



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

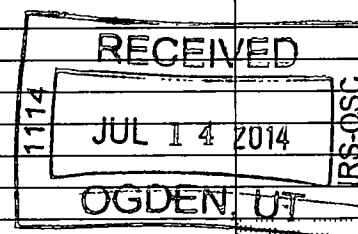
Name of foundation THE COMMUNITY FOUNDATION, INC.		A Employer identification number 23-7033813
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 13328	Room/suite	B Telephone number 601-946-9152
City or town, state or province, country, and ZIP or foreign postal code JACKSON, MS 39236-3328		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) ▶ \$ 48,214,961. (Part I, column (d) must be on cash basis)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		752.	752.		STATEMENT 1
4 Dividends and interest from securities		1,030,974.	1,030,974.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		253,084.			
b Gross sales price for all assets on line 6a		4,594,810.			
7 Capital gain net income (from Part IV, line 2)			253,084.		
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		<127,660.>	114.		STATEMENT 3
12 Total. Add lines 1 through 11		1,157,150.	1,284,924.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		3,050.	0.		3,050.
c Other professional fees STMT 5		237,065.	237,065.		0.
17 Interest		575.	575.		0.
18 Taxes STMT 6		160,093.	123,066.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,616.	0.		3,616.
22 Printing and publications					
23 Other expenses STMT 7		41,754.	41,029.		725.
24 Total operating and administrative expenses. Add lines 13 through 23		446,153.	401,735.		7,391.
25 Contributions, gifts, grants paid		5,060,000.			5,060,000.
26 Total expenses and disbursements. Add lines 24 and 25		5,506,153.	401,735.		5,067,391.
27 Subtract line 26 from line 12		<4,349,003.>			
a Excess of revenue over expenses and disbursements			883,189.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

p

u

SCANNED JUL 17 2014



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		23,180.	255,789.	255,789.
	2	Savings and temporary cash investments		5,462,749.	1,265,190.	1,265,190.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	29,702,563.	28,282,988.	27,250,032.
	c	Investments - corporate bonds	STMT 9	3,359,919.	6,147,801.	4,783,645.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	15,047,640.	13,295,280.	14,660,305.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		53,596,051.	49,247,048.	48,214,961.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		53,596,051.	49,247,048.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		53,596,051.	49,247,048.		
31	Total liabilities and net assets/fund balances		53,596,051.	49,247,048.		

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	53,596,051.
2	Enter amount from Part I, line 27a	2	<4,349,003.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	49,247,048.
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	49,247,048.

Form 990-PF (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT A	P	VARIOUS	VARIOUS
b THRU SOUTHERN ADVANCED MATERIALS, LLC K-1	P	VARIOUS	VARIOUS
c THRU POPE INVESTMENTS, LLC K-1	P	VARIOUS	VARIOUS
d THRU POPE INVESTMENTS II, LLC K-1	P	VARIOUS	VARIOUS
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 4,594,810.		3,705,879.	888,931.
b			13.
c			<585,133.>
d			<50,727.>
e			

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

(i) FMV 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			888,931.
b			13.
c			<585,133.>
d			<50,727.>
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	253,084.
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))
2012	433,610.	45,379,711.	.009555
2011	8,117.	52,930,408.	.000153
2010	3,231,569.	57,812,301.	.055898
2009	2,983,538.	44,089,786.	.067670
2008	2,937,494.	56,446,353.	.052040

2 Total of line 1, column (d)	2	.185316
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	.037063
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	50,643,925.
5 Multiply line 4 by line 3	5	1,877,016.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,832.
7 Add lines 5 and 6	7	1,885,848.
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	5,067,391.

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)		1	8,832.
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			
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	8,832.
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	8,832.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	23,344.	
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	23,344.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	14,512.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	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 the 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.		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		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		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?	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	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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

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 ► N/A	13	X	
14	The books are in care of ► W.K. PAINE Telephone no ► 601-946-9152 Located at ► P.O. BOX 13328, JACKSON, MS ZIP+4 ► 39236-3328			
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 2013, 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 checked="" type="checkbox"/> Yes <input 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 ►		
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 2013 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 2013.)	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 2013?	4b	X

Form 990-PF (2013)

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?

