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

**2011**

Department of the Treasury  
 Internal Revenue Service

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  
**BANCORPSOUTH FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address)  
**P.O. BOX 789**

City or town, state, and ZIP code  
**TUPELO, MS 38802**

**A Employer identification number**  
**64-6217237**

**B Telephone number**  
**(662) 680-2000**

**C** If exemption application is pending, check here

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

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

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 2,991,394.** (Part I, column (d) must be on cash basis.)

**J** Accounting method:  Cash,  Accrual,  Other (specify)

| <b>Part I Analysis of Revenue and Expenses</b><br>(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) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| <b>Revenue</b>  | 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  |                                    |                           |                         |   |
|   | 4 Dividends and interest from securities  | 48,014.                            | 48,014.                   |                         |   |
|   | 5a Gross rents  |                                    |                           |                         |   |
|   | b Net rental income or (loss)   |                                    |                           |                         |   |
|   | 6a Net gain or (loss) from sale of assets not on line 10                                      | 131,935.                           |                           |                         |   |
|   | b Gross sales price for all assets on line 6a   | 3,489,767.                         |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2)  |                                    | 131,935.                  |                         |   |
|   | 8 Net short-term capital gain   |                                    |                           |                         |   |
|   | 9 Income modifications  |                                    |                           |                         |   |
|   | 10a Gross sales less returns and allowances   |                                    |                           |                         |   |
| b Less Cost of goods sold   |   |                                    |                           |                         |   |
| c Gross profit or (loss)  |   |                                    |                           |                         |   |
| 11 Other income   |   |                                    |                           |                         |   |
| 12 Total. Add lines 1 through 11  | 179,949.  | 179,949.                           |                           |                         |   |
| <b>Operating and Administrative Expenses</b>  | 13 Compensation of officers, directors, trustees, etc   | 0.                                 | 0.                        |                         | 0.  |
|   | 14 Other employee salaries and wages  |                                    |                           |                         |   |
|   | 15 Pension plans, employee benefits   |                                    |                           |                         |   |
|   | 16a Legal fees  |                                    |                           |                         |   |
|   | b Accounting fees   |                                    |                           |                         |   |
|   | c Other professional fees   |                                    |                           |                         |   |
|   | 17 Interest   | 1,744.                             | 0.                        |                         | 0.  |
|   | 18 Taxes <b>STMT 1</b>  | 5,542.                             | 0.                        |                         | 0.  |
|   | 19 Depreciation and depletion   |                                    |                           |                         |   |
|   | 20 Occupancy  |                                    |                           |                         |   |
|   | 21 Travel, conferences, and meetings  |                                    |                           |                         |   |
|   | 22 Printing and publications  |                                    |                           |                         |   |
|   | 23 Other expenses <b>STMT 2</b>   | 14,721.                            | 14,584.                   |                         | 0.  |
|   | 24 Total operating and administrative expenses. Add lines 13 through 23                       | 22,007.                            | 14,584.                   |                         | 0.  |
|   | 25 Contributions, gifts, grants paid  | 136,900.                           |                           |                         | 136,900.  |
| 26 Total expenses and disbursements. Add lines 24 and 25  | 158,907.  | 14,584.                            |                           | 136,900.                |   |
| 27 Subtract line 26 from line 12  | 21,042.   | 165,365.                           |                           |                         |   |
| a Excess of revenue over expenses and disbursements   |   |                                    |                           | N/A                     |   |
| b Net investment income (if negative, enter -0-)  |   |                                    |                           |                         |   |
| 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 |                |                       |
|---|---|---|----------------|-----------------------|
|   |   | 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  | 45,489.   | 151,722.       | 151,722.              |
|   | 3 Accounts receivable ▶   |   |                |                       |
|   | Less allowance for doubtful accounts ▶  |   |                |                       |
|   | 4 Pledges receivable ▶  |   |                |                       |
|   | Less allowance for doubtful accounts ▶  |   |                |                       |
|   | 5 Grants receivable   |   |                |                       |
|   | 6 Receivables due from officers, directors, trustees, and other disqualified persons  |   |                |                       |
|   | 7 Other notes and loans receivable ▶  |   |                |                       |
|   | Less allowance for doubtful accounts ▶  |   |                |                       |
|   | 8 Inventories for sale or use   |   |                |                       |
|   | 9 Prepaid expenses and deferred charges   |   |                |                       |
|   | 10a Investments - U S and state government obligations STMT 3   | 1,325,674.  | 1,225,880.     | 1,230,682.            |
|   | b Investments - corporate stock STMT 4  | 1,389,498.  | 1,404,101.     | 1,408,990.            |
|   | c Investments - corporate bonds   |   |                |                       |
| 11 Investments - land, buildings, and equipment basis ▶             | 195,000.  |   |                |                       |
| Less accumulated depreciation ▶                                     |   |   |                |                       |
| 12 Investments - mortgage loans                                     |   |   |                |                       |
| 13 Investments - other  |   |   |                |                       |
| 14 Land, buildings, and equipment basis ▶                           |   |   |                |                       |
| Less accumulated depreciation ▶                                     |   |   |                |                       |
| 15 Other assets (describe ▶)  |   |   |                |                       |
| 16 Total assets (to be completed by all filers)                     | 2,955,661.  | 2,976,703.  | 2,991,394.     |                       |
| 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  |   |                |                       |
|   | 22 Other liabilities (describe ▶)   |   |                |                       |
| 23 Total liabilities (add lines 17 through 22)                      | 0.  | 0.  |                |                       |
| Net Assets or Fund Balances   | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> |   |                |                       |
|   | 24 Unrestricted   |   |                |                       |
|   | 25 Temporarily restricted   |   |                |                       |
|   | 26 Permanently restricted   |   |                |                       |
|   | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>   |   |                |                       |
|   | 27 Capital stock, trust principal, or current funds   | 2,955,661.  | 2,976,703.     |                       |
|   | 28 Paid-in or capital surplus, or land, bldg, and equipment fund  | 0.  | 0.             |                       |
| 29 Retained earnings, accumulated income, endowment, or other funds | 0.  | 0.  |                |                       |
| 30 Total net assets or fund balances                                | 2,955,661.  | 2,976,703.  |                |                       |
| 31 Total liabilities and net assets/fund balances                   | 2,955,661.  | 2,976,703.  |                |                       |

