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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation) The organization may have to use a copy of this return to satisfy state reporting requirements	OMB No 1545-0047 2010 Open to Public Inspection
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A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010		
B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION Doing Business As Number and street (or P O box if mail is not delivered to street address) PO BOX 15849Room/suite City or town, state or country, and ZIP + 4 HATTIESBURG, MS 394045849	D Employer identification number 64-0367992
	F Name and address of principal officer JAMES COMPTON PO BOX 15849 HATTIESBURG, MS 394045849	E Telephone number (601) 268-2083
	H(a) Is this a group return for affiliates? ☐ Yes ☒ No	G Gross receipts \$ 779,580,180
	H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions)	
	I Tax-exempt status ☐ 501(c)(3) ☒ 501(c) (12) ☐ (Insert no) ☐ 4947(a)(1) or ☐ 527	H(c) Group exemption number ☐
J Website: HTTP //WWW.SMEPA.COOP/		

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ☐	L Year of formation 1941	M State of legal domicile MS
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Part I		Summary	
Activities & Governance	1 Briefly describe the organization's mission or most significant activities PROVIDE AND TRANSMIT THROUGH GENERATION AND PURCHASE OF ELECTRICITY, WHOLESALE ELECTRICITY TO 11 MEMBER OWNER COOPERATIVES, EACH SERVING RETAIL CONSUMERS		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	22
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	22
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	390
6 Total number of volunteers (estimate if necessary)	6	0	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	773,862,041	779,545,767
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	29,887	28,893
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	0
		773,891,928	779,574,660
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	1,064,562
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	28,098,776	32,473,034
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ☐ 0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	715,316,152	716,937,064
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	743,414,928	750,474,660
	19 Revenue less expenses Subtract line 18 from line 12	30,477,000	29,100,000
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	1,153,660,182	1,283,119,735
	21 Total liabilities (Part X, line 26)	974,422,913	1,074,782,466
	22 Net assets or fund balances Subtract line 21 from line 20	179,237,269	208,337,269

Part II	Signature Block
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.	

Sign Here	☐ ***** Signature of officer	2011-08-01 Date			
	☐ RAYMOND HALEY CHIEF FINANCIAL OFFICER Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ☐	PTIN
	Firm's name ☐				Firm's EIN ☐
	Firm's address ☐				Phone no ☐

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

Check if Schedule O contains a response to any question in this Part III

PROVIDE AND TRANSMIT THROUGH GENERATION AND PURCHASE OF ELECTRICITY, WHOLESALE ELECTRICITY TO 11 MEMBER OWNER COOPERATIVES, EACH SERVING RETAIL CONSUMERS

If "Yes," describe these new services on Schedule O

If "Yes," describe these changes on Schedule O

(Code	(Expenses \$	including grants of \$	(Revenue \$
4a	PROVIDE AFFORDABLE AND RELIABLE ELECTRIC ENERGY TO MEMBER COOPERATIVES THE 11 MEMBER COOPERATIVES PROVIDE SERVICE TO MORE THAN 400,000 METERS IN MISSISSIPPI SOUTH MISSISSIPPI ELECTRIC AND THE 11 MEMBER SYSTEMS ARE CONSUMER-OWNED, NON-PROFIT BUSINESSES DURING 2010 SOUTH MISSISSIPPI ELECTRIC PROVIDED MEMBER SYSTEMS WITH 10,645,623 MWH OF ENERGY		

[illegible][illegible]

4e Total program service expenses **\$**

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	No
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. 	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII. 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX. 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X. 	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X. 	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12a	Yes
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34		No
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		No
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> ☐ Yes ☒ No			
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance			
Check if Schedule O contains a response to any question in this Part V ☐			
		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	0
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	390
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter			
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11 Section 501(c)(12) organizations. Enter			
a	Gross income from members or shareholders.	11a	768,488,308
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	6,585,949
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI

Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 22		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 22		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure	
17	List the States with which a copy of this Form 990 is required to be filed MS
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization RAYMOND HALEY PO BOX 15849 HATTIESBURG, MS 394045849 (601) 268-2083

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

[illegible]

Part VII

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization: 16

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization		
(A) Name and business address	(B) Description of services	(C) Compensation
URS CORPORATION PO BOX 116183 ATLANTA, GA 30368	ENGINEERING/PROJECT MGT	24,033,634
VOGT POWER 4000 DUPONT CIRCLE LOUISVILLE, KY 40207	POWER PLT UPGRADE	16,357,692
BURNS&MCDONNELL PO BOX 411883 KANSAS CITY, MO 64141	ENGINEERING/PROJECT MGT	10,626,508
JAMES CONSTRUCTION PO BOX 90022 BATON ROUGE, LA 70898	POWER PLT UPGRADE	5,374,775
ALLSTATE TOWER PO BOX 25 HENDERSON, KY 42419	MICROWAVE TOWER CONST	3,890,462
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶38		

