29491170008021

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

912

For calendar year 2019 or tax year beginning , 2019, and ending ,

THE ASSISI FOUNDATION OF MEMPHIS, INC.
515 ERIN DRIVE
MEMPHIS, TN 38117

A Employer identification number 62-1558722

B Telephone number (see instructions) (901)-684-1564

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 computation ► [ ]

E 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 ► [ ]

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

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

04

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 220,724,770.

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

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check ► [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	2,208.	2,208.		
4 Dividends and interest from securities	4,012,650.	4,012,650.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	7,872,292.			
b Gross sales price for all assets on line 6a 19,026,141.				
7 Capital gain net income (from Part IV, line 2)		7,872,292.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 **Total** Add lines 1 through 11	11,887,150.	11,887,150.	0.	
Operating and Administrative Expenses				
13 Compensation of officers directors, trustees etc	254,700.	127,350.		127,350.
14 Other employee salaries and wages	370,829.	44,527.		326,302.
15 Pension plans employee benefits	73,312.	21,961.		51,351.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	35,000.	26,000.		9,000.
c Other professional fees (attach sch) SEE ST 2	395,958.	395,958.		
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 3	111,431.			
19 Depreciation (attach schedule) and depletion SEE STMT 4	112,238.			
20 Occupancy				
21 Travel, conferences, and meetings	20,175.	6,550.		13,625.
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	358,310.	121,692.		236,618.
24 **Total operating and administrative expenses** Add lines 13 through 23	1,731,953.	744,038.		764,246.
25 Contributions, gifts grants paid PART XV	9,557,322.			10,999,888.
26 **Total expenses and disbursements** Add lines 24 and 25	11,289,275.	744,038.	0.	11,764,134.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	597,875.			
b **Net investment income** (if negative enter -0-)		11,143,112.		
c **Adjusted net income** (if negative enter -0-)			0.	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	(a) Beginning of year Book Value	(b) End of year Book Value	(c) End of year Fair Market Value
Assets	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		857,221.	913,484.	913,484.
	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 sch) ►				
		Less allowance for doubtful accounts ►				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		12,747.	12,789.	12,789.
	10a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)		68,946,834.	67,432,749.	67,432,749.
	c	Investments — corporate bonds (attach schedule)		25,755,537.	18,487,456.	18,487,456.
	11	Investments — land, buildings, and equipment basis ►				
		Less accumulated depreciation (attach schedule) ►				
	12	Investments — mortgage loans				
	13	Investments — other (attach schedule)		105,545,404.	130,985,756.	130,985,756.
	14	Land, buildings, and equipment basis ►	4,716,298.			
		Less accumulated depreciation (attach schedule) SEE STMT 6 ►	1,823,762.	2,973,375.	2,892,536.	2,892,536.
	15	Other assets (describe ►)				
	16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)		204,091,118.	220,724,770.	220,724,770.
Liabilities	17	Accounts payable and accrued expenses		269,028.	261,815.	
	18	Grants payable		2,231,581.	868,008.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ►)			3.	
	23	**Total liabilities** (add lines 17 through 22)		2,500,609.	1,129,826.	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here ► [X] and complete lines 24, 25, 29, and 30.**				
	24	Net assets without donor restrictions		201,590,509.	219,594,944.	
	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				
	29	**Total net assets or fund balances** (see instructions)		201,590,509.	219,594,944.	
	30	**Total liabilities and net assets/fund balances** (see instructions)		204,091,118.	220,724,770.	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	201,590,509.
2	Enter amount from Part I, line 27a	2	597,875.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	17,406,560.
4	Add lines 1, 2, and 3	4	219,594,944.
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	219,594,944.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo day yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
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	19,026,141.		11,153,849.	7,872,292.
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				7,872,292.
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	7,872,292.
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

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	11,678,197.	220,598,959.	0.052939
2017	11,182,623.	219,108,073.	0.051037
2016	10,864,804.	205,902,559.	0.052767
2015	11,235,007.	220,949,073.	0.050849
2014	11,403,061.	226,499,950.	0.050345

2	**Total** of line 1, column (d)	2	0.257937
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	0.051587
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	212,416,182.
5	Multiply line 4 by line 3	5	10,957,914.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	111,431.
7	Add lines 5 and 6	7	11,069,345.
8	Enter qualifying distributions from Part XII, line 4	8	11,764,134.

