2949132701215 9

EXTENDED TO NOVEMBER 15, 2019

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation: FORMANEK FOUNDATION

A Employer identification number: 26-1565007

Number and street (or P O box number if mail is not delivered to street address): 6075 POPLAR AVE., SUITE 726 — Room/suite: 726

B Telephone number: 901-797-9500

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 24,564,591.

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

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

6 04 3/4

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			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	13,176.	13,176.		STATEMENT 1
4 Dividends and interest from securities	1,315,212.	1,315,212.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,140,012.			
b Gross sales price for all assets on line 6a 1,290,180.				
7 Capital gain net income (from Part IV, line 2)		1,140,012.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	<461,386.>	<461,386.>		STATEMENT 3
12 **Total.** Add lines 1 through 11	2,007,014.	2,007,014.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 4	123,192.	123,192.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	421,650.	421,650.		0.
24 **Total operating and administrative expenses** Add lines 13 through 23	544,842.	544,842.		0.
25 Contributions, gifts, grants paid	1,561,050.			1,561,050.
26 **Total expenses and disbursements** Add lines 24 and 25	2,105,892.	544,842.		1,561,050.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<98,878.>			
b **Net investment income** (if negative, enter -0-)		1,462,172.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
NOV 19 2019
C333 IRS-OSC
OGDEN, UT

SCANNED DEC 19 2019

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	477,430.	205,536.	205,536.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S. and state government obligations			
	b Investments - corporate stock STMT 7	1,632,856.	717,593.	808,690.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	22,623,919.	23,550,365.	23,550,365.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	24,734,205.	24,473,494.	24,564,591.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	12,924,773.	12,924,773.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	11,809,432.	11,548,721.	
	30 **Total net assets or fund balances**	24,734,205.	24,473,494.	
	31 **Total liabilities and net assets/fund balances**	24,734,205.	24,473,494.	

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	24,734,205.
2	Enter amount from Part I, line 27a	2	<98,878.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,635,327.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	161,833.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,473,494.

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 STATEMENTS			
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	1,290,180.		916,940.	1,140,012.

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				1,140,012.

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 — 1,140,012.

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

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

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

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

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

If "Yes," the foundation 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))
2017	1,028,400.	25,677,162.	.040051
2016	846,920.	21,190,272.	.039967
2015	703,350.	18,755,033.	.037502
2014	1,502,477.	19,585,699.	.076713
2013	866,977.	17,511,039.	.049510

2	**Total** of line 1, column (d)	2	.243743
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	.048749
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	25,344,564.
5	Multiply line 4 by line 3	5	1,235,522.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,622.
7	Add lines 5 and 6	7	1,250,144.
8	Enter qualifying distributions from Part XII, line 4	8	1,561,050.

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.

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	14,622.
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	14,622.
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	14,622.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 0.		
b	Exempt foreign organizations - tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 25,000.		
d	Backup withholding erroneously withheld — 6d: 0.		
7	Total credits and payments. Add lines 6a through 6d	7	25,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	601.
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	9,777.
11	Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶ 9,777. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

2

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

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

Website address ▶ N/A

14 The books are in care of ▶ PETER R. FORMANEK Telephone no. ▶ 901-797-9500

Located at ▶ 6075 POPLAR AVE., SUITE 726, MEMPHIS, TN ZIP+4 ▶ 38119

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year, did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No			

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
PETER R. FORMANEK 6075 POPLAR AVE, SUITE 726 MEMPHIS, TN 38117	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
WALTER W. ROTCHILD 6075 POPLAR AVE, SUITE 726 MEMPHIS, TN 38117	SECRETARY-TREASURER/DIRECT 0.00	0.	0.	0.
MIKE HOWARD 6075 POPLAR AVE, SUITE 726 MEMPHIS, TN 38117	DIRECTOR 0.00	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
NONE				

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

Form **990-PF** (2018)

823561 12-11-18

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	1,912,273.
b	Average of monthly cash balances	1b	267,884.
c	Fair market value of all other assets	1c	23,550,365.
d	**Total** (add lines 1a, b, and c)	1d	25,730,522.
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	25,730,522.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	385,958.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,344,564.
6	**Minimum investment return.** Enter 5% of line 5	6	1,267,228.

