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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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation MADDOX FOUNDATION		A Employer identification number 64-0917900
Number and street (or P.O. box number if mail is not delivered to street address) 180 WEST COMMERCE STREET		B Telephone number (662) 449-3699
City or town, state, and ZIP code HERNANDO, MS 38632		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 42,018,261.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		35,836.	35,836.		STATEMENT 1
4 Dividends and interest from securities		193,951.	193,951.		STATEMENT 2
5a Gross rents		801,162.	434,091.		STATEMENT 3
b Net rental income or (loss) 801,162.					
6a Net gain or (loss) from sale of assets not on line 10		968,828.			
b Gross sales price for all assets on line 6a 973,531.					
7 Capital gain net income (from Part IV, line 2)			-968,828.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-303,147.	-317,248.		STATEMENT 4
12 Total. Add lines 1 through 11		1,696,630.	1,315,458.		
13 Compensation of officers, directors, trustees, etc		552,766.	138,191.		414,575.
14 Other employee salaries and wages		33,974.	8,494.		25,480.
15 Pension plans, employee benefits		114,448.	28,612.		85,836.
16a Legal fees STMT 5		304,665.	95,987.		208,678.
b Accounting fees STMT 6		41,671.	10,418.		31,253.
c Other professional fees STMT 7		9,432.	2,359.		7,073.
17 Interest		215,340.	215,340.		0.
18 Taxes STMT 8		12,361.	11,761.		600.
19 Depreciation and depletion		33,966.	8,492.		
20 Occupancy		111,301.	27,825.		83,476.
21 Travel, conferences, and meetings		39,221.	9,805.		29,416.
22 Printing and publications		5,693.	1,423.		4,270.
23 Other expenses STMT 9		19,171.	4,793.		14,378.
24 Total operating and administrative expenses. Add lines 13 through 23		1,494,009.	563,500.		905,035.
25 Contributions, gifts, grants paid		1,076,750.			1,076,750.
26 Total expenses and disbursements. Add lines 24 and 25		2,570,759.	563,500.		1,981,785.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-874,129.			
b Net investment income (if negative, enter -0-)			751,958.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,632,674.	298,286.	298,286.
	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 ▶ 983,836.	STATEMENT 11		
	Less: allowance for doubtful accounts ▶ 0.	1,039,486.	983,836.	983,836.
	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 12	1,757,940.	1,770,664.	1,056,292.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	16,018,200.	17,026,517.	38,859,202.
	14 Land, buildings, and equipment: basis ▶ 1,455,859.			
	Less: accumulated depreciation ▶ 722,798.	767,027.	733,061.	733,061.
	15 Other assets (describe ▶ STATEMENT 14)	96,312.	87,584.	87,584.
Net Assets or Fund Balances	16 Total assets (to be completed by all filers)	21,311,639.	20,899,948.	42,018,261.
	17 Accounts payable and accrued expenses	2,299.	5,363.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	550,142.	697,791.	
	22 Other liabilities (describe ▶ STATEMENT 15)	14,688.	7,416.	
	23 Total liabilities (add lines 17 through 22)	567,129.	710,570.	
	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	20,744,510.	20,189,378.	
	30 Total net assets or fund balances	20,744,510.	20,189,378.	
	31 Total liabilities and net assets/fund balances	21,311,639.	20,899,948.	

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	20,744,510.
2 Enter amount from Part I, line 27a	2	-874,129.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	318,997.
4 Add lines 1, 2, and 3	4	20,189,378.
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	20,189,378.

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 973,531.		4,703.	968,828.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			968,828.

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	968,828.
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	2,587,262.	40,630,190.	.063678
2010	2,451,360.	42,625,291.	.057510
2009	2,676,567.	39,996,587.	.066920
2008	5,528,722.	62,453,236.	.088526
2007	8,875,874.	104,342,456.	.085065

2 Total of line 1, column (d)	2	.361699
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	.072340
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	41,903,638.
5 Multiply line 4 by line 3	5	3,031,309.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,520.
7 Add lines 5 and 6	7	3,038,829.
8 Enter qualifying distributions from Part XII, line 4	8	1,981,785.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	15,039.
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	15,039.
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	15,039.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,593.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	14,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	27,593.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	79.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,475.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.MADDOXFOUNDATION.ORG	13	X	
14	The books are in care of ► DEBORAH TAYLOR Telephone no. ► 662-449-3699 Located at ► 180 WEST COMMERCE STREET, HERNANDO, MS ZIP+4 ► 38632			
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 N/A			
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 ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	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 ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" 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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
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

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?

If "Yes" to 6b, file Form 8870

6b

X

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
SEE STATEMENT 19		552,766.	43,956.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NEAL & HARWELL, PLC - 150 4TH AVENUE NORTH, SUITE 2000, NASHVILLE, TN 37219	LEGAL FEES	141,238.
PAULUS & DOLAN PLLC 4400 HARDING ROAD, S-101, NASHVILLE, TN 37205	LEGAL FEES	127,983.

