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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

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 MADDOX FOUNDATION		A Employer identification number 64-0917900
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (662) 449-3699
	City or town, state, and ZIP code HERNANDO, MS 38632		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 41,448,578. (Part I, column (d) must be on cash basis)		J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4,160.	4,160.		STATEMENT 1
	4 Dividends and interest from securities	124,851.	124,851.		STATEMENT 2
	5a Gross rents	258,986.	405,946.		STATEMENT 3
	b Net rental income or (loss)	258,986.			
	6a Net gain or (loss) from sale of assets not on line 10	-104,877.			
	b Gross sales price for all assets on line 6a	214,880.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
11 Other income	-320,725.	-359,852.		STATEMENT 4	
12 Total. Add lines 1 through 11	-37,605.	175,105.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	365,290.	16,719.		345,741.
	14 Other employee salaries and wages	172,133.	0.		172,133.
	15 Pension plans, employee benefits	109,982.	0.		109,982.
	16a Legal fees STMT 5	139,770.	0.		139,770.
	b Accounting fees STMT 6	26,989.	0.		26,989.
	c Other professional fees STMT 7	3,142.	0.		3,142.
	17 Interest				
	18 Taxes STMT 8	-60,726.	3,971.		0.
	19 Depreciation and depletion	46,874.	0.		
	20 Occupancy	102,546.	0.		102,546.
	21 Travel, conferences, and meetings	23,092.	0.		23,092.
	22 Printing and publications				
	23 Other expenses STMT 9	1,625,231.	65,941.		8,784.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,554,323.	86,631.		932,179.
	25 Contributions, gifts, grants paid	227,888.			227,888.
26 Total expenses and disbursements. Add lines 24 and 25	2,782,211.	86,631.		1,160,067.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,819,816.				
b Net investment income (if negative, enter -0-)		88,474.			
c Adjusted net income (if negative, enter -0-)			N/A		

20

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5.	4.	4.
	2 Savings and temporary cash investments	1,198,317.	665,893.	665,893.
	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			
	7 Other notes and loans receivable ▶ 1,388,350.	STATEMENT 11		
	Less: allowance for doubtful accounts ▶	1,388,350.	1,388,350.	1,388,350.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 12	1,757,939.	1,757,940.	1,056,292.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶ 1,458,611.		
Less accumulated depreciation ▶ 614,511.		857,975.	844,100.	844,100.
12 Investments - mortgage loans				
13 Investments - other STMT 13		18,786,344.	18,173,455.	35,649,985.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 14)		117,064.	1,843,954.	1,843,954.
16 Total assets (to be completed by all filers)		24,105,994.	24,673,696.	41,448,578.
17 Accounts payable and accrued expenses		8,759.		
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable STMT 15	622,208.	607,109.	
	22 Other liabilities (describe ▶ STATEMENT 16)	37,078.	13,949.	
	23 Total liabilities (add lines 17 through 22)	668,045.	621,058.	
	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	23,437,949.	24,052,638.		
30 Total net assets or fund balances	23,437,949.	24,052,638.		
31 Total liabilities and net assets/fund balances	24,105,994.	24,673,696.		

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	23,437,949.
2 Enter amount from Part I, line 27a	2	-2,819,816.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	3,434,505.
4 Add lines 1, 2, and 3	4	24,052,638.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,052,638.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 214,880.		319,757.	-104,877.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-104,877.

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 **-104,877.**

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).
If (loss), enter -0- in Part I, line 8 } 3 **N/A**

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 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	5,528,722.	62,453,236.	.088526
2007	8,875,874.	104,342,456.	.085065
2006	8,712,207.	101,480,232.	.085851
2005	7,675,619.	99,500,534.	.077141
2004	6,264,056.	100,086,448.	.062586

2 Total of line 1, column (d) 2 **.399169**

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 **.079834**

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 **39,996,587.**

5 Multiply line 4 by line 3 5 **3,193,088.**

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 **885.**

7 Add lines 5 and 6 7 **3,193,973.**

8 Enter qualifying distributions from Part XII, line 4 8 **2,676,567.**

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,769.
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	1,769.
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	1,769.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	25,202.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	35,202.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	33,433.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 33,433. Refunded <input type="checkbox"/> 0.	11		0.

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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 instructions)	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► WWW.MADDOXFOUNDATION.ORG

14 The books are in care of ► NICOLE SATCHFELD Telephone no. ► 662-449-3699
 Located at ► 180 WEST COMMERCE STREET, HERNANDO, MS ZIP+4 ► 38632

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 | N/A

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____, _____, _____		
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 instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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?		X

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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)?

☐ 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 instructions)?

N/A

▶ ☐

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?

N/A

☐ 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

X

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?

N/A

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.

(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 STATEMENT 17		365,290.	17,589.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
MICHAEL C WARD 3407 ALLEN STATION, NESBIT, MS 38651	DIRECTOR OF PROGRAMS 40.00	95,702.	5,605.	0.

