



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 MADDOX FOUNDATION		A Employer identification number 64-0917900
Number and street (or P O box number if mail is not delivered to street address) 180 WEST COMMERCE STREET	Room/suite	B Telephone number (662) 449-3699
City or town, state, and ZIP code HERNANDO, MS 38632		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input 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) \$ 41,427,931.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)	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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		7,349.	7,349.		STATEMENT 1
4 Dividends and interest from securities		145,275.	145,275.		STATEMENT 2
5a Gross rents		397,217.	243,804.		STATEMENT 3
b Net rental income or (loss) 397,217.					
6a Net gain or (loss) from sale of assets not on line 10		744,455.			
b Gross sales price for all assets on line 6a 1,230,749.					
7 Capital gain net income (from Part IV, line 2)			744,455.		
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		-184,270.	-227,384.		STATEMENT 4
12 Total. Add lines 1 through 11		1,110,026.	913,499.		
13 Compensation of officers, directors, trustees, etc.		441,925.	16,393.		422,856.
14 Other employee salaries and wages		76,609.	0.		76,609.
15 Pension plans, employee benefits		126,367.	0.		126,367.
16a Legal fees STMT 5		122,707.	0.		6,003.
b Accounting fees STMT 6		55,890.	0.		55,890.
c Other professional fees STMT 7		23,333.	0.		0.
17 Interest					
18 Taxes STMT 8		6,375.	5,575.		0.
19 Depreciation and depletion		44,055.	0.		
20 Occupancy		87,492.	0.		87,492.
21 Travel, conferences, and meetings		20,773.	0.		20,773.
22 Printing and publications					
23 Other expenses STMT 9		1,988,315.	215,536.		7,687.
24 Total operating and administrative expenses. Add lines 13 through 23		2,993,841.	237,504.		803,677.
25 Contributions, gifts, grants paid		43,585.			43,585.
26 Total expenses and disbursements. Add lines 24 and 25		3,037,426.	237,504.		847,262.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,927,400.			
b Net investment income (if negative, enter -0-)			675,995.		
c Adjusted net income (if negative, enter -0-)				N/A	

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			
	2 Savings and temporary cash investments	502,208.	1,632,674.	1,632,674.
	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 ▶ 1,039,486.	STATEMENT 12		
	Less: allowance for doubtful accounts ▶ 0.	2,358,486.	1,039,486.	1,039,486.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 13	1,757,940.	1,757,940.	1,056,292.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	19,554,986.	16,018,200.	36,836,140.
	14 Land, buildings, and equipment: basis ▶ 1,455,859.			
	Less accumulated depreciation ▶ 688,832.	811,081.	767,027.	767,027.
	15 Other assets (describe ▶ STATEMENT 15)	108,434.	96,312.	96,312.
	16 Total assets (to be completed by all filers)	25,093,135.	21,311,639.	41,427,931.
	17 Accounts payable and accrued expenses	1,000.	2,299.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable STMT 16	580,631.	550,142.	
	22 Other liabilities (describe ▶ STATEMENT 17)	11,470.	14,688.	
	23 Total liabilities (add lines 17 through 22)	593,101.	567,129.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
Net Assets or Fund Balances	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	24,500,034.	20,744,510.	
	30 Total net assets or fund balances	24,500,034.	20,744,510.	
	31 Total liabilities and net assets/fund balances	25,093,135.	21,311,639.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	24,500,034.
2 Enter amount from Part I, line 27a	2	-1,927,400.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	152,753.
4 Add lines 1, 2, and 3	4	22,725,387.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	1,980,877.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,744,510.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,230,749.		486,294.	744,455.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			744,455.

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	744,455.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	2,451,360.	42,625,291.	.057510
2009	2,676,567.	39,996,587.	.066920
2008	5,528,722.	62,453,236.	.088526
2007	8,875,874.	104,342,456.	.085065
2006	8,712,207.	101,480,232.	.085851

2 Total of line 1, column (d)	2	.383872
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	.076774
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	40,630,190.
5 Multiply line 4 by line 3	5	3,119,342.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,760.
7 Add lines 5 and 6	7	3,126,102.
8 Enter qualifying distributions from Part XII, line 4	8	2,587,262.

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 VII 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	13,520.
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	13,520.
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	13,520.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	18,313.	
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	18,313.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,793.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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)	STATEMENT 18	STATEMENT 19	STMT 20	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 ► WWW.MADDOXFOUNDATION.ORG				13	X	
14	The books are in care of ► DEBORAH TAYLOR Telephone no. ► 662-449-3699 Located at ► 180 WEST COMMERCE STREET, HERNANDO, MS ZIP+4 ► 38632						
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 checked="" type="checkbox"/> Yes <input 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.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2011)

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

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 21		441,925.	41,852.	7,057.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NICOLE S. SATCHFIELD - 180 WEST COMMERCE STREET, HERNANDO, MS 38632	ACCOUNTANT 40.00	55,194.	0.	194.

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

0

Form 990-PF (2011)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PAULUS & DOLAN PLLC 4400 HARDING ROAD, S-101, NASHVILLE, TN 37205	LEGAL FEES	104,795.
CORBIN & ASSOCIATES PLLC 120 VILLAGE BLVD, STE A, MADISON, MS 39110	ACCOUNTING FEES	55,890.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 22	134,779.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 SEE STATEMENT 23	1,740,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	1,740,000.

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,056,292.
b	Average of monthly cash balances	1b	1,538,265.
c	Fair market value of all other assets	1c	38,654,367.
d	Total (add lines 1a, b, and c)	1d	41,248,924.
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	41,248,924.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	618,734.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,630,190.
6	Minimum investment return Enter 5% of line 5	6	2,031,510.

