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EXTENDED TO NOVEMBER 15, 2018

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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

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

Name of foundation KEMMONS WILSON FAMILY FOUNDATION		A Employer identification number 62-6046687
Number and street (or P O box number if mail is not delivered to street address) 1027 CHERRY RD	Room/suite	B Telephone number (901) 346-8800
City or town, state or province, country, and ZIP or foreign postal code MEMPHIS, TN 38117		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☐
Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 37,901,426. (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				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	55,229.	53,643.	55,229.	STATEMENT 1
	4 Dividends and interest from securities	485,907.	485,907.	485,907.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,376,101.			
	b Gross sales price for all assets on line 6a	1,744,269.			
	7 Capital gain net income (from Part IV, line 2)		1,376,101.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances	1,956.			STATEMENT 3
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)	1,956.		1,956.	
	11 Other income	<178,225.>	<178,225.>	<178,225.>	STATEMENT 4
	12 Total. Add lines 1 through 11	1,740,968.	1,737,426.	364,867.	
	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	136,575.	0.	0.	136,575.
	15 Pension plans, employee benefits	39,368.	0.	0.	39,368.
	16a Legal fees				
	b Accounting fees	16,785.	8,393.	0.	8,392.
	c Other professional fees	8,103.	4,051.	0.	4,052.
	17 Interest	357.	178.	0.	179.
	18 Taxes	23,737.	13,818.	0.	9,919.
	19 Depreciation and depletion	6,635.	0.	6,635.	
	20 Occupancy	38,700.	0.	0.	38,700.
	21 Travel, conferences, and meetings	1,227.	0.	0.	1,227.
	22 Printing and publications	2,166.	0.	0.	2,166.
	23 Other expenses	58,549.	0.	0.	58,549.
	24 Total operating and administrative expenses Add lines 13 through 23	332,202.	26,440.	6,635.	299,127.
	25 Contributions, gifts, grants paid	1,530,036.			1,530,036.
	26 Total expenses and disbursements Add lines 24 and 25	1,862,238.	26,440.	6,635.	1,829,163.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<121,270.>			
	b Net investment income (if negative, enter -0-)		1,710,986.		
	c Adjusted net income (if negative, enter -0-)			358,232.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		<1.>	<1.>
	2	Savings and temporary cash investments	<27,555.>	<35,847.>	<35,847.>
	3	Accounts receivable ▶ 1,753,643.			
		Less: allowance for doubtful accounts ▶ 1,700,000.		53,643.	53,643.
	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	78,953.	78,953.	78,953.
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ 63,005.			
Liabilities		Less: accumulated depreciation ▶	63,005.	63,005.	63,005.
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	31,080,025.	37,797,689.	37,797,689.
	14	Land, buildings, and equipment: basis ▶ 96,352.			
		Less: accumulated depreciation STMT 12 ▶ 57,297.	45,687.	39,055.	39,055.
	15	Other assets (describe ▶ STATEMENT 13)	4,287,344.	<95,071.>	<95,071.>
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	35,527,459.	37,901,426.	37,901,426.
	17	Accounts payable and accrued expenses	459.	531.	
	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)	459.	531.	
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	35,527,000.	37,900,895.	
	30	Total net assets or fund balances	35,527,000.	37,900,895.	
	31	Total liabilities and net assets/fund balances	35,527,459.	37,901,426.	

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	35,527,000.
2	Enter amount from Part I, line 27a	2	<121,270.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	2,517,340.
4	Add lines 1, 2, and 3	4	37,923,070.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	22,175.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,900,895.

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,744,269.		1,775,000.	1,376,101.

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			
b			
c			
d			
e			1,376,101.

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	1,376,101.
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	180,085.

