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Form 990-PF

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

, 2013, and ending

, 20

Name of foundation GRAND LODGE OF MISSISSIPPI FOUNDATI		A Employer identification number 27-4648159						
Number and street (or P O box number if mail is not delivered to street address) 2400 23RD AVENUE	Room/suite	B Telephone number (see instructions) (601) 482-2914						
City or town, state or province, country, and ZIP or foreign postal code Meridian, MS 39301		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="1"><tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr><tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr><tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr></table>		<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"/>
<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							
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) \$ 0		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)	83,283			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	126,602			
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a	1,203			
7	Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	209,885	0		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits	2,882			2,882
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	65,109			65,109
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				830
22	Printing and publications				
23	Other expenses (attach schedule)	609			609
24	Total operating and administrative expenses. Add lines 13 through 23	69,430	0		69,430
25	Contributions, gifts, grants paid	111,622			0
26	Total expenses and disbursements. Add lines 24 and 25	181,052	0		69,430
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	28,833			
b	Net investment income (if negative, enter -0-)		0		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	411,026	548,025	
	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 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)			
	b Investments - corporate stock (attach schedule)			
	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) STM118	4,892,516	4,785,553		
14 Land, buildings, and equipment: basis ▶ 8,627				
Less: accumulated depreciation (attach schedule) ▶ STM119	9,830	8,627		
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,313,372	5,342,205	0	
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 (attach schedule)			
	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	5,313,372	5,342,205	
	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 (see instructions)	5,313,372	5,342,205	
	31 Total liabilities and net assets/fund balances (see instructions)	5,313,372	5,342,205	

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	5,313,372
2 Enter amount from Part I, line 27a	2	28,833
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,342,205
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,342,205

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 (yr, mo, day)	(d) Date sold (yr, mo, day)
1a	CHIPS PROGRAM	P	2008-02-10	2013-06-15
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 1,203		1,203	
b			
c			
d			
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			
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	
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 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			
2011			
2010			
2009			
2008			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	
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	0
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		
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		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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
b 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
c 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"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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?		
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

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 ▶ MICKEY PAUL MCMAHAN Telephone no. ▶ 601-482-2914 Located at ▶ P O BOX 1030, Meridian, MS ZIP+4 ▶ 39302			
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		<input type="checkbox"/>
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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," list the years ▶		
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. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" 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	
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

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)? ☐ Yes ☒ 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? ☐ Yes ☒ 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? ☐ Yes ☒ No

5b

6b

7b

X

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 990 OFOV				
KENNETH E DYER		STMA01		
20 SHADY VALE LANE, MS 39705	0	0	0	73
CLYDE E BRITT		STMA02		
P O BOX 743, Escatawpa, MS 39552	0	0	0	52
FRED F BEAN		STMA03		
1966 HWY 19 SOUTH, Meridian, MS 39301	0	0	0	0
JERRY E WILLIAMS		STMA04		
P O BOX 186, Lena, MS 39094	0	0	0	0

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 ►		

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 EDUCATIONAL SCHOLARSHIP PROGRAMS	
	47,112
2 RELIEF AID PROGRAMS	
	41,828
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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	

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	0
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	0
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	0
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	0
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

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	
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	0

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	69,430
b	Program-related investments - total from Part IX-B	1b	
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	69,430
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	69,430

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years.				
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				
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>69,430</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	69,430			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	69,430			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	69,430			
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	69,430			

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

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

2011-09-16

b Check box to indicate whether the foundation is a private operating foundation described in section

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) 2013	(b) 2012	(c) 2011	(d) 2010	
0				0

b 85% of line 2a

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

69,430				69,430
--------	--	--	--	--------

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

69,430				69,430
--------	--	--	--	--------

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

				0
--	--	--	--	---

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))

N/A,

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.

