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Form 990-PF

Department of the Treasury

Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation

CREWS FAMILY FOUNDATION

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

PO BOX 488

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

COLLIERVILLE, TN 380270488

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

\$ 31,108,519

J Accounting method

☐ Cash

☐ Accrual

☒ Other (specify) GAAP

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

A Employer identification number

46-1600634

B Telephone number (see instructions)

(901) 854-4014

C If exemption application is pending, check here

☐

D 1. Foreign organizations, check here

☐

2 Foreign organizations meeting the 85% test, check here and attach computation

☐

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

☐

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

☐

Part I

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	8,957,826		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	697	697	
	4 Dividends and interest from securities	659,389	659,389	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	-329,423		
	b Gross sales price for all assets on line 6a	2,961,909		
	7 Capital gain net income (from Part IV, line 2)		0	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	18,568	18,568		
12 Total. Add lines 1 through 11	9,307,057	678,654		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	358	0	358
	b Accounting fees (attach schedule)	8,200	0	8,200
	c Other professional fees (attach schedule)	108,155	108,155	0
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	13,181	13,161	0
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	279,221	279,112	109
	24 Total operating and administrative expenses. Add lines 13 through 23	409,115	400,428	8,667
	25 Contributions, gifts, grants paid	1,120,070		1,120,070
	26 Total expenses and disbursements. Add lines 24 and 25	1,529,185	400,428	1,128,737
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	7,777,872		
	b Net investment income (if negative, enter -0-)		278,226	
c Adjusted net income(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,780,440	2,299,567	2,299,567
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,330,712	9,165,141	9,165,141
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	11,567,113	19,643,811	19,643,811
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	20,678,265	31,108,519	31,108,519	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons		80,000	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	0	30,454	
	23	Total liabilities (add lines 17 through 22)	0	110,454	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	20,678,265	30,998,065	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	20,678,265	30,998,065	
	31	Total liabilities and net assets/fund balances (see instructions) .	20,678,265	31,108,519	

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,678,265
2	Enter amount from Part I, line 27a	2	7,777,872
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,557,549
4	Add lines 1, 2, and 3	4	31,013,686
5	Decreases not included in line 2 (itemize) ▶ _____	5	15,621
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	30,998,065

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-329,423
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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



Yes



No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,032,836	12,292,942	0 084019
2015	983,821	11,867,825	0 082898
2014	839,234	12,150,125	0 069072
2013	740,407	11,040,696	0 067062
2012	0	10,153,613	0 000000
2 Total of line 1, column (d)			2 0 303051
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 060610
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 21,592,143
5 Multiply line 4 by line 3			5 1,308,700
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,782
7 Add lines 5 and 6			7 1,311,482
8 Enter qualifying distributions from Part XII, line 4			8 1,128,737

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,565
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	5,565
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,565
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	5,863
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	5,863
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	298
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 298 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of HILLIARD R CREWS JR Telephone no (901) 854-4014			

Located at **PO BOX 488 COLLIERVILLE TN** ZIP+4 **380270488**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15		
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1b			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/> 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/> 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). <input type="checkbox"/> 3b			No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
HILLIARD R CREWS JR 10001 HOLMES ROAD COLLIERVILLE, TN 38017	PRESIDENT/DIRECTOR 2 00	0	0	0
JASON L CREWS 294 DUBRAY MANOR DRIVE COLLIERVILLE, TN 38017	TREASURER/DIRECTOR 0 25	0	0	0
STACY CREWS MCGEE 3145 SHEA ROAD COLLIERVILLE, TN 38017	SECRETARY/DIRECTOR 4 00	0	0	0

2

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

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

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

0

3

Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
RAYMOND JAMES & ASSOCIATES INC 1100 RIDGEWAY LOOP RD STE 600 MEMPHIS, TN 38120	INVESTMENT ADVISORY FEES	91,523

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

0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	21,321,016
b	Average of monthly cash balances.	1b	599,941
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,920,957
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	21,920,957
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	328,814
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	21,592,143
6	Minimum investment return. Enter 5% of line 5.	6	1,079,607

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,079,607
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	5,565
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,565
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,074,042
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,074,042
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,074,042

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,128,737
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,128,737
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,128,737

