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# AMENDED

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

OMB No 1545-0052

# 2012

Open to public inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

**THE COMMUNITY FOUNDATION, INC.**

**23-7033813**

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

Room/suite

**P.O. BOX 13328**

B Telephone number

**601-946-9152**

City or town, state, and ZIP code

**JACKSON, MS 39236-3328**

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☒ Amended return

☐ Address change

☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

J Accounting method:

☒ Cash

☐ Accrual

☐ Other (specify)

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

\$ **48,183,563.** (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))

(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				N/A
	2	Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,064.	1,064.		STATEMENT 1
	4	Dividends and interest from securities	890,589.	890,589.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	676,300.			
	b	Gross sales price for all assets on line 6a	4,495,069.			
	7	Capital gain net income (from Part IV, line 2)		676,300.		
	8	Net short-term capital gain				
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of Goods Sold				
	c	Gross profit or (loss)				
	11	Other income	132,853.	229,161.		STATEMENT 3
	12	Total. Add lines 2 through 11	1,700,806.	1,797,114.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees	STMT 4	2,915.	0.	2,915.
	c	Other professional fees	STMT 5	196,304.	196,304.	0.
	17	Interest		1,558.	1,558.	0.
	18	Taxes	STMT 6	76,653.	76,653.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	STMT 7	44,987.	44,292.	695.
	24	Total operating and administrative expenses. Add lines 13 through 23		322,417.	318,807.	3,610.
	25	Contributions, gifts, grants paid		430,000.		430,000.
	26	Total expenses and disbursements. Add lines 24 and 25		752,417.	318,807.	433,610.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements		948,389.		
	b	Net investment income (if negative, enter -0-)		1,478,307.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		156,790.	23,180.	23,180.
	2	Savings and temporary cash investments		5,384,643.	5,462,749.	5,462,749.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8	25,574,131.	29,702,563.	24,787,271.	
	c	Investments - corporate bonds STMT 9	3,359,919.	3,359,919.	3,259,813.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10	18,172,179.	15,047,640.	14,650,550.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		52,647,662.	53,596,051.	48,183,563.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted	52,647,662.	53,596,051.		
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	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		52,647,662.	53,596,051.		
31	Total liabilities and net assets/fund balances		52,647,662.	53,596,051.		

## 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	52,647,662.
2	Enter amount from Part I, line 27a	2	948,389.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	53,596,051.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	53,596,051.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 4,495,069.		3,800,949.	676,300.	
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				
b				
c				
d				
e			676,300.	
2 Capital gain net income or (net capital loss)		2		676,300.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	8,117.	52,930,408.	.000153
2010	3,231,569.	57,812,301.	.055898
2009	2,983,538.	44,089,786.	.067670
2008	2,937,494.	56,446,353.	.052040
2007	3,357,423.	59,937,742.	.056015
2 Total of line 1, column (d)			.231776
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			.046355
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			45,379,711.
5 Multiply line 4 by line 3			2,103,577.
6 Enter 1% of net investment income (1% of Part I, line 27b)			14,783.
7 Add lines 5 and 6			2,118,360.
8 Enter qualifying distributions from Part XII, line 4			433,610.

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ☐16,317. **Refunded** ☐**Part VII-A Statements 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file **Form 1120-POL** for this year?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by **General Instruction T**.

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?

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**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 explanation9 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete **Part XIV**

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	X	
14	The books are in care of <b>W.K. PAINE</b> Telephone no. <b>601-946-9152</b> Located at <b>P.O. BOX 13328, JACKSON, MS</b> ZIP+4 <b>39236-3328</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> <b>N/A</b>		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>N/A</b>	Yes	No
		16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years <b>2011</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>N/A</b>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 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 2012.)	3b	X
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 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

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

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.

(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
W.K. PAINE	PRESIDENT AND	TREASURER		
P.O. BOX 13328				
JACKSON, MS 39236	20.00	0.	0.	0.
ROBERT H. PAINE	SECRETARY			
P.O. BOX 13328				
JACKSON, MS 39236	1.00	0.	0.	0.

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

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

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

0

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**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	23,449,854.
b	Average of monthly cash balances	1b	4,853,442.
c	Fair market value of all other assets	1c	17,767,477.
d	Total (add lines 1a, b, and c)	1d	46,070,773.
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	46,070,773.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	691,062.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,379,711.
6	Minimum investment return. Enter 5% of line 5	6	2,268,986.

