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: BRINKLEY, T/A/F BRINKLEY FOUNDATION

A Employer identification number: 62-6079631

Number and street (or P O box number if mail is not delivered to street address): 6075 POPLAR AVENUE — Room/suite: 702

B Telephone number: 901-767-3103

City or town, state or province, country, and ZIP or foreign postal code: MEMPHIS, TN 38119

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: ☒ 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) ▶$ 3,888,346.

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

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

SCANNED MAY 12 2017

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	Description	(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	65,759.	64,635.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	118,006.			
	b	Gross sales price for all assets on line 6a 129,386.				
	7	Capital gain net income (from Part IV, line 2)		118,006.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	183,765.	182,641.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,994.	15,497.		15,497.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	803.	803.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	13,301.	502.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45,098.	16,802.		15,497.
	25	Contributions, gifts, grants paid	181,000.			181,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	226,098.	16,802.		196,497.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-42,333.			
	b	**Net investment income** (if negative, enter -0-)		165,839.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 4	3,650,698.	3,609,232.	3,888,346.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,650,698.	3,609,232.	3,888,346.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,379,479.	3,379,479.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	271,219.	229,753.	
	30 **Total net assets or fund balances**	3,650,698.	3,609,232.	
	31 **Total liabilities and net assets/fund balances**	3,650,698.	3,609,232.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,650,698.
2	Enter amount from Part I, line 27a	2	-42,333.
3	Other increases not included in line 2 (itemize) ▶ NONDIVIDEND DISTRIBUTIONS	3	867.
4	Add lines 1, 2, and 3	4	3,609,232.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,609,232.

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 ATT SCHED ST	P	VARIOUS	01/01/16
b	SEE ATT SCHED LT	P	VARIOUS	12/31/16
c	LONG TERM CAP GAIN DIVS	P	VARIOUS	12/31/16
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			11,380.	-11,380.
b	84,529.			84,529.
c	44,857.			44,857.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-11,380.
b				84,529.
c				44,857.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 118,006.

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

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	184,599.	4,021,310.	.045905
2014	200,219.	4,043,448.	.049517
2013	198,365.	3,755,711.	.052817
2012	173,682.	3,515,038.	.049411
2011	193,477.	3,543,298.	.054604

2	**Total** of line 1, column (d)	2	.252254
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	.050451
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,816,868.
5	Multiply line 4 by line 3	5	192,565.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,658.
7	Add lines 5 and 6	7	194,223.
8	Enter qualifying distributions from Part XII, line 4	8	196,497.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,658.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,658.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,658.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	7,720.		
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	7,720.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	6.
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	6,056.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶		6,056. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

14 The books are in care of ▶ ARGENT TRUST COMPANY OF TENNESSEE Telephone no. ▶ 901-767-3103

Located at ▶ 6075 POPLAR AVENUE, SUITE 702, MEMPHIS, TN ZIP+4 ▶ 38119

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)*

				Yes	No
5a During the year did the foundation pay or incur any amount to:					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No				
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No				
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No				
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No				
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A		5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b		X
If "Yes" to 6b, file Form 8870.					
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No				
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ARGENT TRUST COMPANY OF TENNESSEE 6075 POPLAR AVENUE, SUITE 702 MEMPHIS, TN 38119	SUCCESSOR TRUSTEE 1.00	30,994.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services	▶	0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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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	3,874,993.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,874,993.
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	3,874,993.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	58,125.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,816,868.
6	**Minimum investment return.** Enter 5% of line 5		6	190,843.

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	190,843.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 1,658.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,658.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	189,185.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	189,185.
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	189,185.

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	196,497.
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	196,497.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,658.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	194,839.

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				189,185.
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 5,485.				
b From 2012 7,272.				
c From 2013 11,261.				
d From 2014 3,565.				
e From 2015				
f Total of lines 3a through e	27,583.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 196,497.				
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				189,185.
e Remaining amount distributed out of corpus	7,312.			
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	34,895.			
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	5,485.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	29,410.			
10 Analysis of line 9:				
a Excess from 2012 7,272.				
b Excess from 2013 11,261.				
c Excess from 2014 3,565.				
d Excess from 2015				
e Excess from 2016 7,312.				