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE STATEMENT 20	96,469.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 SEE STATEMENT 21 - ACTUAL GRANT/CONTRIBUTIONS SHOWN ON PART XV, SECTION, 3a	
2	
3 All other program-related investments See instructions.	
Total. Add lines 1 through 3	

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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	1,056,292.
b	Average of monthly cash balances	1b	1,565,988.
c	Fair market value of all other assets	1c	39,919,484.
d	Total (add lines 1a, b, and c)	1d	42,541,764.
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	42,541,764.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	638,126.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,903,638.
6	Minimum investment return. Enter 5% of line 5	6	2,095,182.

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	2,095,182.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15,039.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,039.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,080,143.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,080,143.
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	2,080,143.

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	1,981,785.
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	1,981,785.
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	1,981,785.

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				2,080,143.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	3,931,569.			
b From 2008	2,417,794.			
c From 2009	678,507.			
d From 2010	335,215.			
e From 2011	569,272.			
f Total of lines 3a through e	7,932,357.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,981,785.
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).)	98,358.			98,358.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,833,999.			
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.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	3,833,211.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,000,788.			
10 Analysis of line 9:				
a Excess from 2008	2,417,794.			
b Excess from 2009	678,507.			
c Excess from 2010	335,215.			
d Excess from 2011	569,272.			
e Excess from 2012				

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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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(i)(3) or		4942(i)(5)
--	---------------	--	------------

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail 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				
MADDOX HOCKEY, INC. 4640 VENTURE DRIVE SOUTHAVEN, MS 38671		PROGRAM RELATED INVESTMENT	PROGRAM TO SUPPORT LOCAL NONPROFITS & CREATE YOUTH PROGRAMS	1,055,000.
KAIROS PRISON MINISTRY 6903 UNIVERSITY BLVD WINTER PARK, FL 32792		509(A)	SUPPORT MINISTRY WORK & REHABILITATION OF INMATES	16,000.
DUCKS UNLIMITED C/O BILLIE RAY FANN; P. O. BOX 9178 GREENWOOD, MS 38930		509(A)	SUPPORT CONSERVATION	1,000.
BOY SCOUTS OF AMERICA; CUB SCOUT PACK 455 1764 CHAMBERS CHAPEL RD EADS, TN 38028		509(A)	PROGRAM FOR YOUTHS: BUILDS CHARACTER, TRAINS IN CITIZENSHIP, DEVELOPS PERSONAL FITNESS, ENCOURAGES	1,000.
NASHVILLE SCHOOL OF LAW 4013 ARMORY OAKS DRIVE NASHVILLE, TN 37204		509(A)	SUPPORT HIGHER EDUCATION	1,250.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,076,750.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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	SANKATY CREDIT OPPORTUNITIES	P		
b	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
c	PASS-THROUGH FROM MIDSOUTH INVESTOR FUND LP	P		
d	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
e	PASS-THROUGH FROM MIDSOUTH INVESTOR FUND LP	P		
f	PASS-THROUGH FROM BEALE 310 LLC	P		
g	PASS-THROUGH FROM LITTLE BUCK LP	P		
h	PASS-THROUGH FROM LITTLE BUCK LP	P		
i	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
j	PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
k	PASS-THROUGH FROM LITTLE BUCK LP	P		
l	PASS-THROUGH FROM LITTLE BUCK LP	P		
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 180,273.			180,273.
b 267,291.			267,291.
c		2,594.	-2,594.
d 288,953.			288,953.
e		2,109.	-2,109.
f 69,829.			69,829.
g 80,195.			80,195.
h 86,695.			86,695.
i 53.			53.
j 174.			174.
k 16.			16.
l 52.			52.
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			180,273.
b			267,291.
c			-2,594.
d			288,953.
e			-2,109.
f			69,829.
g			80,195.
h			86,695.
i			53.
j			174.
k			16.
l			52.
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	968,828.
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

64-0917900

	2019	2018
3 Grants and Contributions Paid During the Year (Continuation)		

223631
05-01-12

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BOY SCOUTS OF AMERICA; CUB SCOUT PACK 455

