

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**A** For the 2016 calendar year, or tax year beginning **JUL 1, 2016** and ending **JUN 30, 2017**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>UNITED WAY OF THE MID SOUTH</b> Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>1005 TILLMAN STREET</b> City or town, state or province, country, and ZIP or foreign postal code <b>MEMPHIS, TN 38112</b>	<b>D</b> Employer identification number <b>56-1010742</b> <b>E</b> Telephone number <b>901-433-4300</b>
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>G</b> Gross receipts \$ <b>22,045,626.</b>
<b>J</b> Website: ▶ <b>HTTP://WWW.UWMIDSOUTH.ORG</b>		<b>H(a)</b> Is this a group return for subordinates? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1972</b> <b>M</b> State of legal domicile: <b>TN</b>
<b>F</b> Name and address of principal officer: <b>DR. KENNETH S ROBINSON</b> <b>1005 TILLMAN STREET, MEMPHIS, TN 38112</b>		
<b>H(c)</b> Group exemption number ▶		

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>IMPROVING MID-SOUTHERNERS LIVES BY MOBILIZING COMMUNITY RESOURCES TO ADDRESS PRIORITY ISSUES.</b> <b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. <b>3</b> Number of voting members of the governing body (Part VI, line 1a) ..... <b>3</b> <b>34</b> <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) ..... <b>4</b> <b>34</b> <b>5</b> Total number of individuals employed in calendar year 2016 (Part V, line 2a) ..... <b>5</b> <b>78</b> <b>6</b> Total number of volunteers (estimate if necessary) ..... <b>6</b> <b>1764</b> <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 ..... <b>7a</b> <b>0.</b> <b>7b</b> Net unrelated business taxable income from Form 990-T, line 34 ..... <b>7b</b> <b>0.</b>																									
<b>Revenue</b>	<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: right;">Prior Year</th> <th style="text-align: right;">Current Year</th> </tr> </thead> <tbody> <tr> <td><b>8</b> Contributions and grants (Part VIII, line 1h) .....</td> <td style="text-align: right;">19,724,933.</td> <td style="text-align: right;">20,305,729.</td> </tr> <tr> <td><b>9</b> Program service revenue (Part VIII, line 2g) .....</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td><b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....</td> <td style="text-align: right;">248,673.</td> <td style="text-align: right;">189,536.</td> </tr> <tr> <td><b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....</td> <td style="text-align: right;">145,412.</td> <td style="text-align: right;">24,555.</td> </tr> <tr> <td><b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....</td> <td style="text-align: right;">20,119,018.</td> <td style="text-align: right;">20,519,820.</td> </tr> </tbody> </table>		Prior Year	Current Year	<b>8</b> Contributions and grants (Part VIII, line 1h) .....	19,724,933.	20,305,729.	<b>9</b> Program service revenue (Part VIII, line 2g) .....	0.	0.	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....	248,673.	189,536.	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....	145,412.	24,555.	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....	20,119,018.	20,519,820.							
	Prior Year	Current Year																								
<b>8</b> Contributions and grants (Part VIII, line 1h) .....	19,724,933.	20,305,729.																								
<b>9</b> Program service revenue (Part VIII, line 2g) .....	0.	0.																								
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....	248,673.	189,536.																								
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....	145,412.	24,555.																								
<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....	20,119,018.	20,519,820.																								
<b>Expenses</b>	<table border="1" style="width:100%; border-collapse: collapse;"> <tbody> <tr> <td><b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....</td> <td style="text-align: right;">15,083,244.</td> <td style="text-align: right;">14,482,051.</td> </tr> <tr> <td><b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) .....</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td><b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....</td> <td style="text-align: right;">4,157,641.</td> <td style="text-align: right;">4,062,972.</td> </tr> <tr> <td><b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) .....</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td><b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>1,217,578.</b></td> <td></td> <td></td> </tr> <tr> <td><b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....</td> <td style="text-align: right;">1,579,071.</td> <td style="text-align: right;">1,741,993.</td> </tr> <tr> <td><b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....</td> <td style="text-align: right;">20,819,956.</td> <td style="text-align: right;">20,287,016.</td> </tr> <tr> <td><b>19</b> Revenue less expenses. Subtract line 18 from line 12 .....</td> <td style="text-align: right;">-700,938.</td> <td style="text-align: right;">232,804.</td> </tr> </tbody> </table>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....	15,083,244.	14,482,051.	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) .....	0.	0.	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....	4,157,641.	4,062,972.	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) .....	0.	0.	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>1,217,578.</b>			<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....	1,579,071.	1,741,993.	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....	20,819,956.	20,287,016.	<b>19</b> Revenue less expenses. Subtract line 18 from line 12 .....	-700,938.	232,804.	
<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....	15,083,244.	14,482,051.																								
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) .....	0.	0.																								
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....	4,157,641.	4,062,972.																								
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) .....	0.	0.																								
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>1,217,578.</b>																										
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....	1,579,071.	1,741,993.																								
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....	20,819,956.	20,287,016.																								
<b>19</b> Revenue less expenses. Subtract line 18 from line 12 .....	-700,938.	232,804.																								
<b>Net Assets or Fund Balances</b>	<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: right;">Beginning of Current Year</th> <th style="text-align: right;">End of Year</th> </tr> </thead> <tbody> <tr> <td><b>20</b> Total assets (Part X, line 16) .....</td> <td style="text-align: right;">14,855,947.</td> <td style="text-align: right;">15,809,711.</td> </tr> <tr> <td><b>21</b> Total liabilities (Part X, line 26) .....</td> <td style="text-align: right;">2,482,941.</td> <td style="text-align: right;">2,576,743.</td> </tr> <tr> <td><b>22</b> Net assets or fund balances. Subtract line 21 from line 20 .....</td> <td style="text-align: right;">12,373,006.</td> <td style="text-align: right;">13,232,968.</td> </tr> </tbody> </table>		Beginning of Current Year	End of Year	<b>20</b> Total assets (Part X, line 16) .....	14,855,947.	15,809,711.	<b>21</b> Total liabilities (Part X, line 26) .....	2,482,941.	2,576,743.	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 .....	12,373,006.	13,232,968.													
	Beginning of Current Year	End of Year																								
<b>20</b> Total assets (Part X, line 16) .....	14,855,947.	15,809,711.																								
<b>21</b> Total liabilities (Part X, line 26) .....	2,482,941.	2,576,743.																								
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 .....	12,373,006.	13,232,968.																								

**Part II Signature Block**

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 officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer <b>DR. KENNETH S ROBINSON, PRESIDENT &amp; CEO</b> Type or print name and title	Date
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>J. SCHIFANI, CPA</b>	Preparer's signature Date Check if self-employed <input type="checkbox"/> PTIN <b>P00316248</b>
	Firm's name ▶ <b>CANNON &amp; COMPANY, PC</b> Firm's address ▶ <b>5605 MURRAY AVE.</b> <b>MEMPHIS, TN 38119-3868</b>	Firm's EIN ▶ <b>62-0962852</b> Phone no. (901) 761-1710

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: THE ORGANIZATION'S PUBLISHED MISSION IS "IMPROVING THE LIVES OF MID-SOUTHERNERS BY MOBILIZING AND ALIGNING COMMUNITY RESOURCES TO ADDRESS PRIORITY ISSUES." THE ORGANIZATION STRIVES TO STIMULATE VOLUNTARY PARTICIPATION AS PART OF ITS ANNUAL UNITED APPEAL FOR FUNDS

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 16,638,607. including grants of \$ 14,479,051. ) (Revenue \$ ) THE ORGANIZATION PROVIDES SUPPORT TO OVER 500 COMMUNITY AGENCIES IN AN EIGHT COUNTY AREA. IT CONDUCTS AN ANNUAL FUNDRAISING CAMPAIGN IN THE FALL OF EACH YEAR TO OBTAIN CONTRIBUTIONS TO PROVIDE THAT SUPPORT. SPECIFICALLY, ALLOCATIONS TO AGENCIES INCLUDES PROGRAMS THAT IMPROVE EDUCATION, FINANCIAL STABILITY, AND HEALTH IN OUR REGION. PROGRAMS INCLUDE EFFORTS TO ENSURE MORE CHILDREN ENTER SCHOOL READY TO LEARN AND SUCCEED, MORE YOUTH ARE ENGAGED IN A RANGE OF SAFE AND PRODUCTIVE AFTER SCHOOL ACTIVITES IN SCHOOLS AND THE COMMUNITY, MORE FAMILIES ARE SELF-SUFFICIENT WITH THEIR BASIC NEEDS MET, MORE FAMILIES ARE FREE FROM VIOLENCE AND ABUSE, AND MORE SENIORS IMPLEMENT THEIR OWN LIFE CHOICES LATER IN LIFE.

