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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No. 1545-0052

2019

Open to Public Inspection

For calendar year 2019, or tax year beginning 01-01-2019 , and ending 12-31-2019

Name of foundation
PLOUGH FOUNDATION

A Employer identification number
23-7175983

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
62 NORTH MAIN STREET NO 201

B Telephone number (see instructions)
(901) 521-2779

City or town, state or province, country, and ZIP or foreign postal code
MEMPHIS, TN 38103

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here............. ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ... ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), *line 16)* ▶$ 67,579,171

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	372,883	372,883		
	4	Dividends and interest from securities	1,262,886	1,262,886		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,604,734			
	b	Gross sales price for all assets on line 6a 25,565,147				
	7	Capital gain net income (from Part IV, line 2)		1,604,734		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	3,240,503	3,240,503		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	278,486	25,502		252,984
	14	Other employee salaries and wages	556,239	23,362		532,877
	15	Pension plans, employee benefits	240,274	10,091		230,183
	16a	Legal fees (attach schedule)	6,355	794		5,561
	b	Accounting fees (attach schedule)	18,500	18,500		0
	c	Other professional fees (attach schedule)	363,620	332,793		30,827
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	161,883	0		0
	19	Depreciation (attach schedule) and depletion	5,989	252		
	20	Occupancy	107,927	4,533		103,394
	21	Travel, conferences, and meetings	38,339	464		37,875
	22	Printing and publications				
	23	Other expenses (attach schedule)	60,029	2,520		57,509
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,837,641	418,811		1,251,210
	25	Contributions, gifts, grants paid	7,129,017			7,129,017
	26	**Total expenses and disbursements.** Add lines 24 and 25	8,966,658	418,811		8,380,227
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-5,726,155			
	b	**Net investment income** (if negative, enter -0-)		2,821,692		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	39,702	123,898	123,898
	2	Savings and temporary cash investments	2,265,859	3,652,214	3,652,364
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		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 (attach schedule)	2,893,843	1,526,787	1,527,420
	b	Investments—corporate stock (attach schedule)	43,807,589	37,942,995	55,046,813
	c	Investments—corporate bonds (attach schedule)	7,039,578	7,080,784	7,207,440
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ 444,454			
		Less: accumulated depreciation (attach schedule) ▶ 429,718	12,527	14,736	14,736
	15	Other assets (describe ▶)	6,500	6,500	6,500
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	56,065,598	50,347,914	67,579,171
Liabilities	17	Accounts payable and accrued expenses	8,997,739	6,687,586	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	8,997,739	6,687,586	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here ▶** ☐ **and complete lines 24, 25, 29 and 30.**			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ ☑ **and complete lines 26 through 30.**			
	26	Capital stock, trust principal, or current funds	141,886,994	141,886,994	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28	Retained earnings, accumulated income, endowment, or other funds	-94,819,135	-98,226,666	
	29	**Total net assets or fund balances** (see instructions)	47,067,859	43,660,328	
	30	**Total liabilities and net assets/fund balances** (see instructions)	56,065,598	50,347,914	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	47,067,859
2	Enter amount from Part I, line 27a	2	-5,726,155
3	Other increases not included in line 2 (itemize) ▶	3	2,318,624
4	Add lines 1, 2, and 3	4	43,660,328
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	43,660,328

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	**2**	1,604,734
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		**3**	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2018	14,031,843	75,168,039	0.186673
2017	13,121,157	82,343,323	0.159347
2016	19,272,165	84,678,757	0.227591
2015	21,635,484	104,411,645	0.207213
2014	14,559,429	119,800,731	0.121530

2 Total of line 1, column (d)	**2**	0.902354
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	**3**	0.180471
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	**4**	67,110,940
5 Multiply line 4 by line 3	**5**	12,111,578
6 Enter 1% of net investment income (1% of Part I, line 27b)	**6**	28,217
7 Add lines 5 and 6	**7**	12,139,795
8 Enter qualifying distributions from Part XII, line 4 , ...	**8**	8,380,227

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	56,434
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	56,434
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	56,434
6	Credits/Payments:				
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	160,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments. Add lines 6a through 6d.			7	160,000
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2220 is attached.			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	103,566
11	Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶ 60,000	**Refunded** ▶		11	43,566