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	2,150,421.	35,101,482.	.061263
2015	2,075,379.	37,325,595.	.055602
2014	2,066,207.	37,613,598.	.054932
2013	1,804,315.	35,364,666.	.051020
2012	1,795,600.	33,944,262.	.052898

2 Total of line 1, column (d)	2	.275715
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	.055143
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	36,446,226.
5 Multiply line 4 by line 3	5	2,009,754.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,110.
7 Add lines 5 and 6	7	2,026,864.
8 Enter qualifying distributions from Part XII, line 4	8	1,829,163.

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	34,220.
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	34,220.
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	34,220.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	35,088.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	35,088.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.	
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	868.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ 868. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. ☐ \$ 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.		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 General Instruction T		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 General Instruction G? 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	☒	
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		☒
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.KWFF.ORG</u>	☒	
14 The books are in care of ► <u>GARY MCCLAIN, CPA</u> Telephone no. ► <u>901-346-8800</u> Located at ► <u>8700 TRAIL LAKE DRIVE WEST, SUITE 300, MEMPHIS, TN</u> ZIP+4 ► <u>38125</u>		
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	☐	
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 ►	☐	☒

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 Organizations relying on a current notice regarding disaster assistance, check here	☐ Yes ☒ No	
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?		☒
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 ► _____ 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.) ☐ Yes ☒ No 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 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.) ☐ Yes ☒ No		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		☒

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

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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

N/A

Yes No

5b

6b

7b

X

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.

(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 14		0.	0.	0.

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

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

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

0

Part 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	36,833,587.
b	Average of monthly cash balances	1b	<32,706.>
c	Fair market value of all other assets	1c	200,364.
d	Total (add lines 1a, b, and c)	1d	37,001,245.
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	37,001,245.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	555,019.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,446,226.
6	Minimum investment return. Enter 5% of line 5	6	1,822,311.

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

1	Minimum investment return from Part X, line 6	1	1,822,311.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	34,220.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34,220.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,788,091.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,788,091.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,788,091.

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	1,829,163.
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	1,829,163.
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	1,829,163.

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				1,788,091.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	139,937.			
b From 2013	66,973.			
c From 2014	289,849.			
d From 2015	238,017.			
e From 2016	405,563.			
f Total of lines 3a through e	1,140,339.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$	1,829,163.			
a Applied to 2016, 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 2017 distributable amount				1,788,091.
e Remaining amount distributed out of corpus	41,072.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,181,411.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	139,937.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	1,041,474.			
10 Analysis of line 9:				
a Excess from 2013	66,973.			
b Excess from 2014	289,849.			
c Excess from 2015	238,017.			
d Excess from 2016	405,563.			
e Excess from 2017	41,072.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADVANCE MEMPHIS 769 VANCE AVE MEMPHIS, TN 38126	NONE		DONATION FOR THE WAREHOUSE	10,000.
AGAPE CHILD & FAMILY SERVICES 111 RACINE STREET MEMPHIS, TN 38111	NONE		DONATION FOR INFRASTRUCTURE	50,000.
AMERICAN RED CROSS 1399 MADISON AVE MEMPHIS, TN 38104	NONE		DONATION FOR LOCAL DISASTER RELIEF CENTENNIAL CAMPAIGN	10,000.
ARISE2READ 4515 POPLAR AVE MEMPHIS, TN 38117	NONE		DONATION FOR GENERAL FUNDS	10,000.
ARTS MEMPHIS 575 SOUTH MENDENHALL MEMPHIS, TN 38117	NONE		DONATION FOR GENERAL FUNDS	2,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,530,036.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

