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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation C SPIRE WIRELESS FOUNDATION		A Employer identification number 20-3426826
Number and street (or P O box number if mail is not delivered to street address) 1018 HIGHLAND COLONY PARKWAY	Room/suite 360	B Telephone number 601-974-7645
City or town, state, and ZIP code RIDGELAND, MS 39157		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 21,354. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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		534,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total. Add lines 1 through 11		534,000.	0.		
13 Compensation of officers, directors, trustees, etc		20,652.	0.		20,652.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 1		1,385.	0.		1,870.
c Other professional fees					
17 Interest					
18 Taxes STMT 2		4,927.	0.		4,927.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		18,062.	0.		18,062.
24 Total operating and administrative expenses. Add lines 13 through 23		45,026.	0.		45,511.
25 Contributions, gifts, grants paid		488,900.			488,900.
26 Total expenses and disbursements. Add lines 24 and 25		533,926.	0.		534,411.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		74.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

16 P

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	21,280.	21,354.	21,354.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	21,280.	21,354.	21,354.
	17 Accounts payable and accrued expenses			
	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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	21,280.	21,354.	
	30 Total net assets or fund balances	21,280.	21,354.	
	31 Total liabilities and net assets/fund balances	21,280.	21,354.	

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	21,280.
2 Enter amount from Part I, line 27a	2	74.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	21,354.
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	21,354.

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 NONE				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). 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 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))
2010	470,280.	91,028.	5.166322
2009	474,905.	93,822.	5.061766
2008	434,775.	142,834.	3.043918
2007	76,500.	5,945.	12.867956
2006	288,202.	24,177.	11.920503

2 Total of line 1, column (d)	2	38.060465
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	7.612093
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	71,424.
5 Multiply line 4 by line 3	5	543,686.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	543,686.
8 Enter qualifying distributions from Part XII, line 4	8	534,411.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	0.
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	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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?		
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 2011 or the taxable year beginning in 2011 (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

N/A

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>CSPIRE.COM/COMPANY INFO/ABOUT/PROGRAMS/FOUNDATION</u>	13	X	
14	The books are in care of ► <u>BETH BYRD</u> Telephone no. ► <u>601-974-7645</u> Located at ► <u>1018 HIGHLAND COLONY PARKWAY STE 360, RIDGELAND,</u> ZIP+4 ► <u>39157</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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	
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	
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 2011?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

X

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 4		20,652.	0.	0.

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
NONE				

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
NONE		

Total number of others receiving over \$50,000 for professional services

0

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

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	72,512.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	72,512.
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	72,512.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,088.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	71,424.
6	Minimum investment return. Enter 5% of line 5	6	3,571.

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	3,571.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,571.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,571.
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	3,571.

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	534,411.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	534,411.
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	534,411.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,571.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	286,993.			
b From 2007	76,203.			
c From 2008	427,633.			
d From 2009	470,214.			
e From 2010	465,729.			
f Total of lines 3a through e	1,726,772.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	534,411.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				3,571.
e Remaining amount distributed out of corpus	530,840.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	2,257,612.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	286,993.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,970,619.			
10 Analysis of line 9:				
a Excess from 2007	76,203.			
b Excess from 2008	427,633.			
c Excess from 2009	470,214.			
d Excess from 2010	465,729.			
e Excess from 2011	530,840.			