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,074,042
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				182,627
c From 2014.				241,980
d From 2015.				398,288
e From 2016.				419,909
f Total of lines 3a through e.	1,242,804			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,128,737				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				1,074,042
e Remaining amount distributed out of corpus	54,695			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,297,499			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,297,499			
10 Analysis of line 9				
a Excess from 2013.				182,627
b Excess from 2014.				241,980
c Excess from 2015.				398,288
d Excess from 2016.				419,909
e Excess from 2017.				54,695

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,120,070
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt PurposesForm **990-PF** (2017)

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2018-11-14	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	PAUL B BERRYHILL				P00869671
	Firm's name ▶ REYNOLDS BONE & GRIESBECK PLC				Firm's EIN ▶ 62-0428728
	Firm's address ▶ 5100 WHEELIS DRIVE SUITE 300 MEMPHIS, TN 381174568				Phone no (901) 682-2431

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CHARLES SCHWAB - 9631	P		
CHARLES SCHWAB - 9631	P		
CHARLES SCHWAB - 0589	P		
CHARLES SCHWAB - 6019	P		
CHARLES SCHWAB - 2943	P		
RAYMOND JAMES - 6523	P		
RAYMOND JAMES - 6523	P		
COMPOUND CAPITAL INVESTMENT FUND	P		
COMPOUND CAPITAL INVESTMENT FUND	P		
GULLANE CAPITAL PARTNERS	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
239,052		228,729	10,323
1,045,869		878,458	167,411
9,224		8,858	366
10,069		9,910	159
23,334		20,400	2,934
386,251		418,532	-32,281
995,888		815,896	179,992
5,183			5,183
		861,535	-861,535
		49,014	-49,014

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			10,323
			167,411
			366
			159
			2,934
			-32,281
			179,992
			5,183
			-861,535
			-49,014

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
CCSD II	P		
GT INTERNATIONAL EQUITY QP	P		
GT INTERNATIONAL EQUITY QP	P		
GT OFFSHORE	P		
MORGAN KEEGAN MEZZANINE FUND, LP	D		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
93,407			93,407
8,824			8,824
54,779			54,779
79,705			79,705
332			332
9,992			9,992

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			93,407
			8,824
			54,779
			79,705
			332
			9,992