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

1	Minimum investment return from Part X, line 6	1	2,268,986.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	29,566.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	29,566.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,239,420.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,239,420.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,239,420.

**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	433,610.
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	433,610.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	433,610.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,239,420.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,433,849.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 433,610.				
a Applied to 2011, but not more than line 2a			433,610.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			2,000,239.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,239,420.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
CAPITOL HILL BAPTIST CHURCH 525 A STREET NE WASHINGTON, DC 20002	N/A	PUBLIC CHARITY	IX MARKS MINISTRY	400,000.
GLOBAL MEDIA OUTREACH 910 E. HAMILTON AVE. CAMPBELL, CA 95008	N/A	PUBLIC CHARITY	GENERAL OPERATING	30,000.
<b>Total</b>			<b>3a</b>	430,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.

Form 990-PF (2012)



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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	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.		

[illegible]




**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		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee      Date      Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)?  
☒ Yes    ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>THOMAS F. BLANEY, CPA, CFE</b>	Preparer's signature 	Date <b>7/25/14</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00234022</b>
	Firm's name ▶ <b>O'CONNOR DAVIES, LLP</b>			Firm's EIN ▶ <b>27-1728945</b>	
	Firm's address ▶ <b>665 FIFTH AVENUE NEW YORK, NY 10022</b>			Phone no. <b>(212) 286-2600</b>	

Form **990-PF** (2012)

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT A		P	VARIOUS	VARIOUS
b THRU SOUTHERN ADVANCED MATERIALS, LLC		P	VARIOUS	VARIOUS
c THRU POPE INVESTMENTS, LLC		P	VARIOUS	VARIOUS
d THRU POPE INVESTMENTS, LLC		P	VARIOUS	VARIOUS
e THRU POPE INVESTMENTS, LLC		P	VARIOUS	VARIOUS
f THRU POPE INVESTMENTS II, LLC		P	VARIOUS	VARIOUS
g THRU POPE INVESTMENTS II, LLC		P	VARIOUS	VARIOUS
h THRU POPE INVESTMENTS II, LLC		P	VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,495,069.		3,800,949.	694,120.
b			<13.>
c			4,882.
d			18,111.
e			<92,758.>
f			52,161.
g			782.
h			<985.>
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			694,120.
b			<13.>
c			4,882.
d			18,111.
e			<92,758.>
f			52,161.
g			782.
h			<985.>
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	676,300.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
FIDELITY CASH AND MONEY MARKET INTEREST AND DIVIDENDS	423.
THE CITIZENS NATIONAL BANK OF MERIDIAN	641.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,064.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST THRU FIDELITY	884,273.	0.	884,273.
DIVIDENDS AND INTEREST THRU K-1S	6,316.	0.	6,316.
TOTAL TO FM 990-PF, PART I, LN 4	890,589.	0.	890,589.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME THRU K-1S	132,815.	229,123.	
SECURITIES LITIGATION PROCEEDS	38.	38.	
TOTAL TO FORM 990-PF, PART I, LINE 11	132,853.	229,161.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,915.	0.		2,915.
TO FORM 990-PF, PG 1, LN 16B	2,915.	0.		2,915.



FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	196,304.	196,304.		0.
TO FORM 990-PF, PG 1, LN 16C	196,304.	196,304.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	76,653.	76,653.		0.
TO FORM 990-PF, PG 1, LN 18	76,653.	76,653.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	695.	0.		695.
OTHER PORTFOLIO DEDUCTIONS THRU K-1S	44,292.	44,292.		0.
TO FORM 990-PF, PG 1, LN 23	44,987.	44,292.		695.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B PAGE 1 OF 2	29,702,563.	24,787,271.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,702,563.	24,787,271.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B PAGE 2 OF 2	3,359,919.	3,259,813.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,359,919.	3,259,813.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SOUTHERN ADVANCED MATERIALS, LLC	COST	1,699,943.	4,948,566.
CHINA ALARM HOLDINGS	COST	1,250,354.	725,000.
POPE INVESTMENTS, LLC	COST	6,635,012.	5,308,083.
POPE INVESTMENTS II, LLC	COST	5,462,331.	3,668,901.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,047,640.	14,650,550.

