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

2010

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

For calendar year 2010, or tax year beginning , and ending

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 <b>MADDOX FOUNDATION</b>		A Employer identification number <b>64-0917900</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>180 WEST COMMERCE STREET</b>	Room/suite	B Telephone number <b>(662) 449-3699</b>
City or town, state, and ZIP code <b>HERNANDO, MS 38632</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>45,575,385.</b>	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b> (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				<b>N/A</b>	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		<b>9,771.</b>	<b>9,771.</b>		<b>STATEMENT 1</b>
4 Dividends and interest from securities		<b>255,719.</b>	<b>255,719.</b>		<b>STATEMENT 2</b>
5a Gross rents		<b>260,151.</b>	<b>205,608.</b>		<b>STATEMENT 3</b>
b Net rental income or (loss) <b>260,151.</b>					
6a Net gain or (loss) from sale of assets not on line 10		<b>781,066.</b>			<b>STATEMENT 4</b>
b Gross sales price for all assets on line 6a <b>2,326,993.</b>					
7 Capital gain net income (from Part IV, line 2)			<b>781,065.</b>		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<b>-252,915.</b>	<b>-299,077.</b>		<b>STATEMENT 5</b>
12 Total. Add lines 1 through 11		<b>1,053,792.</b>	<b>953,086.</b>		
13 Compensation of officers, directors, trustees, etc		<b>418,242.</b>	<b>15,700.</b>		<b>399,856.</b>
14 Other employee salaries and wages		<b>74,133.</b>	<b>0.</b>		<b>165,786.</b>
15 Pension plans, employee benefits		<b>115,162.</b>	<b>0.</b>		<b>118,491.</b>
16a Legal fees <b>STMT 6</b>		<b>99,534.</b>	<b>0.</b>		<b>1,712.</b>
b Accounting fees <b>STMT 7</b>		<b>8,653.</b>	<b>0.</b>		<b>8,653.</b>
c Other professional fees <b>STMT 8</b>		<b>2,675.</b>	<b>0.</b>		<b>2,675.</b>
17 Interest					
18 Taxes <b>STMT 9</b>		<b>-235,493.</b>	<b>2,340.</b>		<b>0.</b>
19 Depreciation and depletion		<b>48,441.</b>	<b>0.</b>		
20 Occupancy		<b>88,838.</b>	<b>0.</b>		<b>88,838.</b>
21 Travel, conferences, and meetings		<b>28,835.</b>	<b>0.</b>		<b>28,835.</b>
22 Printing and publications					
23 Other expenses <b>STMT 10</b>		<b>1,722,457.</b>	<b>179,027.</b>		<b>9,249.</b>
24 Total operating and administrative expenses. Add lines 13 through 23		<b>2,371,477.</b>	<b>197,067.</b>		<b>824,095.</b>
25 Contributions, gifts, grants paid		<b>119,265.</b>			<b>119,265.</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>2,490,742.</b>	<b>197,067.</b>		<b>943,360.</b>
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<b>-1,436,950.</b>			
b Net investment income (if negative, enter -0-)			<b>756,019.</b>		
c Adjusted net income (if negative, enter -0-)				<b>N/A</b>	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		4.		
	2	Savings and temporary cash investments		665,893.	502,208.	502,208.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶ 2,358,486.	STATEMENT 12			
		Less: allowance for doubtful accounts ▶ 0.		1,388,350.	2,358,486.	2,358,486.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 13		1,757,940.	1,757,940.	1,056,292.
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ 1,474,033.			
		Less accumulated depreciation ▶ 662,952.		844,100.	811,081.	811,081.
12		Investments - mortgage loans				
13		Investments - other STMT 14		18,173,455.	19,554,986.	40,738,884.
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
15		Other assets (describe ▶ STATEMENT 15)		1,843,954.	108,434.	108,434.
16		Total assets (to be completed by all filers)		24,673,696.	25,093,135.	45,575,385.
17		Accounts payable and accrued expenses			1,000.	
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable STMT 16		607,109.	580,631.	
	22	Other liabilities (describe ▶ STATEMENT 17)		13,949.	11,470.	
	23	Total liabilities (add lines 17 through 22)		621,058.	593,101.	
	24	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31				
Net Assets or Fund Balances	25	Unrestricted				
	26	Temporarily restricted				
	27	Permanently restricted				
	28	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31				
	29	Capital stock, trust principal, or current funds		0.	0.	
	30	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	31	Retained earnings, accumulated income, endowment, or other funds		24,052,638.	24,500,034.	
32	Total net assets or fund balances		24,052,638.	24,500,034.		
33	Total liabilities and net assets/fund balances		24,673,696.	25,093,135.		

## 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	24,052,638.
2	Enter amount from Part I, line 27a	2	-1,436,950.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,884,346.
4	Add lines 1, 2, and 3	4	24,500,034.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,500,034.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 2,326,992.		1,545,927.	781,065.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			781,065.	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 781,065.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{		3 N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	2,676,567.	39,996,587.	.066920
2008	5,528,722.	62,453,236.	.088526
2007	8,875,874.	104,342,456.	.085065
2006	8,712,207.	101,480,232.	.085851
2005	7,675,619.	99,500,534.	.077141

2 Total of line 1, column (d)	2	.403503
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	.080701
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	42,625,291.
5 Multiply line 4 by line 3	5	3,439,904.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,560.
7 Add lines 5 and 6	7	3,447,464.
8 Enter qualifying distributions from Part XII, line 4 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.	8	2,451,360.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	15,120.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,120.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	15,120.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	33,433.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	33,433.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,313.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 18,313. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► <u>WWW.MADDOXFOUNDATION.ORG</u>				
14	The books are in care of ► <u>NICOLE SATCHELFIELD</u>	Telephone no. ►	<u>662-449-3699</u>	
Located at ► <u>180 WEST COMMERCE STREET, HERNANDO, MS</u>		ZIP+4 ►	<u>38632</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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	Yes	No
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 ►				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

**5b**

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****X**

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		418,242.	38,401.	7,533.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NICOLE S. SATCHFIELD - 180 WEST COMMERCE STREET, HERNANDO, MS 38632	ACCOUNTANT 40.00	55,283.	1,658.	283.

