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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
DEUPREE FAMILY FOUNDATION (2155000180)
REGIONS BANK, TRUSTEE

A Employer identification number
62-6334424

Number and street (or P O box number if mail is not delivered to street address) 6200 POPLAR AVENUE

Room/suite

B Telephone number
901-580-5700

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)* ▶$ 5,157,821.

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

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

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

			(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	3,000.		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	53,243.	53,243.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	116,870.			
	b	Gross sales price for all assets on line 6a 116,870.				
	7	*Capital gain net income (from Part IV, line 2)*		116,870.		
	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	173,113.	170,113.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	19,546.	9,773.		9,773.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	3,250.	3,250.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	515.	515.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	23,656.	11,828.		11,828.
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	46,967.	25,366.		21,601.
	25	Contributions, gifts, grants paid	244,125.			244,125.
	26	**Total expenses and disbursements.** Add lines 24 and 25	291,092.	25,366.		265,726.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-117,979.			
	b	**Net investment income** (if negative, enter -0-)		144,747.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

4

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 5	2,742,885.	2,624,906.	5,157,821.
	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)	2,742,885.	2,624,906.	5,157,821.
Liabilities	17	Accounts payable and accrued expenses	12,921.		
	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)	12,921.	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	2,756,496.	2,756,496.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	-26,532.	-131,590.	
	30	**Total net assets or fund balances**	2,729,964.	2,624,906.	
	31	**Total liabilities and net assets/fund balances**	2,742,885.	2,624,906.	

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	2,729,964.
2	Enter amount from Part I, line 27a	2	-117,979.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	12,921.
4	Add lines 1, 2, and 3	4	2,624,906.
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	2,624,906.

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		VARIOUS	01/01/16
b	SEE ATT SCHED SLT		VARIOUS	12/31/16
c	LONG TERM CAP GAIN DIVS		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	2.			2.
b	113,760.			113,760.
c	3,108.			3,108.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2.
b				113,760.
c				3,108.
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** 116,870.

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	233,712.	4,516,142.	.051750
2014	273,510.	4,289,602.	.063761
2013	179,535.	3,213,668.	.055866
2012	167,209.	2,498,878.	.066914
2011	151,392.	2,632,554.	.057508

2	**Total** of line 1, column (d)	2	.295799
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	.059160
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,825,306.
5	Multiply line 4 by line 3	5	285,465.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,447.
7	Add lines 5 and 6	7	286,912.
8	Enter qualifying distributions from Part XII, line 4	8	265,726.

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	2,895.
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	2,895.
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	2,895.
6	Credits/Payments:				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,111.		
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	2,111.
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	784.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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 ▶ REGIONS BANK, TRUST DEPT. Telephone no. ▶ 901-580-5700

Located at ▶ 6200 POPLAR AVENUE, 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)*

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 (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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 6		19,546.	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

Form **990-PF** (2016)

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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.

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	4,898,788.
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	4,898,788.
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	4,898,788.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	73,482.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	4,825,306.
6	**Minimum investment return**. Enter 5% of line 5			6	241,265.

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	241,265.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,895.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,895.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	238,370.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	238,370.
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	238,370.

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	265,726.
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	265,726.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	***Adjusted qualifying distributions****. Subtract line 5 from line 4*	6	265,726.

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

Form **990-PF** (2016)

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					238,370.
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	20,044.				
b From 2012	44,117.				
c From 2013	23,765.				
d From 2014	61,658.				
e From 2015	9,400.				
f **Total** of lines 3a through e		158,984.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $	265,726.				
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					238,370.
e Remaining amount distributed out of corpus		27,356.			
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		186,340.			
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		20,044.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		166,296.			
10 Analysis of line 9:					
a Excess from 2012	44,117.				
b Excess from 2013	23,765.				
c Excess from 2014	61,658.				
d Excess from 2015	9,400.				
e Excess from 2016	27,356.				

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).)

SEE STATEMENT 7

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:

REGIONS BANK, TRUST DEPT., 901-580-5700
6200 POPLAR AVENUE, MEMPHIS, TN 38119

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

LETTER STATING CHARITABLE PURPOSE

c Any submission deadlines:

NONE

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

FUNDING IS GENERALLY LIMITED TO ORGANIZATIONS IN THE MEMPHIS AREA.

