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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

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation

THE CELLULAR SOUTH CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1018 HIGHLAND COLONY PARKWAY

City or town, state, and ZIP code

RIDGELAND, MS 39157

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 21,280.

J Accounting method: ☒ Cash ☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

20-3426826

B Telephone number (see page 10 of the instructions)

(601) 355-1522

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	521,900.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (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				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	521,900.			
13 Compensation of officers, directors, trustees, etc.	20,050.			
14 Other employee salaries and wages	29,120.			
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 1	1,830.	0.	0.	0.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) **	3,187.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	801.			
23 Other expenses (attach schedule) ATCH 3	395.			
24 Total operating and administrative expenses. Add lines 13 through 23	55,383.	0.	0.	0.
25 Contributions, gifts, grants paid	470,280.			470,280.
26 Total expenses and disbursements. Add lines 24 and 25	525,663.	0.	0.	470,280.
27 Subtract line 26 from line 12	-3,763.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	25,043.	21,280.	21,280.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,043.	21,280.	21,280.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		0.		
Net Assets or Fund Balances	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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	25,043.	21,280.	
	30	Total net assets or fund balances (see page 17 of the instructions)	25,043.	21,280.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,043.	21,280.		

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	25,043.
2	Enter amount from Part I, line 27a	2	-3,763.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,280.
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	21,280.

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					
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			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="border-left: 1px solid black; padding-left: 5px;"> 2 </div> </div>				
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> { If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. </div> <div style="border-left: 1px solid black; padding-left: 5px;"> 3 </div> </div>				

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	474,905.	93,822.	5.061766
2008	434,775.	142,834.	3.043918
2007	76,500.	5,945.	12.867956
2006	288,202.	24,177.	11.920503
2005	107,450.	7,025.	15.295374
2 Total of line 1, column (d)			48.189517
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			9.637903
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			91,028.
5 Multiply line 4 by line 3			877,319.
6 Enter 1% of net investment income (1% of Part I, line 27b)			0.
7 Add lines 5 and 6			877,319.
8 Enter qualifying distributions from Part XII, line 4			470,280.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)	1	0.
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		
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	
3	Add lines 1 and 2	3	0.
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	0.
6	Credits/Payments.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0.
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	0.
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 2011 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?		
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 page 19 of the instructions) MS,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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 page 20 of the 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>WWW.CELLULARSOUTH.COM/ABOUTUS/FOUNDATION.HTML</u>	13	X	
14	The books are in care of <u>BETH BYRD</u> Telephone no <u>601.335.1522</u> Located at <u>1018 HIGHLAND COLONY PKWY, STE 360, RIDGELAND, MS</u> ZIP + 4 <u>39157</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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 type="checkbox"/> Yes <input checked="" 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 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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 2010?	1c	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2010 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 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2010?	4b	X

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 4		20,050.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	92,414.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	92,414.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	92,414.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,386.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	91,028.
6	Minimum investment return. Enter 5% of line 5	6	4,551.

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

1	Minimum investment return from Part X, line 6	1	4,551.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	0.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,551.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,551.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,551.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	470,280.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	470,280.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	470,280.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				4,551.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years. 20 <u>08</u> , 20 <u>07</u> , 20 <u>06</u>				
3 Excess distributions carryover, if any, to 2010				
a From 2005	107,099.			
b From 2006	286,993.			
c From 2007	76,203.			
d From 2008	427,633.			
e From 2009	470,214.			
f Total of lines 3a through e	1,368,142.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ <u>470,280.</u>				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				4,551.
e Remaining amount distributed out of corpus	465,729.			
5 Excess distributions carryover applied to 2010 . (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	1,833,871.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	107,099.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,726,772.			
10 Analysis of line 9				
a Excess from 2006	286,993.			
b Excess from 2007	76,203.			
c Excess from 2008	427,633.			
d Excess from 2009	470,214.			
e Excess from 2010	465,729.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2010, enter the date of the ruling

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) 2010	(b) 2009	(c) 2008	(d) 2007
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATTACHMENT 5

