Form **990** Department of the Treasury Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047 **2005** Open to Public Inspection

A For the 2005 calendar year, or tax year beginning JUL 1, 2005 and ending JUN 30, 2006

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Final return [ ] Amended return [ ] Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: RIVERFRONT DEVELOPMENT CORPORATION

Number and street (or P O box if mail is not delivered to street address): 22 NORTH FRONT STREET — Room/suite: 960

City or town, state or country, and ZIP + 4: MEMPHIS, TN 38103

D Employer identification number: 62-1811726

E Telephone number: 901-312-9190

F Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) ▶

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

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) If "Yes," enter number of affiliates ▶ N/A

H(c) Are all affiliates included? N/A [ ] Yes [ ] No (If "No," attach a list)

H(d) Is this a separate return filed by an organization covered by a group ruling? [ ] Yes [X] No

I Group Exemption Number ▶ N/A

G Website ▶WWW.MEMPHISRIVERFRONT.COM

J Organization type (check only one) ▶ [X] 501(c) (3) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

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 chooses to file a return, be sure to file a complete return **Some states require a complete return.**

M Check ▶ [ ] if the organization is **not** required to attach Sch B (Form 990, 990-EZ, or 990-PF)

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 8,345,255.

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

Revenue	1	Contributions, gifts, grants, and similar amounts received				
	a	Direct public support	1a	500.		
	b	Indirect public support	1b	250,629.		
	c	Government contributions (grants)	1c			
	d	Total (add lines 1a through 1c) (cash $ 251,129. noncash $)			1d	251,129.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	7,869,041.
	3	Membership dues and assessments			3	
	4	Interest on savings and temporary cash investments			4	142,632.
	5	Dividends and interest from securities			5	
	6 a	Gross rents	6a			
	b	Less rental expenses	6b			
	c	Net rental income or (loss) (subtract line 6b from line 6a)			6c	
	7	Other investment income (describe ▶)			7	
	8 a	Gross amount from sales of assets other than inventory	(A) Securities	(B) Other		
	b	Less cost or other basis and sales expenses	8b			
	c	Gain or (loss) (attach schedule)	8c			
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))			8d	
	9	Special events and activities (attach schedule) If any amount is from gaming, check here ▶ [ ]				
	a	Gross revenue (not including $ of contributions reported on line 1a)	9a			
	b	Less direct expenses other than fundraising expenses	9b			
	c	Net income or (loss) from special events (subtract line 9b from line 9a)			9c	
	10 a	Gross sales of inventory, less returns and allowances	10a	82,453.		
	b	Less cost of goods sold	10b	39,888.		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a) STMT 1			10c	42,565.
	11	Other revenue (from Part VII, line 103)			11	
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12	8,305,367.
Expenses	13	Program services (from line 44, column (B))			13	7,391,030.
	14	Management and general (from line 44, column (C))			14	810,874.
	15	Fundraising (from line 44, column (D))			15	
	16	Payments to affiliates (attach schedule)			16	
	17	**Total expenses** (add lines 16 and 44, column (A))			17	8,201,904.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)			18	103,463.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	4,356,637.
	20	Other changes in net assets or fund balances (attach explanation)			20	0.
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21	4,460,100.

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523001 02-03-06 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.** G 15-16 Form 990 (2005)

10431101 758935 RIVERFRONT 2005.06000 RIVERFRONT DEVELOPMENT CORP RIVERFR1 18

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 $ 0. noncash $ 0.) If this amount includes foreign grants, check here ▶ ☐	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	217,076.	0.	217,076.	0.
26 Other salaries and wages	26	1,684,823.	1,425,835.	258,988.	
27 Pension plan contributions	27	69,385.	48,660.	20,725.	
28 Other employee benefits	28	182,438.	170,153.	12,285.	
29 Payroll taxes	29	143,875.	115,223.	28,652.	
30 Professional fundraising fees	30				
31 Accounting fees	31	18,630.	11,897.	6,733.	
32 Legal fees	32	54,877.	9,686.	45,191.	
33 Supplies	33	216,825.	209,534.	7,291.	
34 Telephone	34	47,922.	41,386.	6,536.	
35 Postage and shipping	35	3,882.	2,680.	1,202.	
36 Occupancy	36				
37 Equipment rental and maintenance	37	17,175.	12,941.	4,234.	
38 Printing and publications	38	7,498.	7,498.		
39 Travel	39	12,620.	4,730.	7,890.	
40 Conferences, conventions, and meetings	40				
41 Interest	41				
42 Depreciation, depletion, etc (attach schedule)	42	14,103.		14,103.	
43 Other expenses not covered above (itemize)					
a	43a				
b	43b				
c	43c				
d	43d				
e	43e				
f	43f				
g SEE STATEMENT 2	43g	5,510,775.	5,330,807.	179,968.	
44 **Total functional expenses.** Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	8,201,904.	7,391,030.	810,874.	0.

