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 , 2011, and ending , 20

Name of foundation: PHIL HARDIN FOUNDATION

A Employer identification number: 64-6024940

Number and street (or P O box number if mail is not delivered to street address): 2750 NORTH PARK DRIVE

Room/suite:

B Telephone number (see instructions): (601) 483-4282

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

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 42,252,901.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) ______
(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 ▶ [ ]

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 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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	35.	35.		
	4 Dividends and interest from securities	1,365,666.	1,365,666.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	973,679.			
	b Gross sales price for all assets on line 6a 3,393,633.				
	7 Capital gain net income (from Part IV, line 2)		973,679.		
	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)	600.	600.		ATCH 2
	12 **Total.** Add lines 1 through 11	2,339,980.	2,339,980.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	158,083.	102,753.		55,330.
	14 Other employee salaries and wages	146,660.			146,660.
	15 Pension plans, employee benefits	10,584.			
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,819.	2,736.		5,083.
	c Other professional fees (attach schedule) *	33,043.	33,043.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	44,116.			44,116.
	19 Depreciation (attach schedule) and depletion	52,928.			
	20 Occupancy	9,491.			
	21 Travel, conferences, and meetings	24,317.			
	22 Printing and publications	7,924.			
	23 Other expenses (attach schedule) ATCH 4	73,235.	67.		73,168.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	568,200.	138,599.		324,357.
	25 Contributions, gifts, grants paid	1,324,050.			1,324,050.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,892,250.	138,599.		1,648,407.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	447,730.			
	b **Net investment income** (if negative, enter -0-)		2,201,381.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	277,494.	398,697.	398,697.
	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 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			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	14,270,720.	13,437,095.	36,714,574.
	c Investments - corporate bonds (attach schedule)	3,737,788.	4,943,185.	5,139,630.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 1,209,309.			ATCH 5
	Less accumulated depreciation (attach schedule) ▶ 168,620.	1,085,934.	1,040,689.	
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	19,371,936.	19,819,666.	42,252,901.
Liabilities	17 Accounts payable and accrued expenses			
	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)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,782,872.	1,983,474.	
	25 Temporarily restricted	17,589,064.	17,836,192.	
	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 instructions)	19,371,936.	19,819,666.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	19,371,936.	19,819,666.	

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	19,371,936.
2 Enter amount from Part I, line 27a	2	447,730.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	19,819,666.
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	19,819,666.

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				
c				
d				
e				

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

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

	(i) 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				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c) (see 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 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	1,974,612.	36,232,427.	0.054498
2009	2,868,531.	32,783,514.	0.087499
2008	1,911,316.	40,348,775.	0.047370
2007	1,997,575.	44,057,014.	0.045341
2006	1,810,980.	38,469,465.	0.047076

		Line	Amount
2	**Total** of line 1, column (d)	2	0.281784
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	0.056357
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	40,550,038.
5	Multiply line 4 by line 3	5	2,285,278.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,014.
7	Add lines 5 and 6	7	2,307,292.
8	Enter qualifying distributions from Part XII, line 4	8	1,656,089.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	44,028.
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	44,028.
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	44,028.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	81,896.		
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	81,896.
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	37,868.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 37,868. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ __________ (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		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6		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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.PHILHARDIN.ORG

14 The books are in care of ▶ SHERYL FELTENSTEIN Telephone no ▶ 601-483-4282

Located at ▶ 2750 NORTH PARK 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

		Line	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		X
	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.

		Line	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 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		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		X
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? ☐ 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . **7b** No: X

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 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
ATTACHMENT 6		158,083.	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	40,762,609.
b	Average of monthly cash balances	1b	404,942.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	41,167,551.
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	
3	Subtract line 2 from line 1d	3	41,167,551.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	617,513.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	40,550,038.
6	**Minimum investment return.** Enter 5% of line 5	6	2,027,502.

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	2,027,502.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	44,028.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	44,028.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,983,474.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,983,474.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,983,474.

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	1,648,407.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	7,682.
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	1,656,089.
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 instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,656,089.

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				1,983,474.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			303,960.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,656,089.				
a Applied to 2010, but not more than line 2a			303,960.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,352,129.
e Remaining amount distributed out of corpus				
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				
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				631,345.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 foundation had $5,000 or more in assets at any time during the year - see 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))

N/A

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

N/A

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

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

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

ATTACHMENT 7

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

SAMPLE APPLICATION FORM ATTACHED.

c Any submission deadlines

APPLICATIONS MAY BE SUBMITTED AT ANY TIME.