6b

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
W.K. PAINE	PRESIDENT AND	TREASURER		
P.O. BOX 13328				
JACKSON, MS 39236	20.00	0.	0.	0.
ROBERT H. PAINE	SECRETARY			
P.O. BOX 13328				
JACKSON, MS 39236	1.00	0.	0.	0.

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

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

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

▶ 0

Form 990-PF (2013)

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	46,016,600.
b	Average of monthly cash balances	1b	5,398,552.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	51,415,152.
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	51,415,152.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	771,227.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,643,925.
6	Minimum investment return. Enter 5% of line 5	6	2,532,196.

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	2,532,196.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,832.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,832.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,523,364.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,523,364.
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	2,523,364.

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	5,067,391.
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	5,067,391.
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	8,832.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,058,559.

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.

Form 990-PF (2013)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,523,364.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,239,420.	
b Total for prior years				
2011		2,000,239.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,067,391.				
a Applied to 2012, but not more than line 2a			2,239,420.	
b Applied to undistributed income of prior years (Election required - see instructions) *		2,000,239.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				827,732.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,695,632.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

* SEE STATEMENT 11

Form 990-PF (2013)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

W.K. PAINE

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 address 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CAPITOL HILL BAPTIST CHURCH 525 A STREET NE WASHINGTON, DC 20002	N/A	PC	CROSS	100,000.
CAPITOL HILL BAPTIST CHURCH 525 A STREET NE WASHINGTON, DC 20002	N/A	PC	THE FRONT PORCH	100,000.
CAPITOL HILL BAPTIST CHURCH 525 A STREET NE WASHINGTON, DC 20002	N/A	PC	ANACOSTIA CHURCH PLANT	350,000.
CAPITOL HILL BAPTIST CHURCH 525 A STREET NE WASHINGTON, DC 20002	N/A	PC	9MARKS	250,000.
CAPITOL HILL BAPTIST CHURCH 525 A STREET NE WASHINGTON, DC 20002	N/A	PC	GENERAL OPERATING	200,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				5,060,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	752.		
4 Dividends and interest from securities			14	1,030,974.		
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	525990	<127,774.>	14	13.		
8 Gain or (loss) from sales of assets other than inventory			18	253,084.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a SECURITIES LITIGATION						
b PROCEEDS			01	101.		
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)		<127,774.>		1,284,924.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,157,150.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHAMBERLAIN HUNT ACADEMY 124 MCCOMB AVENUE PORT GIBSON, MS 39150	N/A	PC	CHALLENGE GRANT	300,000.
FAMILY TALK 540 ELKTON DRIVE, SUITE 201 COLORADO SPRINGS, CO 80907	N/A	PC	GENERAL OPERATING	250,000.
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920	N/A	PC	GENERAL OPERATING	1,000,000.
MONTREAT COLLEGE P.O. BOX 1267 MONTREAT, NC 28757	N/A	PC	GENERAL OPERATING	250,000.
THE BADDOUR CENTER P.O. BOX 97 SENATOBIA, MS 38668	N/A	PC	GENERAL OPERATING	1,000,000.
THE VERITAS SCHOOL 622 BROADWAY JACKSON, MS 39216	N/A	PC	GENERAL OPERATING	10,000.
THIRD MILLENNIUM MINISTRIES P.O. BOX 300769 FERN PARK, FL 32730	N/A	PC	GENERAL OPERATING	250,000.
YOUNG LIFE 6265 PEAR ORCHARD ROAD, SUITE 106 JACKSON, MS 39211	N/A	PC	GENERAL OPERATING	1,000,000.
Total from continuation sheets				4,060,000.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY CASH AND MONEY MARKET INTEREST AND DIVIDENDS	462.	462.	
THE CITIZENS NATIONAL BANK OF MERIDIAN	290.	290.	
TOTAL TO PART I, LINE 3	752.	752.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST THRU FIDELITY	1,030,876.	0.	1,030,876.	1,030,876.	
DIVIDENDS AND INTEREST THRU K-1S	98.	0.	98.	98.	
TO PART I, LINE 4	1,030,974.	0.	1,030,974.	1,030,974.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1S	<127,774.>	0.	
OTHER PORTFOLIO INCOME THRU K-1S	13.	13.	
SECURITIES LITIGATION PROCEEDS	101.	101.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<127,660.>	114.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,050.	0.		3,050.
TO FORM 990-PF, PG 1, LN 16B	3,050.	0.		3,050.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	237,065.	237,065.		0.
TO FORM 990-PF, PG 1, LN 16C	237,065.	237,065.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	123,066.	123,066.		0.
EXCISE TAX	37,027.	0.		0.
TO FORM 990-PF, PG 1, LN 18	160,093.	123,066.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	725.	0.		725.
OTHER PORTFOLIO DEDUCTIONS THRU K-1S	40,994.	40,994.		0.
BANK CHARGE	35.	35.		0.
TO FORM 990-PF, PG 1, LN 23	41,754.	41,029.		725.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B	28,282,988.	27,250,032.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,282,988.	27,250,032.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT B	6,147,801.	4,783,645.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,147,801.	4,783,645.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SOUTHERN ADVANCED MATERIALS, LLC	COST	1,699,942.	5,544,021.
CHINA ALARM HOLDINGS	COST	1,250,268.	725,000.
POPE INVESTMENTS, LLC	COST	5,074,018.	3,786,795.
POPE INVESTMENTS II, LLC	COST	5,271,052.	4,604,489.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,295,280.	14,660,305.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO APPLY
EXCESS QUALIFYING DISTRIBUTIONS
TO PRIOR YEAR'S UNDISTRIBUTED INCOME

