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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)

OMB No 1545-0047

2006

Open to Public Inspection

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

A For the 2006 calendar year, or tax year beginning 7/01/06, and ending 6/30/07

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

C Name of organization
MEMPHIS REGIONAL PLANNED PARENTHOOD, INC.
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1407 UNION AVENUE, THIRD FLOOR
 City or town, state or country, and ZIP + 4
MEMPHIS TN 38104

D Employer identification number
62-6073178

E Telephone number
901-725-1717

F Accounting method: Cash
 Accrual Other (specify)

G Website: **PLANNEDPARENTHOOD.ORG/MEMPHIS/**

J Organization type (check only one) 501(c) (3) (insert no) 4947(a)(1) or 527

K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 **2,529,213**

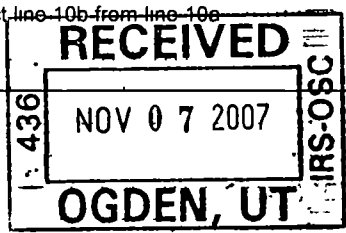
H and are not applicable to section 527 organizations:
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates **N/A**
H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list. See instructions.)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number

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

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Revenue					
1	Contributions, gifts, grants, and similar amounts received				
a	Contributions to donor advised funds	1a			
b	Direct public support (not included on line 1a)	1b	326,394		
c	Indirect public support (not included on line 1a)	1c			
d	Government contributions (grants) (not included on line 1a)	1d	790,935		
e	Total (add lines 1a through 1d) (cash \$ <u>1,117,329</u> noncash \$ _____)	1e		1,117,329	
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		1,373,814	
3	Membership dues and assessments	3			
4	Interest on savings and temporary cash investments	4		38,070	
5	Dividends and interest from securities	5			
6a	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			
8a	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
b	Less cost or other basis and sales expenses	8a			
c	Gain or (loss) (attach schedule)	8b			
d	Net gain or (loss). Combine line 8c, columns (A) and (B)	8c			
8d		8d			
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
a	Gross revenue (not including \$ _____ of contributions reported on line 1b)	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			
10a	Gross sales of inventory, less returns and allowances	10a			
b	Less cost of goods sold	10b			
c	Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c			
11	Other revenue (from Part VII, line 103)	11			
12	Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12		2,529,213	
13	Program services (from line 44, column (B))	13		1,776,549	
14	Management and general (from line 44, column (C))	14		167,173	
15	Fundraising (from line 44, column (D))	15		57,138	
16	Payments to affiliates (attach schedule)	16			
17	Total expenses. Add lines 16 and 44, column (A)	17		2,000,860	
18	Excess or (deficit) for the year. Subtract line 17 from line 12	18		528,353	
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		2,646,815	
20	Other changes in net assets or fund balances (attach explanation)	20		150,626	
21	Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21		3,325,794	



SEE STATEMENT 1

SCANNED NOV 21 2007

67
27

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 (See the instructions)

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
22a Grants paid from donor advised funds (attach schedule) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22a			
22b Other grants and allocations (attach schedule) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22b			
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25a Compensation of current officers, directors, key employees, etc listed in Part V-A (attach schedule) SEE STATEMENT 2	25a 108,160	87,610	15,142	5,408
b Compensation of former officers, directors, key employees, etc listed in Part V-B (attach schedule)	25b			
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	25c			
26 Salaries and wages of employees not included on lines 25a, b, and c	26 547,498	441,202	84,870	21,426
27 Pension plan contributions not included on lines 25a, b, and c	27			
28 Employee benefits not included on lines 25a - 27	28 123,697	102,022	15,978	5,697
29 Payroll taxes	29			
30 Professional fundraising fees	30			
31 Accounting fees	31 11,673	8,646	2,700	327
32 Legal fees	32 683	100	583	
33 Supplies	33 282,355	282,355		
34 Telephone	34 17,361	14,530	1,500	1,331
35 Postage and shipping	35 6,446	5,090	648	708
36 Occupancy	36 208,749	178,741	19,899	10,109
37 Equipment rental and maintenance	37 13,610	12,772	427	411
38 Printing and publications	38 11,040	8,682	113	2,245
39 Travel	39 23,438	19,523	2,309	1,606
40 Conferences, conventions, and meetings	40			
41 Interest	41 133	81	52	
42 Depreciation, depletion, etc (attach schedule)	42 36,500	30,313	6,187	
43 Other expenses not covered above (itemize) a SEE STATEMENT 3	43a 609,517	584,882	16,765	7,870
b	43b			
c	43c			
d	43d			
e	43e			
f	43f			
g	43g			
44 Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44 2,000,860	1,776,549	167,173	57,138

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 \$ _____, (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 (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.