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

EXCLUSIVELY FOR EDUCATION PURPOSES FOR MISSISSIPPI RESIDENTS.

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* ATTACHMENT 8				
Total . . . . ▶ **3a**				1,324,050.
b *Approved for future payment* ATTACHMENT 9				
Total . . . . ▶ **3b**				4,096,500.

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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a OTHER INCOME					600.
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			14	35.	
4 Dividends and interest from securities			14	1,365,666.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	973,679.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,339,380.	600.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,339,980.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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) is based on all information of which preparer has any knowledge

Rebecca Combs-Dulaney 4/25/2012 CEO

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	WILLIAM DOUGLAS COLEMAN	William D. Coleman	4-25-12		P01338047
	Firm's name ▶ REA SHAW GIFFIN & STUART, LLP			Firm's EIN ▶ 64-0295411	
	Firm's address ▶ 2415 9TH STREET MERIDIAN, MS 39301			Phone no 601-693-2841	

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
OFFICE FURNISHINGS	01/01/1990	4,430.	100.000			4,430.	4,430.	4,430.	SL		10.000				
CALCULATOR	01/01/1992	200.	100.000			200.	200.	200.	SL		10.000				
FURNITURE, FURNISH	01/01/1996	41,025.	100.000			41,025.	41,025.	41,025.	SL		10.000				
RUG	01/01/1999	681.	100.000			681.	681.	681.	SL		10.000				
TABLE	01/01/2000	401.	100.000			401.	401.	401.	SL		10.000				
FURNITURE	01/01/2000	1,006.	100.000			1,006.	1,006.	1,006.	SL		10.000				
FURNISHINGS	01/01/2000	3,074.	100.000			3,074.	3,074.	3,074.	SL		10.000				
17 INCH MONITOR	03/25/2002	161.	100.000			161.	161.	161.	SL		5.000				
COMPUTER EQUIPMENT	12/29/2003	3,273.	100.000			3,273.	3,273.	3,273.	SL		5.000				
19" LCD PRINTER 17	04/01/2004	985.	100.000			985.	985.	985.	SL		5.000				
HP OFFICE JET PRIN	06/09/2005	504.	100.000			504.	504.	504.	SL		5.000				
COMPUTER EQUIPMENT	07/29/2005	1,599.	100.000			1,599.	1,599.	1,599.	SL		5.000				
DESKJET PRINTER	07/29/2005	129.	100.000			129.	129.	129.	SL		5.000				
LCD 17" MONITOR	07/29/2005	239.	100.000			239.	239.	239.	SL		5.000				
FRAMING OF 14 WATE	02/14/2006	1,109.	100.000			1,109.	541.	652.	SL		10.000				111.
MONROE CALCULATOR	03/02/2007	192.	100.000			192.	146.	184.	SL		5.000				38.
REURB. TYPEWRITER	04/23/2007	748.	100.000			748.	550.	700.	SL		5.000				150.
SHREDDER	05/08/2007	637.	100.000			637.	466.	593.	SL		5.000				127.
TOSHIBA COPIER	06/20/2007	10,723.	100.000			10,723.	3,752.	4,824.	SL		10.000				1,072.
Less Retired Assets															
Subtotals						1,154,309.	115,692.	168,620.							52,928.

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS		1,209,309.				1,154,309.	115,692.	168,620.							52,928.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
1X9024 1 000