4b (Code: ) (Expenses \$ 168,624. including grants of \$ 0. ) (Revenue \$ ) UNITED WAY COORDINATES THE WORK OF MULTIPLE AGENCIES TO IMPLEMENT THE FREE TAX PREPARTION/VOLUNTEER INCOME TAX ASSISTANCE IN CRITTENDEN, DESOTO, FAYETTE, LAUDERDALE, SHELBY, TATE, TIPTON AND TUNICA COUNTIES. THIS PARTNERSHIP PROVIDES FREE TAX PREPARATION TO MAXIMIZE THE TOTAL AMOUNT OF ELIGIBLE TAX CREDITS FOR LOW TO MODERATE TAX FILERS. THE FREE TAX PREPARATION/VITA PROGRAM WAS FUNDED THROUGH MULTIPLE SOURCES: INTERNAL REVENUE SERVICE, TN DEPARTMENT OF HUMAN SERVICES, WELLS FARGO, COMMUNITY FOUNDATION OF MIDDLE TN AND UNITED WAY OF THE MID SOUTH INVESTMENTS. FUNDS WERE USED TO SUPPORT THE OPERATION OF SUPER VITA SITES, MOBILE TAX PREPARATION, A MARKETING CAMPAIGN, AND VOLUNTEER RECOGNITION. IN FISCAL YEAR ENDED 6/30/17, OVER 9,800 TAX RETURNS WERE PREPARED, RETURNING OVER \$12 MILLION TO MID-SOUTH FAMILIES.

4c (Code: ) (Expenses \$ 3,545. including grants of \$ 3,000. ) (Revenue \$ ) YOUTH UNITED WAY DEVELOPS YOUNG LEADERS AND PROMOTES YOUTH PHILANTHROPY AND COMMUNITY SERVICE. YOUTH UNITED WAY MEMBERS SERVE AS AMBASSADORS OF THE PROGRAM, SPEAKING TO OTHER YOUTH ABOUT THE BENEFITS OF GIVING BACK TO NEIGHBORHOODS. OVER 100 MEMBERS SERVE ON COMMITTEES FOR COORDINATING FUND RAISING EVENTS, A SCHOLARSHIP DISTRIBUTION PROCESS, COMMUNITY SERVICE, AND COLLABORATING WITH OTHER YOUTH GROUPS.

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 16,810,776.

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	X	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? .....	X	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....		X
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> .....		X
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....		X
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		X
<b>9</b> Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....	X	
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	X	
<b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> .....	X	
<b>b</b> Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> .....	X	
<b>c</b> Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> .....		X
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> .....		X
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....	X	
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> .....		X
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> .....	X	
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> .....		X
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States? .....		X
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> .....		X
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....		X
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....		X
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> .....		X
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....		X
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....		X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....	X	
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....		X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O .....

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question numbers (1a-14b), descriptions, and Yes/No checkboxes. Includes questions about Form 1096, Form W-2G, Form W-3, and various IRS forms like 8886-T, 8899, and 720.

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	<b>1a</b> 34		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent		
	<b>1b</b> 34		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b>	Did the organization have members or stockholders?		X
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body?	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	X	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates?		X
<b>b</b>	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
<b>10b</b>			
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
<b>12c</b>		X	
<b>13</b>	Did the organization have a written whistleblower policy?	X	
<b>14</b>	Did the organization have a written document retention and destruction policy?	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b>	The organization's CEO, Executive Director, or top management official	X	
<b>b</b>	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
<b>b</b>	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
<b>16b</b>			

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **MS, TN**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request     Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: **GREGG SMITH - 901-433-4300**  
**1005 TILLMAN STREET, MEMPHIS, TN 38112**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JERRY R COLLINS, JR BOARD CHAIRMAN	1.00	X		X				0.	0.	0.
(2) DR. KENNETH S ROBINSON PRESIDENT & CEO	40.00	X		X				262,700.	0.	55,227.
(3) RICHARD WRIGHT TREASURER	1.00	X		X				0.	0.	0.
(4) R. SCOTT BARBER CORP & COMMUNITY ENGAGEMENT	1.00	X						0.	0.	0.
(5) SHANNON BROWN PAST CHAIRMAN & NOMINATING	1.00	X						0.	0.	0.
(6) IRVIN CALLISTE LABOR PARTICIPATION CHAIRMAN	1.00	X						0.	0.	0.
(7) GEORGE COGSWELL, III MARKETING & COMMUNICATIONS	1.00	X						0.	0.	0.
(8) DAVID DORTCH BOARD MEMBER	1.00	X						0.	0.	0.
(9) MICHAEL EDWARDS BOARD MEMBER	1.00	X						0.	0.	0.
(10) SCOTT FOUNTAIN CHAIRMAN ELECT	1.00	X						0.	0.	0.
(11) TIM HAYNES BOARD MEMBER	1.00	X						0.	0.	0.
(12) MARY ANN JACKSON SECRETARY & COUNSEL	1.00	X						0.	0.	0.
(13) STAN LOCKE BOARD MEMBER	1.00	X						0.	0.	0.
(14) BILL MARTIN BOARD MEMBER	1.00	X						0.	0.	0.
(15) DAVID MAY BOARD MEMBER	1.00	X						0.	0.	0.
(16) DAVE MILLER INVESTMENT COMMITTEE CHAIR	1.00	X						0.	0.	0.
(17) JEAN M MORTON COMMUNITY IMPACT CHAIRMAN	1.00	X						0.	0.	0.

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CRYSTAL R OLIVER BOARD MEMBER	1.00	X						0.	0.	0.
(19) MARIANNE PARRS BOARD MEMBER	1.00	X						0.	0.	0.
(20) PAUL SHAFFER BOARD MEMBER	1.00	X						0.	0.	0.
(21) MARK SKOBEL BOARD MEMBER	1.00	X						0.	0.	0.
(22) GREG TOMLINSON, JR TOCQUEVILLE SOCIETY CHAIRM	1.00	X						0.	0.	0.
(23) CRAIG L WEISS PUBLIC POLICY CHAIRMAN	1.00	X						0.	0.	0.
(24) SEAN M LEE BOARD MEMBER	1.00	X						0.	0.	0.
(25) JOHN PETTEY III BOARD MEMBER	1.00	X						0.	0.	0.
(26) SHEA FLIN BOARD MEMBER	1.00	X						0.	0.	0.
<b>1b Sub-total</b>								262,700.	0.	55,227.
<b>c Total from continuation sheets to Part VII, Section A</b>								711,117.	0.	149,816.
<b>d Total (add lines 1b and 1c)</b>								973,817.	0.	205,043.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **6**

