

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](http://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 <b>J.R. HYDE III FAMILY FOUNDATION</b>		A Employer identification number <b>62-1512725</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>17 WEST PONTOTOC AVENUE, SUITE 100</b>	Room/suite	B Telephone number <b>9016853416</b>
City or town, state or province, country, and ZIP or foreign postal code <b>MEMPHIS, TN 38103</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>180,130,373.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part II 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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		186,327.	186,327.		STATEMENT 2
4 Dividends and interest from securities		1,272,637.	1,269,119.		STATEMENT 3
5a. Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,345,787.			STATEMENT 1
b Gross sales price for all assets on line 6a <b>11,825,068.</b>					
7 Capital gain net income (from Part IV, line 2)			6,338,403.		
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		165,056.	229,919.		STATEMENT 4
12 Total. Add lines 1 through 11		7,969,807.	8,023,768.		
13 Compensation of officers, directors, trustees, etc.		319,543.	0.		319,543.
14 Other employee salaries and wages		900,710.	0.		900,710.
15 Pension plans, employee benefits		127,413.	0.		127,413.
16a Legal fees STMT 5		36,604.	0.		36,604.
b Accounting fees STMT 6		19,595.	17,195.		0.
c Other professional fees STMT 7		227,724.	0.		227,724.
17 Interest		43,838.	43,838.		0.
18 Taxes STMT 8		241,325.	109,859.		73,101.
19 Depreciation and depletion		58,705.	113.		
20 Occupancy		107,395.	0.		107,395.
21 Travel, conferences, and meetings		32,934.	0.		32,934.
22 Printing and publications					
23 Other expenses STMT 9		956,865.	778,193.		164,536.
24 Total operating and administrative expenses. Add lines 13 through 23		3,072,651.	949,198.		1,989,960.
25 Contributions, gifts, grants paid		17,000,778.			17,000,778.
26 Total expenses and disbursements. Add lines 24 and 25		20,073,429.	949,198.		18,990,738.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-12,103,622.			
b Net investment income (if negative, enter -0-)			7,074,570.		
c Adjusted net income (if negative, enter -0-)				N/A	

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	526,174.	1,219,238.	1,219,238.
	2 Savings and temporary cash investments	12,472,765.	6,068,471.	6,068,471.
	3 Accounts receivable ▶ 3,184,778.			
	Less: allowance for doubtful accounts ▶	4,702,611.	3,184,778.	3,184,778.
	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 STMT 11 ▶ 8,052,260.			
	Less: allowance for doubtful accounts ▶ 0.	7,600,000.	8,052,260.	8,052,260.
	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 12	1,031,880.	658,662.	706,367.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	119,490,442.	157,695,524.	159,419,306.
	14 Land, buildings, and equipment: basis ▶ 2,368,549.			
	Less: accumulated depreciation ▶ 909,429.	1,498,665.	1,459,120.	1,459,120.
	15 Other assets (describe ▶ HUNT-PHELAN HOME AS)	20,833.	20,833.	20,833.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	147,343,370.	178,358,886.	180,130,373.
	17 Accounts payable and accrued expenses	3,571.	4,670.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	2,550,000.		
	21 Mortgages and other notes payable	4,000,000.	4,000,000.	STATEMENT 14
	22 Other liabilities (describe ▶)	0.	0.	
	23 Total liabilities (add lines 17 through 22)	6,553,571.	4,004,670.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	140,789,799.	174,354,216.	
	30 Total net assets or fund balances	140,789,799.	174,354,216.	
	31 Total liabilities and net assets/fund balances	147,343,370.	178,358,886.	

## 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	140,789,799.
2 Enter amount from Part I, line 27a	2	-12,103,622.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	45,668,041.
4 Add lines 1, 2, and 3	4	174,354,218.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	174,354,216.

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**Part IV Capital Gains and Losses for Tax on Investment Income****SEE ATTACHED STATEMENTS**

(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			
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	11,825,068.	5,486,665.	6,338,403.

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			6,338,403.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	6,338,403.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	23,438,551.	172,679,471.	.135734
2016	10,446,185.	157,872,452.	.066169
2015	8,594,358.	125,223,012.	.068632
2014	16,326,742.	98,965,616.	.164974
2013	11,733,277.	75,250,179.	.155924

2 Total of line 1, column (d)	2	.591433
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	.118287
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	165,924,913.
5 Multiply line 4 by line 3	5	19,626,760.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	70,746.
7 Add lines 5 and 6	7	19,697,506.
8 Enter qualifying distributions from Part XII, line 4	8	18,990,738.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	141,491.
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	141,491.
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	141,491.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	146,305.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	60,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	206,305.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	64,814.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 64,814. Refunded <input checked="" type="checkbox"/>	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
1b 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
1c 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. <u>TN</u>		
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 2018 or the tax year beginning in 2018? 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

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

- 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?

	Yes	No
11		X
12		X
13	X	

Website address **WWW.HYDEFUNDATION.ORG**

- 14 The books are in care of **CORIE RIVERS** Telephone no. **901-685-3416**  
 Located at **17 WEST PONTOTOC AVENUE, SUITE 100, MEMPHIS, TN** ZIP+4 **38103**

- 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

- 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?