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 ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE VARIOUS VARIOUS, TN	NONE	501(C)(3)	CHARITABLE	181,000.
Total			▶ 3a	181,000.
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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	65,759.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	118,006.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		183,765.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 183,765.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		
Argent Trust Co. of TN		

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.

by [signature] Signature of officer or trustee — Date 4/21/17 — Title MARKET 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
DAVID B. JONES	[signature] CPA	4-24-17		P00669013

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

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	61,177.	0.	61,177.	61,177.	
INTEREST INCOME	3,458.	0.	3,458.	3,458.	
TAX EXEMPT DIVIDENDS	1,124.	0.	1,124.	0.	
TO PART I, LINE 4	65,759.	0.	65,759.	64,635.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	803.	803.		0.
TO FORM 990-PF, PG 1, LN 16B	803.	803.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	502.	502.		0.
FEDERAL EXCISE TAXES	12,799.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,301.	502.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	3,609,232.	3,888,346.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,609,232.	3,888,346.

102 CHARITABLE DEDUCTION - CURRENT INCOME

03/18/16	REVERSAL - NEGATES PREVIOUS ENTRY CHARITABLE DISTRIBUTION TO DELTA WATERFOWL MEMPHIS CHAPTER/ TO INCLUDE 2016 BANQUET BRUNDICK [REVERSED 03/18/2016] TR TRAN#=000000000000001 TR CD=750 REG= PORT=PRIN		1000.00 1603000045 DIFFERENCE BETWEEN POSTING DATE AND TA ***FOUND STOP*** 04/07/16
03/22/16	CHARITABLE DISTRIBUTION TO DELTA WATERFOWL MEMPHIS CHAPTER/ TO INCLUDE 2016 BANQUET BRUNDICK TR TRAN#=000000000000003 TR CD=750 REG= PORT=PRIN	-1000.00	-1000.00 1603000055 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO ACCESS SCHOOL TR TRAN#=000000000000006 TR CD=750 REG= PORT=PRIN	-2000.00	-2000.00 1612000014 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO BAPTIST HEALTH FOUNDATION CLEBURN E COUNTY TR TRAN#=000000000000007 TR CD=750 REG= PORT=PRIN	-2500.00	-2500.00 1612000015 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO BAPTIST MEMORIAL HEALTHCARE FOUND ATION TR TRAN#=000000000000008 TR CD=750 REG= PORT=PRIN	-5000.00	-5000.00 1612000016 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO THE CAMPBELL FOUNDATION TR TRAN#=000000000000009 TR CD=750 REG= PORT=PRIN	-3500.00	-3500.00 1612000017 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO CHILDREN'S FOUNDATION OF MEMPHIS TR TRAN#=000000000000010 TR CD=750 REG= PORT=PRIN	-10000.00	-10000.00 1612000018 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO CALL. OF CLEBURNE COUNTY TR TRAN#=000000000000011 TR CD=750 REG= PORT=PRIN	-5000.00	-5000.00 1612000019 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO DELTA WATERFOWL TR TRAN#=000000000000012 TR CD=750 REG= PORT=PRIN	-1000.00	-1000.00 1612000020 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO DIXON GALLERY AND GARDENS TR TRAN#=000000000000013 TR CD=750 REG= PORT=PRIN	-3000.00	-3000.00 1612000021 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO ELMWOOD CEMETARY TR TRAN#=000000000000014 TR CD=750 REG= PORT=PRIN	-5000.00	-5000.00 1612000022 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO FIRST UNITED METHODIST CHURCH TR TRAN#=000000000000015 TR CD=750 REG= PORT=PRIN	-7000.00	-7000.00 1612000023 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO HARWOOD CENTER TR TRAN#=000000000000016 TR CD=750 REG= PORT=PRIN	-3000.00	-3000.00 1612000024 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO HUTCHISON SCHOOL TR TRAN#=000000000000017 TR CD=750 REG= PORT=PRIN	-15000.00	-15000.00 1612000025 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB
12/05/16	CHARITABLE DISTRIBUTION TO LE BONHEUR CHILDREN'S HOSPITAL FO UNDATION TR TRAN#=000000000000018 TR CD=750 REG= PORT=PRIN	-500.00	-500.00 1612000026 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)				