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition).	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	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		No
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	Yes	
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	Yes	
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	Yes	
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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶PLOUGH.ORG

14 The books are in care of ▶ROBERT WALLACE Telephone no. ▶(901) 521-2779

Located at ▶62 N MAIN STREET SUITE 201 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

			Yes	No
16	At any time during calendar year 2019, 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		No
	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		1b		No
	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 2019?		1c		No
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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____	☐ Yes ☑ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2019 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 2019.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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 2019?		4b		No

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	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53.4945–5(d).*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
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 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, foundation managers and their compensation. See instructions

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ROBERT WALLACE 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	CHIEF FINANCIAL OFFI 40.00	185,489	47,086	0
JOANN CHRISTIAN 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	EXECUTIVE ASSISTANT 40.00	146,580	23,493	0
KATIE MIDGLEY 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	RESEARCH & EVALUATIO 40.00	120,165	42,822	0
COURTNEY LEON 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	PROGRAM DIRECTOR 40.00	105,503	40,552	0

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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
HIGHLAND CAPITAL MANAGEMENT CORP 6075 POPLAR AVENUE STE 703 MEMPHIS, TN 38119	INVESTMENT ADVISORS	236,585
SOUTHEASTERN ASSET MANAGEMENT 6410 POPLAR AVENUE STE 900 MEMPHIS, TN 38119	INVESTMENT ADVISORS	95,766
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	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	63,582,888
b	Average of monthly cash balances		1b	4,535,310
c	Fair market value of all other assets (see instructions)		1c	14,736
d	**Total** (add lines 1a, b, and c)		1d	68,132,934
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	68,132,934
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,021,994
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	67,110,940
6	**Minimum investment return.** Enter 5% of line 5		6	3,355,547

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	3,355,547
2a	Tax on investment income for 2019 from Part VI, line 5	2a 56,434		
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	56,434
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,299,113
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	3,299,113
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	3,299,113

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	8,380,227
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	8,380,227
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,380,227

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7					3,299,113
2 Undistributed income, if any, as of the end of 2019:					
a Enter amount for 2018 only.				0	
b Total for prior years: 20____ , 20____ , 20____			0		
3 Excess distributions carryover, if any, to 2019:					
a From 2014.	6,823,082				
b From 2015.	16,616,652				
c From 2016.	15,128,643				
d From 2017.	9,151,755				
e From 2018.	10,422,336				
f Total of lines 3a through e.		58,142,468			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 8,380,227					
a Applied to 2018, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2019 distributable amount.					3,299,113
e Remaining amount distributed out of corpus		5,081,114			
5 Excess distributions carryover applied to 2019. *(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		63,223,582			
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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020					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 2014 not applied on line 5 or line 7 (see instructions) . . .		6,823,082			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a		56,400,500			
10 Analysis of line 9:					
a Excess from 2015. . . .	16,616,652				
b Excess from 2016. . . .	15,128,643				
c Excess from 2017. . . .	9,151,755				
d Excess from 2018. . . .	10,422,336				
e Excess from 2019. . . .	5,081,114				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2019	**(b)** 2018	**(c)** 2017	**(d)** 2016	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** "Assets" alternative test—enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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.

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

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

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

ROBERT WALLACE
62 N MAIN STREET SUITE 201
MEMPHIS, TN 38103
(901) 521-2779

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

THREE PAGE LETTER EXPLAINING THE PROJECT AND HOW FUNDS WILL BE USED. FULL APPLICATION BY INVITATION.

c Any submission deadlines:

A CONCEPT LETTER IS DUE BY MARCH 15, JUNE 15, SEPTEMBER 15, OR DECEMBER 15.

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

GRANTS PRIMARILY IN MEMPHIS/SHELBY COUNTY. NO GRANTS TO INDIVIDUALS.

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				7,129,017
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				3,521,042

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	372,883	
4 Dividends and interest from securities. . . .			14	1,262,886	
5 Net rental income or (loss) from real estate:					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,604,734	
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		3,240,503	0

13 Total. Add line 12, columns (b), (d), and (e). 13 3,240,503

(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). (See instructions.)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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.

