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Form

990-PF

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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 RILEY FOUNDATION

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

Room/suite

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

A Employer identification number  
64-0707746

B Telephone number (see page 10 of the instructions)

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

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

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 57,429,113

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	2,353,676	2,353,676		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	626,697			
	b Gross sales price for all assets on line 6a 19,627,070				
	7 Capital gain net income (from Part IV , line 2) . . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	134,247	133,304		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	3,114,620	2,486,980		
	13 Compensation of officers, directors, trustees, etc	518,803	127,694		314,150
	14 Other employee salaries and wages . . . . .	52,307	5,231		39,231
	15 Pension plans, employee benefits . . . . .	207,051	35,860		130,137
	16a Legal fees (attach schedule). . . . .				
	b Accounting fees (attach schedule). . . . .	18,550	4,636		4,619
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	45,653			
	19 Depreciation (attach schedule) and depletion . . . .	97,721			
	20 Occupancy . . . . .	64,332	12,866		39,183
	21 Travel, conferences, and meetings . . . . .	3,236	88		3,017
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	108,822	17,950		72,689
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	1,116,475	204,325		603,026
	25 Contributions, gifts, grants paid . . . . .	1,458,861			1,458,861
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	2,575,336	204,325		2,061,887
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	539,284			
	b <b>Net investment income</b> (if negative, enter -0-)		2,282,655		
	c <b>Adjusted net income</b> (if negative, enter -0-)			0	

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1Cash—non-interest-bearing . . . . .			
	2Savings and temporary cash investments . . . . .	2,858,466	4,675,249	4,675,249
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable . . . . .			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use . . . . .			
	9Prepaid expenses and deferred charges . . . . .	3,405	6,464	6,464
	10aInvestments—U S and state government obligations (attach schedule)			
	bInvestments—corporate stock (attach schedule) . . . . .	34,988,348	42,303,296	42,303,296
	cInvestments—corporate bonds (attach schedule). . . . .	10,274,167	6,741,492	6,741,492
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans . . . . .			
	13Investments—other (attach schedule) . . . . .	178,954	131,781	131,781
	14Land, buildings, and equipment basis ▶ 3,686,493 Less accumulated depreciation (attach schedule) ▶ 1,189,488	2,584,630	2,497,005	3,570,831
	15Other assets (describe ▶ _____)			
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	50,887,970	56,355,287	57,429,113
Liabilities	17Accounts payable and accrued expenses . . . . .	7,404	3,419	
	18Grants payable . . . . .			
	19Deferred revenue . . . . .			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule) . . . . .			
	22Other liabilities (describe ▶ _____)			
	23Total liabilities (add lines 17 through 22) . . . . .	7,404	3,419	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted . . . . .	50,880,566	56,351,868	
	25Temporarily restricted . . . . .			
	26Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds . . . . .			
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds			
	30Total net assets or fund balances (see page 17 of the instructions) . . . . .	50,880,566	56,351,868	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	50,887,970	56,355,287	

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	50,880,566
2	Enter amount from Part I, line 27a . . . . .	2	539,284
3	Other increases not included in line 2 (itemize) ▶ _____	3	4,932,018
4	Add lines 1, 2, and 3 . . . . .	4	56,351,868
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	56,351,868

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)		2	-6,782,030
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries				
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))	
2009	1,320,792	40,518,309	0 032597	
2008	1,910,827	46,249,152	0 041316	
2007	4,458,046	57,057,152	0 078133	
2006	4,686,925	54,098,971	0 086636	
2005	7,781,719	57,382,430	0 135612	
2	Total of line 1, column (d).		2	0 374294
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0 074859
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		4	50,032,501
5	Multiply line 4 by line 3.		5	3,745,383
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	22,827
7	Add lines 5 and 6.		7	3,768,210
8	Enter qualifying distributions from Part XII, line 4.		8	2,069,069
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	45,653
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2. . . . .		3	45,653
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	45,653
6Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	47,905
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld . . . . .	6d	
7Total credits and payments Add lines 6a through 6d. . . . .		7	47,905
8Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	2,252
11Enter the amount of line 10 to be Credited to 2011 estimated tax 2,252 Refunded		11	

Part VII-AStatements Regarding Activities				
1aDuring 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? . . . . .			Yes	No
bDid 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.		1a		No
cDid the foundation file Form 1120-POL for this year? . . . . .		1b		No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		1c		No
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$				
2Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		2		No
3Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3		No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		4a		No
bIf "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		4b		
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		5		No
6Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		6	Yes	
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes	
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MS				
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9Is 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 . . . . .		9		No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW RILEY FOUNDATION ORG	13	Yes	
14	The books are in care of BECKY FARLEY Telephone no (601) 481-1430 Located at 4518 POPLAR SPRINGS DRIVE MERIDIAN MS ZIP+4 39305			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.		15	
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?	16		
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.				

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see page 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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	47,321,064
b	Average of monthly cash balances. . . . .	1b	3,159,601
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	313,752
d	Total (add lines 1a, b, and c). . . . .	1d	50,794,417
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	50,794,417
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	761,916
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	50,032,501
6	Minimum investment return. Enter 5% of line 5. . . . .	6	2,501,625

Part XI

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

1	Minimum investment return from Part X, line 6. . . . .	1	2,501,625
2a	Tax on investment income for 2010 from Part VI, line 5. . . . .	2a	45,653
b	Income tax for 2010 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	45,653
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	2,455,972
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	943
5	Add lines 3 and 4. . . . .	5	2,456,915
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	2,456,915

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	2,061,887
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	7,182
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,069,069
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	2,069,069
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				2,456,915
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only. . . . .				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2010				
a	From 2005. . . . .				2,504,643
b	From 2006. . . . .				2,034,825
c	From 2007. . . . .				1,694,686
d	From 2008. . . . .				
e	From 2009. . . . .				
f	Total of lines 3a through e. . . . .	6,234,154			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,069,069				
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. . . . .				2,069,069
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	387,846			387,846
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,846,308			
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 . . . . .				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	2,116,797			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	3,729,511			
10	Analysis of line 9				
a	Excess from 2006. . . . .				2,034,825
b	Excess from 2007. . . . .				1,694,686
c	Excess from 2008. . . . .				
d	Excess from 2009. . . . .				
e	Excess from 2010. . . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

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

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

b

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

FOUNDATION APPLICATIONS PROVIDED UPON REQUEST

c

Any submission deadlines

NONE

d

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

LAUDERDALE COUNTY MISSISSIPPI

Part XV

Supplementary Information (continued)

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

Recipient	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 See Additional Data Table				
Total . . . . .			3a	1,458,861
b Approved for future payment See Additional Data Table				
Total . . . . .			3b	5,920,000

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . .			14	2,353,676	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .			15	133,304	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	626,697	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> REFUND OF GRANTS _____				943	
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). .				3,114,620	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		3,114,620

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

\*\*\*\*\*

Signature of officer or trustee

2011-05-12

Date

\*\*\*\*\*

Title

Paid Preparer's Use Only

Preparer's Signature

GRADY H COLEMAN

Date

2011-05-12

Check if self-employed

☒

PTIN

Firm's name

COLEMAN & CO

Firm's EIN

Firm's address

MERIDIAN, MS 39303

Phone no.