	Yes	No
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.

- 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

☐ Yes ☒ No

☒ Yes ☐ No

☐ Yes ☒ No

☒ Yes ☐ No

☐ Yes ☒ No

☐ 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

1b ☐

- 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?

1b		X
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

- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

2b

- 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

- 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

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**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?

N/A

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

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

	Yes	No
5a		
5b		
6a		
6b		X
7a		
7b		

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

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

(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 16		319,543.	36,557.	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
LAUREN TAYLOR - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	SR. PROGRAM DIRECTOR	201,880.	27,807.	0.
HOLLY COLEMAN - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	PROGRAM DIRECTOR-EDUCATION	168,800.	7,011.	0.
KIMBERLY TOBIN - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	EXECUTIVE ASSISTANT	81,800.	22,551.	0.
LAUREN JENKINS - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	DIRECTOR-GRANTS MANAGEMENT	78,156.	22,219.	0.
RACHEL KNOX - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	PROGRAM OFFICER-AUTHENTIC ASSETS	78,800.	10,113.	0.

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

1

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
P3 CONSULTING, LLC - 401 CHURCH STREET, SUITE 2500, NASHVILLE, TN 37219	EDUCATION CONSULTANT	120,000.

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 NONE	
	0.
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 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
<b>Total.</b> Add lines 1 through 3	0.

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**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,130,527.
b	Average of monthly cash balances	1b	16,087,179.
c	Fair market value of all other assets	1c	151,233,982.
d	<b>Total</b> (add lines 1a, b, and c)	1d	168,451,688.
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	168,451,688.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,526,775.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	165,924,913.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	8,296,246.

**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	8,296,246.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	141,491.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	141,491.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,154,755.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,154,755.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,154,755.

**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	18,990,738.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	18,990,738.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	18,990,738.

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

Form 990-PF (2018)



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				8,154,755.
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2018:				
<b>a</b> From 2013				
<b>b</b> From 2014				
<b>c</b> From 2015	2,024,372.			
<b>d</b> From 2016	3,098,998.			
<b>e</b> From 2017	14,932,269.			
<b>f</b> Total of lines 3a through e	20,055,639.			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4: $\blacktriangleright$ \$ 18,990,738.				
<b>a</b> Applied to 2017, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2018 distributable amount				8,154,755.
<b>e</b> Remaining amount distributed out of corpus	10,835,983.			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	30,891,622.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	30,891,622.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2014				
<b>b</b> Excess from 2015	2,024,372.			
<b>c</b> Excess from 2016	3,098,998.			
<b>d</b> Excess from 2017	14,932,269.			
<b>e</b> Excess from 2018	10,835,983.			

**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)

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).)

**JOSEPH R. HYDE, III**

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.

**JOSEPH R. HYDE, III**

**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:

**LAUREN JENKINS, 901-685-3409**

**17 WEST PONTOTOC AVENUE, SUITE 200, MEMPHIS, TN 38103**

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

**ALL APPLICATIONS MUST BE SUBMITTED ONLINE AT: WWW.HYDEFUNDATION.ORG**

c Any submission deadlines:

**3/1, 6/1, 9/1, & 12/1; SEE THE WEBSITE AT WWW.HYDEFUNDATION.ORG**

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

**LIMITED TO 501(C)(3) ORGANIZATIONS PRIMARILY IN TN, WITH A STRONG EMPHASIS ON MEMPHIS. NO GRANTS ARE MADE TO INDIVIDUALS.**

**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				
PASS THRU-PALLADIAN PARTNERS 2001, LLC PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS 2001, LLC K-1.	1.
PASS THRU-PALLADIAN PARTNERS IV, LLC PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS IV, LLC K-1.	37.
PASS THRU-PALLADIAN PARTNERS V, LLC PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS V, LLC K-1.	265.
PASS THRU-PALLADIAN PARTNERS VIII-A, LP PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS FROM PALLADIAN PARTNERS VIII-A, LP K-1.	15.
PASS THRU-PITTCO DOMESTIC EQUITIES PORTFOLIO, LP PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PITTCO DOMESTIC EQUITIES PORTFOLIO, LP K-1.	31.
Total			SEE CONTINUATION SHEET(S)	17,000,778.
b Approved for future payment				
NONE				
Total				0.



