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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation
THE RILEY FOUNDATION

A Employer identification number
64-0707746

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

B Telephone number (see page 10 of the instructions)

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

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 55,152,299

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2,148,465	2,148,465		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-366,070			
	b	Gross sales price for all assets on line 6a 11,485,810				
	7	Capital gain net income (from Part IV, line 2)		282,367		
	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) (attach schedule)				
	11	Other income (attach schedule)	240,159	179,230		
	12	**Total.** Add lines 1 through 11	2,022,554	2,610,062		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	457,647	95,185		321,667
	14	Other employee salaries and wages	55,221	5,522		41,416
	15	Pension plans, employee benefits	177,991	31,022		122,064
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	20,329	5,082		5,101
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	21,700			
	19	Depreciation (attach schedule) and depletion	88,298			
	20	Occupancy	55,940	11,188		33,921
	21	Travel, conferences, and meetings	4,183	92		3,952
	22	Printing and publications				
	23	Other expenses (attach schedule)	101,664	9,567		73,473
	24	**Total operating and administrative expenses.** Add lines 13 through 23	982,973	157,658		601,594
	25	Contributions, gifts, grants paid	4,200,995			4,200,995
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,183,968	157,658		4,802,589
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,161,414			
	b	**Net investment income** (if negative, enter -0-)		2,452,404		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	4,675,249	3,066,924	3,066,924
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	6,464	36,771	36,771
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	42,303,296	43,530,986	43,530,986
	c	Investments—corporate bonds (attach schedule)	6,741,492	4,824,986	4,824,986
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	131,781	93,401	93,401
	14	Land, buildings, and equipment basis ▶ 3,716,767			
		Less accumulated depreciation (attach schedule) ▶ 1,256,132	2,497,005	2,460,635	3,599,231
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	56,355,287	54,013,703	55,152,299
Liabilities	17	Accounts payable and accrued expenses	3,419	2,186	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	3,419	2,186	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	56,351,868	54,011,517	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	56,351,868	54,011,517	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	56,355,287	54,013,703	

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	56,351,868
2	Enter amount from Part I, line 27a	2	-3,161,414
3	Other increases not included in line 2 (itemize) ▶	3	821,063
4	Add lines 1, 2, and 3	4	54,011,517
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	54,011,517

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	282,367
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,069,069	50,032,501	0 041354
2009	1,320,792	40,518,309	0 032597
2008	1,910,827	46,249,152	0 041316
2007	4,458,046	57,057,152	0 078133
2006	4,686,925	54,098,971	0 086636

2	**Total** of line 1, column (d)	2	0 280037
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 056007
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	53,173,393
5	Multiply line 4 by line 3	5	2,978,082
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,524
7	Add lines 5 and 6	7	3,002,606
8	Enter qualifying distributions from Part XII, line 4	8	4,850,436

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b			1	24,524
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	24,524
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	24,524
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	52,752		
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	52,752
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	28,228
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 28,228	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ _____ **(2)** On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ WWW RILEYFOUNDATION ORG

14 The books are in care of ▶ BECKY FARLEY Telephone no ▶ (601) 481-1430

Located at ▶ 4518 POPLAR SPRINGS DRIVE MERIDIAN MS ZIP+4 ▶ 39305

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ **15**

			Yes	No
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?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **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)? ☐ **Yes** ☑ **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). ☐ **Yes** ☑ **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 20 of the instructions)?	**1b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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**		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **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.)*	**3b**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	**4b**		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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

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

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	50,207,744
b	Average of monthly cash balances	1b	3,461,867
c	Fair market value of all other assets (see page 24 of the instructions)	1c	313,529
d	**Total** (add lines 1a, b, and c)	1d	53,983,140
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	53,983,140
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	809,747
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,173,393
6	**Minimum investment return.** Enter 5% of line 5	6	2,658,670

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

1	Minimum investment return from Part X, line 6		1	2,658,670
2a	Tax on investment income for 2011 from Part VI, line 5	2a 24,524		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	24,524
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,634,146
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	2,634,146
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,634,146

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	4,802,589
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	47,847
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	4,850,436
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	24,524
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,825,912

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,634,146
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006. 2,034,825				
b From 2007. 1,694,686				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.	3,729,511			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 4,850,436				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				2,634,146
e Remaining amount distributed out of corpus	2,216,290			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,945,801			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	2,034,825			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	3,910,976			
10 Analysis of line 9				
a Excess from 2007. . . . 1,694,686				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . . 2,216,290				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

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

FOUNDATION APPLICATIONS PROVIDED UPON REQUEST

c Any submission deadlines

NONE

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

LAUDERDALE COUNTY MISSISSIPPI

Part XV Supplementary Information (continued)