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PAULUS & DOLAN PLLC 4400 HARDING ROAD, S-101, NASHVILLE, TN 37205	LEGAL FEES	115,047.

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

0

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 SEE STATEMENT ATTACHED.	
	25,337.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1	
SEE STATEMENT 18	1,516,500.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	1,516,500.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,056,292.
b	Average of monthly cash balances	1b	667,107.
c	Fair market value of all other assets	1c	38,882,273.
d	Total (add lines 1a, b, and c)	1d	40,605,672.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	40,605,672.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	609,085.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,996,587.
6	Minimum investment return. Enter 5% of line 5	6	1,999,829.

Part XI Distributable Amount (see 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	1,999,829.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,769.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,769.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,998,060.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,998,060.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,998,060.

Part XII Qualifying Distributions (see 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	1,160,067.
b	Program-related investments - total from Part IX-B	1b	1,516,500.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	2,676,567.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,676,567.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,998,060.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,361,613.			
b From 2005	2,556,555.			
c From 2006	3,831,767.			
d From 2007	3,931,569.			
e From 2008	2,417,794.			
f Total of lines 3a through e	14,099,298.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	2,676,567.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,998,060.
e Remaining amount distributed out of corpus	678,507.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,777,805.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	1,361,613.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	13,416,192.			
10 Analysis of line 9:				
a Excess from 2005	2,556,555.			
b Excess from 2006	3,831,767.			
c Excess from 2007	3,931,569.			
d Excess from 2008	2,417,794.			
e Excess from 2009	678,507.			

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |




[illegible]

- 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
N/A		

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.

Sign Here	 Signature of officer or trustee		11/15/2010 Date	SECRETARY Title
	Preparer's signature 	11/15/10 Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code CORBIN & ASSOCIATES, PLLC P. O. BOX 1574 MADISON, MS 39130-1574		EIN 	
			Phone no. (601) 605-8707	

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	PASS-THROUGH FROM LITTLE BUCK LP	P		
b	PASS-THROUGH FROM LITTLE BUCK LP	P		
c	PASS-THROUGH FROM MIDSOUTH INVESTOR FUND LP	P		
d	PASS-THROUGH FROM MIDSOUTH INVESTOR FUND LP	P		
e	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
f	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	32,391.		32,391.
b		19,475.	-19,475.
c	30,930.		30,930.
d		209,187.	-209,187.
e	151,559.		151,559.
f		91,095.	-91,095.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			32,391.
b			-19,475.
c			30,930.
d			-209,187.
e			151,559.
f			-91,095.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-104,877.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

<u>SOURCE</u>	<u>AMOUNT</u>
BANKPLUS	1,341.
SYCAMORE BANK	2,819.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,160.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
220 KNOLLS LIMITED PARTNERSHIP INTEREST INCOME	2,274.	0.	2,274.
BANKPLUS DIVIDEND INCOME	125.	0.	125.
CLEG-MAD LIMITED LP INTEREST INCOME	954.	0.	954.
DMAR INVESTMENTS LP DIVIDEND INCOME	59,855.	0.	59,855.
DMAR INVESTMENTS LP INTEREST INCOME	16,320.	0.	16,320.
LITTLE BUCK LIMITED PARTNERSHIP DIVIDEND INCOME	12,790.	0.	12,790.
LITTLE BUCK LIMITED PARTNERSHIP INTEREST INCOME	3,222.	0.	3,222.
LONGWOOD TN LP INTEREST INCOME	143.	0.	143.
MERRILL LYNCH DIVIDEND INCOME	2,838.	0.	2,838.
MIDSOUTH INVESTOR FUND LP DIVIDEND INCOME	12,385.	0.	12,385.
MIDSOUTH INVESTOR FUND LP INTEREST INCOME	13,941.	0.	13,941.
STERLING PETROLEUM 1979-A INTEREST INCOME	4.	0.	4.
TOTAL TO FM 990-PF, PART I, LN 4	124,851.	0.	124,851.