**Total** number of other employees paid over \$50,000**0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PAULUS & DOLAN PLLC 4400 HARDING ROAD, S-101, NASHVILLE, TN 37205	LEGAL FEES	97,171.
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 SEE STATEMENT ATTACHED.	
	24,640.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

	Amount
1	
SEE STATEMENT 19	1,508,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	1,508,000.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,056,292.
b	Average of monthly cash balances	1b	1,694,755.
c	Fair market value of all other assets	1c	40,523,360.
d	Total (add lines 1a, b, and c)	1d	43,274,407.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	43,274,407.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	649,116.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,625,291.
6	Minimum investment return. Enter 5% of line 5	6	2,131,265.

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

1	Minimum investment return from Part X, line 6	1	2,131,265.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	15,120.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,120.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,116,145.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,116,145.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,116,145.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	943,360.
b	Program-related investments - total from Part IX-B	1b	1,508,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,451,360.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,451,360.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				2,116,145.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005	2,556,555.			
<b>b</b> From 2006	3,831,767.			
<b>c</b> From 2007	3,931,569.			
<b>d</b> From 2008	2,417,794.			
<b>e</b> From 2009	678,507.			
<b>f</b> Total of lines 3a through e	13,416,192.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$	2,451,360.			
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				2,116,145.
<b>e</b> Remaining amount distributed out of corpus	335,215.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,751,407.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	2,556,555.			
<b>9</b> Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	11,194,852.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006	3,831,767.			
<b>b</b> Excess from 2007	3,931,569.			
<b>c</b> Excess from 2008	2,417,794.			
<b>d</b> Excess from 2009	678,507.			
<b>e</b> Excess from 2010	335,215.			

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

N/A

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

- b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	

- b 85% of line 2a

- c Qualifying distributions from Part XII, line 4 for each year listed

- d Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c Any submission deadlines:

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







**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PASS-THROUGH FROM LITTLE BUCK LP	P		
b	PASS-THROUGH FROM LITTLE BUCK LP	P		
c	PASS-THROUGH FROM MIDSOUTH INVESTOR FUND LP	P		
d	PASS-THROUGH FROM MIDSOUTH INVESTOR FUND LP	P		
e	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
f	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
g	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
h	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
i	SALE OF BELLEVUE PROPERTY	P		08/30/10
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		15,427.	-15,427.
b	197,404.		197,404.
c	225,751.		225,751.
d	44,972.		44,972.
e		49,193.	-49,193.
f	632,313.		632,313.
g	26,552.		26,552.
h		2,296.	-2,296.
i	1,200,000.	1,479,011.	-279,011.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-15,427.
b			197,404.
c			225,751.
d			44,972.
e			-49,193.
f			632,313.
g			26,552.
h			-2,296.
i			-279,011.
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	781,065.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

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SOURCE	AMOUNT
BANKPLUS	7,798.
SYCAMORE BANK	1,973.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,771.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
220 KNOLLS LIMITED PARTNERSHIP INTEREST INCOME	1,594.	0.	1,594.
BRITISH HIGHLAND INTEREST INCOME	105.	0.	105.
CLARKSVILLE NINE, LP INTEREST INCOME	8.	0.	8.
CLEG-MAD LIMITED LP INTEREST INCOME	551.	0.	551.
DMAR INVESTMENTS LP DIVIDEND INCOME	146,734.	0.	146,734.
DMAR INVESTMENTS LP DIVIDEND INCOME	648.	0.	648.
DMAR INVESTMENTS LP INTEREST INCOME	7,905.	0.	7,905.
DMAR INVESTMENTS LP INTEREST INCOME	4,307.	0.	4,307.
LITTLE BUCK LIMITED PARTNERSHIP DIVIDEND INCOME	44,148.	0.	44,148.
LITTLE BUCK LIMITED PARTNERSHIP INTEREST INCOME	3,285.	0.	3,285.
LONGWOOD TN LP INTEREST INCOME	65.	0.	65.
MIDSOUTH INVESTOR FUND LP DIVIDEND INCOME	21,293.	0.	21,293.
MIDSOUTH INVESTOR FUND LP INTEREST INCOME	25,061.	0.	25,061.
SHELDON CENTER PROPERTIES LTD DIVIDEND INCOME	3.	0.	3.
STERLING PETROLEUM 1979-A INTEREST INCOME	12.	0.	12.
TOTAL TO FM 990-PF, PART I, LN 4	255,719.	0.	255,719.

