



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.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation
The Pyramid Peak Foundation

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1350 Concourse Avenue 383

City or town, state or province, country, and ZIP or foreign postal code
Memphis TN 38104

A Employer identification number
45-3444341

B Telephone number (see instructions)
(901) 818-5239

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation 04
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 813,350,515.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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) (see instructions))		(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 (attach schedule)	35,523.			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4,711.	4,711.		
	4 Dividends and interest from securities	2,755,511.	2,755,511.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	54,211,893.			
	b Gross sales price for all assets on line 6a 93,396,167.		L-6a Stmt		
	7 Capital gain net income (from Part IV, line 2)		54,211,893.		
	8 Net short-term capital gain			588,867.	
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	Total. Add lines 1 through 11	57,007,638.	56,972,115.	588,867.	
	13 Compensation of officers, directors, trustees, etc.	552,500.			359,125.
	14 Other employee salaries and wages	719,596.			719,596.
	15 Pension plans, employee benefits	276,593.			206,139.
	16a Legal fees (attach schedule) L-16a Stmt	6,138.			6,138.
	b Accounting fees (attach schedule) L-16b Stmt	5,330.			
	c Other professional fees (attach schedule) L-16c Stmt	662,368.			662,368.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) See Stmt	1,064,259.			53,356.
	19 Depreciation (attach schedule) and depletion	56,132.			
	20 Occupancy	23,238.			23,238.
	21 Travel, conferences, and meetings	30,005.			30,005.
	22 Printing and publications	4,229.			4,229.
	23 Other expenses (attach schedule) See Stmt	1,969,624.	1,918,839.		48,241.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,370,012.	1,918,839.		2,112,435.
	25 Contributions, gifts, grants paid	104,300,000.			104,300,000.
	26 Total expenses and disbursements. Add lines 24 and 25	109,670,012.	1,918,839.		106,412,435.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-52,662,374.			
	b Net investment income (if negative, enter -0-)		55,053,276.		
	c Adjusted net income (if negative, enter -0-)			588,867.	

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2017)

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SCANNED JAN 30 2019

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	3,746,225.	37,152,398.	37,152,398.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ 250,000. Less: allowance for doubtful accounts ▶ 0.	L-7 Stmt 2,055,000.	250,000.	250,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)		125,592,402.	125,592,402.
	b Investments—corporate stock (attach schedule) L-10b Stmt	777,290,390.	628,377,086.	628,377,086.
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) L-13 Stmt	3,381,319.	21,333,054.	21,333,054.
	14 Land, buildings, and equipment basis ▶ 890,663. Less: accumulated depreciation (attach schedule) ▶ 245,088.	341,640.	645,575.	645,575.
	15 Other assets (describe ▶ L-15 Stmt)	3,980.	0.	0.
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	786,818,554.	813,350,515.	813,350,515.
Liabilities	17 Accounts payable and accrued expenses	42.	33,824.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	42.	33,824.	
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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	786,818,512.	813,316,691.	
	30 Total net assets or fund balances (see instructions)	786,818,512.	813,316,691.	
	31 Total liabilities and net assets/fund balances (see instructions)	786,818,554.	813,350,515.	

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	786,818,512.
2 Enter amount from Part I, line 27a	2	-52,662,374.
3 Other increases not included in line 2 (itemize) ▶ Unrealized gain	3	79,160,553.
4 Add lines 1, 2, and 3	4	813,316,691.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	813,316,691.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 Covey Capital Realized gains	P	04/12/2012	06/15/2017
b Covey Currency Losses	P	04/12/2012	06/15/2017
c Longleaf Partners Fund Capital Gain distributions	D	10/11/2012	11/16/2017
d 391,542.678 shares Longleaf Partners Fund	D	10/11/2012	01/03/2017
e See Statement			

(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 58,209,397.		0.	58,209,397.
b 0.		4,172,558.	-4,172,558.
c 1,153,972.		0.	1,153,972.
d 10,000,000.		12,024,276.	-2,024,276.
e 24,032,798.		22,987,440.	1,045,358.

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

(i) FMV 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			58,209,397.
b			-4,172,558.
c			1,153,972.
d			-2,024,276.
e			1,045,358.

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	54,211,893.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	3	588,867.