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

HILLIARD R CREWS JR
JASON L CREWS
STACY CREWS MCGEE

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AGAPE CHILD & FAMILY SERVICES INC 111 RACINE STREET MEMPHIS, TN 38111		PC	GENERAL - HEARTLIGHT CONFERENCE	5,000
ALZHEIMIER'S ASSOCIATION 699 OAKLEAF OFFICE LN MEMPHIS, TN 38117		PC	GENERAL - OPERATING	250
ARISE 2 READ 4515 POPLAR AVE STE 304 MEMPHIS, TN 38117		PC	GENERAL - OPERATING	20,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARTS MEMPHIS575 S MENDENHALL RD MEMPHIS, TN 38117		PC	GENERAL - OPERATING	1,000
AWSA1251 HOLY COW ROAD POLK CITY, FL 33868		PC	GENERAL - OPERATING	1,000
BADDOUR CENTER3297 HWY 51 S SENATOBIA, MS 38668		PC	GENERAL - OPERATING	750
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOY SCOUTS OF AMERICA 171 S HOLLYWOOD MEMPHIS, TN 38112		PC	GENERAL - OPERATING	21,000
BOYS & GIRLS CLUB 1275 PEACHTREE STREET NW ATLANTA, GA 30309		PC	GENERLA - OPERATING	5,000
BRIARCREST CHRISTIAN SCHOOL 6000 BRIARCREST AVENUE MEMPHIS, TN 38120		PC	GENERAL - OPERATING	12,500
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BRIDGES477 NORTH FIFTH STREET MEMPHIS, TN 38105		PC	GENERAL - OPERATING	10,000
CAMPBELL FOUNDATION 1400 S GERMANTOWN RD GERMANTOWN, TN 38138		PC	GENERAL - OPERATING	1,000
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO, FL 328628222		PC	GENERAL - OPERATING	5,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHURCH HEALTH CENTER 1210 PEABODY AVENUE MEMPHIS, TN 38104		PC	GENERAL - OPERATING	50,000
COMMUNITY FOUNDATION OF GREATER MEMPHIS 1900 UNION AVENUE MEMPHIS, TN 38104		PC	GENERAL - CREWS/SHELBY GROUP FUND	41,000
DALLAS BAY CHURCH 8305 DAISY DALLAS RD HIXSON, TN 37343		PC	GENERAL - OPERATING	500
Total ► 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DREAM FACTORY OF MEMPHIS INC PO BOX 381766 GERMANTOWN, TN 381831766		PC	GENERAL - OPERATING	5,000
EXCHANGE CLUB FAMILY CENTER 2180 UNION AVE MEMPHIS, TN 38104		PC	GENERAL - OPERATING	9,760
GERMANTOWN UNITED METHODIST CHURCH 2331 S GERMANTOWN RD GERMANTOWN, TN 38138		PC	GENERAL - OPERATING	12,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GIFTS OF LOVE INC 3639 NEW GETWELL STE 1 MEMPHIS, TN 38118		PC	GENERAL - OPERATING	500
GOLDEN CROSS1615 APPLING RD CORDOVA, TN 38016		PC	GENERAL - OPERATING	2,500
GRACE EVANGELICAL CHURCH 9750 WOLF RIVER BLVD GERMANTOWN, TN 38139		PC	GENERAL - OPERATING	28,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
INNER LIGHT3618 WALKER AVE MEMPHIS, TN 38152		PC	GENERAL - OPERATING	1,000
JUNIOR ACHIEVEMENT 307 MADISON AVE MEMPHIS, TN 38103		PC	GENERAL - OPERATING	10,000
LEBONHEUR CHILDREN'S HOSPITAL FOUNDATION 850 POPLAR AVENUE MEMPHIS, TN 38105		PC	GENERAL - OPERATING	3,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LET'S INNOVATE THROUGH EDUCATION 3618 WALKER AVENUE MEMPHIS, TN 38111		PC	GENERAL - OPERATING	30,000
LIFE CHOICES 5575 RALEIGH LAGRANGE RD MEMPHIS, TN 38134		PC	GENERAL - OPERATING	1,000
LIFE OF PRAISE2708 TRAVIS DRIVE MCKINNEY, TX 75070		PC	GENERAL - OPERATING	9,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAYO CLINIC13400 E SHEA BLVD SCOTTSDALE, AZ 85259		PC	GENERAL - OPERATING	2,500
MEMPHIS BOTANICAL GARDENS 750 CHERRY RD MEMPHIS, TN 38117		PC	GENERAL - OPERATING	2,500
MEMPHIS DEVELOPMENT FOUNDATION 203 S MAIN STREET MEMPHIS, TN 38103		PC	GENERAL - OPERATING	2,500