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2011)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
a Paid during the year				
MISSISSIPPI ARTS COMMISSION 501 NORTH WEST STREET SUITE 1101A JACKSON, MS 39201		TAX-EXEMPT	2011 GOVERNOR'S AWARD FOR EXCELLENCE IN THE ARTS	1,500.
JACKSON CANCER LEAGUE 1380 LIVINGSTON LANE JACKSON, MS 39213		TAX-EXEMPT	SEASONS OF HOPE GALA	5,000.
MS HERITAGE TRUST P.O. BOX 577 JACKSON, MS 39205		TAX-EXEMPT	MS'S 10 MOST ENDANGERED	1,000.
RONALD MCDONALD HOUSE MEMPHIS 535 ALABAMA AVENUE MEMPHIS, TN 38105		TAX-EXEMPT	ROCK 103 RADIOTHON	5,000.
JUNIOR AUXILIARY OF CLARKSDALE P.O. BOX 532 CLARKSDALE, MS 38614		TAX-EXEMPT	A TOUCH OF GOLD CHILDREN'S BENEFIT BALL	1,000.
Total	SEE CONTINUATION SHEET(S)		3a	488,900.
b Approved for future payment				
NONE				
Total			3b	0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
DIABETES FOUNDATION OF MISSISSIPPI 800 AVERY BOULEVARD, STE 100 RIDGELAND, MS 39157		TAX-EXEMPT	2011 BACCHUS BALL	2,500.
MS ASSOICATION OF INDEPENDENT SCHOOLS 176 COUNTRY PLACE PARKWAY PEARL, MS 39208		TAX-EXEMPT	TEACHER OF THE YEAR AWARDS	3,000.
MISSION MISSISSIPPI P.O. BOX 22655 JACKSON, MS 39225		TAX-EXEMPT	2011 MISSION SPONSOR	5,000.
STEWOPOT COMMUNITY SERVICES 1100 W. CAPITOL STREET JACKSON, MS 39203		TAX-EXEMPT	TASTE OF MISSISSIPPI	2,500.
MARCH OF DIMES 1991 LAKELAND DRIVE, STE G JACKSON, MS 39216		TAX-EXEMPT	MARCH FOR BABIES	2,500.
MS SIDS ALLIANCE, INC. 276 NISSAN PARKWAY, SUITE D CANTON, MS 39046		TAX-EXEMPT	WALK FOR BABIES 2011	2,500.
HOPEWELL CAMP AND CONFERENCE CENTER 24 COUNTY ROAD 231 OXFORD, MS 38655		TAX-EXEMPT	RUN FOR HOPE	5,000.
LEADERSHIP GREATER JACKSON P.O. BOX 22548 JACKSON, MS 39225		TAX-EXEMPT	OAK FOREST ELEMENTARY PLAYGROUND	5,000.
OLE MISS BAND P.O. BOX 1848 UNIVERSITY, MS 38677		TAX-EXEMPT	11TH ANNUAL PRIDE OF THE SOUTH	5,000.
MS SENIOR OLYMPICS 102 CLINTON PARKWAY CLINTON, MS 39056		TAX-EXEMPT	2011 SENIOR OLYMPIC GAMES	1,000.
Total from continuation sheets				475,400.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
MS CHILDREN'S MUSEUM P.O. BOX 55409 JACKSON, MS 39296		TAX-EXEMPT	EDUCATION FUND	100,000.
SOUTHERN CHRISTIAN SERVICES 800 EAST RIVER PLACE STE 104 JACKSON, MS 39202		TAX-EXEMPT	4TH ANNULA D.G. SONNY FOUNTAIN MEMORIAL GOLF TOURNAMENT FOR KIDS	3,000.
JACKSON FUTBOL CLUB P.O. BOX 12783 JACKSON, MS 39236		TAX-EXEMPT	SUMMER CAMP PROGRAM	2,500.
MISSISSIPPI STATE UNIVERSITY P.O. BOX 6149 MISSISSIPPI STATE, MS 39762		TAX-EXEMPT	ANNUAL SCHOLARSHIP	15,000.
ALCORN STATE UNIVERSITY 1000 ASU DRIVE ALCORN STATE, MS 39096		TAX-EXEMPT	ANNUAL SCHOLARSHIP	12,000.
DELTA STATE UNIVERSITY P.O. BOX 3141 CLEVELAND, MS 38733		TAX-EXEMPT	ANNUAL SCHOLARSHIP	6,000.
JACKSON STATE UNIVERSITY P.O. BOX 17144 JACKSON, MS 39217		TAX-EXEMPT	ANNUAL SCHOLARSHIP	15,000.
MISSISSIPPI UNIVERSITY FOR WOMEN 1100 COLLEGE STREET #1618 COLUMBUS, MS 39201		TAX-EXEMPT	ANNUAL SCHOLARSHIP	6,000.
UNIVERSITY OF SOUTHERN MISSISSIPPI 118 COLLEGE DRIVE #5021 HATTIESBURG, MS 39406		TAX-EXEMPT	ANNUAL SCHOLARSHIP	15,000.
MISSISSIPPI VALLEY STATE UNIVERSITY 14000 HWY 82 #7226 ITTA BENA, MS 38941		TAX-EXEMPT	ANNUAL SCHOLARSHIP	6,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
UNIVERSITY OF MISSISSIPPI P.O. BOX 249 UNIVERSITY, MS 38677		TAX-EXEMPT	ANNUAL SCHOLARSHIP	15,000.