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

Recipient 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
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				4,200,995
b *Approved for future payment* See Additional Data Table				
Total . . . . . ▶ **3b**				7,692,500

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,148,465	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	179,230	
8 Gain or (loss) from sales of assets other than inventory			18	-366,070	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a RECIPROCAL RECEIPT				60,929	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,022,554	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	2,022,554

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
11a	THE RECEIPTS ARE USED TO MAKE GRANTS AND DISTRIBUTIONS

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2012-04-26 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature ▶ GRADY H COLEMAN	Date 2012-05-08	Check if self-employed ▶ ☑	PTIN
Firm's name ▶ COLEMAN & CO		Firm's EIN ▶	
Firm's address ▶ P O BOX 3629 MERIDIAN, MS 39303		Phone no (601)693-6917	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☑ No

Additional Data

Software ID:	
Software Version:	
EIN:	64-0707746
Name:	THE RILEY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
CITIZENS UTILITES 250000 CB	P	2004-06-09	2011-01-12
CORTS JC PENNEY 13000 SHS PFD	P	2008-08-29	2011-01-12
NATIONAL RETAIL 4000 SHARES PFD	P	2006-10-05	2011-01-12
ALEXANDRIA 10000 SHARES PFD	P	2004-06-18	2011-01-12
AM ELEC POWER 10000 SHARES PFD	P	2008-03-13	2011-01-12
BANCORP SOUTH 28000 SHARES PFD	P	2008-10-09	2011-01-12
BANK OF AMERICA 10000 SHARES PFD	P	2008-10-09	2011-01-12
WEYERHAUSER 100000 CB	P	2005-01-20	2011-01-12
GRACE ACQ 10000 SSHARES PFD	P	2008-01-22	2011-01-28
AMERICAN EXPRESS 5000 SHARES COM	P	2005-12-01	2011-04-06
GENERAL ELECTRIC 15000 SHARES COM	P	1998-04-22	2011-04-06
METLIFE 5923 SHARES COMMON	P	2008-08-15	2011-04-06
MORGAN STANLEY 200000 CB	P	2008-04-22	2011-05-02
CATERPILLAR 100000 CB	P	2007-05-07	2011-05-16
DOW CHEMICAL 100000 CB	P	2008-11-07	2011-05-16
DOW CHEMICAL 50000 CB	P	2009-05-26	2011-05-16
FAIRFAX INTL 400000 IB	P	2004-12-09	2011-05-19
XEROX CORP 500000 CB	P	2009-06-01	2011-05-23
AMERICAN EUROPAC 29240 SHARES MF	P	2010-12-31	2011-05-03
AM NEW WORLD 13751 SHARES MF	P	2010-12-31	2011-05-03
QWEST LITIGATION	P	2010-12-31	2011-06-02
BANK AMERICA 100000 CB	P	2009-06-16	2011-06-21
MERRILL LYNCH 250000 CB	P	2010-07-08	2011-06-21
MERRILL LYNCH 200000 CB	P	2011-01-20	2011-06-21
WACHOVIA 350000 CB	P	2009-08-17	2011-06-21
GENERAL MTRS LITIGATION	P	2010-12-31	2011-07-06
VORNADO REALTY 10000 SHARES PFD	P	2010-07-08	2011-07-12
VORNADO REALTY 18000 SHARES PFD	P	2010-08-05	2011-07-12
ABBOTT LABS 2100 SHARES COMMON	P	2009-05-26	2011-08-05
EMERSON ELEC 2200 SHARES COMMON	P	2006-09-19	2011-08-05

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
JP MORGAN 2600 SHARES COMMON	P	2004-12-09	2011-08-05
UNUMPROVIDENT LITIGATION	P	2010-12-31	2011-09-27
G E CAPITAL 100000 CB	P	2008-09-24	2011-09-13
VERIZON NETWORK 200000 CB	P	2005-01-20	2011-09-13
WACHOVIA 14800 SHARES PFD	P	2010-07-08	2011-10-03
ABBOTT LABS 4750 SHARES COMMON	P	2010-04-08	2011-11-30
APACHE 2000 SHARES COMMON	P	2009-08-14	2011-11-30
APACHE 1250 SHARES COMMON	P	2011-01-18	2011-11-30
EMERSON 7400 SHARES COMMON	P	2006-09-19	2011-11-30
HOSPIRA 900 SHARES COMMON	P	2011-01-18	2011-11-30
HOSPIRA 9100 SHARES COMMON	P	2009-06-15	2011-11-30
JP MORGAN 4100 SHARES COMMON	P	2004-12-09	2011-11-30
UNITED TECH 2000 SHARES COMMON	P	2008-06-16	2011-11-30
UNITED TECH 1100 SHARES COMMON	P	2011-05-16	2011-11-30
WELLS FARGO 10200 SHARES COMMON	P	1998-03-27	2011-11-30
CVS CAREMARK 100000 CB	P	2009-01-28	2011-12-08
VIACOM 16000 SHARES PFD	P	2010-02-23	2011-12-14