What is the organization's primary exempt purpose?

► EDUCATION AND FAMILY PLANNING MEDICAL SERVICES

Program Service Expenses
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)

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 PATIENT SERVICES -

PROVIDING ACCESS TO HIGH QUALITY, AFFORDABLE REPRODUCTIVE HEALTH CARE SERVICES FOR ALL, ESPECIALLY UNDERSERVED, LOW INCOME, AND ADOLESCENT POPULATIONS.

(Grants and allocations \$ _____) If this amount includes foreign grants, check here ►

1,521,725

b EDUCATION -

A LEADING PROVIDER OF EDUCATION, WITH SPECIAL EMPHASIS ON FAMILY PLANNING, DECISION-MAKING SKILLS AND DISEASE PREVENTION.

(Grants and allocations \$ _____) If this amount includes foreign grants, check here ►

203,484

c ADVOCACY -

ADVOCATING PUBLIC POLICY THAT SUSTAINS REPRODUCTIVE FREEDOM AND HEALTH CARE AND THAT POSITIVELY AFFECTS THE HEALTH OF WOMEN, MEN, AND THEIR FAMILIES.

(Grants and allocations \$ _____) If this amount includes foreign grants, check here ►

51,340

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) ►

1,776,549

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	74,485	45	344,826	
	46	Savings and temporary cash investments	1,219,673	46	1,417,743	
	47a	Accounts receivable	32,265			
	b	Less allowance for doubtful accounts	15,045	47c	17,220	
	48a	Pledges receivable				
	b	Less allowance for doubtful accounts		48c		
	49	Grants receivable	8,799	49	9,897	
	50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a		
	b	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (att schedule)		50b		
	51a	Other notes and loans receivable (attach schedule)				
	b	Less allowance for doubtful accounts		51c		
	52	Inventories for sale or use	60,945	52	36,333	
	53	Prepaid expenses and deferred charges	35,323	53	61,511	
	54a	Investments—publicly-traded securities		54a		
	b	Investments—other securities (attach schedule)		54b		
	55a	Investments—land, buildings, and equipment basis				
	b	Less accumulated depreciation (attach schedule)		55c		
	56	Investments—other (attach schedule)	SEE STMT 4	1,210,706	56	1,359,246
	57a	Land, buildings, and equipment basis	597,802			
b	Less accumulated depreciation (attach schedule)	SEE STATEMENT 5	84,850	57c	147,518	
58	Other assets, including program-related investments (describe ► SEE STATEMENT 6)	31,488	58	33,575		
59	Total assets (must equal line 74) Add lines 45 through 58	2,741,485	59	3,427,869		
Liabilities	60	Accounts payable and accrued expenses	49,079	60	51,899	
	61	Grants payable		61		
	62	Deferred revenue		62		
	63	Loans from officers, directors, trustees, and key employees (attach schedule)		63		
	64a	Tax-exempt bond liabilities (attach schedule)		64a		
	b	Mortgages and other notes payable (attach schedule)		64b		
	65	Other liabilities (describe ► SEE STATEMENT 7)	45,591	65	50,176	
66	Total liabilities. Add lines 60 through 65	94,670	66	102,075		
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	1,433,546	67	1,966,548	
	68	Temporarily restricted	2,605	68		
	69	Permanently restricted	1,210,664	69	1,359,246	
	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		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 and column (B) must equal line 21)	2,646,815	73	3,325,794		
74	Total liabilities and net assets/fund balances. Add lines 66 and 73	2,741,485	74	3,427,869		

Part VI Other information (continued)

