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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
MISSISSIPPI POWER FOUNDATION INC

A Employer identification number
72-1370746

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 4079

Room/suite

B Telephone number (see page 10 of the instructions)
(228) 864-1211

City or town, state, and ZIP code
GULFPORT, MS 39502

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 ☐

H Check type of organization ☒ 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 ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$** 17,554,274

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	8,993,136			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	177,166	177,166		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	396,108			
	b Gross sales price for all assets on line 6a _____ 15,990,490				
	7 Capital gain net income (from Part IV, line 2)		396,108		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	9,566,410	573,274	0	
	13 Compensation of officers, directors, trustees, etc	50,257	20,103	0	30,154
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	15,114	7,557	0	7,557
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,043	1,043	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,201	3,201	0	0
	22 Printing and publications				
	23 Other expenses (attach schedule).	85,024	63,335	0	21,689
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	154,639	95,239	0	59,400
	25 Contributions, gifts, grants paid.	884,030			884,030
	26 Total expenses and disbursements. Add lines 24 and 25	1,038,669	95,239	0	943,430
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	8,527,741			
	b Net investment income (if negative, enter -0-)		478,035		
	c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.







Cat No 11289X

Form **990-PF** (2011)

Part II


Balance Sheets

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

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	28,704	76,226	76,226
	2	Savings and temporary cash investments	197,537	3,806,722	3,806,722
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	485,176	 1,517,835	1,517,835
	b	Investments—corporate stock (attach schedule)	5,734,205	 5,683,517	5,683,517
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,162,164	 6,421,562	6,421,562
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 20,178	 48,412	 48,412	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,627,964	17,554,274	17,554,274	
Liabilities	17	Accounts payable and accrued expenses	13,780	45,894	
	18	Grants payable	163,335	1,230,596	
	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)	177,115	1,276,490	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	8,450,849	16,277,784	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	8,450,849	16,277,784	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,627,964	17,554,274	

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	8,450,849
2	Enter amount from Part I, line 27a	2	8,527,741
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	16,978,590
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	700,806
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,277,784

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)
1 a	BANCORPSOUTH ACCT 0035	P	2010-01-01	2011-12-31
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 15,990,490		15,594,382	396,108
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			396,108
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	396,108
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	866,344	8,399,170	0 103146
2009	746,130	8,851,965	0 084290
2008	1,287,146	11,784,407	0 109225
2007	1,356,052	12,555,642	0 108003
2006	1,996,505	7,984,442	0 250049

2	Total of line 1, column (d).	2	0 654713
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 130943
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	8,698,415
5	Multiply line 4 by line 3.	5	1,138,997
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,780
7	Add lines 5 and 6.	7	1,143,777
8	Enter qualifying distributions from Part XII, line 4.	8	943,430

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	9,561
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	9,561
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	9,561
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,440	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	13,750	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	15,190
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	3
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	5,626
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	5,626	Refunded	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MS _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MS REBECCA MONTGOMERY Telephone no (228) 865-5925 Located at PO BOX 4079 GULFPORT MS ZIP +4 39502			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
	b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
	b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				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 (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. <div></div>		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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3. <div></div>	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	8,691,217
b	Average of monthly cash balances.	1b	139,661
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,830,878
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	8,830,878
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	132,463
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,698,415
6	Minimum investment return. Enter 5% of line 5.	6	434,921

Part XI

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

1	Minimum investment return from Part X, line 6.	1	434,921
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	9,561
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,561
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	425,360
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	425,360
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	425,360

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	943,430
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	943,430
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	943,430
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				425,360
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.	1,611,365			
b From 2007.	731,958			
c From 2008.	704,444			
d From 2009.	305,303			
e From 2010.	447,788			
f Total of lines 3a through e.	3,800,858			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 943,430				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				425,360
e Remaining amount distributed out of corpus	518,070			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,318,928			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	1,611,365			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,707,563			
10 Analysis of line 9				
a Excess from 2007. . . .	731,958			
b Excess from 2008. . . .	704,444			
c Excess from 2009. . . .	305,303			
d Excess from 2010. . . .	447,788			
e Excess from 2011. . . .	518,070			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

