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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation EDWIN E AND RUBY C MORGAN FOUNDATION INC		A Employer identification number 64-0667872	
Number and street (or P O box number if mail is not delivered to street address) 254 A KATHERINE DRIVE		Room/suite	
City or town, state, and ZIP code FLOWOOD, MS 39232		B Telephone number (see instructions) (601) 939-4443	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 20,034,545		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 ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	126	126		
	4 Dividends and interest from securities.	861,804	858,674		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	251,048			
	b Gross sales price for all assets on line 6a _____ 5,202,126				
	7 Capital gain net income (from Part IV, line 2)		251,048		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 912	912		
	12 Total. Add lines 1 through 11	1,113,890	1,110,760		
	13 Compensation of officers, directors, trustees, etc	294,244	142,607		151,637
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	81,093	39,678		41,415
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 1,753	0		1,753
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 18,055	55		0
	19 Depreciation (attach schedule) and depletion . . .	 4,294	382		
	20 Occupancy	7,206	396		6,810
	21 Travel, conferences, and meetings	464	0		464
	22 Printing and publications				
	23 Other expenses (attach schedule)	 7,802	1,008		6,794
	24 Total operating and administrative expenses. Add lines 13 through 23	414,911	184,126		208,873
	25 Contributions, gifts, grants paid	670,000			670,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,084,911	184,126		878,873
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	28,979			
	b Net investment income (if negative, enter -0-)		926,634		
	c Adjusted net income (if negative, enter -0-)				

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	2,453	2,505	2,505
	2	Savings and temporary cash investments	924,729	952,645	952,645
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	6,080,809	 3,796,221	4,102,864
	b	Investments—corporate stock (attach schedule)	9,382,310	 10,769,628	11,047,660
	c	Investments—corporate bonds (attach schedule).	2,534,973	 3,437,548	3,739,811
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 209,319 Less accumulated depreciation (attach schedule) ▶ _____ 23,083	190,530	 186,236	186,236
Liabilities	15	Other assets (describe ▶ _____)	 0	 0	 2,824
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,115,804	19,144,783	20,034,545
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	19,115,804	19,144,783	
	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, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	19,115,804	19,144,783	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	19,115,804	19,144,783	

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	19,115,804
2	Enter amount from Part I, line 27a	2	28,979
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	19,144,783
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	19,144,783

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES				
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 5,202,126		4,951,078	251,048	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			251,048	
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	251,048
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	872,515	17,695,834	0 049306
2010	875,985	17,081,834	0 051282
2009	920,825	15,660,847	0 058798
2008	1,003,735	18,721,200	0 053615
2007	953,525	20,752,796	0 045947

2 Total of line 1, column (d).	2	0 258948
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051790
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	18,948,824
5 Multiply line 4 by line 3.	5	981,360
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	9,266
7 Add lines 5 and 6.	7	990,626
8 Enter qualifying distributions from Part XII, line 4.	8	878,873

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	18,533
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	18,533
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	18,533
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,238	
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	18,238
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	295
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 2013 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶R MILLER REID CPA Telephone no ▶(601) 939-4443 Located at ▶254A KATHERINE DRIVE FLOWOOD MS ZIP +4 ▶39232			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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?	16		No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ 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		
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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
See Additional Data Table				

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 N/A	0
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	0
2	
All other program-related investments. See page 24 of the 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	18,163,140
b	Average of monthly cash balances.	1b	1,054,188
c	Fair market value of all other assets (see instructions).	1c	20,057
d	Total (add lines 1a, b, and c).	1d	19,237,385
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	19,237,385
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	288,561
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,948,824
6	Minimum investment return. Enter 5% of line 5.	6	947,441

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	947,441
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	18,533
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	18,533
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	928,908
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	928,908
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	928,908

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	878,873
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	878,873
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	878,873
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				928,908
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			731,908	
b Total for prior years 20__, 20__, 20__		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 ▶ \$ 878,873				
a Applied to 2011, but not more than line 2a			731,908	
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.				146,965
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				781,943
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	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.				

