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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 MISSISSIPPI POWER FOUNDATION INC		A Employer identification number 72-1370746	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 4079		Room/suite	B Telephone number (see instructions) (228) 864-1211
City or town, state, and ZIP code GULFPORT, MS 39502		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 17,650,504		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	382,551	382,551		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	579,749			
	b Gross sales price for all assets on line 6a <u>17,158,700</u>				
	7 Capital gain net income (from Part IV, line 2)		579,749		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	962,300	962,300	0	
	13 Compensation of officers, directors, trustees, etc	109,768	43,907	0	65,861
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 29,721	14,860	0	14,860
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 15,489	15,489	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	12,061	12,061	0	0
	22 Printing and publications				
	23 Other expenses (attach schedule)	 242,284	147,969	0	94,315
	24 Total operating and administrative expenses. Add lines 13 through 23	409,323	234,286	0	175,036
	25 Contributions, gifts, grants paid	2,144,065			2,144,065
	26 Total expenses and disbursements. Add lines 24 and 25	2,553,388	234,286	0	2,319,101
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,591,088			
	b Net investment income (if negative, enter -0-)		728,014		
	c Adjusted net income (if negative, enter -0-)			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	76,226	29,270	29,270
	2	Savings and temporary cash investments	3,806,722	306,348	306,348
	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)	1,517,835	 1,214,740	1,214,740
	b	Investments—corporate stock (attach schedule)	5,683,517	 11,338,814	11,338,814
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,421,562	 4,733,868	4,733,868
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	 48,412	 27,464	 27,464
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,554,274	17,650,504	17,650,504
	17	Accounts payable and accrued expenses	45,894	33,489	
	18	Grants payable	1,230,596	1,916,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	1,276,490	1,949,489	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	16,277,784	15,701,015	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	16,277,784	15,701,015	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,554,274	17,650,504	

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	16,277,784
2	Enter amount from Part I, line 27a	2	-1,591,088
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	1,014,319
4	Add lines 1, 2, and 3	4	15,701,015
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	15,701,015

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	BANCORPSOUTH ACCT 0035	P	2011-01-01	2012-12-31
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 17,158,700		16,578,951	579,749
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			579,749
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	579,749
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	943,430	8,698,415	0 108460
2010	866,344	8,399,170	0 103146
2009	746,130	8,851,965	0 084290
2008	1,287,146	11,784,407	0 109225
2007	1,356,052	12,555,642	0 108003

2	Total of line 1, column (d).	2	0 513124
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 102625
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	17,563,660
5	Multiply line 4 by line 3.	5	1,802,471
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,280
7	Add lines 5 and 6.	7	1,809,751
8	Enter qualifying distributions from Part XII, line 4. 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	8	2,319,101

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,280	
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	7,280	
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	7,280	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,600		
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	9,600	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,320	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	2,320	Refunded	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see 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 MS REBECCA MONTGOMERY Telephone no (228) 865-5925 Located at PO BOX 4079 GULFPORT MS ZIP +4 39502			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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? 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?			
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		
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

No

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	
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	17,688,281
b	Average of monthly cash balances.	1b	142,846
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	17,831,127
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	17,831,127
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	267,467
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,563,660
6	Minimum investment return. Enter 5% of line 5.	6	878,183

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	878,183
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	7,280
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,280
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	870,903
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	870,903
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	870,903

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	2,319,101
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	2,319,101
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	7,280
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,311,821
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				870,903
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	731,958			
b From 2008.	704,444			
c From 2009.	305,303			
d From 2010.	447,788			
e From 2011.	518,070			
f Total of lines 3a through e.	2,707,563			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,319,101				
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.				870,903
e Remaining amount distributed out of corpus	1,448,198			
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	4,155,761			
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				0
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). . .	731,958			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,423,803			
10 Analysis of line 9				
a Excess from 2008. . . .	704,444			
b Excess from 2009. . . .	305,303			
c Excess from 2010. . . .	447,788			
d Excess from 2011. . . .	518,070			
e Excess from 2012. . . .	1,448,198			

Part XIVPrivate 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 XVSupplementary 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))

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

2Information 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

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

b

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

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

c

Any submission deadlines

NO SUBMISSION DEADLINES

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,144,065
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	382,551	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	579,749	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		962,300	0
13	Total. Add line 12, columns (b), (d), and (e).			13		962,300

[illegible]