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

2

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

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

a

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

REBECCA MONTGOMERY
PO BOX 4079
GULFPORT, MS 39502
(228) 865-5925

b

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

SAME FORM AS USED AND SUBMITTED WITH PRIOR YEAR'S FORM 990-PF

c

Any submission deadlines

NO SUBMISSION DEADLINES

d

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

AWARDS CANNOT BE GRANTED TO AN ORGANIZATION THAT IS NOT EITHER A TAX-EXEMPT ENTITY UNDER INTERNAL REVENUE CODE SECTION 501(C)(3) OR A GOVERNMENT ENTITY. THE FUNDS CANNOT BE USED TO CARRY ON PROPAGANDA OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION, TO INFLUENCE THE OUTCOME OF ANY SPECIFIC PUBLIC ELECTION OR TO CONDUCT, EITHER DIRECTLY OR INDIRECTLY, ANY VOTER REGISTRATION DRIVE, TO FUND A GRANT TO AN INDIVIDUAL, TO PURCHASE ELECTRIC APPLIANCES, INSTALL ATHLETIC FIELD LIGHTING, OR TO FUND ANY OTHER SIMILAR ACTIVITY WHICH WOULD PRODUCE A TANGIBLE ECONOMIC BENEFIT TO MISSISSIPPI POWER COMPANY, NOR CAN THE MISSISSIPPI POWER COMPANY OR MISSISSIPPI POWER FOUNDATION RECIEVE TICKETS, A TABLE AT A BANQUET, OR ANY OTHER ITEM OF VALUE AS A RESULT OF THE CONTRIBUTION

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	884,030
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	177,166	
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	396,108	
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). .		0		573,274	0
13 Total. Add line 12, columns (b), (d), and (e).			13		573,274

[illegible]

Part XVII

1

(a)

2.

1

4.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization MISSISSIPPI POWER FOUNDATION INC	Employer identification number 72-1370746
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization MISSISSIPPI POWER FOUNDATION INC	Employer identification number 72-1370746
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Part I Contributors (see instructions) Use duplicate copies of Part III
 additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MISSISSIPPI POWER EDUCATION FOUNDAT PO BOX 4079 GULFPORT, MS 39502	\$ 8,789,254	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MISSISSIPPI POWER EDUCATION FOUNDAT PO BOX 4079 GULFPORT, MS 39502	\$ 203,882	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization MISSISSIPPI POWER FOUNDATION INC	Employer identification number 72-1370746
--	--

<div>Part II</div> <div>Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed</div>			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	INVESTMENTS OF \$9,927,983, OTHER ASSETS OF \$20,379 AND \$1,172,835 OF LIABILITIES	\$ 8,775,527	2011-12-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization MISSISSIPPI POWER FOUNDATION INC	Employer identification number 72-1370746
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$
Use duplicate copies of Part III if additional space is needed