PROGRAM FOR YOUTHS: BUILDS CHARACTER, TRAINS IN CITIZENSHIP, DEVELOPS
PERSONAL FITNESS, ENCOURAGES PHILANTHROPY

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

SOURCE	AMOUNT
BANKPLUS	3,632.
BEALE 310	15,514.
LAMM GROUP	14,716.
SYCAMORE BANK	1,974.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	35,836.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
220 KNOLLS LIMITED PARTNERSHIP INTEREST INCOME	398.	0.	398.
CLEG-MAD LIMITED LP INTEREST INCOME	238.	0.	238.
DMAR INVESTMENTS LP DIVIDEND INCOME	112,855.	0.	112,855.
DMAR INVESTMENTS LP DIVIDEND INCOME	11.	0.	11.
DMAR INVESTMENTS LP INTEREST INCOME	15,332.	0.	15,332.
DMAR INVESTMENTS LP INTEREST INCOME	1,412.	0.	1,412.
LITTLE BUCK LIMITED PARTNERSHIP DIVIDEND INCOME	33,860.	0.	33,860.
LITTLE BUCK LIMITED PARTNERSHIP DIVIDEND INCOME	3.	0.	3.
LITTLE BUCK LIMITED PARTNERSHIP INTEREST INCOME	4,502.	0.	4,502.
LITTLE BUCK LIMITED PARTNERSHIP INTEREST INCOME	415.	0.	415.
MIDSOUTH INVESTOR FUND LP DIVIDEND INCOME	24,896.	0.	24,896.
MIDSOUTH INVESTOR FUND LP INTEREST INCOME	28.	0.	28.
WYNCRESTMS, LLC INTEREST INCOME	1.	0.	1.
TOTAL TO FM 990-PF, PART I, LN 4	193,951.	0.	193,951.

FORM 990-PF	RENTAL INCOME	STATEMENT	3
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
220 KNOLLS LIMITED PARTNERSHIP	4	447,801.
9040 ASSOCIATES - NEW PTRS	6	-44,923.
CLEG-MAD LIMITED LP	7	296,845.
BRITISH HIGHLAND WIND LP	10	-80,730.
LONGWOOD TN LP	11	154,629.
CLARKSVILLE NINE, LP RENTAL INCOME	12	54,429.
BEALE 310, LP	13	-27,986.
WYNCRESTMS, LLC	14	1,097.
TOTAL TO FORM 990-PF, PART I, LINE 5A		801,162.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
J.D. LIMITED PARTNERSHIP	4,969.	0.	
LITTLE BUCK LIMITED PARTNERSHIP	-48,475.	-48,475.	
MIDSOUTH INVESTOR FUND LP	-1,305.	-1,305.	
SOUTH HARPETH FARMS LLC	-116,005.	-116,005.	
DMAR LIMITED PARTNERSHIP LP	-163,734.	-163,734.	
MISCELLANEOUS INCOME	4,778.	4,778.	
220 KNOLLS LP BOOK/TAX DIFFERENCES	7,798.	0.	
CLEG-MAD LP BOOK/TAX DIFFERENCES	1,372.	0.	
ANNUITY INCOME	7,485.	7,485.	
DMAR LIMITED PARTNERSHIP LP	5.	5.	
RNRJR MINERALS, LLC	-38.	0.	
LITTLE BUCK LIMITED PARTNERSHIP	3.	3.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-303,147.	-317,248.	

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GENERAL LEGAL SERVICES	35,444.	0.		35,444.	
LITIGATION SUPPORT	141,238.	0.		141,238.	
LEGAL SERVICES & PLANNING	127,983.	95,987.		31,996.	
TO FM 990-PF, PG 1, LN 16A	304,665.	95,987.		208,678.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION & PLANNING	41,671.	10,418.		31,253.	
TO FORM 990-PF, PG 1, LN 16B	41,671.	10,418.		31,253.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	8,894.	2,224.		6,670.	
401K ADMINISTRATION	538.	135.		403.	
TO FORM 990-PF, PG 1, LN 16C	9,432.	2,359.		7,073.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAXES	8,800.	8,800.		0.	
FOREIGN TAXES	2,761.	2,761.		0.	
PROFESSIONAL PRIVILEGE TAX	800.	200.		600.	
TO FORM 990-PF, PG 1, LN 18	12,361.	11,761.		600.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GENERAL OFFICE EXPENSES	19,171.	4,793.		14,378.	
TO FORM 990-PF, PG 1, LN 23	19,171.	4,793.		14,378.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	10
DESCRIPTION					AMOUNT
MIDSOUTH INVESTOR FUND - MARKET VALUE APPRECIATION OF ASSETS					203,747.
DMAR INVESTMENTS L.P. - MARKET VALUE APPRECIATION OF ASSETS					115,250.
TOTAL TO FORM 990-PF, PART III, LINE 3					318,997.

FORM 990-PF	OTHER NOTES AND LOANS RECEIVABLE			STATEMENT	11
DESCRIPTION	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN		
LAMM GROUP	983,836.	0.	983,836.		
BEALE 310, LLC	0.	0.	0.		
TOTAL TO FM 990-PF, PART II, LN 7	983,836.	0.	983,836.		