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
WIRELESS PACKAGE	06/26/2007	585.	100.000			585.	410.	527.	SL		5.000				117.
LEATHER EXEC CHAIR	09/19/2007	825.	100.000			825.	536.	701.	SL		5.000				165.
HP COMPUTER & EQUI	09/25/2007	7,858.	100.000			7,858.	5,109.	6,681.	SL		5.000				1,572.
DESK & RETURN	09/11/2007	1,471.	100.000			1,471.	980.	1,274.	SL		5.000				294.
FILING CABINET	09/14/2007	266.	100.000			266.	177.	230.	SL		5.000				53.
SERVER & EQUIP	10/26/2007	5,788.	100.000			5,788.	3,667.	4,825.	SL		5.000				1,158.
CANON SCANNER	11/07/2008	625.	100.000			625.	271.	396.	SL		5.000				125.
LAND	12/31/2008	55,000.	100.000												
NEW BUILDING	02/15/2010	988,416.	100.000			988,416.	30,202.	63,149.	SL		30.000				32,947.
RECORDER	02/13/2008	211.	100.000			211.	123.	165.	SL		5.000				42.
BLACKBERRY	02/13/2008	321.	100.000			321.	187.	251.	SL		5.000				64.
HEKMAN FURNITURE	02/15/2010	2,162.	100.000			2,162.	396.	828.	SL		5.000				432.
LATERAL FILES	02/15/2010	3,485.	100.000			3,485.	639.	1,336.	SL		5.000				697.
OFFICSOURCE FURNIT	02/15/2010	1,729.	100.000			1,729.	317.	663.	SL		5.000				346.
OFFISOURCE FURNITU	02/15/2010	4,077.	100.000			4,077.	747.	1,562.	SL		5.000				815.
RECOVER CHAIR	02/15/2010	643.	100.000			643.	118.	247.	SL		5.000				129.
WOODSTOCK FURNITUR	02/15/2010	2,066.	100.000			2,066.	379.	792.	SL		5.000				413.
RUGS-TINNIN IMPORT	02/15/2010	4,495.	100.000			4,495.	824.	1,723.	SL		5.000				899.
BLINDS	02/15/2010	978.	100.000			978.	179.	375.	SL		5.000				196.
Less Retired Assets															
Subtotals															

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
1X9024 1 000

PHIL HARDIN FOUNDATION

2011

64-6024940

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
LEATHER CHAIR-SOUT	02/15/2010	1,328.	100.000			1,328.	243.	509.	SL		5.000				266.
LATERAL FILES-SOUT	02/15/2010	5,486.	100.000			5,486.	1,006.	2,103.	SL		5.000				1,097.
CAMERA	09/19/2009	504.	100.000			504.	126.	227.	SL		5.000				101.
DISHWASHER	08/18/2009	410.	100.000			410.	109.	191.	SL		5.000				82.
INTERIOR DESIGN	01/19/2010	1,335.	100.000			1,335.	245.	512.	SL		5.000				267.
MAILBOX	01/21/2010	507.	100.000			507.	93.	194.	SL		5.000				101.
11 BLINDS-ABBA	02/09/2010	1,955.	100.000			1,955.	358.	749.	SL		5.000				391.
MIRRORS-BATHROOM	02/09/2010	511.	100.000			511.	94.	196.	SL		5.000				102.
FURNITURE	02/24/2010	1,505.	100.000			1,505.	251.	552.	SL		5.000				301.
DRAPERIES	03/01/2010	6,067.	100.000			6,067.	1,011.	2,224.	SL		5.000				1,213.
FRAMING	03/03/2010	1,200.	100.000			1,200.	200.	440.	SL		5.000				240.
FRAMING	03/30/2010	770.	100.000			770.	116.	270.	SL		5.000				154.
WASHINGTON PRINT	04/08/2010	586.	100.000			586.	88.	205.	SL		5.000				117.
BLACK LEATH CHAIRS	04/13/2010	1,250.	100.000			1,250.	188.	438.	SL		5.000				250.
FRAMING	04/13/2010	1,399.	100.000			1,399.	210.	490.	SL		5.000				280.
OREK VACUUM	04/13/2010	236.	100.000			236.	35.	82.	SL		5.000				47.
DECORATIONS	04/16/2010	3,242.	100.000			3,242.	432.	1,080.	SL		5.000				648.
FLORAL ARRANGEMENT	04/16/2010	492.	100.000			492.	66.	164.	SL		5.000				98.
DECORATIONS	04/23/2010	2,764.	100.000			2,764.	369.	922.	SL		5.000				553.
Less Retired Assets															
Subtotals															