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

Additional Data

Software ID:
Software Version:
EIN: 72-1370746
Name: MISSISSIPPI POWER FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN ATHERTON	CHAIRMAN 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
REBECCA MONTGOMERY	PRESIDENT 16 00	50,257	0	3,092
PO BOX 4079 GULFPORT, MS 395024079				
MOSES FEAGIN	SECRETARY 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
VICKI PIERCE	TREASURER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
MIKE COLLINS	BOARD MEMBER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
CINDY WEBB	BOARD MEMBER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALLIANCE FOR DOWNTOWN MERIDIAN2120 5TH STREET MERIDIAN,MS 39301			DONATION-DOWNTOWN MERIDIAN PROGRAMS	1,500
ALZHEIMER'S DISEASE & RELATED DISORDERS4900 POPLAR SPRINGS DRIVE SUITE 3 MERIDIAN,MS 39305			DONATION-CC MERIDIAN- MEMORY WALK	300
AMERICAN ASSOCIATION OF BLACKS IN ENERGYPO BOX 851675 MOBILE,AL 36685			DONATION	10,000
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-JASPER COUNTY RELAY FOR LIFE	100
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-SMITH COUNTY RELAY FOR LIFE	250
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-NEWTON COUNTY RELAY FOR LIFE	250
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-RELAY FOR LIFE JONES COUNTY	500
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			CC JACKSON GEORGE- OCEAN SPRINGS RELAY FOR LIFE	250
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			CC JACKSON/GEORGE-EAST CENTRAL RELAY FOR LIFE	250
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			CC JACKSON/GEORGE- RELAY FOR LIFE GEORGE COUNTY	250
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			CC JACKSON/GEORGE- RELAY FOR LIFE PASCAGOULA	250
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			CC MERIDIAN-RELAY FOR LIFE	2,500
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			DONATION	1,000
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-KEMPER COUNTY RELAY FOR LIFE	2,000
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-CLARKE COUNTY RELAY FOR LIFE	500
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-RELAY FOR LIFE LAUDERDALE COUNTY	5,000
AMERICAN CANCER SOCIETY417 SECURITY SQUARE GULFPORT,MS 39507			SCOTT COUNTY RELAY FOR LIFE	250
AMERICAN HEART ASSOCIATION PO BOX 8272 GULFPORT,MS 39506			CC JACKSON/GEORGE- JACKSON COUNTY HEART WALK	500
AMERICAN HEART ASSOCIATION PO BOX 8272 GULFPORT,MS 39506			DONATION	1,500
AMERICAN HEART ASSOCIATION PO BOX 8272 GULFPORT,MS 39506			DONATION-2011 GULF COAST HEART WALK	3,600
AMERICAN HEART ASSOCIATION PO BOX 8272 GULFPORT,MS 39506			JONES CO HEART WALK	750
AMERICAN HEART ASSOCIATION PO BOX 8272 GULFPORT,MS 39506			DONATION-MS GULF COAST HEART WALK	30,000
AMERICAN RED CROSSP O BOX 4514 BILOXI,MS 395354514			DONATION	500
AMERICAN RED CROSSP O BOX 4514 BILOXI,MS 395354514			DONATION-CC G O	250
AMERICAN RED CROSSP O BOX 4514 BILOXI,MS 395354514			DONATION-KEY CHAPTER	500
AMERICAN RED CROSSP O BOX 4514 BILOXI,MS 395354514			DONATION - HEROES CAMPAIGN	200
ANDERSON REGIONAL MEDICAL CENTER1102 CONSTITUTION AVENUE MERIDIAN,MS 39301			DONATION-CANCER PATIENT BENEVOLENCE FUND	2,500
AREA DEVELOPMENT PARTNERSHIP FOUNDATIONONE CONVENTION CENTER PLAZA HATTIESBURG,MS 39401			DONATION-COMPETITIVE EDGE PLEDGE	10,000
AUBURN UNIVERSITY317 S COLLEGE STREET AUBURN,AL 36849			DONATION-MATCHING GIFT	200
BACK BAY MISSION1012 DIVISION STREET BILOXI,MS 39530			DONATION-CC COAST	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BACOTMCCARTY FOUNDATION PO BOX 1442 PASCAGOULA,MS 395681442			DONATION	3,000
BILOXI BAY CHAMBER OF COMMERCE1050 BEACH BOULEVARD BILOXI,MS 39530			DONATION-AFRICAN AMERICAN ART & HERTITAGE CELEBRATION	500
BILOXI-OCEAN SPRINGS JUNIOR AUXILIARYPOST OFFICE BOX 738 BILOXI,MS 39533			DONATION	1,000
BOY SCOUTS OF AMERICA1318 HARDY STREET HATTIESBURG,MS 39401			DONATION-CC WATSON	500
BOY SCOUTS OF AMERICA1318 HARDY STREET HATTIESBURG,MS 39401			DONATION	100
BOY SCOUTS OF AMERICA1318 HARDY STREET HATTIESBURG,MS 39401			DONATION	500
BOY SCOUTS OF AMERICA1318 HARDY STREET HATTIESBURG,MS 39401			DONATION-SPORTING CLAYS FOR CHARACTER FUNDRAISER	250
BOY SCOUTS OF AMERICA1318 HARDY STREET HATTIESBURG,MS 39401			FRIENDS OF SCOUTING DONATION	1,500
BOY SCOUTS OF AMERICA1318 HARDY STREET HATTIESBURG,MS 39401			DONATION-2011 FRIENDS OF SCOUTING	1,400
BOYS AND GIRLS CLUB OF EAST MISSISSIPPIPO BOX 4202 MERIDIAN,MS 39304			DONATION	1,300
BOYS AND GIRLS CLUBS OF THE GULF COAST11975-B SEAWAY ROAD GULFPORT,MS 39503			DONATION-ACADEMIC ACHIEVEMENT	5,000
BUCKMASTERS AMERICAN DEER FOUNDATION10350 HIGHWAY 80 EAST MONTGOMERY,AL 36117			DONATION	300
CARE LODGE DOMESTIC VIOLENCE SHELTER INCPO BOX 5331 MERIDIAN,MS 39302			DONATION-CC MERIDIAN	300
CENTER FOR PREGNANCY CHOICES OF MERIDIAN4927 POPLAR SPRINGS DRIVE MERIDIAN,MS 39305			DONATION-CC MERIDIAN	300
CENTER FOR THE PREVENTION OF CHILD ABUSE3201 D AVENUE GULFPORT,MS 39507			CC-G O DONATION	250
CENTER FOR THE PREVENTION OF CHILD ABUSE3201 D AVENUE GULFPORT,MS 39507			DONATION-CC-COAST	250
CITY OF PETAL119 WEIGHTH AVE PETAL,MS 39465			DONATION-FALL FESTIVAL	1,000
COASTAL CONSERVATION ASSNMISSISSIPPI109 SOUTH 27TH AVENUE STE 219 HATTIESBURG,MS 39401			DONATION	2,500
COMMUNITY FOUNDATION OF EAST MISSISSIPPIPO BOX 865 MERIDIAN,MS 39302			DONATION-PLANT A TREE, CURB PROPERTY	250
COMMUNITY FOUNDATION OF EAST MISSISSIPPIPO BOX 865 MERIDIAN,MS 393020865			DONATION	1,500
CONTINENTAL SERVICES INC 10300 HARRY J PARRISH BOULEVARD MANASSAS,VA 20110			DONATION-CC MERIDIAN-RED RIBBON WEEK FOR MERIDIAN, MS SCHOOLS	400
DIABETES FOUNDATION OF MISSISSIPPIPOBOX 17141 HATTIESBURG,MS 39404			1DONATION-MISSISSIPPI'S WALK FOR DIABETES 2011	300
DREAMS DO COME TRUE COMMUNITY EMPOWERMENT CENTER3007 23RD STREET MERIDIAN,MS 39301			DONATION-CC MERIDIAN	200
E MS FOOTHILLS LAND TRUST INC2401 11TH STREET MERIDIAN,MS 39301			DONATION	5,000
E MS FOOTHILLS LAND TRUST INC2401 11TH STREET MERIDIAN,MS 39302			DONATION	1,000
EAST MISSISSIPPI BUSINESS DEVELOPMENT FOUNDATIONPO BOX 790 MERIDIAN,MS 393020790			DONATION-MUSIC FESTIVAL	2,000
EDUCATIONAL SUPPORT ORGANIZATIONPO BOX 7785 GULFPORT,MS 39506			DONATION-CC COAST	500
ESCATAWPA VOLUNTEER FIRE DEPARTMENT3801 SENTINEL DRIVE MOSS POINT,MS 39562			DONATION	500
EXPLOSION OF EXCELLENCE720 KREBS AVENUE PASCAGOULA,MS 39587			DONATION-CC JACKSON/GEORGE	500
EXPLOSION OF EXCELLENCE720 KREBS AVENUE PASCAGOULA,MS 39587			DONATION-CC JACKSON/GEORGE-GEORGE COUNTY	1,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIRST TEE OF MERIDIANPO BOX 8028 MERIDIAN,MS 39303			DONATION	1,000
GREATER ECONOMIC DEVELOPMENT FOUNDATION 1636 POPPS FERRY RD BILOXI,MS 39532			DONATION-INVESTOR CAMPAIGN	900
GULF COAST BUSINESS COUNCIL RESEARCH FOUNDATIONPO BOX 6883 GULFPORT,MS 39502			DONATION-MURAL	3,078
GULF COAST CHRISTIAN LIFE CENTER INC1807 WAVELAND AVE WAVELAND,MS 39576			DONATION-CC G O	500
GULF COAST CHRISTIAN LIFE CENTER INC1807 WAVELAND AVE WAVELAND,MS 39576			DONATION-CC COAST	500
GULF COAST COMMUNITY MINISTRIES3914 15TH STREET GULFPORT,MS 39501			DONATION	5,000
GULF COAST COMMUNITY MINISTRIES3914 15TH STREET GULFPORT,MS 39501			DONATION - CC COAST MATCH	250
GULF COAST DOWN SYNDROME SOCIETY INCPO BOX 654 GAUTIER,MS 39553			DONATION-CC JACKSON/GEORGE-2011 BUDDY WALK	500
GULF COAST SYMPHONY ORCHESTRA INC11975 SEAWAY ROAD SUITE A130 GULFPORT,MS 39503			DONATION-BARBECUE UNDER THE OAKS	2,500
GULF COAST SYMPHONY ORCHESTRA INC11975 SEAWAY ROAD SUITE A130 GULFPORT,MS 39503			DONATION	1,000
GULF COAST WOMENS CENTER FOR NONVIOLENCEP O BOX 333 BILOXI,MS 39533			DONATION-CC G O	500
GULF COAST WOMENS CENTER FOR NONVIOLENCEP O BOX 333 BILOXI,MS 39533			DONATION-CC-COAST	250
GULF OF MEXICO FOUNDATION PMB 51 5403 EVERHARD ROAD CORPUS CHRISTI,TX 78411			DONATION-GULF OF MEXICO PROGRAM GULF GUARDIAN AWARDS	500
HABITAT FOR HUMANITY BAY-WAVELAND AREA INC414 HIGHWAY 90 BAY ST LOUIS,MS 39520			DONATION	500
HANCOCK COMMUNITY DEVELOPMENT FOUNDATION412 HWY 90 STE 6 BAY ST LOUIS,MS 39520			DONATION-BOOKWORKS READING PROGRAM	500
HANCOCK COUNTY FOOD PANTRY INCPO BOX 4313 BAY ST LOUIS,MS 39521			DONATION-CC COAST MATCH	500
HANCOCK MEDICAL FOUNDATION149 DRINKWATER BLVD BAY ST LOUIS,MS 39520			DONATION-BAY GALA BENEFIT DINNER DANCE	500
HARRISON COUNTY VOLUNTEER FUNDPO BOX 7017 GULFPORT,MS 39506			DONATION-CC WATSON	1,500
HOME OF GRACEP O BOX 5009 VANCLEAVE,MS 39565			DONATION-NEEDY MEN	250
HOME OF GRACEP O BOX 5009 VANCLEAVE,MS 39565			DONATION-THE HAVEN-WOMEN & FAMILIES	300
HOME OF HOPE FOR CHILDREN 344 HAROLD ROAD PURVIS,MS 39745			DONATION	1,000
HOPE COMMUNITY DEVELOPMENT AGENCY425 DIVISION STREET BILOXI,MS 39530			DONATION-CC G O -BACK PACK GIVE-AWAY	200
HOPE FOR CHILDREN INCPO BOX 18496 HATTIESBURG,MS 39404			DONATION	500
HOPE FOR CHILDREN INCPO BOX 26 MERIDIAN,MS 39302			RUN FOR HOPE	1,000
HOPE HAVENP O BOX 3777 BAY ST LOUIS,MS 39521			DONATION-CC G O	500
HOPE HAVENP O BOX 3777 BAY ST LOUIS,MS 39521			DONATION-CC COAST	500
HURLEY VOLUNTEER FIRE DEPARTMENT21701 MISSISSIPPI 613 HURLEY,MS 39555			DONATION	500
INTERNATIONAL RELIEF & DEVELOPMENT1223 30TH AVE GULFPORT,MS 39501			DONATION-CAFE CLIMB	15,000
JACKSON COUNTY YOUTH COURT 4903 TELEPHONE ROAD PASCAGOULA,MS 39567			DONATION-RHONDA CRANE SHELTER	250
JIMMIE RODGERS FOUNDATION INCPO DRAWER 2170 MERIDIAN,MS 39302			DONATION	500