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	1,267,228.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	14,622.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	14,622.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,252,606.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,252,606.
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	1,252,606.

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	1,561,050.
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	1,561,050.
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	14,622.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,546,428.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,252,606.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			177,238.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 1,561,050.				
a Applied to 2017, but not more than line 2a			177,238.	
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 2018 distributable amount				1,252,606.
e Remaining amount distributed out of corpus	131,206.			
5 Excess distributions carryover applied to 2018 (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	131,206.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	131,206.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018 131,206.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

PETER R. FORMANEK, (901)797-9500
6075 POPLAR AVENUE, SUITE 726, MEMPHIS, TN 38119

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				
ARTS MEMPHIS 119 S. MAIN ST., STE. 500 MEMPHIS, TN 38103	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT AND PROMOTE THE ARTS IN MEMPHIS, TN	5,000.
ASHOKA 1700 N. MOORE ST., STE. 2000 ARLINGTON, VA 22209	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT PEOPLE AND IDEAS THAT HAVE THE BEST CHANCE OF SOLVING SOCIAL PROBLEMS	5,000.
BALLET MEMPHIS 7950 TRINITY RD. CORDOVA, TN 38018	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT AND PROMOTE THE ARTS IN MEMPHIS, TN	5,000.
BOYS & GIRLS CLUB OF GREATER MEMPHIS 44 S. REMBERT ST. MEMPHIS, TN 38104	NONE	501(C)(3)	GENERAL CHARITABLE - TO REACH OUT TO AT-RISK YOUTH IN MEMPHIS	13,000.
BOYS SCOUTS OF AMERICA - CHICKASAW COUNCIL 171 S. HOLLYWOOD MEMPHIS, TN 38112	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT THE VALUES OF SCOUTING IN THE TRI-STATE AREA	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,561,050.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					13,176.
4 Dividends and interest from securities					1,315,212.
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					<461,386.>
8 Gain or (loss) from sales of assets other than inventory					1,140,012.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	2,007,014.

13 **Total** Add line 12, columns (b), (d), and (e) 13 2,007,014.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NONE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Peter P. Formanek — 11-12-19 — President

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOYCE H. SEALAND	Joyce H Sealand	11-12-19		P01470355

Firm's name ▶ SEALAND LAW FIRM — Firm's EIN ▶ 82-2691641

Firm's address ▶ 2120 ABERGELDIE DR MEMPHIS, TN 38119 — Phone no. 901-603-6114

Form **990-PF** (2018)

823622 12-11-18

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	50 SHARES ALPHABET INC	D	06/13/17	11/08/18
b	50 SHARES ALPHABET INC	D	06/13/17	11/08/18
c	1800 SHARES JPMORGAN CHASE & CO	D	12/16/16	11/08/18
d	3320 SHARES SCHLUMBERGER LTD	D	12/16/16	05/22/18
e	3500 SHARES SCHLUMBERGER LTD	D	04/05/16	08/28/18
f	51 SHARES SCHLUMBERGER LTD	D	04/05/16	11/08/18
g	5000 SHARES EL PASO ENERGY CAP TR I	P	09/24/02	11/08/18
h	4000 SHARES SCHLUMBERGER LTD	P	02/16/93	11/08/18
i	2000 SHARES BUCKEYE PARTNERS	P	12/06/90	11/08/18
j	EGERTON INVESTMENT PARTNERS	P		
k	EGERTON INVESTMENT PARTNERS	P		
l	LONE CASCADE L.P. #12341	P		
m	LONE CASCADE L.P. #12341	P		
n	LONE TAMERACK L.P. #20039			
o	LONE TAMERACK L.P. #20039			

