

EXTENDED TO NOVEMBER 16, 2020

2949100905916.1

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 1545-0047

2019

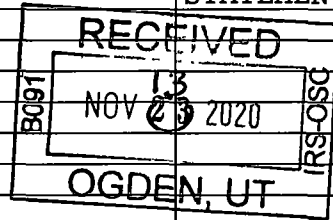
Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation J.R. HYDE III FAMILY FOUNDATION		A Employer identification number 62-1512725
Number and street (or P.O. box number if mail is not delivered to street address) 17 WEST PONTOTOC AVENUE, SUITE 100	Room/suite	B Telephone number 9016853416
City or town, state or province, country, and ZIP or foreign postal code MEMPHIS, TN 38103		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 265,397,630.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		20,949,623.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		3,984,614.	3,833,110.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		64,365,315.			STATEMENT 1
b Gross sales price for all assets on line 6a 135,665,467.					
7 Capital gain net income (from Part IV, line 2)			89,180,735.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		863,327.	721,088.		STATEMENT 3
12 Total. Add lines 1 through 11		90,162,879.	93,734,933.		
13 Compensation of officers, directors, trustees, etc		329,543.	0.		329,543.
14 Other employee salaries and wages		991,474.	0.		991,474.
15 Pension plans, employee benefits		194,146.	0.		194,146.
16a Legal fees STMT 4		15,502.	0.		15,502.
b Accounting fees STMT 5		15,865.	12,095.		0.
c Other professional fees STMT 6		226,963.	0.		226,963.
17 Interest		920,184.	810,898.		0.
18 Taxes STMT 7		2,621,036.	170,464.		79,752.
19 Depreciation and depletion		58,563.	0.		
20 Occupancy		117,340.	0.		117,340.
21 Travel, conferences, and meetings		62,928.	0.		62,928.
22 Printing and publications					
23 Other expenses STMT 8		1,879,796.	1,624,146.		121,734.
24 Total operating and administrative expenses. Add lines 13 through 23		7,433,340.	2,617,603.		2,139,382.
25 Contributions, gifts, grants paid		20,780,438.			20,780,438.
26 Total expenses and disbursements. Add lines 24 and 25		28,213,778.	2,617,603.		22,919,820.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		61,949,101.			
b Net investment income (if negative, enter -0-)			91,117,330.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	1,219,238.	10,116,687.	10,116,687.	
	2 Savings and temporary cash investments	6,068,471.	15,746,071.	15,746,071.	
	3 Accounts receivable ▶ 12,022,040.				
	Less: allowance for doubtful accounts ▶	3,184,778.	12,022,040.	12,022,040.	
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable STMT 10 ▶ 10,275,000.				
	Less: allowance for doubtful accounts ▶ 0.	8,052,260.	10,275,000.	10,275,000.	
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 11	658,662.	15,469,911.	1,008,572.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 12		157,695,524.	176,130,063.	214,774,371.	
14 Land, buildings, and equipment basis ▶ 2,422,881.					
Less: accumulated depreciation ▶ 967,992.		1,459,120.	1,454,889.	1,454,889.	
15 Other assets (describe ▶ HUNT-PHELAN HOME AS)		20,833.	20,833.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		178,358,886.	241,235,494.	265,397,630.	
17 Accounts payable and accrued expenses		4,670.			
18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable	4,000,000.	4,000,000.		
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	4,004,670.	4,000,000.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/>				
	24 Net assets without donor restrictions				
	25 Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>				
	26 Capital stock, trust principal, or current funds	0.	0.		
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	28 Retained earnings, accumulated income, endowment, or other funds	174,354,216.	237,235,494.		
	29 Total net assets or fund balances	174,354,216.	237,235,494.		
30 Total liabilities and net assets/fund balances	178,358,886.	241,235,494.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	174,354,216.
2 Enter amount from Part I, line 27a	2	61,949,101.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	932,177.
4 Add lines 1, 2, and 3	4	237,235,494.
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	237,235,494.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 135,665,467.		46,484,732.	89,180,735.

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			89,180,735.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	89,180,735.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	18,990,738.	165,924,913.	.114454
2017	23,438,551.	172,679,471.	.135734
2016	10,446,185.	157,872,452.	.066169
2015	8,594,358.	125,223,012.	.068632
2014	16,326,742.	98,965,616.	.164974

2 Total of line 1, column (d)	2	.549963
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	.109993
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	237,387,480.
5 Multiply line 4 by line 3	5	26,110,961.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	911,173.
7 Add lines 5 and 6	7	27,022,134.
8 Enter qualifying distributions from Part XII, line 4	8	22,919,820.

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 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	PITTCO INTERNATIONAL EQUITIIES PORTFOLIO, LP	P		
b	PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP	P		
c	PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	P		
d	PITTCO EMERGING MARKETS PORTFOLIO, LP	P		
e	PITTCO HEDGED EQUITIES PORTFOLIO, LP	P		
f	PITTCO ABSOLUTE RETURN PORTFOLIO, LP	P		
g	PALLADIAN PARTNERS 2001, LLC	P		
h	PALLADIAN PARTNERS IV, LLC	P		
i	PALLADIAN PARTNERS V, LLC	P		
j	PALLADIAN PARTNERS V, LLC	P		
k	PALLADIAN PARTNERS VIII-A, LP	P		
l	PALLADIAN PARTNERS IX, LP	P		
m	GT REAL PROPERTY HOLDINGS, LLC	P		
n	TIFF REALTY/RESOURCES III, LLC	P		
o	ALLDALE MINERALS IV, LP	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	747,886.		747,886.
b	597,478.		597,478.
c	2,706,072.		2,706,072.
d	175,625.	22,812.	152,813.
e	691,577.	94,427.	597,150.
f	540,545.	13,403.	527,142.
g		1,107.	-1,107.
h	25,580.	67,486.	-41,906.
i	168,369.		168,369.
j	3,080.		3,080.
k	53,799.	44,328.	9,471.
l	672.	333.	339.
m		117,582.	-117,582.
n		2,967.	-2,967.
o		363.	-363.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			747,886.
b			597,478.
c			2,706,072.
d			152,813.
e			597,150.
f			527,142.
g			-1,107.
h			-41,906.
i			168,369.
j			3,080.
k			9,471.
l			339.
m			-117,582.
n			-2,967.
o			-363.

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

2

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

3

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	SSM VENTURE PARTNERS III, LP	P		
b	ALTIUS ASSOC PRIVATE EQUITY FD, LP	P		
c	ALTIUS ASSOC PRIVATE EQUITY FD II, LP	P		
d	9,330 AUTOZONE INC	D		03/14/19
e	2,511 AUTOZONE INC	D		03/08/19
f	4,759 AUTOZONE INC	D		03/11/19
g	4,694 AUTOZONE INC	D		03/13/19
h	9,000 AUTOZONE INC	D		03/14/19
i	6,206 AUTOZONE INC	D		03/06/19
j	23,894 AUTOZONE INC	D		03/07/19
k	7,306 AUTOZONE INC	D		03/13/19
l	10,194 AUTOZONE INC	D		03/14/19
m	INVICTUS OFFSHORE SALES	P		
n	GT OFFSHORE A FUND SALES	P	VARIOUS	06/30/19
o	GT OFFSHORE B FUND SALES	P	VARIOUS	12/31/19

(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 5,139.			5,139.
b 274,168.			274,168.
c 29,366.			29,366.
d 8,837,817.		7,730,747.	1,107,070.
e 2,348,382.		1,392,525.	955,857.
f 4,523,673.		2,144,009.	2,379,664.
g 4,410,497.		1,610,505.	2,799,992.
h 8,525,226.		6,655,170.	1,870,056.
i 5,859,190.		413.	5,858,777.
j 22,442,733.		1,590.	22,441,143.
k 6,864,740.		1,279,346.	5,585,394.
l 9,656,239.		135,318.	9,520,921.
m 730,799.		623,244.	107,555.
n 10,000,000.		7,039,119.	2,960,881.
o 10,000,000.		6,814,272.	3,185,728.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,139.
b			274,168.
c			29,366.
d			1,107,070.
e			955,857.
f			2,379,664.
g			2,799,992.
h			1,870,056.
i			5,858,777.
j			22,441,143.
k			5,585,394.
l			9,520,921.
m			107,555.
n			2,960,881.
o			3,185,728.

