Form **990-PF** | **Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052
2011

For calendar year 2011, or tax year beginning 7/01 , 2011, and ending 6/30 , 2012

Tupelo Auto Museum, Inc.
1 Otis Boulevard
Tupelo, MS 38804

A Employer identification number: 31-1644348

B Telephone number (see the instructions): 662 842 4242

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: [X] 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, column (c), line 16) ▶ $ 11,232,804.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) Modified Cash (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 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 (att sch)	20,509.			
2 Ck ▶ [X] if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2,944.	2,944.	2,944.	
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances 32,770.				
b Less Cost of goods sold 14,696.				
c Gross profit/(loss) (att sch) See St 1	18,074.		18,074.	
11 Other income (attach schedule) See Statement 2	218,499.			
12 **Total.** Add lines 1 through 11	260,026.	2,944.	21,018.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages	19,990.			19,990.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 3	3,945.			3,945.
b Accounting fees (attach sch) See St 4	7,598.			7,598.
c Other prof fees (attach sch)				
17 Interest	92,305.			92,305.
18 Taxes (attach schedule)(see instrs) See Stm 5	1,410.			1,410.
19 Depreciation (attach sch) and depletion	90,317.			
20 Occupancy	115,471.			115,471.
21 Travel, conferences, and meetings	1,324.			1,324.
22 Printing and publications	1,958.			1,958.
23 Other expenses (attach schedule) See Statement 6	87,493.			87,493.
24 **Total operating and administrative expenses.** Add lines 13 through 23	421,811.			331,494.
25 Contributions, gifts, grants paid				
26 **Total expenses and disbursements.** Add lines 24 and 25	421,811.	0.	0.	331,494.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-161,785.			
b **Net investment income** (if negative, enter -0-)		2,944.		
c **Adjusted net income** (if negative, enter -0-)			21,018.	

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614

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	20,010.	23,568.	23,568.
	2 Savings and temporary cash investments	1,672,739.	1,426,035.	1,426,035.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use	19,885.	32,176.	32,176.
	9 Prepaid expenses and deferred charges	18,500.		
	10a Investments – U S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			3,696,794.
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	9,634.	9,348.	9,348.
	14 Land, buildings, and equipment: basis ► 4,727,140.			
	Less: accumulated depreciation (attach schedule) See Stmt 7 ► 1,111,128.	3,696,704.	3,616,012.	
	15 Other assets (describe ► See Statement 8)	6,040,383.	6,044,884.	6,044,883.
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	11,477,855.	11,152,023.	11,232,804.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	2,370,000.	2,205,000.	
	22 Other liabilities (describe ► See Statement 9)	1,842.	2,795.	
	23 **Total liabilities** (add lines 17 through 22)	2,371,842.	2,207,795.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	9,106,013.	8,944,228.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	9,106,013.	8,944,228.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	11,477,855.	11,152,023.	

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	9,106,013.
2	Enter amount from Part I, line 27a	2	-161,785.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	8,944,228.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,944,228.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	N/A			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [X] and enter 'N/A' on line 1. Date of ruling or determination letter 7/30/99 (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b	1	N/A
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	
6	Credits/Payments:		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011 — 6a		
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	
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ► tupeloautomuseum.com

14 The books are in care of ► Jane Dee Spain Telephone no ► 662 842 4242

Located at ► 1 Otis Boulevard Tupelo Ms ZIP + 4 ► 38804

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If 'Yes,' list the years ► 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 instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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 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
Allen McDaniel 147 Suzanne Lane Saltillo, MS 38866	Director 30.00	0.	0.	0.
Phil Sullivan Box 350 Tupelo, MS 38801	Vice Preside 1.00	0.	0.	0.
Jane Dee Spain P.O. Box 350 Tupelo, MS 38802	President 8.00	0.	0.	0.

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 See Statement 10	331,494.
2	
3	
4	

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

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

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

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

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

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

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	331,494.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	4,500.
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	335,994.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	335,994.

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)

N/A

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

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

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 ► 7/30/99

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0.			628.	628.
b 85% of line 2a				534.	534.
c Qualifying distributions from Part XII, line 4 for each year listed	335,994.	374,088.	347,476.	376,911.	1,434,469.
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	335,994.	374,088.	347,476.	376,911.	1,434,469.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income	2,944.	11,465.	20,272.	16,927.	51,608.