	Yes	No
3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

SEE PART VII, SECTION A CONTINUATION SHEETS



**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) JW GIBSON GENERAL CAMPAIGN CHAIR	1.00	X						0.	0.	0.
(28) REV. CHRISTOPHER GIRATA BOARD MEMBER	1.00	X						0.	0.	0.
(29) KIM HACKNEY BOARD MEMBER	1.00	X						0.	0.	0.
(30) DR. ALICE HAUSHAULTER BOARD MEMBER	1.00	X						0.	0.	0.
(31) JEFF LIEBEMAN BOARD MEMBER	1.00	X						0.	0.	0.
(32) URSULA MADDEN BOARD MEMBER	1.00	X						0.	0.	0.
(33) TODD SIGMON BOARD MEMBER	1.00	X						0.	0.	0.
(34) CHUCK THOMAS BOARD MEMBER	1.00	X						0.	0.	0.
(35) DARRELL COBBINS BOARD MEMBER	1.00	X						0.	0.	0.
(36) ATTY JEFFERY GREER BOARD MEMBER	1.00	X						0.	0.	0.
(37) REV VIRZOLA LAW BOARD MEMBER	1.00	X						0.	0.	0.
(38) ARI LITVIN BOARD MEMBER	1.00	X						0.	0.	0.
(39) ANTHONY NUCKLES BOARD MEMBER	1.00	X						0.	0.	0.
(40) NATALINE PURDY BOARD MEMBER	1.00	X						0.	0.	0.
(41) TRACEY ROGERS BOARD MEMBER	1.00	X						0.	0.	0.
(42) CHRIS VAN STEENBERG BOARD MEMBER	1.00	X						0.	0.	0.
(43) MANOUCHEKA THERMITUS BOARD MEMBER	1.00	X						0.	0.	0.
(44) STEPHANIE BUTLER CHIEF STRATEGY OFFICER	40.00			X				159,554.	0.	30,198.
(45) GREGG SMITH CFO	40.00			X				144,729.	0.	11,115.
(46) RICHARD CHAMPLIN SR VP INFORMATION SERVICES	40.00				X			122,294.	0.	38,568.
Total to Part VII, Section A, line 1c .....										



**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns .....	<b>1a</b>					
	<b>b</b> Membership dues .....	<b>1b</b>					
	<b>c</b> Fundraising events .....	<b>1c</b>					
	<b>d</b> Related organizations .....	<b>1d</b>					
	<b>e</b> Government grants (contributions) .....	<b>1e</b>	327,840.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .....	<b>1f</b>	19,977,889.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ .....		159,689.				
	<b>h Total.</b> Add lines 1a-1f .....		20,305,729.				
	<b>Program Service Revenue</b>	<b>2 a</b> _____	<b>Business Code</b>				
<b>b</b> _____							
<b>c</b> _____							
<b>d</b> _____							
<b>e</b> _____							
<b>f</b> All other program service revenue .....							
<b>g Total.</b> Add lines 2a-2f .....							
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) .....		140,512.			140,512.	
	<b>4</b> Income from investment of tax-exempt bond proceeds .....						
	<b>5</b> Royalties .....						
	<b>6 a</b> Gross rents .....	(i) Real	(ii) Personal				
		<b>b</b> Less: rental expenses .....					
		<b>c</b> Rental income or (loss) .....					
		<b>d</b> Net rental income or (loss) .....					
	<b>7 a</b> Gross amount from sales of assets other than inventory .....	(i) Securities	(ii) Other				
		1,574,830.					
		<b>b</b> Less: cost or other basis and sales expenses .....		1,525,806.			
		<b>c</b> Gain or (loss) .....		49,024.			
	<b>d</b> Net gain or (loss) .....			49,024.		49,024.	
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	<b>a</b>					
		<b>b</b> Less: direct expenses .....	<b>b</b>				
		<b>c</b> Net income or (loss) from fundraising events .....					
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....	<b>a</b>						
	<b>b</b> Less: direct expenses .....	<b>b</b>					
	<b>c</b> Net income or (loss) from gaming activities .....						
<b>10 a</b> Gross sales of inventory, less returns and allowances .....	<b>a</b>						
	<b>b</b> Less: cost of goods sold .....	<b>b</b>					
	<b>c</b> Net income or (loss) from sales of inventory .....						
Miscellaneous Revenue		<b>Business Code</b>					
<b>11 a</b> LOANED EXEC SPONSOR FUND .....	900099		19,700.	19,700.			
<b>b</b> OTHER MISC REVENUE .....	900099		4,855.	4,855.			
<b>c</b> _____							
<b>d</b> All other revenue .....							
<b>e Total.</b> Add lines 11a-11d .....			24,555.				
<b>12 Total revenue.</b> See instructions. ....			20,519,820.	24,555.	0.	189,536.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	14,479,051.	14,479,051.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	3,000.	3,000.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	735,812.	298,946.	282,661.	154,205.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,291,978.	931,184.	880,461.	480,333.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	305,600.	121,869.	118,878.	64,853.
9 Other employee benefits	521,804.	208,087.	202,981.	110,736.
10 Payroll taxes	207,778.	85,545.	79,087.	43,146.
11 Fees for services (non-employees):				
a Management	39,362.	14,129.	16,326.	8,907.
b Legal				
c Accounting	47,672.	17,112.	19,773.	10,787.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	46,976.	16,862.	19,484.	10,630.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	28,389.	10,190.	11,775.	6,424.
12 Advertising and promotion	147,689.	53,168.	60,553.	33,968.
13 Office expenses	388,904.	139,595.	161,308.	88,001.
14 Information technology				
15 Royalties				
16 Occupancy	345,899.	124,159.	143,470.	78,270.
17 Travel	69,433.	24,923.	28,799.	15,711.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	39,902.	14,323.	16,550.	9,029.
20 Interest	28,532.	10,242.	11,834.	6,456.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	142,071.	50,996.	58,927.	32,148.
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>CFC EXPENSE</b>	228,670.	72,318.	110,762.	45,590.
b <b>SPECIFIC PROGRAM EXPENS</b>	105,717.	105,717.		
c <b>OTHER COMMUNITY EVENTS</b>	63,855.	22,568.	27,185.	14,102.
d <b>DUES</b>	18,922.	6,792.	7,848.	4,282.
e All other expenses				
25 <b>Total functional expenses.</b> Add lines 1 through 24e	20,287,016.	16,810,776.	2,258,662.	1,217,578.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	4,362.	<b>1</b>	717.
	<b>2</b> Savings and temporary cash investments .....	531,833.	<b>2</b>	125,000.
	<b>3</b> Pledges and grants receivable, net .....	6,356,791.	<b>3</b>	5,208,472.
	<b>4</b> Accounts receivable, net .....		<b>4</b>	
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	18,788.	<b>9</b>	16,299.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 2,409,315.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 519,315.	38,564.	<b>10c</b> 1,890,000.
	<b>11</b> Investments - publicly traded securities .....		<b>11</b>	
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	7,114,445.	<b>12</b>	7,855,161.
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	791,164.	<b>15</b>	714,062.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	14,855,947.	<b>16</b>	15,809,711.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	570,086.	<b>17</b>	504,575.
	<b>18</b> Grants payable .....	1,057,066.	<b>18</b>	177,963.
	<b>19</b> Deferred revenue .....		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....	55,789.	<b>21</b>	138,232.
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....	800,000.	<b>24</b>	1,688,775.
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	0.	<b>25</b>	67,198.
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	2,482,941.	<b>26</b>	2,576,743.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	781,718.	<b>27</b>	2,294,992.
	<b>28</b> Temporarily restricted net assets .....	6,451,451.	<b>28</b>	5,794,911.
	<b>29</b> Permanently restricted net assets .....	5,139,837.	<b>29</b>	5,143,065.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> Total net assets or fund balances .....	12,373,006.	<b>33</b>	13,232,968.	
<b>34</b> Total liabilities and net assets/fund balances .....	14,855,947.	<b>34</b>	15,809,711.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	20,519,820.
2	Total expenses (must equal Part IX, column (A), line 25)	2	20,287,016.
3	Revenue less expenses. Subtract line 2 from line 1	3	232,804.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	12,373,006.
5	Net unrealized gains (losses) on investments	5	627,159.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-1.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	13,232,968.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____		

Form 990 (2016)