KEMMONS WILSON FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	DTC PRIVATE EQUITY LP	P	VARIOUS	12/31/17
b	DTC PRIVATE EQUITY LP	P	VARIOUS	12/31/17
c	PALLADIAN PARTNERS VI LP	P	VARIOUS	12/31/17
d	PALLADIAN PARTNERS VI LP	P	VARIOUS	12/31/17
e	WILSON FAMILY PRIVATE INVESTMENT FUND LP	P	VARIOUS	12/31/17
f	WILSON FAMILY PRIVATE INVESTMENT FUND LP	P	VARIOUS	12/31/17
g	WILSON FAMILY GLOBAL EQUITY FUND LP	P	VARIOUS	12/31/17
h	WILSON FAMILY GLOBAL EQUITY FUND LP	P	VARIOUS	12/31/17
i	PRESERVER LP	P	VARIOUS	12/31/17
j	PRESERVER LP	P	VARIOUS	12/31/17
k	CENTENNIAL GLOBAL MACRO FUND SP	P	01/01/10	01/01/17
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			<4.>
b			<29,546.>
c			<1,207.>
d			107,351.
e			8,622.
f			46,745.
g			150,251.
h			1,049,868.
i			22,423.
j			52,329.
k	1,744,269.	1,775,000.	<30,731.>
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** <4.>
b			** <29,546.>
c			** <1,207.>
d			** 107,351.
e			** 8,622.
f			** 46,745.
g			** 150,251.
h			** 1,049,868.
i			** 22,423.
j			** 52,329.
k			** <30,731.>
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,376,101.
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	180,085.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASSOCIATION OF FUNDRAISING PO BOX 17132 MEMPHIS, TN 38187	NONE		DONATION FOR GENERAL FUNDS	100.
AVE MARIA FOUNDATION OF MEMPHIS, INC. 24 FRANK LLOYD WRIGHT DR ANN ARBOR, MI 48105	NONE		DONATION FOR GENERAL FUNDS	1,000.
BAPTIST MEMORIAL HEALTH CARE FOUNDATION 350 NORTH HUMPHREYS BOULEVARD MEMPHIS, TN 38120	NONE		DONATION FOR CENTER FOR GOOD GRIEF	201,000.
BETHANY CHRISTIAN SERVICES 901 EASTERN AVE NE PO BOX 294 GRAND RAPIDS, MI 49501	NONE		DONATION TO SUPPORT SAFE FAMILIES FOR CHILDREN PROGRAM	1,000.
BIG BROTHERS BIG SISTERS OF EASTERN MISSOURI 501 N. GRAND BLVD SUITE 100 ST. LOUIS, MO 63103	NONE		DONATION FOR GENERAL FUNDS	5,000.
BRIARCREST CHRISTIAN SCHOOL SYSTEM INC 76 S HOUSTON LEVEE ROAD EADS, TN 38028	NONE		DONATION FOR WILSON SOCIETY	5,300.
BRIDGES USA INC 477 N FIFTH STREET MEMPHIS, TN 38105	NONE		DONATION FOR ENDOWMENT	25,000.
MEMPHIS BROOKS MUSEUM OF ART INC. 1934 POPLAR AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL FUNDS	800.
CATHOLIC CHARITIES OF TENNESSEE INC. 1325 JEFFERSON AVE MEMPHIS, TN 38104	NONE		DONATION FOR MOBILE FOOD PANTRY	5,000.
CHILDREN'S MUSEUM OF MEMPHIS 2525 CENTRAL AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL PROGRAMS	1,000.