(601) 693-6917

Form 990-PF (2010)

Additional Data

Software ID:

Software Version:

EIN: 64-0707746

Name: THE RILEY FOUNDATION

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
A	DUKE REALTY	P	2009-12-31	2010-01-26
B	REALTY INCOME GROUP	P	2009-12-31	2010-01-26
C	CENTRAL PARK 1000 SHARES FIXED	P	2003-11-12	2010-01-04
D	GOODYEAR TIRE 700000 CORP BOND	P	2004-09-09	2010-02-17
E	PLY GEM 100000 CORP BOND	P	2005-01-20	2010-02-15
F	KAYNE ANDERSON 9572 SHARES COMMON	P	2009-12-31	2010-02-19
G	GENWORTH 17000 SHARES COMMON	P	2009-09-24	2010-02-11
H	XL CAPITAL 11466 SHARES COMMON	P	2005-11-15	2010-02-11
I	MARSHALL IVEY 23377 SHARES COMMON	P	2005-11-30	2010-02-11
J	CORP EX BD 2500 SHARES COMMON	P	2007-05-03	2010-02-11
K	C D 5000 SHARES COMMON	P	2007-09-17	2010-02-11
L	ALLIED 40000 SHARES COMMON	P	2006-11-13	2010-02-11
M	WORLD COM SETTLEMENT	P	2009-12-31	2010-03-31
N	CEMEX 10146 SHARES COMMON	P	2003-10-16	2010-03-12
O	CITIGROUP 10000 SHARES COMMON	P	2000-06-06	2010-03-12
P	CONVERSE TECH 10000 SHARES COMMON	P	2006-11-15	2010-03-12
Q	DELL INC 10000 SHARES COMMON	P	2006-03-21	2010-03-12
R	HEALTH MGT 10000 SHARES COMMON	P	2001-01-17	2010-03-12
S	MACQUIRE 2000 SHARES COMMON	P	2004-02-15	2010-03-12
T	MOTOROLLA 5000 SHARES COMMON	P	2005-08-04	2010-03-12
U	REPUBLIC AIRWAYS 10000 SHARES COMM	P	2006-10-23	2010-03-12
V	RITE AID 20000 SHARES COMMON	P	2006-05-09	2010-03-12
W	SINOPEC 1000 SHARES COMMON	P	2007-09-17	2010-03-12
X	SUPERVALUE 11485 SHARES COMMON	P	2006-10-20	2010-03-12
Y	QWEST LITIGATION	P	2009-12-31	2010-04-05
Z	WORLD COM VICTIM TRUST	P	2009-12-31	2010-04-20
AA	SIRUS 100000 CORP BOND	P	2006-01-11	2010-04-16
AB	CIT GROUP 1683 SHARES COMMON	P	2010-01-26	2010-04-07
AC	FAIRPOINT 188 SHARES COMMON	P	2006-02-19	2010-04-09
AD	MEDTRONIC 4500 SHARES COMMON	P	2001-01-04	2010-04-07

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

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AE	PACCAR 2500 SHARES COMMON	P	2008-04-29	2010-04-07
AF	REGIONS 6346 SHARES COMMON	P	2004-06-08	2010-04-07
AG	SCHLUMBERGER 1000 SHARES COMMON	P	2008-05-27	2010-04-07
AH	UNITED HEALTH 5000 SHARES COMMON	P	2008-06-04	2010-04-07
AI	WASHINGTON MUTUAL 5000 SHARES COMM	P	2004-06-21	2010-04-09
AJ	WEYERHAUSER 5000 SHARES COMMON	P	2003-10-30	2010-04-07
AK	GENERAL MOTORS	P	2009-12-31	2010-05-17
AL	PUBLIC STORAGE 6000 SHARES PRFD	P	2003-04-03	2010-05-18
AM	WASHINGTON MUTUAL 265000 CORP BOND	P	2000-04-04	2010-05-13
AN	MONTPELIER 15500 SHARES COMMON	P	2007-04-19	2010-05-13
AO	MASCO 14000 SHARES COMMON	P	2004-06-28	2010-05-13
AP	AVERY DENNISON 5000 SHARES COMMON	P	1998-02-10	2010-05-13
AQ	COMCAST 1500 SHARES COMMON	P	2005-08-25	2010-05-13
AR	HALLIBURTON 4000 SHARES COMMON	P	2003-08-15	2010-05-13
AS	INDOSAT 900 SHARES COMMON	P	2007-09-17	2010-05-13
AT	FREMONT 250000 CORP BOND	P	2006-11-09	2010-06-16
AU	AMKOR 300000 CORP BOND	P	2004-11-08	2010-06-03
AV	AMKOR 200000 CORP BOND	P	2005-08-09	2010-06-30
AW	STD PACIFIC 250000 CORP BOND	P	2006-06-21	2010-06-02
AX	BANK OF AMERICA 4000 SHARES COMMON	P	2005-03-08	2010-06-09
AY	DUKE REALTY 12500 SHARES COMMON	P	2002-01-14	2010-06-09
AZ	DWS 5000 SHARES COMMON	P	2006-11-21	2010-06-09
BA	HUNTSMAN 30000 SHARES COMMON	P	2007-05-07	2010-06-09
BB	RESEARCH IN MTN 2000 SHARES COMMON	P	2008-10-02	2010-06-09
BC	ABITIBI CO 400000 CORP BOND	P	2005-04-22	2010-07-07
BD	GM 20000 SHARES PFD	P	2001-06-28	2010-07-07
BE	TOUSA 250000 CORP BOND	P	2005-09-01	2010-07-07
BF	CBL 10000 SHARES PFD	P	2003-08-06	2010-07-08
BG	ENTERTAINMENT 10000 SHARES PFD	P	2007-05-04	2010-07-08
BH	FELCOR 10000 SHARES PFD	P	2005-03-08	2010-07-08