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
228,125		215,000	13,125
316,473		319,450	-2,977
97,717		100,000	-2,283
250,716		250,000	716
271,395		250,000	21,395
703,591		700,000	3,591
249,696		214,420	35,276
93,500		98,625	-5,125
5,300		250,000	-244,700
226,512		261,000	-34,488
304,940		432,330	-127,390
270,216		274,924	-4,708
200,000		200,000	
100,000		100,000	
100,000		100,000	
50,000		50,000	
426,300		412,500	13,800
507,350		394,672	112,678
1,307,549		1,032,791	274,758
781,647		689,314	92,333
390			390
103,275		90,625	12,650
238,473		237,220	1,253
223,296		215,618	7,678
315,875		234,505	81,370
158			158
274,995		259,160	15,835
494,991		477,000	17,991
103,817		95,112	8,705
102,821		90,420	12,401

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
100,295		97,714	2,581
59			59
104,678		99,750	4,928
208,468		185,184	23,284
370,000		387,144	-17,144
256,885		249,640	7,245
195,185		173,236	21,949
121,990		150,304	-28,314
382,152		353,030	29,122
24,841		51,331	-26,490
251,168		351,294	-100,126
125,471		154,088	-28,617
151,997		137,747	14,250
83,598		97,683	-14,085
259,273		208,607	50,666
100,000		56,005	43,995
400,632		406,000	-5,368

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			13,125
			-2,977
			-2,283
			716
			21,395
			3,591
			35,276
			-5,125
			-244,700
			-34,488
			-127,390
			-4,708
			13,800
			112,678
			274,758
			92,333
			390
			12,650
			1,253
			7,678
			81,370
			158
			15,835
			17,991
			8,705
			12,401

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,581
			59
			4,928
			23,284
			-17,144
			7,245
			21,949
			-28,314
			29,122
			-26,490
			-100,126
			-28,617
			14,250
			-14,085
			50,666
			43,995
			-5,368