Total from continuation sheets				1,447,536.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHRIST COMMUNITY HEALTH SERVICES INC. 2953 BROAD STREET MEMPHIS, TN 38112	NONE		DONATION FOR GENERAL FUNDS	1,000.
CHRISTIAN BROTHERS UNIVERSITY 650 EAST PARKWAY SOUTH MEMPHIS, TN 38104	NONE		DONATION FOR SCHOLARSHIPS AND GENERAL FUNDS	25,000.
COMMUNITY ALLIANCE FOR THE HOMELESS 44 N 2ND ST #302 MEMPHIS, TN 38103	NONE		DONATION FOR GENERAL FUNDS	10,000.
COMMUNITY FOUNDATION FOR GREATER MEMPHIS 1900 UNION AVE MEMPHIS, TN 38104	NONE		DONATION FOR ANNUAL FUND	1,000.
CROSTOWN ARTS 422 N CLEVELAND ST MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL FUND	167,000.
DENVER ZOOLOGICAL FOUNDATION INC 2300 STEELE STREET DENVER, CO 80205	NONE		DONATION FOR GENERAL OPERATIONS	1,000.
DIXON GALLERY AND GARDENS 4339 PARK AVENUE MEMPHIS, TN 38117	NONE		DONATION FOR ANNUAL OPERATING FUND	1,376.
EMMANUEL CENTER INC. 604 ST. PAUL AVE MEMPHIS, TN 38126	NONE		DONATION FOR EMMANUEL ACADEMY	25,000.
EXPERIMENTAL AIRCRAFT ASSOCIATION, INC. 3000 POBEREZNY ROAD OSHKOSH, WI 54902	NONE		DONATION FOR MISSION	1,000.
FAMILIES MATTER, INC. 2595 CENTRAL AVENUE MEMPHIS, TN 38104	NONE		DONATION FOR GENERAL FUNDS AND FATHERHOOD	26,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOR THE KINGDOM, INC. 4100 RALEIGH MILLINGTON ROAD MEMPHIS, TN 38128	NONE		DONATION FOR GENERAL MISSION	2,500.
HUTCHINSON SCHOOL 1740 RIDGEWAY ROAD MEMPHIS, TN 38119	NONE		DONATION FOR WILSON SOCIETY	17,000.
IMPACT AMERICA MINISTRIES 1203 PEABODY AVE MEMPHIS, TN 38104	NONE		DONATION FOR FOCUSFIRST AND SAVEFIRST INITIATIVES	10,000.
JIFF, INC. 254 S. LAUDERDALE ST MEMPHIS, TN 38126	NONE		DONATION FOR GENERAL OPERATIONS AND BUILDING REPAIRS	52,000.
LATINO MEMPHIS, INC. 6041 MT MORIAH RD MEMPHIS, TN 38115	NONE		DONATION FOR GENERAL FUND	21,000.
LE BONHEUR CHILDRENS HOSPITAL FOUNDATION P.O. BOX 41817 MEMPHIS, TN 38174	NONE		DONATION FOR MISSION EFFORTS	50,000.
LETS INNOVATE THROUGH EDUCATION 3618 WALKER AVE MEMPHIS, TN 38111	NONE		DONATION FOR GENERAL SUPPORT	30,000.
MEMPHIS BOTANIC GARDEN FOUNDATION, INC. 750 CHERRY ROAD MEMPHIS, TN 38117	NONE		DONATION FOR OPERATING SUPPORT	1,000.
MEMPHIS CHILD ADVOCACY CENTER 1085 POPLAR AVENUE MEMPHIS, TN 38105	NONE		DONATION FOR PREVENTION AND PUBLIC AWARENESS PROGRAM	25,000.
MEMPHIS DELTA PREPARATORY CHARTER SCHOOL INC. 1299 E MCLEMORE AVE MEMPHIS, TN 38106	NONE		DONATION FOR GENERAL OPERATIONS	31,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEMPHIS DENTAL SOCIETY CHARITABLE FUND INC. 6250 POPLAR AVE MEMPHIS, TN 38119	NONE		DONATION FOR GENERAL FUNDS	10,000.
