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

OMB No 1545-0052

2009Department 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 7/01, 2009, and ending 6/30, 2010

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.	Tupelo Auto Museum, Inc. 1 Otis Boulevard Tupelo, MS 38804		A Employer identification number 31-1644348
			B Telephone number (see the instructions) 662 842 4242
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		C If exemption application is pending, check here ☐	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 11,899,190.		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis)		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 ☐	

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 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 (att sch)	2,470.			
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	20,272.	20,272.	20,272.	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	24,434.			
b Less Cost of goods sold	16,044.				
c Gross profit/(loss) (att sch) See St 1	8,390.		8,390.		
11 Other income (attach schedule) See Statement 2	114,528.				
12 Total. Add lines 1 through 11	145,660.	20,272.	28,662.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	14,803.			14,803.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 3	25.			25.
	b Accounting fees (attach sch) See St 4	3,665.			3,665.
	c Other prof fees (attach sch)				
	17 Interest	176,697.			176,697.
	18 Taxes (attach schedule) (see instr) See Stm 5	1,183.			1,183.
	19 Depreciation (attach sch) and depletion	108,346.			
	20 Occupancy	89,730.			89,730.
	21 Travel, conferences, and meetings	1,862.			1,862.
	22 Printing and publications	14,369.			14,369.
	23 Other expenses (attach schedule) See Statement 6	45,142.			45,142.
	24 Total operating and administrative expenses. Add lines 13 through 23.	455,822.			347,476.
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements. Add lines 24 and 25	455,822.	0.	0.	347,476.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-310,162.				
b Net investment income (if negative, enter -0-)		20,272.			
c Adjusted net income (if negative, enter -0-)			28,662.		

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	53,012.	41,775.	41,775.
	2 Savings and temporary cash investments	2,310,877.	2,007,893.	2,007,893.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	728.		
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use	12,901.	11,334.	11,334.
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
LIABILITIES	11 Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 7	10,188.	9,911.	9,911.
	14 Land, buildings, and equipment basis 4,717,515.			
	Less: accumulated depreciation (attach schedule) See Stmt 8 929,621.	3,896,240.	3,787,894.	3,787,894.
	15 Other assets (describe See Statement 9)	6,040,383.	6,040,383.	6,040,383.
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	12,324,329.	11,899,190.	11,899,190.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
FUNDS	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) Stmt 10	2,610,000.	2,495,000.	
	22 Other liabilities (describe See Statement 11)	1,224.	1,247.	
FUND BALANCES	23 Total liabilities (add lines 17 through 22)	2,611,224.	2,496,247.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. X			
	24 Unrestricted	9,713,105.	9,402,943.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	9,713,105.	9,402,943.	
	31 Total liabilities and net assets/fund balances (see the instructions)	12,324,329.	11,899,190.	

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	9,713,105.
2 Enter amount from Part I, line 27a	2	-310,162.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	9,402,943.
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	9,402,943.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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
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 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 **N/A**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 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 (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☒ and enter 'N/A' on line 1. Date of ruling or determination letter: <u>7/30/99</u> (attach copy of letter if necessary - see instr.)		1	N/A
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a		
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		
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		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ <u>0</u> . (2) On foundation managers ☐ \$ <u>0</u> .		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ <u>0</u> .		
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
4 a 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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>MS</u>		
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

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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? Website address <u>tupeloautomuseum.com</u>	13	X	
14	The books are in care of <u>Mary Thompson</u> Telephone no <u>662 842 4242</u> Located at <u>1 Otis Boulevard Tupelo Ms</u> ZIP + 4 <u>38804</u>			
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	N/A		N/A
			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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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 the 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. <u>20__ , 20__ , 20__ , 20__</u>		
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.)		N/A
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)? (see 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 instructions)?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

N/A

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? ☐ Yes ☒ 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?**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 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
Allen McDaniel 147 Suzanne Lane Saltillo, MS 38866	Director 30.00	0.	0.	0.
Phil Sullivan Box 350 Tupelo, MS 38801	Vice Preside 1.00	0.	0.	0.
Jane Dee Spain P.O. Box 350 Tupelo, MS 38802	President 8.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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

0

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 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		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 Costs of operating the automobile museum during the 12 months ended 6/30/10	347,476.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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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	
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	0.
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	
3 Subtract line 2 from line 1d	3	
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6 Minimum investment return. Enter 5% of line 5	6	0.