Part III Analysis of Changes in Net Assets or Fund Balances

|  |   |            |
|--|---|------------|
| 1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 2,955,661. |
| 2 Enter amount from Part I, line 27a   | 2 | 21,042.    |
| 3 Other increases not included in line 2 (itemize) ▶   | 3 | 0.         |
| 4 Add lines 1, 2, and 3  | 4 | 2,976,703. |
| 5 Decreases not included in line 2 (itemize) ▶   | 5 | 0.         |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  | 6 | 2,976,703. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|--|--|------------------------------------|--------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>   |  |                                    |                                |
| b  |  |                                    |                                |
| c  |  |                                    |                                |
| d  |  |                                    |                                |
| e  |  |                                    |                                |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 3,489,767.          |  | 3,357,832.                                      | 131,935.                                     |
| b                     |  |   |  |
| c                     |  |   |  |
| d                     |  |   |  |
| e                     |  |   |  |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) FMV as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |  |
| a   |                                      |   | 131,935.   |
| b   |                                      |   |  |
| c   |                                      |   |  |
| d   |                                      |   |  |
| e   |                                      |   |  |

|   |   |   |          |
|---|---|---|----------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7                 } | 2 | 131,935. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
|---|---------------------------------------|---|--|
| 2010  | 65,100.                               | 2,991,865.                                | .021759  |
| 2009  | 78,600.                               | 2,735,192.                                | .028737  |
| 2008  | 340,492.                              | 3,116,386.                                | .109259  |
| 2007  | 107,050.                              | 3,508,528.                                | .030511  |
| 2006  | 129,400.                              | 3,168,843.                                | .040835  |

|  |   |            |
|--|---|------------|
| 2 Total of line 1, column (d)  | 2 | .231101    |
| 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 | .046220    |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5   | 4 | 3,102,907. |
| 5 Multiply line 4 by line 3  | 5 | 143,416.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 1,654.     |
| 7 Add lines 5 and 6  | 7 | 145,070.   |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 136,900.   |