MEMPHIS MUSEUMS, INC. 3050 CENTRAL AVENUE MEMPHIS, TN 38111	NONE		DONATION FOR CAPITAL AND GENERAL FUNDS	75,000.
MEMPHIS TEACHER RESIDENCY INC. 2181 UNION AVE MEMPHIS, TN 38104	NONE		DONATION FOR RESIDENCY PROGRAM	25,000.
MEMPHIS THEOLOGICAL SEMINARY 168 EAST PARKWAY MEMPHIS, TN 38104	NONE		DONATION FOR SCHOLARSHIPS	15,000.
MEMPHIS UNIVERSITY SCHOOL 6191 PARK AVENUE MEMPHIS, TN 38119	NONE		DONATION FOR WILSON SOCIETY	4,050.
MEMPHIS ZOO INC. 2000 PRENTISS PLACE MEMPHIS, TN 38112	NONE		DONATION FOR GENERAL OPERATIONS	500.
METHODIST HEALTHCARE FOUNDATION 1211 UNION AVENUE #450 MEMPHIS, TN 38104	NONE		DONATION FOR FAITH AND HEALTH PROGRAMS	31,000.
MIFA-METROPOLITAN INTERFAITH ASSOCIATION 910 VANCE AVE MEMPHIS, TN 38126	NONE		DONATION FOR GENERAL OPERATING SUPPORT	10,000.
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY STREET MEMPHIS, TN 38103	NONE		DONATION FOR ANNUAL FUND	1,910.
NEIGHBORHOOD CHRISTIAN CENTERS INC 785 JACKSON AVE MEMPHIS, TN 38107	NONE		DONATION TO MISSION FUNDS	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW MEMPHIS INSTITUTE 22 N FRONT STREET STE 160 MEMPHIS, TN 38103	NONE		DONATION TO SCHOLARSHIP FUND	25,000.
NEXUS LEADERS, INC. 4055 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION TO OPERATING FUND	5,000.
PORTER LEATH HOME 868 N MANASSAS ST MEMPHIS, TN 38107	NONE		DONATION FOR CORNERSTONE AND EARLY HEAD START	30,000.
PRESTON TAYLOR MINISTRIES 4014 INDIANA AVE NASHVILLE, TN 37209	NONE		DONATION FOR GENERAL FUND	1,000.
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	NONE		DONATION FOR FINANCIAL AID AND SCHOLARSHIPS	25,000.
ROCKY MOUNTAIN DOWN SYNDROME ASSOCIATION INC. 3515 S TAMARAC DR. #320 DENVER, CO 80237	NONE		DONATION FOR GENERAL OPERATIONS	2,000.
THE SALVATION ARMY 696 JACKSON AVENUE MEMPHIS, TN 38105	NONE		DONATION FOR OPERATIONAL SUPPORT FOR WOMEN'S SHELTERES	5,000.
SECOND PRESBYTERIAN CHURCH 4055 POPLAR AVENUE MEMPHIS, TN 38111	NONE		DONATION FOR NEXUS AND FELLOWS PROGRAM	2,000.
SERVICE OVER SELF INCORPORATED 2505 POPLAR AVE MEMPHIS, TN 38112	NONE		DONATION TO SUPPORT URBAN YOUTH EMPOWERMENT INITIATIVES	20,000.
SHELBY FARMS PARK CONSERVANCY 500 NORTH PINE LAKE DRIVE MEMPHIS, TN 38134	NONE		DONATION FOR CAPITAL IMPROVEMENTS	26,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHELBY RESIDENTIAL AND VOCATIONAL SERVICES INC. 3971 KNIGHT ARNOLD ROAD MEMPHIS, TN 38118	NONE		DONATION FOR PROGRAM SUPPORT	10,000.
