

29491009013021

OMB No 1545-0047

2019

Open to Public Inspection

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.Department of the Treasury
Internal Revenue Service

For calendar year 2019 or tax year beginning

, 2019, and ending

, 20

Name of foundation

FLEETWOOD FOUNDATION INC.

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

A Employer identification number

27-5486698

B Telephone number (see instructions)

(901) 526-9750

1 COMMERCE SQ S MAIN ST STE 1900

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

MEMPHIS, TN 38103-5519

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) \$ 48,262,910.J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d), must be on cash basis)

C If exemption application is
pending, check here.

D 1 Foreign organizations, check here.

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

Operating and Administrative Expenses

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.

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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) ATCH. 1

12 Total Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) [2]

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATCH. 3

24 Total operating and administrative expenses.

Add lines 13 through 23.

25 Contributions, gifts, grants paid

26 Total expenses and disbursements Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

2,550,000.

11,918.

160,860.

740,243.

635,857.

617,838.

4,080,859.

125,184.

9,577.

7,161.

23,300.

602,888.

768,110.

1,913,000.

2,681,110.

1,399,749.

614,411.

1,423,046.

614,411.

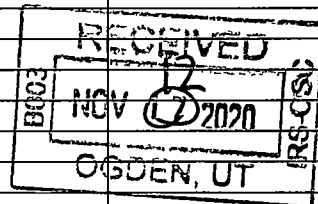
7,161.

554,868.

562,029.

562,029.

861,017.



925

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Detail 990-PF

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		7,627,434.	1,193,485.	1,193,485.
	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). .				
	b	Investments - corporate stock (attach schedule) ATCH 4		3,092,785.	3,253,644.	3,090,791.
	c	Investments - corporate bonds (attach schedule).				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 5		28,204,099.	35,876,938.	43,978,634.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		38,924,318.	40,324,067.	48,262,910.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue.				
	20	Loans from officers, directors, trustees, and other disqualified persons. .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
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				
	27	Paid-in or capital surplus, or land, bldg, and equipment fund.				
	28	Retained earnings, accumulated income, endowment, or other funds . .		38,924,318.	40,324,067.	
	29	Total net assets or fund balances (see instructions)		38,924,318.	40,324,067.	
30	Total liabilities and net assets/fund balances (see instructions)		38,924,318.	40,324,067.		

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	38,924,318.
2	Enter amount from Part I, line 27a.	2	1,399,749.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	40,324,067.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	40,324,067.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE PART IV SCHEDULE					
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			

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			

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	635,857.
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	0.

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

(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	1,713,159.	40,367,713.	0.042439
2017	1,406,832.	35,945,622.	0.039138
2016	1,163,585.	28,272,911.	0.041155
2015	922,173.	25,135,328.	0.036688
2014	895,916.	22,893,322.	0.039134

2 Total of line 1, column (d)	2	0.198554
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	0.039711
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	47,014,811.
5 Multiply line 4 by line 3.	5	1,867,005.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	8,610.
7 Add lines 5 and 6.	7	1,875,615.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	2,093,760.

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	8,610.
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	
3	Add lines 1 and 2	3	8,610.
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	8,610.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	40,300.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	40,300.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	31,690.
11	Enter the amount of line 10 to be Credited to 2020 estimated tax ☐ 8,700. Refunded ☐	11	22,990.

Part VII-A Statements Regarding Activities

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?	Yes	No
1a			X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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
1b			
c	Did the foundation file Form 1120-POL for this year?		X
1c			
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions ☐ TN,		
8b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ GERBER/TAYLOR CAPITAL ADVISORS Telephone no ▶ 901-526-9750 Located at ▶ 40 SOUTH MAIN STREET, SUITE 1900 MEMPHIS, TN ZIP+4 ▶ 38103-5519		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions 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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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) 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 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 Form 4720, Schedule C, 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? 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?	4a	X
	4b	X

Form 990-PF (2019)

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.		
	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		
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?		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. 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
ATCH 6		125,184.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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
NONE		

Total number of others receiving over \$50,000 for professional services ►

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ►	

Form **990-PF** (2019)

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	3,079,732.
b	Average of monthly cash balances	1b	1,040,932.
c	Fair market value of all other assets (see instructions).	1c	43,610,109.
d	Total (add lines 1a, b, and c)	1d	47,730,773.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d.	3	47,730,773.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	715,962.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47,014,811.
6	Minimum investment return. Enter 5% of line 5	6	2,350,741.