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J.R. HYDE III 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	STCL-PALLADIAN PTRS V, LLC	P		
b	STCL-PALLADIAN PTRS 2001, LLC	P		
c	STCG-PALLADIAN PTRS VIII-A, LP	P		
d	STCG-PALLADIAN PTRS IV, LLC	P		
e	SEC 1256-PALLADIAN PTRS VIII-A, LP	P		
f	SEC 1231-PALLADIAN PTRS VIII-A, LP	P		
g	SEC 1231-PALLADIAN PTRS V, LLC	P		
h	SEC 1231-PALLADIAN PTRS IV, LLC	P		
i	SEC 1231-PALLADIAN PTRS 2001, LLC	P		
j	SEC 1231-GT REAL PROP HDGS II, LLC	P		
k	LTCL-PALLADIAN PTRS 2001, LLC	P		
l	LTCG-PALLADIAN PTRS VIII-A, LP	P		
m	LTCG-PALLADIAN PTRS V, LLC	P		
n	LTCG-PALLADIAN PTRS IV, LLC	P		
o	LTCGL-GT REAL PROP HDGS II, LLC	P		

(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		55.	-55.
b		1,081.	-1,081.
c	1,124.	132.	992.
d	217.	-43.	260.
e	1.		1.
f	4,571.		4,571.
g		12,813.	-12,813.
h		817.	-817.
i		3,815.	-3,815.
j	1,627.		1,627.
k		8,587.	-8,587.
l	50,791.	6,782.	44,009.
m	366,484.	180.	366,304.
n	44,886.	475.	44,411.
o		13,761.	-13,761.

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			-55.
b			-1,081.
c			992.
d			260.
e			1.
f			4,571.
g			-12,813.
h			-817.
i			-3,815.
j			1,627.
k			-8,587.
l			44,009.
m			366,304.
n			44,411.
o			-13,761.

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 }

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

2

3

J.R. HYDE III 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	STCL-PITTCO GLBL MACRO/CTA PORTFOLIO, LP	P		
b	LTCG-PITTCO GLBL MACRO/CTA PORTFOLIO, LP	P		
c	SEC 1256-PITTCO GLBL MACRO/CTA PORTFOLIO, LP	P		
d	LTCG-TIFF REALTY/RESOURCES III, LLC	P		
e	SEC 1231-TIFF REALTY/RESOURCES III, LLC	P		
f	STCG-PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	P		
g	LTCG-PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	P		
h	SEC 1231-PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	P		
i	SEC 1256-PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	P		
j	STCL-PITTCO EMERGING MARKETS PORTFOLIO, LP	P		
k	LTCG-PITTCO EMERGING MARKETS PORTFOLIO, LP	P		
l	SEC 1231-PITTCO EMERGING MARKETS PORTFOLIO, LP	P		
m	SEC 1256-PITTCO EMERGING MARKETS PORTFOLIO, LP	P		
n	STCG-PITTCO INTRNATL EQUITIES PORTFOLIO, LP	P		
o	LTCG-PITTCO INTRNATL EQUITIES PORTFOLIO, LP	P		

(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		136,181.	-136,181.
b		447.	-447.
c	389,025.		389,025.
d	107,612.		107,612.
e		17,253.	-17,253.
f	132,856.	1,085.	131,771.
g	1,543,030.	85.	1,542,945.
h		597.	-597.
i	3,546.		3,546.
j		34,910.	-34,910.
k	345,555.	1,335.	344,220.
l		31.	-31.
m	11,174.		11,174.
n	29,853.		29,853.
o	1,092,151.		1,092,151.

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			-136,181.
b			-447.
c			389,025.
d			107,612.
e			-17,253.
f			131,771.
g			1,542,945.
h			-597.
i			3,546.
j			-34,910.
k			344,220.
l			-31.
m			11,174.
n			29,853.
o			1,092,151.

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 }

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

2

3

J.R. HYDE III 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	SEC 1256-PITTCO INTRNATL EQUITIES PORTFOLIO, LP	P		
b	LTCG-SSM GROWTH EQTY GENRL PARTNERS I, LP	P		
c	LTCG-SSM PARTNERS GROWTH EQUITY I, LP	P		
d	LTCL-SSM VENTURE PARTNERS III, LP	P		
e	STCG-ALTIUS ASSOC PRIV EQTY FD II, LP	P		
f	LTCG-ALTIUS ASSOC PRIV EQTY FD II, LP	P		
g	SEC 1231-ALTIUS ASSOC PRIV EQTY FD II, LP	P		
h	SEC 1256-ALTIUS ASSOC PRIV EQTY FD II, LP	P		
i	STCG-ALTIUS ASSOC PRIVATE EQUITY FD, LP	P		
j	LTCG-ALTIUS ASSOC PRIVATE EQUITY FD, LP	P		
k	SEC 1231-ALTIUS ASSOC PRIVATE EQUITY FD, LP	P		
l	28,797.696 GOTHAM ABSOLUTE RETURN FD	P	01/21/14	12/27/18
m	MAGNETAR FUND OFFSHORE	P	VARIOUS	01/31/18
n	MAGNETAR FUND OFFSHORE	P	VARIOUS	09/21/18
o	MAGNETAR FUND OFFSHORE	P	VARIOUS	09/21/18

(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 1,475.			1,475.
b 3,713.			3,713.
c 18,308.			18,308.
d		4,290.	-4,290.
e 132.			132.
f 43,250.			43,250.
g 79.			79.
h 105.			105.
i 465.			465.
j 447,516.			447,516.
k		337.	-337.
l 399,978.		373,218.	26,760.
m 3,309.		2,659.	650.
n 364.		196.	168.
o 277.		145.	132.

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			1,475.
b			3,713.
c			18,308.
d			-4,290.
e			132.
f			43,250.
g			79.
h			105.
i			465.
j			447,516.
k			-337.
l			26,760.
m			650.
n			168.
o			132.