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

1	Minimum investment return from Part X, line 6	1	2,031,510.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	13,520.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,520.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,017,990.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,017,990.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,017,990.

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	847,262.
b	Program-related investments - total from Part IX-B	1b	1,740,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,587,262.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,587,262.

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				2,017,990.
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	3,831,767.			
b From 2007	3,931,569.			
c From 2008	2,417,794.			
d From 2009	678,507.			
e From 2010	335,215.			
f Total of lines 3a through e	11,194,852.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	2,587,262.			
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				2,017,990.
e Remaining amount distributed out of corpus	569,272.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,764,124.			
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	3,831,767.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	7,932,357.			
10 Analysis of line 9:				
a Excess from 2007	3,931,569.			
b Excess from 2008	2,417,794.			
c Excess from 2009	678,507.			
d Excess from 2010	335,215.			
e Excess from 2011	569,272.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALUMNI ASSN OF UNIVERSITY OF MISSISSIPPI POST OFFICE BOX 249 UNIVERSITY, MS 38677		PUBLIC CHARITY	SUPPORT SCHOLARSHIP FUNDS FOR UNIVERSITY STUDENTS FROM DESOTO COUNTY AND GREATER MEMPHIS AREA	1,125.
AMERICAN CANCER SOCIETY 4705 WEST COMMERCE ST. HERNANDO, MS 38632		PUBLIC CHARITY	SUPPORT ELIMINATION OF CANCER THROUGH RESEARCH, EDUCATION, ADVOCACY & SERVICE	2,500.
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 1599 HOLLY HILLS DRIVE GERMANTOWN, TN 38138		PUBLIC CHARITY	SUPPORT UNDERSTANDING & PREVENTION OF SUICIDE THROUGH RESEARCH, EDUCATION & ADVOCACY	1,000.
BOLD INITIATIVE POST OFFICE BOX 1652 OLIVE BRANCH, MS 38654		PUBLIC CHARITY	EDUCATION & OTHER PROGRAMS FOR FAMILIES WITH CHILDREN HAVING AUTISM DISORDERS	1,000.
BOY SCOUTS OF AMERICA; CUB SCOUT PACK 455 1764 CHAMBERS CHAPEL RD EADS, TN 38028		PUBLIC CHARITY	PROGRAM FOR YOUTHS: BUILDS CHARACTER, TRAINS IN CITIZENSHIP, DEVELOPS PERSONAL FITNESS	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				43,585.
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
CATHOLIC CHARITIES OF WEST TENNESSEE 1325 JEFFERSON AVENUE MEMPHIS, TN 38104		PUBLIC CHARITY	PROVISION OF HUMAN SERVICES TO THE POOR AND VULNERABLE IN WEST TENNESSEE	1,000.
COMMUNITY FOUNDATION OF NORTHWEST MS 315 LOSHER STREET HERNANDO, MS 38632		PUBLIC CHARITY	CONTRIBUTION TO ENDOWMENT	7,000.
DESOTO CENTRAL HIGH SCHOOL BAND BOOSTERS 384 E. GOODMAN RD, SUITE 265 SOUTHAVEN, MS 38671		PUBLIC CHARITY	ENHANCE MUSIC EDUCATION PROGRAMS IN PUBLIC SCHOOL	1,065.
EXCHANGE CLUB FOR CHILD ABUSE PREVENTION CTR N. MS P. O. BOX 1841, 106 COUNTY RD 207 OXFORD, MS 38655		PUBLIC CHARITY	PROVIDE EDUCATIONAL & SUPPORTIVE SERVICES TO PREVENT CHILD ABUSE	1,000.
HERNANDO FIRE DEPARTMENT 475 WEST COMMERCE STREET HERNANDO, MS 38632		LOCAL GOVT UNITS	SUPPORT UPGRADE OF COMPUTER EQUIPMENT	1,000.
HERNANDO ROTARY CLUB POST OFFICE BOX 231 HERNANDO, MS 38632		CIVIC CLUB	SUPPORT VAIDEN ENDOWED SCHOLARSHIP FUND AT COMM. FOUNDATION	1,000.
HORN LAKE HIGH SCHOOL 3360 CHURCH ROAD HORN LAKE, MS 38637		LOCAL GOVT UNITS	SUPPORT ATHLETIC AND RECREATIONS PROGRAMS AT LOCAL HIGH SCHOOL	1,000.
HOUSE OF GRACE POST OFFICE BOX 272 SOUTHAVEN, MS 38671		PUBLIC CHARITY	ASSIST WOMEN/CHILDREN WHO ARE VICTIMS OF DOMESTIC VIOLENCE	1,000.
LIFE BRIDGE CHURCH 7875 GETWELL ROAD SOUTHAVEN, MS 38671		CHURCH	SUPPORT OPERATIONS AND COMMUNITY WORK OF CHURCH/CONGREGATION	1,000.
MAGNOLIA HEIGHTS SCHOOL 1 CHIEFS DRIVE SENATOBIA, MS 38668		PUBLIC CHARITY	SUPPORT BASEBALL AND RECREATIONAL PROGRAMS AT HIGH SCHOOL	1,250.
Total from continuation sheets				36,960.