12/05/16	CHARITABLE DISTRIBUTION TO LE BONHEUR CHILDREN'S HOSPITAL FO UNDATION TR TRAN#=000000000000019 TR CD=750 REG= PORT=PRIN	-10000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-10000.00	1612000027
12/05/16	CHARITABLE DISTRIBUTION TO LITTLE LIGHTHOUSE CENTRAL MISSISS IPPI INC. TR TRAN#=000000000000020 TR CD=750 REG= PORT=PRIN	-10000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-10000.00	1612000028
12/05/16	CHARITABLE DISTRIBUTION TO MEDICAL EDUCATION & RESEARCH INST ITUTE TR TRAN#=000000000000021 TR CD=750 REG= PORT=PRIN	-10000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-10000.00	1612000029
12/05/16	CHARITABLE DISTRIBUTION TO MEMPHIS LIBRARY FOUNDATION TR TRAN#=000000000000022 TR CD=750 REG= PORT=PRIN	-5000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-5000.00	1612000030
12/05/16	CHARITABLE DISTRIBUTION TO MEMPHIS UNIVERSITY SCHOOL TR TRAN#=000000000000023 TR CD=750 REG= PORT=PRIN	-1000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-1000.00	1612000031
12/05/16	CHARITABLE DISTRIBUTION TO PEER POWER FOUNDATION TR TRAN#=000000000000024 TR CD=750 REG= PORT=PRIN	-5000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-5000.00	1612000032
12/05/16	CHARITABLE DISTRIBUTION TO PRESBYTERIAN DAY SCHOOL TR TRAN#=000000000000025 TR CD=750 REG= PORT=PRIN	-7500.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-7500.00	1612000033
12/05/16	CHARITABLE DISTRIBUTION TO PRESBYTERIAN DAY SCHOOL TR TRAN#=000000000000026 TR CD=750 REG= PORT=PRIN	-5000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-5000.00	1612000034
12/05/16	CHARITABLE DISTRIBUTION TO PROJECT K.I.D.S. TR TRAN#=000000000000027 TR CD=750 REG= PORT=PRIN	-1000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-1000.00	1612000035
12/05/16	CHARITABLE DISTRIBUTION TO RONALD MCDONALD HOUSE TR TRAN#=000000000000028 TR CD=750 REG= PORT=PRIN	-5000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-5000.00	1612000036
12/05/16	CHARITABLE DISTRIBUTION TO ROTARY CLUB OF CLEBURNE COUNTY TR TRAN#=000000000000029 TR CD=750 REG= PORT=PRIN	-2000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-2000.00	1612000037
12/05/16	CHARITABLE DISTRIBUTION TO ST. AGNES ACADEMY TR TRAN#=000000000000030 TR CD=750 REG= PORT=PRIN	-1000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-1000.00	1612000038
12/05/16	CHARITABLE DISTRIBUTION TO ST. JOHN'S EPISCOPAL CHURCH TR TRAN#=000000000000031 TR CD=750 REG= PORT=PRIN	-5000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-5000.00	1612000039
12/05/16	CHARITABLE DISTRIBUTION TO ST. JUDE RESEARCH HOSPITAL TR TRAN#=000000000000032 TR CD=750 REG= PORT=PRIN	-2500.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-2500.00	1612000040
12/05/16	CHARITABLE DISTRIBUTION TO THE MEMPHIS BOY CHOIR INC TR TRAN#=000000000000033 TR CD=750 REG= PORT=PRIN	-3000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-3000.00	1612000041
12/05/16	CHARITABLE DISTRIBUTION TO VISIBLE MUSIC COLLEGE TR TRAN#=000000000000034 TR CD=750 REG= PORT=PRIN	-5000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-5000.00	1612000042
12/05/16	CHARITABLE DISTRIBUTION TO WEST CANCER CENTER TR TRAN#=000000000000035 TR CD=750 REG= PORT=PRIN	-12000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-12000.00	1612000043
12/05/16	CHARITABLE DISTRIBUTION TO WEST SIDE SCHOOL TR TRAN#=000000000000036 TR CD=750 REG= PORT=PRIN	-2000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-2000.00	1612000044
12/05/16	CHARITABLE DISTRIBUTION TO BAPTIST MEMORIAL HEALTHCARE FOUND ATION TR TRAN#=000000000000037 TR CD=750 REG= PORT=PRIN	-1000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-1000.00	1612000045
12/05/16	CHARITABLE DISTRIBUTION TO BINGHAMPTON CHRISTIAN ACADEMY TR TRAN#=000000000000038 TR CD=750 REG= PORT=PRIN	-10000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-10000.00	1612000046
12/05/16	CHARITABLE DISTRIBUTION TO BOLLWEEVIL CHARITY FOUNDATION TR TRAN#=000000000000039 TR CD=750 REG= PORT=PRIN	-5000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-5000.00	1612000047
12/05/16	CHARITABLE DISTRIBUTION TO CAMP KESEM OF ARKANSAS TR TRAN#=000000000000040 TR CD=750 REG= PORT=PRIN	-2500.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-2500.00	1612000048