STATEMENT 11

THE FOUNDATION IS MAKING AN ELECTION UNDER SECTION 53.4942(A)- 3(D)2
TO TREAT THE CURRENT YEAR DISTRIBUTION AS MADE OUT OF UNDISTRIBUTED
INCOME FOR 2011.

April 14, 2014



Realized Gains and Losses
Fiscal Year Ending 12/31/2013

Community Foundation Inc Fidelity
PO Box 13328
Jackson, MS 39236

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

Description	Date Acquired	Date Sold	Quantity	Net		Cost	Short Term Gain	Long Term Gain	Total Gains
				Proceeds					
Conocophillips Nfs Llc	04/28/2011	02/15/2013	5,700 000	327,796 37		335,828.89		-8,032.52	-8,032.52
Conocophillips Nfs Llc	05/05/2011	02/15/2013	701 000	40,313 20		38,594.66		1,718.54	1,718.54
			6,401 000	368,109 57		374,423.55		-6,313.98	-6,313.98
Enerchina Holdings Limit	09/17/2007	05/29/2013	630,000.000	21,811.50		36,534.51		-14,723.01	-14,723.01
Enerchina Holdings Limit	09/18/2007	05/29/2013	513,207 000	17,767 96		29,755.80		-11,987.84	-11,987.84
Enerchina Holdings Limit	09/20/2007	05/29/2013	1,889,000.000	65,399.90		109,615.84		-44,215.94	-44,215.94
			3,032,207.000	104,979.36		175,906.15		-70,926.79	-70,926.79
Enerchina Holdings Limit	10/05/2006	06/10/2013	3,134,000.000	105,088.04		176,827.71		-71,739.67	-71,739.67
Enerchina Holdings Limit	10/25/2006	06/10/2013	185,000 000	6,203.35		10,309.18		-4,105.83	-4,105.83
Enerchina Holdings Limit	09/18/2007	06/10/2013	3,052,793 000	102,365.04		177,001.31		-74,636.27	-74,636.27
Enerchina Holdings Limit	10/24/2007	06/10/2013	28,207 000	945 83		1,571.70		-625.87	-625.87
			6,400,000 000	214,602.26		365,709.90		-151,107.64	-151,107.64
Enerchina Holdings Limit	10/04/2006	08/12/2013	156,000 000	4,086.32		8,378.60		-4,292.28	-4,292.28
Enerchina Holdings Limit	10/23/2007	08/12/2013	518,000 000	13,568.69		28,860.79		-15,292.10	-15,292.10
Enerchina Holdings Limit	10/24/2007	08/12/2013	3,603,793.000	94,399 11		200,803.99		-106,404.88	-106,404.88
Enerchina Holdings Limit	11/15/2007	08/12/2013	55,207.000	1,446 11		2,722.16		-1,276.05	-1,276.05
			4,333,000.000	113,500 23		240,765.54		-127,265.31	-127,265.31
Enerchina Holdings Limit	11/15/2007	08/13/2013	692,793.000	18,305 76		34,160.34		-15,854.58	-15,854.58
Enerchina Holdings Limit	11/16/2007	08/13/2013	2,280,000 000	60,244.73		108,781.42		-48,536.69	-48,536.69
Enerchina Holdings Limit	11/19/2007	08/13/2013	1,773,207.000	46,853.68		84,591.39		-37,737.71	-37,737.71
			4,746,000.000	125,404 17		227,533.15		-102,128.98	-102,128.98