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

ATTACHMENT 6

c Any submission deadlines:

NONE

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

NONE

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

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 ATTACHMENT 7				
Total			▶ 3a	470,280.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)
----------------------	--

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010**Name of the organization**

THE CELLULAR SOUTH CHARITABLE FOUNDATION

Employer identification number

20-3426826

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE CELLULAR SOUTH CHARITABLE FOUNDATION

Employer identification number
20-3426826**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CELLULAR SOUTH, INC. 1018 HIGHLAND COLONY PARKWAY RIDGELAND, MS 39157	\$ 507,500.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	JAMES H. CREEKMORE 4568 OLD CANTON ROAD JACKSON, MS 39211	\$ 14,400.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

2010 Paid Charitable Donations

Organization	Event Name	Contact Info.	Amount
Mission Mississippi	2010 Sponsor	Mission Mississippi P. O. Box 22655 Jackson, MS 39225	\$ 5,000
Oktibbeha County Red Cross	Dudy Gras Ball	100 Felix Long Drive Starkville, MS 39659	\$ 5,000
Mississippi Firefighters Memorial Burn Association	Hearts for Heroes Gala	161 Pine Ridge Circle Brandon, MS 39047	\$ 2,500
Mississippi Kidney Foundation	2010 Uptown Drawdown	Ms. Gail Sweat 3000 Old Canton Rd Suite 110 Jackson, MS 39216	\$ 5,000
The Garden Club of Jackson	2010 House and Garden Tour	2566 Lake Circle Jackson, MS 39211	\$ 1,000
Kappa alpha Order	Fight for a Cure	Kappa Alpha Order P. O. Box 8107 University, MS 39677	\$ 400
American Cancer Society	Relay for Life		\$ 250

Girl Scouts Council of Middle MS	Annual Cookie Drive	1471 W. County Line Jackson, MS 39213	\$ 250
Stewpot Community Services	Taste of MS	1100 W. Capitol Jackson, MS 39203	\$ 2,500
Sunkist Swim Team	Fitness for Children	690 Liberty Road Flowood, MS 39232	\$ 1,000
Jackson Prep/P.A.T.	Annual Fundraiser	3100 Lakeland Dr. Jackson, MS 39232	\$ 1,000
University of Southern MS	Annual Scholarship	118 College Drive #5021 Hattiesburg, MS 39406	\$ 15,000
Mississippi State University	Annual Scholarship	P. O. Box 6149 MS State, MS 39762	\$ 15,000
University of Mississippi	Annual Scholarship	P. O. Box 249 University, MS 38677	\$ 15,000
Hospice Ministries	Annual Golf Tournament	Hospice Ministries 450 Town Center Blvd P. O. Box 1228 Ridgeland, MS 39158-1228	\$ 10,000
TEAAM	Kamp Kaleidoscope	TEAAM P. O. Box 37 Mize, MS 39116	\$ 5,000

Southern Christian Services	Sonnie Fountain Memorial Golf Tournament	Southern Christian Services 860 East River Place Suite 104 Jackson, MS 39202	\$ 3,000
Young Life Inner-City Jackson	Young Life Camp	Young Life Inner-City Jackson 735 Campbell Street Jackson, MS 39203	\$ 5,000
University of Mississippi	Annual Band Concert	Univ. of Mississippi P. O. Box 1848 University, MS 38677-1848	\$ 5,000
MS Senior Olympics	2010 MS Senior Olympic Games	MS Senior Olympics 102 Clinton Parkway Clinton, MS 39056	\$ 2,500
Geiger	Cost of coolers to be donated to Hospice Ministries		\$ 1,903
Magnolia Speech School	Operating Funds	Magnolia Speech School 733 Flag Chapel Rd Jackson, MS 39209	\$ 30,000
Mental Health Association of the Capital Area	Invisible Children's Project	Mental Health Assoc 407 Briarwood Dr. Jackson, MS 39206	\$ 1,000
Natchez Children's Home Services	Annual Chili Cookoff	Natchez Children's Home Services 806 N. Union St Natchez, MS 39120	\$ 2,000