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

2

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

3

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	WELLS FARGO ACCOUNT SALES	P		
b	500 VANGUARD INDEX FUND	P	05/31/19	06/25/19
c	34,015 VANGUARD INDEX FUND	P	06/12/19	06/25/19
d	34,500 VANGUARD INDEX FUND	P	05/31/19	06/25/19
e	WELLS FARGO SHORT SALE	P	06/22/19	07/08/19
f	DELL CLASS ACTION SETTLEMENT FUNDS	P	VARIOUS	12/06/19
g	GAIN-ASSETS FROM JRH CHARITABLE TRUST	D		
h	PITTCO INVESTMENTS, LP			
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 133,999.			133,999.
b 74,334.		70,502.	3,832.
c 5,056,960.		5,008,403.	48,557.
d 5,120,125.		4,864,666.	255,459.
e		1,224.	-1,224.
f 154.			154.
g 25,061,243.			25,061,243.
h		748,871.	-748,871.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			133,999.
b			3,832.
c			48,557.
d			255,459.
e			-1,224.
f			154.
g			25,061,243.
h			-748,871.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	89,180,735.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,822,347.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		3	1,822,347.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		5	1,822,347.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	2,364,814.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	2,364,814.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	542,467.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax <input type="checkbox"/> 542,467. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

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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 STATEMENT 15	11 X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.HYDEFUNDATION.ORG	13 X	
14 The books are in care of CORIE RIVERS Telephone no. 901-685-3416 Located at 17 WEST PONTOTOC AVENUE, SUITE 100, MEMPHIS, TN ZIP+4 38103		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15		N/A
16 At any time during calendar year 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	16	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		329,543.	48,729.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAUREN TAYLOR - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	VP-PROGRAMS & LEARNING	217,966.	36,194.	0.
HOLLY COLEMAN - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	PROGRAM DIRECTOR	175,520.	7,301.	0.
KIMBERLY TOBIN - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	EXECUTIVE ASSISTANT	85,040.	30,659.	0.
IAN NUNLEY - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	PROGRAM OFFICER	89,800.	14,149.	0.
RACHEL KNOX - 17 W. PONTOTOC AVE., SUITE 200, MEMPHIS, TN 38103	SENIOR PROGRAM OFFICER	82,700.	13,596.	0.
Total number of other employees paid over \$50,000			0	0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
P3 CONSULTING, LLC - 401 CHURCH STREET, SUITE 2500, NASHVILLE, TN 37219	EDUCATION CONSULTANT	120,000.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3	0.

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	1,314,976.
b	Average of monthly cash balances	1b	28,412,116.
c	Fair market value of all other assets	1c	211,275,426.
d	Total (add lines 1a, b, and c)	1d	241,002,518.
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	241,002,518.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,615,038.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	237,387,480.
6	Minimum investment return. Enter 5% of line 5	6	11,869,374.

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	11,869,374.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	1,822,347.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,822,347.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,047,027.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,047,027.
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	10,047,027.

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	22,919,820.
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	22,919,820.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,919,820.

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

Form 990-PF (2019)

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				10,047,027.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015	2,024,372.			
c From 2016	3,098,998.			
d From 2017	14,932,269.			
e From 2018	10,835,983.			
f Total of lines 3a through e	30,891,622.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 22,919,820.				
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				10,047,027.
e Remaining amount distributed out of corpus	12,872,793.			
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:	43,764,415.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			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	0.			
9 Excess distributions carryover to 2020 Subtract lines 7 and 8 from line 6a	43,764,415.			
10 Analysis of line 9:				
a Excess from 2015	2,024,372.			
b Excess from 2016	3,098,998.			
c Excess from 2017	14,932,269.			
d Excess from 2018	10,835,983.			
e Excess from 2019	12,872,793.			

N/A

☐ 4942(1)(3) or ☒ 4942(1)(5)

(4) Gross investment income

[illegible]

2019.05000 J.R. HYDE III FAMILY FOUN JRHIIIF1

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				
PASS THRU-PALLADIAN PARTNERS IV, LLC PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS IV, LLC K-1.	14.
PASS THRU-PALLADIAN PARTNERS V, LLC PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PALLADIAN PARTNERS V, LLC K-1.	438.
PASS THRU-PALLADIAN PARTNERS VIII-A, LP PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS FROM PALLADIAN PARTNERS VIII-A, LP K-1.	89.
PASS THRU-PITTCO DOMESTIC EQUITIES PORTFOLIO, LP PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER PITTCO DOMESTIC EQUITIES PORTFOLIO, LP K-1.	25.
PASS-THRU-ALTIVS ASSOC PRIVATE EQUITY FD II, LP PER K-1	NONE	PC	CHARITABLE CONTRIBUTIONS PER ALTIVS ASSOC PRIVATE EQUITY FD II, LP K-1.	2.
Total SEE CONTINUATION SHEET(S)				20,780,438.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2019)

3 Grants and Contributions Paid During the Year (Continuation)

923631
04-01-19

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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			
4 Dividends and interest from securities	900099	146,467.	14	3,833,110.		5,037.
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	900099	142,239.	14	721,088.		
8 Gain or (loss) from sales of assets other than inventory	900099	240,498.	18	64,124,817.		
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)		529,204.		68,679,015.		5,037.
13 Total. Add line 12, columns (b), (d), and (e)					13	69,213,256.

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

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

[illegible]

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

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

OMB No 1545 0047

2019

Name of the organization

J.R. HYDE III FAMILY FOUNDATION

Employer identification number

62-1512725

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).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2019)

Name of organization

Employer identification number

J.R. HYDE III FAMILY FOUNDATION

62-1512725

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	J.R. HYDE, III 17 W. PONTOTOC AVENUE MEMPHIS, TN 38103	\$ 20,949,623.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