	(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	53,954.		47,602.	6,352.
b	54,610.		48,498.	6,112.
c	202,066.		152,892.	49,174.
d	247,976.		283,860.	<35,884.>
e	229,178.		252,420.	<23,242.>
f	2,663.		3,678.	<1,015.>
g	224,297.		68,865.	155,432.
h	208,823.		51,700.	157,123.
i	66,613.		7,425.	59,188.
j				3,936.
k				134,370.
l				<1,417.>
m				72,507.
n				<120,819.>
o				139,463.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				6,352.
b				6,112.
c				49,174.
d				<35,884.>
e				<23,242.>
f				<1,015.>
g				155,432.
h				157,123.
i				59,188.
j				3,936.
k				134,370.
l				<1,417.>
m				72,507.
n				<120,819.>
o				139,463.

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	
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	

823591
04-01-18

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	RENAISSANCE INSTITUTIONAL DIVERSIFIED ALPHA FD LL			
b	RENAISSANCE INSTITUTIONAL DIVERSIFIED ALPHA FD LL			
c	RENAISSANCE INSTITUTIONAL EQUITIES FD LLC			
d	RENAISSANCE INSTITUTIONAL EQUITIES FD LLC			
e	BROOKDALE GLOBAL OPPORTUNITY			
f	BROOKDALE GLOBAL OPPORTUNITY			
g				
h				
i				
j				
k				
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				<270,882.>
b				208,875.
c				<315,003.>
d				373,497.
e				44,112.
f				498,133.
g				
h				
i				
j				
k				
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				<270,882.>
b				208,875.
c				<315,003.>
d				373,497.
e				44,112.
f				498,133.
g				
h				
i				
j				
k				
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	1,140,012.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

823591
04-01-18

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALVARY CHRISTIAN SCHOOL 7556 OLD MOON RD. COLUMBUS, GA 31909	NONE	501(C)(3)	EDUCATION - TO SUPPORT A STRONG ACADEMIC EXPERIENCE COUPLED WITH RELIGIOUS TRAINING	10,000.
CHAPLAIN USA 600 FISK AVE., STE. 125 BROWNWOOD, TX 76801	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT THE POLICY CHAPLAINCY PROGRAMS FOR POLICE OFFICERS	100.
CHILD RELIEF INTERNATIONAL 58 COMMONWEALTH AVE. BOSTON, MA 02116	NONE	501(C)(3)	MEDICAL - TO PROVIDE HEALTH CARE IN SUB-SAHARAN AFRICA	150,000.
CHURCH HEALTH CENTER 1350 CONCOURSE AVE. MEMPHIS, TN 38104	NONE	501(C)(3)	MEDICAL - TO PROVIDE HEALTHCARE TO THE UNDERINSURED WORKING PEOPLE	100,000.
CORE KNOWLEDGE FOUNDATION 801 E. HIGH ST. CHARLOTTESVILLE, VA 22902	NONE	501(C)(3)	EDUCATION - TO SUPPORT EXCELLENCE IN EDUCATION FOR ALL STUDENTS	25,000.
DIXON GALLERY & GARDENS 4339 PARK AVE. MEMPHIS, TN 38117	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT AND PROMOTE THE ARTS IN MEMPHIS, TN GENERAL CHARITABLE	7,500.
DOCTORS WITHOUT BORDERS 333 7TH AVE. NEW YORK, NY 10001	NONE	501(C)(3)	MEDICAL - TO SUPPORT HEALTH CARE IN THIRD WORLD COUNTRIES	5,000.
DOROTHY DAY HOUSE 1429 POPLAR AVE. MEMPHIS, TN 38104	NONE	501(C)(3)	GENERAL CHARITABLE - TO HELP KEEP HOMELESS FAMILIES TOGETHER IN A SAFE ENVIRONMENT	5,000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE CENTER MONTGOMERY, AL 36104	NONE	501(C)(3)	GENERAL CHARITABLE - TO PROMOTE EQUAL ACCESS TO JUSTICE	25,000.
FACING HISTORY AND OURSELVES 650 E. PARKWAY S. MEMPHIS, TN 38104	NONE	501(C)(3)	EDUCATION - TO SUPPORT THE IDEA THAT STUDENTS CAN LEARN FROM HISTORY TO ADDRESS SIMILAR ISSUES THEY MAY FACE	20,000.
Total from continuation sheets				1,531,050.