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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
BI	RADIAN 100000 CORP BOND	P	2005-01-20	2010-07-08
BJ	RITE AID 100000 CORP BOND	P	2005-01-20	2010-07-08
BK	UNITED RENTALS 500000 CORP BOND	P	2005-01-07	2010-07-08
BL	GMX 4000 SHARES PFD	P	2006-08-08	2010-07-09
BM	GREENBRIAR 500000 CORP BOND	P	2007-04-19	2010-07-09
BN	LEXINGTON 10000 SHARES PFD	P	2007-02-09	2010-07-09
BO	PIMCO 7444 SHARES MUTUAL FUND	P	2003-05-30	2010-07-09
BP	PHOENIX 20000 SHARES PFD	P	2003-03-11	2010-07-09
BQ	S L GREEN 10000 SHARES PFD	P	2003-12-03	2010-07-09
BR	SUNSTONE 10000 SHARES PFD	P	2005-03-11	2010-07-09
BS	VOUGHT 500000 CORP BOND	P	2005-01-20	2010-07-16
BT	PARKWAY 1100 SHARES PFD	P	2003-05-28	2010-07-21
BU	IDOSAT 4100 SHARES COMMON	P	2009-09-17	2010-07-19
BV	TEMPLETON 119438563 SHARES MF	P	2001-12-22	2010-07-20
BW	ALLIANCE 17025597 SHARES MF	P	2005-08-22	2010-07-20
BX	CYBERSOURCE 10000 SHARES COMMON	P	2000-01-30	2010-07-22
BY	FRONTIER CASH IN LIEU COMMON	P	2006-02-09	2010-07-01
BZ	PARKWAY 38900 SHARES PFD	P	2003-06-29	2010-08-03
CA	ALCOA 50000 CORP BOND	P	2009-02-23	2010-08-21
CB	CIT GROUP 19556 SHARES PFD	P	2007-11-13	2010-08-30
CC	CITIGROUP 29334 CORP BOND	P	2007-11-13	2010-08-30
CD	CITIGROUP 29334 CORP BOND	P	2007-11-13	2010-08-30
CE	CITIGROUP 48891 CORP BOND	P	2007-11-13	2010-08-30
CF	CITIGROUP 128736 CORP BOND	P	2007-11-13	2010-08-30
CG	FOREST CITY 8000 SHARES PFD	P	2004-02-03	2010-08-30
CH	GMAC LLC 33000 SHARES PFD	P	2006-10-11	2010-08-31
CI	LUCENT TECH 650000 CORP BOND	P	2005-07-14	2010-08-30
CJ	TRIMBLE 12400 SHARES COMMON	P	2000-03-13	2010-08-30
CK	STRYKER 2500 SHARES COMMON	P	2008-05-07	2010-08-30
CL	STRYKER 2500 SHARES COMMON	P	2010-04-07	2010-08-30

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
CM	HOME DEPOT 5000 SHARES COMMON	P	2005-08-18	2010-08-30
CN	L 3 2000 SHARES COMMON	P	2006-05-15	2010-08-30
CO	WISDOM TREE 2500 SHARES COMMON	P	2008-04-11	2010-08-31
CP	CUSCI 3000 SHARES COMMON	P	2008-05-07	2010-08-30
CQ	BANK OF AMERICA 4000 SHARES COMMON	P	2006-11-07	2010-08-31
CR	TYCO INTERNATIONAL	P	2009-12-31	2010-09-08
CS	LAND OF LAKES 750000 CORP BOND	P	2005-03-09	2010-09-07
CT	FREMONT MERGER	P	2006-11-09	2010-10-14
CU	MICROSOFT 16500 SHARES COMMON	P	2003-07-25	2010-10-07
CV	HUGSTON ROYALTY 6000 SHARES COMMON	P	2007-04-27	2010-10-07
CW	TRUSTMARK 10000 SHARES COMMON	P	2004-05-14	2010-10-07
CX	SYSCO 4000 SHARES COMMON	P	2005-02-24	2010-10-07
CY	GENERAL MOTORS	P	2009-12-31	2010-11-23
CZ	AVERY DENNISON 12682 SHARES PFD	P	2008-07-21	2010-11-17
DA	KAYNE ANDERSON 5121 SHARES COMMON	P	2009-10-16	2010-11-01
DB	UPS 5000 SHARES COMMON	P	2004-03-02	2010-11-05
DC	PFIZER 15000 SHARES COMMON	P	2008-08-27	2010-11-05
DD	BERKLEY 9000 SHARES COMMON	P	2005-02-15	2010-11-05
DE	BERKLEY 4500 SHARES COMMON	P	2010-05-13	2010-11-05
DF	PROCTER GAMBLE 2200 SHARES COMMON	P	2006-11-02	2010-11-05
DG	STANLEY WORKS 100000 CORP BOND	P	2009-09-16	2010-12-08
DH	CASE CORP 213000 CORP BOND	P	2005-07-14	2010-12-06
DI	CORPORATE BKD 20000 SHARES PFD	P	2003-10-29	2010-12-06
DJ	UNUMPROVIDENT 4000 SHARES PFD	P	2003-09-09	2010-12-06
DK	UNION PLANTERS 100000 CORP BOND	P	2005-01-20	2010-12-01
DL	NEXTEL COMM 200000 CORP BOND	P	2006-09-25	2010-12-06
DM	PARKWAY PROP 10000 SHARES PFD	P	2003-10-08	2010-12-06
DN	NUCOR 2000 SHARES COMMON	P	2005-08-02	2010-12-03
DO	NUCOR 4700 SHARES COMMON	P	2010-06-09	2010-12-03
DP	SPECTRA ENERGY 5000 SHARES COMMON	P	1998-12-27	2010-12-03

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
DQ	BRISTOL MYERS 1000 SHARES COMMON	P	2007-04-19	2010-12-03

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

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
A	2,502			2,502
B	4,113			4,113
C	19,180		15,783	3,397
D	712,250		702,250	10,000
E	100,000		87,875	12,125
F	2,479		2,477	2
G	243,551		508,450	-264,899
H	200,932		850,446	-649,514
I	147,969		855,801	-707,832
J	54,198		164,266	-110,068
K	7,658		25,679	-18,021
L	4,061		22,670	-18,609
M	14,087			14,087
N	104,773		141,318	-36,545
O	39,994		452,886	-412,892
P	89,794		177,828	-88,034
Q	140,893		308,068	-167,175
R	74,618		149,230	-74,612
S	28,443		43,527	-15,084
T	34,544		110,250	-75,706
U	53,395		161,251	-107,856
V	30,787		96,600	-65,813
W	39,195		68,054	-28,859
X	197,766		441,943	-244,177
Y	1,532			1,532
Z	3,704			3,704
AA	104,813		100,000	4,813
AB	65,428		54,647	10,781
AC	7		1,330	-1,323
AD	201,053		245,941	-44,888