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 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

R MILLER REID

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	670,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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

[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

**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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2013-05-08

* * * * *

Signature of officer or trustee

Date

Title

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00929152
	CHERYL J LEE CPA	CHERYL J LEE CPA			
	Firm's name ☐	HADDOX REID BURKES & CALHOUN PLLC 188 EAST CAPITOL STREET SUITE 500		Firm's EIN ☐ 64-0414329	
	Firm's address ☐	JACKSON, MS 39201		Phone no (601) 948-2924	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
R MILLER REID	PRES/TREAS/DIR 35 00	203,725	46,902	0
C/O FOUNDATION FLOWOOD, MS 39232				
MILLER DAVID REID	VP/SEC/DIR 40 00	86,637	17,783	0
C/O FOUNDATION FLOWOOD, MS 39232				
PHILIP L COLSON	DIRECTOR 0 50	1,294	0	0
C/O FOUNDATION FLOWOOD, MS 39232				
KAREN M MORGAN	DIRECTOR 0 50	1,294	0	0
C/O FOUNDATION FLOWOOD, MS 39232				
GE MORGAN	DIRECTOR 0 50	1,294	0	0
C/O FOUNDATION FLOWOOD, MS 39232				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY HOSPITAL FOUNDATION PO BOX HH MONTEREY,CA 939421085	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	6,000
CTRL COAST VISITING NURSE ASSOC & HOSPICE PO BOX 2480 MONTEREY,CA 93942	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	3,000
DELIVER ME SENIOR SUPPORT SERVICES 1405 SOUTH GALLATIN STREET JACKSON,MS 39201	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	30,000
HOSPICE FOUNDATION FOR THE CENTRAL COAST PO BOX 1798 MONTEREY,CA 93942	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	4,000
MISSISSIPPI FOOD NETWORK PO BOX 411 JACKSON,MS 39205	NONE	PUBLIC CHARITY	FOOD PROGRAM	40,000
MISSISSIPPI SPAY AND NEUTER 2104 OLD BRANDON ROAD PEARL,MS 39208	NONE	PUBLIC CHARITY	SPAY AND NEUTER PROGRAM	75,000
MS ANIMAL RESCUE LEAGUE 4395 SOUTH DRIVE JACKSON,MS 39209	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	20,000
MS ANIMAL RESCUE LEAGUE 4395 SOUTH DRIVE JACKSON,MS 39209	NONE	PUBLIC CHARITY	VETERINARIAN SALARY AND BENEFITS	68,500
MS ANIMAL RESCUE LEAGUE 4395 SOUTH DRIVE JACKSON,MS 39209	NONE	PUBLIC CHARITY	SPAY AND NEUTER PROGRAM	20,000
MS ANIMAL RESCUE LEAGUE 4395 SOUTH DRIVE JACKSON,MS 39209	NONE	PUBLIC CHARITY	SPAY AND NEUTER	2,500
MS ANIMAL RESCUE LEAGUE 4395 SOUTH DRIVE JACKSON,MS 39209	NONE	PUBLIC CHARITY	MEDICAL EQUIPMENT AND SUPPLIES	30,000
SO CHRISTIAN SVC FOR CHILD & YOUTH INC 1900 N WEST ST STE B JXN,MS 392021034	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	40,000
SO CHRISTIAN SVC FOR CHILD & YOUTH INC 1900 N WEST ST STE B JXN,MS 392021034	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	15,000
STEWPOUT COMMUNITY SERVICES INC 1100 WEST CAPITOL STREET JACKSON,MS 39203	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	40,000
STEWPOUT COMMUNITY SERVICES INC 1100 WEST CAPITOL STREET JACKSON,MS 39203	NONE	PUBLIC CHARITY	OPPORTUNITY CENTER	50,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE GLEANERS INC PO BOX 9883 JACKSON, MS 392860883	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	40,000
THE HOME PLACE PO DRAWER 720 MADISON, MS 391300720	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	20,000
THE MUSTARD SEED 1085 LUCKNEY ROAD BRANDON, MS 39047	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	40,000
THE SALVATION ARMY METRO JACKSON COMMAND PO BOX 448 JACKSON, MS 392050448	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	40,000
STEWPOUT COMMUNITY SERVICES INC 1100 WEST CAPITOL STREET JACKSON, MS 39203	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	11,000
WINGARD HOME INC 1279 NORTH WEST STREET JACKSON, MS 39202	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	40,000
WINGARD HOME INC 1279 NORTH WEST STREET JACKSON, MS 39202	NONE	PUBLIC CHARITY	COMPLETION OF FAMILY SUITES	35,000
Total  3a				670,000