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JR AUXILIARY OF LAUREL MS INC P O BOX 875 LAUREL,MS 394410875			DONATION	350
JUVENILE DIABETES RESEARCH FOUNDATION26 BROADWAY 14TH FLOOR NEWYORK,NY 10004			DONATION-2011 WALK TO CURE DIABETES	500
KEEP MISSISSIPPI BEAUTIFUL-PEOPLE AGAINST LITTER208 KEY DRIVE SUITE B MADISON,MS 39110			DONATION-RENEW OUR RIVERS	35,000
KIWANIS DIVISION 14 FOUNDATION2000 24TH AVENUE GULFPORT,MS 39501			DONATION-MISSISSIPPI GULFT COAST HONOR FLIGHT	5,000
LAND TRUST FOR THE MS COASTAL PLAINPO BOX 245 BILOXI,MS 39533			DONATION	8,000
LAUDERDALE COUNTY HABITAT FOR HUMMANITYPO BOX 562 MERIDIAN,MS 39302			DONATION	500
LAUDERDALE OUTREACH & VOLUNTEER EFFORTPO BOX 562 MERIDIAN,MS 39302			DONATION-CC MERIDIAN	300
LONG BEACH FOOD PANTRY118 W FIFTH ST LONG BEACH,MS 39560			DONATION-CC COAST MATCH	500
MAKE A WISH FDN OF MS CHARTERED4800 155N STE 30 JACKSON,MS 39211			DONATION-CC COAST MATCH	250
MAKE-A-WISH FOUNDATION576 HIGHLAND COLONY PARKWAY 120 RIDGELAND,MS 39157			DONATION	500
MARCH OF DIMESPO DRAWER 6737 GULFPORT,MS 39506			DONATION-CC MERIDIAN	300
MENTAL HEALTH ASSN OF SOUTH MISSISSIPPI2436 PASS ROAD STE C BILOXI,MS 39531			DONATION-CC G O	500
MERIDIAN COUNCIL FOR THE ARTSPO BOX 1405 MERIDIAN,MS 39302			THREEFOOT ART FESTIVAL-MERIDIAN	500
MERIDIAN MUSEUM OF ARTPO BOX 5773 MERIDIAN,MS 39302			DONATION	500
MERIDIAN SYMPHONY ASSOCIATION INCPO BOX 2171 MERIDIAN,MS 39302			DONATION	250
MISSISSIPPI 4-H CLUBS FOUNDATIONPO BOX 9601 MISSISSIPPI STATE,MS 39762			DONATION	1,500
MISSISSIPPI CENTER FOR NONPROFITS INC921 N PRESIDENT STREET STE C JACKSON,MS 39202			DONATION	1,000
MISSISSIPPI COUNCIL ON ECONOMIC EDUCATIONPO BOX 23396 JACKSON,MS 39225			DONATION	2,500
MISSISSIPPI FREEDOM 50TH FOUNDATION INCPO BOX 290 JACKSON,MS 39205			DONATION-FREEDOM RIDERS REUNION	50,000
MISSISSIPPI GULF COAST CHAMBER OF COMMERCE11975E SEAWAY ROAD GULFPORT,MS 39503			DONATION-GULFPORT EDUCATION INITIATIVE	500
MISSISSIPPI GULF COAST COMMUNITY COLLEGE FOUNDATIONPO BOX 548 PERKINSTON,MS 39573			DONATION-ALUMNI SCHOLARSHIP FUNDRAISER	250
MISSISSIPPI GULF COAST COMMUNITY COLLEGE FOUNDATIONPO BOX 548 PERKINSTON,MS 39573			DONATION-CENTENNIAL FUND	25,000
MISSISSIPPI GULF COAST COMMUNITY COLLEGE FOUNDATIONPO BOX 548 PERKINSTON,MS 39573			DONATION-GULF COAST YOUTH LEADERSHIP PROGRAM	3,000
MISSISSIPPI GULF COAST YMCA 1810 GOVERNMENT STREET OCEAN SPRINGS,MS 39564			DONATION-HUMANITARIAN AWARD BANQUET-GERALD BLESSEY	500
MISSISSIPPI HIGH SCHOOL ACTIVITIESPO BOX 127 CLINTON,MS 39060			DONATION-SCHOLARSHIPS	6,000
MISSISSIPPI MINORITY BUSINESS ALLIANCE INCPO BOX 10155 JACKSON,MS 39286			DONATION	10,000
MISSISSIPPI NATURE CONSERVANCY405 BRIARWOOD DRIVE STE 101 JACKSON,MS 39206			DONATION	15,000
MISSISSIPPI POWER COMMUNITY CONNECTIONPO BOX 4079 GULFPORT,MS 39502			DONATION-INSURANCE LIABILITY	7,457
MISSISSIPPI STATE UNIVERSITY FOUNDATIONPO BOX 6149 MISSISSIPPI STATE,MS 39762			DONATION-MATCHING GIFT	12,120
MISSISSIPPI STATE UNIVERSITY FOUNDATIONPO BOX 6149 MISSISSIPPI STATE,MS 39762			DONATION-MATCHING GIFT	57,660