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	24,509,157.	21,242,059.	19,816,729.	19,724,933.	20,305,729.	105,598,607.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	24,509,157.	21,242,059.	19,816,729.	19,724,933.	20,305,729.	105,598,607.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						105,598,607.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>7</b> Amounts from line 4 .....	24,509,157.	21,242,059.	19,816,729.	19,724,933.	20,305,729.	105,598,607.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	125,587.	122,893.	127,382.	105,453.	140,512.	621,827.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....	183,068.	162,322.	130,733.	170,072.	24,555.	670,750.
<b>11 Total support.</b> Add lines 7 through 10						106,891,184.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	98.79 %
<b>15</b> Public support percentage from 2015 Schedule A, Part II, line 14 .....	<b>15</b>	98.54 %
<b>16a 33 1/3% support test - 2016.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>	
<b>b 33 1/3% support test - 2015.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>17a 10% -facts-and-circumstances test - 2016.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>b 10% -facts-and-circumstances test - 2015.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>	



**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** .....

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2015 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2015 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2016.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

**b 33 1/3% support tests - 2015.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions .....

**Part IV Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
<b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
<b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
<b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
<b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
<b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
<b>b</b> Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>c</b> Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
<b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
<b>b</b> A family member of a person described in (a) above?		
<b>c</b> A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
<b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
<b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

**Section E. Type III Functionally Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
<b>2</b> Activities Test. Answer (a) and (b) below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	Yes	No
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

<b>Section A - Adjusted Net Income</b>		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	8	

<b>Section B - Minimum Asset Amount</b>		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in <b>Part VI</b> ):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

<b>Section C - Distributable Amount</b>			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	
<b>4</b> Amounts paid to acquire exempt-use assets	
<b>5</b> Qualified set-aside amounts (prior IRS approval required)	
<b>6</b> Other distributions (describe in <b>Part VI</b> ). See instructions	
<b>7 Total annual distributions.</b> Add lines 1 through 6	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ). See instructions	
<b>9</b> Distributable amount for 2016 from Section C, line 6	
<b>10</b> Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
<b>1</b> Distributable amount for 2016 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions			
<b>3</b> Excess distributions carryover, if any, to 2016:			
<b>a</b>			
<b>b</b>			
<b>c</b> From 2013			
<b>d</b> From 2014			
<b>e</b> From 2015			
<b>f Total</b> of lines 3a through e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2016 distributable amount			
<b>i</b> Carryover from 2011 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
<b>4</b> Distributions for 2016 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2016 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from 4			
<b>5</b> Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions			
<b>6</b> Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions			
<b>7 Excess distributions carryover to 2017.</b> Add lines 3j and 4c			
<b>8</b> Breakdown of line 7:			
<b>a</b>			
<b>b</b> Excess from 2013			
<b>c</b> Excess from 2014			
<b>d</b> Excess from 2015			
<b>e</b> Excess from 2016			

Schedule A (Form 990 or 990-EZ) 2016

**Part VI**

**Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Multiple horizontal lines for supplemental information.

**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**  
▶ **Attach to Form 990.**

▶ **Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

OMB No. 1545-0047

**2016**

**Open to Public Inspection**

**Name of the organization** UNITED WAY OF THE MID SOUTH **Employer identification number** 56-1010742

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate value of contributions to (during year) .....		
3 Aggregate value of grants from (during year) .....		
4 Aggregate value at end of year .....		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).  
 Preservation of land for public use (e.g., recreation or education)  Preservation of a historically important land area  
 Protection of natural habitat  Preservation of a certified historic structure  
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 .....

(ii) Assets included in Form 990, Part X .....

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1 .....

b Assets included in Form 990, Part X .....

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2016

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	7,114,445.	8,221,638.	8,249,268.	7,490,822.	6,899,907.
b Contributions					
c Net investment earnings, gains, and losses	956,842.	-856,325.	93,634.	1,177,976.	866,344.
d Grants or scholarships	169,250.	212,000.	80,500.	380,900.	240,000.
e Other expenditures for facilities and programs					
f Administrative expenses	46,876.	38,868.	40,764.	38,630.	35,430.
g End of year balance	7,855,161.	7,114,445.	8,221,638.	8,249,268.	7,490,822.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment  \_\_\_\_\_ %
- b Permanent endowment  \_\_\_\_\_ %
- c Temporarily restricted endowment  \_\_\_\_\_ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3a(ii)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3b	<input type="checkbox"/>	<input type="checkbox"/>

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	281,489.			281,489.
b Buildings	1,048,511.		22,404.	1,026,107.
c Leasehold improvements	120,157.		18,820.	101,337.
d Equipment	959,158.		478,091.	481,067.
e Other				

**Total.** Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)  1,890,000.



**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely-held equity interests .....		
(3) Other		
(A) <b>ASSETS HELD BY COMMUNITY</b>		
(B) <b>FOUNDATION</b>	7,855,161.	END-OF-YEAR MARKET VALUE
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	7,855,161.	

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) <b>CASH WITHDRAWALS IN EXCESS OF</b>	
(3) <b>DEPOSITS</b>	67,198.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	67,198.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	16,254,869.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains (losses) on investments	<b>2a</b>	627,159.
<b>b</b>	Donated services and use of facilities	<b>2b</b>	33,953.
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	661,112.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	15,593,757.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	4,926,063.
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	4,926,063.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	20,519,820.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	15,394,907.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	33,953.
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	33,953.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	15,360,954.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	4,926,062.
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	4,926,062.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	20,287,016.

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART IV, LINE 2B:**

CONTRIBUTIONS MADE TO THE ALEXIS DE TOCQUEVILLE SOCIETY WITH THE UNITED WAY THAT ARE DONOR RESTRICTED ARE FOR THE BENEFIT OF OTHER 501(C)(3) ORGANIZATIONS. THESE ARE DISBURSED PER THE DONORS' REQUEST.

THE ORGANIZATION HOLDS FUNDS FOR THE BOYD GAMING CRISIS FUND. THESE FUNDS ARE DISTRIBUTED AT THE DISCRETION OF BOYD GAMING FOR THE BENEFIT OF ITS EMPLOYEES.

**PART XI, LINE 4B - OTHER ADJUSTMENTS:**

DONOR DESIGNATIONS 4,926,063.

**Part XIII** Supplemental Information (continued)

PART XII, LINE 4B - OTHER ADJUSTMENTS:

DONOR DESIGNATIONS 4,926,063.

ROUNDING -1.

TOTAL TO SCHEDULE D, PART XII, LINE 4B 4,926,062.

Multiple horizontal lines for supplemental information.

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Open to Public  
Inspection

Name of the organization **UNITED WAY OF THE MID SOUTH** Employer identification number **56-1010742**

**Part I General Information on Grants and Assistance**

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
AGAPE 111 RACINE ST. MEMPHIS, TN 38111		501(C)(3)	74,896.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
ALLIANCE HEATHCARE SERVICES 222 UNION AVE. MEMPHIS, TN 38104		501(C)(3)	180,172.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
ALPHA OMEGA VETERANS SERVICES 1183 MADISON AVE. MEMPHIS, TN 38104		501(C)(3)	240,862.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
ALZHEIMER'S DAY SERVICES INC. 3185 HICKORY HILL MEMPHIS, TN 38115		501(C)(3)	5,001.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
AMERICAN & ASIAN INDIAN 7250 CORSICA DR. GERMANTOWN, TN 38138		501(C)(3)	5,100.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
AMERICAN CANCER SOCIETY 1378 UNION AVE. MEMPHIS, TN 38104		501(C)(3)	8,833.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶
- 3 Enter total number of other organizations listed in the line 1 table ▶