J.R. HYDE III FAMILY FOUNDATION

62-1512725

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 info once) ▶ \$ _____

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

**J. R. Hyde III Foundation
2019 Contributions**

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
10/22/19	20420	A Step Ahead Foundation, Inc - General Operating Support		2,500
12/17/19	20584	Achievement First - Support for the Achievement First Memphis Partnership for SY19-20		40,000
10/17/19	20412	ALLMemphis - Support for Two Model Enhancements to CKLA		50,000
10/30/19	20447	Alzheimer's & Dementia Services- General Operating Support		2,500
5/9/19	20074	Alzheimer's Association		150
2/5/19	18583	American Cancer Society		500
11/5/19	20459	American Foundation for Suicide Prevention		50
5/21/19	20101	American Indian College Fund		50
4/23/19	20038	AngelStreet - General Operating Support		10,000
11/21/19	20505	Arizona State University Foundation - Support for HOMER Initiative Research		200,000
10/30/19	20441	ArtsMemphis	250	
6/26/19	20184	ArtsMemphis - General Operating Support	100,000	
5/21/19	20099	ArtsMemphis	<u>137</u>	100,387
5/9/19	20072	Aspen Camp of the Deaf		50
4/16/19	20021	Aspen Institute		3,500
4/23/19	20034	Aspen Public Radio		60
11/14/19	20490	Aurora Collegiate Academy, Inc - HFF Chronic Absenteeism & Wraparound Pilot	25,000	
11/14/19	20487	Aurora Collegiate Academy, Inc - Support for Davidson Hill Consulting for Phase 1 of Data Analysis	<u>1,000</u>	26,000
12/17/19	20580	Aurora Foundation, Inc - Sponsorship of TEDxMemphis		5,000
1/11/19	18510	Ballet Memphis - General Operating Support	305,000	
11/21/19	20509	Ballet Memphis - Support for Capital Campaign	<u>500,000</u>	805,000
3/12/19	18650	Baptist Memorial Health Care Foundation		2,500
7/10/19	20217	Beale Street Caravan, Inc - General Operating Support		50,000
7/29/19	20254	Believe Memphis Academy - Support for the Literacy Lab		61,827
10/22/19	20417	Binghampton Development Corporation - Support for the Kaleidoscope Kitchen		30,000
5/21/19	20104	Birmingham-Southern College		2,500
2/15/19	18610	BLDG Memphis - General Operating Support for SPARCC Match	80,000	
10/22/19	20418	BLDG Memphis - Sponsorship of State of Memphis Housing Summit	3,000	
12/10/19	20562	BLDG Memphis - Support for Strategic Planning Site Visit to Philadelphia	<u>3,529</u>	86,529
10/29/19	20435	Boy Scouts of America - Sponsorship of Distinguished Citizen Award		10,000
10/17/19	20411	Carlthorp School - Support for the Annual Fund		15,000
10/30/19	20446	Carpenter Art Garden - General Operating Support		2,500
1/29/19	18566	Cathedral of the Immaculate Conception		1,800
4/23/19	20039	Center for Transforming Communities - Support for Binghampton Community Land Trust	25,000	
12/10/19	20556	Center for Transforming Communities - Support for the Strategic Plan & General Operations	<u>75,000</u>	100,000
9/4/19	20326	Chalkbeat, Inc - Support for Chalkbeat in Tennessee		100,000
1/29/19	18563	Child Evangelism Fellowship, Inc		200
2/5/19	18581	Christ United Methodist Church		1,310
6/26/19	20185	Church Health Center - Capital Support & Operating Support Challenge	166,667	
12/5/19	20535	Church Health Center	<u>500</u>	167,167
1/29/19	18561	Church of the Holy Communion		2,500
3/12/19	18649	Circuit Playhouse, Inc - General Operating Support	10,000	
7/10/19	20216	Circuit Playhouse, Inc - General Operating Support	<u>50,000</u>	60,000

**J. R. Hyde III Foundation
2019 Contributions**

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
5/21/19	20102	City Parks Alliance, Inc - Foundation Partner Membership renewal	2,500	
1/11/19	18508	City Parks Alliance, Inc - Support for Greater & Greener 2019	28,030	30,530
11/5/19	20458	Coliseum Coalition - Sponsorship of Roundhouse Revival 4		1,000
9/17/19	20346	Community Foundation of Greater Memphis	2,500	
12/3/19	20529	Plan	50,000	
12/3/19	20527	Community Foundation of Greater Memphis	400,000	
4/16/19	20007	Community Foundation of Greater Memphis - Mid-South Greenprint - General Operating Support	60,000	
4/16/19	20023	Community Foundation of Greater Memphis	2,500	
9/4/19	20323	Community Foundation of Greater Memphis- Support for MATA Communications Team	100,000	
12/10/19	20553	Community Foundation of Greater Memphis- Support for the Memphis Greenspace Fund	30,000	
3/12/19	18648	Community Foundation of Greater Memphis - Support for the Phil Trenary Fund	25,000	
10/30/19	20450	Community Foundation of Greater Memphis - Support for the WEVL Capital Campaign	10,000	680,000
4/2/19	18680	Community Legal Center - Support for Org Relocation	2,000	
6/7/19	20139	Community Legal Center - Support for the 25th Anniversary Campaign	2,500	4,500
10/30/19	20440	Community LIFT	250	
12/17/19	20591	Community LIFT - Support for 2020 State of Community Development Industry Report	10,000	10,250
12/10/19	20551	Community Partners - General Operating Support		19,550
10/30/19	20445	Crosstown Arts - General Operating Support		1,500
12/17/19	20583	Crystal Bridges Museum of America		10,000
11/14/19	20486	Dorothy Day House of Hospitality		100
5/31/19	20119	Facing History & Ourselves - General Operating Support for Memphis Office		50,000
3/22/19	18668	First Congregational United Church - General Operating Support for Revolutions	25,000	
7/23/19	20245	First Congregational United Church - General Operating Support for Revolutions	25,000	50,000
11/14/19	20489	Focus on Franklin - General Operating Support		5,000
9/27/19	20371	Fractured Atlas		25
12/17/19	20595	Friends of the Levitt Pavilion	50	
1/24/19	18539	Friends of the Levitt Pavilion	100	
10/30/19	20449	Friends of the Levitt Pavilion - General Operating Support	2,500	2,650
12/17/19	20574	Gallatin First United Methodist Church		250
12/17/19	20582	Gayle S Rose Donor Advised Fund - Support for Operation Christmas Basket		1,000
12/10/19	20560	Getwell Church	2,500	
9/17/19	20345	Getwell Church	2,500	5,000
1/29/19	18560	GlobalGiving Foundation, Inc		55
10/17/19	20410	GO Campaign- General Operating Support		10,000
11/13/19	20479	Golden Cross Senior Ministries - Golden Cross Endowment Fund		25,000
12/17/19	20594	Grace St Luke's Episcopal School		1,500
8/13/19	20278	Grantmakers for Effective Organization		5,090
1/29/19	18564	Harwood Center, Inc		5,000
12/10/19	20555	Hattiloo Theatre - General Operating Support		75,000
5/21/19	20103	Heights Community Development - Support for the Heights Line		50,000
4/16/19	20006	Higher Education Works Foundation - General Operating Support		5,000
2/15/19	18607	Hispanic Federation, Inc		50
12/17/19	20581	Idlewild Presbyterian Church - 2019 Hyde Stewardship Gift	20,000	
2/5/19	18585	Idlewild Presbyterian Church	2,500	
12/3/19	20531	Idlewild Presbyterian Church	2,500	25,000