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

3

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary – see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► [X] and enter 1% of Part I, line 27b	1	111,431.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	0.
3	Add lines 1 and 2	3	111,431.
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	111,431.
6	Credits/Payments		
a	2019 estimated tax pymts and 2018 overpayment credited to 2019 — 6 a		
b	Exempt foreign organizations – tax withheld at source — 6 b		
c	Tax paid with application for extension of time to file (Form 8868) — 6 c		
d	Backup withholding erroneously withheld — 6 d		
7	Total credits and payments Add lines 6a through 6d	7	0.
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	111,431.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	
11	Enter the amount of line 10 to be Credited to 2020 estimated tax ► Refunded ►	11	

Part VII-A Statements Regarding Activities

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

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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	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► JAN YOUNG Telephone no ► (901) 684-1564

Located at ► 515 ERIN DRIVE MEMPHIS TN ZIP + 4 ► 38117

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – check here N/A ► ☐

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

			Yes	No
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	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	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1 c		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 ► 20__ , 20__ , 20__ , 20__			
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)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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)	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

			Yes	No
5 a 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 [X]			
(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 [X]			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions	Yes [ ] No [X]			
(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 [X]			
b If any answer is 'Yes' to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions		5b	N/A	
Organizations relying on a current notice regarding disaster assistance, check here ► [ ]				
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)	N/A Yes [ ] No [ ]			
6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [ ] No [X]			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If 'Yes' to 6b, file Form 8870		6b		X
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	Yes [ ] No [X]			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors SEE STATEMENT 8

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
SEE STATEMENT 9		267,700.	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
ERNESTINE SMITH 515 ERIN DRIVE MEMPHIS, TN 38117	PROGRAMS MGR 40	91,291.	0.	0.
COLBY T. WAMBLE 515 ERIN DR. MEMPHIS, TN 38117	GRANTS MGR 40	69,030.	0.	0.
Total number of other employees paid over $50,000 ►				0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
DIXON HUGHES GOODMAN 999 SOUTH SHADY GROVE ROAD, STE 400 MEMPHIS, TN 38120	AUDIT FIRM	35,000.
FIDUCIARY MANAGEMENT, INC. 100 EAST WISCONSIN AVE MILWAUKEE, WI 53202	INVESTMENT MANAGER	72,919.
EAGLE ASSET MANAGEMENT, INC. 880 CARILLON PARKWAY ST. PETERSBURG, FL 33733-0520	INVESTMENT MANAGER	39,854.
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE ST. CHICAGO, IL 60675	INVESTMENT CUSTODIAN	56,606.
LSV ASSET MANAGEMENT ONE NORTH WACKER DR. CHICAGO, IL 60606	INVESTMENT MANAGER	127,938.
Total number of others receiving over $50,000 for professional services	►	0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	209,746,619.
b	Average of monthly cash balances	1b	1,999,006.
c	Fair market value of all other assets (see instructions)	1c	3,905,321.
d	**Total** (add lines 1a, b, and c)	1d	215,650,946.
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	215,650,946.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,234,764.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	212,416,182.
6	**Minimum investment return.** Enter 5% of line 5	6	10,620,809.

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	10,620,809.
2a	Tax on investment income for 2019 from Part VI, line 5 — 2a: 111,431.		
b	Income tax for 2019 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	111,431.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	10,509,378.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10,509,378.
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	10,509,378.

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	11,764,134.
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	11,764,134.
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	111,431.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	11,652,703.

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					10,509,378.
2 Undistributed income, if any, as of the end of 2019					
a Enter amount for 2018 only				0.	
b Total for prior years 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2019					
a From 2014	472,761.				
b From 2015	435,551.				
c From 2016	731,794.				
d From 2017	393,571.				
e From 2018	872,121.				
f **Total** of lines 3a through e		2,905,798.			
4 Qualifying distributions for 2019 from Part XII, line 4 ► $ 11,764,134.					
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					10,509,378.
e Remaining amount distributed out of corpus		1,254,756.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		4,160,554.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)		0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions)		472,761.			
9 **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a		3,687,793.			
10 Analysis of line 9					
a Excess from 2015	435,551.				
b Excess from 2016	731,794.				
c Excess from 2017	393,571.				
d Excess from 2018	872,121.				
e Excess from 2019	1,254,756.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT 1		N/A		10,999,139.
Total			► 3a	10,999,139.
b Approved for future payment				
SEE ATTACHMENT 2		N/A		868,008.
Total			► 3b	868,008.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,208.	
4 Dividends and interest from securities			14	4,012,650.	
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					7,872,292.
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)				4,014,858.	7,872,292.
13 Total. Add line 12, columns (b), (d), and (e)				13	11,887,150.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Jaclyn A White, CPA — 5/15/20 — DIRECTOR OF FINANCE