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

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

|    |   |    |        |
|----|---|----|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>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  | 3,307. |
| 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  | 3,307. |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)  | 4  | 0.     |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-   | 5  | 3,307. |
| 6  | Credits/Payments  |    |        |
| a  | 2011 estimated tax payments and 2010 overpayment credited to 2011   | 6a | 5,286. |
| 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  | 5,286. |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached   | 8  |        |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>   | 9  |        |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>   | 10 | 1,979. |
| 11 | Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>1,979.</b> Refunded <input type="checkbox"/>  | 11 | 0.     |

**Part VII-A Statements Regarding Activities**

|    | Yes | No |
|----|-----|----|
| 1a |     | X  |
| 1b |     | X  |
| 1c |     | X  |
| 2  |     | X  |
| 3  |     | X  |
| 4a |     | X  |
| 4b |     |    |
| 5  |     | X  |
| 6  | X   |    |
| 7  | X   |    |
| 8a |     |    |
| 8b | X   |    |
| 9  |     | X  |
| 10 |     | X  |

N/A

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

|    |  |    |     |    |
|----|--|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)  | 11 |     | X  |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)   | 12 |     | X  |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► N/A   | 13 | X   |    |
| 14 | The books are in care of ► GARY BONDS Telephone no ► 662-680-2000<br>Located at ► BANCORPSOUTH BANK, P.O. BOX 789, TUPELO, MS ZIP+4 ► 38802  |    |     |    |
| 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<br>► 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16 | Yes | No |
|    |  |    |     | X  |

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

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

|     |   | Yes | No |
|-----|---|-----|----|
| 1a  | During the year did the foundation (either directly or indirectly)  |     |    |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| b   | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here<br>N/A<br>► <input type="checkbox"/>  | 1b  |    |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?   | 1c  | X  |
| 2   | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))   |     |    |
| a   | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ►   |     |    |
| b   | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A  | 2b  |    |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here<br>►  |     |    |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| b   | If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A | 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 propoganda, 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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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) N/A

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?  Yes  No

If "Yes" to 6b, file Form 8870

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

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

**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 |
|---|---|---|---|---------------------------------------|
| BANCORPSOUTH BANK<br>P.O. BOX 789<br>TUPELO, MS 38802 | TRUSTEE<br>0.00   | 0.  | 0.  | 0.                                    |
| AUBREY PATTERSON<br>P.O. BOX 789<br>TUPELO, MS 38802  | DISTRIBUTION COMMITTEEMAN<br>0.25                         | 0.  | 0.  | 0.                                    |
| NASH ALLEN<br>P.O. BOX 789<br>TUPELO, MS 38802        | DISTRIBUTION COMMITTEEMAN<br>0.25                         | 0.  | 0.  | 0.                                    |
| GARY BONDS<br>P.O. BOX 789<br>TUPELO, MS 38802        | DISTRIBUTION COMMITTEEMAN<br>0.25                         | 0.  | 0.  | 0.                                    |

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

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

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

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

Total number of others receiving over \$50,000 for professional services ▶ 0

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

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 NONE   | 0.       |
| 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 NONE   | 0.     |
| 2  |        |
| All other program-related investments See instructions   |        |
| 3 NONE   | 0.     |
| <b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>   | 0.     |



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

|          |   |           |            |
|----------|---|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |            |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 2,826,329. |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> | 123,830.   |
| <b>c</b> | Fair market value of all other assets   | <b>1c</b> | 200,000.   |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 3,150,159. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  | 0.         |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 3,150,159. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 47,252.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 3,102,907. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 155,145.   |

**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.)

|           |   |           |          |
|-----------|---|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 155,145. |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5  | <b>2a</b> | 3,307.   |
| <b>b</b>  | Income tax for 2011 (This does not include the tax from Part VI)  | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 3,307.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 151,838. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | 0.       |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 151,838. |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  | 0.       |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 151,838. |

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

|          |   |           |          |
|----------|---|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes   |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 136,900. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> | 0.       |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |          |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the   |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> |          |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> |          |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | <b>4</b>  | 136,900. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 0.       |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 136,900. |