Joint Costs. Check ▶ ☐ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ▶ ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs $ N/A , (ii) the amount allocated to Program services $ N/A ,

(iii) the amount allocated to Management and general $ N/A , and (iv) the amount allocated to Fundraising $ N/A

Form 990 (2005)

** SEE STATEMENT 3

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02-03-06

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Part III Statement of Program Service Accomplishments *(See the instructions.)*

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

	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)
What is the organization's primary exempt purpose? ▶ SEE STATEMENT 4	
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a ADMINISTERED DEVELOPMENT OF A MASTERPLAN FOR THE MEMPHIS RIVERFRONT. (WORKED EXTENSIVELY WITH CONTRACTOR, HELD PUBLIC MEETINGS, PRIVATE MEETINGS, AND MANAGED MASTERPLAN WEBSITE	
(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	1,463,371.
b PLANNING AND DESIGN OF BEALE STREET LANDING	
(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	1,612,177.
c MANAGED CITY OF MEMPHIS PARKS UNDER CONTRACT FROM CITY OF MEMPHIS	
(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	4,315,482.
d	
(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
e Other program services (attach schedule)	
(Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶	7,391,030.

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02-03-06

Part IV Balance Sheets *(See the instructions.)*

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		3,376,521.	45	4,246,254.
	46	Savings and temporary cash investments			46	
	47 a	Accounts receivable	47a 547,278.			
	b	Less. allowance for doubtful accounts	47b	919,424.	47c	547,278.
	48 a	Pledges receivable	48a 500,000.			
	b	Less: allowance for doubtful accounts	48b	875,000.	48c	500,000.
	49	Grants receivable			49	
	50	Receivables from officers, directors, trustees, and key employees			50	
	51 a	Other notes and loans receivable	51a			
	b	Less allowance for doubtful accounts	51b		51c	
	52	Inventories for sale or use		35,285.	52	56,671.
	53	Prepaid expenses and deferred charges		28,266.	53	39,341.
	54	Investments - securities ▶ ☐ Cost ☐ FMV			54	
	55 a	Investments - land, buildings, and equipment basis	55a			
	b	Less accumulated depreciation	55b		55c	
	56	Investments - other			56	
	57 a	Land, buildings, and equipment basis	57a 262,257.			
	b	Less: accumulated depreciation	57b 137,025.	135,833.	57c	125,232.
	58	Other assets (describe ▶ DEPOSITS)		4,788.	58	4,788.
	59	**Total assets** (must equal line 74) Add lines 45 through 58		5,375,117.	59	5,519,564.
Liabilities	60	Accounts payable and accrued expenses		699,253.	60	725,224.
	61	Grants payable			61	
	62	Deferred revenue			62	
	63	Loans from officers, directors, trustees, and key employees			63	
	64 a	Tax-exempt bond liabilities			64a	
	b	Mortgages and other notes payable		200,000.	64b	200,000.
	65	Other liabilities (describe ▶ SEE STATEMENT 5)		119,227.	65	134,240.
	66	**Total liabilities.** Add lines 60 through 65)		1,018,480.	66	1,059,464.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74				
	67	Unrestricted		2,647,188.	67	3,113,551.
	68	Temporarily restricted		1,709,449.	68	1,346,549.
	69	Permanently restricted			69	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74.				
	70	Capital stock, trust principal, or current funds			70	
	71	Paid-in or capital surplus, or land, building, and equipment fund			71	
	72	Retained earnings, endowment, accumulated income, or other funds			72	
	73	**Total net assets or fund balances** (add lines 67 through 69 **or** lines 70 through 72, column (A) **must** equal line 19, column (B) **must** equal line 21)		4,356,637.	73	4,460,100.
	74	**Total liabilities and net assets/fund balances.** Add lines 66 and 73		5,375,117.	74	5,519,564.

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02-03-06

Part IV-A **Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** *(See the instructions)*

a	Total revenue, gains, and other support per audited financial statements			a	8,305,367.
b	Amounts included on line **a** but not on Part I, line 12:				
1	Net unrealized gains on investments	b1			
2	Donated services and use of facilities	b2			
3	Recoveries of prior year grants	b3			
4	Other (specify):	b4			
	Add lines **b1** through **b4**			b	0.
c	Subtract line **b** from line **a**			c	8,305,367.
d	Amounts included on Part I, line 12, but not on line **a**:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify):	d2			
	Add lines **d1** and **d2**			d	0.
e	**Total revenue** (Part I, line 12) Add lines **c** and **d** ▶			e	8,305,367.