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.		
	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;">*****</div> Signature of officer or trustee	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;">2013-05-10</div> Date	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;">*****</div> Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P01082167
	AMIE T WHITTINGTON CPA	AMIE T WHITTINGTON CPA	2013-05-10		
	Firm's name <input type="checkbox"/>	HORNE LLP		Firm's EIN <input type="checkbox"/> 20-1941244	
		PO BOX 22964			
Firm's address <input type="checkbox"/>	JACKSON, MS 392252964		Phone no (601) 948-0940		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN ATHERTON	PRESIDENT 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
REBECCA MONTGOMERY	EXECUTIVE DIRECTOR 32 00	109,768	0	15,195
PO BOX 4079 GULFPORT, MS 395024079				
MOSES FEAGIN	TREASURER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
VICKI PIERCE	ASST TREASURER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
CINDY WEBB	SECRETARY 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
TOMMY ANDERSON	BOARD MEMBER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
ED DAY	BOARD MEMBER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
JEFF FRANKLIN	BOARD MEMBER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
ALLEN REAVES	BOARD MEMBER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
CINDY SHAW	BOARD MEMBER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
CHRISTY IHRIG	BOARD MEMBER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				
BILLY THORNTON	BOARD MEMBER 0 00	0	0	0
PO BOX 4079 GULFPORT, MS 395024079				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALLIANCE FOR DOWNTOWN MERIDIAN 2120 5TH STREET MERIDIAN,MS 39301			DONATION-MERIDIAN MISCELLANEOUS	600
ALLIANCE FOR DOWNTOWN MERIDIAN 2120 5TH STREET MERIDIAN,MS 39301			DONATION-DOWNTOWN MERIDIAN PROGRAMS	1,500
ALZHEIMER'S AXHOICATION-MS CHAPTER 4900 POPLAR SPRINGS DRIVE SUITE 3 MERIDIAN,MS 39305			DONATION-CC MERIDIAN	350
AMERICAN ASSOCIATION OF BLACKS IN ENERGY PO BOX 851675 MOBILE,AL 36685			DONATION	6,406
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-JASPER COUNTY RELAY FOR LIFE CC MERIDIAN	100
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-SMITH COUNTY PINE BELT MISC	250
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-NEWTON COUNTY RELAY FOR LIFE	250
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			FOREST-RELAY FOR LIFE	250
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-CLARKE COUNTY RELAY FOR LIFE	250
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-RELAY FOR LIFE JONES COUNTY	500
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			HARRISON COUNTY-CC COAST	500
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-KEMPER COUNTY RELAY FOR LIFE	1,000
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			CC MERIDIAN	2,500
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			LAUDERDALE COUNTY	5,000
AMERICAN CANCER SOCIETY 417 SECURITY SQUARE GULFPORT,MS 39507			DONATION-RELAY FOR LIFE LAUDERDALE COUNTY	5,000

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>				
AMERICAN HEART ASSOCIATION PO BOX 8272 GULFPORT,MS 39506			JONES CO HEART WALK	750
AMERICAN HEART ASSOCIATION PO BOX 8272 GULFPORT,MS 39506			GULF COAST HEART WALK-CC	1,000
AMERICAN HEART ASSOCIATION PO BOX 8272 GULFPORT,MS 39506			GULF COAST HEART WALK	10,000
AMERICAN HEART ASSOCIATION PO BOX 8272 GULFPORT,MS 39506			GULF COAST HEART WALK-EXEC MISC	35,000
ANNISTON AVENUE ELEMENTARY SCHOOL TEACHER 2314 JONES ST GULFPORT,MS 39507			DONATION-BARTON	3,000
ANNISTON AVENUE ELEMENTARY SCHOOL 2314 JONES ST GULFPORT,MS 39507			DONATION-BARTON	3,000
AREA DEVELOPMENT PARTNERSHIP FOUNDATION ONE CONVENTION CENTER PLAZA HATTIESBURG,MS 39401			DONATION	10,000
AUBURN UNIVERSITY 317 S COLLEGE STREET AUBURN,AL 36849			DONATION EDUCATION MATCH	200
AUDUBON MISSISSIPPI 4316 FOREST PARK DR JACKSON,MS 39211			DONATION	20,000
BACK BAY MISSION 1012 DIVISION STREET BILOXI,MS 39530			DONATION-CC COAST	500
BACKPACK BUDDIES OF EAST CENTRAL 15120 HWY 613 MOSS POINT,MS 39562			CC-JACKON/GEORGE	1,000
BACOTMCCARTY FOUNDATION PO BOX 1442 PASCAGOULA,MS 395681442			DONATION	1,500
BILOXI BAY CHAMBER 1050 BEACH BLVD BILOXI,MS 39530			DONATION-AFRICAN AMERICAN ART & HERITAGE	500
BOY SCOUTS OF AMERICA 1318 HARDY STREET HATTIESBURG,MS 39401			DONATION-CHOCTAW COUNCIL MERIDIAN	1,500
BOYS AND GIRLS CLUB OF EAST MISSISSIPPI PO BOX 4202 MERIDIAN,MS 39304			DONATION	1,300