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 MEMPHIS, TN 38101	NONE	501(C)(3)	CHARITABLE GRANT	244,125.
Total			▶ 3a	244,125.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2016)

623611 11-23-16

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	53,243.	
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	116,870.	
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.		170,113.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 170,113.

(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		

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

▶ Regions Trust
By [redacted]
Signature of officer or trustee

5/1/17
Date

▶ TRUSTEE
Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
DAVID B. JONES		4-26-17		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** (2016)

623622 11-23-16

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	53,243.	0.	53,243.	53,243.	
TO PART I, LINE 4	53,243.	0.	53,243.	53,243.	

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	3,250.	3,250.		0.
TO FORM 990-PF, PG 1, LN 16B	3,250.	3,250.		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 TAXES	515.	515.		0.
TO FORM 990-PF, PG 1, LN 18	515.	515.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 4

DESCRIPTION	AMOUNT
ADJUSTMENT TO CORRECT TAX BASIS OF ASSETS	12,921.
TOTAL TO FORM 990-PF, PART III, LINE 3	12,921.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	2,624,906.	5,157,821.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,624,906.	5,157,821.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS BANK, TRUST DEPT. 6200 POPLAR AVENUE MEMPHIS, TN 38119	SUCCESSOR TRUSTEE 4.00	19,546.	0.	0.
WILLIAM W DEUPREE, JR (BILL) 2908 NATCHEZ LANE MEMPHIS, TN 38111	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
REBECCA DEUPREE 16 GROUPER HOLE BOCA GRANDE, FL 33921	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
WILLIAM W DEUPREE III (WILL) 505 GOODWYN MEMPHIS, TN 38111	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
REED DEUPREE 309 NORTHWAY BALTIMORE, MD 21218	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
ROBERTA DEUPREE 1314 S CHARLES STREET BALTIMORE, MD 21230	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
ANGELA KAYE DEUPREE 505 GOODWYN MEMPHIS, TN 38111	TRUST ADVISOR COMMITTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		19,546.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 7

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM W DEUPREE III (WILL)
ANGELA KAYE DEUPREE

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TAX                                                                                              EDIT
CODE/DATE TRANSACTIONS                                   -TAXABLE       INCOME      PRINCIPAL   NUMBER
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102    CHARITABLE DEDUCTION - CURRENT INCOME

01/04/16  DISTRIBUTION TO GASPARILLA ISLAND CONSERVATION AND IMPROVEME                   -25000 00   1601000002
          NT ASSOCIATION DEUPREE FAMILY FOUNDATION DONATION PER CLIENT   ***FOUND STOP*** 01/22/16
           REQUEST
          TR TRAN#=000000000000005 TR CD=750    REG=     PORT=PRIN

01/14/16  DISTRIBUTION TO LOUISIANA BAPTIST CHILDREN'S HOME DEUPREE FA   -1000 00         -1000 00   1601000006
          MILY FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000004 TR CD=750    REG=     PORT=PRIN
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TAX                                                                                                   EDIT
CODE/DATE TRANSACTIONS                                            TAXABLE        INCOME      PRINCIPAL   NUMBER
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102    CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)
01/21/16  DISTRIBUTION TO TENNIS MEMPHIS DEUPREE FAMILY FOUNDATION DON     -1340 00                    -1340 00  1601000007
          ATION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750    REG=0     PORT=PRIN

01/22/16  REVERSAL - NEGATES PREVIOUS ENTRY                                                            25000.00  1601000008
          DISTRIBUTION TO GASPARILLA ISLAND CONSERVATION AND IMPROVEME             DIFFERENCE BETWEEN POSTING DATE AND TA
          NT ASSOCIATION DEUPREE FAMILY FOUNDATION DONATION PER CLIENT             ***FOUND STOP*** 01/22/16
           REQUEST [REVERSED 01/22/2016]
          TR TRAN#=000000000000001 TR CD=750    REG=      PORT=PRIN

01/22/16  DISTRIBUTION TO GICIA FOR MERCABEU LAND PURCHASE                -25000 00                   -25000 00  1601000009
          TR TRAN#=000000000000002 TR CD=750    REG=      PORT=PRIN