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FORM 990-PF

RENTAL INCOME

STATEMENT

3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
BELLEVUE PROPERTY, NASHVILLE TN	1	61,150.
220 KNOLLS LIMITED PARTNERSHIP	4	194,557.
9040 ASSOCIATES - NEW PTRS	6	-64,988.
CLEG-MAD LIMITED LP	7	226,207.
BRITISH HIGHLAND WIND LP	10	-140,014.
LONGWOOD TN LP	11	58,222.
CLARKSVILLE NINE, LP RENTAL INCOME	12	-2,034.
BEALE 310, LP	13	-72,949.
TOTAL TO FORM 990-PF, PART I, LINE 5A		260,151.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

4

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PASS-THROUGH FROM LITTLE BUCK LP	0.	15,427.	0.	0.	-15,427.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PASS-THROUGH FROM LITTLE BUCK LP	197,404.	0.	0.	0.	197,404.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PASS-THROUGH FROM MIDSOUTH INVESTOR FUND LP	225,751.	0.	0.	0.	225,751.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PASS-THROUGH FROM MIDSOUTH INVESTOR FUND LP		PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
44,972.	0.	0.	0.	44,972.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASS-THROUGH FROM DMAR INVESTMENTS LP	PURCHASED				
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	49,193.	0.	0.	-49,193.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD	
PASS-THROUGH FROM DMAR INVESTMENTS LP		PURCHASED					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS			
632,313.	0.	0.	0.	632,313.			

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASS-THROUGH FROM DMAR INVESTMENTS LP		PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
26,552.	0.	0.	0.	26,552.		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASS-THROUGH FROM DMAR INVESTMENTS LP		PURCHASED				
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
0.	2,296.	0.	0.	-2,296.		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
SALE OF BELLEVUE PROPERTY		PURCHASED				08/30/10
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
1,200,000.	1,479,011.	0.	0.	-279,011.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
DYNEGY INC	PURCHASED				05/28/10
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1.	0.	0.	0.	1.	
NET GAIN OR LOSS FROM SALE OF ASSETS					781,066.
CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					781,066.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HEXAD OIL CO 1977-B	2,147.	0.	
STERLING PETROLEUM 1978-A	997.	0.	
STERLING PETROLEUM 1979-A	31,580.	0.	
J.D. LIMITED PARTNERSHIP	13,779.	0.	
LITTLE BUCK LIMITED PARTNERSHIP	-28,674.	-28,674.	
MIDSOUTH INVESTOR FUND LP	-57,066.	-57,066.	
SOUTH HARPETH FARMS LLC	-131,830.	-131,830.	
DMAR LIMITED PARTNERSHIP LP	-97,945.	-97,945.	
MISCELLANEOUS INCOME	1,774.	1,774.	
220 KNOLLS LP BOOK/TAX DIFFERENCES	-1,949.	0.	
STERLING PETROLEUM 1979-A	73.	73.	
MIDSOUTH INVESTOR FUND LP			
NON-DEDUCTIBLE EXPENSES	-162.	0.	
CLEG-MAD LP BOOK/TAX DIFFERENCES	-343.	0.	
ANNUITY INCOME	15,594.	15,594.	
SHELDON CENTER PROPERTIES LTD	-1,003.	-1,003.	
DMAR LIMITED PARTNERSHIP LP	113.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-252,915.	-299,077.	

FORM 990-PF	LEGAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BUTLER SNOW O'MARA STEVENS & CANNADA PLLC	-928.	0.		-928.	
COPELAND COOK TAYLOR & BUSH	2,640.	0.		2,640.	
NEAL & HARWELL PLLC	651.	0.		0.	
PAULUS & DOLAN PLLC	97,171.	0.		0.	
TO FM 990-PF, PG 1, LN 16A	99,534.	0.		1,712.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CORBIN & ASSOCIATES, PLLC	8,653.	0.		8,653.	
TO FORM 990-PF, PG 1, LN 16B	8,653.	0.		8,653.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	2,675.	0.		2,675.	
TO FORM 990-PF, PG 1, LN 16C	2,675.	0.		2,675.	

FORM 990-PF	TAXES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	2,340.	2,340.		0.	
FEDERAL TAXES (REFUND)	-240,053.	0.		0.	
PROFESSIONAL PRIVILEGE TAX	400.	0.		0.	
BELLEVUE PROPERTY TAX	1,820.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	-235,493.	2,340.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT INTEREST EXPENSE FROM PASS THROUGH ENTITIES	179,027.	179,027.		0.	
GENERAL OFFICE EXPENSES	10,416.	0.		0.	
REPAIRS AND MAINTENANCE	7,934.	0.		0.	
DUES AND SUBSCRIPTIONS	7,831.	0.		0.	
TRAINING AND SEMINARS	9,249.	0.		9,249.	
PROGRAM RELATED INVESTMENT - MADDOX HOCKEY, INC.	1,508,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	1,722,457.	179,027.		9,249.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	11
DESCRIPTION	AMOUNT				
MIDSOUTH INVESTOR FUND - MARKET VALUE APPRECIATION OF ASSETS	157,342.				
DMAR INVESTMENTS L.P. - MARKET VALUE APPRECIATION OF ASSETS	898,581.				
SOUTH HARPETH FARMS LLC - DEPPRECIATION ADJUSTMENT	9,454.				
PRINCIPAL FROM THE ESTATE OF DAN W. MADDOX	818,969.				
TOTAL TO FORM 990-PF, PART III, LINE 3	1,884,346.				

FORM 990-PF	OTHER NOTES AND LOANS RECEIVABLE	STATEMENT 12
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DESCRIPTION	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
CLEG-MAD LIMITED LP	1,371,000.	0.	1,371,000.
BEALE 310, LLC	987,486.	0.	987,486.
TOTAL TO FM 990-PF, PART II, LN 7	2,358,486.	0.	2,358,486.