N/A,

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

990APP

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				
JODI LYN ALLRED 1040 HIGHWAY 30 WEST New Albany, MS 38652	NONE		EDUCATIONAL SCHOLARSHIP	500
NATALIE PAIGE BOURN 45 DEAN GRINER DRIVE Columbia, MS 39429	NONE		EDUCATIONAL SCHOLARSHIP	500
HILLARY MORGAN COLBERT 267 HIGHWAY 47 Houston, MS 38851	NONE		EDUCATIONAL SCHOLARSHIP	500
KRISTIN RENAE COTHERN 31 ENGLEWOOD DRIVE Hattiesburg, MS 39402	NONE		EDUCATIONAL SCHOLARSHIP	500
LEAH DANIELLE DUEITT 1036 NEELY-AVERA ROAD Neely, MS 39461	NONE		EDUCATIONAL SCHOLARSHIP	500
KELLY ANN EVANS 3663 DUNROVIN ROAD Meridian, MS 39307	NONE		EDUCATIONAL SCHOLARSHIP	500
TARA MONTANA GILMER 10311 ROAD 472 Philadelphia, MS 39350	NONE		EDUCATIONAL SCHOLARSHIP	500
JASLYN BROOKS LANGFORD P O BOX 1217 Calhoun City, MS 38916	NONE		EDUCATIONAL SCHOLARSHIP	500
Total			3a	
b Approved for future payment				
Total			3b	

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 JOHN B LONG P O BOX 1103 Bruce, MS 38915	NONE		EDUCATIONAL SCHOLARSHIP	500
RICHARD GAYLON MCMULLAN 29 WOODBRIDGE ROAD Brandon, MS 39042	NONE		EDUCATIONAL SCHOLARSHIP	500
BLAIR BAILEE MILLER 5220 STONEBRAIR DRIVE Meridian, MS 39301	NONE		EDUCATIONAL SCHOLARSHIP	500
DAKOTA LACE PRESLEY 131 JESSE DRIVE Byhalia, MS 38611	NONE		EDUCATIONAL SCHOLARSHIP	500
KELLI JO RANKIN 6620 VAN BUREN ROAD Fulton, MS 38843	NONE		EDUCATIONAL SCHOLARSHIP	500
JORDAN LYN SMITH 7487 CRAZY HORSE DRIVE Kiln, MS 39556	NONE		EDUCATIONAL SCHOLARSHIP	500
ADAM K STEEN 2368 ATTALA ROAD 2109 Ethel, MS 39067	NONE		EDUCATIONAL SCHOLARSHIP	500
ABBY JO THOMPSON 3606 CHAPEL HILL ROAD Utica, MS 39175	NONE		EDUCATIONAL SCHOLARSHIP	500
Total			▶ 3a	
b Approved for future payment				
Total			▶ 3b	

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				
CONNER SCOTT BANCROFT 4501 7TH AVENUE Meridian, MS 39305	NONE		EDUCATIONAL SCHOLARSHIP	500
LAUREL MORGAN BYNUM 2005 WALDEN PLACE Brandon, MS 39042	NONE		EDUCATIONAL SCHOLARSHIP	500
HARLEY ELIZABETH BYRD 311 ARLINGTON LOOP Beaumont, MS 39423	NONE		EDUCATIONAL SCHOLARSHIP	500
JENNA NICHOLE CAMPBELL 220 CR 446 AVERA ROAD Vardaman, MS 38878	NONE		EDUCATIONAL SCHOLARSHIP	500
BAILEY VICTORIA EASTERLING 1300 TADPOLE ROAD Forest, MS 39074	NONE		EDUCATIONAL SCHOLARSHIP	500
JACQUELINE SAVANNAH GROSSIE 305 E MEADE STREET Pearl, MS 39208	NONE		EDUCATIONAL SCHOLARSHIP	500
SHELBY NICOLE HOWE 167 FRANKS ROAD Coldwater, MS 38618	NONE		EDUCATIONAL SCHOLARSHIP	500
WILLIAM BLAINE INMON 31 VELMA PATTERSON LANE Sumrall, MS 39482	NONE		EDUCATIONAL SCHOLARSHIP	500
Total			3a	
b Approved for future payment				
Total			3b	