Lamar County School District	Parents as Teachers Project	Lamar County School District P. O. Box 609 Purvis, MS 39475	\$ 1,500
American Lung Association	Camp Wheeze Away	American Lung Association 731 S. Pear Orchard Suite 18 Ridgeland, MS 39157	\$ 1,000
Leukemia & Lymphoma Society	2010 Light the Night Walk	Leukemia & Lymphoma Society 408 Fontaine Place Suite 104 Ridgeland, MS 39157	\$ 1,000
New Stage Theatre	2010 Summer Camp Program	New Stage Theatre 1100 Carlisle St Jackson, MS 39202	\$ 1,000
MS Department of Mental Health	11th Annual Alzheimrs Conference	MS Department of Mental Health 239 N. Lamar St Jackson, MS 39201	\$ 3,000
Greenville Renaissance Scholars	Camp Renaissance 2010	Greenville Renaissance Scholars 323 S. Main St Greenville, MS 38701	\$ 2,000
Jackson Area Reading Council	Camp Wisdom	Jackson Area Reading Council 236 Bellwether Pass Ridgeland, MS 39157	\$ 2,500

Delta State University	Annual Scholarship	Mr. Keith Fulcher P. O. Box 3141 Cleveland, MS 38733	\$ 6,000
Alcorn State University	Annual Scholarship	Mr. Stephen L. McDaniel 1000 ASU Drive #810 Alcorn State, MS 39096	\$ 12,000
Mississippi University for Women	Annual Scholarship	Ms. Andrea Holcombe 1100 College Street #1618 Columbus, MS 39201-5800	\$ 6,000
Jackson State University	Annual Scholarship	Ms. Evangeline Robinson P. O. Box 17144 Jackson, MS 39217	\$ 15,000
Mississippi Valley State University	Annual Scholarship	Ms. Dallas Reed 1400 Highway 82 W #7226 Itta Bena, MS 38941	\$ 6,000
Jackson State University	Farewell Bid for Dr. Mason	Ms. Evangeline Robinson P. O. Box 17144 Jackson, MS 39217	\$ 2,500

Andrew Jackson Council Boy Scouts of America	2010 Clay Shoot	855 Riverside Dr Jackson, MS 39202-1138	\$ 2,500
Andrew Jackson Council Boy Scouts of America	100th Anniv. Four Man Scramble Golf Tournament	855 Riverside Dr Jackson, MS 39202-1138	\$ 2,200
Bethany Christian Services	Annual Benefit Banquet	2424 Southerland Street Jackson, MS 39216	\$ 2,500
Stewpot Community Services	Bus. & Professional Luncheon	1100 W. Capitol Jackson, MS 39203	\$ 1,000
Ignite Ministries	Sports Camp	209 Allyson Cove Brandon, MS 39047	\$ 1,000
National Multiple Sclerosis Society	2010 Hope Ward dinner of champions	145 Executive Drive Suite 1 Madison MS 39110	\$ 2,500
Broad Street Baking Company	Scholarship Reception	3317 N. State Street Jackson, MS 39216	\$ 458
Green Oak	Scholarship Reception	P. O. Box 12219	\$ 134
Top It Off	Scholarship Reception	4800 I-55 North Suite 16 Jackson, MS 39211	\$ 85
Mississippi Symphony Orchestra	Symphony Ball	P. O. Box 2052 Jackson, MS 39225-2052	\$ 2,500
Habitat for Humanity/Metro Jackson	Hideways Fall Fundraiser	P. O. Box 55634 Jackson, MS 39296	\$ 5,000