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2016)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN HEART ASSN, SHELBY CTY CHAPTER - 2170 BUSINESS CENTER DR. SUITE #1 - MEMPHIS, TN 38134		501(C)(3)	39,684.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
AMERICAN RED CROSS, MID SOUTH CHAPTER - 1400 CENTRAL AVE - MEMPHIS, TN 38104		501(C)(3)	455,973.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
AMERICA'S CHARITIES 14150 NEWBROOK DR. CHANTILLY, VA 20151		501(C)(3)	7,946.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
ANIMAL CHARITIES OF AMERICA 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939		501(C)(3)	17,377.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
THE ARC OF THE MID-SOUTH 3485 POPLAR AVE. #225 MEMPHIS, TN 38111		501(C)(3)	66,229.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
ASSOCIATED CATHOLIC CHARITIES 1325 JEFFERSON AVE. MEMPHIS, TN 38104		501(C)(3)	46,164.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
BAPTIST MEMORIAL HEALTH CARE 350 N. HUMPHREYS BLVD. MEMPHIS, TN 38120		501(C)(3)	95,615.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
BIG BROTHERS & BIG SISTERS 1005 TILLMAN ST. SECOND FLOOR MEMPHIS, TN 38112		501(C)(3)	41,093.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
BINGHAMPTON CHRISTIAN ACADEMY 175 N. TILLMAN ST. MEMPHIS, TN 38111		501(C)(3)	9,385.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BINGHAMPTON DEVELOPMENT CORP. 280 TILLMAN ST. MEMPHIS, TN 38112		501(C)(3)	46,119.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
BOY SCOUTS OF AMERICA, CHICKASAW COUNCIL - 171 S. HOLLYWOOD - MEMPHIS, TN 38112		501(C)(3)	178,187.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
BOYS & GIRLS CLUB OF GREATER MEMPHIS, INC. - 44 S. REMBERT ST. - MEMPHIS, TN 38104		501(C)(3)	450,840.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
BRIDGES USA 477 N. FIFTH ST. MEMPHIS, TN 38105		501(C)(3)	163,612.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
CANCERCURE OF AMERICA 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939		501(C)(3)	13,499.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
CATHOLIC CHARITITES OF WEST TN 1325 JEFFERSON AVE. MEMPHIS, TN 38104		501(C)(3)	102,662.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
CATHOLIC DIOCESE OF MEMPHIS 5825 SHELBY OAKS DR. MEMPHIS, TN 38134		501(C)(3)	9,700.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
CATHOLIC SERVICE ORGANIZATIONS 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939		501(C)(3)	10,616.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
CHARITIES UNDER 1% OVERHEAD 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939		501(C)(3)	6,366.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHILDREN & FAMILY SERVICES 230 INDUSTRIAL RD. N. COVINGTON, TN 38109		501(C)(3)	17,602.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
CHILDREN'S CHARITIES OF AMERICA 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939		501(C)(3)	6,355.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
CHILDREN'S MEDICAL & RESEARCH 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939		501(C)(3)	8,077.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
CHRISTIAN CHARITIES USA 1100 LARKSPUR LANDING CIRCLE #340 LAGRANGE, CA 94939	94-3255961	501(C)(3)	13,031.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
CHURCH HEALTH CENTER 1350 CONCOURSE AVE, STE 142 MEMPHIS, TN 38104	58-1716113	501(C)(3)	109,874.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
COLDWATER FIRE DEPARTMENT 713 2ND ST. COLDWATER, MS 38618		501(C)(3)	6,179.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
COLLIERVILLE LITERACY FOUNDATION 176 WASHINGTON ST. COLLIERVILLE, TN 38017		501(C)(3)	59,483.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
COLLIERVILLE YOUNG LIFE 340 NEW BYHALIA RD COLLIERVILLE, TN 38017		501(C)(3)	8,292.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
COMMUNITY FOUNDATION OF GREATER MEMPHIS - 1900 UNION AVE. - MEMPHIS, TN 38104		501(C)(3)	171,968.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CRISIS CENTER P.O BOX 40068 MEMPHIS, TN 38174		501(C)(3)	79,503.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
DELTAARTS 301 S. RHODES ST. WEST MEMPHIS, AR 72301		501(C)(3)	6,150.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
DESOTO COUNTY FOUNDATION FOR EXCELLENCE IN EDUCATION - 316 W. COMMERCE ST. - HERNANDO, MS 38632		501(C)(3)	37,680.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
DESOTO COUNTY LITERACY COUNCIL 2601 ELM ST. HERNANDO, MS 38632		501(C)(3)	29,200.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
DEWITT COMMUNITY COALITION 905 SETTLES DR. MOSCOW, TN 38057		501(C)(3)	20,866.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
DIXON GALLERY 4339 PARK AVE. MEMPHIS, TN 38117		501(C)(3)	15,500.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120		501(C)(3)	10,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
EARTH SHARE 7735 OLD GEORGETOWN RD. SUITE 900 BETHESDA, MD 20814		501(C)(3)	10,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
EAST ARKANSAS YOUTH SERVICES 104 CYPRESS ST. MARION, AR 72364		501(C)(3)	6,832.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)