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
1X9024 1 000

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
MICROWAVE	04/29/2010	119.	100.000			119.	26.	66.	SL		3.000				40.
PLACEMATS	05/04/2010	184.	100.000			184.	41.	102.	SL		3.000				61.
FURNITURE	05/20/2010	2,355.	100.000			2,355.	275.	746.	SL		5.000				471.
PEDESTAL TABLE	05/20/2010	641.	100.000			641.	75.	203.	SL		5.000				128.
FRAMING	06/01/2010	225.	100.000			225.	26.	71.	SL		5.000				45.
CAST BRONZE PLAQUE	06/01/2010	974.	100.000			974.	114.	309.	SL		5.000				195.
FRAMING	06/01/2010	1,508.	100.000			1,508.	176.	478.	SL		5.000				302.
16 IMAGES PRINTS	06/01/2010	1,120.	100.000			1,120.	131.	355.	SL		5.000				224.
FRAMING	06/01/2010	1,500.	100.000			1,500.	175.	475.	SL		5.000				300.
BOB DEEN'S PHOTOS	06/07/2010	160.	100.000			160.	19.	51.	SL		5.000				32.
FICUS TREE	06/07/2010	294.	100.000			294.	34.	93.	SL		5.000				59.
DESIGN	06/10/2010	2,286.	100.000			2,286.	267.	724.	SL		5.000				457.
PLANTERS & RUGS	06/17/2010	2,269.	100.000			2,269.	227.	681.	SL		5.000				454.
PLAQUES HANGING	06/28/2010	85.	100.000			85.	9.	26.	SL		5.000				17.
PERSIAN RUG	06/30/2010	262.	100.000			262.	26.	78.	SL		5.000				52.
INTERIOR DESIGN	06/30/2010	3,723.	100.000			3,723.	372.	1,117.	SL		5.000				745.
PLANT	07/19/2010	257.	100.000			257.	36.	122.	SL		3.000				86.
IRRIGATION SYSTEM	01/04/2011	2,624.	100.000			2,624.		375.	SL		7.000				375.
SOD	04/13/2011	3,525.	100.000			3,525.		529.	SL		5.000				529.
Less Retired Assets															
Subtotals															

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired
JSA
1X9024 1 000

PHIL HARDIN FOUNDATION

2011

64-6024940

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
TABLE-DIRECTOR'S	06/21/2011	534.	100.000			534.		53.	SL		5.000				53.
ELECTRONIC DOOR	11/07/2011	1,000.	100.000			1,000.		33.	SL		5.000				33.
Less Retired Assets															
Subtotals		1,209,309.													

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
1X9024 1 000

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS RECEIVED		1,130,908.	1,130,908.
INTEREST RECEIVED		234,758.	234,758.
	TOTAL	1,365,666.	1,365,666.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME		600.	600.
	TOTALS	600.	600.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PORTFOLIO MANAGEMENT FEES	33,043.	33,043.
TOTALS	33,043.	33,043.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MISCELLANEOUS		19,336.		19,336.
INSURANCE		25,343.		25,343.
SUPPLIES		589.		589.
TELEPHONE		6,667.		6,667.
WEBSITE, INTERNET		2,108.		2,108.
BANKING FEES		135.	67.	68.
PAYROLL TAX		8,813.		8,813.
SECRETARIAL SERVICES		5,540.		5,540.
PUBLIC RELATIONS		4,704.		4,704.
	TOTALS	73,235.	67.	73,168.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 5

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	ACCUMULATED DEPRECIATION DETAIL BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE FURNISHINGS	SL	4,430.			4,430.	4,430.			4,430.
CALCULATOR	SL	200.			200.	200.			200.
FURNITURE, FURNISH	SL	41,025.			41,025.	41,025.			41,025.
RUG	SL	681.			681.	681.			681.
TABLE	SL	401.			401.	401.			401.
FURNITURE	SL	1,006.			1,006.	1,006.			1,006.
FURNISHINGS	SL	3,074.			3,074.	3,074.			3,074.
17 INCH MONITOR	SL	161.			161.	161.			161.
COMPUTER EQUIPMENT	SL	3,273.			3,273.	3,273.			3,273.
19" LCD PRINTER 17	SL	985.			985.	985.			985.
HP OFFICE JET PRIN	SL	504.			504.	504.			504.
COMPUTER EQUIPMENT	SL	1,599.			1,599.	1,599.			1,599.
DESKJET PRINTER	SL	129.			129.	129.			129.
LCD 17" MONITOR	SL	239.			239.	239.			239.
FRAMING OF 14 WATE	SL	1,109.			1,109.	541.	111.		652.
MONROE CALCULATOR	SL	192.			192.	146.	38.		184.
REURB. TYPEWRITER	SL	748.			748.	550.	150.		700.
SHREDDER	SL	637.			637.	466.	127.		593.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 5 (CONT'D)