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 }

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

2

3



J.R. HYDE III 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	INVICTUS FUND OFFSHORE	P	05/09/17	04/27/18
b	INVICTUS FUND OFFSHORE	P	05/09/17	08/08/18
c	GT OFFSHORE FUND B	P	VARIOUS	05/31/18
d	GT OFFSHORE FUND A	P	VARIOUS	06/08/18
e	ST SALES-WELLS FARGO ACCT	P		
f	LT SALES-WELLS FARGO ACCT	P		
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 50,745.		46,973.	3,772.
b 66,321.		59,239.	7,082.
c 4,000,000.		2,948,646.	1,051,354.
d 2,500,000.		1,810,583.	689,417.
e 227.			227.
f 164,301.			164,301.
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			(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			3,772.
b			7,082.
c			1,051,354.
d			689,417.
e			227.
f			164,301.
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	6,338,403.
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

### **3 Grants and Contributions Paid During the Year (Continuation)**

**Total from continuation sheets**

## FORM 990-PF

## GAIN OR (LOSS) FROM SALE OF ASSETS

## STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
STCL-PALLADIAN PTRS V, LLC				PURCHASED		
	0.	55.	0.	0.		-55.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
STCL-PALLADIAN PTRS 2001, LLC				PURCHASED		
	0.	1,081.	0.	0.		-1,081.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
STCG-PALLADIAN PTRS VIII-A, LP				PURCHASED		
	1,124.	0.	0.	0.		1,124.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
STCG-PALLADIAN PTRS IV, LLC				PURCHASED		
	217.	0.	0.	0.		217.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
SEC 1256-PALLADIAN PTRS VIII-A, LP	1.	0.	0.		0.		1.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
SEC 1231-PALLADIAN PTRS VIII-A, LP	4,571.	0.	0.		0.		4,571.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
SEC 1231-PALLADIAN PTRS V, LLC	0.	12,813.	0.		0.		-12,813.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
SEC 1231-PALLADIAN PTRS IV, LLC	0.	817.	0.		0.		-817.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DEPREC.	DATE ACQUIRED	(F) GAIN OR LOSS	DATE SOLD
SEC 1231-PALLADIAN PTRS 2001, LLC	0.	3,815.	0.		0.		-3,815.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
SEC 1231-GT REAL PROP HDGS II, LLC	1,627.	0.	0.			1,627.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
LTCL-PALLADIAN PTRS 2001, LLC	0.	8,587.	0.			-8,587.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
LTCG-PALLADIAN PTRS VIII-A, LP	50,791.	0.	0.			50,791.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
LTCG-PALLADIAN PTRS V, LLC	366,484.	0.	0.			366,484.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
LTCG-PALLADIAN PTRS IV, LLC	44,886.	0.	0.			44,886.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCGL-GT REAL PROP HDGS II, LLC			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	13,228.	0.	0.	-13,228.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STCL-PITTCO GBL MACRO/CTA PORTFOLIO, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	136,181.	0.	0.	-136,181.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCG-PITTCO GBL MACRO/CTA PORTFOLIO, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	447.	0.	0.	-447.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1256-PITTCO GBL MACRO/CTA PORTFOLIO, LP			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
389,025.	0.	0.	0.	389,025.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCG-TIFF REALTY/RESOURCES III, LLC			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
107,612.	0.	0.	0.	107,612.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEC 1231-TIFF REALTY/RESOURCES III, LLC				PURCHASED		
	0.	17,253.	0.	0.	-17,253.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
STCG-PITTCO DOMESTIC EQUITIES PORTFOLIO, LP				PURCHASED		
	132,856.	0.	0.	0.	132,856.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
LTCG-PITTCO DOMESTIC EQUITIES PORTFOLIO, LP				PURCHASED		
	1,543,030.	0.	0.	0.	1,543,030.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEC 1231-PITTCO DOMESTIC EQUITIES PORTFOLIO, LP				PURCHASED		
	0.	597.	0.	0.	-597.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEC 1256-PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,546.	0.	0.	0.	3,546.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
STCL-PITTCO EMERGING MARKETS PORTFOLIO, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	38,090.	0.	0.	-38,090.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LTCG-PITTCO EMERGING MARKETS PORTFOLIO, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
345,555.	0.	0.	0.	345,555.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEC 1231-PITTCO EMERGING MARKETS PORTFOLIO, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	31.	0.	0.	-31.