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

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	347,476.
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	
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	347,476.
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 instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	347,476.

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.

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2009:				
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				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ _____				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (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				
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 instructions.				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2005.				
b Excess from 2006.				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a 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 7/30/99					
b Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a	0.	628.	42,350.		42,978.
c Qualifying distributions from Part XII, line 4 for each year listed		534.	35,998.		36,532.
d Amounts included in line 2c not used directly for active conduct of exempt activities	347,476.	376,911.	350,009.	348,375.	1,422,771.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0.
3 Complete 3a, b, or c for the alternative test relied upon:	347,476.	376,911.	350,009.	348,375.	1,422,771.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income	20,272.	16,927.	42,852.	571.	80,622.

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 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).)
Jane Dee Spain

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 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

N/A

Recipient	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
Name and address (home or business)				
a Paid during the year				
Total				3a
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a	Admissions Revenue					91,636.
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments			3	14,737.	
3	Interest on savings and temporary cash investments			14	20,272.	
4	Dividends and interest from securities					
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					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory	453220	8,390.			
11	Other revenue:					
a	Family Ent LLC Sls Tx Reb					8,155.
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		8,390.		49,746.	99,791.
13	Total. Add line 12, columns (b), (d), and (e)				13	157,927.

(See worksheet in the instructions for line 13 to verify calculations)

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

[illegible]

Tupelo Auto Museum, Inc.

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Statement 1
Form 990-PF, Part I, Line 10c
Gross Profit (Loss) From Sales Of Inventory

<u>Items Sold</u>	<u>Amount</u>
Sales of Museum related items	\$ 24,434.
Gross Sales...	\$ 24,434.
Less Returns & Allowances	0.
Net Sales	\$ 24,434.
Less Cost Of Goods Sold	16,044.
Gross Profit From Sales Of Inventory	<u>\$ 8,390.</u>

Statement 2
Form 990-PF, Part I, Line 11
Other Income

	<u>(a) Revenue per Books</u>	<u>(b) Net Investment Income</u>	<u>(c) Adjusted Net Income</u>
Admissions Revenue	\$ 91,636.		
Family Ent LLC Sls Tx Reb	8,155.		
Membership Dues & Assessments	14,737.		
Total	<u>\$ 114,528.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16a
Legal Fees

	<u>(a) Expenses Per Books</u>	<u>(b) Net Investment Income</u>	<u>(c) Adjusted Net Income</u>	<u>(d) Charitable Purposes</u>
Legal Fees	\$ 25.			\$ 25.
Total	<u>\$ 25.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 25.</u>

Statement 4
Form 990-PF, Part I, Line 16b
Accounting Fees

	<u>(a) Expenses per Books</u>	<u>(b) Net Investment Income</u>	<u>(c) Adjusted Net Income</u>	<u>(d) Charitable Purposes</u>
Accounting fees...	\$ 3,665.			\$ 3,665.
Total	<u>\$ 3,665.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 3,665.</u>

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll Taxes .	\$ 1,133.			\$ 1,133.
Property & Other Taxes ...	50.			50.
Total	<u>\$ 1,183.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 1,183.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advertising/Promo	\$ 35,091.			\$ 35,091.
Bank charges	2,945.			2,945.
Car Collection Maintenance	1,292.			1,292.
Dues	2,257.			2,257.
General Supplies/Cleaning	978.			978.
Office supplies	2,084.			2,084.
Postage & Shipping	495.			495.
Total	<u>\$ 45,142.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 45,142.</u>

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
Tup Family Entrtmnt LLC Equity	Cost	\$ 9,911.	\$ 9,911.
Total		<u>\$ 9,911.</u>	<u>\$ 9,911.</u>

Statement 8
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 239,427.	\$ 238,920.	\$ 507.	\$ 0.
Machinery and Equipment	19,683.	17,155.	2,528.	0.
Buildings	3,220,831.	622,868.	2,597,963.	0.
Improvements	67,574.	50,678.	16,896.	0.
Land	1,170,000.		1,170,000.	0.
Miscellaneous	0.	0.	0.	3,787,894.
Total	<u>\$ 4,717,515.</u>	<u>\$ 929,621.</u>	<u>\$ 3,787,894.</u>	<u>\$ 3,787,894.</u>