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a <i>Paid during the year</i>				
MISSISSIPPI UNIVERSITY FOR WOMEN FOUNDATION1100 COLLEGE STREET COLUMBUS,MS 39701			DONATION-MATCHING GIFT	2,000
MISSISSIPPI UNIVERSITY FOR WOMEN FOUNDATION1100 COLLEGE STREET COLUMBUS,MS 39701			DONATION-MATCHING GIFT	200
MULTI-COUNTY COMMUNITY SERVICE AGENCY INCPO BOX 905 MERIDIAN,MS 39302			DONATION	1,000
MUSCULAR DYSTROPHY ASSOC 3300 E SUNRISE DRIVE TUCSON,AZ 85718			DONATION	3,200
NEWTON UNITED GIVERS FUND PO BOX 301 NEWTON,MS 39345			DONATION	1,000
OCEAN SPRINGS CHAMBER OF COMMERCE1000 WASHINGTON AVENUE OCEAN SPRINGS,MS 39564			DONATION-PETER ANDERSON ARTS & CRAFTS FESTIVAL	1,000
OHR-O'KEEFE MUSEUM OF ARTPO BOX 429 BILOXI,MS 39530			DONATION	10,000
OPEN DOORS HOMELESS COALITION11975 SEAWAY ROAD GULFPORT,MS 39503			DONATION-CC G O	500
PETAL ASSOCIATION FOR FAMILIES787 S MAIN ST STE C PETAL,MS 39465			DONATION-CC PINEBELT	500
PETAL CHILDREN'S TASK FORCE INC418 S MAIN STREET PETAL,MS 39465			DONATION-CC PINEBELT	1,000
PINK HEART FUNDSPO BOX 1047 LONG BEACH,MS 39560			DONATION-CC COAST MATCH	500
PINK HEART FUNDSPO BOX 1047 LONG BEACH,MS 39560			DONATION-CC G O	500
PINK RIBBON FUND6068 US HWY 98 WEST SUITE 1350 HATTIESBURG,MS 39402			DONATION	500
RESILIENCE OF COASTAL KIDS 12622 LAKE VILLAGE DR GULFPORT,MS 39503			DONATION-CC G O	500
RONALD MCDONALD HOUSE CHARITIES OF MS2524 NORTH STATE STREET JACKSON,MS 39216			DONATION-CC G O	250
SALVATION ARMYPO BOX 9 BILOXI,MS 39533			DONATION-CC PINEBELT	1,000
SALVATION ARMYPO BOX 9 BILOXI,MS 39533			DONATION-CC JACKSON/GEORGE MATCH FOR FOOD DISTRIBUTION	100
SALVATION ARMYPO BOX 9 BILOXI,MS 39533			DONATIN-CC MERIDIAN MATCH	100
SALVATION ARMYPO BOX 9 BILOXI,MS 39533			DONATION-HOMELESS PROGRAM AT THE NATHAN HALE BLDG	100
SALVATION ARMYPO BOX 9 BILOXI,MS 39533			DONATION-FAN-TASTIC CAMPAIGN	4,000
SALVATION ARMYPO BOX 9 BILOXI,MS 39533			DONATION-CC PINEBELT	1,000
SAV-A-LIFE OF PEARL RIVER AREA INC1101 GOODYEAR BOULEVARD PICAYUNE,MS 39466			DONATION-CC PINEBELT MATCH	500
ST JUDE CHILDREN'S RESEARCH HOSPITAL262 DANNY THOMAS PLACE MEMPHIS,TN 38105			DONATION-GIVE THANKS WALK	1,000
ST VINCENT DE PAUL COMMUNITY PHARMACY681 DIVISION STREET BILOXI,MS 39530			DONATION-CC G O	300
ST VINCENT DE PAUL COMMUNITY PHARMACY681 DIVISION STREET BILOXI,MS 39530			DONATION-CC COAST	500
STATE GAMES OF MISSISSIPPI INCP O BOX 5866 MERIDIAN,MS 393025866			DONATION	7,500
STATE GAMES OF MISSISSIPPI INCPO BOX 5866 MERIDIAN,MS 39302			DONATIN-TORCH RUN	500
THE ARC OF THE GULF COAST 3109 GULF AVENUE GULFPORT,MS 39501			DONATION-CC WATSON	3,000
THE FOUNDATION FOR EDUCATION & ECONOMIC DEVELOPMENT INC1012 N WEST ST JACKSON,MS 39202			DONATION	2,000
THE GREATER PINEBELT COMMUNITY FOUNDATION1507 HARDY STREET SUITE 208 HATTIESBURG,MS 39401			DONATION-FESTIVAL SOUTH	2,500