FORM 990-PF	RENTAL INCOME	STATEMENT	3
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BELLEVUE PROPERTY, NASHVILLE TN	1	115,500.
220 KNOLLS LIMITED PARTNERSHIP	4	183,801.
9040 ASSOCIATES - NEW PTRS	6	-75,589.
CLEG-MAD LIMITED LP	7	192,593.
BRITISH HIGHLAND WIND LP	10	-146,960.
LONGWOOD TN LP	11	-10,359.
TOTAL TO FORM 990-PF, PART I, LINE 5A		258,986.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HEXAD OIL CO 1977-B	378.	0.	
STERLING PETROLEUM 1978-A	1,765.	0.	
STERLING PETROLEUM 1979-A	25,837.	0.	
J.D. LIMITED PARTNERSHIP	13,947.	0.	
LITTLE BUCK LIMITED PARTNERSHIP	-18,576.	-18,576.	
MIDSOUTH INVESTOR FUND LP	-40,392.	-40,392.	
SOUTH HARPETH FARMS LLC	-230,743.	-230,743.	
DMAR LIMITED PARTNERSHIP LP	-77,794.	-77,794.	
MISCELLANEOUS INCOME	7,568.	7,568.	
220 KNOLLS LP BOOK/TAX DIFFERENCES	-2,293.	0.	
STERLING PETROLEUM 1979-A	85.	85.	
MIDSOUTH INVESTOR FUND LP			
NON-DEDUCTIBLE EXPENSES	-164.	0.	
CLEG-MAD LP BOOK/TAX DIFFERENCES	-343.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-320,725.	-359,852.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGC LLC - REFUND OF RETAINER	-6,464.	0.		-6,464.
BUTLER SNOW O'MARA STEVENS & CANNADA PLLC	10,976.	0.		10,976.
COPELAND COOK TAYLOR & BUSH	4,236.	0.		4,236.
NEAL & HARWELL PLLC	8,307.	0.		8,307.
PAULUS & DOLAN PLLC	115,047.	0.		115,047.
SUTHERLAND ASBILL & BRENNAN LLP	7,668.	0.		7,668.
TO FM 990-PF, PG 1, LN 16A	139,770.	0.		139,770.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORBIN & ASSOCIATES, PLLC	26,989.	0.		26,989.
TO FORM 990-PF, PG 1, LN 16B	26,989.	0.		26,989.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CBIZ TECHNOLOGIES	1,050.	0.		1,050.
MISCELLANEOUS	2,092.	0.		2,092.
TO FORM 990-PF, PG 1, LN 16C	3,142.	0.		3,142.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	3,971.	3,971.		0.	
FEDERAL TAXES (REFUND)	-64,697.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	-60,726.	3,971.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT INTEREST EXPENSE FROM PASS THROUGH ENTITIES	65,941.	65,941.		0.	
GENERAL OFFICE EXPENSES	11,429.	0.		0.	
REPAIRS AND MAINTENANCE	7,815.	0.		0.	
DUES AND SUBSCRIPTIONS	7,749.	0.		0.	
TRAINING AND SEMINARS	7,411.	0.		7,411.	
MISCELLANEOUS EXPENSE	1,373.	0.		1,373.	
TAX PENALTIES	4,224.	0.		0.	
PROGRAM RELATED INVESTMENT - MADDOX HOCKEY, INC.	1,516,500.	0.		0.	
AMORTIZATION EXPENSE	2,789.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	1,625,231.	65,941.		8,784.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	10
DESCRIPTION	AMOUNT				
MIDSOUTH INVESTOR FUND - MARKET VALUE APPRECIATION OF ASSETS	2,297,784.				
DMAR INVESTMENTS L.P. - MARKET VALUE APPRECIATION OF ASSETS	1,049,331.				
BRITISH HIGHLAND WIND LP - PRIOR PERIOD ADJUSTMENT	87,390.				
TOTAL TO FORM 990-PF, PART III, LINE 3	3,434,505.				

FORM 990-PF	OTHER NOTES AND LOANS RECEIVABLE	STATEMENT	11
DESCRIPTION	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
CLEG-MAD LIMITED LP	1,371,000.	0.	1,371,000.
MARK ERNEST	17,350.	0.	17,350.
TOTAL TO FM 990-PF, PART II, LN 7	1,388,350.	0.	1,388,350.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DESOTO COUNTY BANK STOCK	250,000.	250,000.	
MADDOX FOOTBALL INC	1,000.	1,000.	
MADDOX HOCKEY INC	1,000.	1,000.	
MARGARET ENERGY INC	1,505,940.	804,292.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,757,940.	1,056,292.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
220 KNOLLS LIMITED PARTNERSHIP	COST	1,635,112.	8,535,614.
9040 ASSOCIATES - NEW PTRS	COST	3,380,159.	2,200,000.
BRITISH HIGHLAND WIND, LP	COST	-1,870,719.	3,152,800.
CLEG-MAD LIMITED LP	COST	366,887.	1,970,250.
DMAR INVESTMENTS LP	COST	5,953,219.	5,953,219.
HEXAD OIL CO 1977-B	COST	1,737.	3,064.
J.D. LIMITED PARTNERSHIP	COST	1,373.	1,373.
LITTLE BUCK LIMITED PARTNERSHIP	COST	1,897,083.	1,897,083.
MIDSOUTH INVESTOR FUND LP	COST	2,671,688.	3,802,443.
PROSPECT HARBOR CREDIT PARTNERS LP	COST	965,302.	559,919.
SANKATY CREDIT OPPORTUNITIES LP	COST	32,363.	1,025,294.
SHELDON CENTER PROPERTIES LTD	COST	-441.	-565.
STERLING PETROLEUM 1978-A	COST	-1,337.	14,702.
STERLING PETROLEUM 1979-A	COST	14,145.	10,994.
BELLEVUE PROPERTY INVESTMENT	COST	1,479,011.	1,479,011.
SOUTH HARPETH FARMS LLC	COST	-764,411.	2,632,500.
LONGWOOD TN LP	COST	2,412,284.	2,412,284.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,173,455.	35,649,985.