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
MARCH OF DIMES FOUNDATION 3370 EAST GOODMAN ROAD SOUTHAVEN, MS 38671		PUBLIC CHARITY	HELP MOTHERS HAVE FULL-TERM BABIES; RESEARCH HEALTH PROBLEMS OF BABIES	1,000.
MEMPHIS YOUTH HOCKEY LEAGUE 8456 SHERMAN OAKS GERMANTOWN, TN 38139		PUBLIC CHARITY	SUPPORT TEACHING OF ICE HOCKEY TO YOUTHS OF ALL AGES & LEAGUE OPERATIONS	1,000.
MISSISSIPPI ADAPTIVE SPORTS 7001 HOLLY SPRINGS ROAD HERNANDO, MS 38632		PUBLIC CHARITY	PROMOTE SPORTS FOR THOSE WITH PHYSICAL DISABILITIES	1,000.
MISSISSIPPI STATE UNIVERSITY ALUMNI ASSN POST OFFICE BOX 6149 MISSISSIPPI STATE, MS 39762		PUBLIC CHARITY	SUPPORT SCHOLARSHIP FUNDS FOR UNIVERSITY STUDENTS FROM GREATER MEMPHIS AREA	1,260.
NATIONAL WILD TURKEY FEDERATION 14112 HIGHWAY 21 NORTH PHILADELPHIA, MS 39350		PUBLIC CHARITY	CONSERVATION OF WILD TURKEY HABITATS AND PRESERVATION OF HUNTING HERITAGE	1,500.
NORTHWEST MS COMMUNITY COLLEGE FOUNDATION POST OFFICE BOX 7015 SENATOBIA, MS 38668		PUBLIC CHARITY	SUPPORT SCHOLARSHIP FUNDS FOR COMMUNITY COLLEGE STUDENTS	6,760.
SACRED HEART ELEMENTARY SCHOOL 5150 TCHULAHOMA ROAD SOUTHAVEN, MS 38671		PUBLIC CHARITY	SUPPORT EDUCATIONAL PROGRAMS AT LOCAL ELEMENTARY/MIDDLE SCHOOL	1,000.
SAFEHAVEN OF NORTH MISSISSIPPI P. O. BOX 306; 1365 BIG BEN DRIVE HERNANDO, MS 38632		PUBLIC CHARITY	ASSIST A CHRISTIAN TRAINING FACILITY FOR MEN	1,000.
SALVATION ARMY 696 JACKSON AVENUE MEMPHIS, TN 38105		PUBLIC CHARITY	PROVIDE LIFE'S BASIC NECESSITIES (FOOD/SHELTER) TO THOSE IN NEED	50.
SAMARITANS 2600 GOODMAN ROAD WEST HORN LAKE, MS 38637		PUBLIC CHARITY	PROVIDE EMERGENCY FUNDS AND SERVICES TO THOSE IN NEED (ELDERLY/DISABLED)	2,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PASS-THROUGH FROM LITTLE BUCK LP	P		
b	PASS-THROUGH FROM LITTLE BUCK LP	P		
c	PASS-THROUGH FROM MIDSOUTH INVESTOR FUND LP	P		
d	PASS-THROUGH FROM MIDSOUTH INVESTOR FUND LP	P		
e	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
f	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
g	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
h	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
i	PASS-THROUGH FROM BEALE 310 LLC	P		
j	SANKATY CREDIT OPPORTUNITIES	P		
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		76,343.	-76,343.
b	196,368.		196,368.
c	53,403.		53,403.
d		155,501.	-155,501.
e		225,188.	-225,188.
f	607,959.		607,959.
g		29,262.	-29,262.
h	46,534.		46,534.
i	6,000.		6,000.
j	320,485.		320,485.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-76,343.
b			196,368.
c			53,403.
d			-155,501.
e			-225,188.
f			607,959.
g			-29,262.
h			46,534.
i			6,000.
j			320,485.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	744,455.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
BANKPLUS	5,342.
OTHER	20.
SYCAMORE BANK	1,987.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,349.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
220 KNOLLS LIMITED PARTNERSHIP INTEREST INCOME	757.	0.	757.
BRITISH HIGHLAND INTEREST INCOME	87.	0.	87.
CLEG-MAD LIMITED LP INTEREST INCOME	402.	0.	402.
DMAR INVESTMENTS LP DIVIDEND INCOME	84,112.	0.	84,112.
DMAR INVESTMENTS LP DIVIDEND INCOME	3,532.	0.	3,532.
DMAR INVESTMENTS LP INTEREST INCOME	6,618.	0.	6,618.
DMAR INVESTMENTS LP INTEREST INCOME	3,018.	0.	3,018.
LITTLE BUCK LIMITED PARTNERSHIP DIVIDEND INCOME	26,296.	0.	26,296.
LITTLE BUCK LIMITED PARTNERSHIP INTEREST INCOME	2,746.	0.	2,746.
MIDSOUTH INVESTOR FUND LP DIVIDEND INCOME	18,350.	0.	18,350.
MIDSOUTH INVESTOR FUND LP INTEREST INCOME	-648.	0.	-648.
STERLING PETROLEUM 1979-A INTEREST INCOME	5.	0.	5.
TOTAL TO FM 990-PF, PART I, LN 4	145,275.	0.	145,275.

FORM 990-PF	RENTAL INCOME	STATEMENT	3
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME	
220 KNOLLS LIMITED PARTNERSHIP	4	267,073.	
9040 ASSOCIATES - NEW PTRS	6	-54,483.	
CLEG-MAD LIMITED LP	7	271,933.	
BRITISH HIGHLAND WIND LP	10	-113,660.	
LONGWOOD TN LP	11	133,527.	
CLARKSVILLE NINE, LP RENTAL INCOME	12	-52,047.	
BEALE 310, LP	13	-55,126.	
TOTAL TO FORM 990-PF, PART I, LINE 5A		397,217.	