******	2020-06-30	******
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
STEPHANIE L LIVINGSTON CPA		2020-06-30		P00235829

Firm's name ▶ CANNON WRIGHT BLOUNT PLLC — Firm's EIN ▶62-1657946

Firm's address ▶ 756 RIDGE LAKE BLVD SUITE 100, MEMPHIS, TN 38120 — Phone no. (901) 685-7500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
INTERNATIONAL INVESTMENTS - LONG TERM	P		
INTERNATIONAL INVESTMENTS - SHORT TERM	P		
STOCK - LONG TERM	P		
STOCK - SHORT TERM	P		
CORPORATE BONDS - LONG TERM	P		
CORPORATE BONDS - SHORT TERM	P		
GOVERNMENT BONDS - LONG TERM	P		
GOVERNMENT BONDS - SHORT TERM	P		
MORTGAGE OBLIGATIONS - LONG TERM	P		
MORTGAGE OBLIGATIONS - SHORT TERM	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
693,757		618,178	75,579
110,307		110,307	0
4,597,692		3,781,817	815,875
9,205,522		8,546,122	659,400
1,472,362		1,450,220	22,142
6,512,077		6,460,327	51,750
1,587,180		1,604,625	-17,445
300,165		300,000	165
605,022		606,982	-1,960
138,140		138,912	-772

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			75,579
			0
			815,875
			659,400
			22,142
			51,750
			-17,445
			165
			-1,960
			-772

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
MUNICIPAL BONDS - SHORT TERM	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
342,923		342,923	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DIANE RUDNER 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	CHAIRMAN/TRUSTEE 20.00	0	0	0
EUGENE CALLAHAN 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1.00	0	0	0
JAMES SPRINGFIELD 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1.00	1,000	0	0
JOHNNY MOORE JR 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1.00	4,500	0	0
PATRICIA BURNHAM 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1.00	0	0	0
PETER PETTIT 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1.00	4,500	0	0
DD R EISENBERG 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1.00	0	0	0
STEVE WISHNIA 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1.00	4,500	0	0
SUNTRUST BANK 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	TRUSTEE 1.00	66,372	0	0
RICK MASSON 62 N MAIN STREET STE 201 MEMPHIS, TN 38103	EXECUTIVE DIRECTOR 40.00	197,614	30,556	4,500

Form 990PF Part XV Line 1a - 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).

