

# Return of Organization Exempt From Income Tax

Under section 501(c) of the Internal Revenue Code (except black lung benefit trust or private foundation), section 527, or section 4947(a)(1) nonexempt charitable trust

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**2000**

Open to Public Inspection

**A** For the 2000 calendar year, OR tax year period beginning **JUL 1, 2000** and ending **JUN 30, 2001**

<b>B</b> Check if applicable: <input type="checkbox"/> Change of address <input type="checkbox"/> Change of name <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return (use also for state reporting)	Please use IRS label or print or type. See Specific Instructions.	<b>C</b> Name of organization <b>RIVERFRONT DEVELOPMENT CORPORATION</b>		<b>D</b> Employer identification number <b>62-1811726</b>
		Number and street (or P.O. box if mail is not delivered to street address) <b>22 NORTH FRONT STREET</b>		<b>E</b> Telephone number <b>901-312-9190</b>
		City or town, state or country, and ZIP <b>MEMPHIS, TN 38103</b>		<b>F</b> Check <input type="checkbox"/> if application pending

**G** Organization type (check only one) ▶  501(c)(3) (insert no.)  527  
 OR  4947(a)(1)

(H and I are not applicable to section 527 orgs.)  
**H(a)** Is this a group return for affiliates?  Yes  No  
**H(b)** If "Yes," enter number of affiliates ▶ \_\_\_\_\_  
**H(c)** Are all affiliates included? (If "No," attach a list.)  Yes  No  
**H(d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No  
**I** Enter 4-digit group exemption no. (GEN) ▶ \_\_\_\_\_  
**L** Check this box if the organization is not required to attach Schedule B (Form 990 or 990-EZ) ▶

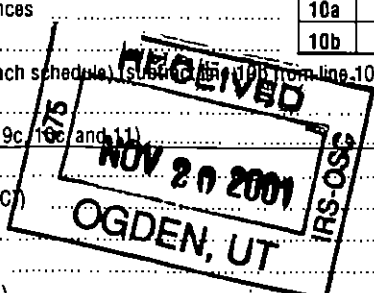
• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

**J** Accounting method:  Cash  Accrual  Other (specify) ▶ \_\_\_\_\_

**K** Check here  if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

Revenue	<b>1</b> Contributions, gifts, grants, and similar amounts received:				
	<b>a</b> Direct public support	1a	10,000.		
	<b>b</b> Indirect public support	1b	250,350.		
	<b>c</b> Government contributions (grants)	1c	2,577,700.		
	<b>d</b> Total (add lines 1a through 1c) (cash \$ 2,838,050. noncash \$ _____)	1d			2,838,050.
	<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)	2			
	<b>3</b> Membership dues and assessments	3			
	<b>4</b> Interest on savings and temporary cash investments	4			5,610.
	<b>5</b> Dividends and interest from securities	5			
	<b>6 a</b> Gross rents	6a			
	<b>b</b> Less: rental expenses	6b			
	<b>c</b> Net rental income or (loss) (subtract line 6b from line 6a)	6c			
<b>7</b> Other investment income (describe _____)	7				
<b>8 a</b> Gross amount from sale of assets other than inventory	(A) Securities	8a			
	(B) Other	8b			
	Less: cost or other basis and sales expenses	8c			
	<b>d</b> Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			
<b>9</b> Special events and activities (attach schedule)	<b>a</b> Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a			
	<b>b</b> Less: direct expenses other than fundraising expenses	9b			
	<b>c</b> Net income or (loss) from special events (subtract line 9b from line 9a)	9c			
<b>10 a</b> Gross sales of inventory, less returns and allowances	10a				
	<b>b</b> Less: cost of goods sold	10b			
	<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			
<b>11</b> Other revenue (from Part VII, line 103)	11				
<b>12</b> Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12			2,843,660.	
Expenses	<b>13</b> Program services (from line 44, column (B))	13			2,278,153.
	<b>14</b> Management and general (from line 44, column (C))	14			569,521.
	<b>15</b> Fundraising (from line 44, column (D))	15			
	<b>16</b> Payments to affiliates (attach schedule)	16			
	<b>17</b> Total expenses (add lines 16 and 44, column (A))	17			2,847,674.
Net Assets	<b>18</b> Excess or (deficit) for the year (subtract line 17 from line 12)	18			-4,014.
	<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))	19			169,666.
	<b>20</b> Other changes in net assets or fund balances (attach explanation)	20			0.
	<b>21</b> Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21			165,652.