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 JEENA LYNN LOVORN 815 POTTER FULTON ROAD Louisville, MS 39339	NONE		EDUCATIONAL SCHOLARSHIP	500
JUSTIN DAVID MILLS 8509 HIGHWAY 57 Vancleave, MS 39565	NONE		EDUCATIONAL SCHOLARSHIP	500
IAN CHASE MOBLEY 135 COUNTRY CLUB LANE Pontotoc, MS 38863	NONE		EDUCATIONAL SCHOLARSHIP	500
GREGORY RAYBURN O'NEAL 8692 BOBWHITE DRIVE Hernando, MS 38632	NONE		EDUCATIONAL SCHOLARSHIP	500
MAKENZIE NICOLE ROWZEE 10662 HIGHWAY 503 Hickory, MS 39332	NONE		EDUCATIONAL SCHOLARSHIP	500
CALEB ADAM STEAD P O BOX 145 Roxie, MS 39661	NONE		EDUCATIONAL SCHOLARSHIP	500
WILLIAM CHASE STOGNER 1124 DEERFIELD ROAD Summit, MS 39666	NONE		EDUCATIONAL SCHOLARSHIP	500
LAURA LEIGH VANHORN 184 GRAYSPORT ROAD Winona, MS 38967	NONE		EDUCATIONAL SCHOLARSHIP	500
Total			<div>▶ 3a</div>	
b Approved for future payment				
Total			<div>▶ 3b</div>	

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				
KATELIN ANSLEY WALLACE 381 CR 144 Tishomingo, MS 38873	NONE		EDUCATIONAL SCHOLARSHIP	500
SABRINA ANNA MICHELLE DELAUGHTER 2746 LINCOLN ROAD SE Brookhaven, MS 39601	NONE		EDUCATIONAL SCHOLARSHIP	332
PERRY KRISTEN EAKIN 4815 HIGHWAY 49 FRONTAGE ROAD Yazoo City, MS 39194	NONE		EDUCATIONAL SCHOLARSHIP	6,239
ERIC GRAY FORD 110 ENLOW DRIVE Columbus, MS 39702	NONE		EDUCATIONAL SCHOLARSHIP	1,935
KELSEY HOPE HILL 112 ROBERTS COVE Starkville, MS 39759	NONE		EDUCATIONAL SCHOLARSHIP	1,820
KRISTEN MICHELLE HILL-CHILDRESS 12819 KELSEY CIRCLE Spotsylvania, VA 22553	NONE		EDUCATIONAL SCHOLARSHIP	929
BRANDI SYLVIA JAMES 2361 HIGHWAY 29 SOUTH Ellisville, MS 39437	NONE		EDUCATIONAL SCHOLARSHIP	2,799
HALEY LYNN JAMES 2361 HIGHWAY 29 SOUTH Ellisville, MS 39437	NONE		EDUCATIONAL SCHOLARSHIP	7,687
Total			3a	
b Approved for future payment				
Total			3b	

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 MATTHEW RYAN LOPER 741 WINDING HILLS DRIVE Clinton, MS 39056	NONE		EDUCATIONAL SCHOLARSHIP	1,205
CLAIRE ROBERTA LOVELACE 2400 ANDERSON ROAD UNIT 28 Oxford, MS 38655	NONE		EDUCATIONAL SCHOLARSHIP	2,551
WALTER CALEB STALLINGS 8735 CR 280 Vossburg, MS 39366	NONE		EDUCATIONAL SCHOLARSHIP	1,115
SARAH J ZABINSKI 1812 SUNRISE LANE Toomsaba, MS 39364	NONE		EDUCATIONAL SCHOLARSHIP	4,000
JAMES PATRICK WALKER 126 HIGHWAY 13 Wiggins, MS 39577	NONE		RELIEF AID	2,000
DOUGLAS RUDOLPH NELSON SR 1222 NELSON DRIVE Ocean Springs, MS 39564	NONE		RELIEF AID	1,000
JAMES DIRK HILLMAN 657 ST ELLEN ROAD Leakesville, MS 39451	NONE		RELIEF AID	500
CHARLES DANIEL MYERS 224 HOLLIS LANE Prentiss, MS 39474	NONE		RELIEF AID	1,000
Total			3a	
b Approved for future payment				
Total			3b	

