EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: KEMMONS WILSON FAMILY FOUNDATION

A Employer identification number: 62-6046687

Number and street (or P O box number if mail is not delivered to street address): 1027 CHERRY RD | Room/suite:

B Telephone number: (901)346-8800

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 35,527,459.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	31,302.	31,302.	31,302.	STATEMENT 2
	4 Dividends and interest from securities	551,800.	551,800.	551,800.	STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	123,077.			
	b Gross sales price for all assets on line 6a 852,916.				
	7 Capital gain net income (from Part IV, line 2)		123,077.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances 3,618.				STATEMENT 4
	b Less Cost of goods sold 910.				
	c Gross profit or (loss)	2,708.		2,708.	
	11 Other income	<172,728.>	<172,728.>	<172,728.	STATEMENT 5
	12 **Total.** Add lines 1 through 11	536,159.	533,451.	413,082.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	149,044.	0.	0.	149,044.
	15 Pension plans, employee benefits	29,123.	0.	0.	29,123.
	16a Legal fees STMT 6	1,800.	900.	0.	900.
	b Accounting fees STMT 7	16,775.	8,387.	0.	8,388.
	c Other professional fees STMT 8	9,445.	4,722.	0.	4,723.
	17 Interest	219.	109.	0.	110.
	18 Taxes STMT 9	19,209.	8,491.	0.	10,718.
	19 Depreciation and depletion	8,925.	0.	10,900.	
	20 Occupancy	34,400.	0.	0.	34,400.
	21 Travel, conferences, and meetings	2,276.	0.	0.	2,276.
	22 Printing and publications	4,852.	0.	0.	4,852.
	23 Other expenses STMT 10	84,030.	0.	0.	84,030.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	360,098.	22,609.	10,900.	328,564.
	25 Contributions, gifts, grants paid	1,826,965.			1,826,965.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,187,063.	22,609.	10,900.	2,155,529.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,650,904.>			
	b **Net investment income** (if negative, enter -0-)		510,842.		
	c **Adjusted net income** (if negative, enter -0-)			402,182.	

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623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2016)

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Part II Balance Sheets *Attached schedules and amounts in the description column should be for end-of-year amounts only*

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	227,346.	<27,555.>	<27,555.>
	3	Accounts receivable ▶ 1,700,000.			
		Less: allowance for doubtful accounts ▶ 1,700,000.			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use	79,863.	78,953.	78,953.
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ 63,005.			
		Less accumulated depreciation ▶	63,005.	63,005.	63,005.
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	31,484,927.	31,080,025.	31,080,025.
	14	Land, buildings, and equipment: basis ▶ 96,352.			
		Less accumulated depreciation STMT 14▶ 50,665.	52,939.	45,687.	45,687.
	15	Other assets (describe ▶ STATEMENT 15)	13,800.	4,287,344.	4,287,344.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	31,921,880.	35,527,459.	35,527,459.
Liabilities	17	Accounts payable and accrued expenses	772.	459.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	772.	459.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	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	31,921,108.	35,527,000.	
	30	**Total net assets or fund balances**	31,921,108.	35,527,000.	
	31	**Total liabilities and net assets/fund balances**	31,921,880.	35,527,459.	

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	31,921,108.
2	Enter amount from Part I, line 27a	2	<1,650,904.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	5,325,433.
4	Add lines 1, 2, and 3	4	35,595,637.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	68,637.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,527,000.

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 STATEMENT			
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	852,916.		875,154.	123,077.

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				123,077.

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	123,077.
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	<19,345.>

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))
2015	2,075,379.	37,325,595.	.055602
2014	2,066,207.	37,613,598.	.054932
2013	1,804,315.	35,364,666.	.051020
2012	1,795,600.	33,944,262.	.052898
2011	1,798,696.	33,950,198.	.052980

2	**Total** of line 1, column (d)	2	.267432
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	.053486
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	35,101,482.
5	Multiply line 4 by line 3	5	1,877,438.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,108.
7	Add lines 5 and 6	7	1,882,546.
8	Enter qualifying distributions from Part XII, line 4	8	2,155,529.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	5,108.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	5,108.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	5,108.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	40,196.		
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	40,196.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	35,088.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 35,088. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.KWFF.ORG

14 The books are in care of ▶ GARY C. MCCLAIN, CPA Telephone no. ▶ 901-346-8800

Located at ▶ 8700 TRAIL LAKE DRIVE WEST, SUITE 300, MEMPHIS, T ZIP+4 ▶ 38125

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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** No: 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 16		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
AVAILABLE UPON REQUEST	0.00	0.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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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	35,412,974.
b	Average of monthly cash balances		1b	16,716.
c	Fair market value of all other assets		1c	206,332.
d	**Total** (add lines 1a, b, and c)		1d	35,636,022.
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	35,636,022.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	534,540.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	35,101,482.
6	***Minimum investment return.*** Enter 5% of line 5		6	1,755,074.

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

1	Minimum investment return from Part X, line 6		1	1,755,074.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 5,108.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	5,108.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,749,966.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,749,966.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,749,966.

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	2,155,529.
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	2,155,529.
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	5,108.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,150,421.