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 doesn't 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))
2016	38,894,943.	722,224,635.	0.053854
2015	66,808,389.	618,740,356.	0.107975
2014	35,547,365.	440,069,772.	0.080777
2013	30,682,745.	395,277,517.	0.077623
2012	24,305,851.	175,019,599.	0.138875

2 Total of line 1, column (d)	2	0.459104
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.091821
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	791,594,977.
5 Multiply line 4 by line 3	5	72,685,042.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	550,533.
7 Add lines 5 and 6	7	73,235,575.
8 Enter qualifying distributions from Part XII, line 4 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.	8	106,412,435.

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)		N/A
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	550,533.
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	550,533.
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	550,533.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	965,863.
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	965,863.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	415,330.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax 415,330. 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?		x
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.		x
c Did the foundation file Form 1120-POL for this year?		x
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		x
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	x	
b If "Yes," has it filed a tax return on Form 990-T for this year?	x	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		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?	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	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 <i>General Instruction G</i> ? If "No," attach explanation	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		x
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ▶ N/A	13	x
14 The books are in care of ▶ Melissa R. Russell Telephone no. ▶ (901) 818-5239 Located at ▶ 1350 Concourse Avenue, Suite 383 Memphis TN ZIP+4 ▶ 38104		
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		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶ EI	16	x

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	1b	x
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	x
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b If "Yes," did it have excess business holdings in 2017 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 2017.)	3b	x
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 2017?	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		Yes	No
(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		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?	☐ 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?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(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
James R. Boyd 1350 Concourse Avenue, Ste 383 Memphis TN 38104	Exec. Dir. & Director 40.00	359,125.	53,000.	0.
Lee Harper 6410 Poplar Avenue, Ste 900 Memphis TN 38119	Director 1.00	0.	0.	0.
Melissa R. Russell 1350 Concourse Avenue, Ste 383 Memphis TN 38104	CFO/Treasurer 40.00	193,375.	47,396.	0.
See Statement	3.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(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
Sherry D. Crane 1350 Concourse Avenue, Ste 383 Memphis TN 38104	Business Manager 40.00	82,875.	20,313.	0.
Gregory M Thompson 1350 Concourse Avenue, Ste 383 Memphis TN 38104	Education Director 40.00	249,971.	53,000.	0.
Heather M Jamerson 1350 Concourse Avenue, Ste 383 Memphis TN 38104	Program Officer 40.00	193,375.	0.	0.
Adriane Johnson-Williams 1350 Concourse Avenue, Ste 383 Memphis TN 38104	Program Officer 40.00	193,375.	0.	0.

Total number of other employees paid over \$50,000 4

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Covey Capital Advisors, LLC 3353 Peachtree Rd NE, Ste 520 Atlanta GA 30326	Asset Management	1,798,164.
Grinder, Taber and Grinder 1919 Lynfield Road Memphis TN 38119	Construction	483,852.
Health and Education Consultants, LLC 666 West Drive C/O 670 West Drive Memphis TN 38112	Consulting	240,000.
Davidson Hill Consutling 2182 Spicer Cove Memphis TN 38134	Consulting	138,139.
People First Consulting 272 South Main Street Memphis TN 38103	Consulting	64,212.
Total number of others receiving over \$50,000 for professional services		1

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 The Foundation performs no direct charitable activities. The exempt purpose is carried out via contributions to existing charitable organizations.	104,300,000.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0.
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	789,265,878.
b	Average of monthly cash balances	1b	14,186,602.
c	Fair market value of all other assets (see instructions)	1c	197,243.
d	Total (add lines 1a, b, and c)	1d	803,649,723.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	803,649,723.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	12,054,746.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	791,594,977.
6	Minimum investment return. Enter 5% of line 5	6	39,579,749.

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	39,579,749.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	550,533.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	550,533.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,029,216.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	39,029,216.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	39,029,216.

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	106,412,435.
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	106,412,435.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	550,533.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	105,861,902.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				39,029,216.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017:				
a From 2012	15,906,715.			
b From 2013	11,273,263.			
c From 2014	13,990,300.			
d From 2015	37,323,215.			
e From 2016	3,085,795.			
f Total of lines 3a through e	81,579,288.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 106,412,435.				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2017 distributable amount				39,029,216.
e Remaining amount distributed out of corpus	67,383,219.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	148,962,507.			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	15,906,715.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	133,055,792.			
10 Analysis of line 9:				
a Excess from 2013	11,273,263.			
b Excess from 2014	13,990,300.			
c Excess from 2015	37,323,215.			
d Excess from 2016	3,085,795.			
e Excess from 2017	67,383,219.			