Realized Gains and Losses

Fiscal Year Ending 12/31/2013

Community Foundation Inc Fidelity

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

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gain</u>	<u>Long Term Gain</u>	<u>Total Gains</u>
Enerchina Holdings Limit	03/21/2005	08/15/2013	210,000,000	5,857.78	8,016.87	-2,159.09	-2,159.09	-2,159.09
Enerchina Holdings Limit	08/18/2005	08/15/2013	485,000,000	13,528.69	22,019.47	-8,490.78	-8,490.78	-8,490.78
Enerchina Holdings Limit	08/29/2005	08/15/2013	45,000,000	1,255.24	2,028.88	-773.64	-773.64	-773.64
Enerchina Holdings Limit	11/19/2007	08/15/2013	2,918,793,000	81,417.39	139,241.92	-57,824.53	-57,824.53	-57,824.53
Enerchina Holdings Limit	11/29/2007	08/15/2013	65,500,000	1,827.07	2,954.21	-1,127.14	-1,127.14	-1,127.14
Enerchina Holdings Limit	02/20/2008	08/15/2013	1,446,707,000	40,354.73	50,256.48	-9,901.75	-9,901.75	-9,901.75
			5,171,000,000	144,240.90	224,517.83	-80,276.93	-80,276.93	-80,276.93
Enerchina Holdings Limit	02/06/2008	11/05/2013	354,875,000	9,122.61	12,105.46	-2,982.85	-2,982.85	-2,982.85
Enerchina Holdings Limit	02/11/2008	11/05/2013	600,000,000	15,423.93	20,468.96	-5,045.03	-5,045.03	-5,045.03
Enerchina Holdings Limit	02/14/2008	11/05/2013	4,874,070,000	125,295.50	156,489.67	-31,194.17	-31,194.17	-31,194.17
Enerchina Holdings Limit	02/15/2008	11/05/2013	3,000,000,000	77,119.64	96,526.95	-19,407.31	-19,407.31	-19,407.31
Enerchina Holdings Limit	02/20/2008	11/05/2013	2,692,418,000	69,212.77	93,530.64	-24,317.87	-24,317.87	-24,317.87
			11,521,363,000	296,174.45	379,121.68	-82,947.23	-82,947.23	-82,947.23
Enerchina Holdings Limit	07/14/2004	11/06/2013	75,000,000	1,908.71	2,115.48	-206.77	-206.77	-206.77
Enerchina Holdings Limit	07/15/2004	11/06/2013	45,000,000	1,145.23	1,265.04	-119.81	-119.81	-119.81
Enerchina Holdings Limit	07/22/2004	11/06/2013	40,000,000	1,017.98	1,124.55	-106.57	-106.57	-106.57
Enerchina Holdings Limit	07/26/2004	11/06/2013	128,600,000	3,272.80	3,639.58	-366.78	-366.78	-366.78
Enerchina Holdings Limit	09/14/2004	11/06/2013	90,000,000	2,290.45	2,812.38	-521.93	-521.93	-521.93
Enerchina Holdings Limit	10/19/2004	11/06/2013	420,400,000	10,698.96	11,816.00	-1,117.04	-1,117.04	-1,117.04
Enerchina Holdings Limit	10/20/2004	11/06/2013	186,000,000	4,733.60	5,295.71	-562.11	-562.11	-562.11
Enerchina Holdings Limit	10/21/2004	11/06/2013	700,000,000	17,814.63	19,576.45	-1,761.82	-1,761.82	-1,761.82
Enerchina Holdings Limit	10/25/2004	11/06/2013	475,000,000	12,088.50	13,264.90	-1,176.40	-1,176.40	-1,176.40
Enerchina Holdings Limit	02/14/2008	11/06/2013	1,761,930,000	44,840.18	56,569.53	-11,729.35	-11,729.35	-11,729.35
Enerchina Holdings Limit	09/05/2008	11/06/2013	2,310,000,000	58,788.26	59,401.93	-613.67	-613.67	-613.67
Enerchina Holdings Limit	09/10/2008	11/06/2013	596,707,000	15,185.87	14,592.94	592.93	592.93	592.93
			6,828,637,000	173,785.17	191,474.49	-17,689.32	-17,689.32	-17,689.32
Enerchina Holdings Limit	10/25/2004	11/15/2013	424,937,500	11,550.26	7,012.99	4,537.27	4,537.27	4,537.27
Enerchina Holdings Limit	09/08/2008	11/15/2013	300,000,000	8,154.32	7,330.44	823.88	823.88	823.88
Enerchina Holdings Limit	09/10/2008	11/15/2013	293,000	7.96	7.17	0.79	0.79	0.79
Enerchina Holdings Limit	08/13/2009	11/15/2013	1,936,062,500	52,624.26	7,570.14	45,054.12	45,054.12	45,054.12