**J. R. Hyde III Foundation
2019 Contributions**

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
6/12/19	20146	In Our Backyards, Inc - General Operating Support for lobby in Memphis		50,000
12/10/19	20552	Indie Memphis - General Operating Support		30,000
5/31/19	20122	Jack & Jill of America Foundation		600
5/9/19	20075	Jubilee Catholic Schools Network		250
5/23/19	20108	Leadership Memphis		25,000
10/22/19	20422	LeBonheur Club, Inc - General Operating Support		2,000
10/30/19	20451	Libertas School - Support for Core Knowledge & State Standards Alignment		50,000
2/5/19	18584	Life Fellowship Church		2,500
10/15/19	20404	Lighthouse Fellowship	2,000	
12/17/19	20593	Lighthouse Fellowship	325	2,325
4/23/19	20035	March of Dimes, Inc		25
6/26/19	20190	Mayors Institute for Excellence - Consultant Support for Data Intermediary Planning	4,000	
3/5/19	18642	Mayors Institute for Excellence - General Operating Support	75,000	
3/5/19	18641	Mayors Institute for Excellence - Support for Transit Education & Engagement	66,100	145,100
7/2/19	20199	Memphis Academy of Science & Engineering - Consultant Assessment Support		3,000
10/1/19	20377	Memphis Area Legal Svcs Association - General Operating Support		2,500
9/4/19	20322	Memphis Bioworks Foundation - General Operating Support		175,000
6/12/19	20147	Memphis Black Arts Alliance, Inc - General Operating Support		15,000
10/30/19	20439	Memphis Brand Office	250	
1/11/19	18507	Memphis Brand Office - Support for General Operations & the Memphis Bicentennial	300,000	300,250
7/29/19	20258	Memphis Brooks Museum of Art - Legal Support	9,180	
8/20/19	20304	Memphis Brooks Museum of Art - Legal Support	390	
9/4/19	20324	Memphis Brooks Museum of Art - Support for the Bridge Fund	1,200,000	
4/16/19	20005	Memphis Brooks Museum of Art - Support for the Building Fund & General Operations	3,950,000	5,159,570
12/5/19	20536	Memphis Challenge - General Operating Support		100,000
9/19/19	20358	Memphis Child Advocacy Center		2,500
2/6/19	18590	Memphis Education Fund - Support for Advocacy Work	375,000	
8/12/19	20270	Memphis Education Fund - Support for Advocacy Work	375,000	
2/6/19	18589	Memphis Education Fund - Support for Legacy Human Capital	900,000	
8/12/19	20271	Memphis Education Fund - Support for Legacy Human Capital	944,000	2,594,000
10/15/19	20403	Memphis Fourth Estate, Inc - General Operating Support		50,000
1/18/19	18529	Memphis Medical District Collaborative - Support for Medical District Anchor Strategy		600,000
4/23/19	20037	Memphis Merit Academy - Start-up Support for Literacy & Teacher Development		65,000
6/19/19	20169	Memphis Music Initiative - General Operating Support		100,000
7/2/19	20201	Memphis Regional Chamber Foundation	25	
6/7/19	20136	Memphis Regional Chamber Foundation - Support for Chairman's Circle & General Operations	150,000	150,025
9/4/19	20325	Memphis River Parks Partnership - Support for General Operations & Phase I of the Capital Campaign		2,100,000
12/10/19	20561	Memphis ShelbyCrime Commission - General Operating Support	50,000	
11/21/19	20507	Memphis ShelbyCrime Commission - Support for MPD Recruitment & Retention	250,000	
4/16/19	20025	Memphis ShelbyCrime Commission - Truancy Reduction Mentoring Program	15,000	315,000
5/9/19	20071	Memphis Symphony Orchestra	1,000	
6/26/19	20187	Memphis Symphony Orchestra - General Operating Support	10,000	
2/5/19	18579	Memphis Symphony Orchestra - Support for the Endowment Fund	50,000	61,000

**J. R. Hyde III Foundation
2019 Contributions**

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
2/15/19	18608	Memphis Theological Seminary		250
2/5/19	18586	Memphis Tomorrow		50,000
1/24/19	18543	Memphis Union Mission		1,804
12/17/19	20579	Memphis University School - Support for Faculty Awards	13,000	
5/31/19	20120	Memphis University School - Support for the Ross M. Lynn Society	10,000	23,000
6/7/19	20143	Memphis Zoo Endowment Fund		500
1/24/19	18542	Methodist Healthcare Foundation-Support for the Methodist University Hospital Transplant Institute	1,000	
5/21/19	20100	Methodist Healthcare Foundation-Support for the Methodist University Hospital Transplant Institute	2,000	3,000
10/22/19	20427	Metropolitan Inter-Faith Association- General Operating Support		1,000
11/21/19	20506	Mid-South Food Bank - Capital Campaign Support	50,000	
12/17/19	20592	Mid-South Food Bank	10	
10/22/19	20424	Mid-South Food Bank - General Operating Support	1,000	51,010
10/30/19	20443	Mid-South Public Communication		1,000
9/4/19	20329	Momentum Nonprofit Partners - General Operating Support	150,000	
7/2/19	20198	Momentum Nonprofit Partners	5,000	
6/19/19	20168	Momentum Nonprofit Partners - Sponsorship of the MidSouth Nonprofit Conference	1,500	
2/5/19	18580	Momentum Nonprofit Partners - Thriving Arts & Culture Capacity-building Pilot	100,000	256,500
1/11/19	18509	Morehead-Cain Scholarship Fund - Morehead-Cain Scholarship Campaign		200,000
2/19/19	18616	Music Export Memphis	100	
6/12/19	20151	Music Export Memphis - General Operating Support	10,000	
4/23/19	20036	Music Export Memphis - Sponsorship of the Tambourine Bash	500	10,600
6/7/19	20135	Nashville Cultural Arts Project- Support for the Tennessee Triennial		20,000
2/5/19	18587	National Association of City Planners		8,000
2/15/19	18609	National Center for Family Philanthropy		20,000
2/19/19	18615	National Civil Rights Museum	1,000	
4/16/19	20022	National Civil Rights Museum - Support for General Operations & 2019 Freedom Award	210,000	211,000
11/14/19	20485	New Day Schools, Inc. - 2019 Henry Varnell Prize in Servant Leadership	25,000	
4/16/19	20024	New Day Schools, Inc. - Start-up Support for Charter Network Planning & Launch	300,000	325,000
9/4/19	20327	New Leaders for New Schools - General Operating Support		250,000
12/10/19	20557	New Memphis Institute - General Operating Support	150,000	
4/30/19	20059	New Memphis Institute - Support for High Ground News' "On the Ground" Neighborhood Reporting Expansion	12,000	162,000
7/23/19	20243	Opera Memphis	1,500	
12/10/19	20558	Opera Memphis - General Operating Support	50,000	51,500
10/29/19	20436	Overton Park Conservancy - Additional Support for U3 Advisors Expenses	4,723	
12/17/19	20586	Overton Park Conservancy - Additional Support for U3 Advisors' work on Phase 2 of Brooks/Rust Hall Reuse	7,790	
7/10/19	20218	Overton Park Conservancy	500	
1/24/19	18538	Overton Park Conservancy	50	
7/23/19	20244	Overton Park Conservancy - General Operating Support	75,000	
10/30/19	20448	Overton Park Conservancy - General Operating Support	2,500	
1/29/19	18565	Overton Park Conservancy - Support for U3 Advisors' work on Phase 1 & Phase 2 of Brooks/Rust Hall Reuse	28,000	
12/3/19	20530	Overton Park Conservancy - Support for U3 Advisors' work on Phase 2 of Brooks/Rust Hall Reuse	12,308	130,870