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
GERMANTOWN PERFORMING ARTS CENTER 1801 EXETER RD. GERMANTOWN, TN 38138	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT AND PROMOTE THE ARTS IN GERMANTOWN, TN	1,000.
GIVE DIRECTLY P.O. BOX 3221 NEW YORK, NY 10008	NONE	501(C)(3)	GENERAL CHARITABLE - TO HELP THE EXTREME POOR	50,000.
IRIS ORCHESTRA 1692 LAWRENCE AVE. MEMPHIS, TN 38112	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT AND PROMOTE THE ARTS IN THE MID-SOUTH	100,000.
JIFF INC. 254 S. LAUDERDALE ST. MEMPHIS, TN 38126	NONE	501(C)(3)	GENERAL CHARITABLE - TO HELP REDUCE JUVENILE RECIDIVISM	25,000.
JOHNS HOPKINS UNIVERSITY 1550 ORLEANS ST., STE. 503 BALTIMORE, MD 21287	NONE	501(C)(3)	MEDICAL - TO SUPPORT MEDICAL RESEARCH FOR SCLERODERMA (RESTRICTED)	50,000.
JUST CITY 1325 AUTUMN AVE. MEMPHIS, TN 38104	NONE	501(C)(3)	GENERAL CHARITABLE - TO PAY CERTAIN EXPUNGEMENT FEES FOR THOSE WHO CANNOT AFFORD TO DO SO	63,050.
KETCHUM SUN VALLEY VOLUNTEER FIRE DEPT. P.O. BOX 1262 KETCHUM, ID 83340	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT THE OPERATION OF THE FIRE DEPARTMENT	250.
MAYO CLINIC 200 FIRST ST. SW ROCHESTER, MN 55905	NONE	501(C)(3)	MEDICAL - TO SUPPORT THE RESEARCH UNDER THE DIRECTION OF SANJEEV KAKAR, M.D. (RESTRICTED)	100,000.
MEMPHIS BOTANICAL GARDEN 750 CHERRY RD. MEMPHIS, TN 38117	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT ENVIRONMENTAL AWARENESS	5,000.
MEMPHIS COLLEGE OF ART 1930 POPLAR AVE. MEMPHIS, TN 38104	NONE	501(C)(3)	EDUCATION - TO PROVIDE SUPPORT FOR THE SCHOOL IN ITS FINAL YEARS	350,000.
Total from continuation sheets				