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MEMPHIS EDUCATION FUND 1350 CONCOURSE AVENUE SUITE 434 MEMPHIS, TN 38104		PC	GENERAL - OPERATING	6,000
MEMPHIS LEADERSHIP FOUNDATION 1548 POPLAR AVE MEMPHIS, TN 38104		PC	GENERAL - OPERATING	5,000
MEMPHIS TEACHER RESIDENCY 1350 CONCOURSE AVENUE SUITE 366 MEMPHIS, TN 38104		PC	GENERAL - OPERATING	50,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MEMPHIS UNION MISSION 383 POPLAR AVENUE MEMPHIS, TN 381010330		PC	GENERAL - OPERATING	5,000
METAL MUSEUM374 METAL MUSEUM DR MEMPHIS, TN 38106		PC	GENERAL - OPERATING	1,000
MID-SOUTH FOOD BANK 239 SOUTH DUDLEY MEMPHIS, TN 38104		PC	GENERAL - OPERATING	20,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MIFAPO BOX 3130 MEMPHIS, TN 38173		PC	GENERAL - OPERATING	50,000
NATIONAL FOOTBALL FOUNDATION 433 E LAS COLINAS BLVD SUITE 1130 IRVING, TX 75039		PC	GENERAL - OPERATING	500
NEW LEADERS 530 OAK COURT DRIVE SUITE 155 MEMPHIS, TN 38117		PC	GENERAL - OPERATING	100,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEW MEMPHIS INSTITUTE 22 N FRONT ST MEMPHIS, TN 38103		PC	GENERAL - OPERATING	5,000
NINETY DEGREE RACING 3169 PROFESSIONAL PLZ STE 1 GERMANTOWN, TN 38138		PC	GENERAL - OPERATING	1,000
PALMER HOME FOR CHILDREN PO BOX 746 COLUMBUS, MS 39703		PC	GENERAL - OPERATING	10,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RONALD MCDONALD HOUSE 535 ALABAMA AVE MEMPHIS, TN 38105		PC	GENERAL - OPERATING	2,510
RONNIE TULLOS EVANGELIC ASSOCIATION 361 S ORLEANS ST MEMPHIS, TN 38126		PC	GENERAL - OPERATING	2,500
RUF1700 N BROWN RD STE 104 LAWRENCEVILLE, GA 30043		PC	GENERAL - OPERATING	6,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SERVICE OVER SELF (SOS) 2505 POPLAR AVENUE MEMPHIS, TN 38112		PC	GENERAL - OPERATING	1,250
SHELBY FARMS PARK CONSERVANCY 500 NORTH PINE LAKE DRIVE MEMPHIS, TN 38134		PC	GENERAL - OPERATING	3,600
SHEPHERDS HAVEN 175 SHEPHERDS HAVEN WAY ARLINGTON, TN 38002		PC	GENERAL - OPERATING	2,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOCIETY OF ENTREPRENEURS PO BOX 770839 MEMPHIS, TN 38177		PC	GENERAL - OPERATING	3,700
SRVS3971 KNIGHT ARNOLD RD MEMPHIS, TN 38118		PC	GENERAL - OPERATING	5,000
ST GEORGE'S1880 WOLF RIVER BLVD COLLIERVILLE, TN 38017		PC	GENERAL - OPERATING	20,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JUDE CHILDREN'S RESEARCH HOSPITAL 51 GERMANTOWN COURT STE 309 CORDOVA, TN 38018		PC	GENERAL - OPERATING	1,000
STREETS MINISTRIESPO BOX 42181 MEMPHIS, TN 381742181		PC	GENERAL - OPERATING	5,000
TEACH FOR AMERICA 175 TOYOTA PLAZA STE 350 MEMPHIS, TN 38103		PC	GENERAL - OPERATING	281,250
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TENNIS MEMPHIS4145 SOUTHERN AVE MEMPHIS, TN 38117		PC	GENERAL - OPERATING	1,000
TRIUMPH BANK FOUNDATION 5699 POPLAR AVE MEMPHIS, TN 38119		PC	GENERAL - OPERATING	27,500
UNITED WAY OF THE MID-SOUTH 6775 LENOX CENTER CT STE 200 MEMPHIS, TN 38115		PC	GENERAL - OPERATING	60,000
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF MEMPHIS 3720 ALUMNI AVE MEMPHIS, TN 38152		PC	GENERAL - OPERATING	20,000
UNIVERSITY OF MEMPHIS FOUNDATION 635 NORMAL STREET ALUMNI CTR MEMPHIS, TN 381523750		PC	GENERAL - OPERATING	92,800
VISIBLE MUSIC200 MADISON AVE MEMPHIS, TN 38103		PC	GENERAL - OPERATING	200
Total ▶ 3a				1,120,070