Eudora Welty Foundation	Scholastic Writing Awards	P. O. Box 55685 Jackson, MS 39296-5685	\$ 10,000
Craftsmen Guild of Mississippi	Chimneyville Arts Crafts	950 Rice Road Ridgeland, MS 39157	\$ 5,000
Southern Christian Services	2010 Bottom Line for Kids	860 East River Place Suite 104 Jackson, MS 39202	\$ 5,000
First Presbyterian Day School	2010 Holiday Potpourri	1390 North State St Jackson, MS 39202	\$ 2,500
R.E.A.L. Christian Foundation	9th Annual Celebration Dinner	P. O. Box 180059 Richland, MS 39218	\$ 1,000
YMCA of Metropolitan Jackson	Thanksgiving Prayer Breakfast	826 North Street Jackson, MS 39202	\$ 7,500
The Little Light House	Laps for Little Ones/Struttin Their Stuff	P. O. Box 4392 Brandon, MS 39047	\$ 1,000
Jackson State University	133rd Founder's Day Banquet	P.O. Box 17144 Jackson, MS 39217-0144	\$ 400
Juvenile Diabetes Research Foundation	2010 Walk to Cure Diabetes	1640 Lelia Drive Suite 130 Jackson, MS 39216	\$ 5,000
American Heart Association	Art for Heart	4830 McWillie Circle Jackson, MS 39206	\$ 15,000
Operation Shoestring	Community Investment	P. O. Box 11223 Jackson, MS 39283-1233	\$ 10,000
Mississippi Society for Disabilities	Tis the Season	P. O. Box 4958 Jackson, MS 39296	\$ 2,500

Business & Professional Outrea ch, Intl	Outreach Ministries	1401 Pinehaven Road Clinton, MS 39056	\$ 5,000
Metro Christian Living	Christian Leaders of the Future	573 Hwy 51, Ste C Ridgeland, MS 39157	\$ 3,000
Friends of Mississippi Veterans	Annual Corporate Member	P. O Box 1265 Meridian MS 39302	\$ 500
University of Mississippi Foundation	Campaign for Engineering	P. O. Box 249 University, MS 38677	\$ 50,000
Mississippi Museum of Natural Science	Bio-Bulletins	2148 Riverside Dr Jackson, MS 39202	\$ 7,000
Mississippi Children's Museum	Education Fund	P. O. Box 55409 Jackson, MS 39296-5409	\$ 100,000
MS Building Blocks	Improve School Readiness	403-B Town Center Blvd, Ste C Ridgeland, MS 39157	\$ 25,000
Andrew Jackson Council Boy Scouts of America	100th Anniversary Dinner	855 Riverside Dr Jackson, MS 39202-1138	\$ 1,200
Total			\$ 470,280

Approved by:

Beth C. Byrd, Executive Director

Please return all checks to Audrey.

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	1,830.			
TOTALS	<u>1,830.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
PAYROLL TAX	3,187.
TOTALS	<u>3,187.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
BANK SERVICE CHARGES	157.
MISCELLANEOUS EXPENSE	238.
TOTALS	<u>395.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 4

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HU MEENA 1018 HIGHLAND COLONY PARKWAY STE 300 RIDGELAND, MS 39157	PRESIDENT 0.00	0.	0.	0.
WESLEY GOINGS 1018 HIGHLAND COLONY PARKWAY STE 500 RIDGELAND, MS 39157	VICE PRESIDENT 0.00	0.	0.	0.
MEREDITH CREEKMORE 1018 HIGHLAND COLONY PARKWAY STE 500 RIDGELAND, MS 39157	SECRETARY/TREASURER 0.00	0.	0.	0.
JIM RICHMOND 1018 HIGHLAND COLONY PARKWAY STE 340 RIDGELAND, MS 39157	DIRECTOR 0.00	0.	0.	0.
BETH BYRD 1018 HIGHLAND COLONY PARKWAY STE 360 RIDGELAND, MS 39157	DIRECTOR 8.00	20,050.	0.	0.
GRAND TOTALS		20,050.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

BETH BYRD
1018 HIGHLAND COLONY PKWY, STE 360
RIDGELAND, MS 39157
601.355.1522

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

REQUESTS ARE MADE BY FORMAL GRANT REQUEST FORM AND APPROVED BY THE BOARD.

FORM 990PF PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED

TAX EXEMPT

470,280.

TOTAL CONTRIBUTIONS PAID

470,280.