DIANE RUDNER
PATRICIA BURNHAM
DD R EISENBERG

Form 990PF Part XV Line 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*				
AGAPE CHILD & FAMILY SERVICES INC 3160 DIRECTORS ROW MEMPHIS, TN 38131	NONE	PUBLIC	PROGRAM SUPPORT	150,000
ARTS MEMPHIS575 S MENDENHALL RD MEMPHIS, TN 38117	NONE	PUBLIC	PROGRAM SUPPORT	100,000
CHRISTIAN BROTHERS UNIVERSITY 650 E PARKWAY S MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	201,757
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
COMMUNITY ALLIANCE FOR THE HOMELESS INC 44 N SECOND ST STE 302 MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	60,000
COMMUNITY LEGAL CENTER 910 VANCE AVE MEMPHIS, TN 38126	NONE	PUBLIC	PROGRAM SUPPORT	32,000
DIXON GALLERY AND GARDENS 4339 PARK AVE MEMPHIS, TN 38117	NONE	PUBLIC	PROGRAM SUPPORT	75,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
FACING HISTORY AND OURSELVES 115 HULING AVENUE MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	125,000
FAMILY SAFETY CENTER 600 JEFFERSON AVE STE 200 MEMPHIS, TN 38105	NONE	PUBLIC	PROGRAM SUPPORT	300,875
GRANTMAKERS IN AGING INC 2001 JEFFERSON DAVIS HIGHWAY ARLINGTON, VA 22202	NONE	PUBLIC	MEMBERSHIP DUES	12,200
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
INSTITUTE FOR CIVIL RIGHTS 450 MULBERRY STREET MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	75,000
KAVOD600 RIVER VIEW RD MEMPHIS, TN 38120	NONE	PUBLIC	PROGRAM SUPPORT	6,600
LITERACY MID-SOUTH 66 COOPER ST 400 MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	150,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
MEMPHIS CHAMBER FOUNDATION 22 N FRONT STREET STE 200 MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	100,000
MEMPHIS SHELBY CRIME COMMISSION 600 JEFFERSON AVE 400 MEMPHIS, TN 38105	NONE	PUBLIC	PROGRAM SUPPORT	75,000
MEMPHIS TOMORROW 17 W PONTOTOC AVE STE 100 MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	50,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
METROPOLITAN INTER-FAITH ASSOCIATION (MIFA) 910 VANCE AVE MEMPHIS, TN 38126	NONE	PUBLIC	PROGRAM SUPPORT	489,888
NEW MEMPHIS FELLOWS PROGRAM 22 N FRONT STREET SUITE 500 MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	75,000
RHODES COLLEGE2000 N PARKWAY MEMPHIS, TN 38112	NONE	PUBLIC	CONSTRUCTION PROJECT	35,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PIZ SE ATLANTA, GA 30303	NONE	PUBLIC	PROGRAM SUPPORT	9,990
SOUTHERN COLLEGE OF OPTOMETRY 1245 MADISON AVE MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	75,000
UNIVERSITY OF MEMPHIS FOUNDATION 635 NORMAL STREET MEMPHIS, TN 38152	NONE	PUBLIC	PROGRAM SUPPORT	250,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
WOLF RIVER CONSERVANCY INC 3100 WALNUT GROVE RD MEMPHIS, TN 38111	NONE	PUBLIC	PROGRAM SUPPORT	90,000
YOUTH VILLAGES 5515 SHELBY OAKS DRIVE MEMPHIS, TN 38134	NONE	PUBLIC	PROGRAM SUPPORT	250,000
THEATRE MEMPHIS630 PERKINS EXT MEMPHIS, TN 38117	NONE	PUBLIC	PROGRAM SUPPORT	350,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
BRIDGES USA477 N 5TH ST MEMPHIS, TN 38105	NONE	PUBLIC	PROGRAM SUPPORT	100,000
SALVATION ARMY800 E PARKWAY S MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	250,000
CHURCH HEALTH 1350 CONCOURSE AVE 142 MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	152,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
BOYS AND GIRLS CLUB 44 S REMBERT ST MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	64,000
TENNESSEE SHAKESPEARE COMPANY 7950 TRINITY ROAD CORDOVA, TN 38018	NONE	PUBLIC	PROGRAM SUPPORT	10,000
MEMPHIS BOTANIC GARDEN 750 CHERRY RD MEMPHIS, TN 38117	NONE	PUBLIC	PROGRAM SUPPORT	250,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
GIRLS INC910 VANCE AVE MEMPHIS, TN 38126	NONE	PUBLIC	PROGRAM SUPPORT	200,000
AMERICAN CANCER SOCIETY 718 UNION AVE MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	78,471
HOPE HOUSE23 S IDLEWILD ST MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	50,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
HATTILOO THEATRE37 COOPER ST MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	40,000
VOLUNTEER ODYSSEY 420 N CLEVELAND ST MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	35,000
MOMENTUM NONPROFIT PARTNERS 630 COOPER ST MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	500
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
SHELBY COUNTY SCHOOLS 160 S HOLLYWOOD ST ROOM 164 MEMPHIS, TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	333,333
REGIONAL ONE HEALTH 877 JEFFERSON AVE MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	250,000
PLAYHOUSE ON THE SQUARE 66 COOPER ST MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	500,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
CRIMESTOPPERS 600 JEFFERSON AVE STE 451 MEMPHIS, TN 38105	NONE	PUBLIC	PROGRAM SUPPORT	110,000
AMERICAN RED CROSS 1399 MADISON AVE MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	100,500
ALPHA OMEGA1183 MADISON AVE MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	150,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
CAMPBELL FOUNDATION 1211 UNION AVE MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	119,000
CASALUZPO BOX 84 CORDOVA, TN 38088	NONE	PUBLIC	PROGRAM SUPPORT	37,103
BODINE SCHOOL2432 YESTER OAKS DR GERMANTOWN, TN 38139	NONE	PUBLIC	PROGRAM SUPPORT	40,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
FRIENDS FOR LIFE43 N CLEVELAND ST MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	50,000
MID-SOUTH PUBLIC COMMUNICATIONS 7151 CHERRY FARMS RD CORDOVA, TN 38016	NONE	PUBLIC	PROGRAM SUPPORT	50,000
MEMPHIS ORAL SCHOOL FOR THE DEAF 7901 POPLAR AVE GERMANTOWN, TN 38138	NONE	PUBLIC	PROGRAM SUPPORT	20,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
MEMPHIS AREA WOMEN'S COUNCIL 2574 SAM COOPER BLVD MEMPHIS, TN 38112	NONE	PUBLIC	PROGRAM SUPPORT	30,000
MEMPHIS BROOKS MUSEUM OF ART 1934 POPLAR AVE MEMPHIS, TN 38104	NONE	PUBLIC	PROGRAM SUPPORT	200,000
MEMPHIS JEWISH FEDERATION 6560 POPLAR AVE B GERMANTOWN, TN 38138	NONE	PUBLIC	PROGRAM SUPPORT	450,000
Total . . . . ▶ **3a**				7,129,017