FORM 990-PF	CORPORATE STOCK	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DESOTO COUNTY BANK STOCK	250,000.	250,000.
MADDOX FOOTBALL INC	1,000.	1,000.
MADDOX HOCKEY INC	1,000.	1,000.
MARGARET ENERGY INC	1,518,664.	804,292.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,770,664.	1,056,292.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
220 KNOLLS LIMITED PARTNERSHIP	COST	726,247.	9,286,059.
9040 ASSOCIATES - NEW PTRS	COST	1,784,438.	1,320,000.
BRITISH HIGHLAND WIND, LP	COST	-2,642,097.	3,843,207.
CLEG-MAD LIMITED LP	COST	1,501,214.	4,950,000.
DMAR INVESTMENTS LP	COST	7,240,860.	7,240,844.
HEXAD OIL CO 1977-B	COST	0.	0.
J.D. LIMITED PARTNERSHIP	COST	1,774.	1,774.
LITTLE BUCK LIMITED PARTNERSHIP	COST	2,331,896.	2,364,040.
MIDSOUTH INVESTOR FUND LP	COST	1,154,734.	1,154,735.
PROSPECT HARBOR CREDIT PARTNERS LP	COST	810,653.	772,258.
SANKATY CREDIT OPPORTUNITIES	COST	0.	242,605.
SHELDON CENTER PROPERTIES LTD	COST	0.	0.
STERLING PETROLEUM 1978-A	COST	0.	0.
STERLING PETROLEUM 1979-A	COST	0.	0.
SOUTH HARPETH FARMS LLC	COST	-364,751.	3,142,331.
LONGWOOD TN LP	COST	2,200,727.	2,200,727.
CLARKSVILLE NINE, LP	COST	839,523.	839,523.
BEALE 310, LLC	COST	-59,999.	0.
RNRJR MINERALS LLC	COST	200.	1.
WYNCRESTMS, LLC	COST	1,501,098.	1,501,098.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,026,517.	38,859,202.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RETIREMENT PLAN ANNUITY	86,934.	78,459.	78,459.
SECURITY DEPOSIT	2,475.	2,475.	2,475.
OTHER ASSETS	150.	150.	150.
OTHER ACCRUED RECEIVABLES	6,753.	6,500.	6,500.
TO FORM 990-PF, PART II, LINE 15	96,312.	87,584.	87,584.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DUE TO 401K INVESTMENT	14,688.	7,416.	
TOTAL TO FORM 990-PF, PART II, LINE 22	14,688.	7,416.	

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 16

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

MADDOX HOCKEY, INC

04-3703647

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

DESCRIPTION OF TRANSFER

CONTRIBUTION FOR PROGRAM-RELATED INVESTMENT

AMOUNT
OF TRANSFER

1,055,000.

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

WYNCRESTMS, LLC

90-0913849

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

DESCRIPTION OF TRANSFER

INITIAL INVESTMENT

AMOUNT
OF TRANSFER

1,500,000.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

2,555,000.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 17

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

J.D. LIMITED PARTNERSHIP

62-6235020

ADDRESSP. O. BOX 150764
NASHVILLE, TN 37215-0764DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

5,200.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

CLEG-MAD LIMITED, L.P.

62-1508487

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

406,210.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

220 KNOLLS LIMITED PARTNERSHIP

62-1525140

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

766,119.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES1,177,529.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 18

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

MADDOX HOCKEY, INC

04-3703647

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

MARGARET ENERGY, INC.

62-1077181

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

J.D. LIMITED PARTNERSHIP

62-6235020

ADDRESS

P. O. BOX 150764
NASHVILLE, TN 37215-0764

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

DMAR INVESTMENTS, L.P.

75-2384625

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

CLEG-MAD LIMITED, L.P.

62-1508487

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632NAME OF CONTROLLED ENTITYEMPLOYER ID NO

220 KNOLLS LIMITED PARTNERSHIP

62-1525140

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632NAME OF CONTROLLED ENTITYEMPLOYER ID NO

LITTLE BUCK LIMITED PARTNERSHIP

56-1751468

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632NAME OF CONTROLLED ENTITYEMPLOYER ID NO

9040 ASSOCIATES - NEW PTRS

62-1729127

ADDRESSP. O. BOX 150764
NASHVILLE, TN 37202-3857NAME OF CONTROLLED ENTITYEMPLOYER ID NO

BEALE 310

27-2408599

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

WYNCRESTMS, LLC

90-0913849

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 19

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBIN G COSTA 180 WEST COMMERCE STREET HERNANDO, MS 38632	PRESIDENT 40.00	(A) 266,227.	25,070.	0.
PAUL T. MORRIS 180 WEST COMMERCE STREET HERNANDO, MS 38632	SECRETARY 40.00	107,713.	10,313.	0.
MICHAEL C. WARD 180 WEST COMMERCE STREET HERNANDO, MS 38632	VICE-PRESIDENT 40.00	89,538.	8,573.	0.
DEBORAH TAYLOR 180 WEST COMMERCE STREET HERNANDO, MS 38632	ACCTING MGR 40.00	51,188.	0.	0.
LANIER HURDLE 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	12,300.	0.	0.
KAREN SANDERS 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	12,000.	0.	0.
CAROL AYERS 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	13,800.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		552,766.	43,956.	0.