## GENERAL EXPLANATION

STATEMENT 11

## DESCRIPTION/RETURN REFERENCE

AMENDMENT OF 2012 FORM 990PF

## EXPLANATION:

THE COMMUNITY FOUNDATION INC.'S (THE "FOUNDATION") TAX ADVISORS RECENTLY CONCLUDED THAT THEIR PRIOR DETERMINATION OF MINIMUM INVESTMENT RETURN AND UNDISTRIBUTED INCOME IN 2010 AND 2011 WAS INACCURATE. THE FOUNDATION IS THEREFORE AMENDING ITS FORMS 990-PF FOR THE YEARS 2010, 2011 AND 2012 TO CORRECT THE DETERMINATION OF MINIMUM INVESTMENT RETURN AND UNDISTRIBUTED INCOME, AND TO INCLUDE CERTAIN REALIZED CAPITAL GAINS THAT WERE OMITTED FROM THE ORIGINALLY FILED FORM 990-PF FOR 2012 AS WELL AS CERTAIN OTHER MINOR ADJUSTMENTS.

SIMULTANEOUSLY WITH THE FILING OF THE AMENDED FORMS 990-PF, THE FOUNDATION IS FILING FORM 4720 FOR 2012. IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTION 4962(A), SINCE THE PRIOR INACCURACIES DESCRIBED ABOVE WERE DUE TO REASONABLE CAUSE AND NOT DUE TO WILLFUL NEGLECT, THE FOUNDATION IS INCLUDING WITH THE 2012 FORM 4720 A REQUEST FOR ABATEMENT OF THE EXCISE TAX SHOWN THEREON.



**Realized Gains and Losses**  
Fiscal Year Ending 12/31/2012

Community Foundation Inc Fidelity  
PO Box 13328  
Jackson MS 39236

**Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts**

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gain	Long Term Gain	Total Gains
China Yida Hldg Co Com	01/28/2010	11/19/2012	0.800	0.00	46.00		-46.00	-46.00
Fushi Intl Inc Com	11/18/2005	02/24/2012	3,642.000	30,157.94	10,283.09		19,874.85	19,874.85
Fushi Intl Inc Com	11/18/2005	02/27/2012	24,100.000	186,123.54	68,045.74		128,077.80	128,077.80
Fushi Intl Inc Com	11/18/2005	02/28/2012	20,835.000	167,818.74	58,827.09		108,991.65	108,991.65
Fushi Intl Inc Com	03/29/2007	02/28/2012	8,123.000	65,427.96	0.00		65,427.96	65,427.96
			28,958.000	233,246.70	58,827.09		174,419.61	174,419.61
			56,700.000	459,528.18	137,155.92		322,372.26	322,372.26
Guangdong Nan Yue Log	04/28/2006	09/14/2012	100,000.000	16,814.04	46,384.10		-29,570.06	-29,570.06
Luye Pharma Group Limit	06/23/2005	07/27/2012	681,000.000	705,880.12	243,107.70		462,772.42	462,772.42
Luye Pharma Group Limit	06/24/2005	07/27/2012	184,000.000	180,722.38	65,463.52		125,258.86	125,258.86
Luye Pharma Group Limit	09/26/2005	07/27/2012	52,000.000	53,899.80	19,655.80		34,244.00	34,244.00
Luye Pharma Group Limit	09/27/2005	07/27/2012	284,000.000	294,375.85	107,101.40		187,274.45	187,274.45
Luye Pharma Group Limit	09/28/2005	07/27/2012	457,000.000	473,696.35	171,060.10		302,636.25	302,636.25
Luye Pharma Group Limit	09/29/2005	07/27/2012	157,000.000	162,735.94	58,832.90		103,903.04	103,903.04
			1,815,000.000	1,881,310.44	665,221.42		1,216,089.02	1,216,089.02
Mobilone Ltd	10/23/2007	08/17/2012	18,452.000	37,501.34	25,481.06		12,020.28	12,020.28
Oslo Bors Vps Hldg Nok	10/25/2010	03/14/2012	4,685.000	53,829.71	52,790.14		1,039.57	1,039.57
Oslo Bors Vps Hldg Nok	11/04/2010	03/14/2012	15,100.000	173,495.98	173,426.23		69.75	69.75