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	2,350,741.
2a	Tax on investment income for 2019 from Part VI, line 5 2a		8,610.
b	Income tax for 2019 (This does not include the tax from Part VI) 2b		17,411.
c	Add lines 2a and 2b.	2c	26,021.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,324,720.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	2,324,720.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,324,720.

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	2,093,760.
b	Program-related investments - total from Part IX-B.	1b	
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	2,093,760.
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	8,610.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,085,150.

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				2,324,720.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			1,927,724.	
b Total for prior years 20 <u>17</u> , 20 <u>16</u> , 20 <u>15</u>				
3 Excess distributions carryover, if any, to 2019				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e				
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>2,093,760.</u>				
a Applied to 2018, but not more than line 2a			1,927,724.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2019 distributable amount.				166,036.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020.				2,158,684.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6f	0.			
10 Analysis of line 9				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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

NOT APPLICABLE

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 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

[illegible]

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 invest-
ment 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).)

ATTACHMENT 7

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

N/A

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

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

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

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

c Any submission deadlines

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

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

Recipient	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 ATCH 8				
Total			3a	1,913,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments .			14	11,918.	
4	Dividends and interest from securities			14	160,860.	
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	525990	104,387.	18	635,856.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	ATCH 9		-4,685.		622,523.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		99,702.		1,431,157.	
13	Total. Add line 12, columns (b), (d), and (e)			13		1,530,859.

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

[illegible]

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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.

Signature of officer or trustee

Date _____

Title

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

Paid Preparer Use Only	Print/Type preparer's name JEFFREY D HASKELL	Preparer's signature JEFFREY D HASKELL	Date 11/06/2020	Check ☐ if self-employed	PTIN P01345770
	Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
	Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

Form **990-PF** (2019)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2019▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

FLEETWOOD FOUNDATION INC.

Employer identification number

27-5486698

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

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

Name of organization **FLEETWOOD FOUNDATION INC.**Employer identification number
27-5486698**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALICE P. LUPTON IRREVOCABLE TRUST 201 WEST MAIN STREET, STE 205 CHATTANOOGA, TN 37408	\$ 550,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	GERBER, CHARLES C. 40 SOUTH MAIN STREET, SUITE 1900 MEMPHIS, TN 38103	\$ 2,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number	27-5486698
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Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization **FLEETWOOD FOUNDATION INC.**

Employer identification number

27-5486698

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

Use duplicate copies of Part III if additional space is needed

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Passthrough K-1 Capital Gain/(Loss) - non UBI						
GT Offshore Fund, Ltd - Class A	1/2/2012	Purchased	3/29/2019	\$ 50,000	\$ 33,751	\$ 438,258
GT Offshore Fund, Ltd - Class A	1/2/2012	Purchased	6/30/2019	\$ 31,250	\$ 20,677	\$ 16,249
GT Offshore Fund, Ltd - Class A	1/2/2012	Purchased	10/1/2019	\$ 120,000	\$ 79,409	\$ 10,573
GT Offshore Fund, Ltd - Class A	1/2/2012	Purchased	12/1/2019	\$ 16,250	\$ 10,739	\$ 40,591
GT Offshore Fund, Ltd - Class A	1/2/2012	Purchased	2/28/2019	\$ 52,500	\$ 34,150	\$ 5,511
GT Offshore Fund, Ltd - Class B	1/2/2012	Purchased	3/29/2019	\$ 50,000	\$ 31,851	\$ 18,350
GT Offshore Fund, Ltd - Class B	1/2/2012	Purchased	4/30/2019	\$ 75,000	\$ 47,241	\$ 18,149
GT Offshore Fund, Ltd - Class B	1/2/2012	Purchased	6/30/2019	\$ 31,250	\$ 19,890	\$ 27,759
GT Offshore Fund, Ltd - Class B	1/2/2012	Purchased	10/1/2019	\$ 120,000	\$ 77,260	\$ 11,361
GT Offshore Fund, Ltd - Class B	1/2/2012	Purchased	12/1/2019	\$ 16,250	\$ 9,934	\$ 42,740
Total included in Part IV				\$ 562,500	\$ 364,902	\$ 635,856
Passthrough K-1 Capital Gain/(Loss) - UBI						
Part I, Line 6a Total						\$ 104,387
						\$ 740,243