FORM 990-PF	OTHER INCOME	STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HEXAD OIL CO 1977-B	2,636.	0.	
STERLING PETROLEUM 1978-A	2,436.	0.	
STERLING PETROLEUM 1979-A	33,343.	0.	
J.D. LIMITED PARTNERSHIP	8,303.	0.	
LITTLE BUCK LIMITED PARTNERSHIP	-21,146.	-21,146.	
MIDSOUTH INVESTOR FUND LP	-34,145.	-34,145.	
SOUTH HARPETH FARMS LLC	-106,676.	-106,676.	
DMAR LIMITED PARTNERSHIP LP	-74,192.	-74,192.	
MISCELLANEOUS INCOME	1,670.	1,670.	
220 KNOLLS LP BOOK/TAX DIFFERENCES	-1,949.	0.	
STERLING PETROLEUM 1979-A	134.	134.	
MIDSOUTH INVESTOR FUND LP			
NON-DEDUCTIBLE EXPENSES	-159.	0.	
CLEG-MAD LP BOOK/TAX DIFFERENCES	-343.	0.	
ANNUITY INCOME	7,485.	7,485.	
SHELDON CENTER PROPERTIES LTD	-514.	-514.	
DMAR LIMITED PARTNERSHIP LP	-1,153.	0.	
PLAINS MARKETING. L.P.	58,946.	58,946.	
ROYALTIES RECEIVED AS NOMINEE FOR MARGARET ENERGY INC, 62-1077181	-58,946.	-58,946.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-184,270.	-227,384.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COPELAND COOK TAYLOR & BUSH	6,003.	0.		6,003.
NEAL & HARWELL PLLC	11,215.	0.		0.
SUTHERLAND ASBILL & BRENNAN LLP	694.	0.		0.
PAULUS & DOLAN PLLC	104,795.	0.		0.
TO FM 990-PF, PG 1, LN 16A	122,707.	0.		6,003.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORBIN & ASSOCIATES, PLLC	55,890.	0.		55,890.
TO FORM 990-PF, PG 1, LN 16B	55,890.	0.		55,890.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
R.K. BARNES & ASSOCIATES, INC	7,800.	0.		0.
DEBORAH F. TAYLOR	13,333.	0.		0.
401K ADMINISTRATION FEE	2,200.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	23,333.	0.		0.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	5,575.	5,575.		0.	
PROFESSIONAL PRIVILEGE TAX	800.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,375.	5,575.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT INTEREST EXPENSE FROM PASS THROUGH ENTITIES	215,536.	215,536.		0.	
GENERAL OFFICE EXPENSES	12,752.	0.		0.	
REPAIRS AND MAINTENANCE	5,490.	0.		0.	
DUES AND SUBSCRIPTIONS	6,850.	0.		0.	
TRAINING AND SEMINARS	7,687.	0.		7,687.	
PROGRAM RELATED INVESTMENT - MADDOX HOCKEY, INC.	1,740,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	1,988,315.	215,536.		7,687.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION	AMOUNT		
SANKATY CREDIT OPPORTUNITIES - BOOK VALUE ADJUSTMENT	152,753.		
TOTAL TO FORM 990-PF, PART III, LINE 3	152,753.		

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11
-------------	--	--------------

DESCRIPTION	AMOUNT
MIDSOUTH INVESTOR FUND - MARKET VALUE DEPRECIATION OF ASSETS	871,516.
DMAR INVESTMENTS L.P. - MARKET VALUE DEPRECIATION OF ASSETS	1,109,361.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,980,877.

FORM 990-PF	OTHER NOTES AND LOANS RECEIVABLE	STATEMENT 12
-------------	----------------------------------	--------------

DESCRIPTION	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
CLEG-MAD LIMITED LP	0.	0.	0.
BEALE 310, LLC	1,039,486.	0.	1,039,486.
TOTAL TO FM 990-PF, PART II, LN 7	1,039,486.	0.	1,039,486.

FORM 990-PF	CORPORATE STOCK	STATEMENT 13
-------------	-----------------	--------------

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

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
220 KNOLLS LIMITED PARTNERSHIP	COST	1,036,369.	9,219,753.
9040 ASSOCIATES - NEW PTRS	COST	1,829,361.	1,320,000.
BRITISH HIGHLAND WIND, LP	COST	-2,389,367.	3,843,207.
CLEG-MAD LIMITED LP	COST	1,608,969.	4,950,000.
DMAR INVESTMENTS LP	COST	6,670,556.	6,670,540.
HEXAD OIL CO 1977-B	COST	1,952.	3,064.
J.D. LIMITED PARTNERSHIP	COST	2,005.	2,005.

LITTLE BUCK LIMITED PARTNERSHIP	COST	2,194,821.	1,861,217.
MIDSOUTH INVESTOR FUND LP	COST	1,751,653.	1,751,653.
PROSPECT HARBOR CREDIT PARTNERS LP	COST	810,862.	713,123.
SANKATY CREDIT OPPORTUNITIES LP	COST	0.	437,192.
SHELDON CENTER PROPERTIES LTD	COST	-4,174.	0.
STERLING PETROLEUM 1978-A	COST	-700.	14,702.
STERLING PETROLEUM 1979-A	COST	11,177.	10,994.
SOUTH HARPETH FARMS LLC	COST	-523,135.	3,020,839.
LONGWOOD TN LP	COST	2,232,098.	2,232,098.
CLARKSVILLE NINE, LP	COST	887,594.	887,594.
BEALE 310, LLC	COST	-101,842.	-101,842.
RNRJR MINERALS LLC	COST	1.	1.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,018,200.	36,836,140.

FORM 990-PF	OTHER ASSETS	STATEMENT 15
-------------	--------------	--------------

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RETIREMENT PLAN ANNUITY	95,409.	86,934.	86,934.
SECURITY DEPOSIT	2,475.	2,475.	2,475.
OTHER ASSETS	150.	150.	150.
OTHER ACCRUED RECEIVABLES	10,400.	6,753.	6,753.
TO FORM 990-PF, PART II, LINE 15	108,434.	96,312.	96,312.