Part IV-B **Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

a	Total expenses and losses per audited financial statements			a	8,201,904.
b	Amounts included on line **a** but not on Part I, line 17.				
1	Donated services and use of facilities	b1			
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify).	b4			
	Add lines **b1** through **b4**			b	0.
c	Subtract line **b** from line **a**			c	8,201,904.
d	Amounts included on Part I, line 17, but not on line **a**:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify)	d2			
	Add lines **d1** and **d2**			d	0.
e	**Total expenses** (Part I, line 17) Add lines **c** and **d** ▶			e	8,201,904.

Part V-A **Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated) *(See the 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 & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 6		203,039.	14,037.	0.

Part V-A Current Officers, Directors, Trustees, and Key Employees *(continued)*		Yes	No
75 a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ 0			
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b		X
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control?	75c		X
Note. Related organizations include section 509(a)(3) supporting organizations. If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization			
d Does the organization have a written conflict of interest policy?	75d		X

Part V-B **Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits** (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
NONE				

Part VI Other Information *(See the instructions.)*		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? N/A	78b		
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 ▶ N/A and check whether it is ☐ exempt or ☐ nonexempt			
81 a Enter direct or indirect political expenditures (See line 81 instructions.) 81a 0.			
b Did the organization file **Form 1120-POL** for this year?	81b		X

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Part VI **Other Information** *(continued)*

				Yes	No
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 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	X	
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?	N/A	84b		
85	*501(c)(4), (5), or (6) organizations* a Were substantially all dues nondeductible by members?	N/A	85a		
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?	N/A	85b		
	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.				
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 on line 85f?	N/A	85g		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	85h		
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 ▶ 0. , section 4912 ▶ 0. , section 4955 ▶ 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 ▶NONE				
b	Number of employees employed in the pay period that includes March 12, 2005	90b 44			

91 a The books are in care of ▶ BENNY O. LENDERMON, III Telephone no ▶ 901-312-9190
Located at ▶ 22 N. FRONT STREET STE 960, MEMPHIS, TN ZIP + 4 ▶ 38103-2194

			Yes	No
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country ▶ N/A. See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** Report of Foreign Bank and Financial Accounts.	91b		X
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country ▶ N/A	91c		X

92 *Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* **Form 1041** - Check here ▶ ☐
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 *(See the instructions)*

Note: Enter gross amounts unless otherwise indicated.	Unrelated business income (A) Business code	(B) Amount	Excluded by section 512, 513, or 514 (C) Exclusion code	(D) Amount	(E) Related or exempt function income
93 Program service revenue:					
a PARKS ADMISSIONS					2,493,392.
b GOVERNMENTAL CONTRACT					
c REVENUE					5,375,649.
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	142,632.	
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					42,565.
103 Other revenue					
a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		142,632.	7,911,606.

105 **Total** (add line 104, columns (B), (D), and (E)) ▶ 8,054,238.

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 *(See the instructions)*

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)
	SEE STATEMENT 7

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See the instructions)*

(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 *(See the instructions)*

(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)*

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

▶ Signature of officer — Date 11/15/06 ▶ BENNY O. LENDERMON - PRES. — Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ — Date 11/1/06 — Check if self-employed ▶ ☒ — Preparer's SSN or PTIN

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ WATKINS UIBERALL, PLLC
6584 POPLAR AVENUE, SUITE 200
MEMPHIS, TENNESSEE 38138-3686

EIN ▶

Phone no ▶ (901) 761-2720

523163 02-03-06

Form **990** (2005)

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 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

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

OMB No 1545-0047

2005

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 page 1 of the 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	40.00	98,437.	6,248.	3,600.
JAY FULLER 22 NORTH FRONT STREET, SUITE 960	40.00	92,776.	15,112.	3,600.
PAUL CHRESTMAN 22 NORTH FRONT STREET, SUITE 960	40.00	75,687.	4,902.	3,600.
JOHN CONROY 22 NORTH FRONT STREET, SUITE 960	40.00	126,052.	7,658.	3,600.
DORCHELLE SPENCE 22 NORTH FRONT STREET, SUITE 960	40.00	98,437.	15,472.	3,600.
Total number of other employees paid over $50,000 ▶	5			

Part II-A **Compensation of the Five Highest Paid Independent Contractors for Professional Services**
(See page 2 of the 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
NONE		
Total number of others receiving over $50,000 for professional services ▶	0	