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

N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a 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))
- O. Mason Hawkins
- 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions
- a** The name, address, and telephone number or email 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 Community Fdn of Greater Memphis 1900 Union Avenue Memphis TN 38104	N/A	501(c)3	various	104,300,000.
Total			3a	104,300,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	4,711.		
4 Dividends and interest from securities			14	2,755,511.		
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			19	54,211,893.		
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)				56,972,115.		
13 Total. Add line 12, columns (b), (d), and (e)				13	56,972,115.	

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

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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.		

[illegible]

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Melina P. Russell
Signature of officer or trustee

11/1/18
Date

Treasurer
Title

May the IRS discuss this return with the preparer shown below?
See instructions ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Self-Prepared

Firm's EIN ▶

Phone no

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017**Name of the organization****Employer identification number**

The Pyramid Peak Foundation

45-3444341

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Pyramid Peak Foundation	Employer identification number 45-3444341
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Ann B. Hawkins 6410 Poplar Avenue, Ste. 900 Memphis TN 38119	\$ 35,523.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization The Pyramid Peak Foundation	Employer identification number 45-3444341
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
-------------------------	-------------------------

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
-------------------------	-------------------------

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
-------------------------	-------------------------

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
-------------------------	-------------------------

Form 990-PF: Return of Private Foundation**Part IV: Capital Gains and Losses for Tax on Investment Income****Continuation Statement**

(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	(d) Date sold
1,107,011.07 shares Longleaf International Fund	D	10/11/12	01/03/17
415,973.378 shares Longleaf Global Fund	P	10/23/13	01/03/17
232,018.561 shares Longleaf Global Fund	P	10/23/13	03/28/17
Longleaf Global Partners Capital Gain Distribution	P	10/23/13	11/16/17
SAM Asia Pacific Fund LP K-1 activity	P	05/31/17	12/31/17
Innova III LP K-1 activity	P	08/29/14	12/31/17

(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)
15,000,000.		14,833,948.	166,052.
5,000,000.		5,128,952.	-128,952.
3,000,000.		2,860,789.	139,211.
443,931.		0.	443,931.
588,867.		0.	588,867.
0.		163,751.	-163,751.
24,032,798.	0.	22,987,440.	1,045,358.

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	
			166,052.
			-128,952.
			139,211.
			443,931.
			588,867.
			-163,751.
0.	0.	0.	1,045,358.

Form 990-PF: Return of Private Foundation**Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** **Continuation Statement**

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
O. Mason Hawkins 6410 Poplar Avenue, Ste 900 Memphis, TN 38119	Member & Director	0.	0.	0.
	1.00			
Andrew R. McCarroll 6410 Poplar Avenue, Ste 900 Memphis, TN 38119	Member & Director	0.	0.	0.
	2.00			
		0.	0.	0.

Additional information from your Form 990-PF: Return of Private Foundation

Form 990-PF: Return of Private Foundation

Taxes

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Federal excise tax	1,000,000.			
Payroll taxes	64,259.			53,356.
Total	1,064,259.			53,356.

Form 990-PF: Return of Private Foundation

Other Expenses

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Supplies	17,062.			17,062.
Maintenance	16,223.			16,223.
Postage	429.			429.
Portfolio management fees	1,798,164.	1,798,164.		
Custodial fees	54,039.	54,039.		
Entertainment	7,956.			7,811.
Dues & subscriptions	3,004.			1,900.
Insurance	826.			826.
Miscellaneous	71,921.	66,636.		3,990.
Total	1,969,624.	1,918,839.		48,241.

Form 990-PF: Return of Private Foundation

Part VII-A, line 12, Distribution to a Donor Advised Fund

Explanation Statement

Donor Advised Fund
All grants are made to a donor-advised fund which makes contributions to various 501(c)(3) organizations which have been recommended by the Foundation. Each of these entities has its own particular exempt function or activity which has been vetted by the IRS in the process of granting its exempt status.

Name
The Pyramid Peak Foundation

Employer Identification No.
45-3444341

Asset Information:

Description of Property Realized gains- Covey Capital
Business Code Exclusion Code . . . 19
Date Acquired . . . 04/12/12 How Acquired . Purchased
Date Sold . . . 06/15/17 Name of Buyer . . .
Check Box, if Buyer is a Business . . . ☐
Sales Price. . . 58,209,397. Cost or other basis (do not reduce by depreciation). . . 0.
Sales Expense . . . Valuation Method. . .
Total Gain (Loss) . . . 58,209,397. Accumulated Depreciation