823631
04-01-18

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 CRISIS CENTER P.O. BOX 40068 MEMPHIS, TN 38174	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT THE CRISIS HOTLINE SERVING MEMPHIS AND WEST TENNESSEE	250.
MEMPHIS INTERFAITH ASSOCIATION 910 VANCE AVE. MEMPHIS, TN 38126	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT THE PROGRAMS GEARED TOWARD THE VUNERABLE IN CRISIS	10,000.
MULTIPLE SCLEROSIS SOCIETY 5341 ESTATE OFFICE DR., STE 2 MEMPHIS, TN 38119	NONE	501(C)(3)	MEDICAL - MEDICAL RESEARCH OF MS	500.
OPERA MEMPHIS 4821 AMERICAN WAY, STE. 102 MEMPHIS, TN 38118	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT AND PROMOTED THE ARTS IN MEMPHIS, TN	5,000.
OPERATION FISTULA 401 CONGRESS AVE., SUITE 1540 AUSTIN, TX 78701	NONE	501(C)(3)	MEDICAL - TO FUND MEDICAL RESEARCH TO END OBSTETRIC FISTULA	50,000.
PHILLIPS ACADEMY ANDOVER 180 MAIN ST. ANDOVER, MA 01810	NONE	501(C)(3)	EDUCATION - TO SUPPORT THE OPERATION OF THE SCHOOL	5,000.
REACH MEMPHIS 4646 POPLAR AVE., STE.327 MEMPHIS, TN 38117	NONE	501(C)(3)	EDUCATION - TO HELP HIGH-ACHIEVING STUDENTS IN SHELBY COUNTY REACH THEIR FULL POTENTIAL BY	15,000.
SHELBY FARMS PARK CONSERVANCY 6489 MULLINS STATION RD. BARTLETT, TN 38134	NONE	501(C)(3)	GENERAL CHARITABLE - TO MAINTAIN AND CONSERVE THE PARK AND ITS RESOURCES	251,000.
ST. MARY'S PARISH SOUP KITCHEN 155 MARKET ST. MEMPHIS, TN 38105	NONE	501(C)(3)	GENERAL CHARITABLE - TO PROVIDE FOOD FOR THE POOR, HOMELESS, AND LESS FORTUNATE	20,000.
SUN VALLEY CENTER FOR THE ARTS 191 5TH ST. E. KETCHUM, ID 83340	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT AND PROMOTE THE ARTS IN SUN VALLEY, ID	2,500.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SUN VALLEY SUMMER SYMPHONY 120 N. SECOND AVE. KETCHUM, ID 83340	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT AND PROMOTE THE ARTS IN SUN VALLEY, ID	2,500.
TEACH FOR AMERICA P.O. BOX 398587 SAN FRANCISCO, CA 94139	NONE	501(C)(3)	EDUCATION - TO REACH CHILDREN IN CIRCUMSTANCES WHERE THEY ARE DENIED ACCESS TO EXCELLENT	50,000.
TENNESSEE SHAKESPHERE 2260 WEST ST. GERMANTOWN, TN 38138	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT AND PROMOTE THE ARTS IN MEMPHIS, TN	5,000.
THE HARPSWELL FOUNDATION P.O. BOX 163 CONCORD, MA 01742	NONE	501(C)(3)	GENERAL CHARITABLE - TO PROVIDE HOUSING FOR FEMALE UNIVERSITY STUDENTS IN SOUTHEAST ASIA	5,000.
THE LEVITT SHELL 1928 POPLAR AVE. MEMPHIS, TN 38104	NONE	501(C)(3)	GENERAL CHARITABLE - TO PROVIDE FREE CONCERTS TO PROMOTE STRONGER COMMUNITY	5,000.
VILLAGE OF HOPE P.O. BOX 670394 DALLAS, TX 75367	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT TRANSITIONAL HOME FOR WOMEN AND CHILDREN	2,500.
WOOD RIVER YMCA 101 SADDLE RD. KETCHUM, ID 83340	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT PROGRAMS THAT BUILD STRONG KIDS, FAMILY, AND COMMUNITY	6,400.
WOODROW WILSON NATIONAL FELLOWSHIP 5 VAUGHN DR., STE. 300 PRINCETON , NJ 08540	NONE	501(C)(3)	EDUCATION - TO PROVIDE FELLOWSHIPS TO EMERGING LEADERS FOR BOTH ACADEMIC AND PUBLIC SERVICE	1,000.
YOUNG LIFE P.O. BOX 70065 PRESCOTT, AZ 86304	NONE	501(C)(3)	GENERAL CHARITABLE - TO SUPPORT THE NONDENOMINATIONAL EFFORTS TO INTRODUCE ADOLESCENTS TO JESUS	2,500.
Total from continuation sheets				

823631
04-01-18

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - REACH MEMPHIS

EDUCATION - TO HELP HIGH-ACHIEVING STUDENTS IN SHELBY COUNTY REACH THEIR FULL POTENTIAL BY RECEIVING EXCELLENT EDUCATION

NAME OF RECIPIENT - TEACH FOR AMERICA

EDUCATION - TO REACH CHILDREN IN CIRCUMSTANCES WHERE THEY ARE DENIED ACCESS TO EXCELLENT EDUCATION - TO HELP ALL CHILDREN REALIZE THEIR POTENTIAL

NAME OF RECIPIENT - YOUNG LIFE

GENERAL CHARITABLE - TO SUPPORT THE NONDENOMINATIONAL EFFORTS TO INTRODUCE ADOLESCENTS TO JESUS

GENERAL CHARITABLE - TO SUPPORT NONDENOMINATIONAL PROGRAMS THAT TEACH ADOLESCENTS ABOUT JESUS CHRIST

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
MERRILL LYNCH BANK INTEREST	13,176.	13,176.	
TOTAL TO PART I, LINE 3	13,176.	13,176.	

