

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	32,117	40,299	40,299
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	9,813,754	9,825,301	9,825,301
	14 Land, buildings, and equipment basis ▶ 224,774 Less accumulated depreciation (attach schedule) ▶ 115,286	111,813	109,488	109,754
15 Other assets (describe ▶ _____)	460	460	460	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	9,958,144	9,975,548	9,975,814	
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 ▶ _____)	-3,544		
	23 Total liabilities (add lines 17 through 22)	-3,544	0	
Net Assets or Fund Balances	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	9,961,688	9,975,548	
30 Total net assets or fund balances (see instructions)	9,961,688	9,975,548		
31 Total liabilities and net assets/fund balances (see instructions) .	9,958,144	9,975,548		

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	9,961,688
2 Enter amount from Part I, line 27a	2	-243,021
3 Other increases not included in line 2 (itemize) ▶ _____	3	264,881
4 Add lines 1, 2, and 3	4	9,983,548
5 Decreases not included in line 2 (itemize) ▶ _____	5	8,000
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	9,975,548

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)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	88,127
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	-3,446

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))
2015	475,326	10,095,645	0 047082
2014	548,022	10,493,918	0 052223
2013	477,496	10,750,221	0 044417
2012	473,701	9,662,979	0 049022
2011	468,403	9,605,241	0 048765
2 Total of line 1, column (d)			2 0 241509
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 048302
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 9,781,466
5 Multiply line 4 by line 3			5 472,464
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,678
7 Add lines 5 and 6			7 474,142
8 Enter qualifying distributions from Part XII, line 4			8 413,567

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,356
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	
3	Add lines 1 and 2.	3	3,356
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,356
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	11,728
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	11,728
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	8,372
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 8,372 Refunded ▶	11	

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)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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 2016 or the taxable year beginning in 2016 (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)

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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MARCIA R BRASEL Telephone no (901) 527-6666			

Located at **3173 KIRBY WHITTEN ROAD SUITE 105 BARTLETT TN**ZIP+4 **38134**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, 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 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 ▶	16	Yes	No

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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 type="checkbox"/> Yes <input checked="" 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
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 2016? <input type="checkbox"/>	1c		
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/>	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 2016?	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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MARCIA R. BRASEL 3173 KIRBY WHITTEN PKWY SUITE 105 BARTLETT, TN 381342823	CHAIRMAN 34 00	100,263	0	0
LORI CONDO LOCKE 3173 KIRBY WHITTEN PKWY SUITE 105 BARTLETT, TN 381342823	TREASURER 40 00	99,679	0	0
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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				

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. ▶

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 N/A	
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	9,725,564
b	Average of monthly cash balances.	1b	93,962
c	Fair market value of all other assets (see instructions).	1c	110,896
d	Total (add lines 1a, b, and c).	1d	9,930,422
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	9,930,422
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	148,956
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	9,781,466
6	Minimum investment return. Enter 5% of line 5.	6	489,073

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	489,073
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,356
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,356
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	485,717
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	485,717
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	485,717

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	413,567
b	Program-related investments—total from Part IX-B.	1b	
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	413,567
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	413,567

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				485,717
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			131,848	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>413,567</u>				
a Applied to 2015, but not more than line 2a			131,848	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				281,719
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				203,998
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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))

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

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

MARCIA R BRASEL
3173 KIRBY WHITTEN PKWY
SUITE 105
BARTLETT, TN 38134
(901) 527-6666

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

LETTER OF REQUEST DETAILING FULL BACKGROUND AND FINANCIAL STATEMENTS

c Any submission deadlines

N/A

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

N/A

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	132,820
b <i>Approved for future payment</i>				
Total			3b	

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. . . .				
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				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a RECLASS PARTNERSHIP UBI	523000	5,243		
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e). .				
13 Total. Add line 12, columns (b), (d), and (e).				