JACKSON PREP PAT P.O. BOX 4940 JACKSON, MS 39296		TAX-EXEMPT	HEART OF THE HOME	1,000.
MS DEPARTMENT OF MENTAL HEALTH 239 NORTH LAMAR STREET JACKSON, MS 39201		TAX-EXEMPT	12TH ANNUAL CONFERENCE ON ALZHEIMER'S DISEASE	3,000.
SALVATION ARMY P.O. BOX 31954 JACKSON, MS 31954		TAX-EXEMPT	COMPUTER LAB	10,000.
EUDORA WELTY FOUNDATION P.O. BOX 55685 JACKSON, MS 39296		TAX-EXEMPT	SCHOLASTIC WRITING AWARDS	8,000.
BETHANY CHRISTIAN SERVICES 2624 SOUTHERLAND STREET JACKSON, MS 39216		TAX-EXEMPT	SILENT AUCTION AND BENEFIT BANQUET	1,500.
MS CHILDREN'S MUSEUM P.O. BOX 55409 JACKSON, MS 39296		TAX-EXEMPT	EDUCATION FUND	100,000.
MISSISSIPPI SOCIETY FOR DISABILITIES P.O. BOX 4958 JACKSON, MS 39296		TAX-EXEMPT	TIS THE SEASON 2011 HOLIDAY GALA & AUCTION	2,500.
FIRST PRESBYTERIAN DAY SCHOOL 1390 NORTH STATE STREET JACKSON, MS 39202		TAX-EXEMPT	HOLIDAY POTPOURRI 2011	1,000.
JSU DEVELOPMENT FOUNDATION P.O. BOX 17144 JACKSON, MS 39217		TAX-EXEMPT	134TH FOUNDER'S DAY BANQUET	400.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
MISSISSIPPI MUSEUM OF ART 380 SOUTH LAMAR STREET JACKSON, MS 39201		TAX-EXEMPT	ART GARDEN	30,000.
AMERICAN HEART ASSOCIATION 4830 MCWILLIE CIRCLE JACKSON, MS 39206		TAX-EXEMPT	2012 ART OF HEAR	10,000.
MS BUILDING BLOCKS 403-B TOWN CENTER BOULEVARD STE C RIDGELAND, MS 39157		TAX-EXEMPT	IMPROVE SCHOOL READINESS	25,000.
BUSINESS & PROFESSIONAL OUTREACH (BPO) 1401 PINEHAVEN ROAD CLINTON, MS 39056		TAX-EXEMPT	OUTREACH MINISTRY	5,000.
FRIENDS OF MISSISSIPPI VETERANS P.O BOX 1265 MERIDIAN, MS 39302		TAX-EXEMPT	ACTIVE ANNUAL CORPORATE MEMBER	500.
CATHOLIC CHARITIES, INC. 200 NORTH CONGRESS STREET JACKSON, MS 39201		TAX-EXEMPT	TENNIS TOURNAMENT	5,000.
LEONARD E. WARREN MELANOMA FOUNDATION 86 SUNLINE DRIVE BRANDON, MS 39042		TAX-EXEMPT	RUN FROM THE SUN 5K RUN & WALK	500.
MISSISSIPPI DEPARTMENT OF ARCHIVE & HISTORY P.O. BOX 571 JACKSON, MS 39205		TAX-EXEMPT	AN EVENING WITH ANDREW JACKSON	1,000.
THE HOME PLACE P.O. BOX 720 MADISON, MS 39130		TAX-EXEMPT	SENIOR ADULTS	500.
MISSISSIPPI CHAPTER PARKINSON DISEASE P.O. BOX 5943 BRANDON, MS 39047		TAX-EXEMPT	MOVING TOWARDS A CURE 2012	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
IMPACT MISSION 868 GOODMAN ROAD SOUTHAVEN, MS 38671		TAX-EXEMPT	CRISIS CARE CENTER & GIRLS HOME	1,000.
MISSISSIPPI KIDNEY FOUNDATION 3000 OLD CANTON ROAD, STE 110 JACKSON, MS 39216		TAX-EXEMPT	2012 UPTOWN DRAWDOWN GALA	3,000.
GIRL POWER UNLIMITED P.O. BOX 720316 BYRAM, MS 39272		TAX-EXEMPT	IF YOU LEAD ME, I WILL FOLLOW YOUTH INITIATIVE CAMPAIGN	1,000.
MISSION FIRST P.O. BOX 250 JACKSON, MS 39205		TAX-EXEMPT	CHILDREN'S PROGRAM FOR IN-NEED FAMILIES	5,000.
BOYS & GIRLS CLUB OF CENTRAL MS P.O. BOX 3194 JACKSON, MS 39207		TAX-EXEMPT	AFTER SCHOOL PROGRAM	5,000.
MISSISSIPPI FESTIVAL 308 N. MAIN STREET SARDIS, MS 38666		TAX-EXEMPT	DELTA ARTS PROGRAM	1,000.
CROSSROADS MINISTRY P.O. BOX 3075 RIDGELAND, MS 39158		TAX-EXEMPT	SHELTER FOR WOMEN IN TIME OF TRANSITION	1,000.
LAUREN ROGERS MUSEUM OF ART P.O. BOX 1108 LAUREL, MS 39221		TAX-EXEMPT	EDUCATION OURTEACH ENDOWMENT	5,000.
MISSISSIPPI MUSEUM OF NATURAL SCIENCE 2148 RIVERSIDE DR JACKSON, MS 39202		TAX-EXEMPT	WHERE THE WILD THINGS ARE TECHNOLOGY INITIATIVE	5,000.
METHODIST CHILDREN'S HOME P.O. BOX 66 CLINTON, MS 39060		TAX-EXEMPT	ORPHANAGE FOR CHILDREN - NEW HOME	5,000.
Total from continuation sheets				