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				1,749,966.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 113,359.				
b From 2012 139,937.				
c From 2013 66,973.				
d From 2014 289,849.				
e From 2015 238,017.				
f **Total** of lines 3a through e	848,135.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 2,155,529.				
a Applied to 2015, 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 2016 distributable amount				1,749,966.
e Remaining amount distributed out of corpus	405,563.			
5 Excess distributions carryover applied to 2016 (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	1,253,698.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	113,359.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	1,140,339.			
10 Analysis of line 9:				
a Excess from 2012 139,937.				
b Excess from 2013 66,973.				
c Excess from 2014 289,849.				
d Excess from 2015 238,017.				
e Excess from 2016 405,563.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

CARRIE BURKE, 901-726-3147, CBURKE@KWFF.ORG
1027 CHERRY ROAD, MEMPHIS, TN 38117

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

SEE OUR WEBSITE AT HTTP://WWW.KWFF.ORG/OUR-GRANT-PROCESS/

c Any submission deadlines:

JANUARY 15 AND AUGUST 15

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

CONTACT CARRIE BURKE AT CBURKE@KWFF.ORG FOR MORE INFORMATION.

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				
DOWN SYNDROME AFFILIATES IN ACTION PO BOX 2122 BISMARCK, ND 58502	NONE		DONATION FOR PROGRAMMING FOR MEMBERS	1,000.
AGAPE CHILD & FAMILY SERVICES 111 RACINE STREET MEMPHIS, TN 38111	NONE		DONATION FOR INFRASTRUCTURE	25,250.
AL CHYMIA SHRINERS 5770 SHELBY OAKS DR MEMPHIS, TN 38134	NONE		DONATION FOR GENERAL FUNDS	500.
ALLIANCE FOR NONPROFIT EXCELLENCE 1919 LYNNFIELD ROAD, SUITE 200 MEMPHIS, TN 38119	NONE		DONATION FOR OPERATING SUPPORT	8,000.
ALZHEIMER'S DAY SERVICES OF MEMPHIS, INC 3185 HICKORY HILL ROAD MEMPHIS, TN 38115	NONE		DONATION FOR THERAPEUTIC ACTIVITY PROGRAM	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,826,965.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					31,302.
4 Dividends and interest from securities					551,800.
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					<172,728.>
8 Gain or (loss) from sales of assets other than inventory					123,077.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	451211	2,708.			
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		2,708.		0.	533,451.

13 Total. Add line 12, columns (b), (d), and (e) 13 536,159.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	UTILIZING FOUNDATION ASSETS TO PROVIDE ADDITIONAL FUNDS FOR
3	CHARITABLE PURPOSES.

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/7/17 Title: VICE PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GARY MCCLAIN, CPA	Gary McClain	11/07/17		P01216389
Firm's name ▶ GARY MCCLAIN, CPA			Firm's EIN ▶	
Firm's address ▶ 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125			Phone no. 901-346-8800	

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	DTC PRIVATE EQUITY	P	VARIOUS	12/31/16
b	DTC PRIVATE EQUITY	P	VARIOUS	12/31/16
c	PALLADIAN PARTNERS VI	P	VARIOUS	12/31/16
d	PALLADIAN PARTNERS VI	P	VARIOUS	12/31/16
e	WILSON FAMILY GLOBAL EQUITY FUND	P	VARIOUS	12/31/16
f	WILSON FAMILY GLOBAL EQUITY FUND	P	VARIOUS	12/31/16
g	WILSON FAMILY OPPORTUNISTIC FUND	P	VARIOUS	12/31/16
h	WILSON FAMILY OPPORTUNISTIC FUND	P	VARIOUS	12/31/16
i	WILSON FAMILY PRIVATE INVESTMENT FUND	P	VARIOUS	12/31/16
j	WILSON FAMILY PRIVATE INVESTMENT FUND	P	VARIOUS	12/31/16
k	DOUBLELINE FDS TR TTL RTN BD I	P	01/02/14	12/08/16
l	DOUBLELINE FDS TR TTL RTN BD I	P	01/02/14	12/14/16
m	WILSON FOODS INC	P	01/01/04	12/31/16
n	CAPITAL GAINS DIVIDENDS			
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				<13.>
b				<6,615.>
c				4,202.
d				80,910.
e				<64,369.>
f				369,523.
g				15,793.
h				<98,367.>
i				25,042.
j				<7,848.>
k	600,000.		616,372.	<16,372.>
l	250,000.		258,782.	<8,782.>
m				<172,943.>
n	2,916.			2,916.
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				** <13.>
b				<6,615.>
c				** 4,202.
d				80,910.
e				** <64,369.>
f				369,523.
g				** 15,793.
h				<98,367.>
i				** 25,042.
j				<7,848.>
k				<16,372.>
l				<8,782.>
m				<172,943.>
n				2,916.
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	123,077.
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	<19,345.>