		Yes	No
82a	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?		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		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		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		
d	Section 162(e) lobbying and political expenditures		
	85d		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
	85e		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
	85f		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
	85g	N/A	
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?		
	85h	N/A	
86	501(c)(7) orgs Enter a Initiation fees and capital contributions included on line 12		
	86a		
b	Gross receipts, included on line 12, for public use of club facilities		
	86b		
87	501(c)(12) orgs Enter a Gross income from members or shareholders		
	87a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
	87b		
88a	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		X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI		X
89a	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) orgs 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		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		
e	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
	89e		X
f	All organizations Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
	89f		X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
	89g		X
90a	List the states with which a copy of this return is filed ▶ TN		
b	Number of employees employed in the pay period that includes March 12, 2006 (See instructions)		27
	90b		27
91a	The books are in care of ▶ JO KENDRICK 1407 UNION AVENUE Located at ▶ MEMPHIS, TN		
	Telephone no ▶ 901-725-1717		
	ZIP + 4 ▶ 38104		
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 ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
	91b	Yes	No
			X

Part VI Other Information (continued)

c At any time during the calendar year, did the organization maintain an office outside of the United States? Yes No
 If "Yes," enter the name of the foreign country ▶

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

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: 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) Exclusion code	(D) Amount	
93 Program service revenue					
a PATIENT FEES					1,373,814
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	38,070	
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		38,070	1,373,814
105 Total (add line 104, columns (B), (D), and (E))					1,411,884

Note: Line 105 plus line 1e, 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)
93A	THE INCOME FROM PATIENT FEES CAN BE DIRECTLY TRACED TO PROVIDING VOLUNTARY FERTILITY CONTROL, INCLUDING CONTRACEPTION, ABORTION, AND STERILIZATION AVAILABLE TO ALL

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)

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer ID Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer ID Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No

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: *Barry Chase* Date: *10/29/07*

Type or print name and title: **BARRY CHASE PRESIDENT**

Paid Preparer's Use Only

Preparer's signature: <i>Lee Head, CPA</i>	Date: 10/18/07	Check if self-employed: <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen Instr X): P00505342
Firm's name (or yours if self-employed), address, and ZIP + 4: WHITEHORN TANKERSLEY & CO., PLLC 670 OAKLEAF OFFICE LANE MEMPHIS, TN 38117-4811		EIN: 62-1039882	Phone no: 901-767-5080

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

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

OMB No 1545-0047

2006

Department of the Treasury
Internal Revenue Service

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization
MEMPHIS REGIONAL PLANNED PARENTHOOD, INC. Employer identification number
62-6073178

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 2 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) Comp	(d) Contrib to empl ben plans & deferred comp	(e) Expense account & other allowances
BARRY CHASE 5693 ASHLEY SQUARE NORTH MEMPHIS TN 38120	PRESIDENT 40	108,160	5,843	0
LEAH P. SMITH 11782 MCAULEY STREET ARLINGTON TN 38002	NURSE PRACTI 40	79,695	10,088	0
Total number of other employees paid over \$50,000 ▶		0		

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
RUSSELL T. HORTON 988 HANDFORTH COVE COLLIERVILLE TN 38017	PHYSICIAN SVCS	157,545
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 ▶		

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

Schedule A (Form 990 or 990-EZ) 2006

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

	Yes	No
<p>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)</p> <p>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</p>	1	X
<p>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)</p>		
<p>a Sale, exchange, or leasing of property?</p>	2a	X
<p>b Lending of money or other extension of credit?</p>	2b	X
<p>c Furnishing of goods, services, or facilities?</p>	2c	X
<p>d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990</p>	2d	X
<p>e Transfer of any part of its income or assets?</p>	2e	X
<p>3a Did the organization make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments)</p>	3a	X
<p>b Did the organization have a section 403(b) annuity plan for its employees?</p>	3b	X
<p>c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement</p>	3c	X
<p>d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?</p>	3d	X
<p>4a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g If "No," complete lines 4f and 4g</p>	4a	X
<p>b Did the organization make any taxable distributions under section 4966?</p>	4b	
<p>c Did the organization make a distribution to a donor, donor advisor, or related person?</p>	4c	
<p>d Enter the total number of donor advised funds owned at the end of the tax year ► _____</p>		
<p>e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ► _____</p>		
<p>f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ► _____</p>	0	
<p>g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ► _____</p>		0