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
WILLIAM G RILEY 4518 POPLAR SPRINGS DRIVE MERIDIAN,MS 39305	CHAIRMAN 30	55,630	22,930	0
I A ROSENBAUM 4518 POPLAR SPRINGS DRIVE MERIDIAN,MS 39305	PRESIDENT 30	92,716	23,563	0
BOB DEEN 4518 POPLAR SPRINGS DRIVE MERIDIAN,MS 39305	VICE PRES 30	111,260	42,746	0
MARTY DAVIDSON BOX 3804 MERIDIAN,MS 39303	DIRECTOR 10	15,500	0	0
EDWIN DOWNER 7642 POPLAR SPRINGS DRIVE MERIDIAN,MS 39302	DIRECTOR 5	12,000	0	0
RICHARD F RILEY JR 3000 K ST NW WASHINGTON,DC 20007	DIRECTOR 5	12,000	0	0
GAIL W RILEY 7642 STOCKTON AVE EL CERRITO,CA 94530	DIRECTOR 5	12,000	0	0
MALCOLM POTERA 401 QUEEN CITY AVENUE TUSCALOOSA,AL 35401	DIRECTOR 15	19,500	0	0
TOMMY DULANEY BOX 2929 MERIDIAN,MS 39302	DIRECTOR 6	13,750	0	0
MARY ANN RILEY 1805 36TH ST MERIDIAN,MS 39305	DIRECTOR 5	12,000	0	0
BECKY FARLEY 4518 POPLAR SPRINGS DRIVE MERIDIAN,MS 39305	EXEC DIRECTOR 40	86,291	36,532	0
MANNY MITCHELL 100 49TH AVENUE Meridian,MS 39305	DIRECTOR 5	9,000	0	0
CHRISTINE RILEY 3715 HIGHWAY 39 N Meridian,MS 39305	DIRECTOR 5	6,000	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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
a *Paid during the year*				
ASSOC OF SMALL FOUNDATIONS33 WILD BERRY LANE Underhill, VT 05489			GENERAL SUPPORT	695
BOYS AND GIRLS CLUB OF LAUD1717 45TH AVE Meridian, MS 39304			SUMMER WORKPROGRAM	4,500
BOYS AND GIRLS CLUB OF LAUD1717 45TH AVE Meridian, MS 39304			MATCHINGCONTRIBUTIONOPERATING EXPENSE	10,000
BOYS AND GIRLS CLUB OF LAUD1717 45TH AVE Meridian, MS 39304			OPERATING SUPPORT	10,000
CARE LODGE DOMESTIC VIOLENCEP O BOX 5331 Meridian, MS 39302			SUMMER WORKPROGRAM	4,500
CITY OF MERIDIANP O BOX 1430 Meridian, MS 39302			SUMMER WORKPROGRAM	4,500
COMMUMNITY FOUND OF EAST MSP O BOX 865 Meridian, MS 39302			SUMMER WORKPROGRAM	4,500
COMMUNITY FOUND OF EAST MSP O BOX 865 Meridian, MS 39302			ANNUAL CONFERENCEFOR EXEC DIRECTOR	1,800
EAST MS BUSINESS DEVELOPMENT1901 FRONT STREET SUITE A Meridian, MS 39301			SUMMER WORKPROGRAM	4,500
EAST MS BUSINESS DEVELOPMENT1901 FRONT STREET SUITE A Meridian, MS 39301			ANNUALCONTRIBUTION	500
EAST MS BUSINESS DEVELOPMENT1901 FRONT STREET SUITE A Meridian, MS 39301			OPERATING SUPPORT	1,000
EAST MS FOOTHILLS LAND TRUSTP O BOX 1608 Meridian, MS 39302			SUMMER WORKPROGRAM	4,500
HOPE VILLAGE FOR CHILDRENP O BOX 26 Meridian, MS 39302			MATCH FOROPERATING EXPENSE	10,000
LAUD OUTREACH AND VOLUNTEER801 18TH AVE Meridian, MS 39301			SUMMER WORKPROGRAM	4,500
MERIDIAN ART ASSOCIATION628 25TH AVE Meridian, MS 39301			OPERATING SUPPORT	10,000
MERIDIAN ART ASSOCIATION628 25TH AVE Meridian, MS 39301			SUMMER WORKPROGRAM	4,500
MERIDIAN ART ASSOCIATION628 25TH AVE Meridian, MS 39301			PAINT EXTERIOR OFBUILDING	6,500
MERIDIAN COMMUNITY COLLEGE910 HWY 19 NORTH Meridian, MS 39307			TUITION GUARANTEEPROGRAM	15,000
MERIDIAN LITTLE THEATREP O BOX 3157 Meridian, MS 39303			OPERATING SUPPORTSEASONAL PLAYS	10,000
MERIDIAN SYMPHONY ASSOCIATIONP O BOX 2171 Meridian, MS 39302			SUMMER WORKPROGRAM	4,500
MERIDIAN SYMPHONY ASSOCIATIONP O BOX 2171 Meridian, MS 39302			CONCERT ANDRECORDERS FORLINK PROGRAM	20,000
ALDERSGATE PERSONAL CARE6600 POPLAR SPRINGS DRIVE Meridian, MS 39305			SUMMER WORKPROGRAM	4,500
MISSISSIPPI ART COMMISSION501 NORTH WEST ST SUITE 1101A Jackson, MS 39201			WHOLE SCHOOLSSUMMER INITIATIVE	10,000
MISSISSIPPI JUNIOR MS PROGP O BOX 582 Meridian, MS 39302			SUMMER WORKPROGRAM	4,500
MISSISSIPPI STATE UNIVERSITY610 ALLEN HALL Mississippi State, MS 39762			STUDENTINTERNSHIPPROGRAM	17,500
MISSISSIPPI STATE UNIVERSITY610 ALLEN HALL Mississippi State, MS 39762			MSU RILEY CENTERSUBSIDIZE BUSOPERATION	4,000
MISSISSIPPI STATE UNIVERSITY610 ALLEN HALL Mississippi State, MS 39762			SUMMER WORKPROGRAM	4,500
MISSISSIPPI STATE UNIVERSITY610 ALLEN HALL Mississippi State, MS 39762			MSU RILEY CENTERSUBSIDIZE BUSOPERATION	4,000
MS STATE UNIVERSITY FOUNDATIONP O BOX 6149 Mississippi State, MS 39762			RENOVATION OFNEWBERRY BUILDING	3,500,000
MS STATE UNIVERSITY FOUNDATIONP O BOX 6149 Mississippi State, MS 39762			MSU MERIDIANSCHOLARSHIPPROGRAM	75,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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
a *Paid during the year*				
MS STATE UNIVERSITY FOUNDATIONP O BOX 6149 Mississippi State, MS 39762			RILEY NEXT STEPSCHOLARSHIPPROGRAM	200,000
MS STATE UNIVERSITY FOUNDATIONP O BOX 6149 Mississippi State, MS 39762			MSU RILEY CENTERENDOWMENT	100,000
MULI COUNTY COMMUNITY SERVICES2900 ST PAUL STREET Meridian, MS 39302			SUMMER WORKPROGRAM	4,500
SOUTHEASTERN COUNCIL OF FDNS50 HURT PLAZA STE 350 Atlanta, GA 30303			GENERAL SUPPORT	2,500
STATE GAMES OF MISSISSIPPIP O BOX 5866 Meridian, MS 39302			SUMMER WORKPROGRAM	4,500
HOUSING AUTH OF CITY OF MDN 2423 E STREET Meridian, MS 39302			SUMMER WORKPROGRAM	4,000
UNITED WAY OF EAST MS WEST AL2003 23RD AVE Meridian, MS 39301			ENDOWMENT	100,000
UNITED WAY OF EAST MS WEST AL2003 23RD AVE Meridian, MS 39301			SUMMER WORKPROGRAM	4,500
WESLEY HOUSE COMMUNITY CENTER1520 8TH AVE Meridian, MS 39301			EVENING CLINICALSUPPLEMENT	10,000
WESLEY HOUSE COMMUNITY CENTER1520 8TH AVE Meridian, MS 39301			COMMUNITY CENTERFREE CLINIC	10,000
YPOP MINISTRIESP O BOX 1944 Meridian, MS 39301			10 YEAR MUSICALCELEBRATION	1,000
Total . . . . . ▶ **3a**				4,200,995