02/01/16  DISTRIBUTION TO SHELBY COUNTY BOOKS FROM BIRTH DEUPREE FAMIL     -1500 00                    -1500 00  1602000002
          Y FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000002 TR CD=750    REG=      PORT=PRIN

02/16/16  DISTRIBUTION TO MOSS SOCIETY DEUPREE FAMILY FOUNDATION DONAT     -5000.00                    -5000 00  1602000011
          ION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750    REG=      PORT=PRIN

03/17/16  DISTRIBUTION TO ARTS MEMPHIS DEUPREE FAMILY FOUNDATION DONAT     -5000 00                    -5000 00  1603000020
          ION PER CLIENT REQUEST  THANK YOU LUCY LEE FOR YOUR SUPPORT
          TR TRAN#=000000000000001 TR CD=750    REG=      PORT=PRIN

04/14/16  DISTRIBUTION TO GASPARILLA ISLAND CONVERVATION AND IMPROVEME     -5000 00      -5000 00                  1604000010
          NT ASSOCIATION DEUPREE FAMILY FOUNDATION DONATION PER CLIENT
           REQUEST
          TR TRAN#=000000000000004 TR CD=750    REG=      PORT=INC

04/18/16  DISTRIBUTION TO SOULSVILLE CHARTER SCHOOL DEUPREE FAMILY FOU    -10000 00     -10000 00                  1604000013
          NDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000004 TR CD=750    REG=      PORT=INC

04/18/16  DISTRIBUTION TO MAYO CLINIC DEUPREE FAMILY FOUNDATION DONATI    -12500 00     -12500 00                  1604000014
          ON PER CLIENT REQUEST
          TR TRAN#=000000000000005 TR CD=750    REG=      PORT=INC

04/20/16  DISTRIBUTION TO THE LEVITT SHELL DEUPREE FAMILY FOUNDATION D     -3000 00      -3000 00                  1604000015
          ONATION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750    REG=      PORT=INC

04/27/16  DISTRIBUTION TO SOUTHERN REINS CENTER FOR EQUINE THERAPY DEU     -2500 00                    -2500 00  1604000017
          PREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750    REG=      PORT=PRIN

05/17/16  DISTRIBUTION TO BRIDGES DEUPREE FAMILY FOUNDATION DONATION P    -10000.00     -10000 00                  1605000009
          ER CLIENT REQUEST
          TR TRAN#=000000000000006 TR CD=750    REG=      PORT=INC

05/31/16  DISTRIBUTION TO MAYO CLINIC DEUPREE FAMILY FOUNDATION DONATI    -12500 00     -12500 00                  1605000012
          ON PER CLIENT REQUEST
          TR TRAN#=000000000000004 TR CD=750    REG=      PORT=INC

06/16/16  DISTRIBUTION TO FERNBANK MUSEUM OF ATLANTA DEUPREE FAMILY FO     -2500 00      -2500 00                  1606000021
          UNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000005 TR CD=750    REG=      PORT=INC

07/01/16  DISTRIBUTION TO FERNBANK MUSEUM OF ATLANTA DEUPREE FAMILY FO                   -2500 00                  1607000003
          UNDATION DONATION PER CLIENT REQUEST                                     ***FOUND STOP*** 07/08/16
          TR TRAN#=000000000000003 TR CD=750    REG=      PORT=INC

07/05/16  REVERSAL - NEGATES PREVIOUS ENTRY                                               2500.00                  1607000004
          DISTRIBUTION TO FERNBANK MUSEUM OF ATLANTA DEUPREE FAMILY FO             ***FOUND STOP*** 07/08/16
          UNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750    REG=      PORT=INC

07/21/16  DISTRIBUTION TO TELLURIDE MEDICAL CLINIC DISTRIBUTION PER CL                   -5000 00                  1607000012
          IENT'S REQUEST                                                           ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000001 TR CD=750    REG=      PORT=INC

07/21/16  DISTRIBUTION TO SHERIDAN OPERA HOUSE DISTRIBUTION PER CLIENT                   -5000 00                  1607000013
          'S REQUEST                                                               ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000002 TR CD=750    REG=      PORT=INC