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102	CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)				
12/05/16	CHARITABLE DISTRIBUTION TO UNIVERSITY OF MEMPHIS FOUNDATION TR TRAN#=000000000000041 TR CD=750 REG= PORT=PRIN	-5000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-5000.00	1612000049
12/05/16	CHARITABLE DISTRIBUTION TO UNIVERSITY OF MEMPHIS FOUNDATION TR TRAN#=000000000000042 TR CD=750 REG= PORT=PRIN	-1000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-1000.00	1612000050
12/05/16	CHARITABLE DISTRIBUTION TO UNIVERSITY OF MEMPHIS FOUNDATION TR TRAN#=000000000000043 TR CD=750 REG= PORT=PRIN	-1000.00	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/11/17 #KB	-1000.00	1612000051
	TOTAL CODE 102 - CHARITABLE DEDUCTION - CURRENT INCOME	-181000.00	0 00	-180000 00	

TRUST YEAR ENDING 12/31/2016

TAX PREPARER 2276
TRUST ADMINISTRATOR 2292
INVESTMENT OFFICER 2270

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	8949
125 0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 60									
SOLD		04/08/2016	7499 94						
ACQ	125 0000	06/16/2015	7499 94	9917 50	-2417 56	0 00	ST		C
300 0000 AUTONATION INC - 05329W102 - MINOR = 60									
SOLD		01/28/2016	12405 21						
ACQ	200 0000	07/07/2015	8270 14	12571 80	-4301.66	0 00	ST		C
	100 0000	07/22/2015	4135 07	6235 00	-2099 93	0 00	ST		C
.7300 DELL TECHNOLOGIES INC COM CL V - 24703L103 - MINOR = 60									
SOLD		09/20/2016	35 63						
ACQ	7300	07/22/2015	35 63	34 46	1 17	0 00	LT		F
55 0000 DELL TECHNOLOGIES INC COM CL V - 24703L103 - MINOR = 60									
SOLD		09/23/2016	2642 69						
ACQ	55 0000	07/22/2015	2642 69	2596 00	46 69	0 00	LT		F
300 0000 DOLLAR GENERAL CORP - 256677105 - MINOR = 60									
SOLD		06/28/2016	27722 17						
ACQ	200 0000	06/16/2015	18481 45	15544 00	2937 45	0 00	LT		F
	100 0000	08/27/2015	9240 72	7361 00	1879 72	0 00	ST		C
500 0000 EMC CORP - 268648102 - MINOR = 60									
SOLD		09/07/2016	12025 00						
ACQ	500 0000	07/22/2015	12025 00	10239 34	1785.66	0 00	LT		F
1000 0000 FIRST TRUST SENIOR LOAN (MKT) - 33738D309 - MINOR = 66									
SOLD		01/21/2016	46412 14						
ACQ	400 0000	06/18/2013	18564 86	19894 98	-1330 12	0 00	LT		F
	189 0000	06/18/2013	8771 89	9400 37	-628 48	0 00	LT		F
	100 0000	06/18/2013	4641 21	4973 74	-332 53	0 00	LT		F
	311 0000	06/18/2013	14434 18	15468 35	-1034.17	0 00	LT		F
400 0000 FORD MOTOR CO - 345370860 - MINOR = 60									
SOLD		08/30/2016	4980 33						
ACQ	400 0000	06/17/2015	4980 33	5988 00	-1007.67	0 00	LT		F
2500 0000 HARBOR CAPITAL APPRECIATION INSTL - 411511504 - MINOR = 65									
SOLD		02/05/2016	128900 00						
ACQ	2500 0000	04/27/2012	128900 00	109900 00	19000 00	0 00	LT		F