**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EMMANUEL EPISCOPAL CENTER 604 ST. PAUL AVE. MEMPHIS, TN 38126		501(C)(3)	6,665.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
EXCHANGE CLUB FAMILY CENTER OF THE MID-SOUTH - 2180 UNION AVE. - MEMPHIS, TN 38104		501(C)(3)	189,344.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
FAMILY SAFETY CENTER 1750 MADISON AVE. SUITE 600 MEMPHIS, TN 38104		501(C)(3)	10,672.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
FAYETTE CARES 13300 N. MAIN ST. SOMERVILLE, TN 38068		501(C)(3)	51,020.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
FAYETTE CO COMMISSION ON AGING 108 KAY DR. SOMERVILLE, TN 38068		501(C)(3)	15,295.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
FAYETTE CO LITERACY COUNCIL 211 WEST MARKET ST. SOMERVILLE, TN 38068		501(C)(3)	20,180.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
FAYETTE CO SCHOOLS ALUMNI ASSOC P.O. BOX 586 SOMERVILLE, TN 38068		501(C)(3)	25,495.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
FEDEX FAMILY HOUSE 918 POPLAR AVE. MEMPHIS, TN 38105		501(C)(3)	23,331.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
FEEDING FAYETTE P.O. BOX 246 MOSCOW, TN 38057		501(C)(3)	25,869.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FELLOWSHIP CHRISTIAN ATHLETES 1584 YORKSHIRE DR. MEMPHIS, TN 38119		501(C)(3)	14,771.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
FIRST TEE 974 FIRESTONE AVE. MEMPHIS, TN 38107		501(C)(3)	5,164.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
FRAYSER COMMUNITY DEVELOPMENT 3684 N. WATKINS ST. MEMPHIS, TN 38127		501(C)(3)	38,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
FRIENDS FOR LIFE 43 N. CLEVELAND AVE. MEMPHIS, TN 38104		501(C)(3)	77,756.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
GIRL SCOUTS HEART OF THE SOUTH P.O. BOX 240246 MEMPHIS, TN 38124		501(C)(3)	184,747.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
GIRLS, INCORPORATED OF MEMPHIS 2670 UNION AVE. EXTENDED SUITE 606 MEMPHIS, TN 38112		501(C)(3)	317,270.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
GLOBAL IMPACT 125 RED OAK RD. STOCKBRIDGE, GA 30281		501(C)(3)	14,385.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
GOODWILL HOMES COMMUNITY SERVICES, INC. - P.O. BOX 161282 - MEMPHIS, TN 38186		501(C)(3)	335,194.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
GRACE HOUSE OF MEMPHIS, INC. 329 N. BELLEVUE MEMPHIS, TN 38105		501(C)(3)	150,674.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HARWOOD CENTER, INC. 711 JEFFERSON AVE. MEMPHIS, TN 38105		501(C)(3)	194,699.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
HEALING HEARTS CHILD ADVOCACY CENTER - 5627 GETWELL RD. SUITE B3 - SOUTHAVEN, MS 38672		501(C)(3)	24,117.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
HEALTH & MEDICAL RESEARCH 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939		501(C)(3)	17,412.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
HEARTS AND HANDS MINISTRIES 32 W. BRUNSWICK BYHALIA, MS 38611		501(C)(3)	6,625.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
HISTORIC DESOTO FOUNDATION 111 E. COMMERCE ST. HERNANDO, MS 38632		501(C)(3)	16,462.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
HOPE CHRISTIAN COMMUNITY FOUNDATION - 4515 POPLAR AVE. SUITE 324 - MEMPHIS, TN 38117		501(C)(3)	116,190.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
HOPE HOUSE 23 S. IDLEWILD ST. MEMPHIS, TN 38104		501(C)(3)	106,999.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
HOUSE OF GRACE 8625 US-51 SOUTHAVEN, MS 38671		501(C)(3)	19,469.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
JUNIOR LEAGUE OF MEMPHIS 3475 CENTRAL AVE. MEMPHIS, TN 38111		501(C)(3)	9,523.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KNOWLEDGE QUEST 590 JENNETTE PL. MEMPHIS, TN 38126		501(C)(3)	375,925.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LATINO MEMPHIS 6041 MT. MORIAH RD. EXTENDED #16 MEMPHIS, TN 38115		501(C)(3)	50,758.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LAUDERDALE COUNTY FAMILY 5226 VALLEY ST. MERIDIAN, MS 39307		501(C)(3)	5,259.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LEADERSHIP MEMPHIS 365 SOUTH MAIN ST. MEMPHIS, TN 38103		501(C)(3)	11,910.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LEBONHEUR CLUB 1047 CRESTHAVEN RD. MEMPHIS, TN 38117		501(C)(3)	9,873.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LEBONHEUR COMMUNITY HEALTH & WELL-BEING - 50 PEABODY PL. SUITE 400 - MEMPHIS, TN 38103		501(C)(3)	40,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LEBONHEUR EARLY INTERVENTION & DEVELOPMENT PRG. - 50 PEABODY PL. SUITE 400 - MEMPHIS, TN 38103		501(C)(3)	87,153.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LEBONHEUR FOUNDATION P.O. BOX 41817 MEMPHIS, TN 38174		501(C)(3)	47,743.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LEBONHEUR FOUNDATION-FEDEX P.O. BOX 41817 MEMPHIS, TN 38174		501(C)(3)	26,500.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LEMOYNE OWEN COLLEGE 807 WALKER AVE. MEMPHIS, TN 38126		501(C)(3)	13,226.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LINC/JOBLINC-LIBRARY INFORMATION CENTER - 3030 POPLAR AVE. - MEMPHIS, TN 38111		501(C)(3)	68,392.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LITERACY MIDSOUTH 66 COOPER ST. SUITE 400 MEMPHIS, TN 38104		501(C)(3)	92,414.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
LOWENSTEIN HOUSE, INC. 821 S. BARKSDALE AVE. MEMPHIS, TN 38104		501(C)(3)	60,659.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MADONNA LEARNING CENTER 7007 POPLAR AVE. GERMANTOWN, TN 38138		501(C)(3)	41,416.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MAKE-A-WISH OF THE MID-SOUTH 1780 MORIAH WOODS BLVD. SUITE 10 MEMPHIS, TN 38117		501(C)(3)	12,837.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MANRISE FOUNDATION 2000 FARMINGTON BLVD. GERMANTOWN, TN 38139		501(C)(3)	10,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEDICAL RESEARCH CHARITIES 125 WASHINGTON ST. SUITE 201 SALEM, MA 01970		501(C)(3)	5,720.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEMPHIS AREA LEGAL SERVICES 22 NORTH FRONT ST. SUITE 1100 MEMPHIS, TN 38103		501(C)(3)	6,135.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MEMPHIS BROOKS MUSEUM OF ART 1934 POPLAR AVE. OVERTON PARK MEMPHIS, TN 38104		501(C)(3)	16,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEMPHIS CHILD ADVOCACY CENTER 1085 POPLAR AVE MEMPHIS, TN 38105		501(C)(3)	172,466.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEMPHIS DEVELOPMENT FOUNDATION 203 SOUTH MAIN ST. MEMPHIS, TN 38103		501(C)(3)	5,500.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEMPHIS JEWISH COMMUNITY CENTER 6560 POPLAR AVE. GERMANTOWN, TN 38138		501(C)(3)	184,950.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEMPHIS JEWISH HOME 36 BAZEBERRY RD. CORDOVA, TN 38018		501(C)(3)	36,733.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEMPHIS ORAL SCHOOL 7901 POPLAR AVE. GERMANTOWN, TN 38138		501(C)(3)	123,706.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEMPHIS RECOVERY CENTERS, INC. 219 N. MONTGOMERY MEMPHIS, TN 38104		501(C)(3)	188,879.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEMPHIS UNION MISSION 383 POPLAR AVE. MEMPHIS, TN 38105		501(C)(3)	9,717.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEMPHIS ZOO 2000 PRENTISS PL. MEMPHIS, TN 38112		501(C)(3)	14,500.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MERITAN, INC. 4700 POPLAR AVE. SUITE 400 MEMPHIS, TN 38117		501(C)(3)	576,789.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
METHODIST ALLIANCE HOSPICE 6400 SHELBY VIEW DR. SUITE 101 MEMPHIS, TN 38134		501(C)(3)	39,067.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
METHODIST HEALTHCARE FOUNDATION 1211 UNION AVE. SUITE 450 MEMPHIS, TN 38104		501(C)(3)	53,430.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
METROPOLITAN INTERFAITH ASSOCIATION - P.O. BOX 3130 - MEMPHIS, TN 38173		501(C)(3)	47,971.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MID-SOUTH FOOD BANK 239 S. DUDLEY ST. MEMPHIS, TN 38104		501(C)(3)	27,883.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MILITARY SUPPORT GROUPS 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939		501(C)(3)	8,060.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MISSION POSSIBLE 2400 POPLAR AVE. SUITE 428 MEMPHIS, TN 38112		501(C)(3)	12,256.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MLITARY FAMILY & VETERANS 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939		501(C)(3)	18,718.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY ST. MEMPHIS, TN 38103		501(C)(3)	24,865.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEIGHBORHOOD CHRISTIAN CENTER 785 JACKSON AVE. MEMPHIS, TN 38107		501(C)(3)	25,010.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
OLIVE BRANCH COMMUNITY EMERGENCY FOOD - 10947 HIGHWAY 178 - OLIVE BRANCH, MS 38654		501(C)(3)	13,085.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
ORBIS 520 8TH AVE. 11TH FLOOR NEW YORK, NY 10018		501(C)(3)	16,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
OVERTON PARK CONSERVANCY 1914 POPLAR AVE. SUITE 202 MEMPHIS, TN 38104		501(C)(3)	5,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
PAGE ROBBINS ADULT DAY CARE 1961 S. HOUSTON LEVEE COLLIERVILLE, TN 38017		501(C)(3)	7,666.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
PI KAPPA ALPHA EDUCATION FOUNDATION - 8347 WEST RANGE CV. - MEMPHIS, TN 38125		501(C)(3)	5,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
PORTER-LEATH CHILDREN'S CENTER 868 N. MANASSAS ST. MEMPHIS, TN 38107		501(C)(3)	462,523.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
RISE 2650 THOUSAN OAKS BLVD. SUITE 2400 MEMPHIS, TN 38118		501(C)(3)	12,797.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
RONALD MCDONALD HOUSE 535 ALABAMA ST. MEMPHIS, TN 38105		501(C)(3)	13,023.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)