07/21/16  DISTRIBUTION TO FRIENDS OF THE BALLET COLLECTIVE PALM ARTS,      -2500.00      -2500 00                  1607000014
          INC  DISTRIBUTION PER CLIENT'S REQUEST
          TR TRAN#=000000000000003 TR CD=750    REG=      PORT=INC

07/21/16  DISTRIBUTION TO CHAMBER OF MUSIC FESTIVAL DISTRIBUTION PER C     -1500.00      -1500.00                  1607000015
          LIENT'S REQUEST
          TR TRAN#=000000000000004 TR CD=750    REG=      PORT=INC

07/25/16  DISTRIBUTION TO BOY SCOUTS OF AMERICA DEUPREE FAMILY FOUNDAT     -1000 00      -1000 00                  1607000016
          ION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000004 TR CD=750    REG=      PORT=INC
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TAX                                                                                                                 EDIT
CODE/DATE TRANSACTIONS                                                      TAXABLE         INCOME     PRINCIPAL   NUMBER
--------- ------------                                                 ------------   ------------   ------------   ----------

102   CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)
07/25/16  DISTRIBUTION TO DIXON GALLERY DEUPREE FAMILY FOUNDATION DONA     -5000 00       -5000 00                  1607000017
          TION PER CLIENT REQUEST
          TR TRAN#=000000000000005 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO GOODWILL EXCEL CENTER DEUPREE FAMILY FOUNDAT     -2500.00       -2500 00                  1607000018
          ION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000006 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO NEW MEMPHIS INSTITUTE DEUPREE FAMILY FOUNDAT     -4500 00       -4500 00                  1607000019
          ION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000007 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO PLAYBACK MEMPHIS DEUPREE FAMILY FOUNDATION D                   -10000 00                  1607000020
          ONATION PER CLIENT REQUEST                                                  ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000008 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO BOCA GRANDE ART ALLIANCE DEUPREE FAMILY FOUN     -2500 00       -2500 00                  1607000021
          DATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000009 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO BOCA GRANDE COMMUNITY CENTER-FRIENDS DEUPREE    -10000 00      -10000 00                  1607000022
           FAMILY FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000010 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO BOCA GRANDE HEALTH CLINIC DEUPREE FAMILY FOU     -5000 00       -5000 00                  1607000023
          NDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000011 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO ROYAL PALM PLAYERS DEUPREE FAMILY FOUNDATION     -5000 00       -5000 00                  1607000024
           DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000012 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO FRIENDS OF THE BALLET DEUPREE FAMILY FOUNDAT                    -2500 00                  1607000025
          ION DONATION PER CLIENT REQUEST                                             ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000013 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO SHERIDAN ARTS FOUNDATION DEUPREE FAMILY FOUN                    -5000 00                  1607000026
          DATION DONATION PER CLIENT REQUEST                                          ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000014 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO TELLURIDE CHAMBER MUSIC FOUNDATION DEUPREE F                    -1500 00                  1607000027
          AMILY FOUNDATION DONATION PER CLIENT REQUEST                                ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000015 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO TELLURIDE HISTORICAL SOCIETY DEUPREE FAMILY      -2500 00       -2500 00                  1607000028
          FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000016 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO TELLURIDE MEDICAL CENTER DEUPREE FAMILY FOUN                    -5000 00                  1607000029
          DATION DONATION PER CLIENT REQUEST                                          ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000017 TR CD=750    REG=     PORT=INC

07/25/16  DISTRIBUTION TO ODYSSEY DEUPREE FAMILY FOUNDATION DONATION P     -1000.00       -1000 00                  1607000030
          ER CLIENT REQUEST
          TR TRAN#=000000000000018 TR CD=750    REG=     PORT=INC

07/28/16  DISTRIBUTION TO WINGS CANCER FOUNDATION DEUPREE FAMILY FOUND     -5000 00                      -5000 00   1607000031
          ATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000004 TR CD=750    REG=     PORT=PRIN

07/28/16  DISTRIBUTION TO PHOENIX CLUB DEUPREE FAMILY FOUNDATION DONAT     -2500 00                      -2500 00   1607000032
          ION PER CLIENT REQUEST
          TR TRAN#=000000000000005 TR CD=750    REG=     PORT=PRIN

07/29/16  DISTRIBUTION TO LOVETT SCHOOL DEUPREE FAMILY FOUNDATION DONA     -2000 00       -2000 00                  1607000034
          TION PER CLIENT REQUEST
          TR TRAN#=000000000000002 TR CD=750    REG=     PORT=INC