Part II-B **Compensation of the Five Highest Paid Independent Contractors for Other Services**
(List each contractor who performed services other than professional services, whether individuals or firms If there are none, enter "None" See page 2 of the instructions)

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over $50,000 for other services ▶	0	

Part III Statements About Activities (See page 2 of the instructions)

			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 ▶ $ ________ $ ________ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)	1		X
	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			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, 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? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions)*			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d		X
e	Transfer of any part of its income or assets?	2e		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)	3a		X
b	Do you have a section 403(b) annuity plan for your employees?	3b		X
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	3c		X
4 a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 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)

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)** sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) Check the box that describes the type of supporting organization ▶ ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations (See page 6 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 6 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) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	6,803,362.	3,964,024.	6,599,884.	7,800,495.	25,167,765.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc , purpose	1,157,947.	1,174,994.	1,268,523.	1,124,016.	4,725,480.
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	45,048.	14,499.	27,227.	33,642.	120,416.
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	924,799.		SEE STATEMENT 8		924,799.
23 Total of lines 15 through 22	8,931,156.	5,153,517.	7,895,634.	8,958,153.	30,938,460.
24 Line 23 minus line 17	7,773,209.	3,978,523.	6,627,111.	7,834,137.	26,212,980.
25 Enter 1% of line 23	89,312.	51,535.	78,956.	89,582.	

26 **Organizations described on lines 10 or 11** a Enter 2% of amount in column (e), line 24 ▶ **26a** 524,260.

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a **Do not file this list with your return** Enter the total of all these excess amounts ▶ **26b** 0.

c Total support for section 509(a)(1) test Enter line 24, column (e) ▶ **26c** 26,212,980.

d Add Amounts from column (e) for lines 18 120,416. 19 ______ 22 924,799. 26b ______ ▶ **26d** 1,045,215.

e Public support (line 26c minus line 26d total) ▶ **26e** 25,167,765.

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ **26f** 96.0126 %

27 **Organizations described on line 12** a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person" **Do not file this list with your return** Enter the sum of such amounts for each year N/A

(2004) (2003) (2002) (2001)

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records 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 11b, as well as individuals) **Do not file this list with your return.** 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

(2004) (2003) (2002) (2001)

c Add Amounts from column (e) 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 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant **Do not file this list with your return** Do not include these grants in line 15

NONE

Part V **Private School Questionnaire** (See page 7 of the instructions) N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			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?	29		
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?	30		
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?	31		
	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?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	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?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	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?	34a		
b	Has the organization's right to such aid ever been revoked or suspended?	34b		
	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	35		

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions) N/A
(To be completed **ONLY** by an eligible organization that filed Form 5768)

Check ▶ a ☐ if the organization belongs to an affiliated group Check ▶ b ☐ if you checked "a" 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 -	41		
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		

If the amount on line 40 is -	**The lobbying nontaxable amount is -**
Not over $500,000	20% of the amount on line 40
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

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 11 of the instructions)

	Lobbying Expenditures During 4-Year Averaging Period				N/A
Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(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) (See page 11 of the instructions) 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

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions)

51 Did the reporting 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 organization to a noncharitable exempt organization of			
(i) Cash	51a(i)		X
(ii) Other assets	a(ii)		X
b Other transactions			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization 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 N/A

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

52 a Is the organization 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 N/A

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

FORM 990 | INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10 | STATEMENT 1

INCOME

1. GROSS RECEIPTS	82,453	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		82,453
4. COST OF GOODS SOLD (LINE 13)	39,888	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		42,565

COST OF GOODS SOLD

6. INVENTORY AT BEGINNING OF YEAR	35,285	
7. MERCHANDISE PURCHASED	61,274	
8. COST OF LABOR		
9. MATERIALS AND SUPPLIES		
10. OTHER COSTS		
11. ADD LINES 6 THROUGH 10		96,559
12. INVENTORY AT END OF YEAR	56,671	
13. COST OF GOODS SOLD (LINE 11 LESS LINE 12)		39,888

FORM 990 OTHER EXPENSES STATEMENT 2

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
DUES AND SUBSCRIPTIONS	24,296.	17,138.	7,158.	
BANK CHARGES	4,931.	4,769.	162.	
INSURANCE	112,764.	80,495.	32,269.	
ADVERTISING AND MARKETING	139,786.	94,720.	45,066.	
CONSTRUCTION COSTS	1,598,503.	1,598,503.	0.	
PROFESSIONAL FEES	1,551,560.	1,509,604.	41,956.	
FUEL	17,881.	17,881.		
CHEMICALS	16,178.	16,178.		
LANDSCAPING SERVICES	121,788.	121,788.		
UNIFORMS	2,619.	2,619.		
UTILITIES	463,521.	463,521.		
PARK MAINTENANCE	145,332.	145,332.		
RENT	73,886.	25,424.	48,462.	
EVENT EXPENSE	1,108,063.	1,108,063.		
CONTRACTED LABOR	793.	793.		
MAINTENANCE AGREEMENTS	128,874.	123,979.	4,895.	
TOTAL TO FM 990, LN 43	5,510,775.	5,330,807.	179,968.	