FORM 990-PF	OTHER ASSETS	STATEMENT	14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RETIREMENT PLAN ANNUITY	113,064.	113,064.	113,064.
SECURITY DEPOSIT	2,475.	2,475.	2,475.
OTHER ASSETS	150.	150.	150.
ACCRUED INVESTMENT INCOME	1,375.	0.	0.
OTHER ACCRUED RECEIVABLES	0.	1,728,265.	1,728,265.
TO FORM 990-PF, PART II, LINE 15	117,064.	1,843,954.	1,843,954.

FORM 990-PF	MORTGAGES PAYABLE	STATEMENT	15
DESCRIPTION		BALANCE DUE	
BANCORPSOUTH		607,109.	
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B		607,109.	

FORM 990-PF	OTHER LIABILITIES	STATEMENT	16
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DUE TO 401K INVESTMENT	37,078.	13,949.	
TOTAL TO FORM 990-PF, PART II, LINE 22	37,078.	13,949.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 17
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBIN G COSTA 1576 WHITE OAK COVE HERNANDO, MS 38632	PRESIDENT 40.00	282,927.	14,700.	0.
PAUL MORRIS 1814 TIMBER WAY NORTH HERNANDO, MS 38632	SECRETARY 40.00	51,463.	2,889.	0.
LANIER HURDLE P. O. BOX 279 HOLLY SPRINGS, MS 38635	BOARD MEMBER 10.00	5,100.	0.	0.
KAREN SANDERS 521 W COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	13,200.	0.	0.
CAROL AYERS 1576 WHITE OAK COVE HERNANDO, MS 38632	BOARD MEMBER 10.00	12,600.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		365,290.	17,589.	0.

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT 18
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DESCRIPTION

MADDOX HOCKEY INC: MAKING AND LEVERAGING COMMUNITY INVESTMENTS IN CHARITABLE CAUSES IN NORTHWEST MISSISSIPPI BY 1)RAISING FUNDS, GENERATING PUBLICITY AND ENCOURAGING VOLUNTEERISM IN NONPROFITS AND COMMUNITY PROGRAMS, 2)CREATING JOBS AND ECONOMIC IMPACTS THAT DEVELOP PHILANTHROPIC ASSETS AND SUPPORT CHARITABLE CAUSES, 3) OFFERING OPPORTUNITIES FOR AREA BUSINESSES TO INCREASE THEIR CUSTOMER BASES AND THE IMPACT OF THEIR CHARITABLE DONATIONS IN THE COMMUNITY AND 4) SUPPORTING THE VIABILITY OF THE DESOTO CIVIC CENTER AND ITS USE TO PROMOTE TOURISM AND SERVE AS A VENUE FOR COMMUNITY EVENTS IN THE REGION. SEE STATEMENT OF ADDITIONAL INFORMATION ATTACHED.

TO FORM 990-PF, PART IX-B, LINE 1

AMOUNT

1,516,500.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 19

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COMMUNITY FOUNDATION OF NORTHWEST MS 321 LOSHER STREET HERNANDO, MS 38632	TO ASSIST DONORS WITH CONTRIBUTIONS TO NON-PROFITS	PUBLIC CHARITY	44,687.
HERNANDO YOUTH SPORTS P. O. BOX 101 HERNANDO, MS 38632	TO PROVIDE GENERAL SUPPORT OF YOUTH SPORTS	PUBLIC CHARITY	125,000.
IMPACT MISSIONS INC. 8791 NORTHWEST DRIVE SOUTHAVEN, MS 38671	TO PROVIDE CHRIST-CENTERED CARE TO ABUSED CHILDREN	PUBLIC CHARITY	10,000.
MISSISSIPPI CENTER FOR NON-PROFITS 612 NORTH STATE STREET JACKSON, MS 39202	TO STRENGTHEN THE CAPACITY OF NON-PROFITS	PUBLIC CHARITY	30,000.
SOUTHAVEN INTERMEDIATE SCHOOL 175 RASCO ROAD EAST SOUTHAVEN, MS 38671	PUBLIC EDUCATION SUPPORT	PUBLIC SCHOOL	1,000.
SAFEHAVEN OF NORTH MISSISSIPPI P. O. BOX 306 HERNANDO, MS 38632	TO PROVIDE A CHRISTIAN TRAINING FACILITY FOR MEN	PUBLIC CHARITY	1,606.
MID SOUTH LIONS SIGHT & HEARING SERVICE INC 930 MADISON AVE, STE 101 MEMPHIS, TN 38103	TO ENHANCE THE LIVES OF INDIGENT SIGHT OR HEARING IMPAIRED	PUBLIC CHARITY	1,000.
DOCKERY FOUNDATION P. O. BOX 1652 OLIVE BRANCH, MS 38654	AUTISM EDUCATION SUPPORT	PUBLIC CHARITY	2,330.