08/08/16  REVERSAL - NEGATES PREVIOUS ENTRY                                               5000.00                  1608000003
          DISTRIBUTION TO TELLURIDE MEDICAL CENTER DEUPREE FAMILY FOUN                DIFFERENCE BETWEEN POSTING DATE AND TA
          DATION DONATION PER CLIENT REQUEST [REVERSED 08/08/2016]                    ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000001 TR CD=750    REG=     PORT=INC

08/08/16  REVERSAL - NEGATES PREVIOUS ENTRY                                               1500.00                  1608000004
          DISTRIBUTION TO TELLURIDE CHAMBER MUSIC FOUNDATION DEUPREE F                DIFFERENCE BETWEEN POSTING DATE AND TA
          AMILY FOUNDATION DONATION PER CLIENT REQUEST [REVERSED 08/08                ***FOUND STOP*** 09/08/16
          /2016]
          TR TRAN#=000000000000002 TR CD=750    REG=     PORT=INC

08/08/16  REVERSAL - NEGATES PREVIOUS ENTRY                                               5000.00                  1608000005
          DISTRIBUTION TO SHERIDAN ARTS FOUNDATION DEUPREE FAMILY FOUN                DIFFERENCE BETWEEN POSTING DATE AND TA
          DATION DONATION PER CLIENT REQUEST [REVERSED 08/08/2016]                    ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000003 TR CD=750    REG=     PORT=INC

08/08/16  REVERSAL - NEGATES PREVIOUS ENTRY                                               2500.00                  1608000006
          DISTRIBUTION TO FRIENDS OF THE BALLET DEUPREE FAMILY FOUNDAT                DIFFERENCE BETWEEN POSTING DATE AND TA
          ION DONATION PER CLIENT REQUEST [REVERSED 08/08/2016]                       ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000004 TR CD=750    REG=     PORT=INC
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TAX                                                                                                               EDIT
CODE/DATE TRANSACTIONS                                                      TAXABLE       INCOME      PRINCIPAL   NUMBER
--------- ------------                                                    ------------  ------------  ------------ ----------

102   CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)
08/08/16  REVERSAL - NEGATES PREVIOUS ENTRY                                                 10000.00                1608000007
          DISTRIBUTION TO PLAYBACK MEMPHIS DEUPREE FAMILY FOUNDATION D                    DIFFERENCE BETWEEN POSTING DATE AND TA
          ONATION PER CLIENT REQUEST [REVERSED 08/08/2016]                                 ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000005 TR CD=750     REG=      PORT=INC

08/09/16  DISTRIBUTION TO PLAYBACK MEMPHIS DEUPREE FAMILY FOUNDATION D   -10000 00     -10000 00                 1608000009
          ONATION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC

08/11/16  DISTRIBUTION TO UNIVERSITY OF MEMPHIS FOUNDATION DEUPREE FAM    -1000.00      -1000 00                  1608000010
          ILY FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC

08/15/16  REVERSAL - NEGATES PREVIOUS ENTRY                                                  5000.00                1608000013
          DISTRIBUTION TO SHERIDAN OPERA HOUSE DISTRIBUTION PER CLIENT                    DIFFERENCE BETWEEN POSTING DATE AND TA
          'S REQUEST [REVERSED 08/15/2016]                                                 ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC

08/15/16  REVERSAL - NEGATES PREVIOUS ENTRY                                                  5000.00                1608000014
          DISTRIBUTION TO TELLURIDE MEDICAL CLINIC DISTRIBUTION PER CL                    DIFFERENCE BETWEEN POSTING DATE AND TA
          IENT'S REQUEST [REVERSED 08/15/2016]                                             ***FOUND STOP*** 09/08/16
          TR TRAN#=000000000000002 TR CD=750     REG=      PORT=INC

08/15/16  DISTRIBUTION TO SHERIDAN ARTS FOUNDATION DEUPREE FAMILY FOUN    -5000.00      -5000 00                  1608000017
          DATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000005 TR CD=750     REG=      PORT=INC