SCANNED NOV 28 2001

**Part II Statement of Functional Expenses** All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) .....				
cash \$ _____ noncash \$ _____	22			
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc. ....	25	156,898.	0.	156,898.
26 Other salaries and wages .....	26	292,528.	194,592.	97,936.
27 Pension plan contributions .....	27	12,629.		12,629.
28 Other employee benefits .....	28	59,059.	14,056.	45,003.
29 Payroll taxes .....	29			
30 Professional fundraising fees .....	30			
31 Accounting fees .....	31	13,181.		13,181.
32 Legal fees .....	32	66,235.		66,235.
33 Supplies .....	33	9,452.	70.	9,382.
34 Telephone .....	34	12,802.		12,802.
35 Postage and shipping .....	35	1,440.	78.	1,362.
36 Occupancy .....	36	27,293.		27,293.
37 Equipment rental and maintenance .....	37	3,837.		3,837.
38 Printing and publications .....	38			
39 Travel .....	39	18,102.	3,245.	14,857.
40 Conferences, conventions, and meetings .....	40			
41 Interest .....	41			
42 Depreciation, depletion, etc. (attach schedule) ...	42	10,523.		10,523.
43 Other expenses (itemize):				
a _____	43a			
b _____	43b			
c _____	43c			
d _____	43d			
e SEE STATEMENT 1	43e	2,163,695.	2,066,112.	97,583.
44 Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	44	2,847,674.	2,278,153.	569,521.

Reporting of Joint Costs. Did you report in column (B) (Program services) any joint costs from a combined educational campaign and fundraising solicitation?  Yes  No  
 If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_; (ii) the amount allocated to Program services \$ \_\_\_\_\_; (iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments**

What is the organization's primary exempt purpose? ► SEE STATEMENT 2	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a ADMINISTERED DEVELOPMENT OF A MASTERPLAN FOR THE MEMPHIS RIVERFRONT. (WORKED EXTENSIVELY WITH CONTRACTOR, HELD PUBLIC MEETINGS, PRIVATE MEETINGS, MANAGED MASTERPLAN WEBSITE, EXPANDED STAFF AND OPERATIONS) (Grants and allocations \$ _____)	499,854.
b DIRECTED CONSTRUCTION OF THE COBBLESTONE WALKWAY PROJECT (Grants and allocations \$ _____)	1,555,703.
c MANAGED CITY OF MEMPHIS PARKS UNDER CONTRACT FROM CITY OF MEMPHIS (Grants and allocations \$ _____)	222,596.
d _____ (Grants and allocations \$ _____)	
e Other program services (attach schedule) (Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►	2,278,153.

**Part IV Balance Sheets**

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing	80,508.	90,107.
	46 Savings and temporary cash investments		
	47 a Accounts receivable	88,946.	
	b Less: allowance for doubtful accounts		88,946.
	48 a Pledges receivable		
	b Less: allowance for doubtful accounts		
	49 Grants receivable	61,812.	
	50 Receivables from officers, directors, trustees, and key employees		
	51 a Other notes and loans receivable		
	b Less: allowance for doubtful accounts		
	52 Inventories for sale or use		143.
	53 Prepaid expenses and deferred charges		
	54 Investments - securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV		
	55 a Investments - land, buildings, and equipment: basis		
	b Less: accumulated depreciation		
56 Investments - other			
57 a Land, buildings, and equipment: basis	130,839.		
b Less: accumulated depreciation	10,523.	120,316.	
58 Other assets (describe SEE STATEMENT 3 )	4,788.	20,260.	
59 Total assets (add lines 45 through 58) (must equal line 74)	201,273.	319,772.	
Liabilities	60 Accounts payable and accrued expenses	31,607.	10,466.
	61 Grants payable		
	62 Deferred revenue		
	63 Loans from officers, directors, trustees, and key employees		
	64 a Tax-exempt bond liabilities		
	b Mortgages and other notes payable		
	65 Other liabilities (describe SEE STATEMENT 4 )		143,654.
66 Total liabilities (add lines 60 through 65)	31,607.	154,120.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	169,666.	165,652.
	68 Temporarily restricted		
	69 Permanently restricted		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		
	71 Paid-in or capital surplus, or land, building, and equipment fund		
	72 Retained earnings, endowment, accumulated income, or other funds		
	73 Total net assets or fund balances (add lines 67 through 69 OR lines 70 through 72; column (A) must equal line 19 and column (B) must equal line 21)	169,666.	165,652.
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)	201,273.	319,772.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.