FORM 990-PF	CORPORATE STOCK	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DESOTO COUNTY BANK STOCK	250,000.	250,000.
MADDOX FOOTBALL INC	1,000.	1,000.
MADDOX HOCKEY INC	1,000.	1,000.
MARGARET ENERGY INC	1,505,940.	804,292.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,757,940.	1,056,292.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
220 KNOLLS LIMITED PARTNERSHIP	COST	1,326,054.	9,156,436.
9040 ASSOCIATES - NEW PTRS	COST	1,883,844.	1,320,000.
BRITISH HIGHLAND WIND, LP	COST	-2,103,794.	3,152,800.
CLEG-MAD LIMITED LP	COST	251,633.	3,592,710.
DMAR INVESTMENTS LP	COST	7,484,736.	7,484,720.
HEXAD OIL CO 1977-B	COST	1,602.	3,064.
J.D. LIMITED PARTNERSHIP	COST	4,752.	4,752.
LITTLE BUCK LIMITED PARTNERSHIP	COST	2,086,798.	2,086,798.
MIDSOUTH INVESTOR FUND LP	COST	5,356,105.	5,356,105.
PROSPECT HARBOR CREDIT PARTNERS LP	COST	965,302.	669,409.
SANKATY CREDIT OPPORTUNITIES LP	COST	-307,193.	762,770.
SHELDON CENTER PROPERTIES LTD	COST	-3,059.	0.
STERLING PETROLEUM 1978-A	COST	-2,141.	14,702.
STERLING PETROLEUM 1979-A	COST	12,342.	10,994.
BELLEVUE PROPERTY INVESTMENT	COST	0.	0.
SOUTH HARPETH FARMS LLC	COST	-631,824.	2,906,309.
LONGWOOD TN LP	COST	2,284,571.	2,284,571.
CLARKSVILLE NINE, LP	COST	997,974.	997,974.
BEALE 310, LLC	COST	-52,716.	934,770.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,554,986.	40,738,884.



FORM 990-PF	OTHER ASSETS		STATEMENT 15
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RETIREMENT PLAN ANNUITY	113,064.	95,409.	95,409.
SECURITY DEPOSIT	2,475.	2,475.	2,475.
OTHER ASSETS	150.	150.	150.
OTHER ACCRUED RECEIVABLES	1,728,265.	10,400.	10,400.
TO FORM 990-PF, PART II, LINE 15	1,843,954.	108,434.	108,434.

FORM 990-PF	MORTGAGES PAYABLE	STATEMENT 16
DESCRIPTION	BALANCE DUE	
BANCORPSOUTH	580,631.	
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B	580,631.	

FORM 990-PF	OTHER LIABILITIES		STATEMENT 17
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DUE TO 401K INVESTMENT	13,949.	11,470.	
TOTAL TO FORM 990-PF, PART II, LINE 22	13,949.	11,470.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 18
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBIN G COSTA 180 WEST COMMERCE STREET HERNANDO, MS 38632	PRESIDENT 40.00	268,615.	23,850.	6,563.
PAUL T. MORRIS 180 WEST COMMERCE STREET HERNANDO, MS 38632	SECRETARY 40.00	45,373.	7,645.	521.
MICHAEL C. WARD 180 WEST COMMERCE STREET HERNANDO, MS 38632	VICE-PRESIDENT 40.00	91,654.	6,906.	449.
LANIER HURDLE 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	4,200.	0.	0.
KAREN SANDERS 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	4,800.	0.	0.
CAROL AYERS 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	3,600.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		418,242.	38,401.	7,533.

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT 19
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## DESCRIPTION

MADDOX HOCKEY INC: MAKING AND LEVERAGING COMMUNITY INVESTMENTS IN CHARITABLE CAUSES IN NORTHWEST MISSISSIPPI BY  
 1)RAISING FUNDS, GENERATING PUBLICITY AND ENCOURAGING VOLUNTEERISM IN NONPROFITS AND COMMUNITY PROGRAMS,  
 2)CREATING JOBS AND ECONOMIC IMPACTS THAT DEVELOP PHILANTHROPIC ASSETS AND SUPPORT CHARITABLE CAUSES, 3)  
 OFFERING OPPORTUNITIES FOR AREA BUSINESSES TO INCREASE THEIR CUSTOMER BASES AND THE IMPACT OF THEIR CHARITABLE DONATIONS

IN THE COMMUNITY AND 4) SUPPORTING THE VIABILITY OF THE DESOTO CIVIC CENTER AND ITS USE TO PROMOTE TOURISM AND SERVE AS A VENUE FOR COMMUNITY EVENTS IN THE REGION. SEE STATEMENT OF ADDITIONAL INFORMATION ATTACHED.

## AMOUNT

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

1,508,000.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 20
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COMMUNITY FOUNDATION OF NORTHWEST MS 315 LOSHER STREET HERNANDO, MS 38632	ESTABLISH JOSH OSE FUND (MEMORIAL)	PUBLIC CHARITY	5,000.
LIFEBLOOD FOUNDATION 1040 MADISON AVENUE MEMPHIS, TN 38104	SUPPORT PROVISION OF BLOOD & PRODUCTS; REDUCE DEPENDENCY ON OTHER COMMUNITIES	PUBLIC CHARITY	1,000.
SOUTHAVEN INTERMEDIATE SCHOOL CHOIR 175 RASCO ROAD EAST SOUTHAVEN, MS 38671	SUPPORT OPERATIONS OF YOUTH CHORAL ACTIVITIES	PUBLIC SCHOOL	1,000.
SAFEHAVEN OF NORTH MISSISSIPPI P. O. BOX 306 HERNANDO, MS 38632	ASSIST A CHRISTIAN TRAINING FACILITY FOR MEN	PUBLIC CHARITY	688.
UNIVERSITY OF MISSISSIPPI P.O. BOX 4800 UNIVERSITY, MS 38677	SUPPORT OPERATIONS OF UNIVERSITY HOCKEY CLUB TEAM	SCHOOL	3,500.
LEWISBURG MIDDLE SCHOOL 1711 PATRIOT DRIVE OLIVE BRANCH, MS 38651	GENERAL SUPPORT OF PUBLIC EDUCATION & ACTIVITIES FOR YOUTHS	PUBLIC SCHOOL	2,510.