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				
HENRY FORD SMITH II 4291 SIMPSON HIGHWAY 28 WEST Magee, MS 39111	NONE		RELIEF AID	1,000
LUTHER HOWARD KELLY 270 CR 7040 Booneville, MS 38829	NONE		RELIEF AID	2,000
CHRISTOPHER BLANE DOUGLAS 834 HIGHWAY 12 112 Starkville, MS 39759	NONE		RELIEF AID	2,000
NORMAN DAN FERGUSON 29211 HIGHWAY 603 Perkinston, MS 39573	NONE		RELIEF AID	1,000
JULIUS HAROLD WALLER 456 SALEM ROAD Richton, MS 39476	NONE		RELIEF AID	1,000
DEAN EDWARD PITTS 486 LOWER MYRICK ROAD Laurel, MS 39443	NONE		RELIEF AID	1,000
ROBERT EDWARD HUDSON 395 JOHN BRANCH ROAD Batesville, MS 38606	NONE		RELIEF AID	2,000
LOWELL DON HOWELL 111 OAK LANE Houston, MS 38851	NONE		RELIEF AID	2,000
Total			3a	
b Approved for future payment				
Total			3b	

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				
JOHN WESLEY WILLINGHAM 4108 HWY 33 & 24 Gloster, MS 39638	NONE		RELIEF AID	2,000
ARRON TRAVIS BARKSDALE 6912 OAKHURST DRIVE Ocean Springs, MS 39564	NONE		RELIEF AID	1,000
BILLY FRANK SMITH 1783 SCR 578 Morton, MS 39117	NONE		RELIEF AID	600
JAMES WADE JOHNSON 5048 CR 250 Sidon, MS 38954	NONE		RELIEF AID	500
JAMES THOMAS THORNTON 359 ALBERT RUNNELLS ROAD Magee, MS 39111	NONE		RELIEF AID	2,000
ANTHONY GARLAND CLARK 331 MASONITE LAKE ROAD Laurel, MS 39443	NONE		RELIEF AID	1,000
DENNIS MURPHY MERGENSCHROER 6220 HIGHWAY 63 SOUTH Lucedale, MS 39452	NONE		RELIEF AID	1,000
CHARLIE HENDERSON SHELTON 120 CR 3451 Quitman, MS 39355	NONE		RELIEF AID	328
Total			3a	
b Approved for future payment				
Total			3b	

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 LAVON STEPHEN HODGES 1839 FERGUSON MILL ROAD Silver Creek, MS 39663	NONE		RELIEF AID	400
STEPHEN DWAYNE TAYLOR P O BOX 732 Olive Branch, MS 38654	NONE		RELIEF AID	500
JAMES KEITH BULLOCK 11702 HIGHWAY 613 Moss Point, MS 39562	NONE		RELIEF AID	1,000
BUFORD CARL SPIERS III 577 W UNION ROAD Carriere, MS 39426	NONE		RELIEF AID	1,000
GEORGE BURT RAY 265 STEWART-HUNTSVILLE ROAD French Camp, MS 39745	NONE		RELIEF AID	1,000
KENNETH EDWARD JOHNSON 9041 SNEED ROAD Meridian, MS 39307	NONE		RELIEF AID	2,000
JERRY JESS SIMS 14901 BETHEL HILL CHURCH ROAD Vancleave, MS 39565	NONE		RELIEF AID	1,000
TILLMAN HOYT HURD 2977 HIGHWAY 342 Pontotoc, MS 38863	NONE		RELIEF AID	700
Total			3a	
b Approved for future payment				
Total			3b	

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				
JAMES BAKER COLEMAN 452 CR 344 Carrollton, MS 38917	NONE		RELIEF AID	200
JERRY BARNHAM WILLIS 1044 ANTIOCH-SHILOH ROAD Pelahatchie, MS 39145	NONE		RELIEF AID	2,000
TONY ANDREW MCDONALD P O BOX 9 Richton, MS 39476	NONE		RELIEF AID	2,000
PAT HERSHEY 2808 SAMMIE HEARNDON ROAD Moss Point, MS 39562	NONE		RELIEF AID	1,000
MARTHA SUE GUNTER 1325 RITTER ROAD Nettleton, MS 38858	NONE		RELIEF AID	2,000
BRENDA BRANTLEY 4233 ATTALA ROAD 2102 Ethel, MS 39067	NONE		RELIEF AID	2,000
JEANELL COLLOM 13400 WARE ROAD Vancleave, MS 39565	NONE		RELIEF AID	100
RAINBOW FOR GIRLS OF MISSISSIPPI 1316 HARDY STREET Hattiesburg, MS 39401	NONE		CONTRIBUTION	1,000
Total			3a	
b Approved for future payment				
Total			3b	