08/15/16  DISTRIBUTION TO TELLURIDE MEDICAL CENTER DEUPREE FAMILY FOUN    -5000 00      -5000 00                  1608000018
          DATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000006 TR CD=750     REG=      PORT=INC

08/23/16  DISTRIBUTION TO WILL DEUPREE DEUPREE FAMILY FOUNDATION REIMB     -350.00       -350 00                  1608000023
          URSEMENT FOR WILL DEUPREE
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC

08/30/16  DISTRIBUTION TO BROOKS MUSEUM DEUPREE FAMILY FOUNDATION DONA    -1000 00      -1000 00                  1608000024
          TION PER CLIENT REQUEST
          TR TRAN#=000000000000004 TR CD=750     REG=      PORT=INC

09/20/16  DISTRIBUTION TO BROOKS MUSEUM DEUPREE FAMILY FOUNDATION DONA     -500 00       -500 00                  1609000017
          TION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC

09/26/16  DISTRIBUTION TO CONSERVATION FOR THE ARTS DEUPREE FAMILY FOU    -5000 00      -5000 00                  1609000023
          NDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000005 TR CD=750     REG=      PORT=INC

10/03/16  DISTRIBUTION TO LEVITT SHELL DEUPREE FAMILY FOUNDATION DONAT   -11935 00     -11935 00                  1610000002
          ION PER CLIENT REQUEST
          TR TRAN#=000000000000002 TR CD=750     REG=      PORT=INC

10/14/16  DISTRIBUTION TO AMERICAN ENTERPRISE INSTITUTE DEUPREE FAMILY    -2500 00                    -2500 00    1610000008
           FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000002 TR CD=750     REG=      PORT=PRIN

10/17/16  DISTRIBUTION TO PDS DEUPREE FAMILY FOUNDATION DONATION PER C    -1000 00      -1000 00                  1610000009
          LIENT REQUEST ANNUAL FUND 2016-2017
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC

10/17/16  DISTRIBUTION TO HUTCHISON SCHOOL DEUPREE FAMILY FOUNDATION D    -3500 00      -3500 00                  1610000010
          ONATION PER CLIENT REQUEST ANNUAL FUND 2016-2017
          TR TRAN#=000000000000002 TR CD=750     REG=      PORT=INC

10/27/16  DISTRIBUTION TO SUSAN G KOMEN -RACE FOR THE CURE CHARITABLE      -500 00                     -500 00    1610000011
          DONATION FROM WILL DEUPREE
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=PRIN

11/03/16  DISTRIBUTION TO BOY'S AND GIRL'S CLUBS OF JACKSON DEUPREE FA    -1500.00      -1500 00                  1611000002
          MILY FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC

11/08/16  DISTRIBUTION TO METHODIST HEALTHCARE FOUNDATION DEUPREE FAMI    -2500 00      -2500 00                  1611000004
          LY FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC

11/25/16  DISTRIBUTION TO SOUTHERN REINS CENTER FOR EQUINE THERAPY DEU    -2500 00      -2500 00                  1611000017
          PREE FAMILY FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750     REG=      PORT=INC

11/28/16  DISTRIBUTION TO VERITAS COLLEGE PREP DEUPREE FAMILY FOUNDATI    -1000.00                    -1000 00    1611000018
          ON DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000004 TR CD=750     REG=      PORT=PRIN

12/07/16  DISTRIBUTION TO JF LIBRARY FOUNDATION DEUPREE FAMILY FOUNDAT    -3000 00                    -3000 00    1612000003
          ION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000002 TR CD=750     REG=      PORT=PRIN