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a <i>Paid during the year</i>				
THE LORD IS MY HELP1205 DESOTO STREET OCEAN SPRINGS,MS 39564			DONATION-FOOD DISTRIBUTION	250
THE PETAL FAMILY YMCA547 HILLCREST LOOP PETAL,MS 39465			DONATION	500
THE TRUST FOR PUBLIC LANDS 1137 BARONNE STREET NEWORLEANS,LA 70113			DONATION	2,000
THREE RIVERS VOLUNTEER FIRE DEPARTMENT16901 HIGHWAY 63 MOSS POINT,MS 39562			DONATION	500
UNITED CHRISTIAN OUTREACH INC3502 OLD MOBILE HIGHWAY PASCAGOULA,MS 39567			DONATION-OUR DAILY BREAD	250
UNITED SERVICE ORGANIZATIONS INC3001 6TH STREET BULD 306 A/B GULFPORT,MS 39501			DONATION-USO	25,000
UNITED WAY FOR JACKSON & GEORGE COUNTIES3510 MAGNOLIA STREET PASCAGOULA,MS 39567			DONATION-PAYMENT 3 OF 3	8,016
UNITED WAY FOR JACKSON & GEORGE COUNTIES3510 MAGNOLIA STREET PASCAGOULA,MS 39567			DONATION-PAYMENT 3 OF 3	8,016
UNITED WAY FOR JACKSON & GEORGE COUNTIES3510 MAGNOLIA STREET PASCAGOULA,MS 39567			DONATION-PAYMENT 3 OF 3	8,016
UNITED WAY OF EAST MISSISSIPPI1205 22ND AVENUE MERIDIAN,MS 39301			DONATION-3 OF 3	2,855
UNITED WAY OF EAST MISSISSIPPI1205 22ND AVENUE MERIDIAN,MS 39301			DONATION-3 OF 3	2,855
UNITED WAY OF EAST MISSISSIPPI1205 22ND AVENUE MERIDIAN,MS 39301			DONATION-3 OF 3	2,855
UNITED WAY OF SOUTH MISSISSIPPIP O BOX 2128 GULFPORT,MS 39505			DONATION-3 OF 3	22,663
UNITED WAY OF SOUTH MISSISSIPPIP O BOX 2128 GULFPORT,MS 39505			DONATION-3 OF 3	22,663
UNITED WAY OF SOUTH MISSISSIPPIP O BOX 2128 GULFPORT,MS 39505			DONATION-3 OF 3	22,663
UNITED WAY OF SOUTHEAST MISSISSIPPIP O BOX 1648 HATTIESBURG,MS 394031648			DONATION-PAYMENT 3 OF 3	3,252
UNITED WAY OF SOUTHEAST MISSISSIPPIP O BOX 1648 HATTIESBURG,MS 394031648			DONATION-PAYMENT 3 OF 3	3,252
UNITED WAY OF SOUTHEAST MISSISSIPPIP O BOX 1648 HATTIESBURG,MS 394031648			DONATION-PAYMENT 3 OF 3	3,252
UNITED WAY OF THE PINE BELT REGIONPO BOX 2026 LAUREL,MS 39442			DONATION-3 OF 3	1,012
UNITED WAY OF THE PINE BELT REGIONPO BOX 2026 LAUREL,MS 39442			DONATION-3 OF 3	1,012
UNITED WAY OF THE PINE BELT REGIONPO BOX 2026 LAUREL,MS 39442			DONATION-3 OF 3	1,012
UNIVERSITY OF ALABAMA UNIVERSITY OF ALBAMA TUSCALOOSA,AL 35487			DONATION-EDUCATION MATCHING GIFT	100
UNIVERSITY OF MISSISSIPPI FOUNDATIONPO BOX 429 UNIVERSITY,MS 38677			DONATION-MATCHING GIFT	991
UNIVERSITY OF MISSISSIPPI FOUNDATIONPO BOX 429 UNIVERSITY,MS 38677			DONATION-EDUCATIONAL MATCHING GIFT	2,000
UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATION118 COLLEGE DRIVE 5210 HATTIESBURG,MS 394060001			DONATION-EDUCATIONAL PROGRAMS	250,000
UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATIONSS BOX 5043 HATTIESBURG,MS 39406			DONATION-MATCHING GIFT	500
UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATIONSS BOX 5043 HATTIESBURG,MS 39406			DONATION-PARTNERS FOR THE ARTS	1,000
UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATIONSS BOX 5043 HATTIESBURG,MS 39406			DONATION-MATCHING GIFT	27,080
UNIVERSITY OF TEXASPO BOX 250 AUSTIN,TX 787670250			DONATION-EDUCATIONAL MATCHING GIFT	50
UNIVERSTY OF ALABAMA UNIVERSITY OF ALBAMA TUSCALOOSA,AL 35487			DONATION-EDUCATION MATCHING GIFT	1,000