(A) DOES NOT INCLUDE AN ADDITIONAL \$150,000 PAID TO THE PRESIDENT BY MARGARET ENERGY, INC., A CONTROLLED ENTITY OF THE FOUNDATION, FOR MANAGEMENT AND INVESTMENT ADVISORY SERVICES PROVIDED AS PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THAT COMPANY.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	20
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ACTIVITY ONE

FOUNDATION STAFF PARTICIPATE IN COMMUNITY OUTREACH AND ENGAGEMENT TO SUPPORT AREA NONPROFITS THROUGH GIVING OF THEIR TIME, TALENT, OR TREASURE. SEE ADDITIONAL INFORMATION ATTACHED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

96,469.

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT	21
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DESCRIPTION

THE RIVERKINGS PROVIDE CHARITABLE BENEFITS TO THE ENTIRE REGION, PROMOTE A WIDE VARIETY OF PHILANTHROPIC INITIATIVES, INCREASE ECONOMIC VIABILITY, AND LESSEN THE BURDEN OF GOVERNMENT. SEE STATEMENT OF ADDITIONAL INFORMATION ATTACHED.

MADDOX FOUNDATION
EIN 64-0917900
2012 FORM 990-PF

PAGE 7, PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

Margaret and Dan Maddox believed in making strategic decisions in order to maximize the return on every charitable investment, whether that investment was of time, talent or treasure.

Through our work at the Maddox Foundation, Dan's and Margaret's legacies thrive, as we follow their leadership in:

- Promoting effective and innovative charitable initiatives and ideas;
- Creating multiple impacts for every charitable dollar spent or saved;
- Providing other resources when grant dollars aren't necessarily the solution;
- Identifying, encouraging and supporting outstanding community and future leaders;
- Developing collaborations where the outcome is much greater than the sum of its parts; and
- Building capacity among grantees, including connecting them to other resources of time, talent and treasure.

A significant portion of our work involves providing technical assistance by the Foundation's staff, including the convening of interactive community events, outreach, and engagement, to a broad range of charitable organizations and causes, not all of which are grantees of the Foundation. The Foundation combines knowledge-sharing with capacity-building. This supports successive collaborations that serve broader audiences across the region and the communities that the Foundation serves.

Broad Nonprofit Support and Technical Assistance to Grantees

During 2012, the Foundation's President, Robin Costa, invested her time and talent to promote other nonprofits and provide direct technical assistance through the following programs and events:

Noah's Gift 5K Run-Walk-Skate - assisted in fundraising, securing sponsors and teams, recruiting volunteers, designing promotions and publicity for this community event that serves as a primary fundraiser for the Noah's Gift Fund at the Community Foundation of Northwest Mississippi. This endowed fund allows deserving teenagers to experience unique, once-in-a-lifetime opportunities and activities, while the fundraising event serves to introduce

new donors to the services offered by the Community Foundation of Northwest Mississippi and to develop teen leaders, and, hopefully, young philanthropists.

Hernando Civic Center – Continued to initiate dialogue with community leaders and City of Hernando officials to broker the City's involvement in operations of the youth hockey program and roller hockey facility to improve program services and reduce program costs.

Jr. StreetKings Roller Hockey - Assisted in league planning, as well as event planning for open skate, learn to skate, and the youth hockey program. Assisted with photographing youth hockey games for promotional and publicity purposes, assisted in maintaining information for the program's website, and helped in recruitment of program participants, including coaches and referees.

Highway Beautification Program - organized community volunteers to pick up trash several times during the year along a 2-mile stretch of highway near the Landers Center.

Healthy Lifestyles Program – supported the Healthy Lifestyles initiative of the Community Foundation of Northwest Mississippi and organized community volunteers in support of several community walks and other activities to promote this initiative.

RiverKings Golf Tournament - assisted in fundraising, securing sponsors and teams, recruiting volunteers, designing promotions and publicity for this fundraising event that supports Hernando Youth Sports and other youth and recreational programs in the community, including the Jr. StreetKings roller hockey program.

Community Outreach and Engagement

The Foundation's program of community outreach and engagement actively supports the development of capacity within nonprofit organizations and public agencies located in the region to more effectively develop resources that address community problems, attract volunteers and other public support for their work, and promote their work within their target communities.