Part VIII

Statement of Revenue

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f						
	Program Service Revenue			Business Code				
2a		SALES TO MEMBERS	221000	768,488,308	768,488,308			
b		SALES TO NON-MEMBERS	221000	6,331,747	6,331,747			
c		PROGRAM RELATED INVEST	221000	4,471,510	4,471,510			
d		BY PRODUCT SALES	221000	254,202	254,202			
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f		779,545,767				
Other Revenue		3	Investment income (including dividends, interest and other similar amounts)					
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6a	Gross Rents	(i) Real	(ii) Personal				
		b	Less rental expenses					
		c	Rental income or (loss)					
		d	Net rental income or (loss)					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less cost or other basis and sales expenses					
		c	Gain or (loss)					
		d	Net gain or (loss)					
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
		b	Less direct expenses	b				
		c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities See Part IV, line 19	a					
		b	Less direct expenses	b				
		c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	a					
		b	Less cost of goods sold	b				
		c	Net income or (loss) from sales of inventory					
	Miscellaneous Revenue		Business Code					
	11a							
		b						
c								
d		All other revenue						
e	Total. Add lines 11a-11d							
12	Total revenue. See Instructions							
			779,574,660	779,574,660	0	0		

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	1,064,562			
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	2,131,057			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	20,298,616			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	4,464,196			
9	Other employee benefits	3,565,040			
10	Payroll taxes	2,014,125			
a	Fees for services (non-employees) Management				
b	Legal	568,357			
c	Accounting	183,044			
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees	78,147			
g	Other	320,414			
12	Advertising and promotion	94,842			
13	Office expenses	988,738			
14	Information technology	684,517			
15	Royalties				
16	Occupancy				
17	Travel	292,761			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	38,746,427			
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	42,682,153			
23	Insurance	1,715,715			
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	POWER PURCH FOR RESALE	440,124,570			
b	COAL, NAT GAS, NUCLEAR	143,374,163			
c	GENERATION PLANT O & M	24,472,210			
d	TRANS SYSTEM O & M	17,876,229			
e	MISCELLANEOUS	4,734,777			
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	750,474,660			
26	Joint costs. Check here ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			129,455	1	245,291
	2	Savings and temporary cash investments			5,169,189	2	15,690,619
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			65,020,834	4	72,127,889
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			105,446,908	8	73,002,350
	9	Prepaid expenses and deferred charges			84,116,430	9	99,251,106
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a	1,603,579,751	843,319,887	10c	967,453,834
	b	Less: accumulated depreciation	10b	636,125,917			
	11	Investments—publicly traded securities				11	
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11			50,298,807	13	55,259,533
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			158,672	15	89,113
16	Total assets. Add lines 1 through 15 (must equal line 34)			1,153,660,182	16	1,283,119,735	
Liabilities	17	Accounts payable and accrued expenses			67,648,145	17	88,215,612
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities			59,169,220	20	59,645,000
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties			581,140,865	23	657,973,383
	24	Unsecured notes and loans payable to unrelated third parties			100,300,000	24	71,520,000
	25	Other liabilities. Complete Part X of Schedule D			166,164,683	25	197,428,471
	26	Total liabilities. Add lines 17 through 25			974,422,913	26	1,074,782,466
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☐ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets				27	
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here ☒ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds			0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund			0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds			179,237,269	32	208,337,269
	33	Total net assets or fund balances			179,237,269	33	208,337,269
	34	Total liabilities and net assets/fund balances			1,153,660,182	34	1,283,119,735

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	779,574,660
2	Total expenses (must equal Part IX, column (A), line 25)	2	750,474,660
3	Revenue less expenses Subtract line 2 from line 1	3	29,100,000
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	179,237,269
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	208,337,269

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☒

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	Yes	
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Employer identification number

64-0367992

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4

Number of states where property subject to conservation easement is located ▶ _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization’s financial statements that describes the organization’s accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2010

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐

Public exhibition

b

☐

Scholarly research

c

☐

Preservation for future generations

d

☐

Loan or exchange programs

e

☐

Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance				
b	Contributions				
c	Investment earnings or losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

3a(i)

☐ Yes

☐ No

(ii)

related organizations

3a(ii)