TEACH FOR AMERICA, INC. 175 TOYOTA PLAZA STE 350 MEMPHIS, TN 38103	NONE		DONATION TO MISSION FUNDS	25,000.
TENNESSEE AVIATION HALL OF FAME INC 395 DEVON CHASE HL UNIT 101 GALLATIN, TN 37066	NONE		DONATION FOR GENERAL FUNDS	1,000.
CHANDLER SCHOOL 2900 AUGUST STREET GREENVILLE, SC 29605	NONE		DONATION FOR SCHOOL OPERATIONS	1,000.
COLLEGE INITIATIVE 80 MONROE AVE #610 MEMPHIS, TN 38103	NONE		DONATION FOR PROGRAMS	10,000.
THE PHOENIX SOCIETY INC 1835 RW BERENDS DR. SW GRAND RAPIDS, MI 49519	NONE		DONATION FOR GENERAL SUPPORT	5,000.
THE SOULSVILLE CHARTER SCHOOL LLC 1115 COLLEGE ST MEMPHIS, TN 38106	NONE		DONATION FOR EDUCATION CONTINUUM	10,000.
UNIVERSITY OF MEMPHIS FOUNDATION 3720 ALUMNI AVE MEMPHIS, TN 38152	NONE		DONATION FOR SCHOLARSHIPS AND SCHOOL FUND	175,000.
TRUTH SEAKERS FELLOWSHIP 5390 ESTATE OFFICE DR #1 MEMPHIS, TN 38119	NONE		DONATION FOR OPERATIONAL EXPENSES	1,000.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37240	NONE		DONATION FOR GENERAL FUND	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VISIBLE MUSIC COLLEGE 1015 S COOPER STREET MEMPHIS, TN 38104	NONE		DONATION FOR PROGRAMS AND SCHOLARSHIPS	1,000.
VOLUNTEER ODYSSEY 88 UNION AVE MEMPHIS, TN 38103	NONE		DONATION FOR MISSION SUPPORT	25,000.
UNIVERSITY OF TENNESSEE WEST INSTITUTE FOR CANCER RESEARCH 100 NORTH HUMPHREYS BLVD MEMPHIS, TN 38120	NONE		DONATION TO CANCER RESEARCH AND WOMEN'S CENTER	100,000.
WOLF RIVER CONSERVANCY, INC. P.O. BOX 11031 MEMPHIS, TN 38111	NONE		DONATION TO CAPITAL CAMPAIGN	25,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
IRS INTEREST ON REFUND	1,586.	0.	1,586.
WILKEM N/R	53,643.	53,643.	53,643.
TOTAL TO PART I, LINE 3	55,229.	53,643.	55,229.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DTC PRIVATE EQUITY LP	5,507.	0.	5,507.	5,507.	5,507.
FIXED INCOME	203,537.	0.	203,537.	203,537.	203,537.
MAIN ACCT	5,216.	0.	5,216.	5,216.	5,216.
PALLADIAN PARTNERS VI LP	7,937.	0.	7,937.	7,937.	7,937.
PRESERVER LP	42,866.	0.	42,866.	42,866.	42,866.
WILSON FAMILY GLOBAL EQUITY	198,138.	0.	198,138.	198,138.	198,138.
WILSON FAMILY PRIVATE INVESTMENT FUND	22,706.	0.	22,706.	22,706.	22,706.
TO PART I, LINE 4	485,907.	0.	485,907.	485,907.	485,907.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS	1,956	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		1,956
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4).		1,956
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		1,956