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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
b *Approved for future payment*				
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			STUDENTINTERNSHIPPROGRAM	17,500
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State, MS 39762			MSU SCHOOL OFNURSING RENOVATEKRESS BUILDING	5,500,000
MS STATE UNIVERSITY FOUNDATIONP O BOX 6149 Mississippi State, MS 39762			KRESS BUILDINGRENOVATION	2,000,000
MS STATE UNIVERSITY FOUNDATIONP O BOX 6149 Mississippi State, MS 39762			RILEY NEXT STEPSCHOLARSHIPPROGRAM	100,000
UNITED WAY OF EAST MS WEST AL2003 23RD AVE Meridian, MS 39301			ENDOWMENT	75,000
Total . . . . . ▶ **3b**				7,692,500

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Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2011

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
THE RILEY FOUNDATION	FORM 990PF - 1	64-0707746

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount (see instructions)	1	$ 500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	$ 2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property **)** (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	84,782

Part III **MACRS Depreciation (Do not** include listed property.**)** (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		See Add'l Data				
c 7-year property						
d 10-year property		See Add'l Data				
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (see instructions)

21 Listed property Enter amount from line 28	21	
22 **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	88,298
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** | **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 . **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 . . . . . **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year (see instructions)					
43 Amortization of costs that began before your 2011 tax year				**43**	
44 Total. Add amounts in column (f) See the instructions for where to report . .				**44**	

Additional Data

Software ID:
Software Version:
EIN: 64-0707746
Name: THE RILEY FOUNDATION

Form 4562, Part III, Line 19, Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System:

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
b 5-year property		1,485	5	HY	S/L	223
b 5-year property		8,440	5	HY	S/L	422

Form 4562, Part III, Line 19, Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System:

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g)Depreciation deduction
d 10-year property		10,000	10	HY	S/L	917
d 10-year property		22,075	10	HY	S/L	1,656
d 10-year property		6,033	10	HY	S/L	201
d 10-year property		3,895	10	HY	S/L	97

TY 2011 Accounting Fees Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MONTHLY ACCOUNTING	8,725	2,181	0	2,200
IRS FILINGS	3,500	875	0	875
FINANCIAL AUDIT	8,104	2,026	0	2,026