(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1256-PITTCO EMERGING MARKETS PORTFOLIO, LP		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,174.	0.	0.	0.	11,174.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STCG-PITTCO INTRNATL EQUITIES PORTFOLIO, LP		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,853.	0.	0.	0.	29,853.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LTCG-PITTCO INTRNATL EQUITIES PORTFOLIO, LP		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,092,151.	0.	0.	0.	1,092,151.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEC 1256-PITTCO INTRNATL EQUITIES PORTFOLIO, LP		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,475.	0.	0.	0.	1,475.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LTCG-SSM GROWTH EQTY GENRL PARTNERS I, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,713.	0.	0.	0.	3,713.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LTCG-SSM PARTNERS GROWTH EQUITY I, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,308.	0.	0.	0.	18,308.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LTCL-SSM VENTURE PARTNERS III, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	4,290.	0.	0.	-4,290.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
STCG-ALTIUS ASSOC PRIV EQTY FD II, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
132.	0.	0.	0.	132.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LTCG-ALTIUS ASSOC PRIV EQTY FD II, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,250.	0.	0.	0.	43,250.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEC 1231-ALTIUS ASSOC PRIV EQTY FD II, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79.	0.	0.	0.	79.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEC 1256-ALTIUS ASSOC PRIV EQTY FD II, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
105.	0.	0.	0.	105.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
STCG-ALTIUS ASSOC PRIVATE EQUITY FD, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
465.	0.	0.	0.	465.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
LTCG-ALTIUS ASSOC PRIVATE EQUITY FD, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
447,516.	0.	0.	0.	447,516.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEC 1231-ALTIUS ASSOC PRIVATE EQUITY FD, LP	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	337.	0.	0.	-337.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
28,797.696 GOTHAM ABSOLUTE RETURN FD	399,978.	373,218.	0.	0.		12/27/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MAGNETAR FUND OFFSHORE	3,309.	2,659.	0.	0.		01/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MAGNETAR FUND OFFSHORE	364.	196.	0.	0.		09/21/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MAGNETAR FUND OFFSHORE	277.	145.	0.	0.		09/21/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
INVICTUS FUND OFFSHORE	50,745.	46,973.	0.	0.		04/27/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
INVICTUS FUND OFFSHORE	66,321.	59,239.	0.	0.	7,082.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GT OFFSHORE FUND B	4,000,000.	2,948,646.	0.	0.	1,051,354.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GT OFFSHORE FUND A	2,500,000.	1,810,583.	0.	0.	689,417.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ST SALES-WELLS FARGO ACCT	227.	0.	0.	0.	227.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LT SALES-WELLS FARGO ACCT	164,301.	0.	0.	0.	164,301.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

6,345,787.

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST TENNESSEE-INCOME	122,573.	122,573.	
GOLDMAN SACHS-INTEREST INCOME	63,754.	63,754.	
TOTAL TO PART I, LINE 3	186,327.	186,327.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALTIUS ASSOC PRIVATE EQTY FUND, II LP	8,149.	0.	8,149.	8,149.	
ALTIUS ASSOC PRIVATE EQUITY FD, LP	40,084.	0.	40,084.	40,084.	
ALTIUS ASSOC PRIVATE EQUITY FD, LP-TAX EXEMPT	715.	0.	715.		0.
GT REAL PROPERTY HOLDINGS II, LLC	372.	0.	372.		372.
MEMPHIS BIOWORKS-INTEREST PALLADIAN PARTNERS 2001, LLC	742.	0.	742.		742.
PALLADIAN PARTNERS IV, LLC	4,411.	0.	4,411.		4,411.
PALLADIAN PARTNERS IV, LLC-TAX EXEMPT	12.	0.	12.		0.
PALLADIAN PARTNERS IX, LP	32.	0.	32.		32.
PALLADIAN PARTNERS V, LLC	5,873.	0.	5,873.		5,873.
PALLADIAN PARTNERS VIII-A, LLC	8,317.	0.	8,317.		8,317.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	246,609.	0.	246,609.		246,609.

PITTCO DOMSTC EQT				
PRTFLIO LP-TAX				
EXEMPT	17.	0.	17.	0.
PITTCO EMERGING				
MARKETS PORTFOLIO,				
LP	212,055.	0.	212,055.	209,371.
PITTCO EMERGING				
MARKETS PORTFOLIO,				
LP-TAX EXEMPT	70.	0.	70.	0.
PITTCO GLOBAL				
MACRO/CTA				
PORTFOLIO, LP	68,529.	0.	68,529.	68,529.
PITTCO INTRNATL				
EQUITIES				
PORTFOLIO, LP	437,436.	0.	437,436.	437,436.
PITTCO INTRNATL				
EQUITIES				
PORTFOLIO, LP-TAX				
EXEMPT	20.	0.	20.	0.
SSM GROWTH EQUITY				
GENERAL PARTNERS				
I, LP	643.	0.	643.	643.
SSM PARTNERS				
GROWTH EQUITY I,				
LP	3,170.	0.	3,170.	3,170.
SSM VENTURE				
PARTNERS III, LP	203.	0.	203.	203.
TIFF REALTY &				
RESOURCES III, LLC	8,726.	0.	8,726.	8,726.
WELLS				
FARGO-INTEREST	156,293.	0.	156,293.	156,293.
TO PART I, LINE 4	1,272,637.	0.	1,272,637.	1,269,119.