BOY SCOUTS OF AMERICA - CHICKASAW COUNCIL 171 SOUTH HOLLYWOOD MEMPHIS, TN 38112	YOUTH PROGRAMS: BUILDS CHARACTER, TRAINS IN CITIZENSHIP, DEV PERSONAL FITNESS	PUBLIC CHARITY	1,165.
SALVATION ARMY 696 JACKSON AVE MEMPHIS, TN 38105	PROVIDE LIFE'S BASIC NECESSITIES (FOOD/SHELTER) TO THOSE IN NEED	PUBLIC CHARITY	2,000.
SAMARITANS 2600 GOODMAN ROAD WEST HORN LAKE, MS 38637	PROVIDE EMERGENCY FUNDS & SERVICES TO THOSE IN NEED (ELDERLY/DISABLED)	PUBLIC CHARITY	1,000.
SAVE1PET P. O. BOX 1335 OLIVE BRANCH, MS 38654	SUPPORT RESCUE, ADOPTION, HUMANE CARE & SHELTER OF ANIMAL IN 3-STATE AREA	PUBLIC CHARITY	1,000.
DOWN SYNDROME ASSOCIATION OF MEMPHIS 2893 SOUTH MENDENHALL ROAD MEMPHIS, TN 38115	SUPPORT & EMPOWER THOSE WITH DOWN SYNDROME & THEIR FAMILIES	PUBLIC CHARITY	1,600.
AMERICAN CANCER SOCIETY 44 SOUTH CENTURY STREET MEMPHIS, TN 38104	SUPPORT ELIMINATION OF CANCER THROUGH RESEARCH, EDUCATION, ADVOCACY & SERVIC	PUBLIC CHARITY	2,000.
MEMPHIS YOUTH HOCKEY LEAGUE 44 SOUTH CENTURY STREET MEMPHIS, TN 38111	SUPPORT TEACHING OF ICE HOCKEY TO YOUTH OF ALL AGES & LEAGUE OPERATIONS	PUBLIC CHARITY	3,000.
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL STREET, 29TH FLOOR NEW YORK, NY 10005	UNDERSTANDING & PREVENTION OF SUICIDE THROUGH RESEARCH, EDUCATION & ADVOCAC	PUBLIC CHARITY	1,000.
HORN LAKE PARKS AND RECREATION 3101 GOODMAN ROAD HORN LAKE, MS 38637	SUPPORT YOUTH SPORTS & RECREATIONAL ACTIVITIES	UNIT OF LOCAL GOVT	2,930.

EXCHANGE CLUB FOR CHILD ABUSE PREVENTION CTR P.O. BOX 1841 OXFORD, MS 38655	PROVIDE EDUCATIONAL & SUPPORTIVE SERVICES IN-HOME TO PREVENT ABUSE	PUBLIC CHARITY	1,600.
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605	HELP MOTHERS HAVE FULL-TERM BABIES; RESEARCH HEALTH PROBLEMS OF BABIES	PUBLIC CHARITY	1,000.
ST. MICHAEL'S CATHOLIC CHURCH 1405 MISSOURI STREET WEST MEMPHIS, AR 72301	SUPPORT OPERATIONS & MINISTRY WORK OF CHURCH	CHURCH	1,000.
BARON HIRSCH CONGREGATION 400 SOUTH YATES ROAD MEMPHIS, TN 38120	SUPPORT OPERATIONS & COMMUNITY WORK OF CHURCH/CONGREGATION	CHURCH	1,000.
TN STATE MUSEUM FOUNDATION 505 DEADERICK STREET NASHVILLE, TN 37243	SUPPORT MUSEUM'S WORK TO PRESERVE & EXHIBIT HISTORY & CULTURE OF STATE	PUBLIC CHARITY	1,000.
FREEDOM BIKER CHURCH P.O. BOX 423 HERNANDO, MS 38632	SUPPORT OPERATIONS & COMMUNITY WORK OF THE CHURCH	CHURCH	1,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	HELP ADVANCE CURES & PREVENTION OF PEDIATRIC CATASTROPIC DISEASES	PUBLIC CHARITY	177.
CIVIL AIR PATROL 105 S. HANSELL STREET, BUILDING 714 MAXWELL, AL 36112	PROMOTE AEROSPACE EDUCATION, EMERGENCY SERVICES, CADET PROGRAMS	PUBLIC CHARITY	1,000.
HERNANDO YOUTH SPORTS 2470 HIGHWAY 51 SOUTH HERNANDO, MS 38632	SUPPORT YOUTH SPORTS PROGRAMS IN ICE/ROLLER HOCKEY & BASEBALL	PUBLIC CHARITY	52,095.

MADDOX FOUNDATION

64-0917900

MISSISSIPPI CENTER FOR  
NON-PROFITS

921 N PRESIDENT ST, STE C  
JACKSON, MS 39202

STRENGTHEN CAPACITY OF  
NONPROFITS TO SERVE MS  
PEOPLE & COMMUNITIES

PUBLIC  
CHARITY

30,000.

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

119,265.

