

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)

Department of the Treasury
Internal Revenue Service

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

A For the 2007 calendar year, or tax year beginning

and ending

<p>B Check if applicable:</p> <p><input type="checkbox"/> Address change</p> <p><input type="checkbox"/> Name change</p> <p><input type="checkbox"/> Initial return</p> <p><input type="checkbox"/> Termination</p> <p><input type="checkbox"/> Amended return</p> <p><input type="checkbox"/> Application pending</p>	<p>Please use IRS label or print or type. See Specific Instructions.</p>	<p>C Name of organization MEMPHIS FOOD BANK, INC.</p> <p>Number and street (or P.O. box if mail is not delivered to street address) Room/suite 239 SOUTH DUDLEY</p> <p>City or town, state or country, and ZIP + 4 MEMPHIS, TN 38104</p>	<p>D Employer identification number 62-1340755</p> <p>E Telephone number 901-527-0841</p> <p>F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶</p>
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

Hand I 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.)

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

G Website: ▶ **WWW.MEMPHISFOODBANK.ORG**

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.

I Group Exemption Number ▶ **N/A**

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **4,026,453.**

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

	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	2,008,292.	
	c	Indirect public support (not included on line 1a)	1c	219,197.	
	d	Government contributions (grants) (not included on line 1a)	1d	711,805.	
	e	Total (add lines 1a through 1d) (cash \$ 2,939,294. noncash \$)	1e	2,939,294.	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	889,451.	
	3	Membership dues and assessments	3		
	4	Interest on savings and temporary cash investments	4	26,276.	
	5	Dividends and interest from securities	5	44,348.	
Revenue	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	(A) Securities			
		121,525.		8a	
		Less: cost or other basis and sales expenses		8b	
		121,525.		8c	
	d	Net gain or (loss). Combine line 8c, columns (A) and (B)	8d	121,525.	
	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		
10 a	Gross sales of inventory, less returns and allowances		10a		
	Less: cost of goods sold		10b		
	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	5,559.	
	12	Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12	4,026,453.	
Expenses	13	Program services (from line 44, column (B))	13	2,909,117.	
	14	Management and general (from line 44, column (C))	14	289,289.	
	15	Fundraising (from line 44, column (D))	15	326,066.	
	16	Payments to affiliates (attach schedule)	16		
	17	Total expenses. Add lines 16 and 44, column (A)	17	3,524,472.	
Net Assets	18	Excess or (deficit) for the year. Subtract line 17 from line 12	18	501,981.	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	6,738,298.	
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 2	20	85,321.	
	21	Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21	7,325,600.	

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.

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash \$ <u>0</u> . noncash \$ <u>0</u> .) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b Other grants and allocations (attach schedule) (cash \$ <u>0</u> . noncash \$ <u>0</u> .) If this amount includes foreign grants, check here <input type="checkbox"/>				
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	125,343.	43,870.	43,870.	37,603.
25b Compensation of former officers, directors, key employees, etc. listed in Part V-B	0.	0.	0.	0.
25c 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)				
26 Salaries and wages of employees not included on lines 25a, b, and c	968,427.	805,551.	113,823.	49,053.
27 Pension plan contributions not included on lines 25a, b, and c	59,005.	50,819.	5,217.	2,969.
28 Employee benefits not included on lines 25a - 27	130,325.	112,244.	11,523.	6,558.
29 Payroll taxes	82,797.	71,310.	7,321.	4,166.
30 Professional fundraising fees				
31 Accounting fees				
32 Legal fees				
33 Supplies	102,910.	91,739.	8,654.	2,517.
34 Telephone	31,841.	26,493.	3,657.	1,691.
35 Postage and shipping	17,454.	5,936.	5,872.	5,646.
36 Occupancy	149,344.	144,218.	3,229.	1,897.
37 Equipment rental and maintenance	78,023.	76,183.	1,840.	
38 Printing and publications	35,841.	26,610.	5,127.	4,104.
39 Travel	12,092.	8,522.	1,912.	1,658.
40 Conferences, conventions, and meetings				
41 Interest	2,096.		2,096.	
42 Depreciation, depletion, etc. (attach schedule)	153,249.	151,029.	2,220.	
43 Other expenses not covered above (itemize):				
a				
b				
c				
d				
e				
f				
g SEE STATEMENT 3	1,575,725.	1,294,593.	72,928.	208,204.
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	3,524,472.	2,909,117.	289,289.	326,066.