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALTIUS ASSOC PRIVATE EQUITY FD, LP-ORDINARY INCOME	2,174.	-47.	
ALTIUS ASSOC PRIV EQUITY FD, LP-ROYALTIES, PORTFOLIO INCOME	20,204.	20,204.	
ALTIUS ASSOC PRIV EQUITY FD II, LP-ORDINARY INCOME (LOSS)	129.	-15.	
ALTIUS ASSOC PRIV EQUITY FD II, LP-ROYALTIES, PORTFOLIO INCOME	584.	584.	
GTRP HOLDINGS II, LLC-ORDINARY (LOSS)	-3,144.	-2,460.	
GTRP HOLDINGS II, LLC-OTHER INCOME	52.	52.	
PALLADIAN PARTNERS 2001, LLC-ORDINARY INCOME	4,480.	198.	
PALLADIAN PARTNERS 2001, LLC-ROYALTIES, PORTFOLIO INCOME	10,662.	10,662.	

PALLADIAN PARTNERS IV, LLC-ORDINARY INCOME	12,214.	8,887.
PALLADIAN PARTNERS IV, LLC-ROYALITIES, PORTFOLIO INCOME	541.	541.
PALLADIAN PARTNERS V, LLC-ORDINARY INCOME (LOSS)	-13,037.	10,189.
PALLADIAN PARTNERS V, LLC-ROYALTIES, PORTFOLIO LOSS	-3,763.	-3,763.
PALLADIAN PARTNERS VIII-A, LP-ORDINARY INCOME (LOSS)	9,110.	42,939.
PALLADIAN PARTNERS VIII-A, LP-ROYALTIES, PORTFOLIO INCOME	4,555.	4,555.
PALLADIAN PARTNERS IX, LP-PORTFOLIO INCOME (LOSS)	-1.	284.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP-ORDINARY LOSS	-31.	-31.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP-ROYALTIES, PORTFOLIO INCOME	18,142.	31,582.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP-ORDINARY LOSS	-36,028.	-36,028.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP-OTHER INCOME	33,836.	33,836.
PITTCO EMERGING MRKTS PORTFOLIO, LP-ORDINARY LOSS	-32,371.	-30,018.
PITTCO EMERGING MRKTS PORTFOLIO, LP-PORTFOLIO INCOME	5,990.	5,604.
PITTCO INTRNATL EQUITIES PORTFOLIO, LP-PORTFOLIO INCOME	130,442.	130,442.
PITTCO INTRNATL EQUITIES PORTFOLIO, LP-ORDINARY LOSS	-388.	-388.
TIFF REALTY/RESOURCES III, LLC-ORDINARY LOSS	-3,258.	-1,852.
TIFF REALTY/RESOURCES III, LLC-PORTFOLIO INCOME	12.	12.
ALLDALE MINERALS IV, LP-ROYALTIES, PORTFOLIO INCOME	2,604.	2,604.
SECTION 965(A) INCOME INCLUSION	1,346.	1,346.
TOTAL TO FORM 990-PF, PART I, LINE 11	165,056.	229,919.

FORM 990-PF	LEGAL FEES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BURCH, PORTER & JOHNSON	17,931.	0.		17,931.
BAKER DONELSON	18,827.	0.		18,827.
MISCELLANEOUS LEGAL	-154.	0.		-154.
TO FM 990-PF, PG 1, LN 16A	36,604.	0.		36,604.



## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ACCOUNTANT FEES & EXPENSES	19,595.	19,595.		0.
LESS: TAX FEES/EXPENSES-990-T	0.	-2,400.		0.
TO FORM 990-PF, PG 1, LN 16B	19,595.	17,195.		0.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
P3 CONSULTING, LLC	120,000.	0.		120,000.
GASKILL STRATEGIES, LLC	10,600.	0.		10,600.
TEAM TREK COACHING GROUP	4,700.	0.		4,700.
DAVIDSON HILL CONSULTING	38,400.	0.		38,400.
SMART CITY CONSULTING	3,135.	0.		3,135.
CONSILIENCE GROUP, LLC	49,500.	0.		49,500.
MISCELLANEOUS CONSULTANTS FEES, \$1K OR LESS EACH	1,389.	0.		1,389.
TO FORM 990-PF, PG 1, LN 16C	227,724.	0.		227,724.