**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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7   |               |                            |             | 151,838.    |
| 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  |               |                            |             |             |
| b From 2007  |               |                            |             |             |
| c From 2008  | 297,312.      |                            |             |             |
| d From 2009  | 78,600.       |                            |             |             |
| e From 2010  | 65,100.       |                            |             |             |
| f Total of lines 3a through e  | 441,012.      |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 136,900.  |               |                            |             |             |
| 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) **   | 136,900.      |                            |             |             |
| d Applied to 2011 distributable amount   |               |                            |             | 0.          |
| e Remaining amount distributed out of corpus   | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)  | 151,838.      |                            |             | 151,838.    |
| 6 Enter the net total of each column as indicated below  |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 426,074.      |                            |             |             |
| 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   | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a  | 426,074.      |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2007   |               |                            |             |             |
| b Excess from 2008   | 145,474.      |                            |             |             |
| c Excess from 2009   | 78,600.       |                            |             |             |
| d Excess from 2010   | 65,100.       |                            |             |             |
| e Excess from 2011   | 136,900.      |                            |             |             |

\*\* SEE STATEMENT 5

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 |          |               |          | (e) Total |
|---|----------|----------|---------------|----------|-----------|
|   | (a) 2011 | (b) 2010 | Prior 3 years |          |           |
|   |          |          | (c) 2009      | (d) 2008 |           |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                     |          |          |               |          |           |
| 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))

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

**SEE STATEMENT 6**

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

c Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

| Recipient<br>Name and address (home or business)            | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|---|--|--------------------------------------|-------------------------------------|----------|
| <p>a Paid during the year</p> <p>SEE STATEMENT 7</p>        |  |                                      |                                     | 136,900. |
|   |  |                                      |                                     |          |
|   |  |                                      |                                     |          |
|   |  |                                      |                                     |          |
|   |  |                                      |                                     |          |
| <b>Total</b>  |  |                                      | ▶ 3a                                | 136,900. |
| <p>b Approved for future payment</p> <p>SEE STATEMENT 8</p> |  |                                      |                                     | 145,000. |
|   |  |                                      |                                     |          |
|   |  |                                      |                                     |          |
| <b>Total</b>  |  |                                      | ▶ 3b                                | 145,000. |

**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)<br>Related or exempt<br>function income |
|--|---------------------------|---------------|--------------------------------------|--------------------|---|
|  | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount      |   |
| <b>1</b> Program service revenue                                     |                           |               |                                      |                    |   |
| a _____  |                           |               |                                      |                    |   |
| b _____  |                           |               |                                      |                    |   |
| c _____  |                           |               |                                      |                    |   |
| d _____  |                           |               |                                      |                    |   |
| e _____  |                           |               |                                      |                    |   |
| f _____  |                           |               |                                      |                    |   |
| g Fees and contracts from government agencies                        |                           |               |                                      |                    |   |
| <b>2</b> Membership dues and assessments                             |                           |               |                                      |                    |   |
| <b>3</b> Interest on savings and temporary cash<br>investments       |                           |               |                                      |                    |   |
| <b>4</b> Dividends and interest from securities                      |                           |               | 14                                   | 48,014.            |   |
| <b>5</b> Net rental income or (loss) from real estate                |                           |               |                                      |                    |   |
| a Debt-financed property   |                           |               |                                      |                    |   |
| b Not debt-financed property   |                           |               |                                      |                    |   |
| <b>6</b> Net rental income or (loss) from personal<br>property       |                           |               |                                      |                    |   |
| <b>7</b> Other investment income                                     |                           |               |                                      |                    |   |
| <b>8</b> Gain or (loss) from sales of assets other<br>than inventory |                           |               | 18                                   | 131,935.           |   |
| <b>9</b> Net income or (loss) from special events                    |                           |               |                                      |                    |   |
| <b>10</b> Gross profit or (loss) from sales of inventory             |                           |               |                                      |                    |   |
| <b>11</b> Other revenue  |                           |               |                                      |                    |   |
| a _____  |                           |               |                                      |                    |   |
| b _____  |                           |               |                                      |                    |   |
| c _____  |                           |               |                                      |                    |   |
| d _____  |                           |               |                                      |                    |   |
| e _____  |                           |               |                                      |                    |   |
| <b>12</b> Subtotal. Add columns (b), (d), and (e)                    |                           | 0.            |                                      | 179,949.           | 0.  |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e)              |                           |               |                                      | <b>13</b> 179,949. |   |

(See worksheet in line 13 instructions to verify calculations.)

