

Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury Internal Revenue Service

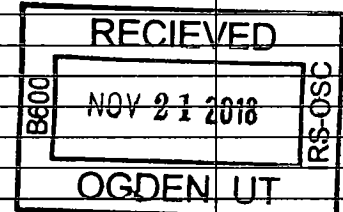
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For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: FLEETWOOD FOUNDATION INC.
Employer identification number: 27-5486698
Address: 1 COMMERCE SQ 40 S MAIN ST STE 1900 MEMPHIS, TN 38103-5519
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$ 38,528,688
Accounting method: Cash

ENVELOPE POSTMARK DATE NOV 15 2018

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).



SCANNED DEC 1 1 2018 Operating and Administrative Expenses

631

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,268,050.	3,607,598.	3,607,598.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH. 4	2,153,537.	1,871,542.	1,964,943.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH. 5	22,687,163.	26,773,661.	32,956,147.	
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)	26,108,750.	32,252,801.	38,528,688.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" 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	26,108,750.	32,252,801.		
30	Total net assets or fund balances (see instructions)	26,108,750.	32,252,801.		
31	Total liabilities and net assets/fund balances (see instructions)	26,108,750.	32,252,801.		

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 26,108,750.
2	Enter amount from Part I, line 27a	2 6,144,051.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 32,252,801.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 32,252,801.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,518,247.
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	{ If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 }	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,163,585.	28,272,911.	0.041155
2015	922,173.	25,135,328.	0.036688
2014	895,916.	22,893,322.	0.039134
2013	630,936.	19,862,483.	0.031765
2012	576,678.	14,579,519.	0.039554
2	Total of line 1, column (d)		2 0.188296
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years		3 0.037659
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 35,945,622.
5	Multiply line 4 by line 3.		5 1,353,676.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 15,463.
7	Add lines 5 and 6.		7 1,369,139.
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		8 1,422,295.

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

Table with 11 rows for excise tax calculation. Includes sub-rows for credits/payments (6a-6d). Total tax due is 15,500, with 4,507 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes questions about political campaigns, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16. Row 11: 'At any time during the year, did the foundation, directly or indirectly, own a controlled entity...' Yes: No, No: X. Row 12: 'Did the foundation make a distribution to a donor advised fund...' Yes: No, No: X. Row 13: 'Did the foundation comply with the public inspection requirements...' Yes: X, No: No. Row 14: 'The books are in care of...' GERBER/TAYLOR CAPITAL ADVISORS, Telephone no 901-526-9750, Located at 40 SOUTH MAIN STREET, SUITE 1900 MEMPHIS, TN, ZIP+4 38103-5519. Row 15: 'Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041...' and enter the amount of tax-exempt interest received or accrued during the year 15. Row 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?' Yes: No, No: X.

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

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

Table with 3 columns: Question, Yes, No. Rows 1a-4b. Row 1a: 'During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?' Yes: No, No: X. (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes: No, No: X. (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes: No, No: X. (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes: No, No: X. (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes: No, No: X. (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes: No, No: X. Row 1b: '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' Yes: No, No: X. Row 1c: '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?' Yes: No, No: X. Row 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))' Row 2a: '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?' Yes: No, No: X. If "Yes," list the years. Row 2b: '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)' Yes: No, No: X. Row 3a: 'Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?' Yes: No, No: X. Row 3b: '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)' Yes: No, No: X. Row 4a: 'Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?' Yes: No, No: X. Row 4b: '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?' Yes: No, No: X.

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	<input type="checkbox"/>	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		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		105,934.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	2,230,997.
b	Average of monthly cash balances	1b	534,513.
c	Fair market value of all other assets (see instructions).	1c	33,727,507.
d	Total (add lines 1a, b, and c)	1d	36,493,017.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	36,493,017.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	547,395.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,945,622.
6	Minimum investment return. Enter 5% of line 5	6	1,797,281.

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	1,797,281.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	15,463.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,463.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,781,818.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,781,818.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,781,818.

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	1,422,295.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,422,295.
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	15,463.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,406,832.

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				1,781,818.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			1,296,998.	
b Total for prior years 20_15_,20_14_,20_13_				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,422,295.				
a Applied to 2016, but not more than line 2a			1,296,998.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				125,297.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				1,656,521.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

NOT APPLICABLE

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

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

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

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

ATTACHMENT 7

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>ATCH 8</p>				
Total ▶ 3a				1,271,000.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions).