FORM 990-PF	MORTGAGES PAYABLE	STATEMENT 16
-------------	-------------------	--------------

DESCRIPTION	BALANCE DUE
BANCORPSOUTH	550,142.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B	550,142.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 17
-------------	-------------------	--------------

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO 401K INVESTMENT	11,470.	14,688.
TOTAL TO FORM 990-PF, PART II, LINE 22	11,470.	14,688.

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 18

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

MADDOX HOCKEY, INC

04-3703647

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

DESCRIPTION OF TRANSFER

CONTRIBUTION FOR PROGRAM-RELATED INVESTMENT

AMOUNT
OF TRANSFER

1,740,000.

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

SOUTH HARPETH FARMS LLC

62-1613357

ADDRESS

P. O. BOX 23857
NASHVILLE, TN 37202-3857

DESCRIPTION OF TRANSFER

CAPITAL CONTRIBUTIONS

AMOUNT
OF TRANSFER

353,199.

NAME OF CONTROLLED ENTITY

CLEG-MAD LIMITED, L.P.

EMPLOYER ID NO

62-1508487

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632DESCRIPTION OF TRANSFER

CAPITAL CONTRIBUTIONS

AMOUNT
OF TRANSFER

1,371,000.

NAME OF CONTROLLED ENTITY

BEALE 310, LLC

EMPLOYER ID NO

27-2408599

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632DESCRIPTION OF TRANSFER

LOAN

AMOUNT
OF TRANSFER

52,000.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES3,516,199.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 19

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

J.D. LIMITED PARTNERSHIP

62-1096909

ADDRESS

P. O. BOX 150764
NASHVILLE, TN 37215-0764

DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

11,050.

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

DMAR INVESTMENTS, L.P.

75-2384625

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

63,840.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

CLEG-MAD LIMITED, L.P.

62-1508487

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

285,656.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

220 KNOLLS LIMITED PARTNERSHIP

62-1525140

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

555,566.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES916,112.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 20

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

MADDOX HOCKEY, INC

04-3703647

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

SOUTH HARPETH FARMS LLC

62-1613357

ADDRESS

P. O. BOX 23857
NASHVILLE, TN 37202-3857

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

CLEG-MAD LIMITED, L.P.

62-1508487

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

BEALE 310, LLC

27-2408599

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

J.D. LIMITED PARTNERSHIP

62-1096909

ADDRESSP. O. BOX 150764
NASHVILLE, TN 37215-0764NAME OF CONTROLLED ENTITYEMPLOYER ID NO

DMAR INVESTMENTS, L.P.

75-2384625

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632NAME OF CONTROLLED ENTITYEMPLOYER ID NO

CLEG-MAD LIMITED, L.P.

62-1508487

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632NAME OF CONTROLLED ENTITYEMPLOYER ID NO

220 KNOLLS LIMITED PARTNERSHIP

62-1525140

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632NAME OF CONTROLLED ENTITYEMPLOYER ID NO

LITTLE BUCK LIMITED PARTNERSHIP

56-1751468

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

9040 ASSOCIATES - NEW PTRS

62-1729127

ADDRESS

P. O. BOX 23857
 NASHVILLE, TN 37202-3857

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 21

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBIN G COSTA 180 WEST COMMERCE STREET HERNANDO, MS 38632	PRESIDENT 40.00	267,652.	25,070.	5,813.
PAUL T. MORRIS 180 WEST COMMERCE STREET HERNANDO, MS 38632	SECRETARY 40.00	60,210.	8,209.	719.
MICHAEL C. WARD 180 WEST COMMERCE STREET HERNANDO, MS 38632	VICE-PRESIDENT 40.00	90,063.	8,573.	525.
LANIER HURDLE 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	7,800.	0.	0.
KAREN SANDERS 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	8,700.	0.	0.
CAROL AYERS 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	7,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		441,925.	41,852.	7,057.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 22
-------------	---	--------------

ACTIVITY ONE

THE FOUNDATION'S MISSION IS PURSUED THROUGH A COMBINATION OF DYNAMIC GRANTMAKING, DIRECT CHARITABLE ACTIVITIES AND COMMUNITY-BASED PROGRAM-RELATED INVESTMENTS. UTILIZING A COMBINATION OF FINANCIAL INCENTIVES, STAFF SUPPORT, TRAINING AND LEADERSHIP DEVELOPMENT, RESULTS IN MORE FULLY ENGAGED PROGRAMS OF PHILANTHROPIC ACTIVITIES THAT REFLECT OUR FOCUSED CHARITABLE COMMITMENT. THIS STRATEGY OF USING EVERY RESOURCE TO INCREASE THE ECONOMIC VIABILITY AND THUS IMPROVES THE QUALITY OF LIFE FOR OUR COMMUNITY WAS AT THE VERY HEART OF WHAT MARGARET AND DAN MADDOX BELIEVED.

SEE STATEMENT OF ADDITIONAL INFORMATION ATTACHED.

EXPENSES

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

134,779.

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT 23
-------------	--	--------------

DESCRIPTION

MADDOX HOCKEY INC: MAKING AND LEVERAGING COMMUNITY INVESTMENTS IN CHARITABLE CAUSES IN NORTHWEST MISSISSIPPI BY 1)RAISING FUNDS, GENERATING PUBLICITY AND ENCOURAGING VOLUNTEERISM IN NONPROFITS AND COMMUNITY PROGRAMS, 2)CREATING JOBS AND ECONOMIC IMPACTS THAT DEVELOP PHILANTHROPIC ASSETS AND SUPPORT CHARITABLE CAUSES, 3) OFFERING OPPORTUNITIES FOR AREA BUSINESSES TO INCREASE THEIR CUSTOMER BASES AND THE IMPACT OF THEIR CHARITABLE DONATIONS IN THE COMMUNITY AND 4) SUPPORTING THE VIABILITY OF THE DESOTO CIVIC CENTER AND ITS USE TO PROMOTE TOURISM AND SERVE AS A VENUE FOR COMMUNITY EVENTS IN THE REGION.