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

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
A E	110,154		118,868	-8,714
A F	52,233		195,633	-143,400
A G	65,685		101,552	-35,867
A H	163,548		170,526	-6,978
A I	727		206,344	-205,617
A J	228,090		309,700	-81,610
A K	40,686			40,686
A L	150,000		157,500	-7,500
A M	266,325		265,000	1,325
A N	257,069		265,988	-8,919
A O	211,110		437,031	-225,921
A P	185,385		249,205	-63,820
A Q	25,600		30,543	-4,943
A R	116,364		116,620	-256
A S	26,632		34,101	-7,469
A T	250,000		250,000	
A U	303,876		279,000	24,876
A V	209,766		176,500	33,266
A W	264,263		237,500	26,763
A X	61,157		186,150	-124,993
A Y	146,469		300,222	-153,753
A Z	61,627		199,977	-138,350
B A	282,745		691,090	-408,345
B B	118,416		124,480	-6,064
B C	47,500		355,500	-308,000
B D	127,500		500,000	-372,500
B E	7,238		235,625	-228,387
B F	215,996		250,000	-34,004
B G	208,996		250,000	-41,004
B H	189,997		250,000	-60,003

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

<b>(e)</b> Gross sales price		<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
BI	77,500		99,000	-21,500
BJ	86,500		87,500	-1,000
BK	463,750		486,250	-22,500
BL	88,998		100,000	-11,002
BM	468,125		509,625	-41,500
BN	199,494		250,000	-50,506
BO	73,469		74,281	-812
BP	302,795		498,500	-195,705
BQ	228,736		250,000	-21,264
BR	228,750		250,000	-21,250
BS	500,000		497,500	2,500
BT	25,790		27,500	-1,710
BU	112,558		154,827	-42,269
BV	733,353		534,885	198,468
BW	227,121		261,005	-33,884
BX	260,000		90,030	169,970
BY	5			5
BZ	914,009		1,000,900	-86,891
CA	53,125		43,625	9,500
CB	19,263		19,556	-293
CC	28,307		29,334	-1,027
CD	28,014		32,184	-4,170
CE	46,202		53,640	-7,438
CF	63,999		128,736	-64,737
CG	175,757		200,000	-24,243
CH	707,710		802,498	-94,788
CI	438,750		601,250	-162,500
CJ	350,751		122,308	228,443
CK	107,576		156,765	-49,189
CL	107,576		143,205	-35,629

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

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
CM	139,620		203,450	-63,830
CN	134,913		166,861	-31,948
CO	102,357		146,193	-43,836
CP	63,056		77,550	-14,494
CQ	49,593		218,584	-168,991
CR	42			42
CS	656,250		615,650	40,600
CT	993			993
CU	392,027		515,792	-123,765
CV	118,260		152,444	-34,184
CW	214,790		264,200	-49,410
CX	112,713		138,625	-25,912
CY	4,587			4,587
CZ	458,604		656,500	-197,896
DA	133,599		119,013	14,586
DB	341,540		349,638	-8,098
DC	263,292		339,200	-75,908
DD	123,228		105,764	17,464
DE	123,228		123,251	-23
DF	140,574		139,324	1,250
DG	100,000		82,005	17,995
DH	228,443		213,532	14,911
DI	440,040		500,000	-59,960
DJ	96,800		101,795	-4,995
DK	100,000		83,945	16,055
DL	192,560		187,120	5,440
DM	243,110		264,200	-21,090
DN	79,768		58,762	21,006
DO	187,455		197,002	-9,547
DP	122,996		122,143	853

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

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
DQ	25,776		28,428	-2,652



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

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				2,502
B				4,113
C				3,397
D				10,000
E				12,125
F				2
G				-264,899
H				-649,514
I				-707,832
J				-110,068
K				-18,021
L				-18,609
M				14,087
N				-36,545
O				-412,892
P				-88,034
Q				-167,175
R				-74,612
S				-15,084
T				-75,706
U				-107,856
V				-65,813
W				-28,859
X				-244,177
Y				1,532
Z				3,704
AA				4,813
AB				10,781
AC				-1,323
AD				-44,888

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
AE				-8,714
AF				-143,400
AG				-35,867
AH				-6,978
AI				-205,617
AJ				-81,610
AK				40,686
AL				-7,500
AM				1,325
AN				-8,919
AO				-225,921
AP				-63,820
AQ				-4,943
AR				-256
AS				-7,469
AT				
AU				24,876
AV				33,266
AW				26,763
AX				-124,993
AY				-153,753
AZ				-138,350
BA				-408,345
BB				-6,064
BC				-308,000
BD				-372,500
BE				-228,387
BF				-34,004
BG				-41,004
BH				-60,003

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
BI				-21,500
BJ				-1,000
BK				-22,500
BL				-11,002
BM				-41,500
BN				-50,506
BO				-812
BP				-195,705
BQ				-21,264
BR				-21,250
BS				2,500
BT				-1,710
BU				-42,269
BV				198,468
BW				-33,884
BX				169,970
BY				5
BZ				-86,891
CA				9,500
CB				-293
CC				-1,027
CD				-4,170
CE				-7,438
CF				-64,737
CG				-24,243
CH				-94,788
CI				-162,500
CJ				228,443
CK				-49,189
CL				-35,629

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	
CM			-63,830
CN			-31,948
CO			-43,836
CP			-14,494
CQ			-168,991
CR			42
CS			40,600
CT			993
CU			-123,765
CV			-34,184
CW			-49,410
CX			-25,912
CY			4,587
CZ			-197,896
DA			14,586
DB			-8,098
DC			-75,908
DD			17,464
DE			-23
DF			1,250
DG			17,995
DH			14,911
DI			-59,960
DJ			-4,995
DK			16,055
DL			5,440
DM			-21,090
DN			21,006
DO			-9,547
DP			853


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
DQ			-2,652

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM G RILEY	CHAIRMAN 30	109,941	43,679	0
4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305				
I A ROSENBAUM	PRESIDENT 30	109,941	28,202	0
4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305				
BOB DEEN	VICE PRES 30	109,941	41,768	0
4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305				
MARTY DAVIDSON	DIRECTOR 15	32,500	0	0
BOX 3804 MERIDIAN, MS 39303				
EDWIN DOWNER	DIRECTOR 5	12,000	0	0
7642 POPLAR SPRINGS DRIVE MERIDIAN, MS 39302				
RICHARD F RILEY JR	DIRECTOR 5	12,000	0	0
3000 K ST NW WASHINGTON, DC 20007				
GAIL W RILEY	DIRECTOR 5	12,000	0	0
7642 STOCKTON AVE EL CERRITO, CA 94530				
MALCOLM POTERA	DIRECTOR 5	12,000	0	0
401 QUEEN CITY AVENUE TUSCALOOSA, AL 35401				
TOMMY DULANEY	DIRECTOR 6	14,750	0	0
BOX 2929 MERIDIAN, MS 39302				
MARY ANN RILEY	DIRECTOR 5	12,000	0	0
1805 36TH ST MERIDIAN, MS 39305				
BECKY FARLEY	EXEC DIRECTOR 40	81,730	36,756	0
4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305				