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	Preparer's signature	Date	Check ☐ if self employed	PTIN
	SELF-PREPARED			

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING FEES	$ 35,000.	$ 26,000.		$ 9,000.
TOTAL	$ 35,000.	$ 26,000.	$ 0.	$ 9,000.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	$ 395,958.	$ 395,958.		
TOTAL	$ 395,958.	$ 395,958.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	$ 111,431.			
TOTAL	$ 111,431.	$ 0.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
BUILDING								
11/22/04	2,224,942	803,454	S/L		39	57,050	0	0
ELECTRICAL WORK								
11/28/05	4,247	1,426	S/L		39	109	0	0
LINKOUS CONSTRUCTION COST								
3/07/05	43,097	15,286	S/L		39	1,105	0	0
VARIOUS BUILDING COSTS								
12/31/05	14,355	4,784	S/L		39	368	0	0
BATHROOMS RENOVATION								
12/01/06	72,388	22,427	S/L		39	1,856	0	0
IMPROVEMENTS								
12/31/07	12,408	3,498	S/L		39	318	0	0
A/C COMPRESSORS								

**STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION**

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
7/21/08	9,226	2,479	S/L	0.0256		237	0	0
NEW BUILDING FLOORING								
12/16/08	36,118	9,299	S/L	0.0256		926	0	0
NEW FLOORING								
12/31/09	3,300	769	S/L	0.0256		85	0	0
RESURFACE FLOORS								
5/10/10	8,200	1,812	S/L	0.0256		210	0	0
ASPHALT PARKING LOT								
10/14/10	5,312	1,116	S/L	0.0256		136	0	0
HVAC SYSTEM								
10/06/11	57,743	10,676	S/L	0.0256		1,481	0	0
FLOORING								
10/06/11	20,930	3,871	S/L	0.0256		537	0	0
LIBRARY FURNITURE								
2/01/12	1,915	1,779	S/L	0.0714		136	0	0
OFFICE FURNITURE								
3/06/12	6,414	5,958	S/L	0.0714		456	0	0
BOARD ANNIVERSARY BOOK								
3/26/12	15,200	14,115	S/L	0.0714		1,085	0	0
ORIENTAL RUG								
4/02/12	3,500	3,250	S/L	0.0714		250	0	0
DESK								
6/12/12	2,000	1,859	S/L	0.0714		141	0	0
BOARD ANNIVERSARY BOOK								
VARIOUS	68,991	50,516	S/L	0.1429		9,859	0	0
OFFICE FURNITURE								
VARIOUS	3,855	2,822	S/L	0.1429		551	0	0
PLANTATION SHUTTERS								
10/31/13	5,333	3,905	S/L	0.1429		762	0	0
HP DL 350E TOWER SERVER								
5/13/14	13,910	12,867	S/L	0.075		1,043	0	0
OFFICE FURNITURE								
12/31/14	5,368	3,164	S/L	0.1429		767	0	0
PLANTATION SHUTTER/BLINDS								
12/31/14	7,094	4,181	S/L	0.1429		1,014	0	0
BAMBOO WOOD FLOORING								
12/31/14	9,628	998	S/L	0.0256		247	0	0
DLP PROJECTOR								
5/26/15	3,114	2,258	S/L	0.2		623	0	0
OFFICE EQUIPMENT								
11/30/15	3,153	1,971	S/L	0.2		631	0	0
OFFICE FURNITURE								
2/15/15	13,983	7,741	S/L	0.1429		1,998	0	0
LIGHTING FIXTURES								

**STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION**

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
2/26/15	19,988	11,065	S/L	0.1429		2,856	0	0
WINDOW BLINDS								
3/04/15	7,094	3,928	S/L	0.1429		1,014	0	0
OFFICE FURNITURE								
3/04/15	4,550	2,519	S/L	0.1429		650	0	0
OFFICE CHAIRS								
3/04/15	1,862	1,031	S/L	0.1429		266	0	0
LIFT CABINETS								
12/15/15	6,669	2,977	S/L	0.1429		953	0	0
WATER HEATER								
1/27/15	5,975	2,317	S/L	0.1		598	0	0
BOARD ROOM RENOVATION								
4/30/15	18,884	6,844	S/L	0.1		1,888	0	0
LIGHTING CONVERSION								
5/05/15	14,660	5,314	S/L	0.1		1,466	0	0
LIBRARY FLOORING								
9/30/15	9,541	3,220	S/L	0.1		954	0	0
OFFICE FURNITURE								
5/03/16	266	95	S/L	0.1428		38	0	0
SPRING CM SOFTWARE- BOARD								
3/22/16	10,000	8,333	S/L	0.1667		1,667	0	0
BUILDING ROOF								
VARIOUS	38,723	2,234	S/L		39	993	0	0
ASPHALT PAVING PARKING LO								
VARIOUS	24,620	3,078	S/L	0.05		1,231	0	0
BUILDING ALARM								
5/09/17	15,733	3,371	S/L	0.1429		2,248	0	0
OFFICE FURNITURE								
8/30/17	275	59	S/L	0.1429		39	0	0
TECHNOLOGY EQUIPMENT								
10/26/17	2,049	439	S/L	0.1429		293	0	0
BOARD ROOM CHAIRS								
10/04/18	14,186	254	S/L	0.1429		2,027	0	0
BOARD ROOM PROJECTION SYS								
12/11/18	43,039	770	S/L	0.1429		6,150	0	0
7 DELL OFFICE COMPUTERS								
12/27/18	8,793	157	S/L	0.1429		1,257	0	0
BOARD ROOM PROJECTION SYS								
1/31/19	4,132		S/L	0.125		517	0	0
SECURITY CAMERAS + INSTAL								
4/09/19	9,220		S/L	0.0893		823	0	0
LIBRARY CABINET								
7/30/19	175		S/L	0.0536		9	0	0
BOARD ROOM CHAIRS								

**STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION**

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
10/01/19	17,870		S/L	0.0179		320	0	0

**STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALARM MONITORING/BUILDING SECURITY	$ 3,243.	$ 1,621.		$ 1,622.
AUTO EXPENSE	317.	159.		158.
BANK CHARGES	1,475.	737.		738.
BENEFITS & PAYROLL TAXES	106,864.	17,120.		89,744.
BOARD EXPENSE	30,575.	15,287.		15,288.
COMPUTER EXPENSE	11,095.	5,547.		5,548.
EQUIPMENT RENTALS & LEASES	9,442.	4,721.		4,721.
GRANT SUPPORT & EVALUATION	42,292.			42,292.
INSURANCE - PROP/D&O/GEN'L LIAB	34,507.	17,253.		17,254.
JANITORIAL SERVICE	17,651.	8,825.		8,826.
LANDSCAPING & LAWN MAINTENANCE	11,359.	5,679.		5,680.
MEMBERSHIP DUES ,BOOKS & SUBSCRIPTIONS	9,239.	4,619.		4,620.
OFFICE SUPPLIES AND EXPENSE	20,011.	10,005.		10,006.
POSTAGE	456.	228.		228.
REPAIRS & MAINTENANCE	18,194.	9,097.		9,097.
TELECOMMUNICATIONS	10,529.	5,264.		5,265.
UTILITIES	31,061.	15,530.		15,531.
TOTAL	$ 358,310.	$ 121,692.	$ 0.	$ 236,618.

**STATEMENT 6
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 621,919.	$ 413,707.	$ 208,212.	$ 208,212.
MACHINERY AND EQUIPMENT	354,222.	286,497.	67,725.	67,725.
BUILDINGS	2,634,297.	976,697.	1,657,600.	1,657,600.
LAND	958,757.		958,757.	958,757.
MISCELLANEOUS	147,103.	146,861.	242.	242.
TOTAL	$ 4,716,298.	$ 1,823,762.	$ 2,892,536.	$ 2,892,536.

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	$ 17,406,560.
TOTAL	$ 17,406,560.