**Realized Gains and Losses**  
Fiscal Year Ending 12/31/2012

Community Foundation Inc Fidelity

**Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gain</u>	<u>Long Term Gain</u>	<u>Total Gains</u>
Oslo Bors Vps Hldg Nok	11/05/2010	03/14/2012	16,600 000	190,730 68	190 014 71		715 97	715 97
			36,385 000	418,056 37	416,231 08		1,825 29	1,825 29
Oslo Bors Vps Hldg Nok	10/25/2010	08/31/2012	3,794 000	32,770 68	42,750 44		-9 979 76	-9,979 76
Oslo Bors Vps Hldg Nok	10/12/2010	09/04/2012	3,986 000	34,417 52	44,549 57		-10,132 05	-10,132 05
Oslo Bors Vps Hldg Nok	10/19/2010	09/04/2012	4,993 000	43,112 56	55,355 21		-12,242 65	-12,242 65
Oslo Bors Vps Hldg Nok	10/25/2010	09/04/2012	7,621 000	65,804 28	85,872 72		-20,068 44	-20,068 44
			16,600 000	143,334 36	185,777 50		-42,443 14	-42,443 14
Oslo Bors Vps Hldg Nok	10/19/2010	09/18/2012	3,000,000	26,193 60	33,259 69		-7,066 09	-7,066 09
Oslo Bors Vps Hldg Nok	10/19/2010	09/19/2012	7 907 000	68,828 85	87 661 44		-18 832 59	-18,832 59
			67,686 000	689,183.86	765,680 15		-76 496 29	-76 496 29
Phillips 66 Com	04/28/2011	05/01/2012	0 500	0 00	18 37		-18 37	-18 37
Phillips 66 Com	10/03/2006	11/06/2012	5,200 000	256,201 39	138,765 56		117,435 83	117,435 83
Phillips 66 Com	01/06/2011	11/06/2012	1,250 000	61,586 87	39,833 76		21,753 11	21,753 11
Phillips 66 Com	04/28/2011	11/06/2012	2,849 500	140,393 42	104,684 86		35,708 56	35,708 56
Phillips 66 Com	05/05/2011	11/06/2012	4,394 500	216,514 79	150,865 44		65,649 35	65,649 35
			13,694 000	674,696 47	434,149 62		240,546 85	240,546 85
			13,694 500	674,696 47	434,167 99		240,528 48	240,528 48
Totens Sparebank As Pn	09/15/2006	05/07/2012	0 248	0 00	4 91		-4 91	-4 91
Truly Intl Hldgs Hkd0 10	08/11/2008	12/13/2012	158,504 000	30,566 23	23,146 36		7,419 87	7,419 87
Truly Intl Hldgs Hkd0 10	08/12/2008	12/13/2012	550,000 000	106,063.10	80,338 16		25,724 94	25,724 94
Truly Intl Hldgs Hkd0 10	06/22/2010	12/13/2012	894,248 000	172 448 57	195,964 44		-23,515 87	-23,515 87
Truly Intl Hldgs Hkd0 10	06/23/2010	12/13/2012	291,500 000	56,213 44	61,799 70		-5,586 26	-5,586 26
			1,894,252 000	365,281 34	361,248 66		4,042 68	4,042 68