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>				
BOYS AND GIRLS CLUBS OF THE GULF COAST 11975-B SEAWAY ROAD GULFPORT,MS 39503			DONATION	5,000
CARE LODGE DOMESTIC VIOLENCE SHELTER INC PO BOX 5331 MERIDIAN,MS 39302			DONATION-CC MERIDIAN	200
CASA OF HARRISON COUNTY 47 MAPLES DR GULFPORT,MS 39507			DONATION EXTERNAL AFFAIRS-MISC	1,500
CENTER FOR THE PREVENTION OF CHILD ABUSE 3201 D AVENUE GULFPORT,MS 39507			CC-G O DONATION	268
COAST EPISCOPAL 5065 ESPY AVE LONG BEACH,MS 39560			DONATION-CHILDREN IN THE ARTS	2,500
COASTAL CONSERVATION ASSNMISSISSIPPI 109 SOUTH 27TH AVENUE STE 219 HATTIESBURG,MS 39401			DONATION	1,500
CRUISIN' THE COAST PO BOX 424 BILOXI,MS 39533			DONATION EXTERNAL AFFAIRS-MISC	2,500
DIABETES FOUNDATION OF MISSISSIPPI POBOX 17141 HATTIESBURG,MS 39404			DONATION-CC MERIDIAN	350
EAST MISSISSIPPI COMMUNITY COLLEGE DEV FOUND 1512 KEMPER ST SCOوبا,MS 39358			DONATION-TUITION GUARANTEE	20,000
EAST MISSISSIPPI FOOTHILLS LAND TRUST PO BOX 1608 MERIDIAN,MS 39302			DONATION	5,000
EDUCATIONAL SUPPORT ORGANIZATION PO BOX 7785 GULFPORT,MS 39506			SOUTH MS PREK3WARD INITIATIVE	10,000
EXCEL BY 5 140 ST JOHN AVE BILOXI,MS 39530			DONATION	60,000
EXPLOSION OF EXCELLENCE 720 KREBS AVENUE PASCAGOULA,MS 39587			DONATION-CC JACKSON COUNTY	1,000
EXPLOSION OF EXCELLENCE 720 KREBS AVENUE PASCAGOULA,MS 39587			DONATION-CC JACKSON/GEORGE COUNTY	1,000
FEED BY FAITH 4000 5TH ST MERIDIAN,MS 39307			DONATION CC MERIDIAN	200

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>				
FEED MY SHEEP PO BOX 6883 GULFPORT, MS 39506			DONATION CC-G O	500
FEED MY SHEEP PO BOX 6883 GULFPORT, MS 39506			DONATION-COAST	500
FIRST TEE OF MERIDIAN PO BOX 8028 MERIDIAN, MS 39303			DONATION	1,000
FOREST HIGH SCHOOL TEACHER-BARTON 511 CLEVELAND ST FOREST, MS 39074			DONATION	3,000
FOREST HIGH SCHOOL-BARTON 511 CLEVELAND ST FOREST, MS 39074			DONATION	3,000
FOUNDATION FOR EDUCATION & ECONOMIC DEVELOPMENT 1012 N WEST ST JACKSON, MS 39202			DONATION	2,000
FOUNDATION FOR MISSISSIPPI HISTORY 200 NORTH ST JACKSON, MS 39201			DONATION-MS HISTORY & CIVIL RIGHTS MUSEUM	50,000
GOVERNOR'S MANSION FOUNDATION 300 EAST CAPITOL ST JACKSON, MS 39201			DONATION	25,000
GREATER ECONOMIC DEVELOPMENT FOUNDATION 1636 POPPS FERRY RD BILOXI, MS 39532			DONATION	900
GREENE COUNTY HIGH SCHOOL 4336 HIGH SCHOOL ROAD LEAKESVILLE, MS 39451			DONATION-BARTON	3,000
GREENE COUNTY HIGH SCHOOL 4336 HIGH SCHOOL ROAD LEAKESVILLE, MS 39451			DONATION-BARTON	3,000
GULF COAST COMMUNITY FOUNDATION PO BOX 6883 GULFPORT, MS 39502			DONATION-PINK RIBBON CLASSIC CC-G O	300
GULF COAST SYMPHONY ORCHESTRA 11975 SEAWAY RD GULFPORT, MS 39503			DONATION	2,500
GULF COAST WOMENS CENTER FOR NONVIOLENCE P O BOX 333 BILOXI, MS 39533			DONATION-CC-G O	267
GULF COAST WOMENS CENTER FOR NONVIOLENCE P O BOX 333 BILOXI, MS 39533			DONATION-CC JACKSON/GEORGE	300