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
AMERICAN RED CROSS KEY CHAPTER 1711 24TH AVE Meridian, MS 39301			SUMMER WORKPROGRAM	6,500
ASSOC OF SMALL FOUNDATIONS 33 WILD BERRY LANE Underhill, VT 05489			SUPPORT	495
BEST OF BOTH WORLDS ADDICTION 8364 HAM ROAD Meridian, MS 39305			OPERATING SUPPORT	25,000
BOYS AND GIRLS CLUB OF LAUD 1717 45TH AVE Meridian, MS 39304			CONTRIBUTION	10,000
CARE LODGE DOMESTIC VIOLENCE P O BOX 5331 Meridian, MS 39302			RENOVATION OFSHELTER	36,362
CARE LODGE DOMESTIC VIOLENCE P O BOX 5331 Meridian, MS 39302			SUMMER WORKPROGRAM	4,500
COMMUNITY FOUND OF EAST MS P O BOX 865 Meridian, MS 39302			BUILD OPERATIONALCAPACITY ANDENDOWMENT	100,000
COMMUNITY FOUND OF EAST MS P O BOX 865 Meridian, MS 39302			SUMMER WORKPROGRAM	4,000
COMMUNITY FOUND OF EAST MS P O BOX 865 Meridian, MS 39302			KEY BROTHERS AIRSHOW	2,000
EAST MS BUS DEV FOUNDATION 1901 FRONT STREET STE A Meridian, MS 39301			CONTRIBUTION	500
EAST MS BUS DEV FOUNDATION 1901 FRONT STEET STE A Meridian, MS 39301			OPERATINGSUPPORT	1,000
HOPE VILLAGE FOR CHILDREN P O BOX 26 Meridian, MS 39302			SUMMER WORKPROGRAM	5,500
JIMME RODGERS FOUNDATION P O DRAWER 2170 Meridian, MS 39302			SPARKLE AND TWANGEXHIBT	10,000
LAUDERDALE CO YOUTH LEADERSHIP 410 CONSTITUTION AVE 5TH FL Meridian, MS 39301			LEADERSHIPLAUDERDALE	3,500
LAUDERDALE CO SCHOOL SYSTEM P O BOX 5498 Meridian, MS 39302			STEM LABS FOR9TH GRADERS	25,000
<b>Total . . . . .</b>  <b>3a</b>				1,458,861

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
LAUD OUTREACH AND VOLUNTEER 801 18TH AVE Meridian, MS 39301			OPERATING EXPENSE	10,000
MERIDIAN ART ASSOCIATION 628 25TH AVE Meridian, MS 39301			OPERATING SUPPORT	10,000
MERIDIAN COMMUNITY COLLEGE 910 HWY 19 NORTH Meridian, MS 39307			TUITION GUARANTEE PROGRAM	15,000
MERIDIAN DISTRICT UMC 6210 HWY 39 NORTH Meridian, MS 39305			HANDICAP RAMPS	10,000
MERIDIAN EQUINE THERAPY CENTER 1000 HWY 19 NORTH Meridian, MS 39307			THERAPEUTIC RIDING PROGRAM	10,000
MERIDIAN LITTLE THEATRE P O BOX 3157 Meridian, MS 39303			OPERATING FUNDS	10,000
MERIDIAN PUBLIC SCHOOL DIST 1019 25TH AVE Meridian, MS 39301			HIGH SCHOOL BAND INSTRUMENTS	10,000
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			CONCERT BRAVE THE ELEMENTS	12,000
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			50TH ANNIVERSARY SEASON	25,000
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			SUMMER WORK PROGRAM	6,500
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			DONATION	188
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			RECORDERS FOR LINK UP PROGRAM	5,000
ALDERSGATE PERSONAL CARE 6600 POPLAR SPRINGS DRIVE Meridian, MS 39305			SUMMER WORK PROGRAM	4,000
POPLAR SPRINGS DRIVE UMC 3973 POPLAR SPRINGS DRIVE Meridian, MS 39305			DONATION	50
NAVAL AIR STATION 255 ROSENBAUM DRIVE Meridian, MS 39305			AIR SHOW	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				1,458,861



Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
MISSISSIPPI ARTS COMMISSION 501 NORTH WEST ST SUITE 1101A Jackson, MS 39201			WHOLE SCHOOLSSUMMER INSTITUTE	50,000
MS JUNION MISS PROGRAM P O BOX 582 Meridian, MS 39302			SUMMER WORKPROGRAM	4,000
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			STUDENTINTERNSHIPPROGRAM	17,500
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			SUMMER WORKPROGRAM	6,500
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			RILEY SCHOLARS	5,000
MS STATE UNIVERSITY FOUNDATION P O BOX 6149 Mississippi State, MS 39762			RENOVATION OFNEWBERRY BUILDING	500,000
MS STATE UNIVESITY FOUNDATION P O BOX 6149 Mississippi State, MS 39762			MSU MERIDIANSCHOLARSHIPPROGRAM	300,000
MS STATE UNIVERSITY FOUNDATION P O BOX 6149 Mississippi State, MS 39762			RIELY NEXT STEPSCHOLARHIPPROGRAM	75,000
MS STATE UNIVERSITY FOUNDAITON P O BOX 6149 Mississippi State, MS 39762			VOLUNTEERRECEPTION	500
MS CENTER FOR NONPROFITS 612 NORTH STATE ST STE B Jackson, MS 39202			MARCH 2010CONFERENCE	6,000
MULTI COUNTY COMMUNITY SERVICE 2900 ST PAUL STREET Meridian, MS 39302			MEALS ON WHEELS	4,000
SOUTHEASTERN COUNCIL OF FDNS 50 HURT PLAZA STE 350 Atlanta, GA 30303			SUPPORT	4,000
STATE GAMES OF MISSISSIPPI P O BOX 5866 Meridian, MS 39302			SUMMER WORKPROGRAM	4,000
HOUSING AUTH OF CITY OF MDN 2423 E STREET Meridian, MS 39301			SUMMER WORKPROGRAM	4,000
UNITED WAY OF EAST MS WEST AL 2003 23RD AVE Meridian, MS 39301			ENDOWMENT	90,116
<b>Total . . . . .</b>  <b>3a</b>				1,458,861