Part VI Other Information		N/A	Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77		X
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b		N/A
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement.	79		X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a		X
b	If "Yes," enter the name of the organization and check whether it is <input type="checkbox"/> exempt OR <input type="checkbox"/> nonexempt.			
81 a	Enter the amount of political expenditures, direct or indirect, as described in the instructions for line 81	81a		0.
b	Did the organization file Form 1120-POL for this year?	81b		X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a		X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions for reporting in Part III.)	82b		N/A
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b		N/A
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b		N/A
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a		N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b		N/A
c	Dues, assessments, and similar amounts from members	85c		N/A
d	Section 162(e) lobbying and political expenditures	85d		N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e		N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f		N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount in 85f?	85g		N/A
h	If section 6033(e)(1)(A) dues notice were sent, does the organization agree to add the amount in 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h		N/A
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a		N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b		N/A
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a		N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b		N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88		X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <input type="checkbox"/> 0.; section 4912 <input type="checkbox"/> 0.; section 4955 <input type="checkbox"/> 0.			
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958			0.
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization			0.
90 a	List the states with which a copy of this return is filed			N/A
b	Number of employees employed in the pay period that includes March 12, 2000	90b		1
91	The books are in care of <u>BENNY O. LENDERMON</u> Telephone no. <u>901-312-9190</u>			
	Located at <u>22 N. FRONT STREET STE 960, MEMPHIS, TN</u> ZIP code <u>38103-2194</u>			
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year	92		N/A

**Part VII Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments .....					
g Fees and contracts from government agencies .....					
94 Membership dues and assessments .....					
95 Interest on savings and temporary cash investments .....			14	5,610.	
96 Dividends and interest from securities .....					
97 Net rental income or (loss) from real estate:					
a debt-financed property .....					
b not debt-financed property .....					
98 Net rental income or (loss) from personal property .....					
99 Other investment income .....					
100 Gain or (loss) from sales of assets other than inventory .....					
101 Net income or (loss) from special events .....					
102 Gross profit or (loss) from sales of inventory .....					
103 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E)) .....		0.		5,610.	0.
105 Total (add line 104, columns (B), (D), and (E)) .....					5,610.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities**

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts**

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

I have prepared this return, including the accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. I am a preparer of this return and I am not a partner in the organization. (Important: See General Instruction W.)

11/15/01 **Benny O. Lendermon III, President**  
Date Type or print name and title

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

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under Section 501(c)(3)**

(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

**Supplementary Information**

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

OMB No. 1545-0047

**2000**

Name of the organization

RIVERFRONT DEVELOPMENT CORPORATION

Employer identification number

62 1811726

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**

(See instructions. List each one. If there are 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 & deferred compensation	(e) Expense account and other allowances
DANNY LEMMONS ----- 22 NORTH FRONT STREET, SUITE 960	40+	72,829.		
-----				
-----				
-----				
-----				
-----				
Total number of other employees paid over \$50,000 ▶	0			

**Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(See instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
COOPER, ROBERTSON & PARTNERS ----- 311 WEST 43RD STREET, NEW YORK, NEW YORK 10036	CONSULTANT	699,598.
W.G. YATES & SONS ----- 5050 POPLAR AVENUE, SUITE 634, MEMPHIS, TN 38157	CONTRACTOR	1118117.
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Total number of others receiving over \$50,000 for professional services ▶	0	

LHA For Paperwork Reduction Act Notice, see page 1 of the instructions for Form 990 and Form 990-EZ.