(See worksheet in line 13 instructions to verify calculations)

13 _____

323,091

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 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.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name GREGORY A POHLMAN	Preparer's Signature	Date 2017-11-15	Check if self-employed <input type="checkbox"/>	PTIN P00114495
Firm's name ▶ SCOTT & POHLMAN PC				Firm's EIN ▶ 62-1518664
Firm's address ▶ 5100 POPLAR AVENUE SUITE 617 MEMPHIS, TN 381370601				Phone no (901) 761-4692

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
TORTOISE MLP & PIPELINE FUND	P		
DTC SMALL-MIDCAP US EQUITY	P		
UBS AG JERSERY BRH E TRACS LKD	P		
DTC INTERNATIONAL EQUITY	P		
DTC MULTISTRATEGY	P		
DTC SHORT DURATION	P		
DTC SMALL-MIDCAP US EQUITY	P		
DTC US ACTIVE EQUITY	P		
DTC US CORE EQUITY	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)
25,000		28,007	-3,007
5,369		5,808	-439
14,718		19,728	-5,010
37,000		42,542	-5,542
129,000		136,517	-7,517
14,600		14,839	-239
351,257		431,676	-80,419
25,000		26,064	-1,064
59,500		64,262	-4,762

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			(I) 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	
			-3,007
			-439
			-5,010
			-5,542
			-7,517
			-239
			-80,419
			-1,064
			-4,762

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844	NONE	PC	SCHOLARSHIPS	10,000
APPALACHIA SERVICE PROJECT 4523 BRISTOL HIGHWAY JOHNSON CITY, TN 37601	NONE	PC	GENERAL/OPERATING	4,000
AVE MARIA FOUNDATION 2805 CHARLES BRYAN ROAD BARTLETT, TN 38134	NONE	PC	GENERAL/OPERATING	200
AVE MARIA FOUNDATION 2805 CHARLES BRYAN ROAD BARTLETT, TN 38134	NONE	PC	CAPITAL IMPROVEMENT	5,000
BINGHAMPTON CHRISTIAN ACADEMY 175 TILLMAN STREET MEMPHIS, TN 38111	NONE	PC	SCHOLARSHIPS	2,500
Total ► 3a				132,820


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BOY SCOUTS OF AMERICA 171 S HOLLYWOOD STREET MEMPHIS, TN 38112	NONE	PC	GENERAL/OPERATING	1,000
BRINKLEY HEIGHTS MINISTRIES 3260 MACON ROAD MEMPHIS, TN 38122	NONE	PC	ODYSSEY SOFTWARE	8,000
CALVARY RESCUE MISSION 960 SOUTH THIRD STREET MEMPHIS, TN 38106	NONE	PC	CAPITAL CAMPAIGN	25,000
CHURCH HEALTH CENTER 1350 CONCOURSE AVENUE SUITE 142 MEMPHIS, TN 38104	NONE	PC	GENERAL/OPERATING	5,000
CITIZENS FOR COMMUNITY VALUES 3294 POPLAR AVENUE MEMPHIS, TN 38111	NONE	PC	GENERAL/OPERATING	2,620
Total 				132,820
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DIXON MUSEUMS AND GARDENS 4339 PARK AVENUE MEMPHIS, TN 38117	NONE	PC	GENERAL/OPERATING	1,000
GIRL SCOUT COUNCIL 717 S WHITE STATION ROAD MEMPHIS, TN 38117	NONE	PC	GENERAL/OPERATING	1,000
GOODWILL INDUSTRIES 6895 STAGE ROAD MEMPHIS, TN 38133	NONE	PC	GENERAL/OPERATING	1,000
GRACE HOUSE OF MEMPHIS 329 N BELLEVUE BLVD MEMPHIS, TN 38105	NONE	PC	GENERAL/OPERATING	1,500
HARWOOD CENTER 711 JEFFERSON AVENUE MEMPHIS, TN 38105	NONE	PC	GENERAL/OPERATING	5,000
Total ► 3a				132,820

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LIFE CHOICES OF MEMPHIS 5575 RALEIGH LAGRANGE MEMPHIS, TN 38134	NONE	PC	GENERAL/OPERATING	2,500
MEMPHIS BROOKS MUSEUM 1934 POPLAR AVENUE MEMPHIS, TN 38104	NONE	PC	CAPITAL IMPROVEMENTS	5,000
MEMPHIS FOOD BANK 239 S DUDLEY MEMPHIS, TN 38104	NONE	PC	GENERAL/OPERATING	2,500
MEMPHIS UNION MISSION 383 POPLAR AVENUE MEMPHIS, TN 38101	NONE	PC	GENERAL/OPERATING	2,500
MERITAN 4700 POPLAR AVENUE MEMPHIS, TN 38117	NONE	PC	GENERAL/OPERATING	1,000
Total ▶ 3a				132,820