STATEMENT 8
FORM 990-PF, PART VIII
COMPENSATION EXPLANATION

DIXON HUGHES GOODMAN
ANNUAL AUDIT FEES

FIDUCIARY MANAGEMENT, INC.
INVESTMENT MANAGER FEES

EAGLE ASSET MANAGEMENT, INC.
INVESTMENT MANAGER FEES

THE NORTHERN TRUST COMPANY
CUSTODIAN FEES

LSV ASSET MANAGEMENT
INVESTMENT MANAGER FEES

STATEMENT 9
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JACK A. BELZ 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	$ 0.	$ 0.	$ 0.
THOMAS C. FARNSWORTH, III 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
MICHAEL J. BRUNS 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
LEE J. CHASE, III 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
FRED L. DAVIS 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MOLITOR FORD, JR. 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	$ 0.	$ 0.	$ 0.
JOSEPH M. EVANGELISTI 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
RONALD A. BELZ 515 ERIN DRIVE MEMPHIS, TN 38117	VICE CHAIRMAN 1.00	0.	0.	0.
WILLIAM E. FRULLA 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
THOMAS W. SCHERER 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
FORREST N. JENKINS 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
ELLEN KLYCE 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
BEVERLY ROBERTSON 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
CHARLES D. SCHAFFLER 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
MARTIN F. THOMPSON 515 ERIN DRIVE MEMPHIS, TN 38117	CHAIRMAN 1.00	0.	0.	0.
C. THOMAS WHITMAN 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
HARRY GOLDSMITH 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PHILIP R. ZANONE, JR. 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	$ 0.	$ 0.	$ 0.
NANCY LANIGAN 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
PEGGY VEESER 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
ROBERT GOOCH 515 ERIN DRIVE MEMPHIS, TN 38117	DIRECTOR 1.00	0.	0.	0.
JAN YOUNG 515 ERIN DRIVE MEMPHIS, TN 38117	EXECUTIVE DIREC 45.00	267,700.	0.	0.
SUSAN AGUILLARD 515 ERIN DRIVE MEMPHIS, TN 38117	SECRETARY 1.00	0.	0.	0.
	TOTAL	$ 267,700.	$ 0.	$ 0.

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	THE ASSISI FOUNDATION OF MEMPHIS, INC.
NAME:	
CARE OF:	
STREET ADDRESS:	515 ERIN DRIVE
CITY, STATE, ZIP CODE:	MEMPHIS, TN 38117
TELEPHONE:	901-684-1564
E-MAIL ADDRESS:	
FORM AND CONTENT:	SEE ATTACHMENT 3
SUBMISSION DEADLINES:	SEE ATTACHMENT 3
RESTRICTIONS ON AWARDS:	SEE ATTACHMENT 3

Attachment 1

The Assisi Foundation of Memphis, Inc
Form 990-PF, Part XV, Line 3a
Grants and Contributions Paid During the Year 2019
EIN 62-1558722

Name of Payee	Status	Amount
Theatre Memphis	501(c)(3) Public Charity	$500,000
Birthright of Memphis	501(c)(3) Public Charity	$40,000
Sycamore Institute	501(c)(3) Public Charity	$25,000
AFM Initiative - Before You Ask/Before You Serve	501(c)(3) Public Charity	$86,512
Good Sheperd Health	501(c)(3) Public Charity	$82,276
Regional One Medical Foundation	501(c)(3) Public Charity	$300,000
New Ballet Ensemble	501(c)(3) Public Charity	$150,000
Idlewild Church- CAFE	501(c)(3) Public Charity	$60,000
WREG Knowledge Bowl	501(c)(3) Public Charity	$15,000
Landmark Training Development	501(c)(3) Public Charity	$50,000
Dixon Gallery & Gardens	501(c)(3) Public Charity	$250,000
Playback Memphis	501(c)(3) Public Charity	$50,000
Literacy Mid-South	501(c)(3) Public Charity	$450,000
Binghampton Christian Academy	501(c)(3) Public Charity	$175,000
Impact Memphis	501(c)(3) Public Charity	$52,000
St Mary's Episcopal School	501(c)(3) Public Charity	$250,000
Boys & Girls Club of the Hatchie River Region	501(c)(3) Public Charity	$20,000
Mental Health Association of the Mid-South	501(c)(3) Public Charity	$20,000
Tennessee Higher Education Initiative, Inc	501(c)(3) Public Charity	$25,000
Big Green	501(c)(3) Public Charity	$50,000
Beacon Center of Tennessee	501(c)(3) Public Charity	$50,000
University of Memphis Foundation	501(c)(3) Public Charity	$100,000
Tech901	501(c)(3) Public Charity	$108,000
CodeCrew	501(c)(3) Public Charity	$100,000
United Housing, Inc	501(c)(3) Public Charity	$100,000
Memphis Shelby County Crime Commission	501(c)(3) Public Charity	$100,000
AFM Initiative - Justice and Ethics	501(c)(3) Public Charity	$76,942
AFM Initiative - Funders Collaborative	501(c)(3) Public Charity	$86,750