Schedule of Contributors

2017

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

Name of the organization

FLEETWOOD FOUNDATION INC.

Employer identification number

27-5486698

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private 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 property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

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

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

Name of organization **FLEETWOOD FOUNDATION INC.**

Employer identification number
27-5486698

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GERBER, CHARLES C. 1 COMMERCE SQ 40 S MAIN ST STE 1900 MEMPHIS, TN 38103	\$ 6,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **FLEETWOOD FOUNDATION INC.**

Employer identification number

27-5486698

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
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization **FLEETWOOD FOUNDATION INC.**

Employer identification number

27-5486698

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

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

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

<u>Name</u>	<u>Date Acquired</u>	<u>Acquisition Method</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Book Basis</u>	<u>Net Gain/(Loss)</u>
Publicly-traded Securities				\$ 400,000	\$ 388,937	\$ 11,063
Passthrough K-1 Capital Gain/(Loss) - non UBI						\$ 1,407,550
GT Emerging Markets (QP), LP	2/12/2012	Purchased	12/30/2017	\$ 3,155,646	\$ 3,155,594	\$ 52
GT Offshore Fund, Ltd - Class A	1/2/2012	Purchased	7/31/2017	\$ 68,750	\$ 48,085	\$ 20,665
GT Offshore Fund, Ltd - Class A	1/2/2012	Purchased	10/31/2017	\$ 37,500	\$ 26,218	\$ 11,282
GT Offshore Fund, Ltd - Class A	1/2/2012	Purchased	11/30/2017	\$ 37,500	\$ 26,126	\$ 11,374
GT Offshore Fund, Ltd - Class B	1/2/2012	Purchased	1/3/2017	\$ 60,000	\$ 46,070	\$ 13,930
GT Offshore Fund, Ltd - Class B	1/2/2012	Purchased	7/7/2017	\$ 68,750	\$ 49,478	\$ 19,272
GT Offshore Fund, Ltd - Class B	1/2/2012	Purchased	10/31/2017	\$ 37,500	\$ 26,061	\$ 11,439
GT Offshore Fund, Ltd - Class B	1/2/2012	Purchased	11/30/2017	\$ 37,500	\$ 25,880	\$ 11,620
Total included in Part IV				<u>\$ 3,903,146</u>	<u>\$ 3,792,449</u>	\$ 1,518,247
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 20,504
Part I, Line 6a Total						<u>\$ 1,538,751</u>

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1 INC/LOSS GT EMERGING MARKETS (QP), L	33,096.	33,483.
K-1 INC/LOSS GT EMERGING MARKETS LP	229.	232.
K-1 INC/LOSS GT INSTITUTIONAL FIXED INCO	53,651.	52,487.
K-1 INC/LOSS GT INTERNATIONAL EQUITY QP	103,657.	103,657.
K-1 INC/LOSS GT REAL ASSET FUND II, LP	12,117.	6,578.
K-1 INC/LOSS GT REAL ASSET FUND LP	28,291.	16,276.
K-1 INC/LOSS GT SPECIAL OPPORTUNITIES II	22,777.	22,777.
K-1 INC/LOSS GT US QP FUND, LP	8,584.	7,302.
K-1 INC/LOSS PALLADIAN PARTNERS VIII-A,	866.	20,974.
K-1 INC/LOSS PALLADIAN VII, LP	19,100.	20,430.
FEDERAL TAX REFUND	20,021.	
TOTALS	<u>302,389.</u>	<u>284,196.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2017	14,400.
STATE INCOME TAX FOR 2016	100.
TOTALS	<u>14,500.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATIVE FEES	36,538.		36,538.
BANK CHARGES	375.	375.	
K-1 EXP GT EMERGING MARKETS (Q	71,957.	71,957.	
K-1 EXP GT EMERGING MARKETS LP	511.	511.	
K-1 EXP GT ILS FUND, LP	1,930.	1,930.	
K-1 EXP GT INSTITUTIONAL FIXED	11,157.	11,157.	
K-1 EXP GT INTERNATIONAL EQUIT	69,439.	69,439.	
K-1 EXP GT REAL ASSET FUND II,	22,617.	22,192.	
K-1 EXP GT REAL ASSET FUND LP	30,790.	29,410.	
K-1 EXP GT SPECIAL OPPORTUNITI	12,256.	12,256.	
K-1 EXP GT US QP FUND, LP	58,397.	58,397.	
K-1 EXP PALLADIAN PARTNERS VII	51,741.	50,711.	
K-1 EXP PALLADIAN VII, LP	37,116.	35,786.	
PAYROLL PROCESSING FEES	680.		680.
POSTAGE/DELIVERY SERVICE	19.		19.
STATE OR LOCAL FILING FEES	20.		20.
TOTALS	<u>405,543.</u>	<u>364,121.</u>	<u>37,257.</u>