COST OF GOODS SOLD

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

FORM 990-PF	OTHER INCOME	STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DTC PRIVATE EQUITY LP	<1,692.>	<1,692.>	<1,692.>
PALLADIAN PARTNERS VI LP	<25,790.>	<25,790.>	<25,790.>
WILSON FAMILY PRIVATE INVESTMENT FUND	35,459.	35,459.	35,459.
WILSON FAMILY GLOBAL EQUITY PRESERVER, LP	<201,888.>	<201,888.>	<201,888.>
HERITAGE LITIGATION PROCEEDS	<21,877.>	<21,877.>	<21,877.>
BROKERAGE FEES/REBATE	100,507.	100,507.	100,507.
	<62,944.>	<62,944.>	<62,944.>
TOTAL TO FORM 990-PF, PART I, LINE 11	<178,225.>	<178,225.>	<178,225.>

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	10,785.	5,393.	0.	5,392.	
TAX PREP FEES	6,000.	3,000.	0.	3,000.	
TO FORM 990-PF, PG 1, LN 16B	16,785.	8,393.	0.	8,392.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PC SUPPORT	7,200.	3,600.	0.	3,600.
PROFESSIONAL FEES	903.	451.	0.	452.
TO FORM 990-PF, PG 1, LN 16C	8,103.	4,051.	0.	4,052.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	12,173.	12,173.	0.	0.	
LICENSES/FEES	330.	165.	0.	165.	
PAYROLL TAXES	9,689.	0.	0.	9,689.	
PROPERTY TAXES	131.	66.	0.	65.	
FRANCHISE TAXES ON BEHALF OF WHOLLY OWNED SUB	1,414.	1,414.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	23,737.	13,818.	0.	9,919.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
UTILITIES	6,981.	0.	0.	6,981.	
MAINTENANCE & REPAIRS	19,079.	0.	0.	19,079.	
MISCELLANEOUS	111.	0.	0.	111.	
INSURANCE	4,209.	0.	0.	4,209.	
POSTAGE	49.	0.	0.	49.	
DUES/SUBSCRIPTIONS	2,731.	0.	0.	2,731.	
OFFICE SUPPLIES	1,556.	0.	0.	1,556.	
EMPLOYEE EDUCATION	2,140.	0.	0.	2,140.	
PROGRAM EXPENSES	21,693.	0.	0.	21,693.	
TO FORM 990-PF, PG 1, LN 23	58,549.	0.	0.	58,549.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION	AMOUNT		
TAX EXEMPT INTEREST FROM PASSTHROUGHS	13,324.		
UNREALIZED GAINS & LOSSES ON INVESTMENTS CARRIED AT MARKET VALUE	2,417,237.		
TAX REFUND RECLASS	86,779.		
TOTAL TO FORM 990-PF, PART III, LINE 3	2,517,340.		

TI - SECURITY SYSTEM	523.	342.	181.
OUTDOOR FURNITURE	663.	559.	104.
OFFICE CONFERENCE CHAIRS	4,863.	4,103.	760.
CONTEMPORARY CONFERENCE TABLE	7,715.	6,511.	1,204.
OLD HOLIDAY INN CONFERENCE TABLE	552.	380.	172.
FABRIC FOR CURTAINS	226.	191.	35.
CURTAINS/SINK SKIRTS	3,669.	3,096.	573.
INTERIOR SIGNS - 1027 CHERRY ROAD	486.	411.	75.
NETGEAR READY/SONIC WALL/ROUTER	2,892.	2,643.	249.
TV/VIDEO/AUDIO	13,535.	12,365.	1,170.
INTERIOR SIGNS	1,125.	879.	246.
DELL LATITUDE 5470 - CARRIE BURKE	1,673.	1,272.	401.
TOTAL TO FM 990-PF, PART II, LN 14	96,352.	57,303.	39,049.

FORM 990-PF

OTHER ASSETS

STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MINIATURE HOLIDAY INN SIGN	11,750.	11,750.	11,750.
BRONZE SCULPTURE	2,050.	2,050.	2,050.
DUE FROM BROKER	4,273,544.	1,284.	1,284.
OUTSTANDING CHECKS	0.	<110,155.>	<110,155.>
TO FORM 990-PF, PART II, LINE 15	4,287,344.	<95,071.>	<95,071.>

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

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

GENERAL EXPLANATION

STATEMENT 15

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

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

EXPLANATION:

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

NAME: WILSON FOODS, INC.

ADDRESS: 8700 TRAIL LAKE DR W STE 300, MEMPHIS, TN 38125

EIN: 62-1374453

EXCESS BUSINESS HOLDING: NO

NAME: WILSON WORLD SUITES DALLAS, INC.