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
UNITED WAY OF EAST MS WEST AL 2003 23RD AVE Meridian, MS 39301			SUMMER WORKPROG	5,150
UNITED WAY OF EAST MS WEST AL 2003 23RD AVE Meridian, MS 39301			ANNUAL CAMPAIGN	10,000
WESLEY HOUSE COMMUNITY CENTER 15208 8TH AVE Meridian, MS 39302			CLINICALSUPPLEMENT	10,000
<b>Total . . . . . ▶ 3a</b>				1,458,861

Form 990PF Part XV Line 3b - Grants and Contributions 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)				
<b>b</b> <i>Approved for future payment</i>				
MISSISSIPPI STATE UNIVERSITY610 ALLEN HALL Mississippi State, MS 39762			STUDENTINTERNSHIPPROGRAM	35,000
MS STATE UNIVERSITY FOUNDATIONNP O BOX 6149 Mississippi State, MS 39762			RENOVATION OFNEWBERRY BUILDING	3,500,000
MS STATE UNIVERSITY FOUNDATIONNP O BOX 6149 Mississippi State, MS 39762			MSU MERIDIANSCHOLARSHIPPROGRAM	75,000
MS STATE UNIVERSITY FOUNDATIONNP O BOX 6149 Mississippi State, MS 39762			ADDITION OFKRESS BUILDING	2,000,000
MS STATE UNIVERSITY FOUNDATIONNP O BOX 6149 Mississippi State, MS 39762			RILEY NEXT STEPSCHOLARSHIPPROGRAM	200,000
UNITED WAY OF EAST MS WEST AL2003 23RD AVE Meridian, MS 39304			ENDOWMENT	100,000
WESLEY HOUSE COMMUNITY CENTER1520 8TH AVE Meridian, MS 39301			CLINICALSUPPLEMENT	10,000
<b>Total . . . . .</b>				5,920,000

**TY 2010 Accounting Fees Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
MONTHLY ACCOUNTING	6,050	1,511	0	1,494
IRS FILINGS	3,500	875	0	875
FINANCIAL AUDIT	9,000	2,250	0	2,250

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

**TY 2010 Depreciation Schedule**

**Name:** THE RILEY FOUNDATION  
**EIN:** 64-0707746

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2000-06-18	3,066,860	728,384	SL	40	76,672			
BUILDING ADDITION	2001-06-14	13,858	2,942	SL	40	346			
OFFICE EQUIPMENT	1999-12-31	14,713	14,713	SL	5				
OFFICE EQUIPMENT	2000-12-31	16,826	16,826	SL	5				
PROJECTOR	2001-08-16	4,815	4,815	SL	7				
COMPUTER	2001-08-16	2,107	2,107	SL	5				
NOTEBOOK	2002-12-13	2,046	2,046	SL	5				
OFFICE EQUIPMENT	2003-12-31	34,674	34,674	SL	5				
OFFICE EQUIPMENT	2004-12-31	6,611	6,611	SL	5				
COMPUTER	2005-09-13	2,532	2,151	SL	5	381			
OFFICE EQUIPMENT	2006-12-31	2,893	2,115	SL	5	579			
GRANT SOFTWARE	2007-07-16	15,579	7,790	SL	5	3,116			
PAINTINGS	1999-12-31	1,800	1,800	SL	10				
FURNISHINGS	2000-06-17	265,806	252,158	SL	10	13,519			
FURNISHINGS	2000-06-17	3,387	3,387	SL	5				
FURNISHINGS	2002-12-31	7,575	5,370	SL	10	758			
FURNISHINGS	2005-12-31	6,561	2,862	SL	10	657			
COMPUTER	2008-01-03	1,419	568	SL	5	284			
COMPUTER	2008-09-11	1,343	336	SL	5	269			
LAPTOP	2009-09-01	1,679	112	SL	5	336			
DESKTOP COMPUTER	2010-05-26	1,503		SL	5	175			
DELL COMPUTER	2010-06-14	1,701		SL	5	170			
SERVER	2010-08-03	6,892		SL	5	459			

TY 2010 Investments Corporate  
Bonds Schedule

Name: THE RILEY FOUNDATION  
EIN: 64-0707746

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMKOR TECH 200,000		
STANDARD PACIFIC 250,000		
GOODYEAR TIRE 700,000		
FAIRFAX FINL 400,000	417,000	417,000
AMROR TECH 300,000		
UNITED RENTALS 500,000		
TOUSA INC 250,000		
CASE CORP NOTES 213,000		
CITIZENS UTILITIES 250,000	232,500	232,500
LUCENT TECH 650,000		
LAND O LAKES 750,000		
CIT GROUP 29,334		
FREMONT GEN CORP 250,000		
VOUGHT AIRCRAFT 500,000		
PLY GEM INDS 100,000		
SIRIUS SATELLITE 100,000		
RITE AID CORP 100,000		
VERISON NEW ENG 200,000	213,506	213,506
NEXTEL COMM 200,000		
CENTURY TEL 100,000	102,113	102,113
GREENBRIER COMM 500,000		
RADIAN GROUP 100,000		
AUTOZONE INC 100,000	108,766	108,766
GOLDMAN SACHS GROUP 250,000	245,588	245,588
GENERAL ELECTRIC CORP 250,000	247,267	247,267
PRUDENTIAL FINANCIAL 200,000	198,912	198,912
CATERPILLAR FIN SER 100,000	99,525	99,525
FORTUNE BRANDS 100,000	193,466	193,466
MOUNTAIN STS TEL 500,000	488,750	488,750
BANK OF AMERICA 30,000	29,109	29,109
WEYERHAUSER CO 100,000	93,825	93,825
BANK OF AMERICA 100,000	97,029	97,029
BANK OF AMERICA 51,000	49,971	49,971
MERRILL LYNCH 100,000	91,777	91,777
CENTRAL PARKING 25,000		
FOREST CITY ENT 200,000		
COMCAST CORP 100,000		
WASHINGTON MUTUAL 265,000		
UNION PLANTERS 100,000		
GENERAL ELECTRIC 100,000	107,540	107,540
AMERICAN EXPRESS 50,000	55,083	55,083
DOW CHEMICAL 100,000	101,160	101,160
MORGAN STANLEY 200,000	191,466	191,466
DOW CHEMICAL 50,0000	50,623	50,623
ALCOA INC 50,0000		
BANK OF AMERICA 100,000	101,343	101,343
FREEPORT MCMORAN 50,0000	55,312	55,312
XEROX CAPITAL 500,000	508,750	508,750
CITIGROUP INC 300,000	287,463	287,463
FIFTH THIRD BANCORP 103,000	118,538	118,538
STANLEY WORKS 100,000		
JP MORGAN CHASE 300,000	318,897	318,897
WACHOVIA CAPTL 350,000	303,625	303,625
CVS CAREMARK 100,000	96,375	96,375
WPS RESOURCES 100,000		
FPL GROUP CAP 70,000	69,300	69,300
PRUDENTIAL FNL 115,000	133,688	133,688
CIT GROUP 48,891		
CIT GROOUP 19,556		
CIT GROUP 29,334		
CIT GROUP 68,448		
BANK OF AMERICA 250,000	235,925	235,925
MERRILL LYNCH 250,000	225,670	225,670
GOLDMAN SACHS GROUP 250,000	255,600	255,600
JPM CHASE CAP 250,000	257,773	257,773
JPM CHASE CAP 250,000	261,757	261,757
INTEGRYS ENERGY 100,000	96,500	96,500