Realized Gains and Losses
Fiscal Year Ending 12/31/2013

Community Foundation Inc		Fidelity	Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts					
<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gain</u>	<u>Long Term Gain</u>	<u>Total Gains</u>
Enerchina Holdings Limit	08/18/2009	11/15/2013	41,707.000	1,133.64	163.09		970.55	970.55
			2,703,000.000	73,470.44	22,083.83		51,386.61	51,386.61
Enerchina Holdings Limit	05/31/2007	11/18/2013	270,562.500	7,304.78	0.00		7,304.78	7,304.78
Enerchina Holdings Limit	08/13/2009	11/18/2013	19,727,437.500	532,611.22	77,135.62		455,475.60	455,475.60
			19,998,000.000	539,916.00	77,135.62		462,780.38	462,780.38
Enerchina Holdings Limit	05/31/2007	11/19/2013	129,000.000	3,453.00	0.00		3,453.00	3,453.00
Enerchina Holdings Limit	05/31/2007	11/20/2013	170,000.000	4,574.15	0.00		4,574.15	4,574.15
			65,032,207.000	1,794,100.13	1,904,248.19		-110,148.06	-110,148.06
Guangdong Nan Yue Log	04/28/2006	03/20/2013	15,000.000	3,625.50	6,957.61		-3,332.11	-3,332.11
Mobileone Ltd	10/23/2007	04/18/2013	73,000.000	185,550.60	100,808.46		84,742.14	84,742.14
Mobileone Ltd	10/23/2007	04/19/2013	30,000.000	76,119.00	41,428.13		34,690.87	34,690.87
Mobileone Ltd	10/23/2007	04/23/2013	10,000.000	25,248.26	13,809.38		11,438.88	11,438.88
Mobileone Ltd	10/23/2007	04/24/2013	160,000.000	404,936.47	220,950.05		183,986.42	183,986.42
Mobileone Ltd	10/23/2007	04/25/2013	58,548.000	150,467.49	80,851.15		69,616.34	69,616.34
Mobileone Ltd	10/19/2006	05/07/2013	100,100.000	268,482.26	128,919.97		139,562.29	139,562.29
Mobileone Ltd	10/23/2007	05/07/2013	18,900.000	50,692.46	26,099.72		24,592.74	24,592.74
			119,000.000	319,174.72	155,019.69		164,155.03	164,155.03
Mobileone Ltd	10/19/2006	05/13/2013	66,400.000	177,974.68	85,517.34		92,457.34	92,457.34
Mobileone Ltd	10/25/2006	05/13/2013	81,900.000	219,519.98	98,376.05		121,143.93	121,143.93
Mobileone Ltd	11/02/2006	05/13/2013	70,200.000	188,159.98	86,697.56		101,462.42	101,462.42
Mobileone Ltd	11/03/2006	05/13/2013	23,400.000	62,719.99	28,941.88		33,778.11	33,778.11
Mobileone Ltd	11/06/2006	05/13/2013	8,100.000	21,710.77	9,979.88		11,730.89	11,730.89
Mobileone Ltd	11/07/2006	05/13/2013	31,500.000	84,430.76	38,957.09		45,473.67	45,473.67