TY 2012 Accounting Fees Schedule

Name: EDWIN E AND RUBY C MORGAN FOUNDATION INC

EIN: 64-0667872

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HADDOX, REID, BURKES & CALHOUN	1,753	0		1,753

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: EDWIN E AND RUBY C MORGAN FOUNDATION INC

EIN: 64-0667872

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2007-08-01	167,455	18,789	SL	39 0000000000000	4,294	0		
LAND	2007-08-01	41,864		L		0	0		

**TY 2012 Investments Corporate
Bonds Schedule****Name:** EDWIN E AND RUBY C MORGAN FOUNDATION INC**EIN:** 64-0667872

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN GENERAL 6.625% 29 SR NT 2/15/29	247,775	310,642
CHESAPEAKE ENRG 6.875% 11/15/20	153,362	163,125
FORD MTR CO DEL 6.375% 2/1/29	155,425	166,125
GEN ELEC CAP 5.7% 4/15/26	400,000	403,362
GEN ELEC CAP 6% 4/15/38	400,000	403,472
GEN ELEC CAP VAR PER BONDS 6.25%	503,275	538,956
GOLDMAN SACHS BK 6.345% 2/15/34	252,218	287,719
GOLDMAN SACHS BK 6.125% 2/15/33	214,430	261,802
HSBC BANK USA 5.625% 8/15/2035	286,475	336,002
MERRILL LYNCH CO 6.22% 9/15/26	144,097	160,581
NATIONSBANK CORP 6.8% 3/15/28	105,007	109,755
PACIFIC BELL 6.625% 10/15/34	254,025	262,089
SAFEWAY INC. 7.25 % 31 DEB 2/1/2031	217,351	215,959
SOUTHTRUST BK 6.565% 12/15/27	104,108	120,222

TY 2012 Investments Corporate
Stock Schedule

Name: EDWIN E AND RUBY C MORGAN FOUNDATION INC
EIN: 64-0667872

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4000 SHARES AFFILIATED MERS 5.25% 22 SR 10/15/22	101,074	101,025
6000 SHARES AFLAC INC 5.5% 52 SUB DEB 9/15/52	151,774	152,700
5142 SHARES AMER ELECTRIC POWER CO	177,360	219,461
3000 SHARES AMEREN CORPORATION	94,524	92,160
8900 SHARES AMERICAN EXPRESS COMPANY	359,988	511,572
14000 SHARES AT&T INC	484,795	471,940
16320 SHARES BANK OF AMERICA CORP	359,327	189,475
8300 SHARES BAXTER INTERNATIONAL INC	331,452	553,278
100 SHARES BERKSHIRE HTWY CL A	113,507	134,060
2250 SHARES BLACK HILLS CORP	50,589	81,765
10000 SHARES BLACKROCK BUILD AMERICA	200,000	228,700
2000 SHARES BRISTOL-MYERS SQUIBB CO	64,989	65,180
1753 SHARES CVS CAREMARK CORP	5,084	84,758
3000 SHARES CARDINAL HEALTH INC	97,004	123,540
746 SHARES CAREFUSION CORP	13,876	21,321
2000 SHARES CBS CORP CL B NEW	52,609	76,100
6000 SHARES CENTERPOINT ENERGY INC	124,090	115,500
2000 SHARES CENTURYLINK INC	95,967	78,240
3100 SHARES CHESAPEAKE ENERGY CORP	48,989	51,522
2000 SHARES CHEVRON CORP	193,018	216,280
1500 SHARES CISCO SYSTEMS INC	33,120	29,474
400 SHARES CITIGROUP INC	24,418	15,824
1017 SHARES COMCAST CORP NEW CL A	41,247	37,995
6000 SHARES CONOCO PHILLIPS	351,243	347,940
3000 SHARES DOMINION RES INC VA NEW	68,109	155,400
5500 SHARES DTE ENERGY COMPANY	196,237	330,275
1560 SHARES DUKE ENERGY CORP NEW	49,041	99,528
2000 SHARES EDISON INTERNATIONAL	53,718	90,380
4000 SHARES EXELON CORPORATION	120,225	118,960
3500 SHARES EXXON MOBIL CORP	285,404	302,925