SEE STATEMENT OF ADDITIONAL INFORMATION ATTACHED.

AMOUNT

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

1,740,000.

MADDOX FOUNDATION

EIN 64-0917900

2011 FORM 990-PF

Page 1, Part I, Line 19 and Page 2, Part II, Line 14:

	<u>Cost</u>	<u>Current Year Depreciation</u>	<u>Accumulated Depreciation</u>
Land Improvements	15,408	1,027	5,655
Building & Improvements	955,179	25,195	217,106
Furniture & Equipment	<u>485,272</u>	<u>17,833</u>	<u>466,071</u>
	<u>1,455,859</u>	<u>44,055</u>	<u>688,832</u>

Depreciation is computed using the straight line method.

MADDOX FOUNDATION

EIN 64-0917900

2011 FORM 990-PF

PAGE 7, PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES – cont'd

Margaret and Dan Maddox believed that donating dollars was only a small part of a true commitment to an organization or cause. They believed in making strategic decisions in order to maximize the return on every charitable investment, whether that investment was of time, talent or treasure.

Through the Foundation's work, Dan's and Margaret's legacies thrive, as we follow their leadership by:

- Promoting effective and innovative charitable initiatives and ideas;
- Creating multiple impacts for every charitable dollar spent, or saved;
- Providing other resources when grant dollars aren't necessarily the solution;
- Identifying, encouraging and supporting outstanding community and future leaders;
- Developing collaborations where the outcome is much greater than the sum of its parts; and
- Building capacity among grantees, including connecting them to other resources of time, talent and treasure.

A significant portion of our work involves providing technical assistance by the Foundation's staff, including the convening of interactive community events, outreach, and engagement, to a broad range of charitable organizations and causes, not all of which are grantees of the Foundation. The Foundation combines knowledge-sharing with capacity-building. This supports successive collaborations that serve broader audiences across the region that the Foundation serves.

BROAD NONPROFIT SUPPORT AND TECHNICAL ASSISTANCE TO GRANTEEES

During 2011, the Foundation's President invested a portion of her time to promote other nonprofits and to provide direct technical assistance through the following programs and events.

Noah's Gift 5k Run-Walk-Skate - Assisted in fundraising, securing sponsors and teams, recruiting volunteers, designing promotions and publicity for this community event that serves as a primary fundraiser for the Noah's Gift Fund at the Community Foundation of Northwest

PAGE 7, PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES – cont'd

Mississippi. This is an endowed fund that allows deserving teens to experience unique, once-in-a-lifetime opportunities and activities. These activities also serve to introduce new donors to the services offered by the Community Foundation of Northwest Mississippi. This fund will be used to develop teen leaders, and, hopefully, young philanthropists.

Hernando Civic Center - Initiated dialogue with community leaders and City of Hernando officials to broker City operations of youth hockey program and roller hockey facility in efforts to improve program services and reduce program costs.

Jr. StreetKings Roller Hockey - Assisted in league planning, as well as event planning for open skate, learn to skate, and youth hockey program. Assisted with photographing youth hockey games for promotional and publicity purposes, designed information for program website, and helped in recruitment of program participants, including coaches and referees.

Highway Beautification Program - Organized community volunteers to pick up trash several times during the year along a 2-mile stretch of highway near the Landers Center.

Healthy Lifestyles Program – Supported the Healthy Lifestyles initiative of the Community Foundation of Northwest Mississippi and organized community volunteers in support of several community walks and other activities to promote this initiative

Riverkings Golf Tournament - Assisted in fundraising, securing sponsors and teams, recruiting volunteers, designing promotions and publicity for this fundraising event that supports Hernando Youth Sports and other youth and recreational programs in the community, including the Jr. StreetKings roller hockey program.

COMMUNITY OUTREACH AND ENGAGEMENT

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

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

PAGE 7, PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES – cont'd

Our goals are to increase the effectiveness of philanthropy in local Mississippi communities and to help local nonprofits more effectively and efficiently achieve their charitable missions. Toward this end, the Foundation's Director of Programs allocates part of his time on the following community outreach and engagement activities:

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

In addition, the Foundation continues its support of religious organizations, causes and ministries. In addition to grantmaking, the Foundation's Corporate Secretary actively supports the work of Kairos Prison Ministry International, Inc. With prisoners in the Mississippi State Penitentiary at Parchman, MS. Kairos is a highly structured ministry that works to break down the isolation that is fostered by the prison environment. The ministry organizes several extended weekends each year in which community volunteers engage prisoners in activities designed to develop hope and a new vision for their lives. The volunteers model and communicate a positive message of unconditional love, grace and mercy as a means to reach out and change the hearts of prisoners in a very basic, meaningful way.

The Foundation, through its programs, officers and staff, attempts to touch the lives and hearts of the communities it serves. The Foundation realizes that our success and our founders' success, Margaret and Dan Maddox, begins at home and with each individual you touch. This human interaction between individuals is at the heart of the Foundation's efforts. It begins with our youth and expands to all of the individuals residing in the communities that the Foundation serves. The Foundation's success is tied not only to its efforts, but to the efforts of all the charitable organizations, their staff and volunteers serving the communities of Northwest Mississippi.

MADDOX FOUNDATION

EIN 64-0917900

2011 FORM 990-PF

PAGE 7, PART IX-B, SUMMARY OF PROGRAM-RELATED INVESTMENTS

CHARITABLE PURPOSES OF PRI PROGRAM

Maddox Hockey, Inc. owns and operates the Mississippi RiverKings minor league professional hockey team as a community asset. The RiverKings provide charitable benefits to the entire region, promote a wide variety of philanthropic initiatives throughout the region, and provide up to 70 full-time jobs and X part-time jobs for area residents.