Realized Gains and Losses
Fiscal Year Ending 12/31/2013

Community Foundation Inc Fidelity

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

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gain</u>	<u>Long Term Gain</u>	<u>Total Gains</u>
Mobileone Ltd	11/08/2006	05/13/2013	4,500 000	12,061.54	5,604 50		6,457 04	6,457 04
			286,000 000	766,577.70	354,074 30		412,503 40	412,503 40
			736,548 000	1,928,074.24	966,941 16		961,133 08	961,133 08
Truly Intl Hldgs Hkd0.10	03/10/2008	01/02/2013	68,252 000	16,237.15	18,068.87		-1,831 72	-1,831 72
Truly Intl Hldgs Hkd0.10	03/25/2008	01/02/2013	710,715 500	169,079 22	166,701 25		2,377 97	2,377 97
Truly Intl Hldgs Hkd0.10	03/26/2008	01/02/2013	129,784 500	30,875.73	30,437 37		438 36	438 36
			908,752 000	216,192.10	215,207.49		984.61	984 61
Truly Intl Hldgs Hkd0.10	03/26/2008	01/03/2013	589,500 000	144,140 37	138,250 93		5,889 44	5,889 44
Truly Intl Hldgs Hkd0.10	08/11/2008	01/03/2013	163,498 000	39,977.37	23,875 63		16,101 74	16,101 74
Truly Intl Hldgs Hkd0.10	06/22/2010	01/03/2013	216,752 000	52,998.67	47,498 77		5,499 90	5,499 90
			969,750 000	237,116.41	209,625 33		27,491 08	27,491 08
Truly Intl Hldgs Hkd0.10	08/11/2008	01/04/2013	194,998 000	47,591.87	28,475 58		19,116.29	19,116.29
			2,073,500 000	500,900.38	453,308.40		47,591 98	47,591 98
Long Term Gain				4,594,809.82	3,705,878.91		888,930.91	
Total (Sales)				4,594,809 82	3,705,878 91		888,930 91	888,930 91
Total Gains							888,930.91	888,930.91