** (SHORT-TERM)

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
ARMS OF LOVE WORLD MINISTRIES 7485 RUSH RIVER DR #710 SACRAMENTO, CA 95831	NONE		DONATION FOR GENERAL FUND	2,500.
ARTS MEMPHIS 575 SOUTH MENDENHALL MEMPHIS, TN 38117	NONE		DONATION TO CONSERVATION	11,350.
ASSOCIATION OF FUNDRAISING PO BOX 17132 MEMPHIS, TN 38187	NONE		DONATION FOR GENERAL FUNDS	1,500.
AVE MARIA FOUNDATION 24 FRANK LLOYD WRIGHT DR ANN ARBOR, MI 48105	NONE		DONATION FOR THERAPY GARDEN	10,000.
BAPTIST MEMORIAL HEALTH CARE FOUNDATION 350 NORTH HUMPHREYS BOULEVARD MEMPHIS, TN 38120	NONE		DONATION FOR CENTER FOR GOOD GRIEF	213,000.
BIG BROTHERS BIG SISTERES 81 TILLMAN ST MEMPHIS, TN 38111	NONE		DONATION FOR GENERAL FUNDS	1,000.
BOYS AND GIRLS CLUB OF GREATER MEMPHIS 44 SOUTH REMBERT MEMPHIS, TN 38104	NONE		DONATION FOR TECH LAB	33,300.
BRIARCREST CHRISTIAN SCHOOLS 76 S HOUSTON LEVEE ROAD EADS, TN 38028	NONE		DONATION FOR LEADERSHIP TRAINING AND MINISTRY	5,500.
BRIDGES INC 477 N FIFTH STREET MEMPHIS, TN 38105	NONE		DONATION FOR ANNUAL FUND	51,000.
BROOKS MUSEUM OF ART 1934 POPLAR AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL FUNDS	850.
Total from continuation sheets				1,791,215.

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
CALVARY RESCUE MISSION P.O. BOX 2077 MEMPHIS, TN 38101	NONE		DONATION FOR NEW HANDICAP BUILDING	20,000.
CATHOLIC CHARITIES OF WEST TENNESSEE 1325 JEFFERSON AVE MEMPHIS, TN 38104	NONE		DONATION FOR MOBILE FOOD PANTRY	5,000.
CHARITY GLOBAL, INC. 40 WORTH STREET SUITE 330 NEW YORK, NY 10013	NONE		DONATION FOR CLEAN WATER PROGRAM	1,000.
CHILDREN'S MUSEUM OF MEMPHIS 2525 CENTRAL AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL PROGRAMS	11,100.
CHRIST COMMUNITY HEALTH SERVICES 2953 BROAD STREET MEMPHIS, TN 38112	NONE		DONATION FOR GENERAL FUNDS	10,000.
CHRISTIAN BROTHERS UNIVERSITY 650 EAST PARKWAY SOUTH MEMPHIS, TN 38104	NONE		DONATION FOR SCHOLARSHIPS AND GENERAL FUNDS	38,500.
CITIZENS FOR COMMUNITY VALUES 3294 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION FOR GENERAL SUPPORT	2,000.
COLLEGIATE SCHOOL OF MEMPHIS 3353 FAXON AVENUE MEMPHIS, TN 38122	NONE		DONATION FOR GENERAL OPERATING SUPPORT	2,000.
COMMUNITIES IN SCHOOLS OF TENNESSEE 401 COMMERCE STREET NASHVILLE, TN 37219	NONE		DONATION FOR GENERAL OPERATIONS	2,500.
COMMUNITY ALLIANCE FOR THE HOMELESS 44 N 2ND ST #302 MEMPHIS, TN 38103	NONE		DONATION FOR GENERAL FUNDS	10,000.
Total from continuation sheets				

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
COMMUNITY ENTRY SERVICES 2441 PECK AVENUE RIVERTON, WY 82501	NONE		DONATION TO UPDATE GROUP HOME SHOWERS	2,000.
COMMUNITY FOUNDATION FOR GREATER MEMPHIS 1900 UNION AVE MEMPHIS, TN 38104	NONE		DONATION FOR ANNUAL FUND	2,000.
COUNTRY PLACE MINISTRIES 1850 PRICE RD MOSCOW, TN 38057	NONE		DONATION FOR GENERAL FUND	5,000.
CROSSTOWN ARTS 422 N CLEVELAND ST MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL FUND	2,000.
DAYSTAR COUNSELING MINISTRIES 2801 AZALEA PL NASHVILLE, TN 37204	NONE		DONATION FOR GENERAL OPERATIONAL SUPPORT	4,250.
DENVER ZOOLOGICAL FOUNDATION INC 2300 STEELE STREET DENVER, CO 80205	NONE		DONATION FOR GENERAL OPERATIONS	7,000.
DIXON GALLERY AND GARDENS 4339 PARK AVENUE MEMPHIS, TN 38117	NONE		DONATION FOR ANNUAL OPERATING FUND	2,376.
DOWNLINE MINISTRIES 6027 WALNUT GROVE ROAD MEMPHIS, TN 38120	NONE		DONATION FOR GENERAL SUPPORT	4,500.
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE		DONATION FOR CONSERVATION PRIORITIES	1,000.
DYNAMIC CATHOLIC INSTITUTE 5081 OLYMPIC BLVD ERLANGER, KY 41018	NONE		DONATION FOR CATHOLIC EDUCATION	5,000.
Total from continuation sheets				

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
EIKON MINISTRIES INC P.O. BOX 111164 MEMPHIS, TN 38111	NONE		DONATION FOR OPERATIONS AND ADMINISTRATIONS	3,000.
EMMANUEL EPISCOPAL CENTER 604 ST. PAUL AVE MEMPHIS, TN 38126	NONE		DONATION FOR GENERAL OPERATIONS	2,000.
ENDEAVOR LEADERSHIP P.O. BOX 6556 RALEIGH, NC 27628	NONE		DONATION FOR GENERAL FUND	750.
EXCHANGE CLUB FAMILY CENTER 2180 UNION AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR FIRST STEPS	20,000.
FAMILIES MATTER 2595 CENTRAL AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL FUNDS AND FATHERHOOD	30,750.
FELLOWSHIP BIBLE CHURCH 1210 FRANKLIN RD BRENTWOOD, TN 37027	NONE		DONATION FOR GENERAL FUND FOR SOUTH NASHVILLE CAMPUS	5,000.
FELLOWSHIP MEMPHIS PO BOX 11465 MEMPHIS, TN 38111	NONE		DONATION FOR GENERAL OPERATING EXPENSES	1,500.
FOOD FOR THE HUNGRY 1224 E. WASHINGTON STREET PHOENIX, AZ 85034	NONE		DONATION FOR GREATEST NEED	1,000.
FOR THE KINGDOM 4100 RALEIGH MILLINGTON ROAD MEMPHIS, TN 38128	NONE		DONATION FOR GENERAL MISSION	2,500.
FOUNTAIN SQUARE PRESBYTERIAN CHURCH 901 SHELBY STREET INDIANAPOLIS, IN 46203	NONE		DONATION FOR GENERAL FUND	2,000.
Total from continuation sheets				