**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ROSE BROOKS CENTER P O BOX 320599 KANSAS CITY, KS 64132		501(C)(3)	10,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
RUST COLLEGE 150 RUST AVE. HOLLY SPRINGS, MS 38635		501(C)(3)	6,625.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
SACRED HEART SOUTHERN MISSIONS, INC. - 6050 HIGHWAY 161 N. - WALLS, MS 38686		501(C)(3)	64,790.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
SALVATION ARMY 696 JACKSON AVE. MEMPHIS, TN 38105		501(C)(3)	522,791.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
SAMARITANS P.O. BOX 576 HORN LAKE, MS 38637		501(C)(3)	16,673.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
SEARCH DOGS SOUTH P.O. BOX 1440 BYHALIA, MS 38611		501(C)(3)	43,380.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
SHELBY FARMS PARK CONSERVANCY 500 NORTH PINE LAKE DR. MEMPHIS, TN 38134		501(C)(3)	5,086.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
SHELBY RESIDENTIAL AND VOC. SERVICES (SRVS) - 3971 KNIGHT ARNOLD RD. - MEMPHIS, TN 38118		501(C)(3)	215,937.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
SHINING BRIGHT MINISTRIES 7341 GINGER SNAP COVE MEMPHIS, TN 38125		501(C)(3)	23,890.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SPECIAL OLYMPICS 1355 LYNNFIELD SUITE 273 MEMPHIS, TN 38119		501(C)(3)	48,879.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
ST. JUDE CHILDREN'S HOSPITAL 501 ST. JUDE PL. MEMPHIS, TN 38105		501(C)(3)	93,467.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
STREETS MINISTRIES 430 VANCE AVE. MEMPHIS, TN 38126		501(C)(3)	6,007.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
SUSAN G. KOMEN FOUNDATION 6645 POPLAR AVE, SUITE 211 GERMANTOWN, TN 38138		501(C)(3)	9,423.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
SYNERGY TREATMENT CENTERS P.O. BOX 16217 MEMPHIS, TN 38186		501(C)(3)	96,783.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
TEACH FOR AMERICA 175 TOYOTA PLAZA SUITE 350 MEMPHIS, TN 38103		501(C)(3)	6,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
TENNESSEE POISON CENTER VANDERBILT UNIV. 501 OXFORD HOUSE 1161 21ST AVE. S. - NASHVILLE, TN 37232		501(C)(3)	62,023.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
TENNIS MEMPHIS 1500 FINLEY ROAD MEMPHIS, TN 38116		501(C)(3)	5,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
THE BADDOUR CENTER 626 BADDOUR BLVD. SENATOBIA, MS 38668		501(C)(3)	14,312.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE NEIGHBORHOOD SCHOOL 175 TILLMAN ST. MEMPHIS, TN 38111		501(C)(3)	25,010.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
THE WORKS 1471 GENESIS CIR. MEMPHIS, TN 38106		501(C)(3)	45,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
TIPTON COUNTY COMMISSION ON AGING P.O. BOX 631 COVINGTON, TN 38019		501(C)(3)	12,285.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
TREZEVANT MANOR FOUNDATION 177 N. HIGHLAND ST. MEMPHIS, TN 38111		501(C)(3)	5,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
TUNICA COUNTY COMMUNITY DEVELOPMENT COALITION - P.O. BOX 1402 - TUNICA, MS 38676		501(C)(3)	11,674.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
TUNICA COUNTY LITERACY COUNCIL P.O. BOX 1788 TUNICA, MS 38676		501(C)(3)	18,561.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
UNITED HOUSING, INC. 2750 COLONY PARK DR. MEMPHIS, TN 38118		501(C)(3)	47,252.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
UNITED NEGRO COLLEGE FUND 229 PEACHTREE ST. NE SUITE 2350 ATLANTA, GA 30303		501(C)(3)	9,376.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
UNITED WAY OF ST. FRANCOIS 739 EAST KARSCH BLVD. FARMINGTON, MO 63640		501(C)(3)	11,032.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNITED WAY OF WEST GEORGIA 200 MAIN ST. LAGRANGE, GA 30240		501(C)(3)	6,442.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
MEMPHIS URBAN LEAGUE, INC. 413 N. CLEVELAND MEMPHIS, TN 38104		501(C)(3)	203,150.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
WEST CANCER CENTER 100 N. HUMPHREYS BLVD. MEMPHIS, TN 38120		501(C)(3)	10,400.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
WKNO 7151 CHERRY FARMS RD. CORDOVA, TN 38016		501(C)(3)	5,650.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
WOLF RIVER CONSEVANCY P O BOX 11031 MEMPHIS, TN 38111		501(C)(3)	5,000.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
WOMEN, CHILDREN & FAMILY 1100 LARKSPUR LANDING CIRCLE #340 LARKSPUR, CA 94939		501(C)(3)	5,360.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
WOMENS FOUNDATION OF GTR MEMPHIS 40 SOUTH MAIN ST. SUITE 2280 MEMPHIS, TN 38103		501(C)(3)	5,557.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
WOUNDED WARRIOR PROJECT 4899 BELFORT RD. SUITE 300 JACKSONVILLE, FL 32256		501(C)(3)	8,555.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
YMCA OF MEMPHIS AND THE MID-SOUTH 6373 QUAIL HOLLOW RD. SUITE 201 MEMPHIS, TN 38120		501(C)(3)	419,930.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

Schedule I (Form 990)

<b>Part II</b> Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
YOUNG LIFE 658 COLONIAL RD. MEMPHIS, TN 38117		501(C)(3)	7,800.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
YOUTH STRIVING FOR EXCELLENCE 2886 ALLEN RD. MEMPHIS, TN 38128		501(C)(3)	6,405.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
YOUTH VILLAGES 3320 BROTHER BLVD MEMPHIS, TN 38133		501(C)(3)	1,197,210.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE
YWCA OF GREATER MEMPHIS 766 S. HIGHLAND ST. MEMPHIS, TN 38111		501(C)(3)	267,554.	0.			TO PROVIDE FUNDS TO ORGANIZATION TO CARRY OUT ITS EXEMPT PURPOSE

**Part III Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
YOUTH: YOUTH UNITED WAY PROMOTES PHILANTHROPY, LEADERSHIP DEVELOPMENT, AND CHARACTER BUILDING AMONG SCHOOL STUDENTS. MIDDLE SCHOOL AND HIGH SCHOOL STUDENTS (AGES 10 TO 18), IN PARTNERSHIP	1	3,000.	0.		

**Part IV Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

UPON SUBMISSION OF A REQUEST FOR FUNDING, MEMBER NONPROFIT AGENCIES PARTICIPATE IN A VOLUNTEER REVIEW PROCESS THAT INCLUDES A REVIEW OF PROGRAM SERVICES, FINANCIAL INFORMATION, AND AN ON-SITE VISIT. VOLUNTEERS RECOMMEND FUNDING BASED ON COMMUNITY NEED, PROGRAM QUALITY, EFFECTIVENESS, AND FISCAL HEALTH. BOARD APPROVAL OF RECOMMENDATIONS IS REQUIRED ANNUALLY. AWARDS ARE MADE TO FUND BOTH SPECIFIC DIRECT PROGRAMMATIC EXPENDITURES, AS WELL AS ADMINISTRATIVE FUNCTIONS OF NONPROFITS. (CONTINUED IN PART IV)

**Part IV** Supplemental Information

FEDERAL GRANT PROGRAMS ARE ADMINISTERED AND REVIEWED BY BOTH PROGRAM AND FISCAL STAFF FOR COMPLIANCE WITH CONTRACTS. MONITORING VISITS FROM THE FEDERAL OVERSIGHT AGENCY ARE CONDUCTED ANNUALLY. ADDITIONALLY, IF CERTAIN THRESHOLDS ARE MET, AN AUDIT IN ACCORDANCE WITH A-133 FEDERAL REGULATIONS IS CONDUCTED ANNUALLY.

NON MEMBER AGENCIES RECEIVE FUNDS THROUGH DONOR DESIGNATIONS, AND HAVE TO BE A 501C3 ORGANIZATION.

PART III, COLUMN (A):

(A) TYPE OF GRANT OR ASSISTANCE: YOUTH: YOUTH UNITED WAY PROMOTES PHILANTHROPY, LEADERSHIP DEVELOPMENT, AND CHARACTER BUILDING AMONG SCHOOL STUDENTS. MIDDLE SCHOOL AND HIGH SCHOOL STUDENTS (AGES 10 TO 18), IN PARTNERSHIP WITH ELEMENTARY AGED SCHOOL CHILDREN, RAISE FUNDS TO ASSIST LOCAL ORGANIZATIONS WITH THE IMPLEMENTATION OF PROGRAMS AND PROJECTS THAT ADDRESS THE NEEDS OF YOUTH. MIDDLE AND HIGH SCHOOL YOUTH FORM AN EXECUTIVE BOARD THAT COORDINATES FUND-RAISING EVENTS, FUND-DISTRIBUTION PROCESSES AND COMMUNITY SERVICE ACTIVITIES.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2016**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization

UNITED WAY OF THE MID SOUTH

Employer identification number

56-1010742

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use          |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence          |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef)       |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a? .....