Community Foundation Inc
Portfolio Statement
As of 12/31/2013
EIN#23-7033813

Description	Symbol	CUSIP	Quantity	Unit Cost	Current Price	Cost Basis	Current Value
Equities							
Annuity & Life Re Hldgs Ltd	ANNRF	G03910109	400,000	7.79	7.8	\$ 3,200,000.00	\$ 3,120,000.00
China Housing and Land Develop	CHLN	16939V103	659,030	1.902	2.32	\$ 1,253,386.16	\$ 1,528,949.60
China Pharma Hldgs Inc Com	CPHI	16941T104	196,212	1.649	0.345	\$ 323,552.49	\$ 67,693.14
China Ritar Power Corp	CRTP	169423100	454,601	2.097	0.5	\$ 953,092.35	\$ 227,300.50
China Yida Hldg Co Com New	CNYD	16945D303	25,286	48.227	2.88	\$ 1,219,475.55	\$ 72,823.68
Conocophillips Nfs Llc Is	COP	20825C104	20,988	48.511	70.65	\$ 1,018,149.15	\$ 1,482,802.20
DNB Nor Asa Ord Shs	DNBHF	R1812S105	297,200	10.486	17.77	\$ 3,116,470.82	\$ 5,281,244.00
Full Apex Holdings Ltd Shs	FAPXF	G3687W106	8,990,000	0.17	0.076	\$ 1,524,047.69	\$ 640,807.20
Guangdong Nan Yue Logistics Co	GUDNF	Y2930Z106	3,793,000	0.328	0.312	\$ 1,244,310.94	\$ 1,183,795.30
Helgeland Sparebank Nok50 Grun	HGDPF	R3099U100	47,891	7.356	7.766	\$ 352,302.64	\$ 371,907.61
Kingboard Copper Foil Hldgs Or	KNBDF	G52567107	4,550,000	0.264	0.155	\$ 1,202,622.54	\$ 706,296.50
Regal Petroleum Plc Shs	RGPMF	G7476L106	1,365,000	0.323	0.215	\$ 440,253.65	\$ 293,898.15
Sandnes Sparebank Primary Ca	SSPBF	R74676108	750	30.648	13.985	\$ 22,986.02	\$ 10,488.65
Shengtai Pharmaceutical Inc	SGTID	823214200	31,297	2.7	0.3	\$ 84,501.90	\$ 9,389.10
Sinolink Worldwide Hldgs Ltd	SNLKF	G8165B102	9,026,167	0.123	0.094	\$ 1,110,355.63	\$ 849,723.36
Sparebank 1 Nord-Norge Grunnfo	SPXXF	R8288N106	213,614	4.839	5.841	\$ 1,033,599.58	\$ 1,247,661.69
Sparebank 1 SR Bk Nok25	ZZC51KUR4	ZZC51KUR4	49,100	6.063	9.913	\$ 297,687.43	\$ 486,718.48
Sparebanken Midt Norge	SRMGF	R83262114	52,800	5.869	9.049	\$ 309,864.59	\$ 477,788.25
Sparebanken Ost Nok10	EKSKF	R1984E108	70,693	5.498	7.075	\$ 388,685.70	\$ 500,131.06
Sparebanken Vest NOK25 Grunnfo	SPIZF	R8323C107	43,612	7.973	7.453	\$ 347,725.65	\$ 325,044.59
Tethys Petroleum Limited Usd O	TETHF	G87636109	3,161,615	0.972	0.424	\$ 3,072,925.85	\$ 1,339,007.18
Tianyin Pharmaceutical Co Inc	TPI	88630M104	352,500	1.168	0.791	\$ 411,706.88	\$ 278,827.50
Total Fina SA ADR	TOT	892E+113	57,700	48.552	61.27	\$ 2,801,426.85	\$ 3,535,279.00
Totens Sparebank Nok60	TOTXF	R92151100	45,796	10.233	9.296	\$ 468,616.44	\$ 425,711.37
Vivendi Sa Eur5.50	VIVEF	F97982106	105,580	19.75	26.395	\$ 2,085,241.16	\$ 2,786,743.97
						\$ 28,282,987.66	\$ 27,250,032.08
Fixed Income							
Nota Do Tesouro Nacional 2017 01/01/2017 10.00%	P80551BG1	P80551BG1	11,337	54227.761	42027.923	\$ 6,147,801.30	\$ 4,783,644.56

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868

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

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

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

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

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

Part I only

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

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

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

0 4

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

W.K. PAINE

- The books are in the care of ► P.O. BOX 13328 - JACKSON, MS 39236-3328

Telephone No. ► 601-946-9152

Fax No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2013** or

► ☐ tax year beginning _____, and ending _____.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	23,344.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	23,344.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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