## FORM 990-PF

## TAXES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	73,101.	0.		73,101.
990-PF TAXES	62,023.	0.		0.
TENNESSEE FRANCHISE & EXCISE TAX (REFUND)	-3,658.	0.		0.
GT REAL PROP HOLDINGS II LLC-STATE TAXES	4,602.	4,602.		0.
PALLADIAN PARTNERS 2001, LLC-STATE TAXES	18.	18.		0.
PALLADIAN PARTNERS IV, LLC-STATE TAXES	831.	831.		0.
PALLADIAN PARTNERS V, LLC-STATE TAXES	820.	820.		0.
PALLADIAN PARTNERS VIII-A, LP-STATE TAXES	93.	93.		0.
ALLDALE MINERALS IV, LP-STATE TAXES	11.	11.		0.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP-STATE TAXES	29,779.	29,779.		0.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP-FOREIGN TAXES	111.	111.		0.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP-FOREIGN TAXES	828.	828.		0.
PITTCO EMERGING MARKETS PORTFOLIO, LP-FOREIGN TAXES	16,343.	16,343.		0.
PITTCO INTERNATIONAL EQUITIES PORTFOLIO, LP-FOREIGN TAXES	37,134.	37,134.		0.
ALTIUS ASSOC PRV EQTY FD II-FOREIGN TAXES	90.	90.		0.
PALLADIAN PARTNERS 2001, LLC-FOREIGN TAXES	8,666.	8,666.		0.
PALLADIAN PARTNERS IV, LLC-FOREIGN TAXES	656.	656.		0.
PALLADIAN PARTNERS V, LLC-FOREIGN TAXES	9,586.	9,586.		0.
PALLADIAN PARTNERS VIII-A, LLC-FOREIGN TAXES	261.	261.		0.
ALTIUS ASSOC PRIV EQ FD, LP-FOREIGN TAXES	30.	30.		0.
TO FORM 990-PF, PG 1, LN 18	241,325.	109,859.		73,101.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	14,942.	0.		14,942.
BANK CHARGES	33.	0.		33.
OFFICE SUPPLIES	8,743.	0.		8,743.
POSTAGE/FED EX CHARGES/COURIER	1,278.	0.		1,278.
COMMUNICATIONS/TELEPHONE	42,022.	0.		42,022.
OFFICE EXPENSES	48,734.	0.		48,734.
PAYROLL PROCESSING FEES	2,623.	0.		2,623.
DUES/SUBSCRIPTIONS	38,843.	0.		38,843.
TRAINING/EDUCATION	3,060.	0.		3,060.
ANNUAL REPORT & FILING FEES	30.	0.		30.
LOSS ON DISPOSAL OF ASSETS	4,228.	0.		4,228.
SSM VENTURE PARTNERS III, LP	1,098.	1,098.		0.
SSM PARTNERS GROWTH EQUITY I, LP	35,350.	35,350.		0.
SSM GROWTH EQUITY GENERAL PARTNERS I, LP	7,169.	7,169.		0.
PALLADIAN PARTNERS 2001, LLC	4,073.	4,073.		0.
PALLADIAN PARTNERS IV, LLC	29,973.	29,973.		0.
PALLADIAN PARTNERS V, LLC	86,162.	86,162.		0.
PALLADIAN PARTNERS VIII-A, LP	72,294.	72,294.		0.
PALLADIAN PARTNERS IX, LP	1,648.	1,648.		0.
GT REAL PROP HOLDINGS II LLC	3,590.	3,590.		0.
ALTIUS ASSOC PRIV EQ FUND, LP	45,209.	44,494.		0.
ALTIUS ASSOC PRIV EQ FND II, LP	14,144.	14,141.		0.
TIFF REALTY/RESOURCES III, LLC	12,523.	12,523.		0.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	96,374.	96,374.		0.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP	52,280.	52,280.		0.
PITTCO EMERGING MARKETS PORTFOLIO, LP	95,914.	95,914.		0.
PITTCO INTERNATIONAL EQUITIES PORTFOLIO, LP	147,961.	147,961.		0.
ALLDALE MINERALS IV, LP	16,731.	16,731.		0.
INVICTUS OPPORTUNITY FUND II, LP	199.	199.		0.
INVESTMENT FEES-WOLF RIVER CAPITAL & WELLS FARGO	56,219.	56,219.		0.
GT REAL PROP HOLDINGS II LLC-NONDEDUCTIBLE EXP	405.	0.		0.
PALLADIAN PARTNERS 2001, LLC-NONDEDUCTIBLE EXP	21.	0.		0.
PALLADIAN PARTNERS IV, LLC-NONDEDUCTIBLE EXP	1,279.	0.		0.
PALLADIAN PARTNERS V, LLC-NONDEDUCTIBLE EXP	341.	0.		0.

## J.R. HYDE III FAMILY FOUNDATION

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PALLADIAN PARTNERS VIII-A, LP-NONDEDUCTIBLE EXP	66.	0.	0.
TIFF RLTY/RESOURCES III, LLC-NONDEDUCTIBLE EXP	33.	0.	0.
ALTIUS ASSOC PRIV EQTY FD, LP-NONDEDUCTIBLE EXP	340.	0.	0.
ALTIUS ASSOC PRIV EQ FD II, LP-NONDEDUCTIBLE EXP	58.	0.	0.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP-NONDEDUCTIBLE EXP	200.	0.	0.
ALLDALE MINERALS IV, LP-NONDEDUCTIBLE EXP	10.	0.	0.
PITTCO EMERGING MARKETS PORTFOLIO, LP-NONDEDUCTIBLE EXP	472.	0.	0.
PITTCO INTRNATL EQUITIES PORTFOLIO, LP-NONDEDUCTIBLE EXP	10,193.	0.	0.
TO FORM 990-PF, PG 1, LN 23	956,865.	778,193.	164,536.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
DESCRIPTION	AMOUNT	
TRANSFER UPON TERMINATION OF J.R. HYDE, III CHARITABLE TRUST	45,668,041.	
TOTAL TO FORM 990-PF, PART III, LINE 3	45,668,041.	