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WEST CLINIC7945 WOLF RIVER BLVD GERMANTOWN, TN 38138		PC	GENERAL - OPERATING	11,000
YOUTH LEADERSHIP OF MEMPHIS 1255 LYNNFIELD RD STE 141 MEMPHIS, TN 38119		PC	GENERAL - OPERATING	2,000
YOUTH VILLAGESPO BOX 341154 MEMPHIS, TN 381841154		PC	GENERAL - OPERATING	25,000
Total ▶ 3a				1,120,070

TY 2017 Accounting Fees Schedule**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,200	0		8,200

TY 2017 General Explanation Attachment**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	SECTION 1 263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION	FORM 990- PF	CREWS FAMILY FOUNDATIONP O BOX 488COLLIERVILLE, TN 38027-0488EMPLOYER IDENTIFICATION NUMBER 46-1600634FOR THE YEAR ENDING DECEMBER 31, 2017THE CREWS FAMILY FOUNDATION IS MAKING THE DE MINIMIS SAFE HARBOR ELECTION UNDER REG SEC 1 263(A)-1(F)

General Explanation Attachment

Identifier	Return Reference	Explanation	
2	LOAN FROM DISQUALIFIED PERSONS	FORM 990-PF, PART II, LINE 20, COLUMN (B)	CREWS FAMILY FOUNDATIONP O BOX 488COLLIERVILLE, TN 38027-0488EMPLOYER IDENTIFICATION NUMBER 46-1600634FOR THE YEAR ENDING DECEMBER 31, 2017LENDER'S NAME HILLIARD R CREWS, JR LENDER'S TITLE TRUSTEEORIGINAL AMOUNT BORROWED \$80,000DATE OF LOAN 1/1/2017MATURITY DATE NONE REPAYMENT TERMS AS CASH IS AVAILABLEINTEREST RATE NONESECURITY PROVIDED BY BORROWER NONEPURPOSE OF LOAN PROVIDE TEMPORARY OPERATING FUNDSDESCRIPTION AND FMV OF CONSIDERATION CASH - \$80,000BALANCE DUE AT YEAR-END \$80,000

TY 2017 Investments Corporate Stock Schedule**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RAYMOND JAMES #6523	9,165,141	9,165,141

TY 2017 Investments - Other Schedule**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COMPOUND CAPITAL INVESTMENT FUND, LP	FMV	4,117,525	4,117,525
GULLANE CAPITAL PARTNERS, LLC	FMV	2,370,868	2,370,868
CCSD II, LP	FMV	681,996	681,996
CHARLES SCHWAB #9631	FMV	310,895	310,895
GT INTERNATIONAL EQUITY QP FUND, LP	FMV	3,912,801	3,912,801
GT OFFSHORE FUND, LTD	FMV	3,079,580	3,079,580
GT U.S. QP FUND, LP	FMV	745,922	745,922
GT EMERGING MARKETS, LP	FMV	1,476,433	1,476,433
GT GLOBAL HEDGE, LP	FMV	1,904,456	1,904,456
RESOLUTE CAPITAL PARTNERS FUND IV, LP	FMV	6,285	6,285
CHARLES SCHWAB #0589	FMV	191,889	191,889
CHARLES SCHWAB #6019	FMV	520,542	520,542
CHARLES SCHWAB #2943	FMV	308,739	308,739
MKMF LIQUIDATING TRUST	FMV	15,880	15,880

TY 2017 Legal Fees Schedule**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	358	0		358

TY 2017 Other Decreases Schedule**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

Description	Amount
BOOK/TAX DIFFERENCES - MORGAN KEEGAN MEZZANINE FUND, LP	223
BOOK/TAX DIFFERENCES - COMPOUND CAPITAL INVESTMENT FUND, LP	97
BOOK/TAX DIFFERENCES - CCSD II, LP	3,017
BOOK/TAX DIFFERENCES - CAPITAL ALIGNMENT PARTNERS III	12,284

TY 2017 Other Expenses Schedule**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MK MEZZANINE FUND - PORTFOLIO DEDUCTIONS	1,309	1,309		0
COMPOUND CAPITAL INVESTMENT FUND - PORTFOLIO DEDUCTIONS	68,637	68,637		0
GULLANE CAPITAL PTNRS - INVESTMENT INTEREST	31,591	31,591		0
CCSD II LP - PORTFOLIO DEDUCTIONS	17,188	17,188		0
GULLANE CAPITAL PTNRS - PORTFOLIO DEDUCTIONS	95,485	95,485		0
BANK SERVICE CHARGES	90	90		0
P O BOX RENTAL	198	99		99
CCSD II LP - OTHER DEDUCTIONS	104	104		0
COMPOUND CAPITAL INVESTMENT FUND - INVESTMENT INTEREST	1	1		0
CAPITAL ALIGNMENT PARTNERS III - PORTFOLIO DEDUCTIONS	33,156	33,156		0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CAPITAL ALIGNMENT PARTNERS III - OTHER DEDUCTIONS	118	118		0
RESOLUTE CAPITAL PARTNERS FUND IV - CHARITABLE CONTRIBUTIONS	10	0		10
RESOLUTE CAPITAL PARTNERS FUND IV - INVESTMENT INTEREST EXPENSE	5,603	5,603		0
RESOLUTE CAPITAL PARTNERS FUND IV - PORTFOLIO DEDUCTIONS	9,455	9,455		0
GT INTERNATIONAL EQUITY QP FUND - INVESTMENT INTEREST	687	687		0
GT INTERNATIONAL EQUITY QP FUND - PORTFOLIO DEDUCTIONS	14,394	14,394		0
GT INTERNATIONAL EQUITY QP FUND - OTHER DEDUCTIONS	397	397		0
MKMF LIQUIDATING TRUST - PORTFOLIO DEDUCTIONS	798	798		0