The Foundation's staff and Board members work directly with nonprofit and governmental agencies across Mississippi, within its own professional networks of grantmakers and service providers to nonprofits, and with individuals engaged locally in charitable activities and services to identify and reach out to underserved populations throughout the state of Mississippi, and to encourage those closest to the problems and issues to actively assist the Foundation in targeting its resources and programs to achieve the best and most effective results.

Our goal is to increase the effectiveness of philanthropy in local Mississippi communities and to help local nonprofits more effectively and efficiently achieve their charitable missions.

Toward this end, the Foundation's Director of Programs, Mike Ward, allocated part of his time on the following community outreach and engagement activities:

1. Served as a lead trainer in workshops and seminars offered by the Mississippi Center for Nonprofits and others to other charitable organizations and government agencies throughout Mississippi in the fields of fundraising, proposal writing, board development and governance, and financial and program management.
2. Provided one-on-one and group training to Foundation grantees and other Mississippi nonprofit personnel in the areas of fundraising, proposal writing, board development, and financial management.
3. Provided direct technical assistance to Foundation grantees, Mississippi nonprofit agencies and networks via telephone and electronic inquiries and responses.
4. Served as a resource contact for nonprofit leaders throughout the region (including Mississippi) served by the Foundation.
5. Developed and worked with the Mississippi Association of Grantmakers to increase philanthropy and its effectiveness throughout the state of Mississippi.

In addition, the Foundation continues its support of religious organizations, causes and ministries. In addition to grantmaking, the Foundation's Corporate Secretary, Paul Morris, actively supports the work of Kairos Prison Ministry International, Inc. with prisoners in the Mississippi State Penitentiary at Parchman, MS. Kairos is a highly structured ministry that works to break down the isolation that is fostered by the prison environment. The ministry organizes several extended weekends each year in which community volunteers engage prisoners in activities designed to develop hope and a new vision for their lives. The volunteers model and communicate a positive message of unconditional love, grace and mercy as a means to reach out and change the hearts of prisoners in a very basic, meaningful way. During 2012, Mr. Morris was elected to the advisory council of KAIROS where he continues to help other volunteers minister to prisoners. In addition, he was chosen to lead an extended weekend of 68 volunteers that ministered to 48 prisoners.

The Foundation, through its programs, officers and staff, attempts to touch the lives and hearts of the communities it serves. The Foundation realizes that its success, just like its founders, Margaret and Dan Maddox, begins at home and with each individual you touch. That human interaction between individuals is at the heart of the Foundation's efforts. It begins with our youth and expands to all of the individuals residing in the communities that the Foundation serves. The Foundation's success is tied not only to its efforts, but to the efforts of all the charitable organizations, their staff and volunteers serving the communities of Northwest Mississippi.

MADDOX FOUNDATION

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1. Charitable Purposes of PRI Program

Maddox Hockey, Inc. owns and operates the Mississippi RiverKings minor league professional hockey team as a community asset. The RiverKings provide charitable benefits to the entire region, promote a wide variety of philanthropic initiatives throughout the region, and provide up to 70 full-time jobs and numerous part-time jobs for area residents.

The Foundation's staff works directly with the team's management, coaches and players, season ticket holders, sponsors and fans to directly support and increase the ability of area nonprofits to raise funds for their programs and operations, to generate public awareness of nonprofit programs and community initiatives, and to increase volunteerism in support of such programs and initiatives.

This work enhances the Foundation's broader mission of increasing the capacity of nonprofit organizations to better and more effectively serve their local communities. The RiverKings' ticket fundraising programs serve as alternative community resource development and investment initiatives that increase the viability and expand the funding base of nonprofit and charitable organizations in the region. Each RiverKings game also offers numerous ways for area nonprofits to raise funds, reach out to volunteers and generate publicity for their work in the community.

The involvement of the RiverKings in the community also gives the Foundation unique opportunities to create and expand programs in its traditional areas of interest, such as education and services to youth. The RiverKings are actively involved in educational activities at local schools and play a central role as coaches and mentors for youth hockey leagues and other recreational programs serving area youths.

The Foundation also works with the team to design and implement community support programs that maximize interaction between the team and local charities in ways that help those charities achieve their charitable missions within the community. The RiverKings work annually with several community organizations addressing the issues and needs facing autistic children. Team members regularly give to local blood drives and visit sick children in area hospitals.

1. Specific PRI Program Activities and Results During 2012

Fundraising and Community Support. All charities are faced with the issues of raising

funds to support their work, recruiting volunteers to assist in their efforts, and generating publicity about their work that will attract both funds and volunteers. The MVP (Money-Volunteers-Publicity) Program was designed by the RiverKings to assist nonprofits and charitable causes with all of these issues.