BOY SCOUTS OF AMERICA - CHICKASAW COUNCIL 171 S HOLLYWOOD MEMPHIS, TN 38112	TO PREPARE YOUNG PEOPLE TO MAKE ETHICAL CHOICES	PUBLIC CHARITY	2,055.
SALVATION ARMY 1621 GOODMAN ROAD HORN LAKE, MS 38637	TO PROVIDE BASIC NECESSITIES OF LIFE TO THOSE IN NEED	PUBLIC CHARITY	600.
SAMARITANS 2600 GOODMAN ROAD W HORN LAKE, MS 38637	TO PROVIDE SERVICES TO DISABLED, ELDERLY AND FIXED INCOME FAMILIES	PUBLIC CHARITY	1,000.
SAVE1PET P. O. BOX 1335 OLIVE BRANCH, MS 38654	TO SUPPORT LOCAL ANIMAL SHELTERS	PUBLIC CHARITY	995.
TICKETS FOR TROOPS 8783 LOWER WOODS CV GERMANTOWN, TN 38139	TO PROVIDE A WELCOME HOME EXPERIENCE TO TROOPS	PUBLIC CHARITY	1,250.
AMERICAN CANCER SOCIETY 1378 UNION AVE MEMPHIS, TN 38104	TO ELIMINATE CANCER THROUGH RESEARCH, EDUCATION, ADVOCACY & SERVICE	PUBLIC CHARITY	528.
MID SOUTH GREYHOUND ADOPTION 1550 N INGRAM BLVD WEST MEMPHIS, AR 72301	TO FIND HOMES FOR RETIRED RACING GREYHOUNDS	PUBLIC CHARITY	84.
AMERICAN HEART ASSOCIATION 2170 BUSINESS CENTER DR., STE 1 MEMPHIS, TN 38134	TO BUILD HEALTHY LIVES FREE OF CARDIOVASCULAR DISEASES AND STROKE	PUBLIC CHARITY	405.
DUCKS UNLIMITED 1 WATERFOWL WAY MEMPHIS, TN 38120	TO CONSERVE, RESTORE, AND MANAGE WETLANDS AND ASSOCIATED HABITAT	PUBLIC CHARITY	513.
EXCHANGE CLUB FOR CHILD ABUSE 2180 UNION AVE MEMPHIS, TN 38104	TO HELP PREVENT CHILD ABUSE	PUBLIC CHARITY	632.

SPECIAL OLYMPICS AREA 4 1900 12TH AVE SOUTH NASHVILLE, TN 37203	TO PROVIDE YEAR-ROUND SPORTS TRAINING FOR CHILDREN WITH DISABILITIES	PUBLIC CHARITY	230.
4-H CLUB FOUNDATION OF MISSISSIPPI INC BOX 9641 MISSISSIPPI STATE, MS 39762	TO ENSURE FINANCIAL DEVELOPMENT & SUCCESS OF MS 4-H PROGRAMS	PUBLIC CHARITY	72.
MEMPHIS FOOD BANK 239 DUDLEY ST MEMPHIS, TN 38104	TO FIGHT HUNGER THROUGH COLLECTION AND DISTRIBUTION OF WHOLESOME FOOD	PUBLIC CHARITY	60.
PALMER HOME FOR CHILDREN P. O. BOX 746 COLUMBUS, MS 39703	TO PROVIDE SUPPORT TO THE CHRISTIAN CHILDREN'S HOME	PUBLIC CHARITY	20.
DESOTO ANIMAL RESCUE SOCIETY P. O. BOX 316 HORN LAKE, MS 38637	TO GIVE ANIMALS A BETTER QUALITY OF LIFE THROUGH FOSTER CARE AND ADOPTION	PUBLIC CHARITY	24.
DESOTO COUNTY SCHOOLS 5 EAST SOUTH ST HERNANDO, MS 38632	PUBLIC EDUCATION SUPPORT	PUBLIC SCHOOL	1,406.
FRIENDSHIP CHURCH OF CHRIST 3250 PLEASANT HILL ROAD OLIVE BRANCH, MS 38654	CHURCH SUPPORT	CHURCH	468.
HERNANDO BAPTIST CHURCH 11 E CENTER ST HERNANDO, MS 38632	CHURCH SUPPORT	CHURCH	96.
HORN LAKE HIGH SCHOOL 3360 CHURCH RD HORN LAKE, MS 38637	PUBLIC EDUCATION SUPPORT	PUBLIC SCHOOL	429.
JUVENILE DIABETES RESEARCH FOUNDATION 1640 LELIA DR., STE 130 JACKSON, MS 39216	TO FIND A CURE FOR DIABETES & COMPLICATIONS THROUGH SUPPORT OF RESEARCH	PUBLIC CHARITY	528.