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3657 SHARES FIRSTENERGY CORP	91,025	152,716
16000 SHARES FIRST REP BK 5.625% PFD REPS	397,634	393,371
2000 SHARES FORD MOTOR COMPANY	28,710	25,900
1419 SHARES FRONTIER COMMUNICATIONS	14,103	6,073
73000 SHARES GENERAL ELECTRIC CO	2,411,359	1,532,270
2000 SHARES HALLIBURTON CO HLDG CO	34,500	69,380
3000 SHARES INTEL CORP	79,808	61,860
3000 SHARES INTERNATIONAL PAPER CO	73,728	119,520
2000 SHARES JP MORGAN CHASE & CO	89,447	87,938
666 SHARES KRAFT FOODS INC	24,109	30,283
4000 SHARES MERCK & CO INC NEW	146,076	163,760
2000 SHARES MICROSOFT CORP	55,987	53,419
2000 SHARES MONDELEZ INTL INC	44,642	50,906
174 SHARES MOTORS LIQ CO GUC TRUST	0	3,689
3000 SHARES N V ENERGY INC	53,851	54,420
4338 SHARES NORTHEAST UTILITIES	74,299	169,529
5100 SHARES NUVEEN BAB TERM FUND	99,459	108,018
575 SHARES NRG ENTERGY INC NEW	27,789	13,219
1500 SHARES OCCIDENTAL PETE CORP	125,109	114,915
2500 SHARES PEPCO HOLDINGS INC	59,188	49,025
5000 SHARES PFIZER INCORPORATION	116,821	125,397
7000 SHARES PG&E CORP	193,212	281,260
3000 SHARES PHILLIPS 66	104,384	159,300
14000 SHARES PITNEY BOWES 5.25% PFD SR NOTES 11/27/22	347,900	353,500
12000 SHARES PROTECTIVE LIFE 6% 42 DUB 9/1/42	300,000	307,092
400 SHARES PUBLIC STORAGE 5.625% PFD CUM	10,298	10,392
4000 SHARES QWEST CORP SR NOTES 7% SR 7/1/52	102,034	103,960
27000 SHARES REGIONS FINANCIAL CP NEW	402,764	192,510
751 SHARES SEMPRA ENERGY	15,560	53,276
5000 SHARES THE SOUTHERN COMPANY	78,415	214,050

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2340 SHARES SPECTRA ENERGY CORP	35,352	64,069
1000 SHARES STERLING BANCORP NY	14,909	9,110
130 SHARES TRUSTMARK CORP	2,777	2,920
3500 SHARES U S BANCORP DEL NEW	110,701	111,790
2500 SHARES UIL HOLDINGS CO	73,078	89,525
5914 SHARES VERIZON COMMUNICATIONS	231,652	255,899
875 SHARES VODAFONE GROUP PLC	47,375	22,041
7000 SHARES WELLS FARGO & CO NEW	234,155	239,260
3550 SHARES XCEL ENERGY INC	74,640	94,820

TY 2012 Investments Government Obligations Schedule

Name: EDWIN E AND RUBY C MORGAN FOUNDATION INC

EIN: 64-0667872

**US Government Securities - End of
Year Book Value:**

0

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

0

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

3,796,221

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

4,102,864

TY 2012 Land, Etc. Schedule

Name: EDWIN E AND RUBY C MORGAN FOUNDATION INC

EIN: 64-0667872

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDING	167,455	23,083	144,372	
LAND	41,864	0	41,864	

TY 2012 Other Assets Schedule

Name: EDWIN E AND RUBY C MORGAN FOUNDATION INC

EIN: 64-0667872

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GAS ROYALTY AND FURNITURE	0	0	2,824

TY 2012 Other Expenses Schedule**Name:** EDWIN E AND RUBY C MORGAN FOUNDATION INC**EIN:** 64-0667872

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	1,228	0		1,228
INSURANCE	2,537	0		2,537
SUPPLIES & MISCELLANEOUS	927	0		927
EDUCATION	1,094	0		1,094
INTERNET	2,016	1,008		1,008

TY 2012 Other Income Schedule

Name: EDWIN E AND RUBY C MORGAN FOUNDATION INC

EIN: 64-0667872

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PLAINS MARKETING ROYALTY	912	912	912

TY 2012 Taxes Schedule**Name:** EDWIN E AND RUBY C MORGAN FOUNDATION INC**EIN:** 64-0667872

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	18,000	0		0
SEVERANCE TAX	55	55		0