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EAGLE MLP STRATEGY I	842,298.	954,228.
TORTOISE MLP AND PIPELINE FUND	1,029,244.	1,010,715.
TOTALS	<u>1,871,542.</u>	<u>1,964,943.</u>

ATTACHMENT 5FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GT EMERGING MARKETS LP	201,466.	204,778.
GT ILS FUND, LP	498,122.	414,757.
GT INSTITUTIONAL FIXED INCOME	1,987,434.	1,957,593.
GT INTERNATIONAL EQUITY QP FUN	4,505,465.	5,317,526.
GT OFFSHORE FUND, LTD - CLASS	6,685,027.	8,154,718.
GT OFFSHORE FUND, LTD - CLASS	6,286,187.	8,118,078.
GT REAL ASSET FUND II, LP	309,975.	355,652.
GT REAL ASSET FUND LP	517,749.	759,452.
GT SPECIAL OPPORTUNITIES III,	843,021.	1,094,268.
GT US QP FUND, LP	3,848,331.	5,039,998.
PALLADIAN PARTNERS VIII-A, LP	434,085.	574,601.
PALLADIAN VII, LP	656,799.	964,726.
TOTALS	<u>26,773,661.</u>	<u>32,956,147.</u>

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

Kind of Property		Description				P r o p e r t y D e s c r i p t i o n	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
400,000.		PUBLICLY-TRADED SECURITIES 388,937.					11,063.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					1,407,550.	
3,155,646.		GT EMERGING MARKETS (QP), LP 3,155,594.				P	02/02/2012 52.	12/30/2017
68,750.		GT OFFSHORE FUND, LTD - CLASS A 48,085.				P	01/02/2012 20,665.	07/31/2017
37,500.		GT OFFSHORE FUND, LTD - CLASS A 26,218.				P	01/02/2012 11,282.	10/31/2017
37,500.		GT OFFSHORE FUND, LTD - CLASS A 26,126.				P	01/02/2012 11,374.	11/30/2017
60,000.		GT OFFSHORE FUND, LTD - CLASS B 46,070.				P	01/02/2012 13,930.	01/03/2017
68,750.		GT OFFSHORE FUND, LTD - CLASS B 49,478.				P	01/02/2012 19,272.	07/01/2017
37,500.		GT OFFSHORE FUND, LTD - CLASS B 26,061.				P	01/02/2012 11,439.	10/31/2017
37,500.		GT OFFSHORE FUND, LTD - CLASS B 25,880.				P	01/02/2012 11,620.	11/30/2017
TOTAL GAIN (LOSS)					<u>1,518,247.</u>	

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

ATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
THOMAS A BEAZLEY 1 COMMERCE SQ 40 S MAIN ST STE 1900 MEMPHIS, TN 38103-5519	EXECUTIVE DIR 1.00	105,934.	0.	0.
CHARLES C GERBER 1 COMMERCE SQ 40 S MAIN ST STE 1900 MEMPHIS, TN 38103-5519	DIR, SEC 1.00	0.	0.	0.
MARGARET L GERBER 1 COMMERCE SQ 40 S MAIN ST STE 1900 MEMPHIS, TN 38103-5519	DIR, PRES 1.00	0.	0.	0.
TOMMY PARKER 1 COMMERCE SQ 40 S MAIN ST STE 1900 MEMPHIS, TN 38103-5519	DIR 1.00	0.	0.	0.
GRAND TOTALS		<u>105,934.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 7