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

| Line No.<br>▼ | 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) |
|---------------|--|
|               | N/A  |
|               |  |
|               |  |
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Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Contains one entry with 'N/A' in column (c).

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Contains one entry with 'N/A' in column (a).

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. Signature of officer or trustee: Gary C. Bonds, Date: 4/5/12, Title: Distribution Committee. May the IRS discuss this return with the preparer shown below (see instr)? [ ] Yes [ ] No

Paid Preparer Use Only Print/type preparer's name: DAVID A. CRAIG; Preparer's signature: David A. Craig, CPA; Date: 3/29/12; Check self-employed: [ ] if [ ] PTIN: P00542227; Firm's name: DELOITTE TAX LLP; Firm's EIN: 86-1065772; Firm's address: 100 PEABODY PLACE - SUITE 800 MEMPHIS, TN 38103-3626; Phone no: 901-322-6700

FORM 990-PF TAXES STATEMENT 1

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| REAL ESTATE TAXES           | 5,542.                       | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 5,542.                       | 0.                                |                               | 0.                            |

FORM 990-PF OTHER EXPENSES STATEMENT 2

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FIDUCIARY FEES              | 14,549.                      | 14,549.                           |                               | 0.                            |
| INSURANCE EXPENSE           | 137.                         | 0.                                |                               | 0.                            |
| TAX PREPARATION FEE         | 35.                          | 35.                               |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 14,721.                      | 14,584.                           |                               | 0.                            |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 3

| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>VALUE |
|--|---------------|----------------|------------|----------------------|
| U.S GOVERNMENT AGENCIES - FHLB                   | X             |                | 575,000.   | 575,512.             |
| U.S GOVERNMENT AGENCIES - FFCB                   | X             |                | 600,000.   | 602,130.             |
| MISSISSIPPI DEV BK SPL OBLIG                     |               | X              | 50,880.    | 53,040.              |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                | 1,175,000. | 1,177,642.           |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                | 50,880.    | 53,040.              |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 1,225,880. | 1,230,682.           |

FORM 990-PF

CORPORATE STOCK

STATEMENT 4

| DESCRIPTION                             | BOOK VALUE        | FAIR MARKET VALUE |
|---|-------------------|-------------------|
| FIRST WESTERN BANCSHARES INC CERT #682  | 216,889.          | 137,836.          |
| DODGE & COX STOCK FUND                  | 138,974.          | 130,035.          |
| FIDELITY LOW PRICE STOCK FUND #316      | 55,401.           | 64,097.           |
| T. ROWE PRICE GROWTH STOCK              | 99,369.           | 126,765.          |
| T. ROWE PRICE MID CAP GROWTH FUND       | 90,134.           | 116,466.          |
| ROYCE PENNSYLVANIA MUTUAL FUND          | 50,077.           | 61,558.           |
| FRANKLIN MUTUAL DISCOVERY Z FUND        | 210,227.          | 194,960.          |
| DWS DREMAN SMALL CAP VALUE INST         | 52,188.           | 62,848.           |
| FEDERATED INTERCONTINENTAL INST         | 62,747.           | 61,078.           |
| FIDELITY ADVISOR NEW INSIGHT S INST     | 179,324.          | 191,500.          |
| T. ROWE PRICE EQUITY INCOME FUND        | 178,744.          | 197,441.          |
| JOHN HANCOCK DISCIP VALUE MID CAP       | 70,027.           | 64,406.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | <u>1,404,101.</u> | <u>1,408,990.</u> |



**BancorpSouth Foundation**  
**64-6217237**

**A Statement Attached to and Made Part of**  
**Return of Private Foundation (Form 990-PF)**  
**For the year ended December 31, 2011**

**Election to Treat Qualifying Distribution as Coming From Corpus Pursuant to**  
**Code Sec. 4942(h)(2) and Reg. §53.4942(a)-3(d)(2) and §53.4942(a)-3(c)(1)(i)**

Pursuant to Code Sec. 4942(h)(2) and Reg. §53.4942(a)-3(d)(2) and §53.4942(a)-3(c)(1)(i), the BancorpSouth Foundation elects to treat current year qualifying distributions made during the December 31, 2011 tax year as allocated out of corpus.