Schedule A (Form 990 or 990-EZ) 2000

023101  
12-09-00

**Part III Statements About Activities**

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? ... If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any of its trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary:		
a Sale, exchange, or leasing of property? .....		X
b Lending of money or other extension of credit? .....		X
c Furnishing of goods, services, or facilities? .....		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? .....		X
e Transfer of any part of its income or assets? .....		X
If the answer to any question is "Yes," attach a detailed statement explaining the transactions.		
3 Does the organization make grants for scholarships, fellowships, student loans, etc.? .....		X
4 a Do you have a section 403(b) annuity plan for your employees? .....		X
b Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs qualify to receive payments. (See page 2 of the instructions.)		

**Part IV Reason for Non-Private Foundation Status** (See pages 2 through 5 of the instructions.)

The organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5  A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6  A school. Section 170(b)(1)(A)(ii). (Also complete Part V, page 5.)
- 7  A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8  A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9  A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► \_\_\_\_\_
- 10  An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a  An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b  A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13  An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14  An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)



**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.  
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 1999	(b) 1998	(c) 1997	(d) 1996	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	250,000.				250,000.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	250,000.	0.	0.	0.	250,000.
24 Line 23 minus line 17	250,000.				250,000.
25 Enter 1% of line 23	2,500.				

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24	26a	5,000.
b Attach a list (which is not open to public inspection) showing the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1996 through 1999 exceeded the amount shown in line 26a. Enter the sum of all these excess amounts	26b	0.
c Total support for section 509(a)(1) test: Enter line 24, column (e)	26c	250,000.
d Add: Amounts from column (a) for lines: 18 _____ 19 _____ 22 _____ 26b _____	26d	
e Public support (line 26c minus line 26d total)	26e	250,000.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f	100.0000%

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," attach a list (which is not open to public inspection) to show the name of, and total amounts received in each year from, each "disqualified person." Enter the sum of such amounts for each year: (1999) N/A (1998) _____ (1997) _____ (1996) _____		
b For any amount included in line 17 that was received from a nondisqualified person, attach a list to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A (1999) _____ (1998) _____ (1997) _____ (1996) _____		
c Add: Amounts from column (a) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____	27c	N/A
d Add: Line 27a total _____ and line 27b total _____	27d	N/A
e Public support (line 27c total minus line 27d total)	27e	N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)	27f	N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g	N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h	N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12, that received any unusual grants during 1996 through 1999, attach a list (which is not open to public inspection) for each year showing the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not include these grants in line 15. (See page 5 of the instructions.)

NONE

**Part V Private School Questionnaire**  
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

N/A

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? .....		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? .....		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? .....		
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
_____			
_____			
_____			
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff? .....		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? .....		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? .....		
d	Copies of all material used by the organization or on its behalf to solicit contributions? .....		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
_____			
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges? .....		
b	Admissions policies? .....		
c	Employment of faculty or administrative staff? .....		
d	Scholarships or other financial assistance? .....		
e	Educational policies? .....		
f	Use of facilities? .....		
g	Athletic programs? .....		
h	Other extracurricular activities? .....		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
_____			
_____			
34 a	Does the organization receive any financial aid or assistance from a governmental agency? .....		
b	Has the organization's right to such aid ever been revoked or suspended? .....		
If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation .....		

**Part VI-A Lobbying Expenditures by Electing Public Charities**

(To be completed ONLY by an eligible organization that filed Form 5768)

N/A

- Check here  If the organization belongs to an affiliated group.  
 Check here  If you checked "a" above and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying) .....	37	
38	Total lobbying expenditures (add lines 36 and 37) .....	38	
39	Other exempt purpose expenditures .....	39	
40	Total exempt purpose expenditures (add lines 38 and 39) .....	40	
41	Lobbying nontaxable amount. Enter the amount from the following table - If the amount on line 40 is -                      The lobbying nontaxable amount is -		
	Not over \$500,000 ..... 20% of the amount on line 40 .....	41	
	Over \$500,000 but not over \$1,000,000 ..... \$100,000 plus 15% of the excess over \$500,000 .....		
	Over \$1,000,000 but not over \$1,500,000 ..... \$175,000 plus 10% of the excess over \$1,000,000 .....		
	Over \$1,500,000 but not over \$17,000,000 ..... \$225,000 plus 5% of the excess over \$1,500,000 .....		
	Over \$17,000,000 ..... \$1,000,000 .....		
42	Grassroots nontaxable amount (enter 25% of line 41) .....	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 .....	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 .....	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 9 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2000	(b) 1999	(c) 1998	(d) 1997	(e) Total
45	Lobbying nontaxable amount .....				0.
46	Lobbying ceiling amount (150% of line 45(e)) .....				0.
47	Total lobbying expenditures .....				0.
48	Grassroots nontaxable amount .....				0.
49	Grassroots ceiling amount (150% of line 48(e)) .....				0.
50	Grassroots lobbying expenditures .....				0.