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

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? DISTRIBUTION OF FOOD TO THE POOR AND ELDERLY	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 DISTRIBUTION OF FOOD TO CHARITABLE ORGANIZATIONS SERVING THE POOR AND ELDERLY. IN 2007, THERE WERE 309 CHARITABLE PROGRAMS SERVED AND APPROXIMATELY 9.3 MILLION POUNDS OF FOOD WERE DISTRIBUTED.	2,909,117.
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
b	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
c	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
d	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
e Other program services (attach schedule)	
(Grants and allocations \$) If this amount includes foreign grants, check here <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	2,909,117.

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	170,721.	45 474,064.	
	46 Savings and temporary cash investments	713,480.	46 711,253.	
	47 a Accounts receivable	47a 109,530.	189,195.	47c 108,530.
	b Less: allowance for doubtful accounts	47b 1,000.		
	48 a Pledges receivable	48a 3,640.		48c 3,640.
	b Less: allowance for doubtful accounts	48b		
	49 Grants receivable		49	
	50 a Receivables from current and former officers, directors, trustees, and key employees		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b	
	51 a Other notes and loans receivable	51a		51c
	b Less: allowance for doubtful accounts	51b		
	52 Inventories for sale or use	1,938,272.	52	2,046,140.
	53 Prepaid expenses and deferred charges	31,645.	53	48,982.
	54 a Investments - publicly-traded securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV		54a
	b Investments - other securities	STMT 5 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	2,597,113.	54b 2,791,275.
55 a Investments - land, buildings, and equipment: basis	55a		55c	
b Less: accumulated depreciation	55b			
56 Investments - other		56		
57 a Land, buildings, and equipment: basis	57a 3,327,030.	1,379,012.	57c 1,553,719.	
b Less: accumulated depreciation	57b 1,773,311.			
58 Other assets, including program-related investments (describe			58	
59 Total assets (must equal line 74). Add lines 45 through 58		7,019,438.	59 7,737,603.	
Liabilities	60 Accounts payable and accrued expenses	281,140.	60 349,323.	
	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		64b	
	65 Other liabilities (describe	CAPITAL LEASE OBLIGATIONS	0.	65 62,680.
66 Total liabilities. Add lines 60 through 65		281,140.	66 412,003.	
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	6,352,811.	67 6,856,860.	
	68 Temporarily restricted	385,487.	68 468,740.	
	69 Permanently restricted		69	
	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)		6,738,298.	73 7,325,600.	
74 Total liabilities and net assets/fund balances. Add lines 66 and 73		7,019,438.	74 7,737,603.	

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	19,937,298.
b Amounts included on line a but not on Part I, line 12:					
1	Net unrealized gains on investments	b1	41,887.		
2	Donated services and use of facilities	b2	105,396.		
3	Recoveries of prior year grants	b3			
4	Other (specify): <u>SEE STATEMENT 6</u>	b4	15,777,160.		
Add lines b1 through b4				b	15,924,443.
c Subtract line b from line a				c	4,012,855.
d Amounts included on Part I, line 12, but not on line a :					
1	Investment expenses not included on Part I, line 6b	d1	13,598.		
2	Other (specify):	d2			
Add lines d1 and d2				d	13,598.
e Total revenue (Part I, line 12). Add lines c and d				e	4,026,453.

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

a Total expenses and losses per audited financial statements				a	19,349,996.
b Amounts included on line a but not on Part I, line 17:					
1	Donated services and use of facilities	b1	105,396.		
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify): <u>DONATED FOOD DISBURSED</u>	b4	15,735,987.		
Add lines b1 through b4				b	15,841,383.
c Subtract line b from line a				c	3,508,613.
d Amounts included on Part I, line 17, but not on line a :					
1	Investment expenses not included on Part I, line 6b	d1	13,598.		
2	Other (specify): <u>LOSS ON ASSET DISPOSAL</u>	d2	2,261.		
Add lines d1 and d2				d	15,859.
e Total expenses (Part I, line 17). Add lines c and d				e	3,524,472.

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
SUSAN SANFORD 239 SOUTH DUDLEY MEMPHIS, TN 38104 SEE ATTACHED LIST	PRESIDENT & CEO 40.00	125,342.	6,267.	0.
	0.00	0.	0.	0.