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 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).)

Jane Dee Spain

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 ► [X] 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

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 N/A

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a Admissions Revenue					122,543.
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments			3	19,242.	
3 Interest on savings and temporary cash investments			14	2,944.	
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events	900099		1		
10 Gross profit or (loss) from sales of inventory	453220	18,074.			
11 Other revenue					
a Family Ent LLC Sls Tx Reb					9,141.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		18,074.		22,186.	131,684.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 171,944.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
1a	The museum charges admissions to view the antique auto collection in order to assist in paying the overhead expenses of the museum.
11a	The museum participates in a Family Entertainment LLC which receives a rebate on the sales tax collected because it operates in a specially designated redevelopment area of Tupelo, Mississippi, for hosting tourism type activities.

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

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

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/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

Jane Dee Spain | 5/9/2013 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
F. Marshall Sutphen, Sr.	Marshall Sutphen	MAY - 9 2013		P00293343

Firm's name ► ORSBORN, SUTPHEN & O'NEAL, P.A. Firm's EIN ► 64-0683684

Firm's address ► PO BOX 515
GREENWOOD, MS 38935-0515 Phone no (662) 453-4175

Statement 1
Form 990-PF, Part I, Line 10c
Gross Profit (Loss) From Sales Of Inventory

Items Sold	Amount
Sales of Museum related items	$ 32,770.
Gross Sales	$ 32,770.
Less Returns & Allowances	0.
Net Sales	$ 32,770.
Less Cost Of Goods Sold	14,696.
Gross Profit From Sales Of Inventory	$ 18,074.

Statement 2
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Admissions Revenue	$ 122,543.		
Family Ent LLC Sls Tx Reb	9,141.		
Income From Special Events	86,815.		
Total	$ 218,499.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	$ 3,945.			$ 3,945.
Total	$ 3,945.	$ 0.	$ 0.	$ 3,945.

Statement 4
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	$ 7,598.			$ 7,598.
Total	$ 7,598.	$ 0.	$ 0.	$ 7,598.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll Taxes	$ 1,410.			$ 1,410.
Total	$ 1,410.	$ 0.	$ 0.	$ 1,410.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advertising/Promo	$ 50,296.			$ 50,296.
Bank charges	4,144.			4,144.
Car Collection Maintenance	1,161.			1,161.
Dues	1,451.			1,451.
General Supplies/Cleaning	1,218.			1,218.
Gift Shop Maintenance	3,050.			3,050.
Membership Maintenance	745.			745.
Miscellaneous Expense	684.			684.
Office Equipment & Computer Maintenance	1,172.			1,172.
Office Expense	1,439.			1,439.
Postage & Shipping	334.			334.
Special Event Expenses	21,799.			21,799.
Total	$ 87,493.	$ 0.	$ 0.	$ 87,493.

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 239,427.	$ 239,223.	$ 204.	$ 0.
Machinery and Equipment	19,683.	19,683.	0.	0.
Buildings	3,220,831.	788,030.	2,432,801.	0.
Improvements	77,199.	64,192.	13,007.	0.
Land	1,170,000.		1,170,000.	0.
Total	$ 4,727,140.	$ 1,111,128.	$ 3,616,012.	$ 0.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Antique Auto Acquisiton Costs	$ 73,470.	
Antique Auto Collection	5,927,500.	
Antique Auto-Preopen Labor Displays	43,913.	
Auto Collection		$ 6,044,883.
Rounding	1.	
Total	$ 6,044,884.	$ 6,044,883.

Statement 9
Form 990-PF, Part II, Line 22
Other Liabilities

Accrued Payroll Taxes	$ 1,462.
Sales Tax liability	1,333.
Total	$ 2,795.

Statement 10
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

Direct Charitable Activities	Expenses
Costs of operating the automobile museum during the 12 months ended 6/30/12	$ 331,494.

Tupelo Auto Museum, Inc. 31-1644348

Private Operating Foundations (990-PF)
Gross investment income

Interest Income		$ 2,944.
	Total	$ 2,944.

Operating & Administrative Exp. (990-PF)
Interest

City of Tupelo Lease Interest		$ 92,305.
	Total	$ 92,305.

Operating & Administrative Exp. (990-PF)
Occupancy

Repairs & Maintenance		$ 20,423.
Insurance-Bldg & Prop		25,201.
Utilities and Phone		69,590.
Security system Maintenance		257.
	Total	$ 115,471.