Description of Property Covey Capital Currency Losses
Business Code Exclusion Code . . . 19
Date Acquired . . . 04/12/12 How Acquired . Purchased
Date Sold . . . 06/15/17 Name of Buyer . . .
Check Box, if Buyer is a Business . . . ☐
Sales Price. . . Cost or other basis (do not reduce by depreciation). . . 4,172,558.
Sales Expense . . . Valuation Method. . .
Total Gain (Loss) . . . -4,172,558. Accumulated Depreciation

Description of Property Longleaf Partners Fund Capital Gain Distribution
Business Code Exclusion Code . . . 19
Date Acquired . . . 10/11/12 How Acquired . Donated
Date Sold . . . 11/16/17 Name of Buyer . . .
Check Box, if Buyer is a Business . . . ☐
Sales Price. . . 1,153,972. Cost or other basis (do not reduce by depreciation). . . 0.
Sales Expense . . . Valuation Method . . .
Total Gain (Loss) . . . 1,153,972. Accumulated Depreciation

Description of Property 391,542.678 Shares Longleaf Partners Fund
Business Code Exclusion Code . . . 19
Date Acquired . . . 10/11/12 How Acquired . Donated
Date Sold . . . 01/03/17 Name of Buyer . . .
Check Box, if Buyer is a Business . . . ☐
Sales Price. . . 10,000,000. Cost or other basis (do not reduce by depreciation). . . 12,024,276.
Sales Expense . . . Valuation Method. . .
Total Gain (Loss) . . . -2,024,276. Accumulated Depreciation

Description of Property See Net Gain or Loss from Sale of Assets
Business Code Exclusion Code . . .
Date Acquired . . . How Acquired .
Date Sold . . . Name of Buyer .
Check Box, if Buyer is a Business . . . ☐
Sales Price. . . Cost or other basis (do not reduce by depreciation). . .
Sales Expense . . . Valuation Method . . .
Total Gain (Loss) . . . Accumulated Depreciation

Totals:

Total Gain (Loss) of all assets . . . 54,211,893.
Gross Sales Price of all assets . . . 93,396,167.
Unrelated Business Income . . . Business Code .
Excluded by section 512, 513, 514 54,211,893. Exclusion Code . 19
Related/Exempt Function Income .

QuickZoom here to Form 990-PF, Page 1. ►
QuickZoom here to Form 990-PF, Page 12 ►

Additional information from your Form 990-PF Part I Line 6a Net Gain or Loss From Sale of Assets

Form 990-PF Part I Line 6a Net Gain or Loss From Sale of Assets

Net Gain or Loss from Sale of Assets

Continuation Statement

Description of Property	Bu sin es Co de	Excl usio n Cod e	Dat e Acq uire d	How Acquired	Dat e Sol d	Name of Buyer	B u y e r a B u s i n e s s	Sale s Pric e	Cost or other basis	Sale s Exp ense	Valuation Method	Total Gain or Loss	Accu mulat ed Depre ciatio n
1,107,011.07 shares of Lionleaf International Fund		19	10/11/1 2	Donated	01/03/1 7			15,000,00 0.	14,833,94 8			166,052	
415,973.378 share Lionleaf Global Fund		19	10/23/1 3	Purchased	01/03/1 7			5,000,000	5,128,952			128,952.	
232,018.561 shares Lionleaf Partners Global Fund		19	10/23/1 3	Purchased	03/28/1 7			3,000,000	2,860,789			139,211	
Lionleaf Partners Global Fund capital gain distribution		19	10/23/1 3	Purchased	11/16/1 7			443,931	0.			443,931	
SAM Asia Pacific Opp Funds LP		19	05/31/1 7	Purchased	12/31/1 7			588,867	0.			588,867	
Innova Fund III LP		19	08/29/1 4	Purchased	12/31/1 7				163,751			163,751.	

Name The Pyramid Peak Foundation	Employer Identification No 45-3444341
-------------------------------------	--

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Baker Donelso	Legal	4,702.			4,702.
Burch, Porter	Legal	1,425.			1,425.
Blue Sky	Legal delivery	11.			11.
Total to Form 990-PF, Part I, Line 16a		6,138.			6,138.

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Burleigh Cons	Tax preparatio	1,825.			
KPMG LLP	Tax consulting	3,505.			
Total to Form 990-PF, Part I, Line 16b		5,330.			