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS COMMERCE SQUARE LLC	16,744.	16,744.
K-1 INC/LOSS COMMERCE SQUARE LONG ONLY L	10,909.	10,909.
K-1 INC/LOSS GT EMERGING MARKETS LP	72,995.	72,993.
K-1 INC/LOSS GT INSTITUTIONAL FIXED INCO	83,081.	79,627.
K-1 INC/LOSS GT INTERNATIONAL EQUITY QP	162,383.	162,383.
K-1 INC/LOSS GT REAL ASSET FUND II, LP	57,642.	62,660.
K-1 INC/LOSS GT REAL ASSET FUND LP	41,116.	16,625.
K-1 INC/LOSS GT REAL ASSETS III, LP	1,913.	1,955.
K-1 INC/LOSS GT SPECIAL OPPORTUNITIES II	33,988.	33,988.
K-1 INC/LOSS GT U.S. FUND, LP	83,103.	81,215.
K-1 INC/LOSS HEADLANDS CAPITAL FUND III	2.	2.
K-1 INC/LOSS PALLADIAN PARTNERS IX-A LP	-2,602.	2,947.
K-1 INC/LOSS PALLADIAN PARTNERS VII, LP	23,579.	13,009.
K-1 INC/LOSS PALLADIAN PARTNERS VIII-A, FEDERAL TAX REFUND	28,478. 4,507.	59,454.
TOTALS	617,838.	614,411.

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2019	23,200.
STATE INCOME TAX 2018	100.
TOTALS	<u>23,300.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	45,861.		45,861.
BANK CHARGES	175.	175.	
K-1 EXP COMMERCE SQUARE LLC	5,506.	5,506.	
K-1 EXP COMMERCE SQUARE LONG O	2,441.	2,441.	
K-1 EXP GT EMERGING MARKETS LP	106,890.	106,648.	
K-1 EXP GT ILS FUND, LP	300.	300.	
K-1 EXP GT INSTITUTIONAL FIXED	12,799.	12,799.	
K-1 EXP GT INTERNATIONAL EQUIT	93,815.	93,444.	
K-1 EXP GT REAL ASSET FUND II,	39,475.	39,453.	
K-1 EXP GT REAL ASSET FUND LP	25,110.	25,101.	
K-1 EXP GT REAL ASSETS III, LP	1,913.	1,913.	
K-1 EXP GT SPECIAL OPPORTUNITI	25,660.	25,256.	
K-1 EXP GT U.S. FUND, LP	89,184.	89,184.	
K-1 EXP HEADLANDS CAPITAL FUND	1,446.	1,446.	
K-1 EXP PALLADIAN PARTNERS IX-	36,872.	36,867.	
K-1 EXP PALLADIAN PARTNERS VII	36,843.	36,502.	
K-1 EXP PALLADIAN PARTNERS VII	77,584.	76,957.	
K-1 EXP RSF VALOR PARTNERS LP	876.	876.	
POSTAGE/DELIVERY SERVICE	118.		118.
STATE OR LOCAL FILING FEES	20.		20.
TOTALS	602,888.	554,868.	45,999.