Undistributed Income (990-PF)
in carrying out charitable, etc. purposes

Building, FF&E add'l costs		$ 0.
Additions to Auto Collection		4,500.
Equipment additons		0.
	Total	$ 4,500.

Balance Sheet
Cash-non-interest-bearing

Cash on Premises		$ 1,022.
Renasant Bank chkng#332216		22,546.
	Total	$ 23,568.

Balance Sheet
Accounts receivable

Credit Card Receivable		$ 0.
	Total	$ 0.

Balance Sheet
Prepaid expenses and deferred charges

Auto Purchase for Raffle in next FY		$ 0.
	Total	$ 0.

Computation of Cost of Goods Sold (Form 990-PF)

1. Inventory at start of year	19,885.
2. Purchases	17,987.
3. Cost of labor	0.
4. Additional 263A costs	0.
5. Other costs	9,000.
6. Total (Add lines 1 through 5)	46,872.
7. Inventory at end of year	32,176.
8. Cost of goods sold (Subtract line 7 from line 6)	14,696.

Tupelo Auto Museum, Inc. 31-1644348

Depreciation Worksheet
Form 990-PF, Part I
Allocated Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depr	Method	Rate	Life	Current Year Depr	Net Invest Income	Adjusted Net Income
Bldg Costs in proc 6/02	6/30/02	2,532,580	554,708	S/L	0.0256		64,935	0	0
Bldg Costs in proc. 6/01	6/30/01	289,983	63,514	S/L	0.0256		7,435	0	0
Bldg Costs in proc 6/03	12/06/02	215,615	47,223	S/L	0.0256		5,528	0	0
Landscaping/Outdoor Impro	11/14/02	67,574	57,435	S/L	0.1000		6,757	0	0
Capitalized Interest	12/06/02	110,013	24,098	S/L	0.0256		2,821	0	0
Capitalized Fees	12/06/02	72,640	15,906	S/L	0.0256		1,862	0	0
Snorkel Lift Bucket	10/09/04	11,798	10,956	S/L	0.0714		842	0	0
Desk,Chrs,File Cab(Mrktng	12/16/06	957	616	S/L	0.1428		137	0	0

Program Service Revenue
Related or exempt function income
Admissions Revenue

Admissions		$ 106,615.
Fees-Special Events		15,049.
Vending		879.
	Total	$ 122,543.

Operating & Administrative Exp. (990-PF)
Travel, conferences, etc.

Travel and Ent		$ 1,274.
Seminars		50.
	Total	$ 1,324.

Operating & Administrative Exp. (990-PF)
Printing and publications

Marketing materials and related items		$ 841.
Printing		1,117.
	Total	$ 1,958.

Balance Sheet
Savings and temporary cash investments

Renasant Checking Interest bearing		$ 257,216.
Holding Account		825,965.
CD BancorpSouth		257,798.
Renasant Raffle Acct		85,056.
	Total	$ 1,426,035.

FMV of Assets (990-PF)
Other [O]

Tup Fam Ent LLC FMV		$ 9,348.
	Total	$ 9,348.

2011 Federal Book Depreciation Schedule

Tupelo Auto Museum, Inc.