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

TY 2011 Depreciation Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2000-06-18	3,066,860	805,056	SL	250 %	76,672			
BUILDING ADDITION	2001-06-14	13,858	3,288	SL	250 %	346			
OFFICE EQUIPMENT	1999-12-31	14,713	14,713	SL	5				
OFFICE EQUIPMENT	2000-12-31	16,826	16,826	SL	5				
PROJECTOR	2001-08-16	4,815	4,815	SL	7				
OFFICE EQUIPMENT	2003-12-31	21,277	21,277	SL	5				
OFFICE EQUIPMENT	2004-12-31	3,667	3,667	SL	5				
COMPUTER	2005-09-13	2,532	2,532	SL	5				
OFFICE EQUIPMENT	2006-04-12	2,893	2,694	SL	20 00 %	199			
GRANT SOFTWARE	2007-07-16	15,579	10,906	SL	20 00 %	3,115			
PAINTINGS	1999-12-31	800	800	SL	10				
FURNISHINGS	2000-06-17	265,806	265,678	SL	10	128			
FURNISHINGS	2000-06-17	3,227	3,227	SL	5				
FURNISHINGS	2002-11-08	7,575	6,127	SL	10 00 %	758			
FURNISHINGS	2005-08-24	6,561	3,519	SL	10 00 %	656			
COMPUTER	2008-01-03	1,419	852	SL	20 00 %	284			
COMPUTER	2008-09-11	1,343	605	SL	20 00 %	269			
LAPTOP	2009-09-01	1,679	448	SL	20 00 %	336			
DESKTOP COMPUTER	2010-05-26	1,503	175	SL	20 00 %	301			
DELL COMPUTER	2010-06-14	1,701	170	SL	20 00 %	340			
SERVER	2010-08-03	6,892	459	SL	20 00 %	1,378			
PAINTINGS BOARD ROOM	2011-01-19	10,000		SL	5 00 %	917			
HVAC REPAIRS	2011-03-15	22,075		SL	5 00 %	1,656			
APPLE MACBOOK	2011-03-15	1,485		SL	10 00 %	223			
CARPET	2011-08-16	6,033		SL	5 00 %	201			
TABLES BOARD ROOM	2011-09-13	3,895		SL	5 00 %	97			
SAVIN COPIER	2011-09-13	8,440		SL	10 00 %	422			

TY 2011 Investments Corporate Bonds Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CENTURYTEL 100,000	101,178	101,178
AMERICAN EXPRESS 50,000	54,655	54,655
AUTOZONE 100,000	111,810	111,810
FREEPORT MCMORAN 50,0000	53,125	53,125
FAIRFAX FINL 400,000		
GENERAL ELECTRIC 250,000	250,570	250,570
PRUDENTIAL 200,000	200,118	200,118
FORTUNE BRANDS 200,000	221,590	221,590
MOUNTAIN STS TEL 500,000	524,665	524,665
CITIZENS UTILITIES 250,000		
BANK AMER CORP 30,000	24,301	24,301
GOLDMAN SACHS 250,000	225,580	225,580
CITIGROUP 300,000	259,503	259,503
BANK OF AMERICA 250,000	207,932	207,932
BANK AMER CORP SUB 100,000	81,395	81,395
BANK AMER CORP SUB 51,000	40,600	40,600
MERRILL LYNCH 100,000	82,661	82,661
GOLDMAN SACHS 250,000	232,628	232,628
JPM CHASE CAP 250,000	250,937	250,937
FIFTH THIRD BANCORP 103,000	126,056	126,056
VERISON NEW ENG 200,000		
MERRILL LYNCH 100,000	95,012	95,012
HUMANA 250,000	324,272	324,272
PRUDENTIAL FINANCIAL 115,000	131,675	131,675
PROTECTIVE LIFE 425,000	487,003	487,003
JPM CHASE 250,000		
JP MORGAN CHASE 300,000	319,407	319,407
INTEGRYS ENERGY 100,000	96,050	96,050
FPL GROUP 70,000	70,700	70,700
WEYERHAUSER CO 100,000		
GENERAL ELECTRIC 100,000		
DOW CHEMICAL 100,000		
MORGAN STANLEY 200,000		
DOW CHEMICAL 50,0000		
BANK OF AMERICA 100,000		
FREEPORT MCMORAN 50,0000		
XEROX CAPITAL 500,000		
CATERPILLAR FIN 100,000		
BANK OF AMERICA 250,000		
MERRILL LYNCH 250,000		
GOLDMAN SACHS 250,000		
WACHOVIA CAPTL 350,000		
CVS CAREMARK 100,000		
JPM CHASE 250,000		
PRUDENTIAL FNL 115,000		
JP MORGAN CHASE 250,000	251,563	251,563