**J. R. Hyde III Foundation
2019 Contributions**

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
1/24/19	18544	PEAK Grantmaking		3,500
6/26/19	20186	Perea Elementary School - Support for CKLA Instructional Materials		20,701
9/17/19	20348	Pluralistic Schools, Inc - Support for the Annual Fund		5,450
4/30/19	20058	PRIZM Ensemble - General Operating Support		25,000
10/3/19	20381	Region Smart, Inc - Support for Small-Scale Developer Programs		40,000
7/10/19	20219	Program		90,000
10/22/19	20428	Rhodes College - General Operating Support		2,000
9/27/19	20370	RiverArtsFest		5,000
11/14/19	20488	Road Runners Club of America		200
7/10/19	20221	Roaring Fork Conservancy		3,000
4/16/19	20026	Salzburg Global Seminar - Sponsorship of the Salzburg Global Forum in Memphis		5,000
9/5/19	20336	SchoolSeed Foundation - Dr Carol Johnson - Dean Scholarship Program		2,500
10/22/19	20429	Seeding Success - Inv#191008, 100&Change Video Production		25,000
9/19/19	20359	Shelby Farms Park Conservancy	500	
6/7/19	20138	Shelby Farms Park Conservancy - General Operating Support	50,000	
7/10/19	20215	Shelby Farms Park Conservancy - General Operating Support	150,000	
10/22/19	20423	Shelby Farms Park Conservancy - General Operating Support	2,500	
7/2/19	20200	Shelby Farms Park Conservancy	2,000	205,000
5/9/19	20073	Smile Train, Inc		50
5/31/19	20121	SMU DataArts - Support for the Arts Vibrancy Data Report		7,500
3/27/19	18675	Society of Entrepreneurs		3,000
12/3/19	20532	Society of St Vincent De Paul		250
12/20/19	20606	South City Opportunity - General Operating Support		30,000
6/7/19	20137	Southern Comm Volunteers, Inc		40
10/22/19	20421	Southern Reins Ctr for Equine - General Operating Support	5,000	
9/17/19	20347	Southern Reins Ctr for Equine	2,500	7,500
12/10/19	20550	St Jude Children's Research Hospital	500	
5/31/19	20124	St Jude Children's Research Hospital	240	
1/24/19	18540	St Jude Children's Research Hospital	250	
11/19/19	20497	St Jude Children's Research Hospital	100	
5/31/19	20123	St Jude Children's Research Hospital	50	
2/5/19	18582	St Jude Children's Research Hospital	200	
10/22/19	20425	St Jude Children's Research Hospital	2,000	3,340
10/22/19	20426	St Mary's Episcopal School - General Operating Support	2,500	
12/3/19	20533	St Mary's Episcopal School - Support for Annual Fund	25,000	
11/21/19	20508	St Mary's Episcopal School - Support for the Capital Campaign	300,000	327,500
9/4/19	20321	Su Casa Family Ministries - Support for Early Childhood Education Expansion		37,500
5/9/19	20070	Teach For America - Sponsorship of 3 teachers for the Sponsor-a-Teacher program		15,000
10/17/19	20408	Tennesseans for Quality Early Education- General Operating Support	25,000	
8/20/19	20303	Tennesseans for Quality Early Education - Support for the TN Child Care Economic Impact Study	7,500	32,500
11/5/19	20460	Tennessee Charter School Center - Sponsorship 2019 TN Charter Schools State Conf		5,000
12/10/19	20559	Tennessee State Collaborative - General Operating Support		150,000
7/17/19	20232	The Collective (CLTV) - General Operating Support	25,000	
6/12/19	20150	The Collective (CLTV)	1,000	26,000
10/30/19	20442	The Community Foundation of Middle Tennessee, Inc		500
4/30/19	20060	The Metropolitan Museum of Art		15,000
12/10/19	20554	The National Ornamental Metal Museum - General Operating Support		35,000
12/17/19	20587	The Philanthropy Roundtable - Support for the K-12 Education Program		25,000

**J. R. Hyde III Foundation
2019 Contributions**

DATE	CHECK NO.	DONEE ORGANIZATION	AMOUNT	TOTAL
1/24/19	18545	The University of Memphis Foundation - Support for the Mike Rose Natatorium	50,000	
12/17/19	20589	The University of Memphis Foundation - Support for the River City Partnership	75,000	
11/19/19	20496	The University of Memphis Foundation - University Key Leadership Salary Supplement Fund	20,000	145,000
12/17/19	20578	The Westminster Schools		15,000
8/13/19	20277	The Women's Foundation - 2018-19 Challenge Grant	50,000	
6/26/19	20191	The Women's Foundation	25	
10/15/19	20402	The Women's Foundation - Support for Strategic Plan Development	50,000	
12/17/19	20577	The Women's Foundation - Support for the 2018-19 Annual Fund	10,000	
7/23/19	20246	The Women's Foundation	10,000	120,025
10/22/19	20415	The Works, Inc - Sponsorship of SoMe Nights		1,000
12/17/19	20590	tnAchieves - Support for COMPLETE Coaching Program in Shelby County		50,000
12/5/19	20534	Trezevant Manor Foundation - Donation in honor of Jeanne Varnell		500
12/17/19	20585	Uncommon Schools Inc - Support for the Teach Like a Champion Memphis Partnership		115,000
10/22/19	20416	United Housing, Inc - Support for 'Welcome Home Memphis' Initiative		30,000
12/17/19	20575	United Way of the Mid-South - General Operating Support		25,000
1/31/19	18571	The University of North Carolina at Chapel Hill	7,500	
11/21/19	20511	University of North Carolina	200,000	
11/21/19	20510	University of North Carolina - Support for the Carol L. Folt Covenant Scholarships Fund	200,000	
11/21/19	20513	University of North Carolina - Support for the Carolina Covenant Endowment Fund	40,000	
11/21/19	20512	University of North Carolina	100,000	
12/17/19	20576	The University of North Carolina at Chapel Hill- General Operating Support	12,000	679,525
1/29/19	18567	University of Notre Dame		2,000
3/5/19	18640	Urban Land Institute Memphis - Comprehensive Planning Speaker Series		45,000
6/28/19	20196	UrbanArt Commission	450	
1/29/19	18562	UrbanArt Commission	250	
1/11/19	18505	UrbanArt Commission - General Operating Support	50,000	50,700
12/17/19	20588	Vanderbilt University - Support for the Data Partnership with Tennessee Education Research Alliance		25,000
11/21/19	20514	Vanderbilt University - Support for the Data Partnership with the Tennessee Education Research Alliance		25,000
6/26/19	20188	Vibrant Memphis, Inc dba Epice - Support for Formation Fund & General Operations		750,000
10/30/19	20444	Visible Music College - General Operating Support		1,000
1/11/19	18506	Volunteer Odyssey - Support for Volunteer Compass		25,000
7/10/19	20220	War Hill Christian Fellowship, Inc	200	
8/13/19	20279	War Hill Christian Fellowship, Inc	260	
11/13/19	20478	War Hill Christian Fellowship, Inc	650	1,110
10/17/19	20409	Wolf River Conservancy - Wolf River Greenway Capital Campaign- Phase 2		750,000
1/24/19	18541	Wounded Warrior Project, Inc		600
Total				20,779,775

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PITTCO INTERNATIONAL EQUITIIES PORTFOLIO, LP	747,886.	0.	0.	0.	747,886.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP	597,478.	0.	0.	0.	597,478.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	2,706,072.	0.	0.	0.	2,706,072.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PITTCO EMERGING MARKETS PORTFOLIO, LP	175,625.	0.	0.	0.	175,625.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PITTCO HEDGED EQUITIES PORTFOLIO, LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
691,577.	0.	0.	0.	691,577.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PITTCO ABSOLUTE RETURN PORTFOLIO, LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
540,545.	0.	0.	0.	540,545.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PALLADIAN PARTNERS 2001, LLC	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	1,107.	0.	0.	-1,107.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PALLADIAN PARTNERS IV, LLC	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
25,580.	0.	0.	0.	25,580.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PALLADIAN PARTNERS V, LLC	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
168,369.	0.	0.	0.	168,369.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PALLADIAN PARTNERS V, LLC				PURCHASED		
	3,080.	3,080.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PALLADIAN PARTNERS VIII-A, LP				PURCHASED		
	53,799.	0.	0.	0.	53,799.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PALLADIAN PARTNERS IX, LP				PURCHASED		
	672.	0.	0.	0.	672.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GT REAL PROPERTY HOLDINGS, LLC				PURCHASED		
	0.	117,582.	0.	0.	-117,582.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
TIFF REALTY/RESOURCES III, LLC				PURCHASED		
	0.	2,178.	0.	0.	-2,178.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
ALLDALE MINERALS IV, LP				PURCHASED		
	0.	363.	0.	0.	-363.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SSM VENTURE PARTNERS III, LP				PURCHASED		
	5,139.	0.	0.	0.	5,139.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
ALTIUS ASSOC PRIVATE EQUITY FD, LP				PURCHASED		
	274,168.	0.	0.	0.	274,168.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
ALTIUS ASSOC PRIVATE EQUITY FD II, LP				PURCHASED		
	29,366.	0.	0.	0.	29,366.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
9,330 AUTOZONE INC				DONATED		03/14/19
	8,837,817.	7,730,747.	0.	0.	1,107,070.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,511 AUTOZONE INC	2,348,382.	1,392,525.	0.	0.	955,857.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,759 AUTOZONE INC	4,523,673.	2,144,009.	0.	0.	2,379,664.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,694 AUTOZONE INC	4,410,497.	1,610,505.	0.	0.	2,799,992.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,000 AUTOZONE INC	8,525,226.	6,655,170.	0.	0.	1,870,056.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,206 AUTOZONE INC	5,859,190.	413.	0.	0.	5,858,777.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
23,894 AUTOZONE INC	DONATED		03/07/19