Form 990PF Part XV Line 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*				
MEMPHIS SYMPHONY ORCHESTRA 610 GOODMAN ST MEMPHIS, TN 38111	NONE	PUBLIC	PROGRAM SUPPORT	200,000
ORPHEUM THEATER203 S MAIN ST MEMPHIS, TN 38103	NONE	PUBLIC	PROGRAM SUPPORT	100,000
SYNERGY FOUNDATION 2305 AIRPORT INTERCHANGE AVE MEMPHIS, TN 38132	NONE	PUBLIC	PROGRAM SUPPORT	20,800
Total . . . . ▶ **3a**				7,129,017

TY 2019 Accounting Fees Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES	18,500	18,500		0

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TY 2019 Depreciation Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE, FIXTURES AND EQUIPMENT	2008-06-30	444,454	423,729	SL	5.000000000000	5,989	0		

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TY 2019 Investments Corporate Bonds Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS & COLLATERALIZED OBLIGATIONS	7,080,784	7,207,440

TY 2019 Investments Corporate Stock Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS/INTERNATIONAL MUTUAL FUNDS	37,942,995	55,046,813

TY 2019 Investments Government Obligations Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

US Government Securities - End of Year Book Value:	1,526,787
US Government Securities - End of Year Fair Market Value:	1,527,420
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2019 Land, Etc. Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE, FIXTURES AND EQUIPMENT	444,454	429,718	14,736	

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TY 2019 Legal Fees Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	6,355	794		5,561

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TY 2019 Other Assets Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CRESCENT CLUB MEMBERSHIP	6,500	6,500	6,500

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TY 2019 Other Expenses Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TEMPORARY EMPLOYEES	1,144	48		1,096
COMPUTER EXPENSES	15,872	667		15,205
OFFICE EXPENSES	9,081	381		8,700
TELEPHONE	7,194	302		6,892
POSTAGE	2,881	121		2,760
DUES & SUBSCRIPTIONS	3,377	142		3,235
INSURANCE	10,677	448		10,229
OTHER FEES & SERVICES	6,797	285		6,512
REPAIRS & MAINTENANCE	3,006	126		2,880

TY 2019 Other Increases Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Description	Amount
INCREASE IN GRANT APPROPRIATIONS	2,310,153
CHANGE IN UNREALIZED GAINS/LOSSES	8,471

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TY 2019 Other Professional Fees Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANTS-PROFESSIONAL	21,649	442		21,207
INVESTMENT ADVISORY FEES	332,351	332,351		0
CONSULTANTS-AGING PROGRAM	9,620	0		9,620

TY 2019 Substantial Contributors Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Name	Address
WILLIAM RUDNER	62 N MAIN STREET STE 201 MEMPHIS, TN 38103
DIANE RUDNER	62 N MAIN STREET STE 201 MEMPHIS, TN 38103
DD R EISENBERG	62 N MAIN STREET STE 201 MEMPHIS, TN 38103
PATRICIA BURNHAM	62 N MAIN STREET STE 201 MEMPHIS, TN 38103

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TY 2019 Taxes Schedule

Name: PLOUGH FOUNDATION

EIN: 23-7175983

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	161,883	0		0