FORM 990-PF

OTHER NOTES AND LOANS REPORTED SEPARATELY

STATEMENT 11

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
MEMPHIS BIOWORKS FOUNDATION			INTEREST DUE ANNUALLY, LIBOR PLUS 1.75%	.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
10/11/17	12/31/18	1,200,000.		0.	
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
NONE			WORKING CAPITAL, MEMPHIS BIOWORKS FOUNDATION		
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			3,850,000.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
MEMPHIS BIOWORKS FOUNDATION			INTEREST DUE MONTHLY, LIBOR PLUS 1.75%	.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
05/17/16	06/25/17	500,000.		0.	
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
NONE			WORKING CAPITAL, MEMPHIS BIOWORKS FOUNDATION		
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			4,000,000.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
SOUTHERN REINS CENTRE			DUE 1/4/21, IF PAID EARLIER -0- INTEREST DUE, OTHERWISE 6%	6.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
01/05/18	01/04/21	500,000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
DEED OF TRUST , ASSIGNMENT OF RENTS/LEASES AND SECURITY AGREEMENT DTD 1/5/18	PURCHASE BUILDING

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	202,260.	0.	202,260.
TOTAL TO FORM 990-PF, PART II, LINE 7	8,052,260.	0.	202,260.

FORM 990-PF	CORPORATE STOCK	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB-MUTUAL FUNDS	658,662.	706,367.
TOTAL TO FORM 990-PF, PART II, LINE 10B	658,662.	706,367.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTIUS ASSOC PRVT EQTY FD II	COST	301,010.	408,177.
ALTIUS ASSOC PRVT EQTY FUND LP	COST	1,518,883.	2,061,638.
ELLIOTT INTERNATIONAL LIMITED	COST	500,000.	513,429.
GT OFFSHORE FUND, LTD.-CLASS A	COST	22,627,820.	30,692,664.
GT OFFSHORE FUND, LTD.-CLASS B	COST	26,147,548.	32,738,435.
GT REAL PROPERTY HLDNGS II, LLC	COST	262,730.	130,983.
INVICTUS OPPORTUNITY OFFSHORE FEEDER FUND	COST	1,626,251.	1,803,843.
MAGNETAR OFFSHORE FUND	COST	6,218.	11,143.
MOON CAPITAL GLOBAL EQUITY	COST	68,552.	63,555.
PALLADIAN PARTNERS 2001, LLC	COST	240,739.	307,427.
PALLADIAN PARTNERS IV, LLC	COST	600,903.	505,082.
PALLADIAN PARTNERS V, LLC	COST	1,323,441.	1,447,991.
PALLADIAN PARTNERS VIII-A, LP	COST	733,973.	1,040,101.
PITTCO DOMESTIC EQUITIES PORTFOLIO LP	COST	18,940,439.	19,057,069.
PITTCO EMERGING MARKETS PORTFOLIO, LP	COST	5,869,110.	5,836,552.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP	COST	5,388,463.	5,372,171.
PITTCO INTERNATIONAL EQUITIES PORTFOLIO, LP	COST	17,283,946.	16,373,823.
SSM GROWTH EQUITY GENERAL PARTNERS I	COST	74,747.	74,747.
SSM PARTERS GROWTH EQUITY I, LP	COST	1,035,584.	1,698,095.
SSM VENTURE PARTNERS III, LP	COST	242,980.	242,980.
TIFF REALTY/RESOURCES III, LLC	COST	560,063.	298,760.
TIGER PACIFIC OFFSHORE FUND, LTD.	COST	4,000,000.	4,333,047.
WOLF RIVER BONDS - WELLS FARGO	COST	2,320,546.	3,623,051.
PALLADIAN PARTNERS IX, LP	COST	48,196.	48,097.
INVICTUS OPPORTUNITY FUND II	COST	19,489.	18,633.
ALLDALE MINERALS IV, LP	COST	285,852.	285,095.
PITTCO INVESTMENTS, LP	COST	45,668,041.	30,432,718.
TOTAL TO FORM 990-PF, PART II, LINE 13		157,695,524.	159,419,306.

FORM 990-PF

OTHER NOTES AND LOANS PAYABLE

STATEMENT 14

LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
FIRST TENNESSEE BANK	INTEREST MONTHLY	BROKERAGE ACCT, CASH &/OR SECURITIES

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
06/30/14	06/25/17	500,000.	1.91%	LOAN TO MEMPHIS BIOWORKS FOUNDATION

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	4,000,000.

TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B

4,000,000.

FORM 990-PF

OTHER ASSETS

STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
HUNT-PHELAN HOME ASSETS	20,833.	20,833.	20,833.
TO FORM 990-PF, PART II, LINE 15	20,833.	20,833.	20,833.



FORM 990-PF

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

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TERESA SLOYAN 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	PRESIDENT 40.00	289,543.	16,282.	0.
BARBARA R. HYDE 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	CHAIRMAN/CEO 5.00	30,000.	20,275.	0.
JOHN H. PONTIUS 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	SEC/TREASURER 2.00	0.	0.	0.
JOSEPH R. HYDE, III 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	DIRECTOR 5.00	0.	0.	0.
ALLEN B. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
MARGARET E. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		319,543.	36,557.	0.