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,442,733.	1,590.	0.	0.	22,441,143.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7,306 AUTOZONE INC	DONATED		03/13/19

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,864,740.	1,279,346.	0.	0.	5,585,394.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,194 AUTOZONE INC	DONATED		03/14/19

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,656,239.	135,318.	0.	0.	9,520,921.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INVICTUS OFFSHORE SALES			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
730,799.	623,244.	0.	0.	107,555.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GT OFFSHORE A FUND SALES	PURCHASED	VARIOUS	06/30/19

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000,000.	7,039,119.	0.	0.	2,960,881.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GT OFFSHORE B FUND SALES				PURCHASED	VARIOUS	12/31/19
	10,000,000.	6,814,272.	0.	0.	3,185,728.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
WELLS FARGO ACCOUNT SALES				PURCHASED		
	133,999.	0.	0.	0.	133,999.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
500 VANGUARD INDEX FUND				PURCHASED	05/31/19	06/25/19
	74,334.	70,502.	0.	0.	3,832.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
34,015 VANGUARD INDEX FUND				PURCHASED	06/12/19	06/25/19
	5,056,960.	5,008,403.	0.	0.	48,557.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
34,500 VANGUARD INDEX FUND				PURCHASED	05/31/19	06/25/19
	5,120,125.	4,864,666.	0.	0.	255,459.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
WELLS FARGO SHORT SALE				PURCHASED	06/22/19	07/08/19
	0.	1,224.	0.	0.		-1,224.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
DELL CLASS ACTION SETTLEMENT FUNDS				PURCHASED	VARIOUS	12/06/19
	154.	0.	0.	0.		154.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
GAIN-ASSETS FROM JRH CHARITABLE TRUST				DONATED		
	25,061,243.	25,061,243.	0.	0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PITTCO INVESTMENTS, LP				PURCHASED		
	0.	743,546.	0.	0.		-743,546.

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						64,365,315.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALTIUS ASSOC PRIVATE EQTY FUND, II LP	8,601.	0.	8,601.	8,601.	
ALTIUS ASSOC PRIVATE EQUITY FD, LP	71,058.	0.	71,058.	71,058.	
FIRST TN DIVIDEN INCOME	23.	0.	23.	23.	
GOLDMAN-INTEREST & DIVIDENDS	569,485.	0.	569,485.	569,485.	
GT REAL PROPERTY HOLDINGS II, LLC	252.	0.	252.	252.	
INVICTUS INTEREST INCOME-CAP CONTRIB INVICTUS	124.	0.	124.	124.	
OPPORTUNITY FUND II, LP	28,355.	0.	28,355.	28,355.	
MEMPHIS BIOWORKS-INTEREST	135,811.	0.	135,811.	135,811.	
PALLADIAN PARTNERS 2001, LLC	2,238.	0.	2,238.	2,238.	
PALLADIAN PARTNERS IV, LLC	12,907.	0.	12,907.	12,907.	
PALLADIAN PARTNERS IV, LLC-TAX EXEMPT	126.	0.	126.	0.	
PALLADIAN PARTNERS IX, LP	346.	0.	346.	346.	
PALLADIAN PARTNERS V, LLC	7,991.	0.	7,991.	7,991.	
PALLADIAN PARTNERS VIII-A, LLC	20,087.	0.	20,087.	20,087.	
PITTCO ABSOLUTE RETURN PORTFOLIO, LP	1,143,817.	0.	1,143,817.	1,011,421.	
PITTCO ABSOLUTE RETURN PORTFOLIO, LP-TAX EXEMPT	3,758.	0.	3,758.	0.	
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	329,045.	0.	329,045.	329,045.	
PITTCO DOMSTC EQT PRTFOLIO LP-TAX EXEMPT	13.	0.	13.	0.	
PITTCO EMERGING MARKETS PORTFOLIO, LP	507,166.	0.	507,166.	497,784.	
PITTCO EMERGING MARKETS PORTFOLIO, LP-TAX EXEMPT	64.	0.	64.	0.	

PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP	116,701.	0.	116,701.	116,701.
PITTCO HEDGED EQUITIES PORTFOLIO, LP	136,783.	0.	136,783.	132,094.
PITTCO HEDGED EQUITIES PORTFOLIO, LP-TAX EXEMPT	737.	0.	737.	0.
PITTCO INTRNATL EQUITIES PORTFOLIO, LP	706,508.	0.	706,508.	706,508.
PITTCO INVESTMENTS, LP	25,050.	0.	25,050.	25,050.
PITTCO INVESTMENTS, LP-NONTAXABLE	339.	0.	339.	0.
SCHWAB-INTEREST & DIVIDENDS	4,872.	0.	4,872.	4,872.
SSM GROWTH EQUITY GENERAL PARTNERS I, LP	665.	0.	665.	665.
SSM PARTNERS GROWTH EQUITY I, LP	3,278.	0.	3,278.	3,278.
SSM PARTNERS GROWTH EQUITY III, LP	38.	0.	38.	38.
SSM VENTURE PARTNERS III, LP	445.	0.	445.	445.
TIFF REALTY & RESOURCES III, LLC	742.	0.	742.	742.
UNITED STATES TREASURY-990-T REFUND	233.	0.	233.	233.
WELLS FARGO-INTEREST	146,956.	0.	146,956.	146,956.
TO PART I, LINE 4	3,984,614.	0.	3,984,614.	3,833,110.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALTIUS ASSOC PRIVATE EQUITY FD, LP-ORDINARY LOSS	-1,488.	-11,134.	
ALTIUS ASSOC PRIV EQUITY FD, LP-ROYALTIES, PORTFOLIO INCOME	805.	805.	
ALTIUS ASSOC PRIV EQUITY FD II, LP-ORDINARY INCOME (LOSS)	2,574.	-3,998.	
ALTIUS ASSOC PRIV EQUITY FD II, LP-ROYALTIES, PORTFOLIO INCOME	685.	685.	