Part VI Other Information <i>(continued)</i>		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	<input checked="" type="checkbox"/>
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 16,086,567.		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	<input checked="" type="checkbox"/>
b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	83b	<input checked="" type="checkbox"/>
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	<input checked="" type="checkbox"/>
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	<input type="checkbox"/>
	N/A		
85 a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?	85a	<input type="checkbox"/>
	N/A		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85b	<input type="checkbox"/>
	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	<input type="checkbox"/>
	N/A		
d	Section 162(e) lobbying and political expenditures	85d	<input type="checkbox"/>
	N/A		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	<input type="checkbox"/>
	N/A		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	<input type="checkbox"/>
	N/A		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	<input type="checkbox"/>
	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	<input type="checkbox"/>
	N/A		
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	<input type="checkbox"/>
	N/A		
b	Gross receipts, included on line 12, for public use of club facilities	86b	<input type="checkbox"/>
	N/A		
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a	<input type="checkbox"/>
	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	<input type="checkbox"/>
	N/A		
88 a	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	88a	<input checked="" type="checkbox"/>
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	88b	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
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?	89e	<input checked="" type="checkbox"/>
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f	<input checked="" type="checkbox"/>
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?	89g	<input checked="" type="checkbox"/>
90 a	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, 2007	90b	30
91 a	The books are in care of ▶ JANET DYKES, V.P & CFO Telephone no. ▶ 901-527-0841 Located at ▶ 239 S. DUDLEY, MEMPHIS, TN 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)?	91b	<input checked="" type="checkbox"/>
	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.		

Part VI Other Information (continued) Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c Yes No
 If "Yes," enter the name of the foreign country N/A

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		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a SHARED MAINTENANCE					889,451.
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	26,276.	
96 Dividends and interest from securities			14	44,348.	
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			18	121,525.	
101 Net income or (loss) from special events			01		
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a OTHER REVENUE - RELATED					5,559.
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		192,149.	895,010.
105 Total (add line 104, columns (B), (D), and (E))					1,087,159.

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	SHARED MAINTENANCE IS PAID BY PARTICIPATING AGENCIES AS A PARTIAL RECOVERY BY THE FOOD BANK FOR ITS PROGRAM COSTS THAT INCLUDE WAREHOUSING AND DISTRIBUTION.
103A	MISCELLANEOUS AMOUNTS COLLECTED HELP FUND OPERATIONS

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). **N/A**

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

	(A) Name, address, of each controlled entity	(B) Employer Identification 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

	(A) Name, address, of each controlled entity	(B) Employer Identification 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

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.

Please Sign Here	Signature of officer _____ Date _____ PRESIDENT & CEO Type or print name and title								
Paid Preparer's Use Only	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 40%;">Preparer's signature _____</td> <td style="width: 10%;">Date _____</td> <td style="width: 10%;">Check if self-employed <input type="checkbox"/></td> <td style="width: 40%;">Preparer's SSN or PTIN (See Gen. Inst. X) _____</td> </tr> <tr> <td colspan="2">Firm's name (or yours if self-employed), address, and ZIP + 4 JOSEPH DECOSIMO AND COMPANY, PLLC 6750 POPLAR AVENUE, SUITE 600 MEMPHIS, TN 38138 </td> <td colspan="2">EIN _____ Phone no. 901-683-8899 </td> </tr> </table>	Preparer's signature _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. X) _____	Firm's name (or yours if self-employed), address, and ZIP + 4 JOSEPH DECOSIMO AND COMPANY, PLLC 6750 POPLAR AVENUE, SUITE 600 MEMPHIS, TN 38138		EIN _____ Phone no. 901-683-8899	
Preparer's signature _____	Date _____	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. X) _____						
Firm's name (or yours if self-employed), address, and ZIP + 4 JOSEPH DECOSIMO AND COMPANY, PLLC 6750 POPLAR AVENUE, SUITE 600 MEMPHIS, TN 38138		EIN _____ Phone no. 901-683-8899							

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

2007

Name of the organization MEMPHIS FOOD BANK, INC.	Employer identification number 62 1340755
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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
JANET DYKES 239 SOUTH DUDLEY, MEMPHIS, TN 38104	VP & CFO 40.00	70,282.	1,406.	
ESTELLA GREER 239 SOUTH DUDLEY, MEMPHIS, TN 38104	SENIOR VP & COO 40.00	83,304.	4,165.	
EMMANUEL OPOKU 239 SOUTH DUDLEY, MEMPHIS, TN 38104	VP, OPERATIONS 40.00	58,518.	1,756.	
ROBERT S. HALL, JR. 239 S. DUDLEY, MEMPHIS, TN 38104	VP, OPERATIONS 40.00	57,258.	2,863.	
MARCIA WELLS 239 S. DUDLEY, MEMPHIS, TN 38104	VP, COMMUNICATIONS 40.00	53,250.	1,065.	
Total number of other employees paid over \$50,000 ▶	1			

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
RUSS REID COMPANY 2 NORTH LAKE AVE STE 600, PASADENA, CA 91101	DIRECT MAIL SERVICES	198,391.
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.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any 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)? SEE PART V-A, FORM 990	2d	X
e	Transfer of any part of its income or assets?	2e	X
3 a	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.)	3a	X
b	Did the organization have a section 403(b) annuity plan for its employees?	3b	X
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	3c	X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d	X
4 a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a	X
b	Did the organization make any taxable distributions under section 4966?	4b	N/A
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c	N/A
d	Enter the total number of donor advised funds owned at the end of the tax year	N/A	
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year	N/A	
f	Enter the total number of separate funds or accounts owned at the end of the 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	0.	
g	Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year	0.	

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 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 Integrated Type III-Other

Provide the following information about the supported organizations. (See page 8 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 8 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) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	2,900,140.	2,526,975.	1,970,095.	2,442,583.	9,839,793.
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	882,081.	860,323.	810,556.	721,416.	3,274,376.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	50,813.	45,692.	38,016.	30,473.	164,994.
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	10,156.	27,559.	SEE STATEMENT 8 13,718.	11,835.	63,268.
23 Total of lines 15 through 22	3,843,190.	3,460,549.	2,832,385.	3,206,307.	13,342,431.
24 Line 23 minus line 17	2,961,109.	2,600,226.	2,021,829.	2,484,891.	10,068,055.
25 Enter 1% of line 23	38,432.	34,605.	28,324.	32,063.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 201,361.
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 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 984,061.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 10,068,055.
d Add: Amounts from column (e) for lines: 18 <u>164,994.</u> 19 _____ 22 <u>63,268.</u> 26b <u>984,061.</u>					26d 1,212,323.
e Public support (line 26c minus line 26d total)					26e 8,855,732.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 87.9587%
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 (2006) _____ (2005) _____ (2004) _____ (2003) _____					
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 (2006) _____ (2005) _____ (2004) _____ (2003) _____					
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 2003 through 2006, 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 9 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?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) _____ _____ _____		
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	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?	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 11 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 -			
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				N/A
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(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 14 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.

FORM 990	GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES			STATEMENT	1
DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)	
GAIN ON SALE OF INVESTMENTS	121,525.	0.	0.	121,525.	
TO FORM 990, PART I, LINE 8	121,525.	0.	0.	121,525.	

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES		STATEMENT	2
DESCRIPTION				AMOUNT
UNREALIZED GAINS				41,887.
NET INCREASE IN FOOD INVENTORY				43,434.
TOTAL TO FORM 990, PART I, LINE 20				85,321.

FORM 990	OTHER EXPENSES			STATEMENT	3
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING	
ADVERTISING	6,125.	6,114.		11.	
COMPUTER MAINTENANCE	12,350.	6,676.	4,379.	1,295.	
DUES & MEMBERSHIPS	19,311.	17,050.	2,261.		
FOOD COSTS	741,263.	741,263.			
FREIGHT	32,477.	32,477.			
FUEL & OIL	52,456.	52,456.			
INSURANCE	100,641.	87,173.	8,584.	4,884.	
INVESTMENT EXPENSES	13,598.		13,598.		
MISCELLANEOUS	18,095.	17,630.	440.	25.	
OFFICE MAINTENANCE	1,028.		1,028.		
PROFESSIONAL FEES & CONTRACT SERVICES	77,823.	40,743.	34,277.	2,803.	
DIRECT MAIL SERVICES	198,391.			198,391.	
TRAINING	972.	30.	147.	795.	
USDA FOOD DISTRIBUTED	206,311.	206,311.			
VEHICLE MAINTENANCE	47,082.	47,082.			
VOLUNTEER SUPPORT & RECOGNITION	7,605.	3,780.	3,825.		
TAXES & LICENSES	10,529.	6,140.	4,389.		
PAYOFF OF OPERATING LEASE	27,407.	27,407.			

LOSS ON ASSET DISPOSAL	2,261.	2,261.		
TOTAL TO FM 990, LN 43	1,575,725.	1,294,593.	72,928.	208,204.

FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 4

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING	2,043,946.	986,569.	1,057,377.
EQUIPMENT	603,674.	470,158.	133,516.
VEHICLES	440,920.	316,584.	124,336.
LAND	238,490.	0.	238,490.
TOTAL TO FORM 990, PART IV, LN 57	3,327,030.	1,773,311.	1,553,719.

FORM 990 OTHER SECURITIES STATEMENT 5

SECURITY DESCRIPTION	COST/FMV	OTHER SECURITIES
COMMUNITY FOUNDATION	FMV	2,791,275.
TO FORM 990, LINE 54B, COL B		2,791,275.

FORM 990 OTHER REVENUE NOT INCLUDED ON FORM 990 STATEMENT 6

DESCRIPTION	AMOUNT
DONATED FOOD RECEIVED	15,779,421.
LOSS ON ASSET DISPOSAL	<2,261.>
TOTAL TO FORM 990, PART IV-A	15,777,160.

SCHEDULE A

EXPLANATION OF TRANSACTIONS
PART III, LINE 2C

STATEMENT 7

THE FOOD BANK PURCHASED \$31,630 WORTH OF FOOD FROM LOCAL GROCERS WHO ARE REPRESENTED ON THE BOARD OF DIRECTORS. THE FOOD BANK ALSO PURCHASED GRAPHICS SERVICES FROM A LOCAL ARTIST WHO IS THE SPOUSE OF A FOOD BANK EMPLOYEE, TOTALING \$3,600.

SCHEDULE A	OTHER INCOME			STATEMENT	8
DESCRIPTION	2006 AMOUNT	2005 AMOUNT	2004 AMOUNT	2003 AMOUNT	
MISCELLANEOUS	10,156.	27,559.	13,718.	11,835.	
TOTAL TO SCHEDULE A, LINE 22	10,156.	27,559.	13,718.	11,835.	

Depreciation and Amortization 990
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return: **MEMPHIS FOOD BANK, INC.**
Business or activity to which this form relates: **FORM 990 PAGE 2**
Identifying number: **62-1340755**

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	125,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	500,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2006 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2008. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special allowance for qualified New York Liberty or Gulf Opportunity Zone property (other than listed property) and cellulosic biomass ethanol plant property placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	153,249.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2007	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B - Assets Placed in Service During 2007 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2007 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (see instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	153,249.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with columns (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost.

25 Special allowance for qualified Gulf Opportunity Zone property placed in service during the tax year and used more than 50% in a qualified business use 25

26 Property used more than 50% in a qualified business use: Table with columns for percentage and other details.

27 Property used 50% or less in a qualified business use: Table with columns for percentage and S/L -.

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with columns (a) through (f) Vehicle and rows 30-36 regarding miles driven and personal use.

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

Table for Section C with rows 37-41 regarding policy statements and requirements for vehicle use.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table for Part VI with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2007 tax year: Table with columns for percentage and other details.

43 Amortization of costs that began before your 2007 tax year 43

44 Total. Add amounts in column (f). See the instructions for where to report 44



The FOOD BANK BOARD OF DIRECTORS July 2007

TOTAL # OF DIRECTORS = 47



Jerry Beck (12/08)
Dir Mkt. & Merchandising
Schnuck Markets, Inc.
1745 Union Ave. 38104
(o) 272-5510 (f) 272-5533
jbeck@schnucks.com

Treasurer
6-30 to
12-31

Greg Campbell (12/07)
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The FOOD BANK BOARD OF DIRECTORS JANUARY 2007



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AMENDED AND RESTATED BYLAWS

OF

MEMPHIS FOOD BANK, INC.

REGISTERED OFFICE AND REGISTERED AGENT

The principal office of Memphis Food Bank, Inc. (the “Corporation”) in State of incorporation is at 239 South Dudley, Memphis, Tennessee 38104. The Registered Agent of the Corporation for service of process is Susan H. Sanford, 239 South Dudley, Memphis, Tennessee 38104.

ARTICLE 11

BOARD OF DIRECTORS

1. Responsibilities. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Without limitation of the generality of the foregoing, The Board of Directors shall have responsibility for planning, corporate policy, supervision of corporate assets and fund raising, reviewing the Bylaws at least every five years, and the employment, supervision and evaluation of the Corporation’s Chief Executive Officer who shall be designated as the Corporation’s President and Chief Executive Officer.

2. Number and Term of Office. The Board of Directors shall consist of a minimum of thirteen (13) members, but no limit as to the maximum number of members, who shall be appointed to three year terms of office and may be eligible for re-appointment for successive three year terms. Each Director shall be elected by the then sitting Board of Directors of the Corporation and hold office until the next election of the Board of Directors and until that Director’s successor shall have been elected. The Chief Executive Officer shall be a non-voting member of the Board of Directors.

3. Nomination of Board Members. Upon resignation of a Director or expiration of a Director's term of office, the Board of Directors shall elect a number at least equal to the number of vacancies occurring.

4. Meeting of the Board. Meetings of the Board shall be held with notice at the time and place designated by the Board of Directors for the purposes of electing officers and conducting such other business as may come before the meeting. Notice may be in writing and delivered via hand delivery or may be transmitted by electronic means or via facsimile or may be oral and delivered telephonically. Meetings of the Board may be conducted in person, telephonically, electronically, via video conferencing or in any combination thereof. The Board, by resolution, may provide for additional meetings which may be held without notice, except to members not present at the time of the adoption of the resolution.

5. Special Meetings. A special meeting of the Board may be called at any time by the Chairman or by any four (4) Directors for any purpose. Such meeting shall be held upon not less than three days notice if given orally, (either by telephone or in person), electronically, or upon not less than ten (10) days of notice given by depositing the notice in the United States mail, postage prepaid. Such notice shall specify the time, place and purposes of the meeting.

6. Action without Meeting. The Board may act without a meeting upon all Board members entitled to vote on the action giving consent in writing to taking such action without a meeting. If such consent is granted, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Board. Such consent may be delivered via facsimile, U.S. Mail, courier or electronic means.

7. Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business which transactions shall require a simple majority vote of those Directors present.

8. Vacancies in Board of Directors. Vacancies in the Board, whether caused by removal, death, mental or physical incapacitation or any other reason, including vacancies caused by an increase in the number of Directors, shall be filled in the same manner as in paragraph 3 of Article II of these Bylaws.

9. Removal. The Board of Directors of the Corporation may remove any Director from the Board, with or without cause, if such action, in the judgment of the Board is in the best

interest of the Corporation. Election to a corporate Directorship shall not in any manner establish or create contract rights.

10. Conflict of Interest. Each Director shall agree, in writing, within sixty (60) days of election to the Board of Directors, to bring any real or perceived conflicts of interest that may arise to the proper level of authority. Any director bringing any real or perceived conflict of interest shall abstain from voting on any matters related to the conflict of interest. Such statement may contain the following:

“I have been informed and I agree to bring to the attention of the proper level of authority any real or perceived conflicts of interest that may arise during the course of my tenure with this organization. Such conflicts include, but are not limited to, personal affiliations, professional affiliations, business dealings, dealings with other boards, and so forth. Additionally, I agree to abide by the direction and decision rendered by the organization.”

ARTICLE III WAIVER OF NOTICE

Any notice required by these Bylaws, the Charter of Incorporation or any amendments thereto, or the law of the State of Tennessee may be waived in writing by a person entitled to notice. The waiver or waivers may be executed either before, at or after the event with respect to which notice is waived. Each Director attending a meeting without protesting the lack of proper notice, prior to the conclusion of the meeting, shall be deemed conclusively to have waived such notice.

ARTICLE IV OFFICERS

1. Election. Yearly the Board shall elect a Chairman, a Treasurer and a Secretary. It may elect such other officers, including one or more Vice Chairman, as it shall deem necessary. One person may hold two or more offices, but no person shall hold the offices of Chairman and Secretary at the same time.

2. Duties and Authority of Chairman. Subject only to the authority of the Board, the Chairman of the Board shall have general charge and supervision over, and responsibility for, the business and affairs of the Corporation. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the Chairman. The Chairman may enter into and execute in the name of the Corporation contracts or other instruments in the regular course of business or contracts or other instruments not in the regular course of business which are authorized, wither generally or specifically by the Board. He shall have the general powers and duties of management usually vested in the office of a Chairman of a corporation.

3. Duties and Authority of Vice Chairman. The Vice Chairman shall perform such duties and have such authority as from time to time may be delegated to him by the Chairman or by the Board. In the event of the absence, death, inability or refusal to act by the Chairman, the Vice Chairman shall perform the duties and be vested with the authority of the Chairman.

4. Duties and Authority of Treasurer. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall perform such other duties and possess such other powers as are incident to that office or as shall be assigned by the Chairman of the Board.

5. Duties and Authority of Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the seal of the Corporation, if there be a seal. The Secretary shall perform such other duties and possess such other powers as are incident to that office or as are assigned by the Chairman of the Board.

6. Removal of Officers. The Board of Directors of the Corporation may remove any officer of the Corporation, with or without cause if such action, in the judgment of that Board, is in the best interest of the Corporation. Election to an office shall not in any manner establish or create contract rights.

ARTICLE V
COMMITTEES

1. Standing Committees. There shall be the following standing committees: Executive, Financial, and Board Development. The Board of Directors may create additional standing or special committees or sub-committees as may be required by the Bylaws or as it may find necessary. Each Director shall serve on at least one standing or special committee. The Chairman of each committee shall be responsible for the recording of the business of the committee and shall cause to be forwarded to the principal office of the Corporation, a correct copy of the proceedings of all committee meetings within two (2) weeks of the adjournment of each committee meeting.

2. Executive Committee. The Chairman, Vice Chairman, Secretary, Treasurer and Chairman of the Finance Committee shall constitute the Executive Committee. The Chairman of the Board shall be the Chairman of this committee. Meetings may be called by the Chairman or by three (3) members of the committee. The Executive Committee shall have and may exercise the powers of the Board of Directors in the interim between Board meetings.

3. Finance Committee. The Finance Committee shall: develop and submit an annual balanced budget for Board adoption; monitor all financial activities of the Corporation in accordance with specific direction of the Board, or in the absence thereof, in accordance with generally acceptable financial procedures; develop an annual forecast of revenues in accordance with the Corporation's goals and objectives; and undertake such other matters, financial in nature, as directed by the Board. The Treasurer shall be the chairperson of the Finance Committee and shall attend all meetings of and supervise the duties and actions of the Finance Committee.

4. Board Development Committee. The Board Development Committee (formerly the Nominating Committee) shall be chaired by the immediate Past Chairman. The committee is responsible for identifying, recruiting and proposing new members to the Board. Additionally,

the committee is responsible for orienting new Board members and providing self-evaluation training.

ARTICLE VI CHIEF EXECUTIVE OFFICER AND PRESIDENT

The Corporation shall have a Chief Executive Officer and President who will serve at the will of the Board of Directors. The Chief Executive Officer shall also be President of the Corporation and shall be responsible for the day to day operation, management and administration of the Corporation. The Chief Executive Officer and President shall have the authority to act on behalf of the Corporation in all matters within the scope of the normal, customary and ordinary course of business of the Corporation; moreover, the Chief Executive Officer and President shall have the authority to contractually bind the Corporation in an amount not to exceed \$20,000.00, without the prior approval of the Board of Directors. The Chief Executive Officer and President shall perform those duties and responsibilities delegated and assigned to him or her by the Board of Directors, any standing or special committees of the Corporation or by the Chairman of the Board. The Chief Executive Officer and President shall have general authority and supervision over the personnel of the Corporation, including the authority to discipline, hire and fire employees of the Corporation.

ARTICLE VII AMENDMENTS TO AND EFFECT OF BYLAWS

1. Force and Effect of Bylaws. These Bylaws are subject to the provisions of the law of the State of Tennessee and the Charter of Incorporation, as it may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the State statutes or the Charter of Incorporation, the provision of the State statutes or the Charter of Incorporation shall govern.

2. Amendments to Bylaws. These Bylaws may be altered, amended or repealed by an affirmative vote of the majority of the entire Memphis Food Bank, Inc. Board.

ARTICLE VIII
FISCAL YEAR

The fiscal year of Memphis Food Bank, Inc. shall be from January 1 through December 31 of each year.

The Amended and Restated Bylaws of Memphis Food Bank, Inc. were adopted at a Board meeting of the Memphis Food Bank, Inc. on the 17 day of October, 2007.

Pat Danehy
Chairman

Carol Prentiss
Secretary