AFM Initiative - Community Convening	501(c)(3) Public Charity	$98,769
Stand for Children Leadership Center	501(c)(3) Public Charity	$125,000
Memphis Fourth Estate	501(c)(3) Public Charity	$257,000
The University of Memphis	501(c)(3) Public Charity	$500,000
Collierville Literacy Council	501(c)(3) Public Charity	$12,400
Rotary- Family Youth Initiative	501(c)(3) Public Charity	$50,000
William R Moore College of Technology	501(c)(3) Public Charity	$1,000,000
Girls Inc of Memphis	501(c)(3) Public Charity	$500,000
Green Dot	501(c)(3) Public Charity	$400,000
RISE Foundation	501(c)(3) Public Charity	$10,000
Memphis Brooks Museum of Art	501(c)(3) Public Charity	$100,000
PURE Youth Alliance	501(c)(3) Public Charity	$50,000
Momentum Non-Profit Partners	501(c)(3) Public Charity	$150,000
Memphis Oral School for the Deaf	501(c)(3) Public Charity	$50,000
Urban Art Commission	501(c)(3) Public Charity	$30,000
Shelby County Sherriff's Office	501(c)(3) Public Charity	$31,250
SRVS	501(c)(3) Public Charity	$100,000
Community Alliance for the Homeless	501(c)(3) Public Charity	$225,000
LeBonheur Children s Hospital Foundation	501(c)(3) Public Charity	$500,000
Kindred Place	501(c)(3) Public Charity	$250,000
Jacob s Ladder Community Development Corp	501(c)(3) Public Charity	$3,000
Boy Scouts of America	501(c)(3) Public Charity	$50,000
Memphis Teacher's Residency	501(c)(3) Public Charity	$45,000
St Jude Children s Research Hospital	501(c)(3) Public Charity	$750,000
City of Memphis	501(c)(3) Public Charity	$1,000,000
Harwood Center	501(c)(3) Public Charity	$200,000
FADICA	501(c)(3) Public Charity	$10,000
Southeastern Council of Foundations	501(c)(3) Public Charity	$10,000
Grantmakers in Health	501(c)(3) Public Charity	$5,000
Children s Museum of Memphis	501(c)(3) Public Charity	$500,000
Grantmakers for Effective Organizations	501(c)(3) Public Charity	$5,090
University of TN Health Science Center	501(c)(3) Public Charity	$400,000
Caritas Village	501(c)(3) Public Charity	$100,000
Monastery of Poor St Clare	501(c)(3) Public Charity	$62,900
Center for Effective Philanthropy	501(c)(3) Public Charity	$5,000
Various Charities	501(c)(3) Public Charity	$41,250
Total		$10,999,139

Attachment 2

The Assisi Foundation of Memphis, Inc.
Form 990-PF, Part XV, Line 3b
Grants and Contributions Approved for Future Payments (as of December 31, 2019)
EIN# 62-1558722

Name of Payee Location Purpose of Grant or Contribution	Status	Amount
AFM Initiative *Memphis, TN* *Before You Ask + Before You Serve*	501(c)(3) Public Charity	$166,149
AFM Initiative *Memphis, TN* *Community Convening*	501(c)(3) Public Charity	$9,217
AFM Initiative *Memphis, TN* *Funders Collaborative*	501(c)(3) Public Charity	$7,746
AFM Initiative *Memphis, TN* *Social Justice & Ethics + Bridges Out of Poverty*	501(c)(3) Public Charity	$237,596
FFOG *National* *Dues*	501(c)(3) Public Charity	$2,200
Institute for Global Ethics *National* *Dues*	501(c)(3) Public Charity	$2,500
Friends of Gilda's Club *Memphis, TN* *Start-Up*	501(c)(3) Public Charity	$50,000
Memphis College of Art *Memphis, TN* *Closing Expense*	501(c)(3) Public Charity	$250,000
SRVS *Memphis, TN* *Expanding Independence Coach Model*	501(c)(3) Public Charity	$50,000
Monastery of Poor Clares *Memphis, TN* *Purchase and Support of Property*	501(c)(3) Public Charity	$92,600
	Total	**$868,008**