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Statement 9
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Antique Auto Acquisiton Costs	\$ 68,970.	
Antique Auto Collection	5,927,500.	
Antique Auto-Preopen Labor Displays	43,913.	
Auto Collection		\$ 6,040,383.
Total	<u>\$ 6,040,383.</u>	<u>\$ 6,040,383.</u>

Statement 10
Form 990-PF, Part II, Line 21
Mortgages and Other Notes Payable

<u>Mortgages Payable</u>	<u>Balance Due</u>
Tupelo Redevelop.Authority	\$ 2,495,000.
Total Mortgages Payable	<u>\$ 2,495,000.</u>

Statement 11
Form 990-PF, Part II, Line 22
Other Liabilities

Accrued Payroll Taxes	\$ 281.
Sales Tax liability	965.
Rounding	1.
Total	<u>\$ 1,247.</u>

Tupelo Auto Museum, Inc.

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Private Operating Foundations (990-PF)
Gross investment income

Interest Income	\$ 20,272.
Total	<u>\$ 20,272.</u>

Operating & Administrative Exp. (990-PF)
Interest

City of Tupelo Lease Interest	\$ 176,697.
Total	<u>\$ 176,697.</u>

Operating & Administrative Exp. (990-PF)
Occupancy

Repairs & Maintenance	\$ 6,185.
Insurance-Bldg & Prop	21,166.
Utilities and Phone	61,324.
Security system Maintenance	316.
Outside services	739.
Total	<u>\$ 89,730.</u>

Undistributed Income (990-PF)
in carrying out charitable, etc. purposes

Building, FF&E add'l costs	\$ 0.
Additions to Auto Collection	0.
Equipment additons	0.
Total	<u>\$ 0.</u>

Balance Sheet
Accounts receivable

Credit Card Receivable	\$ 728.
Total	<u>\$ 728.</u>

Balance Sheet
Other (Form 990-PF)[O]

LLC Equity Tupelo Fam Ent LLC	\$ 10,188.
Total	<u>\$ 10,188.</u>

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Federal Supporting Detail

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Balance Sheet
Cash-non-interest-bearing

Cash on Premises	\$	1,022.
Renasant Bank checking		0.
Renasant Bank chkng#332216		40,753.
Renasant Bank Holding a/c		0.
Total	\$	<u>41,775.</u>

Balance Sheet
Accounts receivable

Credit Card Receivable		0.
Total	\$	<u>0.</u>

Tupelo Auto Museum, Inc.

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Computation of Cost of Goods Sold (Form 990-PF)

1. Inventory at start of year	12,901.
2. Purchases	14,477.
3. Cost of labor	0.
4. Additional 263A costs	0.
5. Other costs	0.
6. Total (Add lines 1 through 5)	<u>27,378.</u>
7. Inventory at end of year	<u>11,334.</u>
8. Cost of goods sold (Subtract line 7 from line 6).	<u><u>16,044.</u></u>

Tupelo Auto Museum, Inc.

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**Depreciation Worksheet
Form 990-PF, Part I
Allocated Depreciation**