J.R. HYDE III FAMILY FOUNDATION

62-1512725

GTRP HOLDINGS II, LLC-INCOME (LOSS)	-318.	4,512.
GTRP HOLDINGS II, LLC-OTHER INCOME	21.	21.
PALLADIAN PARTNERS 2001, LLC-ORDINARY INCOME	3,274.	0.
PALLADIAN PARTNERS 2001, LLC-ROYALTIES, PORTFOLIO INCOME	-11,042.	-11,042.
PALLADIAN PARTNERS IV, LLC-ORDINARY INCOME	2,516.	4,711.
PALLADIAN PARTNERS IV, LLC-ROYALTIES, PORTFOLIO INCOME	2,351.	2,351.
PALLADIAN PARTNERS V, LLC-ORDINARY INCOME (LOSS)	559.	4,481.
PALLADIAN PARTNERS V, LLC-ROYALTIES, PORTFOLIO LOSS	-914.	-914.
PALLADIAN PARTNERS VIII-A, LP-ORDINARY INCOME	2,384.	33,360.
PALLADIAN PARTNERS VIII-A, LP-ROYALTIES, PORTFOLIO INCOME	6,003.	6,003.
PALLADIAN PARTNERS IX, LP-OTHER INCOME (LOSS)	-1,217.	422.
PALLADIAN PARTNERS IX, LP-PORTFOLIO INCOME	5.	5.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP-ORDINARY LOSS	71,904.	58,579.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP-ORDINARY LOSS	-31,427.	-31,427.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP-OTHER INCOME	69,896.	69,896.
PITTCO EMERGING MRKTS PORTFOLIO, LP-ORDINARY LOSS	-70,918.	-60,506.
PITTCO EMERGING MRKTS PORTFOLIO, LP-PORTFOLIO INCOME	8,106.	8,834.
PITTCO INTRNATL EQUITIES PORTFOLIO, LP-PORTFOLIO INCOME	443,143.	443,143.
PITTCO INTRNATL EQUITIES PORTFOLIO, LP-ORDINARY LOSS	-1,209.	-1,209.
PITTCO HEDGED EQUITIES PORTFOLIO, LP-ORDINARY LOSS	-134,220.	-131,095.
PITTCO HEDGED EQUITIES PORTFOLIO, LP-PORTFOLIO, OTHER INCOME	71,922.	88,397.
PITTCO ABSOLUTE RETURN PORTFOLIO, LP-ORDINARY INCOME (LOSS)	8,832.	-39,563.
PITTCO ABSOLUTE RETURN PORTFOLIO, LP-PORTFOLIO, OTHER INCOME	380,390.	243,935.
TIFF REALTY/RESOURCES III, LLC-ORDINARY LOSS	-1,626.	-500.
TIFF REALTY/RESOURCES III, LLC-PORTFOLIO INCOME	20.	20.
ALLDALE MINERALS IV, LP-ROYALTIES, PORTFOLIO INCOME	38,332.	38,332.
MISCELLANEOUS OTHER INCOME	3,984.	3,984.
TOTAL TO FORM 990-PF, PART I, LINE 11	863,327.	721,088.

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAKER DONELSON	15,502.	0.		15,502.
TO FM 990-PF, PG 1, LN 16A	15,502.	0.		15,502.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX ACCOUNTANT FEES & EXPENSES	15,865.	15,865.		0.
LESS: TAX FEES/EXPENSES-990-T	0.	-3,770.		0.
TO FORM 990-PF, PG 1, LN 16B	15,865.	12,095.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
P3 CONSULTING, LLC	120,000.	0.		120,000.
THE COPLEXITY GROUP, LLC	29,470.	0.		29,470.
TEAM TREK COACHING GROUP	2,063.	0.		2,063.
DAVIDSON HILL CONSULTING	31,800.	0.		31,800.
SMART CITY CONSULTING	1,980.	0.		1,980.
CONSILIENCE GROUP, LLC	30,800.	0.		30,800.
OBSIDIAN PUBLIC RELATIONS, LLC	10,000.	0.		10,000.
MISCELLANEOUS CONSULTANTS FEES, \$1K OR LESS EACH	850.	0.		850.
TO FORM 990-PF, PG 1, LN 16C	226,963.	0.		226,963.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	79,752.	0.		79,752.
990-PF TAXES	2,360,000.	0.		0.
990-T TAXES	10,643.	0.		0.
STATE TAXES (REFUND)	-47.	-47.		0.
GT REAL PROP HOLDINGS II LLC-STATE TAXES	149.	149.		0.
PALLADIAN PARTNERS IV, LLC-STATE TAXES	249.	249.		0.
PALLADIAN PARTNERS V, LLC-STATE TAXES	31.	31.		0.
PALLADIAN PARTNERS VIII-A, LP-STATE TAXES	89.	89.		0.
ALLDALE MINERALS IV, LP-STATE TAXES	410.	410.		0.
PITTCO EMERGING MARKETS PORTFOLIO, LP-STATE TAXES	494.	494.		0.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP-STATE TAXES	44,838.	44,838.		0.
PITTCO INTERNATIONAL EQUITIES PORTFOLIO, LP-STATE TAXES	9,048.	9,048.		0.
PITTCO ABSOLUTE RETURN PORTFOLIO, LP-STATE TAXES	534.	534.		0.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP-FOREIGN TAXES	12.	12.		0.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP-FOREIGN TAXES	1,278.	1,278.		0.
PITTCO EMERGING MARKETS PORTFOLIO, LP-FOREIGN TAXES	42,239.	42,239.		0.
PITTCO INTERNATIONAL EQUITIES PORTFOLIO, LP-FOREIGN TAXES	57,591.	57,591.		0.
PITTCO HEDGED EQUITIES PORTFOLIO, LP-FOREIGN TAXES	2,060.	2,015.		0.
PITTCO ABSOLUTE RETURN PORTFOLIO, LP-FOREIGN TAXES	9,658.	9,526.		0.
ALTIUS ASSOC PRV EQTY FD II-FOREIGN TAXES	45.	45.		0.
PALLADIAN PARTNERS 2001, LLC-FOREIGN TAXES	554.	554.		0.
PALLADIAN PARTNERS IV, LLC-FOREIGN TAXES	490.	490.		0.
PALLADIAN PARTNERS V, LLC-FOREIGN TAXES	235.	235.		0.
PALLADIAN PARTNERS VIII-A, LLC-FOREIGN TAXES	577.	577.		0.

ALTIUS ASSOC PRIV EQ FD,
LP-FOREIGN TAXES

107.

107.

0.

TO FORM 990-PF, PG 1, LN 18

2,621,036.

170,464.

79,752.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	16,248.	0.		16,248.
BANK CHARGES	186.	0.		186.
MISCELLANEOUS WIRE & OTHER FEES	51.	51.		0.
OFFICE SUPPLIES	8,067.	0.		8,067.
POSTAGE/FED EX CHARGES/COURIER	1,542.	0.		1,542.
COMMUNICATIONS/TELEPHONE	36,248.	0.		36,248.
OFFICE EXPENSES	32,883.	0.		32,883.
PAYROLL PROCESSING FEES	2,712.	0.		2,712.
DUES/SUBSCRIPTIONS	5,486.	0.		5,486.
TRAINING/EDUCATION	18,332.	0.		18,332.
ANNUAL REPORT & FILING FEES	30.	0.		30.
SSM VENTURE PARTNERS III, LP	1,000.	1,000.		0.
SSM PARTNERS GROWTH EQUITY I, LP	35,849.	35,849.		0.
SSM GROWTH EQUITY GENERAL PARTNERS I, LP	7,270.	7,270.		0.
SSM PARTNERS GROWTH EQUITY III, LP	10,688.	10,688.		0.
PALLADIAN PARTNERS 2001, LLC	3,140.	3,140.		0.
PALLADIAN PARTNERS IV, LLC	12,059.	12,059.		0.
PALLADIAN PARTNERS V, LLC	71,867.	71,867.		0.
PALLADIAN PARTNERS VIII-A, LP	73,496.	73,496.		0.
PALLADIAN PARTNERS IX, LP	10,134.	10,134.		0.
GT REAL PROP HOLDINGS II LLC	2,978.	2,978.		0.
ALTIUS ASSOC PRIV EQ FUND, LP	35,025.	35,025.		0.
ALTIUS ASSOC PRIV EQ FND II, LP	15,856.	15,856.		0.
TIFF REALTY/RESOURCES III, LLC	6,826.	6,512.		0.
PITTCO DOMESTIC EQUITIES PORTFOLIO, LP	113,629.	113,629.		0.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP	63,807.	63,807.		0.
PITTCO EMERGING MARKETS PORTFOLIO, LP	172,323.	172,323.		0.
PITTCO INTERNATIONAL EQUITIES PORTFOLIO, LP	208,043.	208,043.		0.
PITTCO HEDGED EQUITIES PORTFOLIO, LP	49,428.	46,914.		0.