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>				
GULF OF MEXICO FOUNDATION PMB 51 5403 EVERHARD ROAD CORPUS CHRISTI,TX 78411			DONATION-ENVIRONMENT MISC	500
GULF REGIONAL PLANNING COMMISSION 1232 PASS RD GULFPORT,MS 30501			DONATION	1,000
GULFPORT HIGH SCHOOL 100 PERRY ST GULFPORT,MS 39507			DONATION-ROBOTICS	2,000
HABITAT FOR HUMANITY BAY-WAVELAND AREA INC 414 HIGHWAY 90 BAY ST LOUIS,MS 39520			DONATION-COAST MISC	500
HANCOCK COUNTY FOOD PANTRY INC PO BOX 4313 BAY ST LOUIS,MS 39521			DONATION-CC COAST	500
HANCOCK MEDICAL FOUNDATION 149 DRINKWATER BLVD BAY ST LOUIS,MS 39520			DONATION-COAST MISC	250
HOME OF GRACE P O BOX 5009 VANCLEAVE,MS 39565			DONATION-CC JACKSON/GEORGE	700
HOPE HAVEN P O BOX 3777 BAY ST LOUIS,MS 39521			DONATION-CC G O	500
HOPE VILLAGE FOR CHILDREN 2202 24TH ST MERIDIAN,MS 39301			DONATION	1,000
JACKSON COUNTY ECONOMIC DEVELOPMENT FDN 3033 PASCAGOULA ST PASCAGOULA,MS 39568			DONATION (FINAL PAYMENT 20018-2012)	250,000
JACKSON STATE UNIVERSITY 1400 J R LYNCH ST JACKSON,MS 39217			DONATION	1,000
JONES COUNTY JUNIOR COLLEGE FOUNDATION 900 S COURT ST ELLISVILLE,MS 39437			DONATION-BOBCAT MATH	50,000
JR AUXILIARY OF MERIDIAN PO BOX 3194 MERIDIAN,MS 39301			DONATION	500
JR AUXILIARY OF LAUREL MS INC P O BOX 875 LAUREL,MS 394410875			DONATION	350
KAPPA ALPHA PSI FRATERNITY 2322-24 NORTH BROAD STREET PHILADEPHIA,PA 191324590			DONATION-MERIDIAN MISC	250

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>				
KEMPER COUNTY ECONOMIC DEV AUTHORITY 14062 HWY 16 DE KALB,MS 39328			DONATION-PACES PROGRAM	12,000
KEMPER SPRINGS COMMUNITY CENTER 2397 KEMPER SPRINGS RD DE KALB,MS 39328			DONATION-MERIICAN MISC	2,000
LAND TRUST FOR THE MS COASTAL PLAIN PO BOX 245 BILOXI,MS 39533			DONATION-ENVIRONMENT MISC	500
LAND TRUST FOR THE MS COASTAL PLAIN PO BOX 245 BILOXI,MS 39533			DONATION	7,000
LAUDERDALE OUTREACH & VOLUNTEER EFFORT PO BOX 562 MERIDIAN,MS 39302			DONATION-CC MERIDIAN	200
LAUREN ROGERS MUSEUM OF ART 565 N 5TH AVENUE LAUREL,MS 39440			DONATION-PINE BELT MISC	500
LAUREN ROGERS MUSEUM OF ART 565 N 5TH AVENUE LAUREL,MS 39440			DONATION	4,500
LONG BEACH FOOD PANTRY 118 W FIFTH ST LONG BEACH,MS 39560			DONATION-CC G O	500
LONG BEACH FOOD PANTRY 118 W FIFTH ST LONG BEACH,MS 39560			DONATION-CC COAST	500
LONG BEACH SCHOOL DISTRICT 19148 COMMISSION ROAD LONG BEACH,MS 39560			DONATION-10% FINAL PAYMENT OF GRANT	195
LORD IS MY HELP 1205 DESOTO ST OCEAN SPRINGS,MS 39564			DONATION-CC JACKSON/GEORGE	1,000
LYNNE MEADOWS DISCOVERY CENTER 246 DOLAN AVE GULFPORT,MS 39507			DONATION - 10% FINAL PAYMENT OF GRANT	200
MAKE-A-WISH FOUNDATION 576 HIGHLAND COLONY PARKWAY 120 RIDGELAND,MS 39157			DONATION	500
MARION COUNTY DEVELOPMENT PARTNERSHIOP 412 COURTHOUSE SQUARE COLUMBIA,MS 39429			DONATION-PEARL RIVER BASIN	10,000
MERIDIAN COMMUNITY COLLEGE FOUNDATION 910 MISSISSIPPI 19 MERIDIAN,MS 39307			DONATION-TUITION GUARANTEE	5,000