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers .....			
b Paid staff or management (include compensation in expenses reported on lines c through h) .....			
c Media advertisements .....			
d Mailings to members, legislators, or the public .....			
e Publications, or published or broadcast statements .....			
f Grants to other organizations for lobbying purposes .....			
g Direct contact with legislators, their staffs, government officials, or a legislative body .....			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means .....			
i Total lobbying expenditures (add lines c through h) .....			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.



**Schedule B**  
**(Form 990 or 990-EZ)**

**Schedule of Contributors**

OMB No. 1545-0047

Department of the Treasury  
Internal Revenue Service

Supplementary Information for line 1d of Form 990 or  
line 1 of Form 990-EZ (see instructions)

**2000**

Name of organization

RIVERFRONT DEVELOPMENT CORPORATION

Employer identification number

62-1811726

Organization type (check one)-Section:  501(c)( 3 ) (enter number)  527 or  4947(a)(1) nonexempt charitable trust

**A Section 501(c)(7), (8), or (10) organizations-**

Check this box if the organization had no charitable contributors who contributed more than \$1,000 during the year. (But see General rule below.)

Enter here the total gifts received during the year for a religious, charitable, etc., purpose **\$**

**Note: This form is generally not open to public inspection except for section 527 organizations.**

**General Instructions**

**Purpose of Form**

Schedule B (Form 990 or 990-EZ) is used by organizations required to file Form 990, Return of Organization Exempt From Income Tax, or Form 990-EZ, Short Form Return of Organization Exempt From Income tax, to provide the information regarding their contributors that is required for line 1d of Form 990 (or line 1 of Form 990-EZ).

Attach the Schedule B (Form 990 or 990-EZ) to Form 990 or 990-EZ. Attach Schedule B after Schedule A (Form 990 or 990-EZ), Organization Exempt Under Section 501(c)(3), if that return is required for the organization.

**Who Must File Schedule B (Form 990 or 990-EZ)**

All organizations must file Schedule B (Form 990 or 990-EZ) unless they certify that they do not meet the filing requirements of Schedule B (Form 990 or 990-EZ) by checking the box in item L of the heading of their Form 990 or Form 990-EZ.

See the instructions for item L in the Instructions for Form 990 and Form 990-EZ.

**Caution:** Schedule B (Form 990 or 990-EZ) is not a substitute for the list of "contributors" required for Part IV-A, Support Schedule, of Schedule A (Form 990 or 990-EZ).

**Public Inspection**

Schedule B (Form 990 or 990-EZ) is:

- Open to public inspection for a section 527 political organization.
- Generally not open to public inspection for the other organizations that must file this form.

If a non-section 527 organization files a copy of Form 990, or Form 990-EZ, and attachments with any state, it should not include its Schedule B (Form 990 or 990-EZ) in the attachments for the state unless a schedule of contributors is specifically required by the state. States that do not require the information might make the schedule available for public inspection along with the rest of the Form 990 or Form 990-EZ.

See the Instructions for Form 990 and Form 990-EZ for phone help and the public inspection rules for those forms and their attachments, which include Schedule B (Form 990 or 990-EZ).

**Contributors Required To Be Listed On Part I**

"Contributor" includes individuals, fiduciaries, partnerships, corporations, associations, trusts, and exempt organizations.

**General rule.** Unless the organization is covered by one of the special rules below, it must list on Part I every contributor who during the year, gave the organization directly or indirectly, money, securities, or any other type of property totaling \$5,000 or more for the year. Also complete Part II for a noncash contribution. In determining the \$5,000 amount, total all of the contributor's gifts of \$1,000 or more for the year.