FORM 990 OFFICER COMPENSATION ALLOCATION PART II, LINE 25 STATEMENT 3

NAME OF OFFICER, ETC.	COMPENSATION	EMPLOYEE BEN. PLANS	EXPENSE ACCOUNTS	TOTALS
BENNY LENDERMON	203,039.	14,037.		217,076.
A. PROGRAM SERVICES				
B. MANAGEMENT AND GENERAL	203,039.	14,037.		217,076.
C. FUNDRAISING				

TOTAL PROGRAM SERVICES	
TOTAL MANAGEMENT AND GENERAL	217,076.
TOTAL FUNDRAISING	
TOTAL OFFICER, ETC., COMPENSATION INCLUDED ON PARTS V-A AND V-B	217,076.

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE PART III STATEMENT 4

EXPLANATION

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

FORM 990 OTHER LIABILITIES STATEMENT 5

DESCRIPTION	AMOUNT
ACCRUED PAYROLL	108,140.
CUSTOMER DEPOSITS	26,100.
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B	134,240.

FORM 990 PART V-A - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETE AVIOTTI, JR. 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
JOHN BOBANGO 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
ROB CARTER 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
KEMP CONRAD 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
BENNY O. LENDERMAN III 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	PRESIDENT 40.00	203,039.	14,037.	0.
DIANNE DIXON 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
KEVIN KANE 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
GREG DUCKETT 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	VICE CHAIRMAN 0.00	0.	0.	0.
JOHN PONTIUS 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	ASSISTANT - TREASURER 0.00	0.	0.	0.
BURNETTA B. WILLIAMS 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
JOHN FARRIS 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	SECRETARY 0.00	0.	0.	0.

KEVIN GALLAGHER 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
LUCIA GILLIAND 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
SARA HALL 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
TOMEKA HART 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
JAMES HOLT 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
WILLIAM HUDSON 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
JIM HUNT 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
LECIA MARTIN 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
JEFF SANFORD 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
MRS. BARBARA HYDE 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
JAY FULLER 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
RICK MASSON 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	CHAIRMAN 0.00	0.	0.	0.
DERRICK JOYCE 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.

ANGUS MCEACHRAN 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	ASSISTANT - SECRETARY 0.00	0.	0.	0.
ROBERT LIPSCOMB 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
DORCHELLE SPENCE 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
MRS. PAT KERR TIGRETT 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
KEITH MCGEE 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
RICKEY PEETE 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
JOHN STOKES 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	IMMEDIATE PAST CHAIRMAN 0.00	0.	0.	0.
MR. JERRY WEST 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
CHRISTINE STEPHENS 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
BILL TAYLOR 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	TREASURER 0.00	0.	0.	0.
SALLY THOMASON 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
DAN TURLEY 22 NORTH FRONT STREET, SUITE 960 MEMPHIS, TN 38103	0.00	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V-A		203,039.	14,037.	0.

FORM 990	PART VIII - RELATIONSHIP OF ACTIVITIES TO ACCOMPLISHMENT OF EXEMPT PURPOSES	STATEMENT 7

LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
3A	RIVERFRONT DEVELOPMENT CORPORATION IS RESPONSIBLE FOR THE MANAGEMENT OF PARKS FOR THE CITY OF MEMPHIS. RENTAL INCOME IS DERIVED FROM ADMISSIONS, TICKET SALES, PARK RENTAL, AND CONCESSIONS.
102	RIVERFRONT DEVELOPMENT CORPORATION IS RESPONSIBLE FOR THE MANAGEMENT OF PARKS FOR THE CITY OF MEMPHIS. THESE INCOME ITEMS REPRESENT THE SALE OF PARK RELATED SOUVENIERS.

SCHEDULE A	OTHER INCOME	STATEMENT 8

DESCRIPTION	2004 AMOUNT	2003 AMOUNT	2002 AMOUNT	2001 AMOUNT
LAND DONATION	924,799.	0.	0.	0.
TOTAL TO SCHEDULE A, LINE 22	924,799.	0.	0.	0.