For most RiverKings home games, one area nonprofit is selected as that night's "MVP" organization, with the work of that agency being spotlighted in ways that raise funds and awareness for their programs. In addition to participating in the RiverKings Ticket Fundraising Program, each MVP organization is recognized through pre-game and post-game press releases prepared by RiverKings staff and distributed to the RiverKings publicity network. They are also recognized in announcements during the game and featured during the radio broadcast of the game. Nonprofits are granted the opportunity to place an informational booth in the arena concourse and the ability to conduct a silent auction or raffle during the game that may include donated RiverKings merchandise. MVP nonprofits also have a representative make the ceremonial puck drop before the game.

Examples of organizations participating as MVP agencies in 2012 include:

Boy Scouts of America
Pink Heals Memphis
Save1Pet
Tickets for Troops
Assists for Austim/BOLD Initiative
Safehaven of North Mississippi
Toys for Tots
Samaritans
Entergy Power to Care
Special Olympics Area 16
Krewe of Hathor
National Wild Turkey Federation
American Foundation for Suicide Prevention
United Methodist Church
Paralyzed Veterans of America
Exchange Club Family Center of North Mississippi
Noah's Gift 5K
Community Foundation of Northwest Mississippi
Baddour Center
Ducks Unlimited

The RiverKings also operates a Ticket Fundraising Program that allows non-profits to raise substantial funds to support their work, with no risk and with relatively little investment of time or resources. Non-profits can receive tickets, sell them for face value, and retain a significant percentage of the ticket price for their organization. The Foundation matches, dollar for dollar, those funds earned by non-profit organizations selling 200 tickets or more. In 2012, ticket

fundraising grants totaled over \$20,000, given to multiple area non-profits.

2012 Ticket Fundraiser Participants: Community Foundation of Northwest Mississippi, DeSoto County Foundation for Excellence in Education, Stars in Motion on behalf of American Cancer Society, Rolling Thunder for Fisher House, Pray for Ava - LeBonheur Children's Hospital, Graceview Presbyterian Church on behalf of Pink Heals, BOLD Initiative, Save1Pet, Donna's Run for a Remedy, Grace Bible Church, United Way, American Foundation for Suicide Prevention, Memphis Youth Hockey League

The Ticket Fundraising Program also allows nonprofits to build their capacity in two other essential areas, volunteer development and public awareness. The best way for a nonprofit organization to generate a large number of ticket sales in the program is to mobilize its constituents in volunteer efforts to promote the fundraising event. By reaching out into the larger community, the nonprofit organization can increase awareness about its programs and work. Nonprofits participating in the Ticket Fundraising Program can also take advantage of other aspects of the RiverKings community investment program, for instance, by scheduling player appearances to help promote ticket sales and focusing community awareness on the work of the nonprofit.

In addition to the MVP Program and Ticket Fundraising Program the RiverKings regularly donate official team merchandise, some of which is autographed, tickets, vouchers, and other items to local nonprofits for use in their fundraising efforts, such as silent auctions and raffles. In 2012, donations of over \$8,000 of merchandise and tickets were given to 62 area nonprofit organizations.

Since 2002, hundreds of nonprofit organizations have raised hundreds of thousands of dollars in funds, increased their volunteer base, and improved community awareness of their work through the Ticket Fundraising Program and other aspects of the RiverKings Community Investment Program. It also serves as a point of entry for many nonprofits to become involved in other aspects of Maddox Hockey's Community Investment Program, such as Face Off Field Trip and Player Appearances.

Face Off Field Trips. Over the past decade, the RiverKings have developed a number of special projects and program activities that promote charitable giving and community causes. Since 2003, the annual Face Off Field Trip is a regular RiverKings home game which is scheduled to start in the morning as an educational field trip for area elementary school students. Each Face Off Field Trip game draws 6,000 to 8,000 students from the entire region, including parts of Tennessee and Arkansas. Educational activities are interwoven into the game's breaks in action and public address announcements, and a workbook distributed to the students gives teachers the opportunity to reinforce lessons when they return to the classroom. This program has grown to two (2) Face Off Field Trips each year. The RiverKings subsidize this event by underwriting tickets and other costs of up to \$60,000 per game so that all school children can attend.

2012 Theme Nights. The RiverKings also schedule several Theme Nights throughout the year, which are designed to focus on charitable organizations or causes. One such night is "Pink at the Rink", which promotes breast cancer awareness and involves a number of cancer prevention agencies. Other theme nights that featured nonprofits in 2012 were Military Night, Noah's Gift (fund to support teenagers), Warm-Up Jerseys to benefit Mid-South Greyhound Adoption Option, Assists for Autism and National Wild Turkey Night (conservation).