**Section 501(c)(3) organizations.** For an organization described in section 501(c)(3) that meets the 33 1/3% support test of the Regulations under sections 509(a)(1)/170(b)(1)(A)(vi) (whether or not the organization is otherwise described in section 170(b)(1)(A))-

List in Part I only those contributors whose contribution of \$5,000 or more is greater than 2% of the amount reported on line 1d of Form 990 (or line 1 of Form 990-EZ) (Regulations section 1.6033-2(a)(2)(iii)(a)).

**Example.** A section 501(c)(3) organization, of the type described above, reported \$700,000 in total contributions, gifts, grants, and similar amounts received on line 1d of its Form 990. The organization is only required to list in Parts I and II of its Schedule B (Form 990 or 990-EZ) each person who contributed more than the

greater of \$5,000 or \$14,000 (2% of \$700,000). Thus, a contributor who gave a total of \$11,000 would not be reported in Parts I and II for this section 501(c)(3) organization. Even though the \$11,000 contribution to the organization exceeded \$5,000, it did not exceed \$14,000.

**Section 501(c)(7), (8), or (10) organizations.** For noncharitable contributions to one of these organizations, list in Part I contributors who gave \$5,000 or more as described in the General rule discussed above.

If a section 501(c)(7), (8), or (10) organization received contributions or bequests for use exclusively for religious, charitable, etc., purposes (sections 170(c)(4), 2055(a)(3), or 2522(a)(3))-

List in Part I each contributor whose contributions total more than \$1,000 during the year that were for a religious, charitable, etc., purpose. To determine the \$1,000, aggregate all of a contributor's gifts for the year (regardless of amount). For a noncash contribution, complete Part II.

All section 501(c)(7), (8), or (10) organizations that received any charitable contributions and listed any charitable contributors on Part I must also complete Part III.

If section 501(c)(7), (8), or (10) organization received charitable gifts, but is not required to list any charitable contributors on Part I, check the box on line A at the top of Schedule B (Form 990 or 990-EZ) and enter the amount of charitable contributions received in the space provided. The organization need not complete and attach Part III.

**Specific Instructions**

**Note:** You may duplicate Parts I, II, and III if more copies are needed. Number each page of each Part.

**Part I.** In column (a), identify the first contributor listed as no. 1 and the second contributor as no. 2, etc. Number consecutively. Show the contributor's name, address, aggregate contributions for the year; and the type of contribution (e.g., whether an individual, payroll, or noncash contribution). Report payroll contributions by listing the employer's name, address, and total amount given (unless an employee gave enough to be listed individually).

**Part II.** In column (a), show the number that corresponds to the contributor's number in Part I. Describe the noncash contribution fully. Report on property with readily determinable market value (i.e., market quotations for securities) by listing its fair market value (FMV). For marketable securities registered and listed on a recognized securities exchange, measure market value by the average of the highest and lowest quoted selling prices (or the average between the bona fide bid and asked prices) on the contribution date. See Regulations section 20.2031-2 to determine the value of contributed stocks and bonds. When market value cannot be readily determined, use an appraised or estimated value. To determine the amount of a noncash contribution that is subject to an outstanding debt, subtract the debt from the property's fair market value.

**Part III.** Section 501(c)(7), (8), or (10) organizations that received contributions or bequests for use exclusively for religious, charitable, etc., purposes, must complete Parts I through III for those persons whose gifts totaled more than \$1,000 during the year. Show also, in the heading of Part III, total gifts that were \$1,000 or less and were for a religious, charitable, etc., purpose. Complete this information only on the first Part III page.

If an amount is set aside for a religious, charitable, etc., purpose, show in column (d) how the amount is held (e.g., whether it is mingled with amounts held for other purposes). If the organization transferred the gift to another organization, show the name and address of the transferee organization in column (e) and explain the relationship between the two organizations.

Name of organization

Employer identification number

RIVERFRONT DEVELOPMENT CORPORATION

62-1811726

**Part I** Contributors

(a) No.	(b) Name, address and ZIP code	(c) Aggregate contributions	(d) Type of contribution
1		\$ 2,327,700.	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
2		\$ 250,000.	Individual <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
3		\$	Individual <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
4		\$	Individual <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
5		\$	Individual <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)
6		\$	Individual <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if a noncash contribution.)