Signature of foundation officer, manager, or director

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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 6

---

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GARY BONDS  
P.O. BOX 789  
TUPELO, MS 38802

TELEPHONE NUMBER

662-680-2000

FORM AND CONTENT OF APPLICATIONS

LETTER FROM THE ORGANIZATION REQUESTING FUNDS AND GIVING THE NATURE OF USE  
OF THE FUNDS

ANY SUBMISSION DEADLINES

REQUESTS ARE REVIEWED ON A QUARTERLY BASIS

RESTRICTIONS AND LIMITATIONS ON AWARDS

CONTRIBUTIONS ARE ONLY MADE TO 501(C) ENTITIES.

FORM 990-PF.

STATEMENT 7

## GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

| RECIPIENT NAME AND ADDRESS  | RECIPIENT STATUS            | PURPOSE OF GRANT                                       | RECIPIENT RELATIONSHIP | AMOUNT |
|---|-----------------------------|--|------------------------|--------|
| MISSISSIPPI FREEDOM 50TH<br>FOUNDATION, INC.<br>P.O. BOX 290<br>JACKSON, MS 39205                                       | 501 (C) (3)<br>FOUNDATION   | FUNDS DONATED FOR<br>USE BY CHARITABLE<br>ORGANIZATION | N/A                    | 25,000 |
| ARKANSAS REPERTORY THEATRE<br>601 MAIN STREET<br>LITTLE ROCK, AR 72201  | 501 (C) (3)<br>FOUNDATION   | FUNDS DONATED FOR<br>USE BY CHARITABLE<br>ORGANIZATION | N/A                    | 2,500  |
| PHILLIPS COMMUNITY COLLEGE OF THE UNIVERSITY<br>OF ARKANSAS-STUTTGART CAMPUS<br><br>P.O. BOX 162<br>STUTTGART, AR 72160 | 501 (C) (3)<br>FOUNDATION   | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A                    | 6,000  |
| PUSHMATAHA AREA COUNCIL BOY SCOUTS OF<br>AMERICA<br>420 31ST STREET<br>COLUMBUS, MS 39705-1806                          | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR<br>USE BY CHARITABLE<br>ORGANIZATION | N/A                    | 4,000  |
| HEALTH HORIZON OF EAST TEXAS<br>P.O. BOX 635022<br>NACOGDOCHES, TX 75963  | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR<br>USE BY CHARITABLE<br>ORGANIZATION | N/A                    | 500    |
| YOCONA AREA COUNCIL BOY SCOUTS OF AMERICA<br>505 AIR PARK ROAD<br>TUPELO, MS 38801-7021                                 | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A                    | 17,000 |
| HUGH O'BRIAN YOUTH LEADERSHIP<br>P.O. BOX 2717<br>JACKSON, MS 39207   | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR<br>USE BY CHARITABLE<br>ORGANIZATION | N/A                    | 5,000  |
| CHICKASAW COUNCIL BOY SCOUTS OF AMERICA<br>171 SOUTH HOLLYWOOD<br>MEMPHIS, TN 38112                                     | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A                    | 2,600  |
| PINE BURR AREA COUNCIL BOY SCOUTS OF AMERICA<br>1318 HARDY STREET<br>HATTIESBURG, MS 39401                              | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A                    | 7,000  |
| CREATE FOUNDATION, INC.<br>P.O. BOX 1053<br>TUPELO, MS 38802  | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A                    | 20,000 |

## GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

|   |                             |  |     |                |
|---|-----------------------------|--|-----|----------------|
| WINTRHOP P. ROCKEFELLER CANCER<br>INSTITUTE UNIVERSITY OF AR FOR MEDICAL<br>SCIENCES<br>4301 W. MARKHAM STREET, STE 623<br>LITTLE ROCK, AR 72205-7199 | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A | 5,000          |
| ABILITIES UNLIMITED OF MAGNOLIA ARK. INC<br>2000 S. WASHINGTON STREET<br>MAGNOLIA, AR 71753   | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A | 2,500          |
| BETHANY CHRISTIAN SERVICES<br>2624 SOUTHERLAND STREET<br>JACKSON, MS 39216  | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A | 1,000          |
| USM ATHLETIC FOUNDATION<br>P.O. BOX 15458<br>HATTIESBURG, MS 39404  | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A | 10,000         |
| THE BADDOUR CENTER<br>P.O. BOX 97<br>SENATOBIA, MS 38668  | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A | 5,000          |
| UNIVERSITY OF MISSISSIPPI FOUNDATION<br>P.O. BOX 249<br>UNIVERSITY, MS 38677  | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A | 800            |
| JOBS FOR MISSISSIPPI GRADUATES, INC<br>6055 RIDGEWOOD RD. SUITE A<br>JACKSON, MS 39211  | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A | 3,000          |
| MISSISSIPPI MAIN STREET ASSOCIATION<br>308 PEARL STREET, SUITE 101<br>JACKSON, MS 39201   | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A | 20,000         |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A  |                             |  |     | <u>136,900</u> |

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 8

| RECIPIENT NAME AND ADDRESS   | RECIPIENT STATUS            | PURPOSE OF GRANT                                       | RECIPIENT RELATIONSHIP | PLEDGE OUTSTANDING |
|--|-----------------------------|--|------------------------|--------------------|
| NEMCC DEVELOPMENT FOUNDATION<br>101 CUNNINGHAM BLVD.<br>BOONEVILLE, MS 38829   | 501 (C) (3)<br>FOUNDATION   | FUNDS DONATED FOR<br>USE BY CHARITABLE<br>ORGANIZATION | N/A                    |                    |
| TOTAL PLEDGE   | 25,000                      | AMOUNT PAID  | 5,000                  | 20,000             |
| WINTRHOP P. ROCKEFELLER CANCER<br>INSTITUTE UNIVERSITY OF AR FOR<br>MEDICAL SCIENCES<br>4301 W. MARKHAM STREET, STE 623<br>LITTLE ROCK, AR 72205 | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A                    |                    |
| TOTAL PLEDGE   | 25,000                      | AMOUNT PAID  | 20,000                 | 5,000              |
| CREATE FOUNDATION, INC.<br>P.O. BOX 1053<br>TUPELO, MS 38802   | 501 (C) (3)<br>FOUNDATION   | FUNDS DONATED FOR<br>USE BY CHARITABLE<br>ORGANIZATION | N/A                    |                    |
| TOTAL PLEDGE   | 100,000                     | AMOUNT PAID  | 40,000                 | 60,000             |
| ARKANSAS REPERTORY THEATRE<br>601 MAIN STREET<br>LITTLE ROCK, AR 72201   | 501 (C) (3)                 | FUNDS DONATED FOR USE<br>BY CHARITABLE<br>ORGANIZATION | N/A                    |                    |
| TOTAL PLEDGE   | 10,000                      | AMOUNT PAID  | 10,000                 | 0                  |
| PHILLIPS COMMUNITY COLLEGE OF THE<br>THE UNIVERSITY OF ARKANSAS-<br>STUTTGART CAMPUS<br>P.O. BOX 162<br>STUTTGART, AR 72160                      | 501 (C) (3)<br>FOUNDATION   | FUNDS DONATED FOR<br>USE BY CHARITABLE<br>ORGANIZATION | N/A                    |                    |
| TOTAL PLEDGE   | 30,000                      | AMOUNT PAID  | 30,000                 | 0                  |
| MISSISSIPPI MAIN STREET<br>ASSOCIATION<br>308 PEARL STREET, SUITE 101<br>JACKSON, MS 39201   | 501 (C) (3)<br>ORGANIZATION | FUNDS DONATED FOR<br>USE BY CHARITABLE<br>ORGANIZATION |                        |                    |
| TOTAL PLEDGE   | 100,000                     | AMOUNT PAID  | 40,000                 | 60,000             |
| TOTAL TO FORM 990-PF, PART XV, LINE 3B   |                             |  |                        | <u>145,000</u>     |