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>				
MERIDIAN COUNCIL FOR THE ARTS PO BOX 1405 MERIDIAN,MS 39302			DONATION	500
MERIDIAN MUSEUM OF ART PO BOX 5773 MERIDIAN,MS 39302			DONATION	500
MERIDIAN SYMPHONY ASSOCIATION INC PO BOX 2171 MERIDIAN,MS 39302			DONATION	1,000
MISSISSIPPI 4-H CLUBS FOUNDATION PO BOX 9601 MISSISSIPPI STATE,MS 39762			DONATION	1,500
MISSISSIPPI COUNCIL ON ECONOMIC EDUCATION PO BOX 23396 JACKSON,MS 39225			DONATION	1,750
MISSISSIPPI GULF COAST CHAMBER OF COMMERCE 11975E SEAWAY ROAD GULFPORT,MS 39503			DONATION-SCHOLARSHIPS	250
MISSISSIPPI GULF COAST CHAMBER OF COMMERCE 11975E SEAWAY ROAD GULFPORT,MS 39503			DONATION-SCHOLARSHIPS	500
MISSISSIPPI GULF COAST CHAMBER OF COMMERCE 11975E SEAWAY ROAD GULFPORT,MS 39503			DONATION-TEACHER GRANT-COAST MISC	500
MISSISSIPPI GULF COAST CHAMBER OF COMMERCE 11975E SEAWAY ROAD GULFPORT,MS 39503			DONATION-EXCELLENCE IN EDUCATION	950
MISSISSIPPI GULF COAST COMMUNITY COLLEGE FOUNDATION PO BOX 548 PERKINSTON,MS 39573			DONATION-GULF COAST YOUTH LEADERSHIP PROGRAM	3,000
MISSISSIPPI GULF COAST YMCA 1810 GOVERNMENT ST OCEAN SPRINGS,MS 39564			DONATION	50,000
MISSISSIPPI GULF COAST YMCA 1810 GOVERNMENT STREET OCEAN SPRINGS,MS 39564			DONATION-EXTERNAL AFFAIRS-MISC	500
MISSISSIPPI GULF RESORT CLASSIC FOUNDATION 11975 SEAWAY ROAD STE A228 GULFPORT,MS 39503			DONATION	11,000
MISSISSIPPI MINORITY BUSINESS ALLIANCE INC PO BOX 10155 JACKSON,MS 39286			DONATION	10,000
MISSISSIPPI NATURE CONSERVANCY 405 BRIARWOOD DRIVE STE 101 JACKSON,MS 39206			DONATION	15,000