ADDRESS: 8700 TRAIL LAKE DR W STE 300, MEMPHIS, TN 38125

EIN: 62-1540787

EXCESS BUSINESS HOLDING: NO

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
12	COMPUTER EQUIPMENT	05/07/07	200DE	5.00		HY17	1,998.				1,998.	1,998.		0.	1,998.
36	MACBOOK PRO LAPTOP - LEE MORRIS	04/01/13	200DE	5.00		HY17	3,800.				3,800.	3,472.		219.	3,691.
37	DELL LATITUDE LAPTOP - LAUREN YOUNG	04/01/13	200DE	5.00		HY17	2,912.				2,912.	2,661.		168.	2,829.
48	LANDSCAPE 1027 CHERRY ROAD	10/30/14	150DE	15.00		HY17	1,952.				1,952.	1,201.		75.	1,276.
49	TENANT IMPROVEMENTS 1027 CHERRY ROAD	09/02/14	150DE	15.00		HY17	47,571.				47,571.	10,965.		3,663.	14,628.
50	TI - ELEC OUTLETS LMORRIS WORKSPACE	12/03/14	150DE	15.00		HY17	197.				197.	121.		8.	129.
51	TI - SECURITY SYSTEM	09/03/14	150DE	15.00		HY17	523.				523.	322.		20.	342.
52	OUTDOOR FURNITURE	09/23/14	200DE	7.00		HY17	663.				663.	518.		41.	559.
53	OFFICE CONFERENCE CHAIRS	08/27/14	200DE	7.00		HY17	4,863.				4,863.	3,799.		304.	4,103.
54	CONTEMPORARY CONFERENCE TABLE	09/12/14	200DE	7.00		HY17	7,715.				7,715.	6,029.		482.	6,511.
55	OLD HOLIDAY INN CONFERENCE TABLE	09/04/14	200DE	7.00		HY17	552.				552.	311.		69.	380.
56	FABRIC FOR CURTAINS	09/02/14	200DE	7.00		HY17	226.				226.	177.		14.	191.
57	CURTAINS/SINK SKIRTS	09/08/14	200DE	7.00		HY17	3,669.				3,669.	2,867.		229.	3,096.
58	INTERIOR SIGNS - 1027 CHERRY ROAD	12/19/14	200DE	7.00		HY17	486.				486.	381.		30.	411.
59	NETGEAR READY/SONIC WALL/ROUTER	10/15/14	200DE	5.00		HY17	2,892.				2,892.	2,476.		167.	2,643.
60	TV/VIDEO/AUDIO	09/16/14	200DE	5.00		HY17	13,535.				13,535.	11,585.		780.	12,365.
71	INTERIOR SIGNS	01/14/15	200DE	7.00		HY17	1,125.				1,125.	781.		98.	879.
82	DELL LATITUDE 5470 - CARRIE BURKE	07/15/16	200DE	5.00		HY17	1,673.				1,673.	1,004.		268.	1,272.

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(D) - Asset disposed

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

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[illegible]

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

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
UNRELATED BUSINESS TAXABLE INCOME REPORTED ON 990-T NONDEDUCTIBLES	3,772. 18,403.
TOTAL TO FORM 990-PF, PART III, LINE 5	22,175.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT-CENTENNIAL ABSOLUTE RETURN FUND LP	COST	4,853.	4,853.
INVESTMENT-DTC PRIVATE EQUITY, LP	COST	85,319.	85,319.
INVESTMENT-FIXED INCOME	COST	7,740,203.	7,740,203.
INVESTMENT-MAIN ACCOUNT	COST	410,312.	410,312.
INVESTMENT-PALLADIAN PARTNERS VI LP	COST	635,104.	635,104.
INVESTMENT-TITAN GEO	COST	4,250,266.	4,250,266.
INVESTMENT-WILSON FAMILY GLOBAL EQUITY	COST	15,964,715.	15,964,715.
INVESTMENT-WILSON FAMILY PRIVATE INV FUND	COST	1,301,204.	1,301,204.
INVESTMENT-WILSON WORLD SUITES DALLAS	COST	500,000.	500,000.
INVESTMENT-PRESERVER LP	COST	1,615,083.	1,615,083.
INVESTMENT-MAGNITUDE INTERNATIONAL	COST	5,290,630.	5,290,630.
TOTAL TO FORM 990-PF, PART II, LINE 13		37,797,689.	37,797,689.