ATTACHMENT 4FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EAGLE MLP STRATEGY I	967,888.	846,796.
TORTOISE MLP AND PIPELINE FUND	2,285,756.	2,243,995.
TOTALS	<u>3,253,644.</u>	<u>3,090,791.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMERCE SQUARE LLC	443,013.	578,383.
COMMERCE SQUARE LONG ONLY LLC	476,586.	640,112.
GT EMERGING MARKETS LP	3,961,104.	3,820,701.
GT ILS FUND, LP	148,955.	94,669.
GT INSTITUTIONAL FIXED INCOME	2,347,505.	2,386,623.
GT INTERNATIONAL EQUITY QP FUN	5,471,343.	6,212,855.
GT OFFSHORE FUND, LTD CLASS A	6,856,890.	8,699,896.
GT OFFSHORE FUND, LTD CLASS B	6,063,886.	8,970,794.
GT REAL ASSET FUND II, LP	692,934.	821,209.
GT REAL ASSET FUND LP	334,988.	485,636.
GT REAL ASSETS III, LP		241,377.
GT SPECIAL OPPORTUNITIES III-A	1,586,378.	1,667,479.
GT U.S. FUND, LP	5,287,310.	6,342,653.
HEADLANDS CAPITAL FUND III	23,555.	30,751.
PALLADIAN PARTNERS IX-A LP	616,757.	703,856.
PALLADIAN PARTNERS VII, LP	583,500.	914,733.
PALLADIAN PARTNERS VIII-A, LP	843,967.	1,231,716.
RSF VALOR PARTNERS LP	138,267.	135,191.
TOTALS	<u>35,876,938.</u>	<u>43,978,634.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

. Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					438,258.	
50,000.		GT OFFSHORE FUND, LTD - CLASS A 33,751.				P	01/02/2012 16,249.	03/29/2019
31,250.		GT OFFSHORE FUND, LTD - CLASS A 20,677.				P	01/02/2012 10,573.	06/30/2019
120,000.		GT OFFSHORE FUND, LTD - CLASS A 79,409.				P	01/02/2012 40,591.	10/01/2019
16,250.		GT OFFSHORE FUND, LTD - CLASS A 10,739.				P	01/02/2012 5,511.	12/01/2019
52,500.		GT OFFSHORE FUND, LTD - CLASS B 34,150.				P	01/02/2012 18,350.	02/28/2019
50,000.		GT OFFSHORE FUND, LTD - CLASS B 31,851.				P	01/02/2012 18,149.	03/29/2019
75,000.		GT OFFSHORE FUND, LTD - CLASS B 47,241.				P	01/02/2012 27,759.	04/30/2019
31,250.		GT OFFSHORE FUND, LTD - CLASS B 19,889.				P	01/02/2012 11,361.	06/30/2019
120,000.		GT OFFSHORE FUND, LTD - CLASS B 77,260.				P	02/02/2012 42,740.	10/01/2019
16,250.		GT OFFSHORE FUND, LTD - CLASS B 9,934.				P	02/02/2012 6,316.	12/01/2019
TOTAL GAIN(LOSS)							<u>635,857.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
THOMAS A BEAZLEY 1 COMMERCE SQ S MAIN ST STE 1900 MEMPHIS, TN 38103-5519	EXECUTIVE DIR 40.00	125,184.	0.	0.
CHARLES C GERBER 1 COMMERCE SQ S MAIN ST STE 1900 MEMPHIS, TN 38103-5519	DIR, SEC 1.00	0.	0.	0.
MARGARET L GERBER 1 COMMERCE SQ S MAIN ST STE 1900 MEMPHIS, TN 38103-5519	DIR, PRES 1.00	0.	0.	0.
GRAND TOTALS		125,184.	0.	0.