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>				
MISSISSIPPI POWER COMMUNITY CONNECTION PO BOX 4079 GULFPORT,MS 39502			DONATION-INSURANCE LIABILITY	3,561
MISSISSIPPI SOCIETY FOR DISABILITIES 500-G EAST WOODROW WILSON DR JACKSON,MS 39296			DONATION-EXTERNAL AFFAIRS-MISC	5,000
MISSISSIPPI STATE UNIVERSITY FOUNDATION PO BOX 6149 MISSISSIPPI STATE,MS 39762			DONATION-CO OP PROGRAM	2,500
MISSISSIPPI STATE UNIVERSITY FOUNDATION PO BOX 6149 MISSISSIPPI STATE,MS 39762			DONATION-COLLEGE OF ENGINEERING	3,000
MISSISSIPPI STATE UNIVERSITY FOUNDATION PO BOX 6149 MISSISSIPPI STATE,MS 39762			DONATION-EDUCATIONAL MATCHING GIFT	12,840
MISSISSIPPI STATE UNIVERSITY FOUNDATION PO BOX 6149 MISSISSIPPI STATE,MS 39762			DONATION-EDUCATIONAL MATCHING GIFT	63,070
MS ENGINEERING SOCIETY 300 CASTLEWOODS BLVD BRANDON,MS 39047			DONATION -MATH COUNTS	100
MS PUBLIC EDUCATION FORUM 248 E CAPITOL STREET SUITE 940 JACKSON,MS 392253276			DONATION-STAR PROGRAM	1,000
MULTI COUNTY COMMUNITY SERVICE AGENCY 2900 ST PAUL ST MERIDIAN,MS 39301			DONATION-MERIDIAN MISC	1,000
NAACP-BILOXI BRANCH 610 WATER STREET SUITE B BILOXI,MS 39530			DONATION	13,000
NATIONAL GUARD ASSOCIATION OF MISSISSIPPI PO BOX 627 JACKSON,MS 39205			DONATION-FAMILY RELIEF FUND	1,000
NEWSPAPER IN EDUCATION INSTITUTE 7009 VARNUM ST LANDOVER HILLS,MD 20784			DONATION--GOLDEN APPLE AWARD	10,000
NEWTON UNITED GIVERS FUND PO BOX 301 NEWTON,MS 39345			DONATION	1,000
NOURISHING PLACE PO BOX 7785 GULFPORT,MS 39506			DONATION-CC COAST	500
OAK GROVE HIGH SCHOOL TEACHER 5198 OLD HWY 11 HATTIESBURG,MS 39402			DONATION-BARTON	3,000

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a <i>Paid during the year</i>				
OAK GROVE HIGH SCHOOL 5198 OLD HWY 11 HATTIESBURG,MS 39402			DONATION-BARTON	3,000
OCEAN SPRINGS ALTERNATIVE ED CEN TEACHER 2330 GOVERNMENT ST OCEAN SPRINGS,MS 39564			DONATION BARTON	3,000
OCEAN SPRINGS ALTERNATIVE ED CEN 2330 GOVERNMENT ST OCEAN SPRINGS,MS 39564			DONATION	3,000
OCEAN SPRINGS CHAMBER OF COMMERCE 1000 WASHINGTON AVENUE OCEAN SPRINGS,MS 39564			DONATION-PETER ANDERSON ARTS & CRAFTS FESTIVAL	2,500
OHR-O'KEEFE MUSEUM OF ART PO BOX 429 BILOXI,MS 39530			DONATION-FINAL PAYMENT	10,000
PARTNERS FOR KEMPER COUNTY 285 VETERAN ST DE KALB,MS 39328			DONATION	1,000,000
PARTNERS FOR STENNIS 111 COURT STREET BAY ST LOUIS,MS 39520			DONATION-COAST MISC	500
PETAL ASSOCIATION FOR FAMILIES 787 S MAIN ST STE C PETAL,MS 39465			DONATION-CC PINEBELT	500
PETAL CHILDREN'S TASK FORCE INC 418 S MAIN STREET PETAL,MS 39465			DONATION-CC PINEBELT	1,000
PETAL EDUCATION FOUNDATION PO BOX 948 PETAL,MS 39465			DONATION-ROBOTICS	2,000
PETAL FAMILY YMCA 547 HILLCREST LOOP PETAL,MS 39465			DONATION-PINE BELT MISC	500
PICAYUNE SCHOOL DISTRICTS 706 GOODYEAR BLVD PICAYUNE,MS 39466			DONATION-ROBOTICS	2,000
PINK HEART FUNDS PO BOX 1047 LONG BEACH,MS 39560			DONATION-CC G O	500
PUBLIC EDUCATION FORUM OF MISSISSIPPI 248 E CAPITOL ST STE 940 JACKSON,MS 39202			DONATION	5,000
PURPOSEFUL PONY 259 MITCHELL RD PURVIS,MS 39475			DONATION-CC PINE BELT	500