☐ Yes

☐ No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

☐ Yes

☐ No

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	33,306,491			33,306,491
b Buildings	268,926,532		146,146,851	122,779,681
c Leasehold improvements	1,410,006		908,374	501,632
d Equipment	1,201,673,948		438,658,846	763,015,102
e Other	98,262,774		50,411,846	47,850,928
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				967,453,834

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1779,574,660
2	Total expenses (Form 990, Part IX, column (A), line 25)	2750,474,660
3	Excess or (deficit) for the year Subtract line 2 from line 1	329,100,000
4	Net unrealized gains (losses) on investments	4
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV)	8
9	Total adjustments (net) Add lines 4 - 8	90
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	1029,100,000

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	1775,074,257
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments2a	
b	Donated services and use of facilities2b	
c	Recoveries of prior year grants2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d	2e0
3	Subtract line 2e from line 1	3775,074,257
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	
a	Investment expenses not included on Form 990, Part VIII, line 7b4a	
b	Other (Describe in Part XIV)4b4,500,403	
c	Add lines 4a and 4b	4c4,500,403
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5779,574,660

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1745,974,257
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities2a	
b	Prior year adjustments2b	
c	Other losses2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d	2e0
3	Subtract line 2e from line 1	3745,974,257
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b4a	
b	Other (Describe in Part XIV)4b4,500,403	
c	Add lines 4a and 4b	4c4,500,403
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5750,474,660

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
		PROGRAM RELATED INVESTMENT INCOME INCLUDED IN AUDITED FINANCIAL STATEMENTS AS CONTRA-EXPENSE \$4,471,510 INCLUDED IN FORM 990 AS PROGRAM REVENUE NET GAIN ON SALE OF FIXED ASSETS INCLUDED IN AUDITED FINANCIAL STATEMENTS AS CONTRA EXPENSE \$28,893 INCLUDED ON FORM 990 AS REVENUE

Additional Data

Software ID:

Software Version:

EIN: 64-0367992

Name: SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Form 990, Schedule D, Part X, - Other Liabilities

1	(a) Description of Liability	(b) Amount
	PROVISION FOR PENSIONS & BENEFITS	7,651,300
	NUCLEAR DECOMMISSIONING OBLIGATION (ARO)	50,334,821
	DEFERRED CREDIT - PURCHASE POWER AGREEMENT	1,320,800
	DEFERRED CREDITS - GAS HEDGING	33,836,425
	DEFERRED CREDITS - REVENUE	12,177,044
	DEFERRED CREDIT - ECONOMIC DEVELOPMENT & GRANT	3,576,874
	CLEAN AIR (CAIR) PERMITS	12,196,810
	POWER SUPPLY DEVELOPMENT FUND	25,000,000
	MEMBER PREPAYMENTS	51,334,397

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2010

Open to Public
Inspection

Employer identification number
64-0367992

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) NATL G&T MGR ASSOC NRCO POBOX 2517 CEDAR RAPIDS,IA 52406	35-2351104		66,234				RENEWABLE ENERGY
(2) DELTA ELECTRIC POWER ASSNPO BOX 935 GREENWOOD,MS 38935	64-0146265		25,000				COCHRAN AQUACULTURE

2

Enter total number of section 501(c)(3) and government organizations

0

3

Enter total number of other organizations

2

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 GRANTS/LOANS ARE AWARDED BASED ON CRITERIA ADOPTED BY THE SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION BOARD OF DIRECTORS EACH REQUEST IS PRESENTED TO THE BOARD, AND BOARD ACTION IS RECORDED IN BOARD MINUTES

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION	Employer identification number 64-0367992
--	--

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	☐ Compensation committee ☒ Independent compensation consultant ☐ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment from the organization or a related organization?		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?		
b	Any related organization?		
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?		
b	Any related organization?		
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III		
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III		
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