**Maddox Foundation**  
**EIN 64-0917900**  
**2010 Form 990-PF**

Page 5, Part VII-A, Line 11a

**Schedule of Information Regarding Transfers to a Controlled Entity:**

(A) Name & address of each controlled entity				(B) Employer ID Number	(C) Description of Transfer	(D) Amount of Transfer
a	Maddox Hockey, Inc.			04-3703647	contribution for program- related investment	\$1,508,000
	180 West Commerce Street					
	Hernando	MS	38632			
b	South Harpeth Farms LLC			62-1613357	capital contributions	\$388,683
	P. O. Box 23857					
	Nashville	TN	37202			
c	Beale 310, LLC			27-2408599	capital contributions	\$20,233
	180 West Commerce Street					
	Hernando	MS	38632			
d	Beale 310, LLC			27-2408599	loans	\$987,486
	180 West Commerce Street					
	Hernando	MS	38632			
e						
f						
g						
h						
i						
TOTAL .....						\$2,904,402

**Maddox Foundation**  
**EIN 64-0917900**  
**2010 Form 990-PF**

Page 5, Part VII-A, Line 11a

**Schedule of Information Regarding Transfers from a Controlled Entity:**

(A) Name & address of each controlled entity				(B) Employer ID Number	(C) Description of Transfer	(D) Amount of Transfer
a	J.D. Limited Partnership			62-1096909	partner distribution	\$10,400
	P.O. Box 150764					
	Nashville	TN	37215			
b	Cleg-Mad Limited, LP			62-1508487	partner distribution	\$341,669
	180 West Commerce Street					
	Hernando	MS	38632			
c	220 Knolls Limited Partnership			62-1525140	partner distribution	\$503,260
	180 West Commerce Street					
	Hernando	MS	38632			
d						
e						
f						
g						
h						
i						
<b>TOTAL .....</b>						<b>\$855,329</b>



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

**Community Outreach and Engagement**

The Foundation's program of community outreach and engagement actively supports the development of capacity within nonprofit organizations and public agencies to more effectively develop resources that address community problems, attract volunteers and other public support for their work, and promote their work within their target communities.

The Foundation works directly with nonprofit and governmental agencies across Mississippi, within its own professional networks of grant-makers and service providers to nonprofits, and with individuals engaged locally in charitable activities and services to identify and reach out to underserved populations throughout the state of Mississippi, and to encourage those closest to the problems and issues to actively assist the Foundation in targeting its resources and programs to achieve the best and most effective results.

The goals of this work are to increase the level and effectiveness of philanthropy in local communities and to enable local nonprofits to more effectively and efficiently achieve their charitable missions. Toward this end, the Foundation's Director of Programs allocates approximately 25% of his time on the following community outreach and engagement activities:

1. Serving as a lead trainer in workshops and seminars offered by the Mississippi Center for Nonprofits and others to other charitable organizations and government agencies throughout Mississippi in the fields of fundraising, proposal writing, board development and governance, and financial and program management.
2. Providing direct technical assistance to Foundation grantees, Mississippi nonprofit agencies and networks via telephone and electronic inquiries and responses.
3. Providing one-on-one and group training to Foundation grantees and other Mississippi nonprofit personnel in the areas of fundraising, proposal writing, board development, and financial management
4. Serving as a resource contact for nonprofit leaders throughout the region (including Mississippi) served by the Foundation.
5. Organizing, developing and working with the Mississippi Association of Grantmakers to increase philanthropy and its effectiveness throughout the state of Mississippi.

**Maddox Foundation****EIN 64-0917900****2010 Form 990-PF**

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

**1. Charitable Purposes of PRI Program**

The Maddox Foundation makes program-related investments in Maddox Hockey, Inc., which owns and operates the Mississippi RiverKings minor league professional hockey team, that enable and encourage the team's management, coaches and players, season ticket holders, sponsors and fans to support the charitable purposes of the Foundation to the maximum extent possible. The Foundation acquired the RiverKings franchise in 2002, and has since operated the team as a program-related investment. The Foundation's goal is to operate the RiverKings team as a unique charitable asset that provides benefits to the entire Northwest Mississippi community, and that promotes and serves broader philanthropic purposes throughout the region.

Ownership and operation of the RiverKings as a program-related investment gives the Foundation unique opportunities to create and expand programs in its traditional areas of interest, such as education and services to youth. The team's operations generate additional financial resources, expand volunteer support for and increase public awareness of charitable programs and causes in the community. This supports the Foundation's broader mission of increasing the capacity of nonprofit organizations to better and more effectively serve their local communities.

The Foundation's investments have enabled the RiverKings to (1) promote the expansion of programs providing educational and recreational opportunities for young people, by linking the team to programs supporting local schools and existing recreational programs serving area youths; (2) establish an alternative community investment program that improves the viability and impact of nonprofit and charitable organizations in the region, and, (3) design community support programs that maximize interaction between the team and local charities in ways that help such charities achieve their charitable missions within the community.

Another charitable purpose of the Foundation's program-related investments in the RiverKings is to support general community and economic development objectives in Desoto County and surrounding areas. Economic impact studies have shown that the RiverKings franchise generates as much as \$6 million annually in business volume and personal income in Desoto County, and directly or indirectly provides up to 70 full-time jobs for area residents. The presence of a professional sports team in the county is also an asset by local officials involved in attracting business and industry, residents and tourists to this region.

A final objective of these investments has always been to lessen the burden of government (Desoto County, MS) by ensuring the retention of the team as an anchor tenant for the DeSoto Civic Center. The study commissioned by DeSoto County that led to the construction of the Civic Center stated that the attraction and retention of a professional sports team, particularly a hockey team, was critical to the economic viability of the Civic Center. The presence of the RiverKings hockey team provides substantial financial support to the Civic

Center, allowing the facility to retire its public debt and lessen its dependence on public funds for its operations. The Foundation and the RiverKings work with Civic Center officials to improve public awareness of the facility and increase the use of the facility for public and private events.