TY 2010 Investments Corporate  
Stock Schedule

Name: THE RILEY FOUNDATION  
EIN: 64-0707746

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEMPLETON FUND 119439 SHS		
PIMCO SHORT TERM 7429 SHS		
WISDOM TREE 2500 SHS		
ALLIANCEBER INTL 17026 SHS		
AMERICAN EUROPAC 29240 SHS MF	1,209,666	1,209,666
ALTRIA GROUP 32000 SHS COMMON	787,840	787,840
CORPORATE EX 2500 SHS COMMON		
CYBERSOURCE 10000 SHS COMMON		
DUKE REALTY 12500 SHS COMMON		
KRAFT FOODS 15740 SHS COMMON	495,967	495,967
ORACLE 13400 SHS COMMON	419,420	419,420
PUBLIC STO 5000 SHS COMMON	507,100	507,100
REALTY INC 10000 SHS COMMON	489,060	489,060
WEINGARTEN 13500 SHS COMMON	320,760	320,760
CBL 10000 SHS PFD		
PARKWAY PROP 10000 SHS PFD		
RENAISSANCE 10000 SHS PFD	227,400	227,400
BHP BILLITON 7000 SHS COMMON	650,440	650,440
COMCAST 1500 SHS COMMON		
COMPASS MIN 6300 SHS COMMON	562,401	562,401
CONVERSE TEC 10000 SHS COMMON		
DELL INC 10000 SHS COMMON		
DIRECTV GROUP 7400 SHS COMMON	295,482	295,482
DWS DREMAN 5000 SHS COMMON		
HUGOTON ROY 6000 SHS COMMON		
APPLE INC 1000 SHS COMMON	322,560	322,560
MONTPELIER 15500 SHS COMMON		
NORFOLK 6800 SHS COMMON	427,176	427,176
NUCOR 2000 SHS COMMON		
PERMIAN BASIN 10000 SHS COMM	226,600	226,600

Name of Stock	End of Year Book Value	End of Year Fair Market Value
REPUBLIC AIR 10000 SHS COMMON		
ENERGY TRANSFER 9600 SHS COMM	497,472	497,472
VERIZON 18400 SHS COMMON	658,352	658,352
FAIRPOINT 188 SHS COMMON		
BARCLAYS 18000 SHS PFD	448,740	448,740
EAGLE HOSP 8000 SHS PFD	7,760	7,760
ENTERTAIN PR 10000 SHS PFD		
FELCOR LOD 10000 SHS PFD		
GMX RES 4000 SHS PFD		
LEXINGTON RLTY 10000 SHS PFD		
NATL RETAIL 4000 SHS PFD	99,800	99,800
PARKWAY PROP 10000 SHS PFD		
SL GREEN 10000 SHS PFD		
SUNSTONE HOTEL 10000 SHS PFD		
ENERGY TRANS 7400 SHS COMMON		
EXXON 8000 SHS COMMON	584,960	584,960
HALLIBURTON 4000 SHS COMMON		
MARATHON OIL 8000 SHS COMMON	411,033	411,033
EXELON CORP 2500 SHS COMMON	104,100	104,100
SPECTRA 5000 SHS COMMON		
SUNOCO 7500 SHS COMMON	626,925	626,925
TC PIPELINES 12000 SHS COMMON	624,000	624,000
CEMEX 10146 SHS COMMON		
HUNTSMAN 30000 SHS COMMON		
METAL MGT 20500 SHS COMMON		
SINOPEC 1000 SHS COMMON		
WEYERHAEUSE 5000 SHS COMMON		
AVERY DENN 5000 SHS COMMON		
C&D TECH 5000 SHS COMMON		
EMERSON ELEC 9600 SHS COMMON	548,832	548,832