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that 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 otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization
 - Type I
 - Type II
 - Type III-Functionally Intergrated
 - Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 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) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	1,183,204	1,254,353	953,221	816,210	4,206,988
16 Membership fees received					0
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	1,271,390	1,085,445	808,597	792,036	3,957,468
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	17,079	5,743	63	22,472	45,357
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
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					0
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets STMT 10	1,426	1,497		14,509	17,432
23 Total of lines 15 through 22	2,473,099	2,347,038	1,761,881	1,645,227	8,227,245
24 Line 23 minus line 17	1,201,709	1,261,593	953,284	853,191	4,269,777
25 Enter 1% of line 23	24,731	23,470	17,619	16,452	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24	▶ 26a	85,396
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 2002 through 2005 exceeded the amount shown in line 26a Do not file this list with your return. Enter the total of all these excess amounts	▶ 26b	163,413
c Total support for section 509(a)(1) test Enter line 24, column (e)	▶ 26c	4,269,777
d Add Amounts from column (e) for lines 18 <u>45,357</u> 19 _____ 22 <u>17,432</u> 26b <u>163,413</u>	▶ 26d	226,202
e Public support (line 26c minus line 26d total)	▶ 26e	4,043,575
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	▶ 26f	94.7023%

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	(2005)	(2004)	(2003)	(2002)	N/A
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	(2005)	(2004)	(2003)	(2002)	N/A
c Add Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____	▶ 27c				
d Add Line 27a total _____ and line 27b total _____	▶ 27d				
e Public support (line 27c total minus line 27d total)	▶ 27e				
f Total support for section 509(a)(2) test Enter amount from line 23, column (e)	▶ 27f				
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	▶ 27g				%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	▶ 27h				%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, 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

Part V Private School Questionnaire (See page 9 of the instructions.)
(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?	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? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)	31		
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? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)	32d		
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? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)	33h		
34a	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? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b		
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 10 of the instructions.)

(To be completed **ONLY** by an eligible organization that filed Form 5768) **N/A**

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
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		
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	41	
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 13 of the instructions)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 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.)			

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

Statement 1 - Form 990, Line 20 - Other Changes in Net Assets or Fund Balances

<u>Description</u>	<u>Amount</u>
NET UNREALIZED GAINS ON INVESTMENTS	\$ 148,540
INCREASE IN CSV LIFE INSURANCE	2,086
TOTAL	<u>\$ 150,626</u>

Federal Statements

Statement 2 - Form 990, Part II, Line 25a - Compensation of Current Officers

<u>Name</u>	<u>Program Services</u>	<u>Management & General</u>	<u>Fundraising</u>
EXPENSES	\$	\$	\$
BARRY CHASE COMPENSATION	87,610	15,142	5,408
TOTAL	<u>\$ 87,610</u>	<u>\$ 15,142</u>	<u>\$ 5,408</u>

Federal Statements

Statement 3 - Form 990, Part II, Line 43 - Other Functional Expenses

Description	Total Expenses	Program Service	Mgt & General	Fund- Raising
	\$	\$	\$	\$
EXPENSES				
ADVERTISING	43,830	43,534	148	148
BAD DEBTS	59,811	59,811		
BANK CHARGES	8,211	6,533	418	1,260
DUES AND SUBSCRIPTIONS	25,119	21,186	2,601	1,332
INSURANCE GENERAL	2,989	2,604	255	130
MISCELLANEOUS	11,301	3,643	7,535	123
OFFICE SUPPLIES	60,517	57,875	1,702	940
OUTSIDE LAB AND MEDICAL SVCS	79,302	79,302		
PATIENT LIABILITY INSURANCE	51,218	51,218		
PERSONNEL RECRUITMENT	1,265	1,189	63	13
ADVOCACY/COMMUNITY AFFAIRS	51,340	51,340		
OTHER PROFESSIONAL SERVICES	214,614	206,647	4,043	3,924
TOTAL	<u>\$ 609,517</u>	<u>\$ 584,882</u>	<u>\$ 16,765</u>	<u>\$ 7,870</u>

Federal Statements

Statement 4 - Form 990, Part IV, Line 56 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>
ENDOWMENT INVESTMENT SECURITIES	\$ 1,210,706	\$ 1,359,246	
TOTAL	\$ 1,210,706	\$ 1,359,246	

Statement 5 - Form 990, Part IV, Line 57 - Land, Buildings, and Equipment

<u>Description</u>	<u>Beginning of Year</u>	<u>Accum Deprec</u>	<u>End of Year</u>	<u>Accum Deprec</u>
CLINICAL FURNISHINGS	\$ 10,341	\$ 10,341	\$ 10,341	\$ 10,341
MEDICAL INSTRUMENTS	110,407	71,744	110,407	84,983
LABORATORY EQUIPMENT	22,405	18,792	34,403	21,425
LEASEHOLD IMPROVEMENT	114,206	114,019	114,206	114,206
COMPUTER EQUIPMENT	140,410	116,978	226,398	133,937
FURNITURE & FIXTURES	100,866	81,911	102,047	85,392
TOTAL	\$ 498,635	\$ 413,785	\$ 597,802	\$ 450,284