		Book cost	Current depreciation		
COMPUTER EQUIPMENT	various	21308.92	2751.58	S/L	3 to 10 years
FURNITURE AND FIXTURES	various	56117.97	5183.19	S/L	5 to 10 years
LEASEHOLD IMPROVEMENTS	various	<u>53411.56</u>	<u>2587.78</u>	S/L	5 years
		<u><u>130,839</u></u>	<u><u>10,523</u></u>		

FORM 990	OTHER EXPENSES			STATEMENT 1
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
DUES AND SUBSCRIPTIONS	811.		811.	
BANK CHARGES	225.	177.	48.	
INSURANCE	14,961.		14,961.	
ADVERTISING AND MARKETING	50,234.	13,701.	36,533.	
TECHNOLOGY EXPENSE	24,784.		24,784.	
CONSTRUCTION COSTS	1,555,703.	1,555,703.		
PROFESSIONAL FEES	516,977.	496,531.	20,446.	
TOTAL TO FM 990, LN 43	2,163,695.	2,066,112.	97,583.	

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE	STATEMENT 2
PART III		

## EXPLANATION

TO PLAN, PROMOTE AND COORDINATE THE DEVELOPMENT AND OPERATION OF AMENITIES ON THE MEMPHIS WATERFRONT.

FORM 990	OTHER ASSETS	STATEMENT 3
DESCRIPTION	AMOUNT	
PREPAID INSURANCE	6,792.	
OTHER PREPAID EXPENSE	8,680.	
DEPOSITS	4,788.	
TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B	20,260.	



FORM 990	OTHER LIABILITIES	STATEMENT	4
DESCRIPTION		AMOUNT	
	ACCRUED VACATION		6,000.
	INSURANCE PAYABLE		3,597.
	COBBLESTONE PAYABLE		67,791.
	ACCRUED PAYROLL		41,696.
	401K PAYABLE		5,970.
	CUSTOMER DEPOSITS		18,000.
	OTHER ACCRUED EXPENSES		600.
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B			143,654.

FORM 990	OTHER REVENUE NOT INCLUDED ON FORM 990	STATEMENT	5
DESCRIPTION		AMOUNT	
	AMOUNTS RECORDED IN PRIOR YEAR 990		250,000.
TOTAL TO FORM 990, PART IV-A			250,000.

FORM 990	OTHER EXPENSES NOT INCLUDED ON FORM 990	STATEMENT	6
DESCRIPTION		AMOUNT	
	AMOUNTS RECORDED IN PRIOR YEAR 990		80,335.
TOTAL TO FORM 990, PART IV-B			80,335.

FORM 990

PART V - LIST OF OFFICERS, DIRECTORS,  
TRUSTEES AND KEY EMPLOYEES

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE		
			BEN PLAN CONTRIB	EXPENSE ACCOUNT	
JOHN W. STOKES, JR. 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	CHAIRPERSON AS NECESSARY	0.	0.	0.	
KRISTI JERNIGAN 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	VICE-CHAIRPERSON AS NECESSARY	0.	0.	0.	
DR. JAMES C. HUNT, SR. 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	SECRETARY AS NECESSARY	0.	0.	0.	
NORIS R. HAYNES 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	TREASURER AS NECESSARY	0.	0.	0.	
BENNY O. LENDERMAN III 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	PRESIDENT 40+	156,898.	3,475.	13,530.	
DIANNE DIXON 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.	
MABRA HOLEYFILED 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.	
BILL TAYLOR 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.	
JOHN H. PONTIUS 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.	
BURNETTA B. WILLIAMS 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.	
JOHN W. MCCONOMY 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.	

SALLY PALMER THOMASON 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.
GREG DUCKETT 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.
ROB CARTER 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.
PETE AVIOTTI, JR. 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.
E.C. JONES 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.
RICK MASSON 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.
CYNTHIA A. BUCHANAN 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.
WAYNE BOYER 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.
JEFF SANFORD 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.
THOMAS E. JONES 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	AS NECESSARY	0.	0.	0.

TOTALS INCLUDED ON FORM 990, PART V

<u>156,898.</u>	<u>3,475.</u>	<u>13,530.</u>
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