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

CHARLES C GERBER
MARGARET L GERBER

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

<u>RECIPIENT NAME AND ADDRESS</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BELIEVE MEMPHIS ACADEMY 2361 EASTWOOD AVE MEMPHIS, TN 38112	N/A PC	PLANNING YEAR PARTNERSHIP WITH BELIEVE MEMPHIS AND ACHIEVEMENT NETWORK PROGRAM	15,000
BOOKS FROM BIRTH INC 2924 WALNUT GROVE RD STE 4 MEMPHIS, TN 38111	N/A PC	GENERAL & UNRESTRICTED	75,000
CATHOLIC MEMPHIS URBAN SCHOOLS INC 5825 SHELBY OAKS DR MEMPHIS, TN 38134	N/A PC	DISTRICT PARTNERSHIP BETWEEN THE JUBILEE SCHOOLS AND ACHIEVEMENT NETWORK PROJECT	14,000
CHALKBEAT INC 1239 BROADWAY STE 703B NEW YORK, NY 10001	N/A PC	EDUCATIONAL REFORM - MEMPHIS INITIATIVE	75,000
COMMUNITY FOUNDATION OF GREATER MEMPHIS INC 1900 UNION AVE MEMPHIS, TN 38104	N/A PC	PROMISE ACADEMY ENDOWMENT FUND	100,000
FRAYSER COMMUNITY SCHOOLS 1530 DELLWOOD AVE MEMPHIS, TN 38127	N/A PC	INTENSIVE PARTNERSHIP BETWEEN HUMES PREPARATORY SCHOOL AND ACHIEVEMENT NETWORK PROGRAM	10,000

ATTACHMENT 8

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GESTALT COMMUNITY SCHOOLS 2650 THOUSAND OAKS BLVD STE 1400 MEMPHIS, TN 38118	N/A PC	DISTRICT LEVEL WORK WITH ACHIEVEMENT NETWORK PROJECT	17,000
GOLDEN GATE DEVELOPMENT CORPORATION - STAR ACADEMY 3260 JAMES RD MEMPHIS, TN 38128	N/A PC	INTENSIVE PARTNERSHIP WITH ACHIEVEMENT NETWORK PROGRAM	10,000
NEW MEMPHIS INSTITUTE 22 N FRONT ST STE 500 MEMPHIS, TN 38103	N/A PC	GENERAL & UNRESTRICTED	125,000
ORPHEUM THEATRE GROUP 203 S MAIN ST MEMPHIS, TN 38103	N/A PC	GENERAL & UNRESTRICTED	100,000
PROMISE ACADEMY SPRING HILL 1346 BRYAN ST MEMPHIS, TN 38108	N/A PC	ONE YEAR SUPPORT OF MATHEMATICS COACH	80,000
RHODES COLLEGE 2000 N PKWY MEMPHIS, TN 38112	N/A PC	URBAN EDUCATION INITIATIVE	250,000

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TEACH FOR AMERICA INC 324 BLACKWELL ST BAY 11 STE 1160 DURHAM, NC 27701	N/A PC	THE MEMPHIS, TENNESSEE CHAPTER OF TEACH FOR AMERICA	25,000
THE ACHIEVEMENT NETWORK LTD 1 BEACON ST STE 2200 BOSTON, MA 02108	N/A POF	INSTRUCTIONAL LEADERSHIP COLLABORATIVE - MEMPHIS, TN PROGRAM	75,000
THE COMMUNITY FDN OF MIDDLE TN INC 3833 CLEGHORN AVE NASHVILLE, TN 37215	N/A PC	CHARLIE AND HAYLEY GERBER ADVISED FUND	60,000
THE COMMUNITY FOUNDATION FOR GREATER ATLANTA INC 191 PEACHTREE ST NE STE 1000 ATLANTA, GA 30303	N/A PC	ANNIE AND PAXTON GRIFFIN FUND	20,000
THE COMMUNITY FOUNDATION FOR GREATER ATLANTA INC 191 PEACHTREE ST NE STE 1000 ATLANTA, GA 30303	N/A PC	ROBIN AND KYLE COLLINS FUND	20,000
YOUTH VILLAGES INC 3220 BROTHER BLVD MEMPHIS, TN 38133	N/A PC	CAPITAL CAMPAIGN AND COLLABORATIVE PROBLEM SOLVING INITIATIVE	200,000
TOTAL CONTRIBUTIONS PAID			<u>1,271,000</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
K-1 INC/LOSS	525990	-4,051.	14	286,419.	
FEDERAL TAX REFUND			01	20,021.	
TOTALS		<u>-4,051.</u>		<u>306,440.</u>	