The Foundation's staff works directly with the team's management, coaches and players, season ticket holders, sponsors and fans to directly support and increase the ability of area nonprofits to raise funds for their programs and operations, to generate public awareness of nonprofit programs and community initiatives, and to increase volunteerism in support of such programs and initiatives.

This work enhances the Foundation's broader mission of increasing the capacity of nonprofit organizations to better and more effectively serve their local communities. The RiverKings' ticket fundraising programs serve as alternative community resource development and investment initiatives that increase the viability and expand the funding base of nonprofit and charitable organizations in the region. Each RiverKings game also offers numerous ways for area nonprofits to raise funds, reach out to volunteers and generate publicity for their work in the community.

The involvement of the RiverKings in the community also gives the Foundation unique opportunities to create and expand programs in its traditional areas of interest, such as education and services to youth. The RiverKings are actively involved in educational activities at local schools, and play a central role as coaches and mentors for youth hockey leagues and other recreational programs serving area youths.

The Foundation also works with the team to design community support programs that maximize interaction between the team and local charities in ways that help those charities achieve their charitable missions within the community. The RiverKings work annually with several community organizations addressing the issues and needs facing autistic children. Team members regularly give to local blood drives and visit sick children in area hospitals. The team has also volunteered and participated in housing construction through the local Habitat for Humanity affiliate.

SPECIFIC PRI PROGRAM ACTIVITIES AND RESULTS DURING 2011

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

MADDOX FOUNDATION

EIN 64-0917900

2011 FORM 990-PF

PAGE 7, PART IX-B, SUMMARY OF PROGRAM-RELATED INVESTMENTS – cont'd

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

Examples of organizations participating as MVP agencies in 2011 include:

American Cancer Society	BOLD Initiative (autism)
Boy Scouts of America	Exchange Club Family Center
March of Dimes Foundation	Pink Heals Memphis
Sacred Heart School	Safehaven of North MS
Samaritans	Save1Pet

The RiverKings also operate a Ticket Fundraising Program that allows nonprofits to raise substantial funds to support their work, with no risk and with relatively little investment of time or resources. Nonprofits can receive tickets, sell them for face value, and retain a significant percentage of the ticket price for their organization. In 2011, when selling tickets for a specific RiverKings game, nonprofits received as a direct grant from the RiverKings \$3 for each ticket sold after a minimum of 20 tickets are sold and \$5 per ticket sold after 200 tickets are sold. The Maddox Foundation then matches, dollar for dollar, those funds earned by nonprofit organizations selling 200 tickets or more. Therefore, an organization selling 200 tickets gets a return of \$2,000 in funds, half from the RiverKings and half from Maddox Foundation.

In addition, during the 2010-11 season, the RiverKings introduced a new season-long ticket fundraising program designed for larger nonprofits, such as colleges and universities. Initial participants in the program were Northwest Community College, the Alumni Association of the University of Mississippi, and the Mississippi State University Alumni Association. After an initial group purchase of 20 tickets, these organizations sold tickets to their constituents over the course of the entire season for all games, and in the process earned a total of \$9,145 for scholarship programs.

During 2011, a total of 26 organizations raised \$35,585 from the RiverKings and a matching amount of \$35,585 from Maddox Foundation through the ticket fundraising program.

PAGE 7, PART IX-B, SUMMARY OF PROGRAM-RELATED INVESTMENTS – cont'd

Other nonprofit organizations participating in the RiverKings single-game ticket fundraising program included:

Horn Lake High School	American Foundation for Suicide Prevention
House of Grace	Catholic Charities of West Tennessee
Life Bridge Church	Desoto Central H.S. Band Boosters
Magnolia Heights School	Memphis Youth Hockey League
Mississippi Adaptive Sports	Salvation Army
National Wild Turkey Federation	

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

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

Direct Charitable Donations. The RiverKings regularly donate official team merchandise, some of which is autographed, tickets, vouchers and other items to local nonprofits for use in their fundraising efforts, such as silent auctions and raffles. In 2011, donations were made to over 100 organizations, including schools, local and national charities, hospitals and churches, for a total of approximately 150 community events. Over \$35,000 in retail value of tickets and merchandise was donated to area agencies in 2011.

Special Projects Over the past decade, the RiverKings have developed a number of special projects and program activities that promote charitable giving and community causes. Since 2003, the annual Face Off Field Trip is a regular RiverKings home game which is scheduled to start in the morning as an educational field trip for area elementary school students. This project has brought thousands of students, sponsored by local charities and corporations, to a regularly scheduled professional hockey game. For the 2011-12 season, the RiverKings have set aside two games, one in the fall for students in grades 6-8 and the other in the spring for students in grades 2-5, for Face Off Field Trips.

PAGE 7, PART IX-B, SUMMARY OF PROGRAM-RELATED INVESTMENTS – cont'd

Each Face Off Field Trip game draws 6,000 to 8,000 students from the entire region, including parts of Tennessee and Arkansas. Educational activities are interwoven into the game's breaks in action and public address announcements, and a workbook distributed to the students gives teachers the opportunity to reinforce lessons when they return to the classroom. The RiverKings subsidize this event by underwriting tickets and other costs of up to \$60,000 per game so that all school children can attend.

The RiverKings also schedule several Theme Nights throughout the year, some of which are designed to focus on charitable organizations or causes. One such night is "Pink at the Rink", which promotes breast cancer awareness and involves a number of cancer prevention agencies. Other theme nights that featured nonprofits in 2011 were Autism Awareness Night (all local/autism organizations), National Wild Turkey Night (conservation), Mid-South Greyhound Adoption Option, and the Teddy Bear Toss Night (Toys for Tots).