Statement 6 - Form 990, Part IV, Line 58 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
CSV LIFE INSURANCE POLICY	\$ 31,488	\$ 33,575
TOTAL	\$ 31,488	\$ 33,575

Statement 7 - Form 990, Part IV, Line 65 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
ACCRUED AND WITHHELD LIABILITIES	\$ 45,591	\$ 50,176
TOTAL	\$ 45,591	\$ 50,176

Statement 8 - Form 990, Part IV-A - Other Revenue Included on Financial Statements

Description	Amount
INCREASE IN CSV LIFE INSURANCE	\$ 2,086
TOTAL	\$ 2,086

Federal Statements

Statement 9 - Form 990, Part V-A - List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
BARRY CHASE 5693 ASHLEY SQUARE NORTH MEMPHIS TN 38120	PRESIDENT	0	108,160	5,843	0
NORA BOONE 668 S. MCLEAN MEMPHIS TN 38104	DIRECTOR	0	0	0	0
KATE CONNELL 560 COLONIAL RD. #200 MEMPHIS TN 38117	DIRECTOR	0	0	0	0
ASHLEY COFFIELD 332 NORTH WILLETT MEMPHIS TN 38112	DIRECTOR	0	0	0	0
AUDREY DAVIS 327 NORTH AVALON MEMPHIS TN 38112	DIRECTOR	0	0	0	0
D'ANDREA FRANKLIN 4020 WOOD HEARTH COVE BARTLETT TN 38135	TREASURER	0	0	0	0
DOUG HALIJAN 72 ISLAND CREST MEMPHIS TN 38103	DIRECTOR	0	0	0	0
DR. ELLA HORTON 8706 TREE COURT COVE CORDOVA TN 38016	DIRECTOR	0	0	0	0
JAKATAE JESSUP 8 NORTH ALICIA DR. MEMPHIS TN 38112	DIRECTOR	0	0	0	0

Federal Statements

Statement 9 - Form 990, Part V-A - List of Officers, Directors, Trustees, and Key Employees (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
KINDLE NANCE 519 S. EDGEWOOD #104 MEMPHIS TN 38104	DIRECTOR	0	0	0	0
SHERI LIPMAN 1737 FAXON AVENUE MEMPHIS TN 38112	DIRECTOR	0	0	0	0
PERRE MAGNESS 165 CHEROKEE DRIVE MEMPHIS TN 38111	DIRECTOR	0	0	0	0
KEENON MCCLOY 728 CHARLES PLACE MEMPHIS TN 38103	DIRECTOR	0	0	0	0
SUSAN MOSKOP 526 E. PARKWAY SOUTH MEMPHIS TN 38104	DIRECTOR	0	0	0	0
ROBIN RASMUSSEN 115 SKYVIEW COVE HOLLY SPRINGS MS 38635	DIRECTOR	0	0	0	0
REV. CASEY THOMPSON 1750 UNION MEMPHIS TN 38104	DIRECTOR	0	0	0	0
NICOLE MARIE WALTHOUR 8841 GAINESWAY DR GERMANTOWN TN 38138	DIRECTOR	0	0	0	0
KYLE WEBB 96 E. CARLOS MEMPHIS TN 38117	DIRECTOR	0	0	0	0

Federal Statements

Statement 9 - Form 990, Part V-A - List of Officers, Directors, Trustees, and Key Employees (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
CHEY WIDDOP 3571 S. GALLOWAY DRIVE MEMPHIS TN 38111	DIRECTOR	0	0	0	0

Federal Statements

Statement 10 - Schedule A, Part IV-A, Line 22 - Other Income

<u>Description</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>	<u>2002</u>
CSV LIFE INSURANCE INCREASE	\$ 1,426	\$ 1,497	\$	\$ 13,525
OTHER				984
TOTAL	<u>\$ 1,426</u>	<u>\$ 1,497</u>	<u>\$ 0</u>	<u>\$ 14,509</u>