**Realized Gains and Losses**  
Fiscal Year Ending 12/31/2012

Community Foundation Inc Fidelity

**Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts**

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gain	Long Term Gain	Total Gains
Truly Intl Hldgs HkdO 10	03/10/2008	12/17/2012	179,246 000	35,186 38	47,453.70		-12 267 32	-12,267 32
			2,073,500 000	400,477 72	408,702.36		-8,224 64	-8,224 64
United Food HoldingsLtd	09/15/2003	12/06/2012	303,645 000	12 449 45	100 572 19		-88,122.74	-88,122 74
United Food HoldingsLtd	05/08/2003	12/07/2012	71,600 000	2,953.99	14,038 60		-11,084.61	-11 084 61
United Food HoldingsLtd	05/09/2003	12/07/2012	97,645 000	4 028 53	19,141 83		-15,113 30	-15,113 30
United Food HoldingsLtd	05/14/2003	12/07/2012	111,300 000	4,591 89	22,616 16		-18,024 27	-18,024 27
United Food HoldingsLtd	05/14/2003	12/07/2012	210,800 000	8,696 95	42,839 56		-34,142 61	-34,142 61
United Food HoldingsLtd	05/19/2003	12/07/2012	917,600 000	37,857 33	189,672 92		-151,815 59	-151,815 59
United Food HoldingsLtd	06/16/2003	12/07/2012	314,700 000	12,983.54	77,830 31		-64,846 77	-64,846 77
United Food HoldingsLtd	09/09/2003	12/07/2012	695,000 000	28,673 54	229,355 00		-200,681 46	-200,681 46
United Food HoldingsLtd	09/15/2003	12/07/2012	1,355 000	55 90	448 80		-392 90	-392 90
			2 420,000 000	99,841 67	595,943 18		-496,101.51	-496,101 51
United Food HoldingsLtd	05/08/2003	12/10/2012	37,800 000	1,576 33	7,408 80		-5 832 47	-5,832 47
United Food HoldingsLtd	05/09/2003	12/10/2012	45,355 000	1,891 38	8,891 17		-6,999 79	-6,999 79
United Food HoldingsLtd	05/09/2003	12/10/2012	75,600 000	3,152 65	14,817 60		-11,664.95	-11,664 95
United Food HoldingsLtd	05/13/2003	12/10/2012	40,600 000	1 693 09	7,944 09		-6 251 00	-6,251.00
United Food HoldingsLtd	05/13/2003	12/10/2012	77,000 000	3,211 03	15,071 38		-11 860 35	-11,860 35
United Food HoldingsLtd	11/07/2006	12/10/2012	1,220,000 000	50,876 13	156,818.64		-105,942 51	-105,942 51
United Food HoldingsLtd	01/23/2009	12/10/2012	80,000 000	3,336 14	2,567.80		768 34	768 34
United Food HoldingsLtd	01/31/2011	12/10/2012	453,333 000	18,904 77	25,564 12		-6 659.35	-6,659 35
			2 029,688 000	84,641 52	239,083 60		-154,442 08	-154,442 08
			4,753,333 000	196,932 64	935,598 97		-738,666 33	-738,666 33
Wuyi International Phar	09/18/2007	12/07/2012	245,000 000	12,119.27	42,831 06		-30,811 79	-30,811 79
Wuyi International Phar	04/24/2008	12/07/2012	351 250 000	17,375 07	54,742 54		-37,367 47	-37,367 47
			596,250 000	29,494 34	97,673 60		-68,179 26	-68,179 26
Wuyi International Phar	03/20/2008	12/10/2012	326,250 000	16,437 30	43,786 49		-27,349 19	-27,349 19

**Realized Gains and Losses**  
Fiscal Year Ending 12/31/2012

Community Foundation Inc Fidelity

**Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts**

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gain</u>	<u>Long Term Gain</u>	<u>Total Gains</u>
Wuyi International Phar	04/24/2008	12/10/2012	873,750 000	44 021 74	136 174 52		-92,152,78	-92,152 78
			1,200,000 000	60 459,04	179 961 01		-119 501 97	-119,501 97
Wuyi International Phar	03/20/2008	12/11/2012	18,750 000	933 75	2 516 46		-1,582 71	-1,582 71
Wuyi International Phar	09/29/2008	12/11/2012	580,000.000	28,884 00	65,183 85		-36,299 85	-36,299 85
Wuyi International Phar	09/30/2008	12/11/2012	26,250 000	1,307 25	2,718,14		-1 410 89	-1,410 89
			625,000 000	31,125 00	70,418 45		-39,293 45	-39,293 45
Wuyi International Phar	09/30/2008	12/12/2012	23,750 000	1,178 00	2,459 27		-1,281 27	-1,281 27
Wuyi International Phar	10/14/2008	12/12/2012	330 000 000	16,368 00	31,993 64		-15,625 64	-15,625 64
			353,750 000	17,546 00	34,452 91		-16,906 91	-16,906 91
			2,775,000 000	138 624 38	382 505 97		-243,881 59	-243,881 59
Long Term Gain				4,495,069 07	3,800,948 85		694 120 22	
Total (Sales)				4,495,069 07	3,800,948 85		694,120 22	694,120 22
Total Gains							694,120.22	694,120.22

*The accompanying data is provided to you for informational purposes only. Although it is derived from information which we believe to be accurate, we cannot guarantee its accuracy. There can be no assurance that past performance can be repeated in the future. This information is not intended to be used for any official tax purposes. The performance data includes reinvestment of all income and capital gains. This performance is after the deduction of management fees and commissions if any. No implication or inference should be drawn that managed accounts will achieve similar investment performance in the future.*

The Community Foundation, Inc.  
TIN: 23-7033813  
Attachment to Part II - Balance Sheets  
Schedule of Corporate Stock, Line 10b  
For the year ending 12/31/12