PITTCO ABSOLUTE RETURN			
PORTFOLIO, LP	680,005.	568,309.	0.
ALLDALE MINERALS IV, LP	61,316.	61,316.	0.
INVICTUS OPPORTUNITY FUND			
II, LP	147.	147.	0.
PITTCO INVESTMENT, LP	53,480.	54,460.	0.
INVESTMENT FEES-WOLF RIVER			
CAPITAL & WELLS FARGO	49,273.	49,273.	0.
PALLADIAN PARTNERS 2001,			
LLC-NONDEDUCTIBLE EXP	19.	0.	0.
PALLADIAN PARTNERS IV,			
LLC-NONDEDUCTIBLE EXP	1,131.	0.	0.
PALLADIAN PARTNERS V,			
LLC-NONDEDUCTIBLE EXP	181.	0.	0.
PALLADIAN PARTNERS VIII-A,			
LP-NONDEDUCTIBLE EXP	629.	0.	0.
PALLADIAN PARTNERS IX,			
LP-NONDEDUCTIBLE EXP	2.	0.	0.
TIFF RLTY/RESOURCES III,			
LLC-NONDEDUCTIBLE EXP	1.	0.	0.
ALTIUS ASSOC PRIV EQTY FD,			
LP-NONDEDUCTIBLE EXP	255.	0.	0.
ALTIUS ASSOC PRIV EQ FD II,			
LP-NONDEDUCTIBLE EXP	77.	0.	0.
PITTCO DOMESTIC EQUITIES			
PORTFOLIO, LP-NONDEDUCTIBLE			
EXP	184.	0.	0.
ALLDALE MINERALS IV,			
LP-NONDEDUCTIBLE EXP	18.	0.	0.
PITTCO EMERGING MARKETS			
PORTFOLIO, LP-NONDEDUCTIBLE			
EXP	763.	0.	0.
PITTCO INTRNATL EQUITIES			
PORTFOLIO, LP-NONDEDUCTIBLE			
EXP	16,066.	0.	0.
PITTCO HEDGED EQUITIES			
PORTFOLIO, LP-NONDEDUCTIBLE			
EXP	25.	0.	0.
PITTCO ABSOLUTE RETURN			
PORTFOLIO, LP-NONDEDUCTIBLE			
EXP	1,021.	0.	0.
TO FORM 990-PF, PG 1, LN 23	1,879,796.	1,624,146.	121,734.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION

AMOUNT

FMV > BASIS TIGER INVESTMENT TRANSFERRED TO PEMP

932,177.

TOTAL TO FORM 990-PF, PART III, LINE 3

932,177.

FORM 990-PF

OTHER NOTES AND LOANS REPORTED SEPARATELY

STATEMENT 10

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
MEMPHIS BIOWORKS FOUNDATION			INTEREST DUE ANNUALLY, LIBOR PLUS 1.75%	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
11/13/19	11/13/20	1,200,000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		WORKING CAPITAL, MEMPHIS BIOWORKS FOUNDATION		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		6,275,000.	0.	6,275,000.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
MEMPHIS BIOWORKS FOUNDATION			INTEREST DUE MONTHLY, LIBOR PLUS 1.75%	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
05/17/16	06/25/21	4,000,000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		WORKING CAPITAL, MEMPHIS BIOWORKS FOUNDATION		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		4,000,000.	0.	4,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 7		10,275,000.	0.	10,275,000.

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB-MUTUAL FUNDS	658,662.	787,617.
ONCTERNAL THERAPEUTICS INC	14,811,249.	220,955.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,469,911.	1,008,572.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTIUS ASSOC PRVT EQTY FD II	COST	291,693.	403,864.
ALTIUS ASSOC PRVT EQTY FUND LP	COST	1,329,441.	1,850,571.
ELLIOTT INTERNATIONAL LIMITED	COST	5,000,000.	5,113,176.
GT OFFSHORE FUND, LTD.-CLASS A	COST	15,588,701.	22,472,080.
GT OFFSHORE FUND, LTD.-CLASS B	COST	19,333,276.	38,528,323.
GT REAL PROPERTY HLDNGS II,LLC	COST	61,976.	48,445.
INVICTUS OPPORTUNITY OFFSHORE FEEDER FUND	COST	1,154,771.	1,593,673.
MAGNETAR OFFSHORE FUND	COST	6,218.	11,383.
MOON CAPITAL GLOBAL EQUITY	COST	68,552.	63,552.
PALLADIAN PARTNERS 2001, LLC	COST	230,389.	329,660.
PALLADIAN PARTNERS IV, LLC	COST	510,197.	334,258.
PALLADIAN PARTNERS V, LLC	COST	1,181,568.	1,153,427.
PALLADIAN PARTNERS VIII-A, LP	COST	842,505.	1,231,714.
PITTCO DOMESTIC EQUITIES PORTFOLIO LP	COST	33,330,523.	36,729,511.
PITTCO EMERGING MARKETS PORTFOLIO, LP	COST	20,128,529.	21,317,754.
PITTCO GLOBAL MACRO/CTA PORTFOLIO, LP	COST	7,443,585.	7,381,095.
PITTCO INTERNATIONAL EQUITIES PORTFOLIO, LP	COST	27,397,972.	30,114,232.
SSM GROWTH EQUITY GENERAL PARTNERS I	COST	68,142.	68,142.
SSM PARTERS GROWTH EQUITY I, LP	COST	1,078,013.	1,779,744.
SSM VENTURE PARTNERS III, LP	COST	207,564.	207,564.
TIFF REALTY/RESOURCES III, LLC	COST	504,226.	251,217.
WOLF RIVER BONDS - WELLS FARGO	COST	1,944,843.	3,030,003.
PALLADIAN PARTNERS IX, LP	COST	205,783.	234,691.
INVICTUS OPPORTUNITY FUND II	COST	309,522.	319,698.
ALLDALE MINERALS IV, LP	COST	955,408.	894,191.
PITTCO ABSOLUTE RETURN PORTFOLIO, LP	COST	19,312,447.	19,996,906.
PITTCO HEDGED EQUITIES PORTFOLIO, LP	COST	15,532,957.	17,177,388.
SSM PARTNERS GROWTH EQUITY III, LP	COST	192,742.	186,203.
DF RESIDENTIAL FNDN, LLC	COST	1,918,520.	1,951,906.
TOTAL TO FORM 990-PF, PART II, LINE 13		176,130,063.	214,774,371.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
HUNT-PHELAN HOME ASSETS	20,833.	20,833.	0.
TO FORM 990-PF, PART II, LINE 15	20,833.	20,833.	0.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 14
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NAME OF CONTRIBUTOR	ADDRESS
J.R. HYDE, III	17 W. PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103

FORM 990-PF	TRANSFERS FROM CONTROLLED ENTITIES PART VII-A, LINE 11	STATEMENT 15
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NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
DF RESIDENTIAL FNDN, LLC	83-3519232

ADDRESS

14701 PHILIPS HIGHWAY, SUITE 300
JACKSONVILLE, FL 32256

DESCRIPTION OF TRANSFER

NONE

AMOUNT
OF TRANSFER

0.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TERESA SLOYAN 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	PRESIDENT 40.00	289,543.	20,385.	0.
BARBARA R. HYDE 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	CHAIRMAN/CEO 5.00	40,000.	28,344.	0.
JOHN H. PONTIUS 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	SEC/TREASURER 2.00	0.	0.	0.
JOSEPH R. HYDE, III 17 WEST PONTOTOC AVENUE, SUITE 200 MEMPHIS, TN 38103	DIRECTOR 5.00	0.	0.	0.
ALLEN B. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
MARGARET E. HYDE 17 WEST PONTOTOC AVENUE, SUITE 100 MEMPHIS, TN 38103	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		329,543.	48,729.	0.