ATTACHMENT 7

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

CHARLES C GERBER
MARGARET L GERBER

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ALLMEMPHIS INC 1350 CONCOURSE AVE STE 434 MEMPHIS, TN 38104	N/A PC		CREATION OF DECODABLE BOOKS	44,000
CHALKBEAT INC 1239 BROADWAY STE 703B NEW YORK, NY 10001	N/A PC		EDUCATIONAL REFORM - MEMPHIS INITIATIVE	75,000
INSTRUCTION PARTNERS 604 GALLATIN AVE STE 202 NASHVILLE, TN 37206	N/A PC		GENERAL & UNRESTRICTED	100,000
MAN UP TEACHER FELLOWS INC 2847 HOOVER RD HOLLY SPRINGS, MS 38635	N/A PC		GENERAL & UNRESTRICTED	100,000
MEMPHIS ACADEMY OF HEALTH SCIENCES 3925 CHELSEA AVE EXT MEMPHIS, TN 38108	N/A PC		GRANT TO SUPPORT MIDDLE SCHOOL AND HIGH SCHOOL WORK WITH ACHIEVEMENT NETWORK	35,500
NEW MEMPHIS INSTITUTE 22 N FRONT ST STE 500 MEMPHIS, TN 38103	N/A PC		GENERAL & UNRESTRICTED	125,000

ATTACHMENT 8

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
NEW MEMPHIS INSTITUTE 22 N FRONT ST STE 500 MEMPHIS, TN 38103	N/A	PC	SUPPORT OF EMBARK AND FIRST FRIEND PROGRAMS	200,000
PORTER-LEATH 3400 PRESCOTT RD MEMPHIS, TN 38118	N/A	PC	BOOKS FROM BIRTH PROGRAM	75,000
PROMISE ACADEMY 1346 BRYAN ST MEMPHIS, TN 38108	N/A	PC	GENERAL & UNRESTRICTED	650,000
SLINGSHOT MEMPHIS INC 802 ROZELLE ST MEMPHIS, TN 38104	N/A	PC	GENERAL & UNRESTRICTED	150,000
ST COLUMBIA CONFERENCE CENTER 4577 BILLY MAHER RD BARTLETT, TN 38135	N/A	PC	SUPPORT OF INNER CITY CAMP PROGRAM	10,000
TEACH FOR AMERICA INC PO BOX 12331 DURHAM, NC 27709	N/A	PC	MEMPHIS, TENNESSEE CHAPTER	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS			RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ACHIEVEMENT NETWORK LTD 1 BEACON ST STE 2200 BOSTON, MA 02108			N/A PC		ASSIST FUNDING OF MEMPHIS TEACHER/LEADER COLLABORATIVES	28,500
THE COMMUNITY FOUNDATION FOR GREATER ATLANTA INC 191 PEACHTREE ST NE STE 1000 ATLANTA, GA 30303			N/A PC		ANNIE AND PAXTON GRIFFIN ADVISED FUND	20,000
THE COMMUNITY FOUNDATION FOR GREATER ATLANTA INC 191 PEACHTREE ST NE STE 1000 ATLANTA, GA 30303			N/A PC		ROBIN AND KYLE COLLINS ADVISED FUND	20,000
THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE INC 3833 CLEGHORN AVE NASHVILLE, TN 37215			N/A PC		CHARLIE AND HAYLEY GERBER ADVISED FUND	20,000
VISION PREPARATORY CHARTER SCHOOL INC 260 JOUBERT AVE MEMPHIS, TN 38109			N/A PC		THERAPEUTIC SUPPORT COUNSELOR	35,000
YOUTH VILLAGES INC 3220 BROTHER BLVD MEMPHIS, TN 38133			N/A PC		CAPITAL CAMPAIGN AND COLLABORATIVE PROBLEM SOLVING INITIATIVE	200,000
TOTAL CONTRIBUTIONS PAID						<u>1,913,000</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 9

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME	
		AMOUNT	CODE	AMOUNT	
K-1 INC/LOSS	525990	-4,685.	14	618,016.	
FEDERAL TAX REFUND			01	4,507.	
TOTALS		<u>-4,685.</u>		<u>622,523.</u>	