAL PROP HOLDINGS II LLC-NONDEDUCTIBLE EXP	47.	0.	0.	0.
SSM PARTNERS IV, LP-NONDEDUCTIBLE EXP	11.	0.	0.	0.
PALLADIAN PARTNERS 2001, LLC-NONDEDUCTIBLE EXP	146.	0.	0.	0.
PALLADIAN PARTNERS IV, LLC-NONDEDUCTIBLE EXP	584.	0.	0.	0.
PALLADIAN PARTNERS V, LLC-NONDEDUCTIBLE EXP	326.	0.	0.	0.
PALLADIAN PARTNERS VIII-A, LP-NONDEDUCTIBLE EXP	15.	0.	0.	0.
TIFF RLTY/RESOURCES III, LLC-NONDEDUCTIBLE EXP	32.	0.	0.	0.
ALTIUS ASSOC PRIV EQTY FD, LP-NONDEDUCTIBLE EXP	100.	0.	0.	0.
ALTIUS ASSOC PRIV EQ FD II, LP-NONDEDUCTIBLE EXP	12.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	-211041.	401140.	0.	-614817.

## FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AUTOZONE, INC. STOCK	0.	0.
CHARLES SCHWAB-MUTUAL FUNDS	5926255.	4945467.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5926255.	4945467.

## FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PALLADIAN PARTNERS 2001, LLC	COST	247336.	327882.
GT REAL PROPERTY HLDNGS II, LLC	COST	983073.	366342.
ALTIUS ASSOC PRVT EQTY FUND LP	COST	1272284.	1727112.
GT OFFSHORE FUND, LTD.-CLASS A	COST	30000000.	36397041.
GT OFFSHORE FUND, LTD.-CLASS B	COST	27149808.	29559476.
TIFF REALTY/RESOURCES III, LLC	COST	446006.	356147.

## J.R. HYDE III FAMILY FOUNDATION

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MOON CAPITAL GLOBAL EQUITY	COST	68552.	106215.
SSM VENTURE PARTNERS III, LP	COST	426837.	426837.
PALLADIAN PARTNERS IV, LLC	COST	654670.	634542.
PALLADIAN PARTNERS V, LLC	COST	1501542.	1987996.
SANDRSON INTL VALUE FUND	COST	6523095.	6656737.
SSM VENTURE PARTERS IV, LP	COST	1721911.	2781214.
SW CONTEGO FUND, LLC	COST	0.	0.
ALTIVUS ASSOC PRVT EQTY FD II	COST	191859.	226037.
SSM GENERAL PARTNERS IV	COST	-27.	-155.
PITTCO DOMESTIC EQUITIES PORTFOLIO	COST		
LP		2478483.	2349716.
PITTCO GLOBAL MACRO/CTA PORTFOLIO,	COST		
LP		5699981.	5615932.
GT INTERNATIONAL EQUITY QP FUND, LP	COST	6092319.	5699045.
HIGHCLERE INTL INV EMERGING MKTS	COST		
SMID FUND		2931939.	2633346.
PALLADIAN PARTNERS VIII-A, LP	COST	140091.	154980.
TIGER PACIFIC OFFSHORE FUND, LTD.	COST	4000000.	3968063.
TOTAL TO FORM 990-PF, PART II, LINE 13		92529759.	101974505.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
HUNT-PHELAN HOME ASSETS	20833.	20833.	20833.
TO FORM 990-PF, PART II, LINE 15	20833.	20833.	20833.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FIRST TN BANK - LOAN, MEMPHIS BIOWORKS FOUNDATION	2000000.	2175000.
TOTAL TO FORM 990-PF, PART II, LINE 22	2000000.	2175000.

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FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS	STATEMENT 14
	PART VII-A, LINE 10	

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NAME OF CONTRIBUTOR	ADDRESS
J.R. HYDE, III	17 W. PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103

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FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARBARA R. HYDE 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	PRESIDENT/DIRECTOR 5.00	30000.	21222.	0.
JOHN H. PONTIUS 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	SEC/TREASURER 2.00	0.	0.	0.
JOSEPH R. HYDE, III 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	DIRECTOR 5.00	0.	0.	0.
MARGARET E. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
ALLEN B. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
TERESA SLOYAN 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	EXECUTIVE DIRECTOR 40.00	291333.	16503.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		321333.	37725.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LAUREN JENKINS  
17 WEST PONTOTOC AVENUE, SUITE 200  
MEMPHIS, TN 38103

TELEPHONE NUMBER

901-685-3409

FORM AND CONTENT OF APPLICATIONS

INFORMATION GUIDELINES ON HOW TO APPLY, WHEN TO APPLY AND THE FORMAT FOR  
APPLYING ARE ATTACHED OR MAY BE FOUND ON THE WEBSITE AT:  
[WWW.HYDEFUNDATION.ORG](http://WWW.HYDEFUNDATION.ORG)

ANY SUBMISSION DEADLINES

3/1, 6/1, 9/1, & 12/1; SEE DETAILED GUIDLEINES ATTACHED & THE WEBSITE AT  
[WWW.HYDEFUNDATION.ORG](http://WWW.HYDEFUNDATION.ORG)

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