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
BROOKDALE GLOBAL OPPORTUNITY-DIVIDE DS	912,691.	0.	912,691.	912,691.	
BROOKDALE GLOBAL OPPORTUNITY-INTERE T	1,374.	0.	1,374.	1,374.	
BROOKDALE GLOBAL OPPORTUNITY-OTHER PORT.	122.	0.	122.	122.	
BUCKEYE PARTNERS-DIVIDENDS	113.	0.	113.	113.	
BUCKEYE PARTNERS-INTEREST	289.	0.	289.	289.	
LONE CASCADE, L.P.#12341-DIVIDEN S	8,669.	0.	8,669.	8,669.	
LONE CASCADE, L.P.#12341-INTERES	323.	0.	323.	323.	
LONE TAMARACK L.P.#20039-DIVIDEN S	32,466.	0.	32,466.	32,466.	
MERRILL LYNCH-DIVIDENDS	35,096.	0.	35,096.	35,096.	
RENAISSANCE INST. DIVERSIFIED-DIVIDE DS	106,265.	0.	106,265.	106,265.	
RENAISSANCE INST. DIVERSIFIED-INTERE T	57,153.	0.	57,153.	57,153.	
RENAISSANCE INST. EQUITIES-DIVIDENDS	153,444.	0.	153,444.	153,444.	
RENAISSANCE INST. EQUITIES-INTEREST	7,207.	0.	7,207.	7,207.	
	1,315,212.	0.	1,315,212.	1,315,212.	

TO PART I, LINE 4

FORM 990-PF	OTHER INCOME	STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BUCKEYE PARTNERS	2,109.	2,109.	
BROOKDALE GLOBAL OPPORTUNITY	<349,237.>	<349,237.>	
EGERTON INVESTMENT PARTNERS	187,073.	187,073.	
RENAISSANCE INST DIVERSIFIED ALPHA	<134,362.>	<134,362.>	
LONE TAMARACK, L.P. #20039	<19,327.>	<19,327.>	
LONE CASCADE, L.P. #12341	<16,205.>	<16,205.>	
RENAISSANCE INSTITUTIONAL EQUITY	<131,437.>	<131,437.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<461,386.>	<461,386.>	

FORM 990-PF	TAXES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	64,116.	64,116.		0.
US TREASURY	59,076.	59,076.		0.
TO FORM 990-PF, PG 1, LN 18	123,192.	123,192.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROOKDALE GLOBAL OPP. PARTNERS INV INT EXP	327,702.	327,702.		0.
WIRE TRANSFER FEES	30.	30.		0.
RENAISSANCE INST. DIVERSIFIED ALPHA -INV INT EXP	31,349.	31,349.		0.
RENAISSANCE INST. EQUITIES INV INT EXP	16,858.	16,858.		0.
LONE TAMARACK, L.P. #20039-INV. INT. EXP.	45,543.	45,543.		0.

EGERTON INVESTMENT PARTNERS - INV INT.	148.	148.		0.
TN ANNUAL REPORT	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	421,650.	421,650.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
UNREALIZED GAIN	91,097.
UNCASHED CONTRIBUTION	5,000.
PPA	65,736.
TOTAL TO FORM 990-PF, PART III, LINE 5	161,833.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	717,593.	808,690.
TOTAL TO FORM 990-PF, PART II, LINE 10B	717,593.	808,690.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS	FMV	23,550,365.	23,550,365.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,550,365.	23,550,365.