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? .....
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....
- c** Participate in, or receive payment from, an equity-based compensation arrangement? .....
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" on line 5a or 5b, describe in Part III.

**6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" on line 6a or 6b, describe in Part III.

**7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III .....

**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....

**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

	Yes	No
<b>1b</b>	X	
<b>2</b>	X	
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2016



**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

**Note:** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) DR. KENNETH S ROBINSON PRESIDENT & CEO	(i)	262,700.	0.	0.	46,388.	8,839.	317,927.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) STEPHANIE BUTLER CHIEF STRATEGY OFFICER	(i)	159,554.	0.	0.	22,819.	7,379.	189,752.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) GREGG SMITH CFO	(i)	144,729.	0.	0.	0.	11,115.	155,844.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) RICHARD CHAMPLIN SR VP INFORMATION SERVICES	(i)	122,294.	0.	0.	21,971.	16,597.	160,862.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) DOUG BYRNES FORMER CFO & INTERIM CEO	(i)	176,503.	0.	0.	32,442.	17,098.	226,043.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**Part III Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1A:

MEMBERSHIP DUES TO A LOCAL FACILITY WERE PAID AND THE FACILITIES ARE  
AVAILABLE FOR USE BY EXECUTIVES OF THE ORGANIZATION.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2016**

Open To Public Inspection

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization **UNITED WAY OF THE MID SOUTH** Employer identification number **56-1010742**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ( <u>ADVERTISING-</u> )	X	2	147,689.	RETAIL VALUE
26 Other ▶ ( <u>MCDONALDS FOO</u> )	X	1	12,000.	RETAIL VALUE
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement ..... **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period? .....		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions? .....		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....		X
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2016)



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Open to Public  
Inspection

Name of the organization

UNITED WAY OF THE MID SOUTH

Employer identification number

56-1010742

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

AND OTHER RESOURCES, TO SUPPORT THE FINANCIAL NEEDS OF PROGRAMS AND  
FUNDED AGENCY PARTNERS POSTIVELY IMPACTING LOCAL POVERTY BY IMPROVING  
LOCAL EDUCATION, FINANCIAL STABILITY AND HEALTH. THE ORGANIZATION  
SERVES THE TENNESSEE COUNTIES OF FAYETTE, LAUDERDALE, SHELBY, AND  
TIPTON; THE MISSISSIPPI COUNTIES OF DESOTO, TATE AND TUNICA; AND  
CRITTENDEN COUNTY IN ARKANSAS.

FORM 990, PART VI, SECTION B, LINE 11B:

AFTER THE FORM 990 IS PREPARED, MANAGEMENT REVIEWS IT AND PRESENTS IT TO  
THE FINANCE COMMITTEE FOR REVIEW AND ACCEPTANCE. AFTER THE FINANCE  
COMMITTEE HAS ACCEPTED THE DRAFT OF THE RETURN, THE ACCEPTED DRAFT OF THE  
RETURN IS MADE AVAILABLE TO THE FULL BOARD PRIOR TO FILING. THE 990 IS  
SUBMITTED TO VARIOUS AGENCIES INCLUDING THE STATES OF TENNESSEE AND  
MISSISSIPPI FOR CHARITABLE SOLICITATION REGISTRATION AND ALSO TO UNITED WAY  
WORLDWIDE.

FORM 990, PART VI, SECTION B, LINE 12C:

ANNUALLY, ALL EMPLOYEES AND MEMBERS OF THE BOARD ARE ASKED TO SIGN A  
CONFLICT OF INTEREST DISCLOSURE STATING THEY ARE AWARE OF THE POLICY AND  
THAT THEY HAVE NO KNOWN CONFLICTS.

FORM 990, PART VI, SECTION B, LINE 15:

THE ORGANIZATION USES DATA FROM OTHER UNITED WAY ORGANIZATIONS AND A REPORT  
PREPARED BY AN INDEPENDENT COMPENSATION CONSULTANT TO DETERMINE APPROPRIATE  
COMPENSATION PACKAGES BASED ON JOB DESCRIPTION AND REFERENCING

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

Schedule O (Form 990 or 990-EZ) (2016)

632211 08-25-16

Name of the organization UNITED WAY OF THE MID SOUTH	Employer identification number 56-1010742
---	--

ORGANIZATIONS OF A SIMILAR SIZE. THE COMPENSATION COMMITTEE, WHICH IS MADE UP OF VOLUNTEER FORMER, CURRENT, AND INCOMING BOARD CHAIRS, APPROVES THE PRESIDENT'S SALARY AND BONUS PLAN. THE APPROVED COMPENSATION PACKAGE FOR THE PRESIDENT IS THEN FORWARDED TO THE EXECUTIVE COMMITTEE FOR FINAL APPROVAL. THE COMPENSATION OF KEY EMPLOYEES IS REVIEWED BY THE COMMITTEE AND APPROVED BY THE PRESIDENT.

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST STATEMENTS AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. ADDITIONALLY, THE FINANCIAL STATEMENTS AND FORM 990 ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

ROUNDING -1.

Department of the Treasury  
Internal Revenue Service (99)

▶ Attach to your tax return.

▶ Information about Form 4562 and its separate instructions is at [www.irs.gov/form4562](http://www.irs.gov/form4562).

Attachment  
Sequence No. 179

Name(s) shown on return <b>UNITED WAY OF THE MID SOUTH</b>	Business or activity to which this form relates <b>FORM 990 PAGE 10</b>	Identifying number <b>56-1010742</b>
---	--	---

**Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions) .....	<b>1</b>	500,000.
2 Total cost of section 179 property placed in service (see instructions) .....	<b>2</b>	
3 Threshold cost of section 179 property before reduction in limitation .....	<b>3</b>	2,010,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- .....	<b>4</b>	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions .....	<b>5</b>	
<b>6</b> (a) Description of property (b) Cost (business use only) (c) Elected cost		
7 Listed property. Enter the amount from line 29 .....	<b>7</b>	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 .....	<b>8</b>	
9 Tentative deduction. Enter the smaller of line 5 or line 8 .....	<b>9</b>	
10 Carryover of disallowed deduction from line 13 of your 2015 Form 4562 .....	<b>10</b>	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 .....	<b>11</b>	
12 Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11 .....	<b>12</b>	
13 Carryover of disallowed deduction to 2017. Add lines 9 and 10, less line 12 .....	<b>13</b>	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year .....	<b>14</b>	
15 Property subject to section 168(f)(1) election .....	<b>15</b>	
16 Other depreciation (including ACRS) .....	<b>16</b>	

**Part III MACRS Depreciation (Don't include listed property.) (See instructions.)**

**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2016 .....	<b>17</b>	11,672.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

**Section B - Assets Placed in Service During 2016 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		646,907.	5	HY	200DB	106,612.
c 7-year property						
d 10-year property		16,600.	10	HY	200DB	1,383.
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	09 /16	1,048,511.	39 yrs.	MM	S/L	22,404.
	/			MM	S/L	

**Section C - Assets Placed in Service During 2016 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

**Part IV Summary (See instructions.)**

21 Listed property. Enter amount from line 28 .....	<b>21</b>	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr. ....	<b>22</b>	142,071.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs .....	<b>23</b>	

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 25

26 Property used more than 50% in a qualified business use: Table with 9 columns for property details.

27 Property used 50% or less in a qualified business use: Table with 9 columns for property details.

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with 6 main rows (30-36) and 12 columns for vehicle-specific data (a-f) and personal use questions.

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons.

Table for Section C with 5 rows (37-41) and 2 columns (Yes/No) for employer questions.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI Amortization

Table for Section C with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2016 tax year: Table with 6 columns for amortization details.

43 Amortization of costs that began before your 2016 tax year 43

44 Total. Add amounts in column (f). See the instructions for where to report 44