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a <i>Paid during the year</i>				
USM THE CHILDREN'S CENTER FOR COMMUNICATION AND DEVELOPMENTSS BOX 5043 HATTIESBURG,MS 39406			DONATION-CC PINEBELT	1,000
USM THE CHILDREN'S CENTER FOR COMMUNICATION AND DEVELOPMENTSS BOX 5043 HATTIESBURG,MS 39406			DONATION	1,000
WALTER ANDERSON MUSEUM OF ART INC510 WASHINGTON AVENUE OCEAN SPRINGS,MS 39564			DONATION -"THE ART OF NATURE" EXHIBITION	10,000
WEEKS BAY RESERVE FOUNDATION 11401 US HWY 98 FAIRHOPE,AL 36532			DONATION	100
WOLF RIVER CONSERVATION SOCIETY INCPO BOX 447 PASS CHRISTIAN,MS 39571			DONATION	5,000
WOMENS RESOURCE AND EMPOWERMENT CENTER336 RODENBERG AVE BILOXI,MS 39531			DONATION-CC-G O	250
YOUNG PROFESSIONALS OF MERIDIANPO BOX 790 MERIDIAN,MS 39302			DONATION-YOUNG PROFESSIONALS OF MERIDIAN SCHOLARSHIP FUND	150
Total  3a				884,030