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a <i>Paid during the year</i>				
RESILIENCE OF COASTAL KIDS 12622 LAKE VILLAGE DR GULFPORT,MS 39503			DONATION-CC G O	500
ROBOTICS ALLIANCE OF MISSISSIPPI 16649 OLD RIVER RD VANCLEAVE,MS 39565			DONATION-SCHOLARS INITIATIVE	5,000
SALVATION ARMY PO BOX 9 BILOXI,MS 39533			DONATIN-CC ANGLE TREE LAUREL CC PINE BELT	500
SALVATION ARMY PO BOX 9 BILOXI,MS 39533			DONATION-ANGLE TREE HATTIESBURG CC PINEBELT	500
SALVATION ARMY PO BOX 9 BILOXI,MS 39533			DONATION-ANGEL TREE-CC COAST	1,000
SALVATION ARMY PO BOX 9 BILOXI,MS 39533			DONATION-ANGEL TREE-CC WATSON	5,000
SAV-A-LIFE OF PEARL RIVER AREA INC 1101 GOODYEAR BOULEVARD PICAYUNE,MS 39466			DONATION-CC PINEBELT	500
ST PATRICK HIGH SCHOOL 18300 ST PATRICK RD BILOXI,MS 39532			DONATION-ROBOTICS	2,000
ST VINCENT DE PAUL COMMUNITY PHARMACY 681 DIVISION STREET BILOXI,MS 39530			DONATION-CC G O	500
STATE GAMES OF MISSISSIPPI INC P O BOX 5866 MERIDIAN,MS 393025866			DONATION	5,000
TEMPLE THEATER FOR THE PERFORMING ARTS 2320 8TH ST MERIDIAN,MS 39302			DONATION-MERIDIAN MISC	500
TRUST FOR PUBLIC LANDS 101 MONTGOMERGY ST STE 900 SAN FRANCISCO,CA 94104			DONATION	1,000
UNITED CHRISTIAN OUTREACH INC 3507 PINE ST PASCAGOULA,MS 39567			DONATION-CC JACKSON/GEORGE	1,000
UNITED WAY FOR JACKSON & GEORGE COUNTIES 3510 MAGNOLIA STREET PASCAGOULA,MS 39567			DONATION-CORPORATE MATCH	8,387
UNITED WAY FOR JACKSON & GEORGE COUNTIES 3510 MAGNOLIA STREET PASCAGOULA,MS 39567			DONATION-CORPORATE MATCH	8,387

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a <i>Paid during the year</i>				
UNITED WAY FOR JACKSON & GEORGE COUNTIES 3510 MAGNOLIA STREET PASCAGOULA,MS 39567			DONATION-CORPORATE MATCH	8,387
UNITED WAY OF EAST MISSISSIPPI 1205 22ND AVENUE MERIDIAN,MS 39301			DONATION-CORPORATE MATCH	2,938
UNITED WAY OF EAST MISSISSIPPI 1205 22ND AVENUE MERIDIAN,MS 39301			DONATION-CORPORATE MATCH	2,938
UNITED WAY OF EAST MISSISSIPPI 1205 22ND AVENUE MERIDIAN,MS 39301			DONATION-CORPORATE MATCH	2,938
UNITED WAY OF SOUTH MISSISSIPPI P O BOX 2128 GULFPORT,MS 39505			DONATION-CORPORATE MATCH	22,068
UNITED WAY OF SOUTH MISSISSIPPI P O BOX 2128 GULFPORT,MS 39505			DONATION-CORPORATE MATCH	22,068
UNITED WAY OF SOUTH MISSISSIPPI P O BOX 2128 GULFPORT,MS 39505			DONATION-CORPORATE MATCH	22,068
UNITED WAY OF SOUTHEAST MISSISSIPPI P O BOX 1648 HATTIESBURG,MS 394031648			DONATION-CORPORATE MATCH	3,521
UNITED WAY OF SOUTHEAST MISSISSIPPI P O BOX 1648 HATTIESBURG,MS 394031648			DONATION-CORPORATE MATCH	3,521
UNITED WAY OF SOUTHEAST MISSISSIPPI P O BOX 1648 HATTIESBURG,MS 394031648			DONATION-CORPORATE MATCH	3,521
UNITED WAY OF THE PINE BELT REGION PO BOX 2026 LAUREL,MS 39442			DONATION-CORPORATE MATCH	1,180
UNITED WAY OF THE PINE BELT REGION PO BOX 2026 LAUREL,MS 39442			DONATION-CORPORATE MATCH	1,180
UNITED WAY OF THE PINE BELT REGION PO BOX 2026 LAUREL,MS 39442			DONATION-CORPORATE MATCH	1,181
UNIVERSITY OF ALABAMA UNIVERSITY OF ALBAMA TUSCALOOSA,AL 35487			DONATION-EDUCATION MATCHING GIFT	1,500
UNIVERSITY OF MISSISSIPPI FOUNDATION PO BOX 429 UNIVERSITY,MS 38677			DONATION-SCHOOL OF ENGINEERING	2,500