12/07/16  DISTRIBUTION TO WOMAN'S CLUB SCHOLARSHIP FUND DEUPREE FAMILY    -2000 00                    -2000 00    1612000004
           FOUNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000003 TR CD=750     REG=      PORT=PRIN
```

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TAX                                                                                                     EDIT
CODE/DATE TRANSACTIONS                                          TAXABLE       INCOME      PRINCIPAL     NUMBER
--------- ------------                                       ------------ ------------ ------------  ----------

102    CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)
12/09/16  DISTRIBUTION TO WOODWARD ACADEMY DEUPREE FAMILY FOUNDATION D     -2500 00                    -2500 00  1612000007
          ONATION PER CLIENT REQUEST
          TR TRAN#=000000000000002 TR CD=750    REG=      PORT=PRIN

12/21/16  DISTRIBUTION TO CHURCH HEALTH CENTER DEUPREE FAMILY FOUNDATI    -20000 00                   -20000 00  1612000013
          ON DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000001 TR CD=750    REG=0     PORT=PRIN

12/22/16  DISTRIBUTION TO HEALTH NETWORK FOUNDATION DEUPREE FAMILY FOU     -5000 00                    -5000 00  1612000017
          NDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000004 TR CD=750    REG=      PORT=PRIN

12/27/16  DISTRIBUTION TO ATLANTA SYMPHONY ORCHESTRA DEUPREE FAMILY FO     -1000 00     -1000 00                 1612000020
          UNDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000002 TR CD=750    REG=      PORT=INC

12/27/16  DISTRIBUTION TO ATLANTA BOTANICAL GARDENS DEUPREE FAMILY FOU     -1500 00     -1500 00                 1612000021
          NDATION DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000003 TR CD=750    REG=      PORT=INC

12/27/16  DISTRIBUTION TO KIPP METRO ATLANTA DEUPREE FAMILY FOUNDATION     -5000.00     -5000 00                 1612000022
           DONATION PER CLIENT REQUEST
          TR TRAN#=000000000000004 TR CD=750    REG=      PORT=INC
                                                                       ------------ ------------ ------------
          TOTAL CODE 102 - CHARITABLE DEDUCTION - CURRENT INCOME      -244,125 00  -158,785 00    -85340 00
                                                                       ============ ============ ============
```

TAX PREPARER 6560
TRUST ADMINISTRATOR 1115
INVESTMENT OFFICER 1480

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
4600 0000 ARTISAN INTERNATIONAL VALUE FUND INVESTO - 04314H881 - MINOR = 64									
SOLD		05/31/2016	149730 00						
ACQ	4600 0000	09/07/2012	149730 00	132526 00	17204 00	0 00	LT		F
2560 CALIFORNIA RESOURCES CORP - 13057Q107 - MINOR = 50									
SOLD		03/28/2016	0 25						
ACQ	2560	02/08/2016	0 25	0 28	-0 03	0 00	ST		C
4000 CALIFORNIA RESOURCES CORP - 13057Q206 - MINOR = 50									
SOLD		06/07/2016	6 08						
ACQ	4000	02/08/2016	6 08	4 40	1 68	0 00	ST		C
9200 0000 GUGGENHEIM SPIN OFF ETF - 18383M605 - MINOR = 62									
SOLD		03/02/2016	333225 92						
ACQ	9200 0000	06/21/2013	333225 92	335167 04	-1941 12	0 00	LT		F
6250 0000 FIRST TRUST EUROPE ALPHA DEX FUND - 33737J117 - MINOR = 64									
SOLD		05/31/2016	186617 17						
ACQ	6250 0000	09/13/2013	186617 17	191200 62	-4583 45	0 00	LT		F
665 0000 ISHARES 1-3 YEAR CREDIT BOND ETF - 464288646 - MINOR = 61									
SOLD		11/08/2016	70098 45						
ACQ	665 0000	01/03/2013	70098 45	70189 29	-90 84	0 00	LT		F
1000 0000 POWERSHARES EXCHANGE-TRADED FUND TRUST -POWERSHARES QQQ TRUST, SERIES 1 NASDAQ-1 - 73935A104 - MINOR = 62									
SOLD		03/02/2016	105668 59						
ACQ	1000 0000	09/07/2012	105668 59	69520 00	36148 59	0 00	LT		F
1645 0000 POWERSHARES EXCHANGE-TRADED FUND TRUST -POWERSHARES QQQ TRUST, SERIES 1 NASDAQ-1 - 73935A104 - MINOR = 62									
SOLD		05/31/2016	181383 61						
ACQ	1645 0000	09/07/2012	181383 61	114360 40	67023 21	0 00	LT		F
		TOTALS	1026730.07	912968 03					

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	1 65	0 00	113760 39	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	3108 06			0 00
	1 65	0 00	116868 45	0 00	0 00	0 00
STATE						
NONCOVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	0 00*
COVERED FROM ABOVE	1 65	0 00	113760 39	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	3108 06			0 00
	1 65	0 00	116868 45	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