TY 2011 Investments Corporate Stock Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LAB 4750 SHS COMMON	267,092	267,092
ALTRIA GROUP 32000 SHS COMMON	948,800	948,800
AMERIGAS PTS 14300 SHS COMMON	656,513	656,513
APPLE INC 1445 SHS COMMON	585,225	585,225
ASTRAZENECA PLC 11500 SHS COM	532,335	532,335
AMERICAN EUROPAC 29240 SHS MF		
ALTRIA GROUP 32000 SHS COMMON		
ATT 21000 SHS COMMON	635,040	635,040
ATMOS ENERGY 10000 SHS COMMON	333,500	333,500
BEAM INC 7200 SHS COMMON	368,856	368,856
KRAFT FOODS 15740 SHS COMMON		
ORACLE 13400 SHS COMMON		
PUBLIC STO 5000 SHS COMMON		
REALTY INC 10000 SHS COMMON		
RENAISSANCE 10000 SHS PFD		
BHP BILLITON 7000 SHS COMMON	494,410	494,410
BROWN FORMAN 8250 SHS COMMON	664,208	664,208
COMPASS MIN 6300 SHS COMMON		
CATERPILLAR 10000 SHS COMMON	906,000	906,000
COCA COLA 8900 SHS COMMON	622,733	622,733
DIRECTV GROUP 7400 SHS COMMON		
COMPASS MIN 6900 SHS COMMON	475,065	475,065
DR PEPPER 12000 SHS COMMON	473,760	473,760
APPLE INC 1000 SHS COMMON		
DUKE ENERGY 30600 SHS COMMON	673,200	673,200
NORFOLK 6800 SHS COMMON		
ENERGY TRANSFER 13700 SHS COM	628,145	628,145
PERMIAN BASIN 10000 SHS COMM		
EXELON CORP 11500 SHS COMMON	498,755	498,755
ENERGY TRANSFER 9600 SHS COMM		
VERIZON 18400 SHS COMMON		
EXXON MOBIL 8000 SHS COMMON	678,080	678,080
FORTUNE BRANDS 7200 SHS COMM	122,616	122,616
FREEPORT MCMORAN 12500 SHS CO	459,875	459,875
FRONTIER COMM 22900 SHS COMM	117,935	117,935
GENUINE PARTS 13000 SHS COMM	795,600	795,600
IBM 3700 SHS COMMON	680,356	680,356
JOHNSON JOHNSON 10000 SHS COM	655,800	655,800
NATL RETAIL 4000 SHS PFD		
JP MORGAN 3300 SHS COMMON	109,725	109,725
KELLOG 11000 SHS COMMON	556,270	556,270
KRAFT FOODS 18540 SHS COMMON	692,654	692,654
LOCKHEED MARTIN 7500 SHS COMM	606,750	606,750
MARATHON OIL 11100 SHS COMMON	324,897	324,897
MARATHON OIL 8000 SHS COMMON		
EXELON CORP 2500 SHS COMMON		
MARATHON PETRO 5500 SHS COMM	184,759	184,759
SUNOCO 7500 SHS COMMON		
TC PIPELINES 12000 SHS COMMON		
MERCK 17650 SHS COMMON	665,405	665,405
NEOGEN CP 17262 SHS COMMON	528,908	528,908
NORFOLK SOUTH 8700 SHS COMMON	633,882	633,882
ORACLE 16700 SHS COMMON	428,355	428,355
PERMIAN BASIN 23500 SHS COMM	478,695	478,695
PHILIP MORRIS 20000 SHS COMM	1,569,600	1,569,600
PUBLIC STORAGE 5000 SHS COMM	672,300	672,300
EMERSON ELEC 9600 SHS COMMON		
GEN ELEC 15000 SHS COMMON		
RAYTHEON 12000 SHS COMMON	580,560	580,560
LOCKHEED 6300 SHS COMMON		
REALTY INCOM 17200 SHS COMMON	601,312	601,312
SANDERSON FARMS 5000 SHS COMM	250,650	250,650
RAYTHEON 10000 SHS COMMON		
SHERWIN WILLIAMS 6700 SHS COM	598,109	598,109
WASTE MGT 13100 SHS COMMON		
GEN PARTS 13000 SHS COMMON		
FORTUNE BRANDS 4800 SHS COMM		
SIMS METALS MGT 33500 SHS COM	430,475	430,475
SHERWIN WILL 5000 SHS COMMON		
FREEPORT MCMORAN 5200 SHS COM		
BROWN FORMAN 7500 SHS COMMON		
FRONTIER COMM 11300 SHS COMM		
COCA COLA 6900 SHS COMMON		
SOUTHERN CO 15500 SHS COMMON	717,495	717,495
SUNOCO 22500 SHS COMMON	886,500	886,500
TC PIPELINE 14100 SHS COMMON	668,763	668,763
DIRECT TV GRP 9400 SHS COMMON	401,944	401,944
TRIMBLE 15100 SHS COMMON	655,340	655,340
UNILEVER 19200 SHS COMMON		
WAL MART 6000 SHS COMMON		
ABBOTT LAB 9700 SHARES COMM		
SIMS METALS 20500 SHS COMMON		
UNILEVER PLC 19200 SHS COMMON	643,584	643,584
VERIZON COMM 18400 SHS COMMON	738,208	738,208
VISA INC 3200 SHS COMMON	324,896	324,896