Description	Date Acquired	Cost Basis	Prior Year Depr.	Method	Rate	Life	Current Year Depr.	Net Invest Income	Adjusted Net Income
Bldg Costs in proc 6/02	6/30/02	2,532,580	424,838	S/L	0.0256		64,935	0	0
Bldg Costs in proc. 6/01	6/30/01	289,983	48,644	S/L	0.0256		7,435	0	0
Bldg Costs in proc 6/03	12/06/02	215,615	36,167	S/L	0.0256		5,528	0	0
Landscaping/Outdoor Impro	11/14/02	67,574	43,921	S/L	0.1000		6,757	0	0
Lawn Mower/Outdoor eqpmt	5/10/03	2,388	2,217	S/L	0.0714		171	0	0
Capitalized Interest	12/06/02	110,013	18,456	S/L	0.0256		2,821	0	0
Capitalized Fees	12/06/02	72,640	12,182	S/L	0.0256		1,862	0	0
Security System-Golden Tr	12/11/02	33,675	31,270	S/L	0.0714		2,405	0	0
Outdoor Lighted Sign	1/18/03	7,514	6,978	S/L	0.0714		536	0	0
Display Shelf Sys- Retail	12/17/02	155,093	144,020	S/L	0.0714		11,073	0	0
Cash Register-Partial	11/08/02	3,000	2,786	S/L	0.0714		214	0	0
Cash Register- Balance	3/03/03	4,806	4,463	S/L	0.0714		343	0	0
Office fix.-Nesco	11/14/02	5,035	4,677	S/L	0.0714		358	0	0
Computer- cashier check	11/26/02	560	520	S/L	0.0714		40	0	0
Credit Card Machine	12/18/02	748	695	S/L	0.0714		53	0	0
Office fix.-Whitt/Mont	12/18/02	1,542	1,430	S/L	0.0714		112	0	0
Office Fix.- Nesco	2/04/03	2,640	2,450	S/L	0.0714		190	0	0
Office Fix.-Tup Hdwe	2/06/03	870	806	S/L	0.0714		64	0	0
Office Fix.- Various	2/25/03	2,086	1,937	S/L	0.0714		149	0	0
Office Fix.-Nesco	3/26/03	299	279	S/L	0.0714		20	0	0
Lateral File-Whitt	3/26/03	225	208	S/L	0.0714		17	0	0
Window Shades	3/26/03	2,842	2,639	S/L	0.0714		203	0	0
Southland Glass	3/26/03	2,014	1,872	S/L	0.0714		142	0	0

Tupelo Auto Museum, Inc.

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Depreciation Worksheet (continued)
Form 990-PF, Part I
Allocated Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depr	Method	Rate	Life	Current Year Depr	Net Invest Income	Adjusted Net Income
Folding chairs-KI Mfr	4/22/03	250	234	S/L	0.0714		16	0	0
Fax Machine-Staples	4/24/03	204	189	S/L	0.0714		15	0	0
Office Fix.-Various	6/13/03	811	754	S/L	0.0714		57	0	0
Southland Glass	6/13/03	749	695	S/L	0.0714		54	0	0
Cabinets-Collier-Windham	6/10/03	12,573	11,676	S/L	0.0714		897	0	0
4 Church Pews	8/12/03	400	314	S/L	0.1429		57	0	0
Snorkel Lift Bucket	10/09/04	11,798	7,585	S/L	0.1428		1,685	0	0
Desk,Chrs,File Cab (Mrktng)	12/16/06	957	342	S/L	0.1428		137	0	0

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Tupelo Auto Museum, Inc.

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Program Service Revenue
Related or exempt function income
Admissions Revenue

Admissions	\$	86,498.
Fees-Special Events		5,138.
Total	\$	<u>91,636.</u>

Operating & Administrative Exp. (990-PF)
Travel, conferences, etc.

Travel and Ent	\$	1,862.
Total	\$	<u>1,862.</u>

Operating & Administrative Exp. (990-PF)
Printing and publications

Marketing materials and related items	\$	14,369.
Total	\$	<u>14,369.</u>

Balance Sheet
Savings and temporary cash investments

Renasant Checking Interest bearing	\$	1,497,866.
CD's		255,951.
CD BancorpSouth		254,076.
Total	\$	<u>2,007,893.</u>

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2009 Federal Book Depreciation Schedule

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Tupelo Auto Museum, Inc.