TY 2017 Other Income Schedule**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CCSD II LP - OTHER INCOME	6,474	6,474	6,474
CAPITAL ALIGNMENT PARTNERS III, LP - OTHER INCOME	1,633	1,633	1,633
RESOLUTE CAPITAL PARTNERS - OTHER INCOME	4,751	4,751	4,751
GT INTERNATIONAL EQUITY QP FUND - OTHER INCOME	5,710	5,710	5,710

TY 2017 Other Increases Schedule

Name: CREWS FAMILY FOUNDATION
EIN: 46-1600634

Description	Amount
UNREALIZED INVESTMENT LOSSES	2,557,549

TY 2017 Other Liabilities Schedule**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

Description	Beginning of Year - Book Value	End of Year - Book Value
CAPITAL ALIGNMENT PARTNERS III, LP	0	30,454

TY 2017 Other Professional Fees Schedule**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	108,155	108,155		0

TY 2017 Taxes Schedule**Name:** CREWS FAMILY FOUNDATION**EIN:** 46-1600634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	13,161	13,161		0
TN ANNUAL REPORT	20	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2017
	Name of the organization CREWS FAMILY FOUNDATION	Employer identification number 46-1600634

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

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

Name of organization CREWS FAMILY FOUNDATION	Employer identification number 46-1600634
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	HILLIARD R CREWS JR	\$ 1,600,000	Person <input checked="" type="checkbox"/>
	10001 HOLMES ROAD		Payroll <input type="checkbox"/>
	COLLIERVILLE, TN 38017		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	STACY CREWS MCGEE	\$ 600,000	Person <input checked="" type="checkbox"/>
	3145 SHEA ROAD		Payroll <input type="checkbox"/>
	COLLIERVILLE, TN 38017		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>3</u>	HILLIARD R CREWS JR	\$ 1,476,433	Person <input type="checkbox"/>
	10001 HOLMES ROAD		Payroll <input type="checkbox"/>
	COLLIERVILLE, TN 38017		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>4</u>	HILLIARD R CREWS JR	\$ 1,904,456	Person <input type="checkbox"/>
	10001 HOLMES ROAD		Payroll <input type="checkbox"/>
	COLLIERVILLE, TN 38017		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>5</u>	HILLIARD R CREWS JR	\$ 745,922	Person <input type="checkbox"/>
	10001 HOLMES ROAD		Payroll <input type="checkbox"/>
	COLLIERVILLE, TN 38017		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>6</u>	HILLIARD R CREWS JR	\$ 2,631,015	Person <input type="checkbox"/>
	10001 HOLMES ROAD		Payroll <input type="checkbox"/>
	COLLIERVILLE, TN 38017		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization CREWS FAMILY FOUNDATION	Employer identification number 46-1600634
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Part II Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
3	PARTNERSHIP INTEREST - GT EMERGING MARKETS QP	\$ 1 476,433	2017-12-27
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
4	PARTNERSHIP INTEREST - GT GLOBAL HEDGE	\$ 1 904,456	2017-12-27
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
5	PARTNERSHIP INTEREST - GT U S QP FUND	\$ 745,922	2017-12-27
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
6	PARTNERSHIP INTEREST - GT INTERNATIONAL EQUITY QP	\$ 2 631,015	2017-12-27
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

46-1600634

Use duplicate copies of Part III if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)