31-1644348

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonus	Special Depr Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec Bal Depr.	Salvage /Basis Reductn.	Depr Basis	Prior Depr.	Method	Life	Rate	Current Depr.
	Form 990/990-PF															
	Buildings															
2	Bldg Costs in proc 6/02	6/30/02		2,532,580							2,532,580	554,708	S/L MM	39	02564	64,935
4	Bldg Costs in proc 6/01	6/30/01		289,983							289,983	63,514	S/L MM	39	02564	7,435
5	Bldg Costs in proc 6/03	12/06/02		215,615							215,615	47,223	S/L MM	39	02564	5,528
8	Capitalized Interest	12/06/02		110,013							110,013	24,098	S/L MM	39	02564	2,821
9	Capitalized Fees	12/06/02		72,640							72,640	15,906	S/L MM	39	02564	1,862
	Total Buildings			3,220,831		0	0	0	0	0	3,220,831	705,449				82,581
	Furniture and Fixtures															
10	Security System-Golden Tr	12/11/02		33,675							33,675	33,675	S/L HY	7		0
11	Outdoor Lighted Sign	1/18/03		7,514							7,514	7,514	S/L HY	7		0
13	Cash Register-Partial	11/08/02		3,000							3,000	3,000	S/L HY	7		0
14	Cash Register- Balance	3/03/03		4,806							4,806	4,806	S/L HY	7		0
15	Office fix -Nesco	11/14/02		5,035							5,035	5,035	S/L HY	7		0
16	Computer- cashier check	11/26/02		560							560	560	S/L HY	7		0
17	Credit Card Machine	12/18/02		748							748	748	S/L HY	7		0
19	Office Fix - Nesco	2/04/03		2,640							2,640	2,640	S/L HY	7		0
20	Office Fix -Tup Hdwe	2/06/03		870							870	870	S/L HY	7		0
21	Office Fix - Various	2/25/03		2,086							2,086	2,086	S/L HY	7		0
24	Window Shades	3/26/03		2,842							2,842	2,842	S/L HY	7		0
25	Southland Glass	3/26/03		2,014							2,014	2,014	S/L HY	7		0
26	Folding chairs-Kl Mfr	4/22/03		250							250	250	S/L HY	7		0
27	Fax Machine-Staples	4/24/03		204							204	204	S/L HY	7		0
28	Office Fix -Various	6/13/03		811							811	811	S/L HY	7		0

2011 Federal Book Depreciation Schedule

Tupelo Auto Museum, Inc.

31-1644348

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonus	Special Depr. Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec Bal Depr.	Salvage /Basis Reductn.	Depr Basis	Prior Depr.	Method	Life	Rate	Current Depr.
29	Southland Glass	6/13/03		749							749	749	S/L HY	7		0
32	4 Church Pews	8/12/03		400							400	400	S/L HY	7		0
33	Computer for Internet	1/09/04		534							534	534	S/L HY	5		0
35	Desk,Chrs,File Cab(Mrktng	12/16/06		957							957	616	S/L HY	7	14280	137
	Total Furniture and Fixtures			69,695		0	0	0	0	0	69,695	69,354				137
	Improvements															
6	Landscaping/Outdoor Impro	11/14/02		67,574							67,574	57,435	S/L HY	10	10000	6,757
36	Museum Lighting (Deposit)	6/01/12		9,625							9,625		S/L MQ	7	01790	0
	Total Improvements			77,199		0	0	0	0	0	77,199	57,435				6,757
	Land															
1	Land	1/05/01		1,024,507							1,024,507					0
31	Land-Adj to Original Deed	7/01/02		145,493							145,493					0
	Total Land			1,170,000		0	0	0	0	0	1,170,000	0				0
	Machinery and Equipment															
3	Keystone-Harlan Tractor	4/23/02		5,497							5,497	5,497	S/L	7		0
7	Lawn Mower/Outdoor eqpmt	5/10/03		2,388							2,388	2,388	S/L HY	7		0
34	Snorkel Lift Bucket	10/09/04		11,798							11,798	10,956	S/L HY	7	.07140	842
	Total Machinery and Equipment			19,683		0	0	0	0	0	19,683	18,841				842
	Total Depreciation			4,557,408		0	0	0	0	0	4,557,408	851,079				90,317

Tupelo Auto Museum, Inc. 31-1644348

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179 Bonus	Special Depr. Allow	Prior 179/ Bonus/ Sp. Depr	Prior Dec Bal Depr	Salvage /Basis Reductn	Depr. Basis	Prior Depr	Method	Life	Rate	Current Depr
	Form 990/990-PF, COGS															
	Furniture and Fixtures															
12	Display Shelf Sys- Retail	12/17/02		155,093							155,093	155,093	S/L HY	7		0
18	Office fix -Whitt/Mont	12/18/02		1,542							1,542	1,542	S/L HY	7		0
22	Office Fix -Nesco	3/26/03		299							299	299	S/L HY	7		0
23	Lateral File-Whitt	3/26/03		225							225	225	S/L HY	7		0
30	Cabinets-Collier-Windham	6/10/03		12,573							12,573	12,573	S/L HY	7		0
	Total Furniture and Fixtures			169,732		0	0	0	0	0	169,732	169,732				0
	Total Depreciation			169,732		0	0	0	0	0	169,732	169,732				0
	Grand Total Depreciation			4,727,140		0	0	0	0	0	4,727,140	1,020,811				90,317