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179 Bonus	Special Dep. Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal. Depr.	Salvage /Basis Reductn.	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.	
Form 990/990-PF																	
Buildings																	
2	Bldg Costs in proc 6/02	6/30/02		2,532,580							2,532,580	424,838	S/L	MM	39 .02564	64,935	
4	Bldg Costs in proc. 6/01	6/30/01		289,983							289,983	48,644	S/L	MM	39 .02564	7,435	
5	Bldg Costs in proc 6/03	12/06/02		215,615							215,615	36,167	S/L	MM	39 .02564	5,528	
8	Capitalized Interest	12/06/02		110,013							110,013	18,456	S/L	MM	39 .02564	2,821	
9	Capitalized Fees	12/06/02		72,640							72,640	12,182	S/L	MM	39 .02564	1,862	
Total Buildings				3,220,831		0	0	0	0	0	3,220,831	540,287					82,581
Furniture and Fixtures																	
10	Security System-Golden Tr	12/11/02		33,675							33,675	31,270	S/L	HY	7 .07140	2,405	
11	Outdoor Lighted Sign	1/18/03		7,514							7,514	6,978	S/L	HY	7 .07140	536	
12	Display Shelf Sys- Retail	12/17/02		155,093							155,093	144,020	S/L	HY	7 .07140	11,073	
13	Cash Register-Partial	11/08/02		3,000							3,000	2,786	S/L	HY	7 .07140	214	
14	Cash Register- Balance	3/03/03		4,806							4,806	4,463	S/L	HY	7 .07140	343	
15	Office fix.-Nesco	11/14/02		5,035							5,035	4,677	S/L	HY	7 .07140	358	
16	Computer- cashier check	11/26/02		560							560	520	S/L	HY	7 .07140	40	
17	Credit Card Machine	12/18/02		748							748	695	S/L	HY	7 .07140	53	
18	Office fix.-Whitt/Mont	12/18/02		1,542							1,542	1,430	S/L	HY	7 .07140	112	
19	Office Fix.- Nesco	2/04/03		2,640							2,640	2,450	S/L	HY	7 .07140	190	
20	Office Fix.-Tup Hdwe	2/06/03		870							870	806	S/L	HY	7 .07140	64	
21	Office Fix.- Various	2/25/03		2,086							2,086	1,937	S/L	HY	7 .07140	149	
22	Office Fix.-Nesco	3/26/03		299							299	279	S/L	HY	7 .07140	20	
23	Lateral File-Whitt	3/26/03		225							225	208	S/L	HY	7 .07140	17	
24	Window Shades	3/26/03		2,842							2,842	2,639	S/L	HY	7 .07140	203	

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2009 Federal Book Depreciation Schedule

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Tupelo Auto Museum, Inc.

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct	Cur 179 Bonus	Special Depr. Allow	Prior 179/ Bonus/ Sp. Depr	Prior Dec. Bal. Depr.	Salvage /Basis Reductn	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.	
25	Southland Glass	3/26/03		2,014							2,014	1,872	S/L	HY	7 .07140	142	
26	Folding chairs-K1 Mfr	4/22/03		250							250	234	S/L	HY	7 .07140	16	
27	Fax Machine-Staples	4/24/03		204							204	189	S/L	HY	7 .07140	15	
28	Office Fix.-Various	6/13/03		811							811	754	S/L	HY	7 .07140	57	
29	Southland Glass	6/13/03		749							749	695	S/L	HY	7 .07140	54	
30	Cabinets-Collier-Windham	6/10/03		12,573							12,573	11,676	S/L	HY	7 .07140	897	
32	4 Church Pews	8/12/03		400							400	314	S/L	HY	7 .14290	57	
33	Computer for Internet	1/09/04		534							534	534	S/L	HY	5	0	
35	Desk,Chrs,File Cab(Mrkng	12/16/06		957							957	342	S/L	HY	7 .14280	137	
Total Furniture and Fixtures				239,427	0	0	0	0	0	0	239,427	221,768					17,152
Improvements																	
6	Landscaping/Outdoor Impro	11/14/02		67,574							67,574	43,921	S/L	HY	10 .10000	6,757	
Total Improvements				67,574	0	0	0	0	0	0	67,574	43,921					6,757
Land																	
1	Land	1/05/01		1,024,507							1,024,507						0
31	Land-Adj to Original Deed	7/01/02		145,493							145,493						0
Total Land				1,170,000	0	0	0	0	0	0	1,170,000	0					0
Machinery and Equipment																	
3	Keystone-Harlan Tractor	4/23/02		5,497							5,497	5,497	S/L	7		0	
7	Lawn Mower/Outdoor eqpmt	5/10/03		2,388							2,388	2,217	S/L	HY	7 .07140	171	
34	Snorkel Lift Bucket	10/09/04		11,798							11,798	7,585	S/L	HY	7 .14280	1,685	
Total Machinery and Equipment				19,683	0	0	0	0	0	0	19,683	15,299					1,856

Total Machinery and Equipment

1,856

Tupelo Auto Museum, Inc.

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179 Bonus	Special Depr. Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal. Depr.	Salvage /Basis Reductn.	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.
	Total Depreciation			<u>4,717,515</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>4,717,515</u>	<u>821,275</u>				<u>108,346</u>
	Grand Total Depreciation			<u>4,717,515</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>4,717,515</u>	<u>821,275</u>				<u>108,346</u>