1400 0000 HARBOR CAPITAL APPRECIATION INSTL - 411511504 - MINOR = 65									
SOLD		03/28/2016	79184 00						
ACQ	1400 0000	04/27/2012	79184 00	61544 00	17640 00	0 00	LT		F
600 0000 HARBOR CAPITAL APPRECIATION INSTL - 411511504 - MINOR = 65									
SOLD		04/20/2016	35052 00						
ACQ	600 0000	04/27/2012	35052 00	26376 00	8676.00	0 00	LT		F
1000.0000 HARBOR CAPITAL APPRECIATION INSTL - 411511504 - MINOR = 65									
SOLD		12/01/2016	59320 00						
ACQ	1000 0000	04/27/2012	59320 00	43960 00	15360 00	0 00	LT		F
1200 0000 HARBOR CAPITAL APPRECIATION INSTL - 411511504 - MINOR = 65									
SOLD		12/02/2016	71136.00						
ACQ	1200 0000	04/27/2012	71136 00	52752 00	18384 00	0 00	LT		F
4573 6200 MFS RESEARCH INTERNATIONAL I - 552983470 - MINOR = 65									
SOLD		05/26/2016	73498 07						
ACQ	4573 6200	04/27/2012	73498 07	68970 19	4527 88	0 00	LT		F
100 0000 MCDONALD'S CORP - 580135101 - MINOR = 60									
SOLD		03/02/2016	11795 35						
ACQ	100 0000	06/29/2015	11795 35	9579 00	2216 35	0 00	ST		C
500 0000 METLIFE INC - 59156R108 - MINOR = 60									
SOLD		12/16/2016	27542 43						
ACQ	350 0000	06/29/2015	19279 70	19629 02	-349 32	0 00	LT		F
	150 0000	11/05/2015	8262 73	7409 94	852 79	0 00	LT		F
100 0000 MEDTRONIC PLC SHS - G5960L103 - MINOR = 62									
SOLD		04/20/2016	7872 82						
ACQ	100 0000	08/27/2015	7872 82	7288 70	584.12	0 00	ST		C
CHANGED 03/09/17 #AR ***FOUND UPDATE*** 03/09/17									
75 0000 PERRIGO CO SHS - G97822103 - MINOR = 62									
SOLD		04/25/2016	7629 72						
ACQ	75 0000	11/17/2015	7629 72	11446 07	-3816.35	0 00	ST		C
75 0000 PERRIGO CO SHS - G97822103 - MINOR = 62									
SOLD		04/26/2016	7549 89						
ACQ	25 0000	11/17/2015	2516 63	3815 35	-1298 72	0 00	ST		C
	50 0000	02/05/2016	5033 26	7159 50	-2126 24	0 00	ST		C
		TOTALS	623203 39	550054 31					

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	0 00*
COVERED FROM ABOVE	-11380 27	0.00	84529 35	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	44857 16			0 00
	-11380 27	0 00	129386 51	0.00	0 00	0 00

ARGENT TRUST COMPANY OF TENNESSEE
STATEMENT OF CAPITAL GAINS AND LOSSES
BRINKLEY FNDTN

TRUST YEAR ENDING 12/31/2016

TAX PREPARER 2276
TRUST ADMINISTRATOR 2292
INVESTMENT OFFICER 2270

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM NC
STATE							
NONCOVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	0 00*	
COVERED FROM ABOVE	-11380 27	0 00	84529 35	0 00	0 00		
COMMON TRUST FUND	0 00	0 00	0 00			0 00	
CAPITAL GAIN DIV/DIST	0 00	0 00	44857 16			0 00	
	-11380 27	0 00	129386 51	0 00	0 00	0 00	

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

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