Part II

Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JAMES COMPTON	(i) (ii)	411,857 0	5,000 0	5,470 0	114,202 0	14,569 0	551,098 0	0 0
(2) RAYMOND HALEY	(i) (ii)	200,644 0	7,512 0	5,308 0	59,379 0	12,848 0	285,691 0	0 0
(3) MARCUS WARE	(i) (ii)	242,832 0	9,081 0	2,088 0	71,300 0	13,443 0	338,744 0	0 0
(4) NATHAN BROWN	(i) (ii)	204,663 0	8,061 0	2,703 0	46,821 0	12,823 0	275,071 0	0 0
(5) TERRY LEE	(i) (ii)	179,547 0	6,484 0	3,487 0	98,749 0	12,517 0	300,784 0	0 0
(6) JAMES B EDWARDS	(i) (ii)	175,828 0	4,113 0	4,554 0	30,545 0	12,289 0	227,329 0	0 0
(7) BRAD WOLFE	(i) (ii)	160,188 0	6,079 0	2,308 0	29,935 0	12,278 0	210,788 0	0 0
(8) ROGER SMITH	(i) (ii)	154,326 0	3,922 0	2,495 0	71,675 0	12,175 0	244,593 0	0 0
(9) CHARLES STUART	(i) (ii)	136,773 0	3,535 0	574 0	78,042 0	11,954 0	230,878 0	0 0
(10) JERRY PIERCE	(i) (ii)	135,030 0	3,277 0	2,378 0	34,614 0	7,388 0	182,687 0	0 0
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

Part III **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Employer identification number
64-0367992

Part I Bond Issues											
(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A MISSISSIPPI BUSINESS FINANCE CORPORATION	64-0679132	60528BAP7	10-08-2009	40,000,000	SEE ATTACHED SCHEDULE O		X		X		X

Part II Proceeds									
		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds legally defeased								
3	Total proceeds of issue	40,000,000							
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds	505,167							
6	Proceeds in refunding escrow								
7	Issuance costs from proceeds	124,380							
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds	39,875,620							
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion	2009							
		Yes	No						
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use									
		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X						
b	Are there any research agreements that may result in private business use of bond-financed property?		X						
c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?	X							
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 %							
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 %							
6	Total of lines 4 and 5	0 %							
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2	Is the bond issue a variable rate issue?		X						
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X						
6	Did the bond issue qualify for an exception to rebate?		X						

Part V

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation
SCHEDULE K SUPPLEMENTAL INFORMATION		THE PURPOSE OF THE BOND ISSUES IS FOR SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION TO CONSTRUCT AND INSTALL APPROXIMATELY 2 3 MILES OF NEW 115KV POWER LINES AND SWITCHING STATIONS IN YAZZO CITY, MS AND 2 8 MILES OF NEW 115KV POWER LINES AND SWITCHING STATIONS IN ADAMS COUNTY, MS BOND PROCEEDS HAVE ALSO BEEN USED FOR THE PURPOSE OF CONSTRUCTION AND/OR PURCHASE AND INSTALLATION OF FIXED IMPROVEMENTS IN CONNECTION THEREWITH OF THE FOLLOWING PROJECTS LOCATED AT THE FOLLOWING ADDRESSES 1 HEADQUARTERS EXPANSION LOCATED AT 7037 US HWY 49, HATTIESBURG, MS 2 FIELD OPERATIONS CENTER LOCATED AT 3492 HWY 42, HATTIESBURG, MS 3 PLANT MORROW FACILITIES, BUILDING AND OFFICE RENOVATION LOCATED AT 304 OLD OKAHOLA ROAD, PURVIS, MS

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION	Employer identification number 64-0367992
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Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6		THE BOARD OF DIRECTORS OF SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION CONSISTS OF 2 DIRECTORS FROM EACH OF THE 11 MEMBER NONPROFIT DISTRIBUTION COOPERATIVES THAT OWN SOUTH MISSISSIPPI ELECTRIC POWER FOR A TOTAL OF 22 DIRECTORS ONE OF 2 DIRECTORS SERVING ON SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION'S BOARD OF DIRECTORS IS THE GENERAL MANAGER OF THE MEMBER COOPERATIVE AND THE OTHER IS A DIRECTOR SERVING ON THE BOARD OF DIRECTORS OF THE MEMBER COOPERATIVE THUS THE GENERAL MANAGER AND DIRECTOR FROM EACH MEMBER COOPERATIVE HAVE A BUSINESS RELATIONSHIP WITH EACH OTHER WHILE SERVING AS DIRECTORS FOR SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
HENRY C WATERER JR DIRECTOR	13 80	X		X				33,600	0	0
JAMES COMPTON GENERAL MANAGER/CEO	54 00			X				422,327	0	128,771
RAYMOND HALEY CHIEF FINANCIAL OFFICER	50 00			X				213,464	0	72,227
MARCUS WARE ASST. GENERAL MANAGER	50 00				X			254,001	0	84,743
NATHAN BROWN CHIEF OPERATING OFFICER	52 00				X			215,427	0	59,644
TERRY LEE CHIEF ENGINEERING OFFICER	44 00				X			189,518	0	111,266
JAMES B EDWARDS NUCLEAR SPECIALIST	56 00					X		184,495	0	42,834
BRAD WOLFE CHIEF TRANSMISSION & SUPPORT	40 00					X		168,575	0	42,213
ROGER SMITH WHOLESALE SERVICES DIRECTOR	50 00					X		160,743	0	83,850
CHARLES STUART PLANT MANAGER	44 80					X		140,882	0	89,996
JERRY PIERCE DIR. TRANSMISSION CONSTRUCTION	40 00					X		140,685	0	42,002