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
TOSHIBA COPIER	SL	10,723.			10,723.	3,752.	1,072.		4,824.
WIRELESS PACKAGE	SL	585.			585.	410.	117.		527.
LEATHER EXEC CHAIR	SL	825.			825.	536.	165.		701.
HP COMPUTER & EQUI	SL	7,858.			7,858.	5,109.	1,572.		6,681.
DESK & RETURN	SL	1,471.			1,471.	980.	294.		1,274.
FILING CABINET	SL	266.			266.	177.	53.		230.
SERVER & EQUIP	SL	5,788.			5,788.	3,667.	1,158.		4,825.
CANON SCANNER	SL	625.			625.	271.	125.		396.
LAND	L	55,000.			55,000.				
NEW BUILDING	SL	988,416.			988,416.	30,202.	32,947.		63,149.
RECORDER	SL	211.			211.	123.	42.		165.
BLACKBERRY	SL	321.			321.	187.	64.		251.
HEKMAN FURNITURE	SL	2,162.			2,162.	396.	432.		828.
LATERAL FILES	SL	3,485.			3,485.	639.	697.		1,336.
OFFICSOURCE FURNIT	SL	1,729.			1,729.	317.	346.		663.
OFFISOURCE FURNITU	SL	4,077.			4,077.	747.	815.		1,562.
RECOVER CHAIR	SL	643.			643.	118.	129.		247.
WOODSTOCK FURNITUR	SL	2,066.			2,066.	379.	413.		792.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 5 (CONT'D)

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
RUGS-TINNIN IMPORT	SL	4,495.			4,495.	824.	899.		1,723.
BLINDS	SL	978.			978.	179.	196.		375.
LEATHER CHAIR-SOUT	SL	1,328.			1,328.	243.	266.		509.
LATERAL FILES-SOUT	SL	5,486.			5,486.	1,006.	1,097.		2,103.
CAMERA	SL	504.			504.	126.	101.		227.
DISHWASHER	SL	410.			410.	109.	82.		191.
INTERIOR DESIGN	SL	1,335.			1,335.	245.	267.		512.
MAILBOX	SL	507.			507.	93.	101.		194.
11 BLINDS-ABBA	SL	1,955.			1,955.	358.	391.		749.
MIRRORS-BATHROOM	SL	511.			511.	94.	102.		196.
FURNITURE	SL	1,505.			1,505.	251.	301.		552.
DRAPERIES	SL	6,067.			6,067.	1,011.	1,213.		2,224.
FRAMING	SL	1,200.			1,200.	200.	240.		440.
FRAMING	SL	770.			770.	116.	154.		270.
WASHINGTON PRINT	SL	586.			586.	88.	117.		205.
BLACK LEATH CHAIRS	SL	1,250.			1,250.	188.	250.		438.
FRAMING	SL	1,399.			1,399.	210.	280.		490.
OREK VACUUM	SL	236.			236.	35.	47.		82.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 5 (CONT'D)

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
DECORATIONS	SL	3,242.			3,242.	432.	648.		1,080.
FLORAL ARRANGEMENT	SL	492.			492.	66.	98.		164.
DECORATIONS	SL	2,764.			2,764.	369.	553.		922.
MICROWAVE	SL	119.			119.	26.	40.		66.
PLACEMATS	SL	184.			184.	41.	61.		102.
FURNITURE	SL	2,355.			2,355.	275.	471.		746.
PEDESTAL TABLE	SL	641.			641.	75.	128.		203.
FRAMING	SL	225.			225.	26.	45.		71.
CAST BRONZE PLAQUE	SL	974.			974.	114.	195.		309.
FRAMING	SL	1,508.			1,508.	176.	302.		478.
16 IMAGES PRINTS	SL	1,120.			1,120.	131.	224.		355.
FRAMING	SL	1,500.			1,500.	175.	300.		475.
BOB DEEN'S PHOTOS	SL	160.			160.	19.	32.		51.
FICUS TREE	SL	294.			294.	34.	59.		93.
DESIGN	SL	2,286.			2,286.	267.	457.		724.
PLANTERS & RUGS	SL	2,269.			2,269.	227.	454.		681.
PLAQUES HANGING	SL	85.			85.	9.	17.		26.
PERSIAN RUG	SL	262.			262.	26.	52.		78.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 5 (CONT'D)