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MIFA 910 VANCE AVENUE MEMPHIS, TN 38126	NONE	PC	GENERAL/OPERATING	1,000
NATIVE AMERICAN INDIGENOUS MINISTRI PO BOX 499 SUMAS, WA 98295	NONE	PC	CAPITAL IMPROVEMENTS	15,000
PALMER HOME FOR CHILDREN 680-900 BALDWIN ROAD LAKE CORMORANT, MS 38641	NONE	PC	CAPITAL IMPROVEMENTS	10,000
PORTER LEATH CHILDREN'S HOME 4207 AMERICAN WAY MEMPHIS, TN 38118	NONE	PC	GENERAL/OPERATING	1,000
RONALD MCDONALD HOUSE 535 ALABAMA AVENUE MEMPHIS, TN 38105	NONE	PC	GENERAL/OPERATING	5,000
Total ► 3a				132,820

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SHEPHERD'S HAVEN 175 SHEPHERDS HAVEN WAY ARLINGTON, TN 38002	NONE	PC	GENERAL/OPERATING	7,500
SHRINE HOSPITAL BURN CENTER 3229 BURNET AVENUE CINCINNATI, OH 45229	NONE	PC	GENERAL/OPERATING	1,000
SHRINE HOSPITAL CRIPPLE CHILDREN 110 CONN TERRACE LEXINGTON, KY 40508	NONE	PC	GENERAL/OPERATING	1,000
THE MEMPHIS ZOO 2000 PRENTISS PLACE MEMPHIS, TN 38112	NONE	PC	CAPITAL IMPROVEMENTS	5,000
Total 				132,820
3a				

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: THE KNAPP FOUNDATION

EIN: 62-1794837

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
			6,748						
OFFICE FURNITURE	1999-05-15	6,035	6,035	200DB	7 0000				
FURNITURE	1999-05-15	4,359	4,359	200DB	7 0000				
MICROWAVE AND VACUUM	1999-05-15	389	389	200DB	7 0000				
BOOKSHELVES	1999-05-15	500	500	200DB	7 0000				
DELL SERVER	1999-05-15	7,525	7,525	200DB	5 0000				
REFRIGERATOR	1999-05-15	635	635	200DB	7 0000				
PICTURE FRAMES	1999-05-15	505	505	200DB	7 0000				
BUILDING	2001-08-06	175,735	64,774	S/L	39 0000	4,506	901		
COMPUTERS	2008-05-01	9,602	9,602	200DB	5 0000				
SONIC WALL SECURITY	2010-03-30	1,194	1,194	200DB	7 0000				
DELL COMPUTER	2014-02-19	632	473	200DB	5 0000	64	13		
OFFICE FURNITURE	2011-06-30	2,047	2,047	200DB	7 0000				
LCD HDTV	2011-06-30	227	227	200DB	7 0000				
COMPUTER - LORI	2011-06-30	809	809	200DB	5 0000				
OFFICE CHAIRS	2012-06-30	1,326	1,183	S/L	7 0000	143	29		
LG 32IN TV	2012-06-30	400	391	S/L	5 0000	9	12		
2013 COMPUTERS	2013-06-30	2,896	2,780	S/L	5 0000	116	23		
HP ML350 SERVER	2013-06-30	4,318	4,146	S/L	5 0000	172	34		
POLYCOM PHONES	2013-06-30	1,735	1,665	S/L	5 0000	70	14		

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2014-12-31	698	506	S/L	5 0000	140	28		
MERAKI SERVER BUNDLE	2016-06-30	3,207		S/L	5 0000	321	64		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: THE KNAPP FOUNDATION

EIN: 62-1794837

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
TORTOISE MLP & PIPELINE FUND		PURCHASE			50,000	49,576			424	

TY 2016 Investments - Other Schedule**Name:** THE KNAPP FOUNDATION**EIN:** 62-1794837