WAL MART 8000 SHS COMMON	478,080	478,080
WASTE MGT 15700 SHS COMMON	513,547	513,547
WEINGAREN REALTY 13500 SHS CO	294,570	294,570
AM EXPRESS 5000 SHS COMMON		
WELLS FARGO 4000 SHS COMMON	110,240	110,240
YUM BRANDS 12500 SHS COMMON	737,625	737,625
JPMORGAN 10000 SHS COMMON		
WELLS FARGO 14200 SHS COMMON		
TRIMBLE 12500 SHS COMMON		
AMERIGAS 10000 SHS COMMON		
ATMOS 30600 SHS COMMON		
SOUTHERN CO 13000 SHS COMMON		
ALEXANDRIA REAL 10000 SHS PFD		
BANCORPSOUTH 28000 SHS PFD		
BARCLAYS 20000 SHS PFD		
CORTS JC PENNEY 13000 SHS PFD		
CORTS AON CAP 8300 SHS PFD		
AMERICAN ELEC 10000 SHS PFD		
AMERICAN NEW WORLD 13751 SHS		
APACHE CORP 2000 SHS COMM		
ASTRAZENECA PLC 9600 SHS COMM		
HOSPIRA INC 9100 SHS COMM		
GRACE ACQ 10000 SHS PFD		
BANK OF AMERICA 10000 SHS PFD		
CATERPILLAR INC 10000 SHS COM		
UNITED TECH 2000 SHS COMMON		
YUM BRANDS 12500 SHS COMMON		
DR PEPPER 12000 SHS COMMON		
KELLOG 10000 SHS COMMON		
PHILIP MORRIS 20000 SHS COMM		
MERCK 17650 SHS COMMON		
METLIFE 5923 SHS COMMON		
VISA INC 1900 SHS COMMON		
AT&T INC 21000 SHS COMMON		
AEGON N V 30000 SHARES PFD		
DEUTSCHE BANK 18000 SHS PFD		
DEUTSCHE BANK 19000 SHS PFD		
VIACOM INC 16000 SHARES PFD		
RENAISSANCERE 29000 SHS PFD	715,140	715,140
AEGON NV 44000 SHARES PFD	972,400	972,400
ALLIANZ SE 38000 SHARES PFD	972,534	972,534
BAC CAP TR 17000 SHARES PFD	355,130	355,130
BBT CAPITAL TRT 11000 SHS PFD	292,600	292,600
BARCLAYS BANK 26000 SHS PFD	548,080	548,080
BARCLAYS BANK 18000 SHS PFD	355,860	355,860
CBS CORP 22300 SHS PFD	566,643	566,643
COMCAST 4000 SHS PFD	102,360	102,360
CORTS TR US WEST 40500 SH PFD	1,031,535	1,031,535
CORTS AON CAP 14136 SHS PFD	392,557	392,557
DEUTSCHE BANK 21000 SHS PFD	479,010	479,010
DEUTSCHE BANK 23000 SHS PFD	497,490	497,490
ENERGY MS INC 10000 SHS PFD	287,100	287,100
FIFTH THIRD CAP 19500 SHS PFD	493,350	493,350
HSBC HOLDINGS 2000 SHS PFD	51,500	51,500
HSBC HOLDINGS 41000 SHS PFD	1,068,460	1,068,460
LLOYDS BANK 44000 SHS PFD	1,125,080	1,125,080
MORGAN STANLEY 12000 SHS PFD	261,120	261,120
NEXTERA ENERGY 1000 SHS PFD	28,950	28,950
QWEST CORP 23000 SHS PFD	610,420	610,420
VORNADO REALTY 30000 SHS PFD	806,700	806,700
WACHOVIA 14500 SHS PFD	374,390	374,390
WELLS FARGO 18000 SHS PFD	512,280	512,280
WELLS FARGO 10000 SHS PFD	259,900	259,900
EAGLE HOSP 8000 SHS PFD	12,400	12,400

TY 2011 Investments - Other Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTERNATIVE INVESTMENT		21,254	21,254
ACCRUED INTEREST		72,147	72,147

TY 2011 Land, Etc. Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	203,313		203,313	203,313
BUILDING AND ADDITIONS	3,080,718	885,362	2,195,356	3,080,718
OFFICE EQUIPMENT	128,839	88,662	40,177	49,500
FURNISHINGS	303,897	282,108	21,789	265,700

TY 2011 Other Decreases Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description	Amount
UNREALIZED GAINS	821,063

TY 2011 Other Expenses Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	577	577	0	0
INSURANCE	31,289	7,822	0	7,822
OFFICE SUPPLIES	18,472	0	0	16,519
DUES AND SUBSCRIPTIONS	3,813	111	0	2,869
POSTAGE	649	0	0	584
TELEPHONE	10,565	1,057	0	7,924
PROGRAM EXPENSE	36,299	0	0	37,755

TY 2011 Other Income Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	179,004	179,004	0
PARTNERSHIP INCOME	226	226	0
RECIPROCAL RECEIPT	60,929	0	0

TY 2011 Taxes Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON INVESTMENT	21,700	0	0	0