SHADOW OAKS ELEMENTARY 3780 SHADOW OAKS HORN LAKE, MS 38637	PUBLIC EDUCATION SUPPORT	PUBLIC SCHOOL	288.
SOUTHAVEN MIDDLE SCHOOL 899 RASCO ROAD WEST SOUTHAVEN, MS 38671	PUBLIC EDUCATION SUPPORT	PUBLIC SCHOOL	85.
WESTMINSTER ACADEMY 2500 RIDGEWAY ROAD MEMPHIS, TN 38119	TO PROVIDE SUPPORT TO THE CLASSICAL LIBERAL ARTS CHRISTIAN SCHOOL	PRIVATE SCHOOL	204.
GREENBROOK ELEMENTARY SCHOOL 730 RASCO ROAD EAST SOUTHAVEN, MS 38671	PUBLIC EDUCATION SUPPORT	PUBLIC SCHOOL	293.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

227,888.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 20

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COMMUNITY FOUNDATION OF NORTHWEST MS 321 LOSHER STREET HERNANDO, MS 38632	CHALLENGE GRANT TO MATCH ENDOWED FUNDS	PUBLIC CHARITY	7,187,341.
CHAMPIONS FOR CHILDREN P. O. BOX 3612 JACKSON, MS 39207	TO PROVIDE MENTORING OF YOUTHS	PUBLIC CHARITY	.5,000.
HERNANDO YOUTH SPORTS P. O. BOX 101 HERNANDO, MS 38632	TO PROVIDE GENERAL SUPPORT OF YOUTH SPORTS	PUBLIC CHARITY	50,000.
MISSISSIPPI CENTER FOR NON-PROFITS 612 NORTH STATE STREET JACKSON, MS 39202	TO STRENGTHEN THE CAPACITY OF NON-PROFITS	PUBLIC CHARITY	60,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			7,302,341.

Maddox Foundation**EIN 64-0917900****2009 Form 990-PF**

Page 1, Part I, Line 19 and Page 2, Part II, Line 11

	<u>Cost</u>	<u>Current Year Depreciation</u>	<u>Accumulated Depreciation</u>
Automobile	34,264	6,853	6,853
Building	905,642	23,222	134,492
Building Improvements	30,979	2,635	13,665
Land Improvements	15,408	1,027	3,601
Leasehold Improvements	18,559	186	18,559
Furniture & Equipment	<u>426,602</u>	<u>12,951</u>	<u>410,184</u>
	1,431,454	<u><u>46,874</u></u>	<u><u>587,354</u></u>

		<u>Current Year Amortization</u>	<u>Accumulated Amortization</u>
Computer Software	<u>27,157</u>	<u>2,789</u>	<u>27,157</u>
	<u><u>1,458,611</u></u>	<u><u>2,789</u></u>	<u><u>27,157</u></u>

Accumulated Depreciation/Amortization		<u><u>614,511</u></u>
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2009 Form 990-PF

Page 5, Part VII-A, Line 11a

Schedule of Information Regarding Transfers to a Controlled Entity:

(A) Name & address of each controlled entity				(B) Employer ID Number	(C) Description of Transfer	(D) Amount of Transfer
a	Maddox Hockey, Inc.			04-3703647	contribution for program- related investment	\$1,516,500
	180 West Commerce Street					
	Hernando	MS	38632			
b	South Harpeth Farms LLC			62-1613357	capital contributions	\$254,070
	P O. Box 23857					
	Nashville	TN	37202			
c						
d						
e						
f						
g						
h						
i						
TOTAL						\$1,770,570

Maddox Foundation
EIN 64-0917900
2009 Form 990-PF

Page 5, Part VII-A, Line 11a

Schedule of Information Regarding Transfers from a Controlled Entity:

(A) Name & address of each controlled entity				(B) Employer ID Number	(C) Description of Transfer	(D) Amount of Transfer
a	J.D. Limited Partnership			62-1096909	partner distribution	\$14,300
	P.O. Box 150764					
	Nashville	TN	37215			
b	DMAR Investments, LP			75-2384625	partner distribution	\$2,529,500
	180 West Commerce Street					
	Hernando	MS	38632			
c	Little Buck Limited Partnership			56-1751468	partner distribution	\$19,432
	180 West Commerce Street					
	Hernando	MS	38632			
d	Cleg-Mad Limited, LP			62-1508487	partner distribution	\$275,533
	180 West Commerce Street					
	Hernando	MS	38632			
e	9040 Associates			62-1729127	partner distribution	\$142,886
	P.O. Box 23857					
	Nashville	TN	37202			
f	220 Knolls Limited Partnership			62-1525140	partner distribution	\$595,000
	180 West Commerce Street					
	Hernando	MS	38632			
g	South Harpeth Farms LLC			62-1613357	partner distribution	\$2,473,114
	P. O. Box 23857					
	Nashville	TN	37202			
h						
i						
TOTAL						\$6,049,765

Maddox Foundation

EIN 64-0917900

2009 Form 990-PF

Page 7, Part IX-A , Summary of Direct Charitable Activities

Community Outreach and Engagement

The Foundation's programs are designed to provide opportunities to identify and reach out to underserved populations throughout the state of Mississippi by encouraging those closest to the problems and issues to actively assist the Foundation in targeting its resources and programs to achieve the best and most effective result. The Foundation's Director of Programs allocates approximately 25% of his time on the following community outreach and engagement activities:

1. Working with regional nonprofits such as the Southeastern Council on Foundations to plan and implement conferences and training programs for charitable organizations.
2. Organizing and developing the Mississippi Association of Grantmakers that will work to increase philanthropy and its effectiveness throughout the state of Mississippi.
3. Serving as a lead trainer in workshops and seminars offered by the Mississippi Center for Nonprofits to other charitable organizations and government agencies throughout Mississippi.
4. Providing technical assistance to Mississippi nonprofit networks and agencies via telephone and electronic inquiries and responses.
5. Providing one-on-one training to Mississippi nonprofit personnel in the areas of fundraising, grant writing and board development.
6. Serving as a resource contact for nonprofit leaders throughout the region (including Mississippi) that is served by the Foundation.

Maddox Foundation

EIN 64-0917900

2009 Form 990-PF

Page 7, Part IX-B, Summary of Program-Related Investments

1. Origin of Nonprofit Fundraising Program

One of the Maddox Foundation's objectives in acquiring and operating the RiverKings hockey team as a program-related investment was to lessen the burden of government (DeSoto County, MS) by ensuring the retention of the team as an anchor tenant for the DeSoto Civic Center. The study commissioned by DeSoto County that led to the construction of the Civic Center stated that the attraction and retention of a professional sports team, particularly a hockey team, was critical to the economic viability of the Civic Center. The Civic Center remains financially dependent upon the retention of the RiverKings hockey team and on the community's involvement in and support of the teams.

From the outset, however, Maddox Foundation also worked to ensure that its program-related investments would benefit the larger community because Maddox Hockey would be operated as a viable and unique charitable asset for the northwest Mississippi region. The Foundation's vision is that the entire operation of the sports teams, including their management, coaches and players, season ticket holders, sponsors and fans, directly or indirectly will, as a part of facilitating the program-related investment, support the charitable purposes of the Foundation to the maximum extent possible.

Accordingly, the Foundation has used the RiverKings to (1) promote the expansion of programs providing educational and recreational opportunities for young people in the community, by linking the teams to programs supporting local schools and expanding recreational programs that serve the community's young people; and (2) establish an alternative community investment program designed to improve the viability and impact of nonprofit and charitable organizations in the region by engaging the entire organization (both management and team personnel) in charitable activities serving and building the local communities.

New Educational and Recreational Programs: The Foundation uses the operations of the hockey team as an unprecedented opportunity for engaging the entire team operations in developing expanded volunteer efforts and financial resources for the region's nonprofit organizations. Ownership and operation of the sports team as a program related investment gives the Foundation unique opportunities to create and expand programs in its traditional areas of interest, education and services to youth, including the following:

(River) Kings of the Classroom: Through this initiative, Maddox Hockey provides complimentary ticket vouchers for RiverKings games to students, based on student achievement during each grading period, or on state-mandated tests. Schools are free to design their own incentive programs using ticket vouchers to reward student achievement.

Newspapers in Education: The RiverKings sponsor the delivery of newspapers to hundreds of classrooms through the national Newspapers in Education Program. The program includes the distribution of education materials and player appearances in classrooms to promote reading and educational enrichment activities for thousands of students in the region.

Face Off Field Trip: Since 2003, the RiverKings have scheduled one home game for a morning start and brought thousands of mostly elementary school students, sponsored by local charities and corporations, to a regularly scheduled professional hockey game. This event annually draws 6,000 to 8,000 students from the entire region, including parts of Tennessee and Arkansas. Educational activities are interwoven into the game's breaks in action and public address announcements, and a workbook distributed to the students gives teachers the opportunity to reinforce lessons when they return to the classroom.

Youth Sports Programs: The Foundation, through funding of Hernando Youth Sports, has supported the development of an in-line roller hockey arena at the Hernando Civic Center property. RiverKings players serve as coaches for a summer youth roller hockey league (Jr. StreetKings), which instructs young people in sportsmanship as well as the sport itself. The players also serve as coaches for winter youth hockey leagues and/or clinics (Jr. RiverKings) that are operated at the DeSoto Civic Center.

Community Investment Program: The community investment program began immediately following the acquisition of the RiverKings, beginning with the 2002-2003 season in mid-October of 2002 and has continued in subsequent seasons, and includes the following programs and activities:

Ticket Fundraising Program: Nonprofits can receive tickets on consignment, sell them for face value, and retain a percentage of the ticket price for their organization.

Nonprofit Spotlight Program: Nonprofit organizations can raise awareness and funds for their programs by being "spotlighted" during RiverKings games, which includes pre-game and post-game press releases prepared by the RiverKings staff, recognition on public address announcements, the opportunity to place an informational booth in the arena concourse, the opportunity to be featured on the live radio broadcast of the game and the ability to conduct a silent auction or raffle that may include donated RiverKings merchandise. Multiple organizations can participate at each game, limited only by space available in the concourse. "Featured" nonprofits also have a representative make the ceremonial puck drop before the game.