KEMMONS WILSON FAMILY FOUNDATION 62-6046687

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
GIRL SCOUTS HEART OF THE SOUTH 717 S WHITE STATION RD #2 MEMPHIS, TN 38117	NONE		DONATION FOR ONE SMART COOKIE LUNCHEON	520.
HOPE HOUSE 23 S IDLEWILD ST MEMPHIS, TN 38104	NONE		DONATION TO ANNUAL FUND	1,000.
HOPE WORKS INC 1930 UNION AVENUE MEMPHIS, TN 38104-4029	NONE		DONATION FOR JOB PLACEMENT AND RETENTION SUPPORT	10,000.
HUMANE SOCIETY OF MEMPHIS & SHELBY COUNTY 935 FARM RD. MEMPHIS, TN 38134	NONE		SUPPORT FOR GENERAL SUPPORT	1,000.
HUTCHINSON SCHOOL 1740 RIDGEWAY ROAD MEMPHIS, TN 38119	NONE		DONATION FOR ANNUAL FUND	26,000.
INSTITUTE FOR SEXUAL WHOLENESS 1325 SATELLITE BLVD NW STE 1502 SUWANEE, GA 30024	NONE		DONATION FOR TRAINING AND COMPUTER SOFTWARE	1,000.
JEFFERSON SCHOLARS FOUNDATION P.O. BOX 400891 CHARLOTTESVILLE, VA 22904	NONE		DONATION FOR UNDERGRADUATE SCHOLARSHIPS	4,000.
JIFF 254 S. LAUDERDALE ST MEMPHIS, TN 38126	NONE		DONATION FOR GENERAL OPERATIONS	19,600.
JONAS RIDGE UNITED METHODIST CHURCH PO BOX 44 JONAS RIDGE, NC 28641	NONE		DONATION FOR MISSION EFFORTS	17,000.
JUNIOR ACHIEVEMENT 307 MADISON AVENUE MEMPHIS, TN 38103	NONE		DONATION FOR BIZTOWN	25,000.
Total from continuation sheets				

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
KENYA CONNECTION 215 LAWTON STREET FALLS CHURCH, VA 22046	NONE		DONATION FOR AKIBA SPONSORSHIP	4,000.
LAGRANGE UNITED METHODIST CHURCH PO BOX 75 LAGRANGE, TN 38046	NONE		DONATION FOR OUTREACH FUND	16,000.
LATINO MEMPHIS 6041 MT MORIAH RD MEMPHIS, TN 38115	NONE		DONATION FOR ABRIENDO PUERTAS PROGRAM	10,000.
LEBONHEUR CHILDREN'S P.O. BOX 41817 MEMPHIS, TN 38174	NONE		DONATION FOR MISSION EFFORTS	3,900.
LETS INNOVATE THROUGH EDUCATION 3618 WALKER AVE MEMPHIS, TN 38111	NONE		DONATION FOR GENERAL SUPPORT	13,500.
LEVITT SHELL 1928 POPLAR AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR PRESERVATION CAMPAIGN	25,000.
MADONNA DAY SCHOOL 7007 POPLAR AVE GERMANTOWN, TN 38138	NONE		DONATION FOR ANNUAL FUND	1,000.
MARTHA O'BRYAN CENTER 711 SOUTH SEVENTH STREET NASHVILLE, TN 37206-3895	NONE		DONATION FOR GENERAL OPERATIONS	2,500.
MEMPHIS ATHLETIC MINISTRIES 2107 BALL ROAD MEMPHIS, TN 38114	NONE		DONATION FOR GENERAL PROGRAMS	10,000.
MEMPHIS BOTANIC GARDEN 750 CHERRY ROAD MEMPHIS, TN 38117	NONE		DONATION FOR OPERATING SUPPORT	1,000.
Total from continuation sheets				