20-3426826

3 Grants and Contributions Paid During the Year (Continuation)

123631 08-03-11

Part XVII

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


- | | | Yes | No |
|---|--|-------|----|
| 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) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

- 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
N/A		

and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here  15/15/12 **EXECUTIVE DIRECTOR**

Signature of officer or trustee Date Title

☐ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr)?

☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

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

OMB No 1545-0047

2011

Name of the organization

C SPIRE WIRELESS FOUNDATION

Employer identification number

20-3426826

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

C SPIRE WIRELESS FOUNDATION**20-3426826****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>CELLULAR SOUTH, INC.</u> <u>1018 HIGHLAND COLONY PARKWAY STE 330</u> <u>RIDGELAND, MS 39157</u>	\$ <u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	<u>MEREDITH CREEKMORE</u> <u>#7 CYPRESS LANE</u> <u>JACKSON, MS 39211</u>	\$ <u>13,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	<u>BETH BYRD</u> <u>4793 CRESTWOOD DR</u> <u>JACKSON, MS 39211</u>	\$ <u>14,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	<u>WADE CREEKMORE</u> <u>2137 HERITAGE HILL DR</u> <u>JACKSON, MS 39211</u>	\$ <u>1,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>5</u>	<u>DOLLY AND WESLEY GOINGS</u> <u>101 KIRKWOOD CT</u> <u>JACKSON, MS 39211</u>	\$ <u>2,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>6</u>	<u>JAMES CREEKMORE</u> <u>#7 CYPRESS LANE</u> <u>JACKSON, MS 39211</u>	\$ <u>2,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
C SPIRE WIRELESS FOUNDATION	20-3426826

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	SIDNEY CREWS 198 KIRKWOOD PL JACKSON, MS 39211	\$ 1,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

C SPIRE WIRELESS FOUNDATION**20-3426826****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

C SPIRE WIRELESS FOUNDATION**20-3426826****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	ACCOUNTING FEES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	1,385.	0.		1,870.	
TO FORM 990-PF, PG 1, LN 16B	1,385.	0.		1,870.	

FORM 990-PF	TAXES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	4,927.	0.		4,927.	
TO FORM 990-PF, PG 1, LN 18	4,927.	0.		4,927.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	81.	0.		81.	
CONTRACT LABOR	14,481.	0.		14,481.	
MISCELLANEOUS OTHER EXPENSES	2,107.	0.		2,107.	
SUPPLIES	1,166.	0.		1,166.	
WEB SITE	227.	0.		227.	
TO FORM 990-PF, PG 1, LN 23	18,062.	0.		18,062.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	4
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BETH BYRD 1018 HIGHLAND COLONY PARKWAY STE 360 RIDGELAND, MS 39157	EXECUTIVE DIRECTOR 8.00	20,652.	0.	0.
HU MEENA 1018 HIGHLAND COLONY PARKWAY STE 300 RIDGELAND, MS 39157	PRESIDENT 0.00	0.	0.	0.
WESLEY GOINGS 1018 HIGHLAND COLONY PARKWAY STE 500 RIDGELAND, MS 39157	VICE PRESIDENT 0.00	0.	0.	0.
MEREDITH CREEKMORE 1018 HIGHLAND COLONY PARKWAY STE 500 RIDGELAND, MS 39157	SECRETARY/TREASURER 0.00	0.	0.	0.
JIM RICHMOND 1018 HIGHLAND COLONY PARKWAY STE 340 RIDGELAND, MS 39157	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		20,652.	0.	0.