Youth Sports Programs: Maddox Foundation, through funding of Hernando Youth Sports, has supported the development of an in-line roller hockey arena at the Hernando Civic Center property at an original cost of over \$250,000, as well as supplemental grants for maintenance and further improvements to the facility. RiverKings players and staff serve as coaches for a youth roller hockey league (Jr. StreetKings), which instructs young people in sportsmanship as well as the physical skills of the sport itself, and introduces children and their families to the world of hockey. The players and staff also serve as coaches for youth ice hockey leagues and/or clinics (Jr. RiverKings) that are operated at the Landers Center (formerly Desoto Civic Center), and at the Memphis Ice House. The RiverKings also partner with the Memphis Youth Hockey League to field a youth ice hockey team in the local league. RiverKings staff also serve as coaches for the University of Memphis Hockey Club, and Germantown High School Hockey Club.

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

In-Game Activities. The RiverKings focus community attention on and support the work of nonprofit organizations through a variety of on-ice and game-related events. The team has awarded wishes to terminally-ill children through the Make-a-Wish Foundation on at least three occasions. The team periodically conducts post-game open skates, many of which are attended by players, where all the revenue raised goes to local nonprofit organizations. Representatives from local nonprofit organizations, church choirs, and school choirs have sung

PAGE 7, PART IX-B, SUMMARY OF PROGRAM-RELATED INVESTMENTS – cont'd

the National Anthem prior to RiverKings games for additional exposure for those groups. The team regularly conducts locker room tours for children from area hospitals. The team also organizes special recognition for veterans' groups on Veterans Day.

A regular in-game activity is the Puck Toss, where fans purchase pucks which, during second intermission, are then tossed onto the ice in an attempt to land the puck in a target bucket to win cash prizes. This fundraising activity produces additional funds for designated charities (one fourth to the organization operating the puck toss table, and the remainder to the RiverKings youth hockey program).

At selected games (usually 6-8 games per year), a Jersey Auction is conducted following the game, at which specially-designed jerseys worn during the game are auctioned off to support local charities. Jersey auctions regularly generate \$5,000 to \$7,500 for local charities, and have been known to generate over \$14,000 in a single night. At the end of the season, the players' warm-up jerseys and two of their three regular game jerseys are also sold through silent auctions to benefit local charities. In 2011, jersey auctions generated a total of \$40,623.85 for the following charities:

Assists for Autism
American Cancer Society
Ole Miss Ice Hockey Club
Hernando Youth Sports

Pink Heals Memphis (breast cancer)
National Wild Turkey Federation
Mid-South Greyhound Adoption Option

RiverKings and Kids. The RiverKings Kids' Club for young RiverKings fans features exclusive meet and greet opportunities for youths with RiverKings players and mascots, participation on the ice in picking up pucks after the nightly Puck Toss in-game activity, locker room tours, and a variety of special events for club members. RiverKings staff and players attended school assemblies; hosted and attended hockey clinics; provided demonstrations of hockey skills and play; distributed hockey equipment to school physical education classes ("Sticks for Kids" program); and read to young people in classrooms and libraries. RiverKings staff and players are positive role models to young people; they take every opportunity to speak to schools, youth groups, and

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

Player and Mascot Appearances: RiverKings personnel and players, including the team mascots, make personal appearances at charitable functions and fundraising events such as golf tournaments, community parades and events, sporting events and booster club events. They also conduct visits to schools, nursing homes, hospitals, libraries and other nonprofit organizations.

MADDOX FOUNDATION

EIN 64-0917900

2011 FORM 990-PF

PAGE 7, PART IX-B, SUMMARY OF PROGRAM-RELATED INVESTMENTS – cont'd

RiverKings' players regularly make trips to hospitals to visit sick children; some players have developed long-term relationships with such children and their families. There were over 125 player appearances and over 80 mascot appearances during 2011, made to over 50 different nonprofit organizations and community venues, as well as corporate sponsored events.

IMPACT OF PROGRAM-RELATED INVESTMENTS

Maddox Hockey, Inc. acquired the RiverKings franchise in 2002, and has since operated the team through program-related investments from the Maddox Foundation.

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

The Foundation also employs the use of program-related investments in the operations of the Mississippi RiverKings hockey team to leverage multiple community resources in support of its mission of increasing the capacity of nonprofits to serve their constituencies across the region. The investments in the RiverKings support the charitable purposes of the Foundation to the maximum extent possible, and also serve to increase philanthropic resources in a state where such resources are a critical need.

Another charitable objective of this program-related investment is to lessen the burden of government (DeSoto County, MS), by ensuring the retention of the team as an anchor tenant for the DeSoto Civic Center, now the Landers Center. The attraction and retention of a professional hockey team has always been critical to the economic viability of the Center.

The presence of the RiverKings hockey team provides substantial and critical financial support to the Landers Center, allowing the facility to retire its public debt and lessen its dependence on public funds for its operations. The Foundation and the RiverKings work with Landers Center officials to improve public awareness of the facility and increase the use of the facility for public and private events.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only

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

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

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

04

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

DEBORAH TAYLOR

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

Telephone No ► **662-449-3699**

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	18,313.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	18,313.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	MADDOX FOUNDATION	<input checked="" type="checkbox"/> 64-0917900
	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	180 WEST COMMERCE STREET	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	HERNANDO, MS 38632	

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

04

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

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

DEBORAH TAYLOR

- The books are in the care of **180 WEST COMMERCE STREET - HERNANDO, MS 38632**
- Telephone No **662-449-3699** FAX No

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning , and ending

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

☐ Change in accounting period

7 State in detail why you need the extension

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	18,313.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	18,313.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Hauke D. Cash** Title **CPA**

Date **8/6/12**

Form 8868 (Rev. 1-2012)