The RiverKings can also focus community attention on and support the work of nonprofit organizations through on-ice and game-related events. For instance, the team has awarded a wish to terminally-ill children through the Make-a-Wish Foundation on at least three occasions. The team periodically conducts post-game open skates where all the revenue raised goes to local nonprofit organizations. Representatives from local nonprofit organizations have sung the National Anthem prior to RiverKings games for additional exposure for those groups. The team regularly conducts locker room tours for children from area hospitals. The Mississippi National Guard swore in a group of recruits at center ice at one game; the team also organizes recognition for veterans' groups on Veterans Day.

Player Appearances: RiverKings personnel and players, including the team mascots, make personal appearances at charitable functions and fundraising events such as golf tournaments, and conduct visits to schools, nursing homes and other nonprofit organizations. The range of activities attended includes school assemblies, hockey clinics, distributing hockey equipment to school physical education classes ("Sticks for Kids" program), reading in classrooms and libraries, and corporate sponsored events. RiverKings players regularly make trips to hospitals to visit sick children; some players have developed long-term relationships with such children and their families.

2. Charitable Purposes of this Program

Traditionally, private foundations simply make grants to other organizations or individuals for charitable purposes. Most of these grants are to help pay the costs of operating programs or purchasing equipment or other capital assets. Relatively few private foundations make grants that are designed to increase the abilities of the grantees to expand their base of financial or volunteer support. And even fewer still have done what the Foundation has done with the hockey team--use the hockey team as a means for the community's charitable organizations to expand their financial and volunteer support through an activity that is fun for the participants. Better results for charities are obtained from activities that are fun than those that are depressing or disheartening, such as disseminating information about the incidence of cancer or stroke. The Foundation has employed this truth about fund-raising to benefit dozens of local charities in multiple ways.

The Foundation believes strongly in increasing the ability of nonprofit organizations to serve people and communities through the programs that they operate. Charities have similar needs. One of the most critical, especially in a state such as Mississippi that is lacking in organized philanthropic resources, is the need to generate funds necessary to sustain program operations. Too many nonprofits, regardless of their size or sophistication, waste time and money on fund raising events or schemes that require immense investments of volunteer time and often up-front expenses to generate small or moderate returns for the nonprofit. The RiverKings' Ticket Fundraising Program allows nonprofit organizations to raise substantial sums with no risk and with relatively little investment of time or resources. Although the Ticket Fundraising Program and the other elements of the Community Involvement Program

may be unconventional, they have a proven track record of generating substantial financial and developmental benefits for the community generally and for the community's charitable organizations in particular.

The Ticket Fundraising Program also allows nonprofits to build their capacity in two other essential areas, volunteer development and public awareness. The best way for a nonprofit organization to generate a large number of ticket sales in the program is to mobilize its constituents in volunteer efforts to promote the fundraising event. By reaching out into the larger community, the nonprofit organization can increase awareness about its programs and work. Nonprofits participating in the Ticket Fundraising Program can also take advantage of other aspects of the RiverKings community investment program, for instance, by scheduling player appearances to help promote ticket sales and focusing community awareness on the work of the nonprofit.

Since 2002, hundreds of nonprofit organizations have raised hundreds of thousands of dollars in funds, increased their volunteer base, and improved community awareness of their work through the Ticket Fundraising Program and other aspects of the RiverKings Community Investment Program. It also serves as a point of entry for many nonprofits to become involved in other aspects of Maddox Hockey's Community Investment Program, such as Face Off Field Trip and Player Appearances.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	MADDOX FOUNDATION	64-0917900
	Number, street, and room or suite no. If a P.O. box, see instructions	
	180 WEST COMMERCE STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	HERNANDO, MS 38632	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

NICOLE SATCHFELD

- The books are in the care of ► **180 WEST COMMERCE STREET - HERNANDO, MS 38632**
Telephone No ► **662-449-3699** FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2009** or
► ☐ tax year beginning , and ending

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 35,202.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 25,202.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 10,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization MADDOX FOUNDATION Number, street, and room or suite no. If a P.O. box, see instructions. 180 WEST COMMERCE STREET City, town or post office, state, and ZIP code. For a foreign address, see instructions. HERNANDO, MS 38632
	Employer identification number 64-0917900 For IRS use only

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**NICOLE SATCHFELD**

- The books are in the care of **180 WEST COMMERCE STREET - HERNANDO, MS 38632**
Telephone No. **662-449-3699** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**
- 5 For calendar year **2009**, or other tax year beginning _____, and ending _____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension _____

ADDITIONAL INFORMATION IS NEEDED FROM THIRD PARTIES IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	35,202.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	35,202.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Nicole S. Satchfeld CMA** Title **CERT. PUBLIC ACCOUNTANT** Date **8/11/10**