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
MEMPHIS CHILD ADVOCACY CENTER 1085 POPLAR AVENUE MEMPHIS, TN 38105	NONE		DONATION FOR PREVENTION AND PUBLIC AWARENESS PROGRAM	10,473.
MEMPHIS CITY BEAUTIFUL 664 ADAMS AVE MEMPHIS, TN 38105	NONE		DONATION FOR PUBLIC EDUCATION	1,000.
MEMPHIS COLLEGE OF ART 1930 POPLAR AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR SCHOLARSHIP AND OPERATING EXPENSES	2,500.
MEMPHIS EMMAUS COMMUNITY PO BOX 240414 MEMPHIS, TN 38124	NONE		DONATION FOR EXPENSES AND SCHOLARSHIPS	500.
MEMPHIS FELLOWSHIP OF CHRISTIAN ATHLETES 1584 YORKSHIRE DR MEMPHIS, TN 38119	NONE		DONATION TO FCA VIRTUOUS WOMAN CURRICULUM	5,000.
MEMPHIS GOODWILL, INC 6895 STAGE ROAD MEMPHIS, TN 38133	NONE		DONATION FOR POS SYSTEM	25,000.
MEMPHIS LEADERSHIP FOUNDATION 1548 POPLAR AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL OPERATIONS	30,000.
MEMPHIS SHELBY COUNTY LAW ENFORCEMENT FOUNDATION PO BOX 3203 MEMPHIS, TN 38103	NONE		DONATION FOR GENERAL FUNDS	25,000.
MEMPHIS THEOLOGICAL SEMINARY 168 EAST PARKWAY MEMPHIS, TN 38104	NONE		DONATION FOR SCHOLARSHIPS	15,000.
MEMPHIS UNIVERSITY SCHOOL 6191 PARK AVENUE MEMPHIS, TN 38119	NONE		DONATION FOR WILSON SOCIETY	7,500.
Total from continuation sheets				

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
MEMPHIS ZOOLOGICAL SOCIETY 2000 PRENTISS PLACE MEMPHIS, TN 38112	NONE		DONATION FOR GENERAL OPERATIONS	1,500.
METHODIST HEALTHCARE FOUNDATION 1211 UNION AVENUE #450 MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL SUPPORT	39,000.
MID-SOUTH FOOD BANK 239 SOUTH DUDLEY ST MEMPHIS, TN 38104	NONE		DONATION FOR FOOD BANK SUPPORT	1,000.
MIFA-METROPOLITAN INTERFAITH ASSOCIATION 910 VANCE AVE MEMPHIS, TN 38126	NONE		DONATION FOR GENERAL OPERATING SUPPORT	10,000.
MULLINS UNITED METHODIST CHURCH 4 NORTH MENDENHALL ROAD MEMPHIS, TN 38117-2968	NONE		DONATION FOR MINISTRY OPPORTUNITIES	17,000.
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY STREET MEMPHIS, TN 38103	NONE		DONATION FOR ANNUAL FUND	3,396.
NEIGHBORHOOD CHRISTIAN CENTERS INC 785 JACKSON AVE MEMPHIS, TN 38107	NONE		DONATION TO MISSION FUNDS	27,500.
NEW MEMPHIS INSTITUTE 22 N FRONT STREET STE 160 MEMPHIS, TN 38103	NONE		DONATION TO FELLOWS PROGRAM	25,500.
NEXUS 4055 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION TO OPERATING FUND	16,000.
ORPHEUM THEATRE 203 S MAIN STREET MEMPHIS, TN 38103	NONE		DONATION FOR EDUCATIONAL PROGRAMMING	1,000.
Total from continuation sheets				

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
PINK PALACE FAMILY MUSEUMS 3050 CENTRAL AVENUE MEMPHIS, TN 38111	NONE		DONATION FOR CAPITAL AND GENERAL FUNDS	152,500.
POINT OF IMPACT 7980 N. BROTHER BLVD MEMPHIS, TN 38133	NONE		DONATION FOR MISSION EFFORTS	650.
PRESTON TAYLOR MINISTRIES 4014 INDIANA AVE NASHVILLE, TN 37209	NONE		DONATION FOR GENERAL FUND	8,500.
REACH MEMPHIS 4646 POPLAR AVE MEMPHIS, TN 38117	NONE		DONATION FOR SUPPORT OF COLLEGE PREP FOR HIGH SCHOOL STUDENTS	12,500.
REPAIRING THE BREACH 2019 BALL ROAD MEMPHIS, TN 38114	NONE		DONATION FOR MISSIONS	2,500.
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	NONE		DONATION FOR FINANCIAL AID AND SCHOLARSHIPS	25,000.
RISE FOUNDATION 2650 THOUSAND OAKS BLVD #2400 MEMPHIS, TN 38103	NONE		DONATION FOR SAVE UP PROGRAM	31,300.
ROCKY MOUNTAIN DOWN SYNDROME ASSOCIATION 3515 S TAMARAC DR. #320 DENVER, CO 80237	NONE		DONATION FOR GENERAL OPERATIONS	3,000.
SALVATION ARMY 696 JACKSON AVENUE MEMPHIS, TN 38105	NONE		DONATION FOR GENERAL FUND	5,000.
SECOND PRESBYTERIAN CHURCH 4055 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION TO GENERAL FUND	13,000.
Total from continuation sheets				

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
SERVICE OVER SELF 2505 POPLAR AVE MEMPHIS, TN 38112	NONE		DONATION TO GENERAL FUND	10,000.
SHELBY FARMS PARK 500 NORTH PINE LAKE DRIVE MEMPHIS, TN 38134	NONE		DONATION FOR CAPITAL IMPROVEMENTS	75,000.
SHELBY RESIDENTIAL VOCATIONAL SERVICES 3971 KNIGHT ARNOLD ROAD MEMPHIS, TN 38118	NONE		DONATION FOR EXPANSION OF THERAPY SERVICES	50,000.
SOUTHERN METHODIST UNIVERSITY P.O. BOX 750333 DALLAS, TX 75275	NONE		DONATION TO SCHOLARSHIP FUND	5,000.
SPECIAL OLYMPICS OF MEMPHIS 1355 LYNNFIELD ROAD MEMPHIS, TN 38119	NONE		DONATION TO WEEKLY PROGRAMS	1,000.
ST. GEORGE'S INDEPENDENT SCHOOL 1880 WOLF RIVER BLVD COLLIERVILLE, TN 38017	NONE		DONATION TO GENERAL FUND	4,000.
ST. PAUL CHRISTIAN ACADEMY 5035 HILLSBORO PIKE NASHVILLE, TN 37215	NONE		DONATION TO ANNUAL FUND	1,000.
SU CASA FAMILY MINISTRIES 1302 N. GRAHAM ST. MEMPHIS, TN 38122	NONE		DONATION FOR GENERAL SUPPORT	150.
TEACH FOR AMERICA 175 TOYOTA PLAZA STE 350 MEMPHIS, TN 38103	NONE		DONATION TO MISSION FUNDS	2,500.
THE CHANDLER SCHOOL 2900 AUGUST STREET GREENVILLE, SC 29605	NONE		DONATION FOR SCHOOL OPERATIONS	11,000.
Total from continuation sheets				