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Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 209 SOUTH RD CHAPEL HILL, NC 27599			DONATION-EDUCATIONAL MATCHING GIFT	250
UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATION 118 COLLEGE DRIVE 5210 HATTIESBURG, MS 394060001			DONATION-COLLEGE OF BUSINESS	1,000
UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATION SS BOX 5043 HATTIESBURG, MS 39406			DONATION-MARKETING SCHOLARSHIP	1,000
UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATION SS BOX 5043 HATTIESBURG, MS 39406			DONATION-MATCHING GIFT	2,200
UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATION SS BOX 5043 HATTIESBURG, MS 39406			DONATION-MATCHING GIFT	30,475
USM THE CHILDREN'S CENTER FOR COMMUNICATION AND DEVELOPMENT 118 COLLEGE DRIVE 5210 HATTIESBURG, MS 394060001			DONATION-CC PINE BELT	1,500
VAN CLEAVE MIDDLE SCHOOL TEACHER 4752 BULLDOG LANE VANCLEAVE, MS 39565			DONATION-BARTON	3,000
VANCLEAVE MIDDLE SCHOOL 4752 BULLDOG LANE VANCLEAVE, MS 39565			DONATION-BARTON	3,000
VICTORY SPORTS FOUNDATION PO BOX 1998 RIDGELAND, MS 39158			DONATION-EXTERNAL AFFAIRS-MISC	5,000
WALTER ANDERSON MUSEUM OF ART INC 510 WASHINGTON AVENUE OCEAN SPRINGS, MS 39564			DONATION	7,500
WESLEY HOUSE COMMUNITY CENTER 1520 8TH AVE MERIDIAN, MS 39302			DONATION-CC-MERIDIAN	200
WEST HARRISON HIGH SCHOOL 10399 COUNTY FARM RD GULFPORT, MS 39503			DONATION-ROBOTICS	4,000
WINNING THE FIGHT 701 WARREN ROAD LUTZ, FL 33548			DONATION-CC MERIDIAN	1,000
WINNING THE FIGHT 701 WARREN ROAD LUTZ, FL 33548			DONATION	12,500
WOLF RIVER CONSERVATION SOCIETY INC PO BOX 447 PASS CHRISTIAN, MS 39571			DONATION	5,000
Total  3a				2,144,065

TY 2012 Accounting Fees Schedule

Name: MISSISSIPPI POWER FOUNDATION INC

EIN: 72-1370746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	29,721	14,860	0	14,860

**TY 2012 Investments Corporate
Stock Schedule****Name:** MISSISSIPPI POWER FOUNDATION INC**EIN:** 72-1370746

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY SECURITIES	11,338,814	11,338,814

TY 2012 Investments Government Obligations Schedule

Name: MISSISSIPPI POWER FOUNDATION INC

EIN: 72-1370746

US Government Securities - End of

Year Book Value:

1,214,740

US Government Securities - End of

Year Fair Market Value:

1,214,740

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

Value:

0

**State & Local Government
Securities - End of Year Fair**

Market Value:

0

TY 2012 Investments - Other Schedule

Name: MISSISSIPPI POWER FOUNDATION INC

EIN: 72-1370746

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORTGAGE-BACKED SECURITIES	AT COST	2,453,509	2,453,509
CORPORATE DEBT SECURITIES	AT COST	2,280,359	2,280,359

TY 2012 Other Assets Schedule

Name: MISSISSIPPI POWER FOUNDATION INC

EIN: 72-1370746

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT INCOME REC-H B	35,045	25,489	25,489
TAX REFUND RECEIVABLE	13,367	1,975	1,975

TY 2012 Other Expenses Schedule**Name:** MISSISSIPPI POWER FOUNDATION INC**EIN:** 72-1370746

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	3,376	3,376	0	0
INVESTMENT FEES	62,072	62,072	0	0
MISCELLANEOUS EXPENSE	101	101	0	0
OFFICE SUPPLIES	8,796	8,796	0	0
REIMBURSABLE SALARY EXPENSE	115,686	69,412	0	46,274
EXPENDITURES RELATED TO KEEP SCHOLARSHIPS	3,335	0	0	3,335
OTHER FEES AND EXPENSES	1,624	1,624	0	0
BARTON AWARD EXPENSES	44,706	0	0	44,706
BANK FEES	2,588	2,588	0	0

TY 2012 Other Increases Schedule**Name:** MISSISSIPPI POWER FOUNDATION INC**EIN:** 72-1370746

Description	Amount
UNREALIZED GAIN	906,362
PRIOR PERIOD ADJUSTMENT	107,957

TY 2012 Taxes Schedule

Name: MISSISSIPPI POWER FOUNDATION INC

EIN: 72-1370746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	15,489	15,489	0	0