Articles of Amendment

The undersigned persons, pursuant to Section 79-4-10.06 (if a profit corporation) or Section 79-11-305 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby execute the following document and set forth:

1. Type of Corporation

☐

Profit

☒

Nonprofit

2. Name of Corporation

The Cellular South Charitable Foundation

3. The future effective date is
(Complete if applicable)

4. Set forth the text of each amendment adopted. (Attach page)

5. If an amendment for a business corporation provides for an exchange, reclassification, or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself. (Attach page)

6. The amendment(s) was (were) adopted on

October 5, 2011

Date(s)

FOR PROFIT CORPORATION (Check the appropriate box)

Adopted by

☐

the incorporators

☐directors without shareholder action and
shareholder action was not required.

FOR NONPROFIT CORPORATION (Check the appropriate box)

Adopted by

☐

the incorporators

☒board of directors without member action and
member action was not required.

FOR PROFIT CORPORATION

7. If the amendment was approved by shareholders

(a) The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting were

Designation

No. of outstanding
sharesNo. of votes entitled
to be castNo. of votes
indisputably represented

260137

2011 OCT 11 7:11:55

Articles of Amendment



--	--	--	--

(b) EITHER

(i) the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment was

Voting group	Total no. of votes cast FOR	Total no. of votes cast AGAINST

OR

(ii) the total number of undisputed votes cast for the amendment by each voting group was

Voting group	Total no. of undisputed votes cast FOR the plan

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

FOR NONPROFIT CORPORATION**8. If the amendment was approved by the members**

(a) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and the number of votes of each class indisputably represented at the meeting were

Designation	No. of memberships outstanding	No. of votes entitled to be cast	No. of votes indisputably represented

260137

2011 OCT 11 . 11:55

Articles of Amendment



(b) EITHER

(i) the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment was

Voting class	Total no. of votes cast FOR	Total no. of votes cast AGAINST
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

OR

(ii) the total number of undisputed votes cast for the amendment by each class was

Voting class	Total no. of undisputed votes cast FOR the amendment
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

By: Signature

(Please keep writing within blocks)

Printed Name

Carson M. Hughes

Title

Asst. Secretary

260137

2011 OCT 11 11:55

**Attachment to
Articles of Amendment
of
The Cellular South Charitable Foundation**

1. The name of the corporation is changed from The Cellular South Charitable Foundation to C Spire Wireless Foundation.

260137

2011 OCT 11 . 11:55

BRUNINI

ATTORNEYS AT LAW

Holly S. Crystal

E-mail hcrystal@brunini.com
Direct 601 973.8719

The Pinnacle Building, Ste 100 Post Office Drawer 119
190 East Capitol Street Jackson, Mississippi 39205
Jackson, Mississippi 39201
Telephone 601 948.3101 Facsimile 601 960 6902

October 10, 2011

Mississippi Secretary of State
700 North Street
Jackson, Mississippi 39201

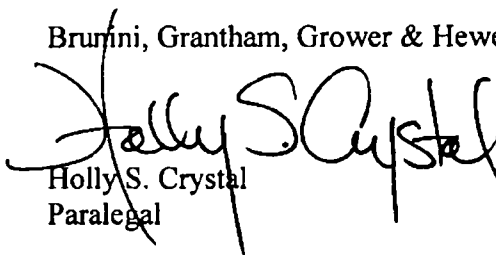
RE: The Cellular South Charitable Foundation

Dear Madam/Sir:

Enclosed are an original and a copy of Articles of Amendment for The Cellular South Charitable Foundation. Please file the original, stamp the copy as "filed" and give the copy to our office representative. Our firm's check is enclosed in the amount of \$50.00 for the filing fee. Please feel free to contact me should you have any questions.

Sincerely,

Brunini, Grantham, Grower & Hewes, PLLC


Holly S. Crystal
Paralegal

HSC/vp
Enclosures

260137

2011 OCT 11 17:11:55