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
THE FALLS CHURCH P.O. BOX 690 FALLS CHURCH, VA 22040	NONE		DONATION FOR AKIBA SCHOOL SUPPORT	2,000.
THE KITCHEN COMMUNITY 1980 8TH STREET BOULDER, CO 80302	NONE		DONATION FOR GARDEN BITES PROGRAM	5,000.
THE SOCIETY OF ENTREPRENEURS P.O. BOX 770839 MEMPHIS, TN 38177	NONE		DONATION FOR EDUCATION AND ENCOURAGING ENTREPRENEURS	5,000.
THE UNIVERSITY OF MEMPHIS FOUNDATION 3720 ALUMNI AVE MEMPHIS, TN 38152	NONE		DONATION FOR SCHOLARSHIPS AND SCHOOL FUND	175,000.
URBAN ART COMMISSION 3485 POPLAR AVE #225 MEMPHIS, TN 38111	NONE		DONATION FOR OPERATING EXPENSES	2,500.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37240	NONE		DONATION FOR GENERAL FUND	7,000.
VISIBLE MUSIC COLLEGE 1015 S COOPER STREET MEMPHIS, TN 38104	NONE		DONATION FOR PROGRAMS AND SCHOLARSHIPS	25,000.
VOLUNTEER ODYSSEY 88 UNION AVE MEMPHIS, TN 38103	NONE		DONATION FOR MISSION SUPPORT	25,000.
WARRIORS CENTER 642 SEMMES ST MEMPHIS, TN 38111	NONE		DONATION FOR GENERAL MINISTRY	500.
WEST INSTITUTE FOR CANCER RESEARCH 100 NORTH HUMPHREYS BLVD MEMPHIS, TN 38120	NONE		DONATION TO CANCER RESEARCH AND WOMEN'S CENTER	101,000.
Total from continuation sheets				

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
WKNO PUBLIC BROADCASTING FOR THE MID-SOUTH 7151 CHERRY FARMS ROAD CORDOVA, TN 38016	NONE		DONATION TO GENERAL OPERATIONS	1,000.
WOLF RIVER CONSERVANCY P.O. BOX 11031 MEMPHIS, TN 38111	NONE		DONATION TO CAPITAL CAMPAIGN	26,000.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901	NONE		DONATION TO GENERAL OPERATIONS	6,000.
YOUTH PROGRAMS INC 3325 CLUB AT SOUTHWIND MEMPHIS, TN 38125	NONE		DONATION FOR RESEARCH	5,000.
Total from continuation sheets				

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
KEMMONS WILSON INC	1,302.	1,302.	1,302.
WILKEM N/R	30,000.	30,000.	30,000.
TOTAL TO PART I, LINE 3	31,302.	31,302.	31,302.

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
DTC PRIVATE EQUITY LP	2,243.	0.	2,243.	2,243.	2,243.
FIXED INCOME	175,815.	2,916.	172,899.	172,899.	172,899.
MAIN ACCT	89.	0.	89.	89.	89.
PALLADIAN PARTNERS VI LP	9,110.	0.	9,110.	9,110.	9,110.
WILSON FAMILY GLOBAL EQUITY	156,196.	0.	156,196.	156,196.	156,196.
WILSON FAMILY OPPORTUNISTIC FIXED INCOME FUND	194,494.	0.	194,494.	194,494.	194,494.
WILSON FAMILY PRIVATE INVESTMENT FUND	16,769.	0.	16,769.	16,769.	16,769.
WILSON FOODS INC	0.	0.	0.	0.	0.
TO PART I, LINE 4	554,716.	2,916.	551,800.	551,800.	551,800.

FORM 990-PF — INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10 — STATEMENT 4

INCOME

1. GROSS RECEIPTS	3,618	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		3,618
4. COST OF GOODS SOLD (LINE 15)	910	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		2,708
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		2,708

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	79,863	
9. MERCHANDISE PURCHASED		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		79,863
14. INVENTORY AT END OF YEAR	78,953	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		910

FORM 990-PF — OTHER INCOME — STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DTC PRIVATE EQUITY, LP	<2,100.>	<2,100.>	<2,100.>
PALLADIAN PARTNERS VI LP	5,038.	5,038.	5,038.
WILSON FAMILY PRIVATE INVESTMENT FUND	88,452.	88,452.	88,452.
WILSON FAMILY GLOBAL EQUITY	<162,094.>	<162,094.>	<162,094.>
WILSON FAMILY OPPORTUNISTIC FIXED INCOME FUND	<122,595.>	<122,595.>	<122,595.>
HERITAGE LITIGATION PROCEEDS	19,495.	19,495.	19,495.
FORGEIN CURRENCY ADJUSTMENT	740.	740.	740.
BROKERAGE FEES/REBATE	336.	336.	336.
TOTAL TO FORM 990-PF, PART I, LINE 11	<172,728.>	<172,728.>	<172,728.>