## 2. Specific PRI Program Activities and Results

Fundraising and Community Support. All charities are faced with the issues of raising funds to support their work, recruiting volunteers to assist in their efforts, and generating publicity about their work that will attract both funds and volunteers. The MVP (Money-Volunteers-Publicity) Program was designed by the RiverKings to assist nonprofits and charitable causes with all of these issues.

For most RiverKings home games, one area nonprofit is selected as that night's "MVP" organization, with the work of that agency being spotlighted in ways that raise funds and awareness for their programs. Each MVP organization is recognized through pre-game and post-game press releases prepared by RiverKings staff and distributed to the RiverKings publicity network. They are also recognized in announcements during the game and featured during the radio broadcast of the game. They are granted the opportunity to place an informational booth in the arena concourse, and the ability to conduct a silent auction or raffle during the game that may include donated RiverKings merchandise. MVP nonprofits also have a representative make the ceremonial puck drop before the game.

### Examples of nonprofit organizations participating as MVP agencies in 2010 include:

American Cancer Society	Dockery Foundation/Assists for Autism
Assists for Autism	Hockey4Humanity, Habitat for Humanity
Down Syndrome Association	Horn Lake Parks and Recreation
Ducks Unlimited	Memphis Youth Hockey League
Living Waters Honduras Mission	Memphis Inter-Faith Association
Mid-South Greyhound Adoption Option	Oxford Exchange Club Family Center
Safehaven of North Mississippi	Samaritans/Entergy Power to Care

The RiverKings also operate a Ticket Fundraising Program that allows nonprofits to raise substantial funds to support their work, with no risk and with relatively little investment of time or resources. Nonprofits can receive tickets, sell them for face value, and retain a significant percentage of the ticket price for their organization. In 2010, nonprofits received as a direct grant from the RiverKings \$3 for each ticket sold after a minimum of 20 tickets are sold and \$5 per ticket sold after 200 tickets are sold. The Maddox Foundation then matches, dollar for dollar, those funds earned by nonprofit organizations selling 200 tickets or more. Therefore, an organization selling 200 tickets gets a return of \$2,000 in funds, half from the RiverKings and half from Maddox Foundation. During 2010, a total of 23 organizations raised \$33,265 from the RiverKings and a matching amount of \$33,265 from Maddox Foundation through this program.

### Examples of nonprofit organizations participating in the RiverKings ticket fundraising program included:

American Cancer Society	American Foundation for Suicide Prevention
Baron Hirsch Congregation	Civil Air Patrol
Lewisburg Middle School	Lifblood of Memphis

March of Dimes  
Save 1 Pet  
St. Michael's Church

Salvation Army  
Southaven Intermediate School Choir  
St. Jude Children's Research Hospital

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

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

Direct Charitable Donations. The RiverKings regularly donate official team merchandise, some of which is autographed, tickets, vouchers and other items to local nonprofits for use in their fundraising efforts, such as silent auctions and raffles. In 2010, donations were made to over 100 organizations, including schools, local and national charities, hospitals and churches, for a total of approximately 150 community events. At least \$30,000 in retail value of tickets and merchandise was donated to area agencies in 2010.

RiverKings With a Cause. A team-supervised club, RiverKings with a Cause raised funds for local charitable causes, give fans opportunities to do volunteer work with local agencies, organizes participation by team members in community activities, and supports the team's charitable activities. RiverKings with a Cause also raises funds through silent auctions, raffles and other in-game events, as well as through local events in which player participate (player-waiter dinner, bowling event). In 2010, the club supported and raised funds for Assists for Autism, Hockey for Humanity (Memphis Habitat for Humanity), the Ronald McDonald House and a number of agencies involved in service and support for survivors of breast cancer.

Special Projects. Over the past decade, the RiverKings have developed a number of special projects and program activities that promote charitable giving and community causes. Since 2003, the annual Face Off Field Trip is a regular RiverKings home game which is scheduled to start in the morning as an educational field trip for area elementary school students. This project has brought thousands of students, sponsored by local charities and corporations, to a regularly scheduled professional hockey game. It annually draws 6,000 to 8,000 students from the entire region, including parts of Tennessee and Arkansas. Educational activities are interwoven into the game's breaks in action and public address announcements, and a workbook distributed to the students gives teachers the opportunity to reinforce lessons when they return to the classroom. The RiverKings subsidize this event by underwriting tickets and other costs in excess of \$60,000 so that all school children can attend.

The RiverKings also schedule several Theme Nights throughout the year, some of which are designed to focus on charitable organizations or causes. One such night is "Pink at the

Rink", which promotes breast cancer awareness and involves a number of cancer prevention agencies. Other theme nights that featured nonprofits in 2010 were Ducks Unlimited night, featuring conservation programs, Southland Gaming Night, featuring a greyhound adoption program, the Teddy Bear Toss Night (Toys for Tots), and St. Jude Children's Hospital Night.

Youth Sports Programs: Maddox Foundation, through funding of Hernando Youth Sports, has supported the development of an in-line roller hockey arena at the Hernando Civic Center property. RiverKings players serve as coaches for a summer youth roller hockey league (Jr. StreetKings), which instructs young people in sportsmanship as well as the physical skills of the sport itself, and introduces children and their families to the world of hockey. The players also serve as coaches for winter youth hockey leagues and/or clinics (Jr. RiverKings) that are operated at the DeSoto Civic Center. The RiverKings also partner with the Memphis Youth Hockey League to field a youth ice hockey team in the local league.