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
INTERIOR DESIGN	SL	3,723.			3,723.	372.	745.		1,117.
PLANT	SL	257.			257.	36.	86.		122.
IRRIGATION SYSTEM	SL		2,624.		2,624.		375.		375.
SOD	SL		3,525.		3,525.		529.		529.
TABLE-DIRECTOR'S	SL		534.		534.		53.		53.
ELECTRONIC DOOR	SL		1,000.		1,000.		33.		33.
TOTALS		1,201,626.			1,209,309.	115,692.			168,620.

PHIL HARDIN FOUNDATION 64-6024940

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
ROBERT F WARD 2750 NORTH PARK DRIVE MERIDIAN, MS 39305	PRESIDENT 4.00	29,476.	0	0
JOE S COVINGTON JR 2750 NORTH PARK DRIVE MERIDIAN, MS 39305	DIRECTOR 4.00	18,760.	0	0
ROBERT DEEN JR 2750 NORTH PARK DRIVE MERIDIAN, MS 39305	VICE PRESIDENT 4.00	24,109.	0	0
STEPHEN O MOORE 2750 NORTH PARK DRIVE MERIDIAN, MS 39305	TREASURER 4.00	24,109.	0	0
RONNIE L. WALTON 2750 NORTH PARK DRIVE MERIDIAN, MS 39305	SECRETARY 4.00	24,109.	0	0
MARTIN DAVIDSON 2750 NORTH PARK DRIVE MERIDIAN, MS 39305	DIRECTOR 4.00	18,760.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
JIM MCGINNIS 2750 NORTH PARK DRIVE MERIDIAN, MS 39305	DIRECTOR 4.00	18,760.	0	0
	GRAND TOTALS	158,083.		