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CORE FIXED INCOME COMMON TRUST		1,564,134	1,564,134
DTC EQUITY OPPORTUNITY			
DTC PRIVATE EQUITY II		140,190	140,190
DTC PRIVATE EQUITY III		406,391	406,391
DTC PRIVATE EQUITY IV		295,780	295,780
DTC PRIVATE EQUITY V		96,484	96,484
DTC PRIVATE EQUITY V			
FIDELITY IMM GOV CLASS 1 FUND		40,646	40,646
GRANVILLE MULTI-STRATEGY PARTNERS		594,096	594,096
INTL EQUITY COMMON TRUST		1,857,929	1,857,929
LARGE CAP US EQUITY			
MULTI-STRATEGY COMMON FUND		255,121	255,121
OAKWOOD PARTNERS FUND			
OTHER ACCRUED INCOME		35,178	35,178
PENDING CASH		54,718	54,718
SHORT DURATION FIXED INCOME		812,849	812,849
SMALL MIDCAP US EQUITY			
SSGA MMF (DTC)			
TORTOISE MLP & PIPELINE FUND		269,090	269,090
UBS E-TRACS ALERIAN INFRASTR		291,174	291,174
US ACTIVE EQUITY FUND		645,437	645,437
US CORE EQUITY FUND		1,845,991	1,845,991
WINSTON GLOBAL FUND LTD		620,093	620,093

**TY 2016 Land, Etc.
Schedule****Name:** THE KNAPP FOUNDATION**EIN:** 62-1794837

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	224,774	115,286	109,488	109,754

TY 2016 Other Assets Schedule

Name: THE KNAPP FOUNDATION

EIN: 62-1794837

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
UTILITY DEPOSITS	460	460	460

TY 2016 Other Decreases Schedule

Name: THE KNAPP FOUNDATION
EIN: 62-1794837

Description	Amount
ESTIMATED TAXES	8,000

TY 2016 Other Expenses Schedule

Name: THE KNAPP FOUNDATION

EIN: 62-1794837

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BOARD MEMBER FEE	2,000	400		1,600
DUES & SUBSCRIPTIONS	451	90		361
HOMEOWNERS ASSOCIATION FEE	1,500	300		1,200
INSURANCE	12,607	2,521		10,086
MISCELLANEOUS EXPENSES	24	5		19
OFFICE SUPPLIES	898	180		718
POSTAGE	5	1		4
REPAIRS	293	59		234
UTILITIES	2,159	432		1,727

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TECH SUPPORT	6,255	1,251		5,004
TELEPHONE/INTERNET	2,728	546		2,182
ANNUAL REPORT	20	4		16
OTHER PASSTHROUGH EXPENSES	6,733	6,733		

TY 2016 Other Income Schedule

Name: THE KNAPP FOUNDATION

EIN: 62-1794837

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
DTC PRIVATE EQUITY II	1,349	1,349	
DTC PRIVATE EQUITY III	14,919	14,919	
DTC PRIVATE EQUITY IV	-2,007	-2,007	
DTC PRIVATE EQUITY V	1,700	1,700	
DTC SHORT DURATION	2,293	2,293	
DTC CORE FIXED INCOME	2,193	2,193	
DTC US ACTIVE EQUITY	334	334	
DTC MULTISTRATEGY	833	833	
DTC SMALL - MIDCAP	1,043	1,043	
NONDIVIDEND DISTRIBUTIONS	1,236	1,236	
LITIGATION OAKWOOD (MADOFF)	3,275	3,275	
RECLASS PARTNERSHIP UBI	-5,243	-5,243	
RECLASS PARTNERSHIP UBI	5,243		

TY 2016 Other Increases Schedule**Name:** THE KNAPP FOUNDATION**EIN:** 62-1794837

Description	Amount
UNREALIZED APPRECIATION	152,531
OTHER ADJUSTMENT	112,350

TY 2016 Other Liabilities Schedule**Name:** THE KNAPP FOUNDATION**EIN:** 62-1794837

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL LIABILITIES	-3,544	

TY 2016 Other Professional Fees Schedule**Name:** THE KNAPP FOUNDATION**EIN:** 62-1794837

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES FROM K-1'S	56,446	56,446		
PROFESSIONAL FEES	5,446	1,089		4,357
INVESTMENT FEES	9,252	9,252		

TY 2016 Taxes Schedule**Name:** THE KNAPP FOUNDATION**EIN:** 62-1794837

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	2,914	583		2,331
FOREIGN TAXES	5,886	5,886		