TY 2011 Accounting Fees Schedule

Name: MISSISSIPPI POWER FOUNDATION INC

EIN: 72-1370746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,114	7,557	0	7,557

**TY 2011 Investments Corporate
Stock Schedule**

Name: MISSISSIPPI POWER FOUNDATION INC
EIN: 72-1370746

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY SECURITIES	5,683,517	5,683,517

**TY 2011 Investments Government
Obligations Schedule****Name:** MISSISSIPPI POWER FOUNDATION INC**EIN:** 72-1370746**US Government Securities - End of
Year Book Value:**

1,517,835

**US Government Securities - End of
Year Fair Market Value:**

1,517,835

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2011 Investments - Other Schedule

Name: MISSISSIPPI POWER FOUNDATION INC

EIN: 72-1370746

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORTGAGE-BACKED SECURITIES	AT COST	3,295,158	3,295,158
CORPORATE DEBT SECURITIES	AT COST	3,126,404	3,126,404

TY 2011 Other Assets Schedule**Name:** MISSISSIPPI POWER FOUNDATION INC**EIN:** 72-1370746

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT INCOME REC-H B	20,178	35,045	35,045
TAX REFUND RECEIVABLE	0	13,367	13,367

TY 2011 Other Decreases Schedule

Name: MISSISSIPPI POWER FOUNDATION INC

EIN: 72-1370746

Description	Amount
UNREALIZED LOSS	700,806

TY 2011 Other Expenses Schedule**Name:** MISSISSIPPI POWER FOUNDATION INC**EIN:** 72-1370746

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	4,374	4,374	0	0
INVESTMENT FEES	22,505	22,505	0	0
MISCELLANEOUS EXPENSE	3,717	3,717	0	0
OFFICE SUPPLIES	206	206	0	0
REIMBURSABLE SALARY EXPENSE	54,222	32,533	0	21,689

TY 2011 Taxes Schedule**Name:** MISSISSIPPI POWER FOUNDATION INC**EIN:** 72-1370746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	1,043	1,043	0	0