Name of Stock	End of Year Book Value	End of Year Fair Market Value
GEN ELEC 15000 SHS COMMON	274,350	274,350
L 3 COMMUN 2000 SHS COMMON		
LOCKHEED 6300 SHS COMMON	440,433	440,433
MACQUARIE 2000 SHS COMMON		
MASCO 14000 SHS COMMON		
RAYTHEON 10000 SHS COMMON	463,400	463,400
UPS 5000 SHS COMMON		
WASTE MGT 13100 SHS COMMON	482,997	482,997
GEN PARTS 13000 SHS COMMON	667,420	667,420
FORTUNE BRANDS 4800 SHS COMM	289,200	289,200
HOME DEPOT 5000 SHS COMMON		
SHERWIN WILL 5000 SHS COMMON	418,750	418,750
FREEPORT MCMORAN 5200 SHS COM	624,468	624,468
BROWN FORMAN 7500 SHS COMMON	522,150	522,150
FRONTIER COMM 11300 SHS COMM	109,949	109,949
COCA COLA 6900 SHS COMMON	453,813	453,813
IBM 3700 SHS COMMON	543,012	543,012
PROC GAMBLE 2200 SHS COMMON		
RITE AID 20000 SHS COMMON		
SANDERSON 5000 SHS COMMON	195,750	195,750
SUPERVALU 11485 SHS COMMON		
SYSCO 4000 SHS COMMON		
UNILEVER 19200 SHS COMMON	592,896	592,896
WAL MART 6000 SHS COMMON	431,440	431,440
ABBOTT LAB 9700 SHARES COMM	464,727	464,727
SIMS METALS 20500 SHS COMMON	447,720	447,720
BRIST MYER 1000 SHS COMMON		
HEALTH MGT 10000 SHS COMMON		
JOHN & JOHN 10000 SHS COMMON	618,500	618,500
MEDTRONIC 4500 SHS COMMON		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEOGEN 17262 SHS COMMON	708,260	708,260
PFIZER 15000 SHS COMMON		
XL CAPITAL 11466 SHS COMMON		
AM EXPRESS 5000 SHS COMMON	214,600	214,600
BK OF AMERICA 8000 SHS COMMON		
W R BERKELY 4500 SHS COMMON		
CITIGROUP 10000 SHS COMMON		
JPMORGAN 10000 SHS COMMON	424,200	424,200
MARSH ILS 23377 SHS COMMON		
REGIONS 6346 SHS COMMON		
TRUSTMARK 10000 SHS COMMON		
WASH MUT 5000 SHS COMMON		
WELLS FARGO 14200 SHS COMMON	440,058	440,058
CISCO SYS 3000 SHS COMMON		
MICROSOFT 16500 SHS COMMON		
MOTOROLA 5000 SHS COMMON		
TRIMBLE 12500 SHS COMMON	499,125	499,125
PT INDOSAT 5000 SHS COMMON		
AMERIGAS 10000 SHS COMMON	488,100	488,100
ATMOS 30600 SHS COMMON	312,000	312,000
DUKE ENERGY 30600 SHS COMMON	544,986	544,986
SOUTHERN CO 13000 SHS COMMON	496,990	496,990
ALLIED EN 40000 SHS COMMON		
KAYNE AND 5122 SHS CLOSED END		
ALEXANDRIA REAL 10000 SHS PFD	256,000	256,000
BANCORPSOUTH 28000 SHS PFD	738,080	738,080
BARCLAYS 20000 SHS PFD	508,400	508,400
CORP BKD 20000 SHS PFD		
CORTS JC PENNEY 13000 SHS PFD	324,870	324,870
CORTS UNUMPROV 4000 SHS PFD		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORTS US WEST 40500 SHS PFD	1,016,145	1,016,145
CORTS AON CAP 8300 SHS PFD	237,131	237,131
GMAC LLC 33000 SHS PFD		
GEN MOTORS 20000 SHS PFD		
PARKWAY PROP 30000 SHS PFD		
PHOENIX CO 20000 SHS PFD		
PUB STORAGE 6000 SHS PFD		
PACCAR 2500 SHS COMMON		
UNITEDHEALTH 5000 SHS COMMON		
HSBC HOLDING 2000 SHS PFD	53,660	53,660
AMERICAN ELEC 10000 SHS PFD	278,400	278,400
FPL GROUP CAP 1000 SHS PFD		
AMERICAN NEW WORLD 13751 SHS	750,645	750,645
ALTRIA GROUP 12000 SHS COMM		
APACHE CORP 2000 SHS COMM	238,460	238,460
ASTRAZENECA PLC 9600 SHS COMM	443,424	443,424
HOSPIRA INC 9100 SHS COMM	506,779	506,779
GRACE ACQ 10000 SHS PFD	6,600	6,600
AVERY DENNISON 13000 SHS PFD		
BANK OF AMERICA 10000 SHS PFD	255,000	255,000
SCHLUMBERGER LTD 1000 SHS COM		
CATERPILLAR INC 10000 SHS COM	936,600	936,600
UNITED TECH 2000 SHS COMMON	157,440	157,440
YUM BRANDS 12500 SHS COMMON	613,125	613,125
DR PEPPER 12000 SHS COMMON	421,920	421,920
KELLOG 10000 SHS COMMON	510,800	510,800
PHILIP MORRIS 20000 SHS COMM	1,170,600	1,170,600
MERCK 17650 SHS COMMON	636,106	636,106
STRYKER 2500 SHS COMMON		
GENWORTH FINL 10000 SHS COMM		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
METLIFE 5923 SHS COMMON	263,218	263,218
RESEARCH IN MOT 2000 SHS COM		
VISA INC 1900 SHS COMMON	133,722	133,722
AT&T INC 21000 SHS COMMON	616,980	616,980
AEGON N V 30000 SHARES PFD	717,600	717,600
BAC CAPT TR 17000 SHARES PFD	414,800	414,800
BBT CAP TRST 11000 SHARES PFD	302,390	302,390
CBS CORP 22300 SHARES PFD	563,521	563,521
COMCAST CORP 4000 SHARES PFD	101,200	101,200
DEUTSCHE BANK 18000 SHS PFD	470,520	470,520
DEUTSCHE BANK 19000 SHS PFD	483,170	483,170
ENTERGY MS 10000 SHARES PFD	262,200	262,200
FIFTH THIRD CAP 19500 SHS PFD	485,160	485,160
HSBC HOLDINGS 41000 SHS PFD	1,092,650	1,092,650
MORGAN STANLEY 12000 SHS PFD	285,000	285,000
NEXTRA ENERGY 1000 SHARES PFD	27,940	27,940
VIACOM INC 16000 SHARES PFD	406,080	406,080
VORNADO REALTY 28000 SHS PFD	746,760	746,760
WACHOVIA CAP 14800 SHS PFD	389,980	389,980
WELLS FARGO 18000 SHS PFD	488,880	488,880
WELLS FARGO 10000 SHS PFD	268,200	268,200

## TY 2010 Investments - Other Schedule

**Name:** THE RILEY FOUNDATION

**EIN:** 64-0707746

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ABITIBI INTERNATONAL BOND 400,000			
ALTERNATIVE INVESTMENT		21,028	21,028
ACCRUED INTEREST		110,753	110,753

**TY 2010 Land, Etc. Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	203,313		203,313	203,313
BUILDING AND ADDITIONS	3,080,718	808,344	2,272,374	3,080,718
OFFICE EQUIPMENT	117,333	100,633	16,700	30,000
FURNISHINGS	285,129	280,511	4,618	256,800

TY 2010 Other Decreases Schedule

**Name:** THE RILEY FOUNDATION

**EIN:** 64-0707746

Description	Amount
UNREALIZED GAINS	4,932,018

**TY 2010 Other Expenses Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charitable Purposes
INVESTMENT FEES	7,988	7,988	0	0
INSURANCE	35,496	8,874	0	8,874
OFFICE SUPPLIES	15,958	0	0	14,902
DUES AND SUBSCRIPTIONS	3,253	37	0	2,648
POSTAGE	645	0	0	659
TELEPHONE	10,506	1,051	0	8,395
PROGRAM EXPENSE	32,935	0	0	37,211
PARTNERSHIP LOSS	2,041	0	0	0



# TY 2010 Other Income Schedule

**Name:** THE RILEY FOUNDATION

**EIN:** 64-0707746

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
ROYALTY INCOME	133,304	133,304	0
GRANT REFUND	943	0	0

TY 2010 Taxes Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON INVESTMENT	45,653	0	0	0