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A		REFERENCE EXPLANATION FOR PART VI, QUESTION 6, AND PART VI QUESTION 15 IN SCHEDULE O

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B		REFERENCE EXPLANATION FOR PART VI, QUESTION 6, AND PART VI QUESTION 15 IN SCHEDULE O

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11		A COPY OF THE 2010 FORM 990 WAS REVIEWED WITH THE AUDIT COMMITTEE AND REPORTED TO THE BOARD OF DIRECTORS ON THE AUDIT COMMITTEE'S RECOMMENDATION, THE BOARD AUTHORIZED THE EXECUTION AND FILING OF THE RETURN

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST POLICY ENFORCEMENT - DIRECTORS, OFFICERS, AND KEY EMPLOYEES ANNUALLY COMPLETE, AND SIGN, A QUESTIONNAIRE RELATIVE TO INDEPENDENCE, BUSINESS RELATIONSHIPS, ETC

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	A SALARY SURVEY WAS CONDUCTED IN 2010 BY AN INDEPENDENT ENTITY FIVE SIMILARLY SIZED GENERATION AND TRANSMISSION COOPERATIVES WERE SURVEYED THE FOLLOWING POSITIONS WERE SURVEYED GENERAL MANAGER/CEO, ASSISTANT GENERAL MANAGER, CHIEF ENGINEERING OFFICER, CHIEF FINANCIAL OFFICER, CHIEF OF TRANSMISSION, AND CHIEF OPERATING OFFICER THE BOARD OF DIRECTORS WAS PROVIDED THE SALARY SURVEY RESULTS THE BOARD DETERMINES THE SALARY FOR THE GENERAL MANAGER/CEO THE GENERAL MANAGER/CEO UTILIZED THE SURVEY FOR KEY EMPLOYEES ADDITIONALLY, THE GENERAL MANAGER/CEO ADVISES THE BOARD OF AVERAGE ANNUAL SALARY INCREASE AS PART OF THE ANNUAL BUDGET APPROVAL PROCESS APPROVAL OF THE ANNUAL BUDGET IS DOCUMENTED IN BOARD MINUTES

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	RECEPTIONISTS AND COMMUNICATIONS DIRECTOR HAVE BEEN INFORMED THAT THE FORM 990 WILL BE MADE AVAILABLE A FORM IS UTILIZED FOR PARTIES REQUESTING A COPY OF THE FORM 990 THIS FORM ADVISES REQUESTING PARTIES THAT PHOTOCOPIES WILL BE MADE AVAILABLE UPON RECEIPT OF COPY ING FEES (ALSO SPECIFIED IN THE REQUEST FORM) FINANCIAL STATEMENTS ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE

Identifier	Return Reference	Explanation
	FORM 990, PART XII, LINE 2C	THE PROCESSED IS UNCHANGED FROM PRIOR YEARS

Identifier	Return Reference	Explanation
BOND PURPOSE	SCHEDULE K, PART I, LINE A, COLUMN (F)	THE PURPOSE OF THE BOND ISSUES IS FOR SOUTH MISSISSIPPI ELECTRIC POWER ASSOCIATION TO CONSTRUCT AND INSTALL APPROXIMATELY 2.3 MILES OF NEW 115KV POWER LINES AND SWITCHING STATIONS IN YAZOO CITY, MS AND 2.8 MILES OF NEW 115KV POWER LINES AND SWITCHING STATIONS IN ADAMS COUNTY, MS. BOND PROCEEDS HAVE ALSO BEEN USED FOR THE PURPOSE OF CONSTRUCTION AND/OR PURCHASE AND INSTALLATION OF FIXED IMPROVEMENTS IN CONNECTION THEREWITH OF THE FOLLOWING PROJECTS LOCATED AT THE FOLLOWING ADDRESSES: 1. HEADQUARTERS EXPANSION LOCATED AT 7037 US HWY 49, HATTIESBURG, MS. 2. FIELD OPERATIONS CENTER LOCATED AT 3492 HWY 42, HATTIESBURG, MS. 3. PLANT MORROW FACILITIES, BUILDING AND OFFICE RENOVATION LOCATED AT 304 OLD OKAHOLA ROAD, PURVIS, MS.