No. of shares	Description	Beg of Yr Book Value	End of Yr Book Value	FMV
400,000	Annuity & Life Re Hldgs L	-	3,200,000	3,012,000
423,605	China Housing and Land	845,231	845,231	552,381
196,212	China Pharma Hldgs Inc	323,552	323,552	39,635
454,601	China Ritar Power Corp	953,092	953,092	190,932
25,286	China Yida Hldg Co Com	1,219,522	1,219,476	81,168
27,389	Conocophillips	1,826,756	1,392,573	1,588,288
297,200	Dnb Nor Asa	3,116,471	3,116,471	3,759,580
65,032,207	Enerchina Holdings Ltd	1,904,248	1,904,248	1,132,666
8,990,000	Full Apex Holdings Ltd	1,524,048	1,524,048	647,663
56,700	Fushl Intl Inc	137,156	-	-
3,808,000	Guangdong Nan Yue Lo	1,297,653	1,251,269	1,007,167
4,550,000	Kingboard Copper Foil H	1,202,623	1,202,623	711,461
1,815,000	Luye Pharma Group Ltd	665,221	-	-
736,548	Mobileone Ltd	992,422	966,941	1,634,093
67,686	Oslo Bors Vps Hldg	765,680	-	-
1,365,000	Regal Petroleum Plc Shs	302,548	440,254	743,300
750	Sandnes Sparebank	22,986	22,986	9,096
31,297	Shengtai Pharmaceutical	84,502	84,502	45,694
9,026,167	Sinolink Worldwide Holdings Ltd	1,110,356	1,110,356	803,527
138,700	Sparebank 1 Nord-Norge	-	748,172	685,263
49,100	Sparebank 1 SR Bk Nok2	-	297,687	326,961
52,800	Sparebank Midt Norge	-	309,865	328,916
65,260	Sparebanken Nord	427,724	-	-
38,390	Sparebanken Ost	178,714	178,713	223,378
14,700	Sparebanken Vest	149,532	149,532	77,364
2,797,050	Tethys Petroleum Limited	2,887,775	2,887,775	1,460,745
352,500	Tianyin Pharmaceutical	411,707	411,707	211,500
45,499	Total Fina	622,745	2,201,196	2,366,403
39,971	Totens Sparebank	421,752	421,745	320,549
2,073,500	Truly Intl Holdings	862,011	453,308	468,157
4,753,333	United Food Holdings Ltd	935,599	-	-
2,775,000	Wuyi Pharmaceutical	382,595	-	-
105,580	Vevendi Sa Eur5 50	-	2,085,241	2,359,384
	Totals	<u>25,574,221</u>	<u>29,702,563</u>	<u>24,787,271</u>



**The Community Foundation, Inc.**  
**TIN: 23-7033813**  
**Attachment to Part II - Balance Sheets**  
**Schedule of Corporate Bonds, Line 10c**  
**For the year ending 12/31/12**

<b>No. of shares</b>	<b>Description</b>	<b>Beg of Yr Book Value</b>	<b>End of Yr Book Value</b>	<b>FMV</b>
6,083	Nota Do Tesouro Nacion	<u>3,359,919</u>	<u>3,359,919</u>	<u>3,259,813</u>
	Totals	<u>3,359,919</u>	<u>3,359,919</u>	<u>3,259,813</u>

Form **8868**

(Rev. January 2013)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.  <b>THE COMMUNITY FOUNDATION, INC.</b>	Employer identification number (EIN) or  <b>23-7033813</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>P.O. BOX 13328</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>JACKSON MS 39236-3328</b>	

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

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► **W. K. PAINE** **P. O. BOX 13328, JACKSON** **MS 39236-3328**

Telephone No. ► **601-946-9152**FAX No. ► **601-354-4947**

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/13**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2012** or

► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>53,573</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>23,573</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>30,000</b>

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

DAA

*Robert M. Ann, III, CPA 5-10-13*

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	<b>THE COMMUNITY FOUNDATION, INC.</b>	<b>23-7033813</b>
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	<b>P.O. BOX 13328</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	<b>JACKSON MS 39236-3328</b>	

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

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of **W. K. PAINE** P. O. BOX 13328, JACKSON MS 39236-3328  
Telephone No. **601-946-9152** FAX No. **601-354-4947**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15/13**.

5 For calendar year **2012**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

☐ Change in accounting period

7 State in detail why you need the extension

**TAXPAYER NEEDS ADDITIONAL TIME TO ACCUMULATE THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE INCOME TAX RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	<b>53,573</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	<b>53,573</b>
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	

**Signature and Verification must be completed for Part II only.**

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

Signature **Robert L. Paine, Jr.**

Title **CPA**

Date **7-24-13**