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Archimania	Architect serv	12,009.			12,009.
Heath and Edu	Consulting- He	240,000.			240,000.
Spillman Mitc	Consulting	38,451.			38,451.
Little Bird I	Consulting	44,591.			44,591.
Anna Holtzcla	Consulting- Pr	31,116.			31,116.
Davidson Hill	Consulting-Edu	138,139.			138,139.
Ellen Rolfes	Consulting	43,500.			43,500.
IConvergence,	Telephone rela	1,792.			1,792.
Level 3 Commu	Internet relat	3,435.			3,435.
Mim Stokes Br	Consulting- Pr	40,837.			40,837.
	See Line 16c - Other Professional Fees	68,498.			68,498.
Total to Form 990-PF, Part I, Line 16c		662,368.			662,368.

Name	Employer Identification No
The Pyramid Peak Foundation	45-3444341

Lender Information:

Loan Receivable Type 3
Borrowers Name Project Grad USA
Borrower's Title Project Grad USA
Check Box, if Borrower is a Business . ☒
Relationship of Borrower (Other loans only) Non-profit organization
Repayment Terms 12 months
Borrower's Security None
Purpose of Loan School operations costs
Description of Consideration None
Original Amount 250,000.
Beginning Year Balance 0. Year End Balance 250,000.
FMV at Year End 250,000. FMV of Consideration 0.
Allowance for Doubtful Accounts(other loans only) 0.
Date of Note 09/26/17 Maturity Date 09/26/18 Interest Rate 0.00

Loan Receivable Type _____
Borrowers Name _____
Borrower's Title _____
Check Box, if Borrower is a Business . ☐
Relationship of Borrower (Other loans only) _____
Repayment Terms _____
Borrower's Security _____
Purpose of Loan _____
Description of Consideration _____
Original Amount _____
Beginning Year Balance _____ Year End Balance _____
FMV at Year End _____ FMV of Consideration _____
Allowance for Doubtful Accounts(other loans only) _____
Date of Note _____ Maturity Date _____ Interest Rate _____

Loan Receivable Type _____
Borrowers Name _____
Borrower's Title _____
Check Box, if Borrower is a Business . ☐
Relationship of Borrower (Other loans only) _____
Repayment Terms _____
Borrower's Security _____
Purpose of Loan _____
Description of Consideration _____
Original Amount _____
Beginning Year Balance _____ Year End Balance _____
FMV at Year End _____ FMV of Consideration _____
Allowance for Doubtful Accounts(other loans only) _____
Date of Note _____ Maturity Date _____ Interest Rate _____

Name The Pyramid Peak Foundation	Employer Identification No 45-3444341
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Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Longleaf Partners Funds	15,138,126.	15,138,126.
Longleaf Partners International Fund	39,635,759.	39,635,759.
Longleaf Partners Global Fund	50,939,493.	50,939,493.
See L-10b Stmt	522,663,708.	522,663,708.
Totals to Form 990-PF, Part II, Line 10b	628,377,086.	628,377,086.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 10c		

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Innova Fund III	5,476,689.	5,476,689.
SAM Asia Pacific Opportunities Fund LP	13,031,172.	13,031,172.
Kitchen Cafe, LLC	2,825,193.	2,825,193.
Totals to Form 990-PF, Part II, Line 13	21,333,054.	21,333,054.

Miscellaneous Statement

2017

Name The Pyramid Peak Foundation		Identification Number 45-3444341
Statement Required By Part VII-A, Line 12:		
All grants are made to a donor-advised fund which makes contributions to various 501(c)(3) organizations which have been recommended by the Foundation. Each of these entities has its own particular exempt function or activity which has been vetted by the IRS in the process of granting it exempt status.		
Total		

Additional information from your 2017 Federal Exempt Tax Return

Form 990-PF Part I Line 16a-c Legal and Professional Fees

Line 16c - Other Professional Fees

Continuation Statement

Line 16c Name	Line 16c Type Svc	Line 16c Book amount	Line 16c Net invest inc	Line 16c Adjusted net inc	Line 16c Chrtbl dsbrsmnts
People First Consulting	Consulting-Program	64,212.			64,212.
Tamburrino, Inc	Consulting-IT	3,886.			3,886.
Tom Combs	Consulting-IT	400.			400.
Total		68,498.			68,498.

Form 990-PF Part II Line 10, 12 and 13 Investments

L-10b Stmt

Continuation Statement

Line 10b Description	Line 10b Book	Line 10b FMV
Longleaf US UCITS Fund	1,396,134.	1,396,134.
Covey Capital - see attached schedule	0.	0.
GTX	55,799,989.	55,799,989.
Longleaf Asia UCITS	29,740,000.	29,740,000.
Southeastern Concentrated Value- EMEA LTD	434,727,585.	434,727,585.
MIME Holdings, Inc.	1,000,000.	1,000,000.
Total	522,663,708.	522,663,708.