FORM 990-PF — LEGAL FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,800.	900.	0.	900.
TO FM 990-PF, PG 1, LN 16A	1,800.	900.	0.	900.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,775.	5,387.	0.	5,388.
TAX PREP FEES	6,000.	3,000.	0.	3,000.
TO FORM 990-PF, PG 1, LN 16B	16,775.	8,387.	0.	8,388.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PC SUPPORT	7,200.	3,600.	0.	3,600.
PROFESSIONAL FEES	2,245.	1,122.	0.	1,123.
TO FORM 990-PF, PG 1, LN 16C	9,445.	4,722.	0.	4,723.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	8,248.	8,248.	0.	0.
LICENSES/FEES	366.	183.	0.	183.
PAYROLL TAXES	10,474.	0.	0.	10,474.
PROPERTY TAXES	121.	60.	0.	61.
TO FORM 990-PF, PG 1, LN 18	19,209.	8,491.	0.	10,718.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UTILITIES	7,612.	0.	0.	7,612.
MAINTENANCE & REPAIRS	28,906.	0.	0.	28,906.
MISCELLANEOUS	77.	0.	0.	77.
INSURANCE	462.	0.	0.	462.
POSTAGE	457.	0.	0.	457.
DUES/SUBSCRIPTIONS	1,464.	0.	0.	1,464.
OFFICE SUPPLIES	2,809.	0.	0.	2,809.
EMPLOYEE EDUCATION	46.	0.	0.	46.
SECURITY	309.	0.	0.	309.
PROGRAM EXPENSES	41,888.	0.	0.	41,888.
TO FORM 990-PF, PG 1, LN 23	84,030.	0.	0.	84,030.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
TAX EXEMPT INTEREST FROM PASSTHROUGHS	32,358.
UNREALIZED GAINS & LOSSES ON INVESTMENTS CARRIED AT MARKET VALUE	5,293,075.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,325,433.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 12

DESCRIPTION	AMOUNT
FEDERAL INCOME TAX PAID	12,156.
UNRELATED BUSINESS TAXABLE INCOME REPORTED ON 990-T	42,342.
NONDEDUCTIBLES	14,139.
TOTAL TO FORM 990-PF, PART III, LINE 5	68,637.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT-CENTENNIAL ABSOLUTE RETURN FUND LP	COST	3,405,813.	3,405,813.
INVESTMENT-CENTENNIAL GLOBAL MACRO	COST	1,744,269.	1,744,269.
INVESTMENT-DTC PRIVATE EQUITY, LP	COST	114,913.	114,913.
INVESTMENT-FIXED INCOME	COST	5,482,829.	5,482,829.
INVESTMENT-MAIN ACCOUNT	COST	133,443.	133,443.
INVESTMENT-PALLADIAN PARTNERS VI LP	COST	804,766.	804,766.
INVESTMENT-TITAN GEO	COST	3,962,420.	3,962,420.
INVESTMENT-WILSON FAMILY GLOBAL EQUITY	COST	12,994,826.	12,994,826.
INVESTMENT-WILSON FAMILY OPPORTUNISTIC FIXED INCOME	COST	0.	0.
INVESTMENT-WILSON FAMILY PRIVATE INV FUND	COST	1,436,746.	1,436,746.
INVESTMENT-WILSON FOODS INC	COST	0.	0.
INVESTMENT-WILSON WORLD SUITES DALLAS	COST	1,000,000.	1,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		31,080,025.	31,080,025.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,998.	1,998.	0.
MACBOOK PRO LAPTOP - LEE MORRIS	3,800.	3,472.	328.
DELL LATITUDE LAPTOP - LAUREN YOUNG	2,912.	2,661.	251.
LANDSCAPE 1027 CHERRY ROAD	1,952.	1,201.	751.
TENANT IMPROVEMENTS 1027 CHERRY ROAD	47,571.	10,965.	36,606.
TI - ELEC OUTLETS LMORRIS WORKSPACE	197.	121.	76.
TI - SECURITY SYSTEM	523.	322.	201.
OUTDOOR FURNITURE	663.	518.	145.
OFFICE CONFERENCE CHAIRS	4,863.	3,799.	1,064.
CONTEMPORARY CONFERENCE TABLE	7,715.	6,029.	1,686.
OLD HOLIDAY INN CONFERENCE TABLE	552.	311.	241.
FABRIC FOR CURTAINS	226.	177.	49.
CURTAINS/SINK SKIRTS	3,669.	2,867.	802.
INTERIOR SIGNS - 1027 CHERRY ROAD	486.	381.	105.
NETGEAR READY/SONIC WALL/ROUTER	2,892.	2,476.	416.
TV/VIDEO/AUDIO	13,535.	11,585.	1,950.
INTERIOR SIGNS	1,125.	781.	344.
DELL LATITUDE 5470 - CARRIE BURKE	1,673.	1,004.	669.
TOTAL TO FM 990-PF, PART II, LN 14	96,352.	50,668.	45,684.

FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MINIATURE HOLIDAY INN SIGN	11,750.	11,750.	11,750.
BRONZE SCULPTURE	2,050.	2,050.	2,050.
DUE FROM BROKER	0.	4,273,544.	4,273,544.
TO FORM 990-PF, PART II, LINE 15	13,800.	4,287,344.	4,287,344.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SPENCE WILSON 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ROBERT WILSON 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	VICE-PRES./DIRECTOR 0.00	0.	0.	0.
CHARLES K. WILSON, JR. 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	VICE-PRES./DIRECTOR 0.00	0.	0.	0.
GARY C. MCCLAIN 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	SECRETARY 0.00	0.	0.	0.
WILLIAM BATT 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	TREASURER/VICE PRESIDENT 0.00	0.	0.	0.
ELIZABETH WILSON MOORE 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	DIRECTOR 0.00	0.	0.	0.
CAROLE WILSON WEST 8700 TRAIL LAKE DRIVE WEST, SUITE 300 MEMPHIS, TN 38125	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

GENERAL EXPLANATION STATEMENT 17

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

990-PF, PART VII-A, LINE 11 - CONTROLLED ENTITIES

EXPLANATION:

THE KEMMONS WILSON FAMILY FOUNDATION IS A CONTROLLING ORGANIZATION OF THE FOLLOWING ENTITIES WITHIN THE MEANING OF SECTION 512(B)(13):

NAME: WILSON FOODS, INC.
ADDRESS: 8700 TRAIL LAKE DR W STE 300, MEMPHIS, TN 38125
EIN: 62-1374453
EXCESS BUSINESS HOLDING: NO

NAME: WILSON WORLD SUITES DALLAS, INC.
ADDRESS: 8700 TRAIL LAKE DR W STE 300, MEMPHIS, TN 38125
EIN: 62-1540787
EXCESS BUSINESS HOLDING: NO

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	FURNITURE & FIXTURES														
55	OLD HOLIDAY INN CONFERENCE TABLE	09/04/14	200DB	7.00	HY	17	552.				552.	214.		97.	311.
	* 990-PF PG 1 TOTAL FURNITURE & FIXTURES						552.				552.	214.		97.	311.
	OTHER														
12	COMPUTER EQUIPMENT	05/07/07	200DB	5.00	HY	17	1,998.				1,998.	1,998.		0.	1,998.
36	MACBOOK PRO LAPTOP - LEE MORRIS	04/01/13	200DB	5.00	HY	17	3,800.			1,900.	1,900.	1,353.		219.	1,572.
37	DELL LATITUDE LAPTOP - LAUREN YOUNG	04/01/13	200DB	5.00	HY	17	2,912.			1,456.	1,456.	1,037.		168.	1,205.
48	LANDSCAPE 1027 CHERRY ROAD	10/30/14	150DB	15.00	HY	17	1,952.			976.	976.	142.		83.	225.
49	TENANT IMPROVEMENTS 1027 CHERRY ROAD	09/02/14	150DB	15.00	HY	17	47,571.				47,571.	6,898.		4,067.	10,965.
50	TI - ELEC OUTLETS LMORRI'S WORKSPACE	12/03/14	150DB	15.00	HY	17	197.			99.	98.	14.		8.	22.
51	TI - SECURITY SYSTEM	09/03/14	150DB	15.00	HY	17	523.			262.	261.	38.		22.	60.
52	OUTDOOR FURNITURE	09/23/14	200DB	7.00	HY	17	663.			332.	331.	128.		58.	186.
53	OFFICE CONFERENCE CHAIRS	08/27/14	200DB	7.00	HY	17	4,863.			2,432.	2,431.	942.		425.	1,367.
54	CONTEMPORARY CONFERENCE TABLE	09/12/14	200DB	7.00	HY	17	7,715.			3,858.	3,857.	1,496.		675.	2,171.
56	FABRIC FOR CURTAINS	09/02/14	200DB	7.00	HY	17	226.			113.	113.	44.		20.	64.
57	CURTAINS/SINK SKIRTS	09/08/14	200DB	7.00	HY	17	3,669.			1,835.	1,834.	711.		321.	1,032.
58	INTERIOR SIGNS - 1027 CHERRY ROAD	12/19/14	200DB	7.00	HY	17	486.			243.	243.	95.		43.	138.
59	NETGEAR READY/SONIC WALL/ROUTER	10/15/14	200DB	5.00	HY	17	2,892.			1,446.	1,446.	752.		278.	1,030.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2016 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
60	TV/VIDEO/AUDIO	09/16/14	200DB	5.00	HY	17	13,535.			6,768.	6,767.	3,518.		1,299.	4,817.
71	INTERIOR SIGNS	01/14/15	200DB	7.00	HY	17	1,125.			563.	562.	80.		138.	218.
82	DELL LATITUDE 5470 - CARRIE BURKE	07/15/16	200DB	5.00	HY	19B	1,673.			837.	836.			1,004.	167.
	* 990-PF PG 1 TOTAL OTHER						95,800.			23,120.	72,680.	19,246.		8,828.	27,237.
	* GRAND TOTAL 990-PF PG 1 DEPR						96,352.			23,120.	73,232.	19,460.		8,925.	27,548.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						94,679.			22,283.	72,396.	19,460.			27,381.
	ACQUISITIONS						1,673.			837.	836.	0.			167.
	DISPOSITIONS						0.			0.	0.	0.			0.
	ENDING BALANCE						96,352.			23,120.	73,232.	19,460.			27,548.
	ENDING ACCUM DEPR											50,668.			
	ENDING BOOK VALUE											45,684.			

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone