Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE RILEY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
4518 POPLAR SPRINGS DRIVE

City or town, state, and ZIP code
MERIDIAN, MS 39305

A Employer identification number
64-0707746

B Telephone number (see page 10 of the instructions)

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 51,889,371

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2,287,112	2,287,112		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	266,081			
	b	Gross sales price for all assets on line 6a 4,322,477				
	7	Capital gain net income (from Part IV, line 2)		403,281		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	51,584	5,029		
	12	**Total.** Add lines 1 through 11	2,604,777	2,695,422		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	489,065	108,401		305,947
	14	Other employee salaries and wages	50,784	5,078		38,088
	15	Pension plans, employee benefits	202,882	34,784		127,131
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	17,000	4,250		4,257
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	53,036			6,936
	19	Depreciation (attach schedule) and depletion	110,543			
	20	Occupancy	70,395	13,087		44,281
	21	Travel, conferences, and meetings	3,218	88		2,998
	22	Printing and publications				
	23	Other expenses (attach schedule)	145,067	49,982		63,312
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,141,990	215,670		592,950
	25	Contributions, gifts, grants paid	937,498			726,163
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,079,488	215,670		1,319,113
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	525,289			
	b	**Net investment income** (if negative, enter -0-)		2,479,752		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,035,454	2,858,466	2,858,466
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	4,436	3,405	3,405
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	28,475,795	34,988,348	34,988,348
	c	Investments—corporate bonds (attach schedule)	6,562,666	10,274,167	10,274,167
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	152,305	178,954	178,954
	14	Land, buildings, and equipment basis ▶ 3,676,397 Less accumulated depreciation (attach schedule) ▶ 1,091,767	2,904,829	2,584,630	3,586,031
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	40,135,485	50,887,970	51,889,371
Liabilities	17	Accounts payable and accrued expenses	12,222	7,404	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	12,222	7,404	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	40,123,263	50,880,566	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	40,123,263	50,880,566	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	40,135,485	50,887,970	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	40,123,263
2	Enter amount from Part I, line 27a	2	525,289
3	Other increases not included in line 2 (itemize) ▶	3	10,232,014
4	Add lines 1, 2, and 3	4	50,880,566
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	50,880,566

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	403,281
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,910,827	46,249,152	0 041316
2007	4,458,046	57,057,152	0 078133
2006	4,686,925	54,098,971	0 086636
2005	7,781,719	57,382,430	0 135612
2004	3,518,905	58,691,032	0 059956

2	**Total** of line 1, column (d).	2	0 401653
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 080331
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	40,518,309
5	Multiply line 4 by line 3.	5	3,254,876
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	24,798
7	Add lines 5 and 6.	7	3,279,674
8	Enter qualifying distributions from Part XII, line 4.	8	1,320,792

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	49,595
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	49,595
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	49,595
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	53,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	53,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,405
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 3,405	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW RILEYFOUNDATION ORG

14 The books are in care of ▶BECKY FARLEY Telephone no ▶(601) 481-1430

Located at ▶4518 POPLAR SPRINGS DRIVE MERIDIAN MS ZIP+4 ▶39305

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of 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 and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	38,777,979
b	Average of monthly cash balances	1b	2,046,522
c	Fair market value of all other assets (see page 24 of the instructions)	1c	310,838
d	**Total** (add lines 1a, b, and c)	1d	41,135,339
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	41,135,339
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	617,030
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	40,518,309
6	**Minimum investment return.** Enter 5% of line 5	6	2,025,915

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	2,025,915
2a	Tax on investment income for 2009 from Part VI, line 5	2a	49,595		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	49,595
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,976,320
4	Recoveries of amounts treated as qualifying distributions			4	46,555
5	Add lines 3 and 4			5	2,022,875
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,022,875

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,319,113
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	1,679
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,320,792
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,320,792

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,022,875
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005. 3,206,726				
c From 2006. 2,034,825				
d From 2007. 1,694,686				
e From 2008.				
f **Total** of lines 3a through e.	6,936,237			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,320,792				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2009 distributable amount.				1,320,792
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009	702,083			702,083
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,234,154			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	6,234,154			
10 Analysis of line 9				
a Excess from 2005. 2,504,643				
b Excess from 2006. 2,034,825				
c Excess from 2007. 1,694,686				
d Excess from 2008.				
e Excess from 2009.				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

BECKY FARLEY
4518 POPLAR SPRINGS DRIVE
MERIDIAN, MS 39305
(601) 481-1430

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

FOUNDATION APPLICATIONS PROVIDED UPON REQUEST

c Any submission deadlines

NONE

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

LAUDERDALE COUNTY MISSISSIPPI

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				726,163
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				2,597,116

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,287,112	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	5,029	
8 Gain or (loss) from sales of assets other than inventory			18	266,081	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a REFUND OF GR				46,555	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,604,777	

13 Total. Add line 12, columns (b), (d), and (e) 13 2,604,777

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
11a	THE REFUNDS ARE USED TO MAKE GRANTS AND DISTRIBUTIONS

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2010-05-11	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ▶ ☑	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Preparer's Signature ▶		2010-05-11		
Firm's name (or yours if self-employed), address, and ZIP code ▶	COLEMAN & CO P O BOX 3629 MERIDIAN, MS 39303		EIN ▶ Phone no (601) 693-6917	

Additional Data

Software ID: 09000039
Software Version: 2009V1.0
EIN: 64-0707746
Name: THE RILEY FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
BRISTOL MEYERS SETTLEMENT	P	2008-12-31	2009-01-28
UST 10000 SHARES COMMON	P	2000-03-16	2009-01-06
TYCO SETTLEMENT	P	2008-12-31	2009-03-10
SEC V QUEST SETTLEMENT	P	2008-12-31	2009-03-10
UNUM GROUP 10000 SHARES COMMON	P	2009-03-16	2009-03-17
ATT WIRELESS SETTLEMENT	P	2008-12-31	2009-05-11
PETROCHINA 2000 SHARES COMMON	P	2004-02-12	2009-05-18
CORTS XEROX 2000 SHARES PREFERRED	P	2004-04-12	2009-05-26
CORTS XEROX 1000 SHARES PREFERRED	P	2004-04-20	2009-05-28
JP MORGAN 10000 SHARES PREFERRED	P	2008-10-09	2009-05-26
CITIGROUP 100000 CORPORATE BOND	P	2008-12-31	2009-06-08
JP MORGAN 800 SHARES PREFERRED	P	2008-08-14	2009-06-02
CITIGROUP 10000 SHARES PREFERRED	P	2007-11-19	2009-06-03
FIFTH THIRD 4000 SHARES PREFERRED	P	2008-04-30	2009-06-05
CORTS XEROX 17000 SHARES PREFERRED	P	2004-04-20	2009-06-03
PURDENTIAL 4000 SHARES PREFERRED	P	2008-06-24	2009-06-08
RF MICRO 15 SHARES COMMON	P	2007-04-19	2009-07-16
IPC HOLDING 39561 SHARES COMMON	P	2006-01-11	2009-07-27
UMUN PROVIDENT SETTLEMENT	P	2008-12-31	2009-08-27
REMINGTON 550000 CORPORATE BOND	P	2005-02-25	2009-08-07
GRANT PARK 99941 SHARES MUTUAL FUND	P	2007-08-17	2009-09-01
MERCK CO FRACTION SHARES COMMON	P	2009-04-17	2009-11-05
SCHERING 15000 SHARES COMMON	P	2007-04-17	2009-11-13
REVLON 100000 CORPORATE BOND	P	2008-12-31	2009-12-24
NEOGEN FRACTION SHARES COMMON	P	2008-12-31	2009-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
328			328
695,000		193,249	501,751
485			485
25			25
108,075		115,581	-7,506
41			41
215,473		102,189	113,284
41,999		54,685	-12,686
20,800		27,216	-6,416
243,494		246,000	-2,506
100,000		93,750	6,250
19,689		20,000	-311
214,461		250,000	-35,539
77,591		100,000	-22,409
346,203		461,612	-115,409
92,537		100,000	-7,463
56,843		99,356	-42,513
1,150,883		1,133,233	17,650
4,860			4,860
550,000		544,062	5,938
123,787		100,000	23,787
16		14	2
157,500		179,246	-21,746
102,375		99,000	3,375
12		3	9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
WILLIAM G RILEY 4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305	CHAIRMAN 30	106,738	43,074	0
I A ROSENBAUM 4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305	PRESIDENT 30	106,739	27,051	0
BOB DEEN 4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305	VICE PRES 30	106,738	42,593	0
BECKY FARLEY 4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305	EXEC DIRECTOR 40	79,350	35,507	0
TOMMY DULANEY BOX 2929 MERIDIAN, MS 39302	DIRECTOR 6	14,250	0	0
RICHARD F RILEY JR 3000 K ST NW WASHINGTON, DC 20007	DIRECTOR 5	12,000	0	0
GAIL W RILEY 7642 STOCKTON AVE EL CERRITO, CA 94530	DIRECTOR 5	11,500	0	0
MALCOLM POTERA 401 QUEEN CITY AVENUE TUSCALOOSA, AL 35401	DIRECTOR 5	12,000	0	0
MARTY DAVIDSON BOX 3804 MERIDIAN, MS 39303	DIRECTOR 8	16,250	0	0
MARY ANN RILEY 1805 36TH ST MERIDIAN, MS 39305	DIRECTOR 5	12,000	0	0
EDWIN DOWNER 7642 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305	DIRECTOR 5	11,500	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN RED CROSS KEY CHAPTER1711 24TH AVE Meridian, MS 39301			SUMMER WORK PROG	6,500
ASSOC OF SMALL FOUNDATIONS 33 WILD BERRY LANE Underhill, VT 05489			SUPPORT	495
BEST OF BOTH WORLDS8364 HAM ROAD Meridian, MS 39305			SUPPORT	75,000
BOYS AND GIRLS CLUB OF LAUD 1717 45TH AVE Meridian, MS 39307			SUMMER WORK PROG	4,000
BOYS AND GIRLS CLUB OF LAUD 1717 45TH AVE Meridian, MS 39307			CONTRIBUTION	10,000
CARE LODGE DOMESTIC VIOLENCEP O BOX 5331 Meridian, MS 39302			SUMMER WORK PROG	4,500
BOYS SCOUTS OF AMERICA NTL COU2401 9TH STREET Meridian, MS 39301			REHABILITATION OFLAKE FRANKWILLIAMS	20,000
CITY OF MERIDIANP O BOX 1430 Meridian, MS 39302			SUMMER WORK PROG	4,000
COMMUNITY FDN OF EAST MSP O BOX 865 Meridian, MS 39302			ENDOWMENT	100,000
COMMUNITY FDN OF EAST MSP O BOX 865 Meridian, MS 39302			ARTS ENDOWMENT	2,500
COMMUNITY FDN OF EAST MSP O BOX 865 Meridian, MS 39302			SUMMER WORK PROG	4,600
COMMUNITY OF HOPE TUTORING 812 28TH AVE Meridian, MS 39301			SUMMER WORK PROG	4,200
COMMUNITY OF HOPE TUTORING 812 28TH AVE Meridian, MS 39301			SUPPORT	15,000
EAST MS BUSINESS DEV FDN1901 FRONT STREET STE A Meridian, MS 39301			COMMUNITYBRANDPRINT	92,390
EAST MS BUSINESS DEV FDN1901 FRONT STREET STE A Meridian, MS 39301			SUMMER WORK PROG	4,000
Total . . . . ▶ **3a**				726,163

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EAST MS BUSINESS DEV FDN1901 FRONT STEET STE A Meridian, MS 39301			SUPPORT	1,000
LAUDERDALE CO YOUTH LEADERSHIP410 CONSTITUTION AVE Meridian, MS 39301			LEADERSHIPLAUDERDALE	3,500
HABITAT FOR HUMANITY1001 29TH AVE Meridian, MS 39301			SUMMER WORK PROG	6,000
LAUDERDALE CO SCHOOL SYSTEM P O BOX 5498 Meridian, MS 39302			PERFORMING ARTS	500
MERIDIAN ART ASSOCIATION628 25TH AVE Meridian, MS 39301			SUPPORT	10,000
MERIDIAN ART ASSOCIATION628 25TH AVE Meridian, MS 39301			FURNITURE ANDPAINTING	2,500
MERIDIAN COMMUNITY COLLEGE 910 HWY 19 NORTH Meridian, MS 39307			ENDOWMENT	5,000
MERIDIAN COMMUNITY COLLEGE 910 HWY 19 NORTH Meridian, MS 39307			TUTION GUARANTEE	15,000
MERIDIAN COMMUNITY COLLEGE 910 HWY 19 NORTH Meridian, MS 39307			SCHOLARSHIP FUND	1,000
MERIDIAN SYMPHONY ASSOCIATIONP O BOX 2171 Meridian, MS 39302			PRODUCTION	5,000
MERIDIAN LAUDERDALE LIBRARY 2517 7TH STREET Meridian, MS 39301			SUMMER WORK PROG	4,000
ALDERSGATE PERSONAL CARE 6600 POPLAR SPRINGS DRIVE Meridian, MS 39305			SUMMER WORK PROG	4,000
MERIDIAN JUNIOR MS PROGRAMP O BOX 582 Meridian, MS 39302			SUMMER WORK PROG	4,000
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			SUMMER LEADERSHIPCAMP	148,791
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			SUMMER WORK PROG	6,500
Total . . . . ▶ **3a**				726,163

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			TICKETS FOR BOYSAND GIRLS CLUB	300
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			STUDENTINTERNSHIP PROG	17,500
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			NEWBERRY PROPERTY	12
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			SCHOLARSHIPADVERTISING	15,000
MS CENTER FOR NONPROFITS612 NORTH STATE STREET STE B Jackson, MS 39202			WORKSHOP	5,000
MULTI COUNTY COMMUNITY SERVICE2900 ST PAUL STREET Meridian, MS 39301			SUMMER WORK PROG	4,187
SOUTHEASTERN COUNCIL OF FDNS50 HURT PLAZA STE 350 Atlanta, GA 30303			SUPPORT	5,888
STATE GAMES OF MISSISSIPPIP O BOX 5866 Meridian, MS 39302			SUMMER WORK PROG	4,000
THE HOUSING AUTH OF MERIDIAN 2423 E STREET Meridian, MS 39302			SUMMER WORK PROG	4,000
UNITED WAY OF EAST MS WEST AL 2003 23RD AVE Meridian, MS 39301			ENDOWMENT	84,000
UNITED WAY OF EAST MS WEST AL 2003 23RD AVE Meridian, MS 39301			SUMMER WORK PROG	4,800
UNITED WAY OF EAST MS WEST AL 2003 23RD AVE Meridian, MS 39301			SUPPORT	15,000
WESLEY HOUSE COMMUNITY CENTER1520 8TH AVE Meridian, MS 39301			PLAYGROUND	2,500
Total . . . . ▶ **3a**				726,163

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
UNITED WAY OF EAST MS WEST AL 2003 23RD AVE Meridian, MS 39301			ENDOWMENT	90,116
COMMUNITY FDN OF EAST MSP O BOX 865 Meridian, MS 39302			ENDOWMENT	100,000
MERIDIAN EQUINE THERAPY CENTER1000 HWY 19 N Meridian, MS 39307			RIDING PROGRAM	10,000
MERIDIAN SYMPHONY ASSOCIATIONP O BOX 2171 Meridian, MS 39302			PRODUCTION	12,000
MISSISSIPPI ARTS COMMISSION 501 NORTH WEST ST STE 1101A Jackson, MS 39201			SUMMER INSTITUTE	50,000
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			STUDENTINTERNSHIP PROG	35,000
MS STATE UNIVERSITY FOUNDATIONP O BOX 6149 Mississippi State, MS 39762			RENOVATION OFNEWBERRY BUILDING	2,000,000
MS STATE UNIVERSITY FOUNDATIONP O BOX 6149 Mississippi State, MS 39762			SCHOLARSHIP PROG	300,000
Total . . . . ▶ **3b**				2,597,116

TY 2009 Accounting Fees Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MONTHLY ACCOUNTING	5,000	1,250	0	1,257
IRS FILINGS	3,000	750	0	750
FINANCIAL AUDIT	9,000	2,250	0	2,250

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2000-06-18	3,066,860	651,712	SL	40	76,672			
BUILDING ADDITION	2001-06-14	13,858	2,596	SL	40	346			
OFFICE EQUIPMENT	1999-12-31	14,713	14,713	SL	5				
OFFICE EQUIPMENT	2000-12-31	16,826	16,826	SL	5				
PROJECTOR	2001-08-16	4,815	4,815	SL	7				
COMPUTER	2001-08-16	2,107	2,107	SL	5				
NOTEBOOK	2002-12-13	2,046	2,046	SL	5				
OFFICE EQUIPMENT	2003-12-31	34,674	34,674	SL	5				
OFFICE EQUIPMENT	2004-12-31	6,611	5,993	SL	5	618			
COMPUTER	2005-09-13	2,532	1,645	SL	5	506			
OFFICE EQUIPMENT	2006-12-31	2,893	1,536	SL	5	579			
GRANT SOFTWARE	2007-07-16	15,579	4,674	SL	5	3,116			
PAINTINGS	1999-12-31	1,800	1,755	SL	10	45			
FURNISHINGS	2000-06-17	265,806	225,576	SL	10	26,582			
FURNISHINGS	2000-06-17	3,387	3,387	SL	5				
FURNISHINGS	2002-12-31	7,575	4,612	SL	10	758			
FURNISHINGS	2005-12-31	6,561	2,206	SL	10	656			
COMPUTER	2008-01-03	1,419	284	SL	5	284			
COMPUTER	2008-09-11	1,343	67	SL	5	269			
LAPTOP	2009-09-01	1,679		SL	5	112			

TY 2009 Investments Corporate Bonds Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Name of Bond	End of Year Book Value	End of Year Fair Market Value
REMINGTON ARMS 550,000		
AMKOR TECH 200,000	205,000	205,000
STANDARD PACIFIC 250,000	248,750	248,750
GOODYEAR TIRE 700,000	723,625	723,625
FAIRFAX FINL 400,000	413,000	413,000
AMROR TECH 300,000	304,875	304,875
UNITED RENTALS 500,000	452,500	452,500
TOUSA INC 250,000	11,250	11,250
CASE CORP NOTES 213,000	210,337	210,337
CITIZENS UTILITIES 250,000	205,625	205,625
LUCENT TECH 650,000	462,313	462,313
LAND O LAKES 750,000	660,000	660,000
CIT GROUP 29,334	26,254	26,254
FREMONT GEN CORP 250,000	96,250	96,250
CIT GROUP 100,000		
REVLON CONS PROD 100,000		
VOUGHT AIRCRAFT 500,000	493,125	493,125
PLY GEM INDS 100,000	84,000	84,000
SIRIUS SATELLITE 100,000	99,500	99,500
RITE AID CORP 100,000	87,750	87,750
VERISON NEW ENG 200,000	208,013	208,013
NEXTEL COMM 200,000	186,750	186,750
CENTURY TEL 100,000	101,375	101,375
GREENBRIER COMM 500,000	413,125	413,125
RADIAN GROUP 100,000	62,875	62,875
AUTOZONE INC 100,000	106,094	106,094
GENERAL ELECTRIC CORP 250,000	245,911	245,911
PRUDENTIAL FINANCIAL 200,000	200,479	200,479
CATERPILLAR FIN SER 100,000	92,715	92,715
FORTUNE BRANDS 100,000	189,110	189,110
BANK OF AMERICA 30,000	27,582	27,582
WEYERHAUSER CO 100,000	88,664	88,664
BANK OF AMERICA 100,000	93,104	93,104
BANK OF AMERICA 51,000	46,702	46,702
MERRILL LYNCH 100,000	90,021	90,021
CENTRAL PARKING 25,000	15,170	15,170
FOREST CITY ENT 200,000	150,800	150,800
COMCAST CORP 100,000	100,160	100,160
CITIGROUP CAP 250,000		
WASHINGTON MUTUAL 265,000	238,500	238,500
UNION PLANTERS 100,000	99,851	99,851
GENERAL ELECTRIC 100,000	106,308	106,308
AMERICAN EXPRESS 50,000	54,134	54,134
DOW CHEMICAL 100,000	100,987	100,987
FIFTH THIRD CAP 100,000		
MORGAN STANLEY 200,000	194,450	194,450
DOW CHEMICAL 50,0000	50,443	50,443
ALCOA INC 50,0000	52,552	52,552
BANK OF AMERICA MEDIUM 100,000	98,009	98,009
FREEPORT MCMORAN 50,0000	54,750	54,750
XEROX CAPITAL 500,000	495,000	495,000
CITIGROUP INC 300,000	257,277	257,277
FIFTH THIRD BANCORP 103,000	97,931	97,931
STANLEY WORKS 100,000	89,000	89,000
JP MORGAN CHASE 300,000	309,438	309,438
WACHOVIA CAPTL 350,000	267,750	267,750
CVS CAREMARK 100,000	86,250	86,250
WPS RESOURCES 100,000	83,500	83,500
FPL GROUP CAP 70,000	65,450	65,450
PRUDENTIAL FNL 115,000	121,900	121,900
CIT GROUP 48,891	43,024	43,024
CIT GROOUP 19,556	18,236	18,236
CIT GROUP 29,334	27,244	27,244
CIT GROUP 68,448	59,379	59,379

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132002100

TY 2009 Investments Corporate Stock Schedule

Name: THE RILEY FOUNDATION
EIN: 64-0707746

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GRANT PARK FUT FUND 99941 SHS		
TEMPLETON FUND 119439 SHS	782,323	782,323
PIMCO SHORT TERM 7429 SHS	72,957	72,957
WISDOM TREE 2500 SHS	102,550	102,550
ALLIANCEBER INTL 17026 SHS	239,720	239,720
AMERICAN EUROPAC 15885 SHS	609,049	609,049
ALTRIA GROUP 5000 SHS COMMON	98,150	98,150
CORPORATE EX 2500 SHS COMMON	57,050	57,050
CYBERSOURCE 10000 SHS COMMON	201,100	201,100
DUKE REALTY 12500 SHS COMMON	152,125	152,125
KRAFT FOODS 3460 SHS COMMON	94,043	94,043
ORACLE 10000 SHS COMMON	245,300	245,300
PUBLIC STO 5000 SHS COMMON	407,250	407,250
REALTY INC 10000 SHS COMMON	259,100	259,100
WEINGARTEN 13500 SHS COMMON	267,165	267,165
CBL 10000 SHS PFD	204,000	204,000
PARKWAY PROP 10000 SHS PFD	226,800	226,800
RENAISSANCE 10000 SHS PFD	195,700	195,700
BHP BILLITON 5000 SHS COMMON	382,900	382,900
COMCAST 1500 SHS COMMON	24,015	24,015
COMPASS MIN 5000 SHS COMMON	335,950	335,950
CONVERSE TEC 10000 SHS COMMON	94,500	94,500
DELL INC 10000 SHS COMMON	143,600	143,600
DIRECTV GROUP 5000 SHS COMMON	166,750	166,750
DWS DREMAN 5000 SHS COMMON	60,350	60,350
HUGOTON ROY 6000 SHS COMMON	96,480	96,480
MONTPELIER 15500 SHS COMMON	268,460	268,460
NORFOLK 5000 SHS COMMON	262,100	262,100
NUCOR 2000 SHS COMMON	93,300	93,300
PERMIAN BASIN 4200 SHS COMMON	60,648	60,648
REPUBLIC AIR 10000 SHS COMMON	73,800	73,800
RF MICRO 15000 SHS COMMON		
VERIZON 10000 SHS COMMON	331,300	331,300
FAIRPOINT 188 SHS COMMON	6	6
BARCLAYS 8000 SHS PFD	176,720	176,720
EAGLE HOSP 8000 SHS PFD	2,000	2,000
ENTERTAIN PR 10000 SHS PFD	202,999	202,999
FELCOR LOD 10000 SHS PFD	107,699	107,699
GMX RES 4000 SHS PFD	94,800	94,800
LEXINGTON RLTY 10000 SHS PFD	182,400	182,400
NATL RETAIL 4000 SHS PFD	96,240	96,240
PARKWAY PROP 10000 SHS PFD	226,800	226,800
SL GREEN 10000 SHS PFD	229,400	229,400
SUNSTONE HOTEL 10000 SHS PFD	231,900	231,900
ENERGY TRANS 7400 SHS COMMON	332,778	332,778
EXXON 6000 SHS COMMON	409,140	409,140
HALLIBURTON 4000 SHS COMMON	120,360	120,360
MARATHON OIL 8000 SHS COMMON	249,760	249,760
PETROCHINA 2000 SHS COMMMON		
SPECTRA 5000 SHS COMMON	102,550	102,550
SUNOCO 7500 SHS COMMON	501,675	501,675
TC PIPELINES 7500 SHS COMMON	276,300	276,300
CEMEX 10146 SHS COMMON	119,926	119,926
HUNTSMAN 30000 SHS COMMON	338,700	338,700
METAL MGT 20500 SHS COMMON	399,750	399,750
SINOPEC 1000 SHS COMMON	39,100	39,100
WEYERHAEUSE 5000 SHS COMMON	215,700	215,700
AVERY DENN 5000 SHS COMMON	182,450	182,450
C&D TECH 5000 SHS COMMON	7,750	7,750
EMERSON ELEC 6000 SHS COMMON	255,600	255,600
GEN ELEC 15000 SHS COMMON	226,950	226,950
L 3 COMMUN 2000 SHS COMMON	173,900	173,900
LOCKHEED 5000 SHS COMMON	376,750	376,750
MACQUARIE 2000 SHS COMMON	24,560	24,560
MASCO 14000 SHS COMMON	193,340	193,340
RAYTHEON 10000 SHS COMMON	515,200	515,200
UPS 5000 SHS COMMON	286,850	286,850
WASTE MGT 10000 SHS COMMON	338,100	338,100
GEN PARTS 10000 SHS COMMON	379,600	379,600
HOME DEPOT 5000 SHS COMMON	144,650	144,650
SHERWIN WILL 5000 SHS COMMON	308,250	308,250
ALTRIA GROUP 15000 SHS COMMON	294,450	294,450
BROWN FORMAN 7500 SHS COMMON	401,775	401,775
COCA COLA 5000 SHS COMMON	285,000	285,000
KRAFT FOODS 5380 SHS COMMON	146,228	146,228
PROC GAMBLE 2200 SHS COMMON	133,386	133,386
RITE AID 20000 SHS COMMON	30,200	30,200
SANDERSON 5000 SHS COMMON	210,800	210,800
SUPERVALU 11485 SHS COMMON	145,974	145,974
SYSCO 4000 SHS COMMON	111,760	111,760
UST 10000 SHS COMMON		
UNILEVER 9000 SHS COMMON	287,100	287,100
WAL MART 6000 SHS COMMON	320,700	320,700
ABBOTT LAB 2000 SHARES	107,980	107,980
BRIST MYER 1000 SHS COMMON	25,250	25,250
HEALTH MGT 10000 SHS COMMON	72,700	72,700
JOHN & JOHN 10000 SHS COMMON	644,100	644,100
MEDTRONIC 4500 SHS COMMON	197,910	197,910
NEOGEN 14062 SHS COMMON	332,004	332,004
PFIZER 15000 SHS COMMON	272,850	272,850
SCH PLOUGH 15000 SHS COMMON		
XL CAPITAL 11466 SHS COMMON	210,172	210,172
AM EXPRESS 5000 SHS COMMON	202,600	202,600
BK OF AMERICA 8000 SHS COMMON	120,480	120,480
W R BERKELY 4500 SHS COMMON	110,880	110,880
CITIGROUP 10000 SHS COMMON	33,100	33,100
JPMORGAN 10000 SHS COMMON	416,700	416,700
MARSH ILS 23377 SHS COMMON	127,405	127,405
REGIONS 6346 SHS COMMON	33,570	33,570
TRUSTMARK 10000 SHS COMMON	225,400	225,400
WASH MUT 5000 SHS COMMON	698	698
WELLS FARGO 12000 SHS COMMON	323,880	323,880
CISCO SYS 3000 SHS COMMON	71,820	71,820
MICROSOFT 16500 SHS COMMON	502,920	502,920
MOTOROLA 5000 SHS COMMON	38,800	38,800
TRIMBLE 24900 SHS COMMON	627,480	627,480
PT INDOSAT 5000 SHS COMMON	125,550	125,550
AMERIGAS 10000 SHS COMMON	393,300	393,300
ATMOS 10000 SHS COMMON	294,000	294,000
DUKE ENERGY 10000 SHS COMMON	172,100	172,100
SOUTHERN CO 10000 SHS COMMON	333,200	333,200
ALLIED EN 40000 SHS COMMON	5,900	5,900
KAYNE AND 5122 SHS CLOSED END	118,317	118,317
IPC HOLDING 39561 SHS PFD		
XL CAPITAL 17000 SHS PFD		
ALEXANDRIA REAL 10000 SHS PFD	252,300	252,300
BANCORPSOUTH 28000 SHS PFD	732,200	732,200
BARCLAYS 20000 SHS PFD	476,600	476,600
CIT GROUP 11000 SHS PFD		
CORP BKD 20000 SHS PFD	357,780	357,780
CORTS JC PENNEY 13000 SHS PFD	283,660	283,660
CORTS XEROX 20000 SHS PFD		
CORTS UNUMPROV 4000 SHS PFD	93,600	93,600
CORTS US WEST 40500 SHS PFD	832,275	832,275
CORTS AON CAP 8300 SHS PFD	204,180	204,180
GMAC LLC 33000 SHS PFD	624,360	624,360
GEN MOTORS 20000 SHS PFD	107,000	107,000
METLIFE 11000 SHS PFD		
PARKWAY PROP 30000 SHS PFD	680,400	680,400
PHOENIX CO 20000 SHS PFD	369,000	369,000
PUB STORAGE 6000 SHS PFD	153,420	153,420
AMERICAN NEW WORLD 3560 SHS		
PHILIP MORRIS 5000 SHS COMMON	240,950	240,950
PACCAR 2500 SHS COMMON	90,675	90,675
UNITEDHEALTH 5000 SHS COMMON	152,400	152,400
HSBC HOLDING 2000 SHS PFD	52,200	52,200
JPMORGAN CHASE 800 SHS PFD		
GRACE ACQ 10000 SHS PFD		
SCHLUMBERGER LTD 1000 SHS COM		
UNITED TECH 2000 SHS COMMON		
DR PEPPER 3600 SHS COMMON		
GLENWORTH FINL 17000 SHS COMM		
CISCO 3000 SHS COMMON		
METLIFE 2689 SHS COMMON		
RESEARCH 2000 SHS COMMON		
VISA 500 SHS COMMON		
PHILIP MORRIS 15000 SHS COMM		
STRYKER 2500 SHS COMMON		
AMERICAN ELEC 10000 SHS PFD	280,900	280,900
AVERY DENISON 13000 SHS PFD		
BANK OF AMERICA 10000 SHS PFD		
PF MORGAN 10000 SHS PFD		
PRUDENTIAL 4000 SHS PFD		
FPL GROUP CAP 1000 SHS PFD	28,790	28,790
AMERICAN NEW WORLD 3604 SHS	170,105	170,105
ALTRIA GROUP 12000 SHS COMM	235,560	235,560
APACHE CORP 2000 SHS COMM	206,340	206,340
ASTRAZENECA PLC 5800 SHS COMM	272,252	272,252
HOSPIRA INC 7300 SHS COMM	372,300	372,300
GRACE ACQ 10000 SHS PFD	3,000	3,000
AVERY DENNISON 13000 SHS PFD	503,100	503,100
BANK OF AMERICA 10000 SHS PFD	241,700	241,700
SCHLUMBERGER LTD 1000 SHS COM	65,090	65,090
CATERPILLAR INC 10000 SHS COM	569,900	569,900
UNITED TECH 5000 SHS COMMON	138,820	138,820
YUM BRANDS 10000 SHS COMMON	349,700	349,700
DR PEPPER 3600 SHS COMMON	101,880	101,880
KELLOG 10000 SHS COMMON	532,000	532,000
PHILIP MORRIS 15000 SHS COMM	722,850	722,850
MERCK 8650 SHS COMMON	316,071	316,071
STRYKER 2500 SHS COMMON	125,925	125,925
GENWORTH FINL 10000 SHS COMM	192,950	192,950
METLIFE 5923 SHS COMMON	209,378	209,378
RESEARCH IN MOT 2000 SHS COM	135,080	135,080
VISA INC 500 SHS COMMON	43,730	43,730
AT&T INC 10000 SHS COMMON	280,300	280,300

TY 2009 Investments - Other Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ABITIBI INTERNATONAL BOND 400000		60,500	60,500
ALTERNATIVE INVESTMENT		23,069	23,069
ACCRUED INTEREST		95,385	95,385

TY 2009 Land, Etc. Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	203,313		203,313	203,313
BUILDING AND ADDITIONS	3,080,718	731,326	2,349,392	3,080,718
OFFICE EQUIPMENT	107,237	94,864	12,373	34,000
FURNISHINGS	285,129	265,577	19,552	268,000

TY 2009 Other Decreases Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description	Amount
UNREALIZED GAINS	10,232,014

TY 2009 Other Expenses Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	36,760	36,760	0	0
INSURANCE	48,003	12,001	0	12,001
OFFICE SUPPLIES	14,572	0	0	12,900
DUES AND SUBSCRIPTIONS	3,966	0	0	1,485
POSTAGE	800	0	0	641
TELEPHONE	12,205	1,221	0	8,638
PROGRAM EXPENSE	27,657	0	0	27,647
PARTNERSHIP LOSS	1,104	0	0	0

TY 2009 Other Income Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	5,029	5,029	0
GRANT REFUND	46,555	0	0

TY 2009 Taxes Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAX	3,441	0	0	6,936
EXCISE TAX ON INVEST	49,595	0	0	0