ATTACHMENT 7

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

REBECCA COMBS PHIL HARDIN
2750 NORTH PARK DRIVE
MERIDIAN, MS 39305
601-483-4282

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MERIDIAN SYMPHONY ASSOCIATION, INC. MERIDIAN, MS		MUSIC EDUCATION DEVELOPMENT	50,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS ATLANTA, GA		ANNUAL MEMBERSHIP DUES	3,000.
UNITED WAY OF EAST MS AND WEST AL AMORY, MS		IMAGINATION LIBRARY	22,800.
THE UNIVERSITY OF MISSISSIPPI UNIVERSITY, MS		THE ARCHIE MCDONNELL MS TEACHER CORPS ENDOWMENT	100,000.
BUILDING LOUISIANA SCIENCE AND TECHNOLOGY, INC. METAIRIE, LA		FIRST ROBOTIC COMPETITION-BAYOU REGIONAL	25,000.
COMMUNITY FOUNDATION OF EAST MS MERIDIAN, MS		MERIDIAN MAIN STREET INTERN EDUCATION PROGRAM	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MERIDIAN SYMPHONY ASSOCIATION, INC. MERIDIAN, MS		50TH ANNIVERSARY CONCERT	25,000.
PUBLIC INTEREST PROJECTS NEW YORK, NY		MS COMMUNITIES FOR PUBLIC EDUCTION REFORM (MS CPER)	100,000.
MS ASSOCIATION OF PARTNERS IN EDUCATION JACKSON, MS		WINTER-REED PARTNERSHIP AWARD	1,000.
MAGNOLIA SPEECH SCHOOL JACKSON, MS		LISTENING AND SPOKEN LANGUAGE INTERVENTION FOR CHILDREN 0-5 WHO ARE DEAF/HEARD OF HEARING IN MS	50,000.
M.B. SWAYZE FOUNDATION/MS ECONOMIC COUNCIL JACKSON, MS		PROMOTION OF THE BLUEPRINT MS 2011 RESEARCH PROJECT	25,000.
HOPE VILLAGE FOR CHILDREN MERIDIAN, MS		EDUCATION SERVICES CHALLENGE GRANT	43,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUNDATION FOR PUBLIC BROADCASTING IN MS JACKSON, MS		"ED SAID" HEALTH INITIATIVE	5,000.
TRINITY DYSLEXIA EDUCATION CENTER MERIDIAN, MS		AN AFTERSCHOOL PROGRAM	23,100.
MISSISSIPPI MUSEUM OF NATURAL SCIENCE FOUNDATION JACKSON, MS		PLAYING IN THE DIRT TO MAKE KIDS SMARTER AND FIT: EARLY CHILDHOOD INITATIVE	39,000.
WIN MAXEY-SHUMATE JACKSON, MS		GRANT WRITER	5,000.
LAUREN ROGERS MUSEUM OF ART LAUREL, MS		ART REACH ENDOWMENT	20,000.
MISSISSIPPI STATE UNIVERSITY MISSISSIPPI STATE, MS		A GIFT TO MSU-MERIDIAN AND THE COLLEGE OF ARTS AND SCIENCES AT MSU	125,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUNFLOWER COUNTY FREEDOM PROJECT SUNFLOWER, MS		FREEDOM PROJECT SATURDAY SCHOOL	18,000.
LEE COUNTY SCHOOL DISTRICT TUPELO, MS		PURCHASE PROMETHEAN BOARD AND COMPUTERS FOR MIDDLE SCHOOL STUDENTS	7,750.
CARROLL COUNTY SCHOOL DISTRICT CARROLLTON, MS		CARROLL COUNTY READING AND CURRICULUM INITIATIVE	57,900.
MERIDIAN PUBLIC SCHOOL DISTRICT MERIDIAN, MS		RECRUITING AND RETAINING EFFECTIVE TEACHERS AND LEADERS	253,000.
THE MS SCHOOL FOR MATHEMATICS AND SCIENCE FOUNDATI COLUMBUS, MS		RECRUITING AND RETAINING MISSISSIPPI'S EXCEPTIONAL STUDENTS	100,000.
BARKSDALE READING INSTITUTE OXFORD, MS		MISSISSIPPI BUILDING BLOCKS EARLY CHILDCARE INITIATIVE	200,000.
		TOTAL CONTRIBUTIONS PAID	1,324,050.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE UNIVERSITY OF MISSISSIPPI UNIVERSITY, MS		THE ARCHIE MCDONNELL TEACHER CORPS ENDOWMENT	300,000.
MERDIAN PUBLIC SCHOOL DISTRICT MERIDIAN, MS		MIDDLE SCHOOL READING PROJECT	1,065,000.
PUBLIC INTEREST PROJECTS NEW YORK, NY		MS COMMUNITIES FOR PUBLIC EDUCATION REFORM EXCEPTIONAL STUDENTS	300,000.
THE MS SCHOOL FOR MATHEMATICS AND SCIENCE FOUND COLUMBUS, MS		RECRUITING AND RETAINING MISSISSIPPI'S EXCEPTIONAL STUDENTS	500,000.
MISSISSIPPI STATE UNIVERSITY FOUNDATION MISSISSIPPI STATE, MS		A GIFT TO MSU-MERIDIAN AND THE COLLEGE OF ARTS AND SCIENCES AT MSU	1,250,000.
UNITED WAY OF EAST MS AND WEST AL MERIDIAN, MS		IMAGINATION LIBRARY	114,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MERIDIAN SYMPHONY ASSOCIATION, INC. MERIDIAN, MS		50TH ANNIVERSARY CONCERT	25,000.
PUBLIC INTEREST PROJECTS NEW YORK, NY		MS COMMUNITIES FOR PUBLIC EDUCTION REFORM (MS CPER)	100,000.
MS ASSOCIATION OF PARTNERS IN EDUCATION JACKSON, MS		WINTER-REED PARTNERSHIP AWARD	1,000.
MAGNOLIA SPEECH SCHOOL JACKSON, MS		LISTENING AND SPOKEN LANGUAGE INTERVENTION FOR CHILDREN 0-5 WHO ARE DEAF/HARD OF HEARING IN MS	50,000.
M.B. SWAYZE FOUNDATION/MS ECONOMIC COUNCIL JACKSON, MS		PROMOTION OF THE BLUEPRINT MS 2011 RESEARCH PROJECT	25,000.
HOPE VILLAGE FOR CHILDREN MERIDIAN, MS		EDUCATION SERVICES CHALLENGE GRANT	43,500.