Youth Sports Programs: Maddox Foundation, through funding of Hernando Youth Sports, has supported the development of an in-line roller hockey arena at the Hernando Civic Center property at an original cost of over \$250,000, as well as supplemental grants for maintenance and further improvements to the facility. RiverKings' players and staff serve as coaches for a youth roller hockey league (Jr. StreetKings), which instructs young people in sportsmanship as well as the physical skills of the sport itself, and introduces children and their families to the world of hockey. The players and staff also serve as coaches for youth ice hockey leagues and/or clinics (Jr. RiverKings) that are operated at the Landers Center (formerly DeSoto Civic Center), and at the MidSouth Ice House. The RiverKings also partner with the Memphis Youth Hockey League to field a youth ice hockey team in the local league. RiverKings staff also serve as coaches for the University of Memphis Hockey Club and Germantown High School Hockey Club.

Assists for Autism is a team campaign of the RiverKings that helps raise funds for autism education and family support initiatives in DeSoto County and the greater Memphis area. Fans can make pledges for assists made in games by the team, with funds supporting charities that help autistic children through early intervention, in-class training, teacher training and family support groups. Players make appearances at local schools to showcase this project, and participate in an annual 5K run that helps raise funds for this cause. RiverKings players also have developed an "Arts for Autism" project, in which art works composed by RiverKings players are sold at silent auction during a game to provide further benefits for autism programs.

In-Game Activities. The RiverKings focus community attention on and support the work of nonprofit organizations through a variety of on-ice and game-related events. The team has awarded wishes to terminally-ill children through the Make-a-Wish Foundation on at least three occasions. The team periodically conducts post-game open skates, many of which are attended by players, where all the revenue raised goes to local nonprofit organizations. Representatives from local nonprofit organizations, church choirs, and school choirs have sung the National Anthem prior to RiverKings games for additional exposure for those groups. The team regularly conducts locker room tours for children from area hospitals. The team also organizes special recognition for veterans' groups on Veterans Day.

A regular in-game activity is the Puck Toss, where fans purchase foam pucks which, during second intermission, are then tossed onto the ice in an attempt to land the puck in a target bucket to win cash prizes. This fundraising activity produces additional funds for designated charities (one fourth to the organization operating the puck toss table, and the remainder to the RiverKings' youth hockey program).

RiverKings and Kids. The RiverKings Kids' Club for young RiverKings fans features exclusive meet and greet opportunities for youths with RiverKings players and mascots, participation on the ice in picking up pucks after the nightly Puck Toss in-game activity, locker room tours, and a variety of special events for club members. RiverKings staff and players attended school assemblies; hosted and attended hockey clinics; provided demonstrations of hockey skills and play; distributed hockey equipment to school physical education classes ("Sticks for Kids" program); and read to young people in classrooms and libraries. RiverKings staff and players are positive role models to young people; they take every opportunity to speak to schools, and youth groups.

Player and Mascot Appearances: RiverKings personnel and players, including the team mascots, make personal appearances at charitable functions and fundraising events such as golf tournaments, community parades and events, sporting events and booster club events. They also conduct visits to schools, nursing homes, hospitals, libraries and other nonprofit organizations.

RiverKings' players regularly make trips to hospitals to visit sick children; some players have developed long-term relationships with such children and their families. There were over 90 player appearances and over 55 mascot appearances during 2012, made to over 130 different nonprofit organizations and community venues, as well as corporate sponsored events.

3. Impact of Program-Related Investments

Maddox Hockey, Inc. acquired the RiverKings franchise in 2002, and has since operated the team through program-related investments from the Maddox Foundation.

One charitable objective of the Foundation's program-related investments in the RiverKings is to support general community and economic development objectives in DeSoto County and surrounding areas. Economic impact studies have shown that the RiverKings franchise generates as much as \$6 million annually in business volume and personal income in DeSoto County, and directly or indirectly provides up to 70 full-time, part-time and seasonal jobs for area residents. The presence of a professional sports team in the county is also an asset used by local officials involved in attracting business and industry, residents and tourists to this region.

The Foundation also employs the use of program-related investments in the operations of the Mississippi RiverKings hockey team to leverage multiple community resources in support of its mission of increasing the capacity of nonprofits to serve their constituencies across the region. The investments in the RiverKings support the charitable purposes of the Foundation to the maximum extent possible, and also serve to increase philanthropic resources in a state where such resources are a critical need.

Another charitable objective of this program-related investment is to lessen the burden of

government (DeSoto County, MS), by ensuring the retention of the team as an anchor tenant for the DeSoto Civic Center, now the Landers Center. The attraction and retention of a professional hockey team has always been critical to the economic viability of the Center.

The presence of the RiverKings hockey team provides substantial and critical financial support to the Landers Center, allowing the facility to retire its public debt and lessen its dependence on public funds for its operations. The Foundation and the RiverKings work with Landers Center officials to improve public awareness of the facility and increase the use of the facility for public and private events.