Assists for Autism is a team campaign of the RiverKings that helps raise funds for autism education and family support initiatives in Desoto County and the greater Memphis area. Fans can make pledges for assists made in games by the team, with funds supporting charities that help autistic children through early intervention, in-class training, teacher training and family support groups. Players make appearances at local schools to showcase this project, and participate in an annual 5K run that helps raise funds for this cause. RiverKings players also have developed an "Arts for Autism" project, in which art works composed by RiverKings players are sold at silent auction during a game to provide further benefits for autism programs.

Newspapers in Education: The RiverKings sponsor the delivery of newspapers to dozens of classrooms through the national Newspapers in Education Program. The program includes the distribution of education materials and player appearances in classrooms to promote reading and educational enrichment activities for thousands of students in the region. The RiverKings participated in NIE programs in Tunica and Panola Counties in 2010.

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

A regular in-game activity is the Puck Toss, where fans purchase pucks which, during second intermission, are then tossed onto the ice in an attempt to land the puck in a target bucket to win cash prizes. This fundraising activity produces additional funds for designated charities (one fourth to the organization operating the puck toss table, and the remainder to the RiverKings youth hockey program). At selected games (usually 6-8 games per year), a Jersey Auction is conducted following the game, at which specially-designed jerseys worn during the game are auctioned off to support local charities. Jersey auctions regularly generate \$5,000 to \$7,500 for local charities, and have been known to generate over \$14,000 in a single night. At the end of the season, the players' warm-up jerseys and two of their three regular game jerseys are also sold through silent auctions to benefit local charities.

RiverKings and Kids. The RiverKings Kids' Club for young RiverKings fans features exclusive meet and greet opportunities for youths with RiverKings players and mascots, participation on the ice in picking up pucks after the nightly Puck Toss in-game activity, locker room tours, and a variety of special events for club members.

A-Game Tickets. Through a special partnership with Desoto County Schools, the RiverKings reward students with all A's on their report cards with a free ticket to a home game following the first and second nine-weeks grading periods. The RiverKings will also work with schools across the region to develop incentive programs that use game tickets or vouchers to reward student achievement on report cards or on state-mandated tests. Over 10,000 ticket vouchers are distributed annually through this program.

Player Appearances: RiverKings personnel and players, including the team mascots, make personal appearances at charitable functions and fundraising events such as golf tournaments, and conduct visits to schools, nursing homes and other nonprofit organizations. The range of activities attended includes school assemblies, hockey clinics and demonstrations of hockey skills and play, distributing hockey equipment to school physical education classes ("Sticks for Kids" program), reading in classrooms and libraries, and corporate sponsored events. RiverKings' players regularly make trips to hospitals to visit sick children; some players have developed long-term relationships with such children and their families. Over 50 nonprofit organizations were served by player and mascot appearances during 2010. Examples include:

Ronald McDonald House	SBEC Kindergarten
Olive Branch Intermediate School	Hernando Elementary School
Shadow Oaks Elementary School	Hernando Rotary Club
Sacred Heart Elementary	Olive Branch Old Towne Association
Senior Expo 2010	Relay for Life
Memphis Urban League	YMCA Summer Camps
Baddour Center Miracle Drive	Samuelson Boys and Girls Club
Muscular Dystrophy Association	Memphis Oral School for the Deaf
Northwest Community College 2+2	Cornerstone Preparatory School
Memphis Union Mission	LeBonheur Childrens Hospital
Baptist Desoto Girls Day Out Health Fair	Nursing Home Olympics
Lifblood Donor Fest	Big Brothers Big Sisters
United Cerebral Palsy of Mid-South	Brown Baptist Church

### 3. Summary of Community Investment Program

Traditionally, private foundations simply make grants to other organizations or individuals for charitable purposes. Most of these grants are to help pay the costs of operating programs or purchasing equipment or other capital assets. Relatively few private foundations make grants that are designed to increase the abilities of the grantees to expand their base of financial or volunteer support. And even fewer still have done what the Maddox Foundation has done with Maddox Sports and the Mississippi RiverKings hockey team--use the hockey team as a means for the community's charitable organizations to expand their financial and volunteer support through an activity that is fun and easy to access.

By developing a comprehensive Community Investment Program that utilizes program-related investments in the operations of the Mississippi RiverKings hockey team, Maddox Foundation has leveraged multiple community resources to support its mission of increasing the

ability of nonprofits to serve their constituencies across the region. These program-related investments help generate the resources that nonprofits need to sustain their operations, attract the volunteers required to provide needed community services, and actively promote the work of local agencies in the broader community and region. They also serve to increase philanthropic resources in a state where such resources are a critical need.

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

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

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

Part I only ☐

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

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

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**NICOLE SATCHFELD**

- The books are in the care of ► **180 WEST COMMERCE STREET - HERNANDO, MS 38632**

Telephone No. ► **662-449-3699**

FAX No. ►

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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2010** or  
► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$ <b>33,433.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$ <b>33,433.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$ <b>0.</b>

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)



- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

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

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

**NICOLE SATCHFELD**

- The books are in the care of **180 WEST COMMERCE STREET - HERNANDO, MS 38632**

Telephone No. **662-449-3699**

FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**

5 For calendar year **2010**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

7 State in detail why you need the extension

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

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>33,433.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>33,433.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification**

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

Signature  Title **CERT. PUBLIC ACCOUNTANT**

Date

Form 8868 (Rev. 1-2011)