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				
ORDER OF DEMOLAY P O BOX 7116 Jackson, MS 39282	NONE		CONTRIBUTION	1,000
MASONIC SERVICE ASSOC 3905 NATIONAL DRIVE SUITE 280 Burtonsville, MD 20866	NONE		CONTRIBUTION	17,032
NATIONAL MASONIC CHILD FOUNDATION P O BOX 41540 Arlington, VA 22204	NONE		CONTRIBUTION	150
PALMER HOME FOR CHILDREN P O BOX 746 Columbus, MS 39703	NONE		CONTRIBUTION	1,000
MSA INFORMATION CENTER 8120 FENTON STREET STE 203 Silver Spring, MD 20910	NONE		CONTRIBUTION	1,000
Total			3a	110,122
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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?

(1) Cash

(2) Other assets

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

Micky P. McMahon 09-17-2014 Grand Secretary,
 Ex-Officio
 Signature of officer or trustee Date Title

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

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name

H LEE HARRIS CPA

Preparer's signature

H. L. Hawn

Date	
------	--

09-17-2014

Check ☒ if self-employed

PTIN	
------	--

P00189346

Firm's name ► **H LEE HARRIS CPA**

Firm's address ► P O BOX 3395

Meridian MS 39303-3395

Firm's EIN ▶

Phone no

601-485-8016

1 List all officers, directors, trustees, and key employees for the year even if they were not compensated.

Form 990-OfOv (2013)

Federal Supporting Statements**2013 PG 01**

Name(s) as shown on return

FEIN

GRAND LODGE OF MISSISSIPPI FOUNDATI

27-4648159

**Form 990PF, Part II, Line 13
Investments: Other Schedule**

Statement #118

<u>Category</u>	<u>Book value (BOY)</u>	<u>Book value (EOY)</u>	<u>FMV (EOY)</u>
INVESTMENT ACCT	<u>4,892,516</u>	<u>4,785,553</u>	
Total	<u>4,892,516</u>	<u>4,785,553</u>	

**Form 990PF, Part VIII
Compensation Explanation****PG01**
Statement #A01Name
KENNETH E DYERExplanation
BOARD MEETING**Form 990PF, Part VIII
Compensation Explanation****PG01**
Statement #A02Name
CLYDE E BRITTExplanation
BOARD MEETING

Federal Supporting Statements**2013 PG01**

Name(s) as shown on return

FEIN

GRAND LODGE OF MISSISSIPPI FOUNDATI

27-4648159

**Form 990PF, Part VIII
Compensation Explanation**

Statement #A03

Name

FRED F BEAN

Explanation

BOARD MEETING

**Form 990PF, Part VIII
Compensation Explanation****PG01**
Statement #A04**Name**

JERRY E WILLIAMS

Explanation

BOARD MEETING

**Form 990PF, Part VIII
Compensation Explanation****PG01**
Statement #A05**Name**

HOMER E SULLIVAN JR

Explanation

BOARD MEETING

Federal Supporting Statements**2013 PG01**

Name(s) as shown on return

FEIN

GRAND LODGE OF MISSISSIPPI FOUNDATI

27-4648159

**Form 990PF, Part VIII
Compensation Explanation**

Statement #A06

Name

JERRY LEE LEWIS

Explanation

BOARD MEETING

**Form 990PF, Part VIII
Compensation Explanation****PG01**
Statement #A07**Name**

VAN A EVANS

Explanation

BOARD MEETING

**Form 990PF, Part VIII
Compensation Explanation****PG01**
Statement #A08**Name**

T EARL CREEKMORE

Explanation

BOARD MEETING

Federal Supporting Statements**2013 PG01**

Name(s) as shown on return

FEIN

GRAND LODGE OF MISSISSIPPI FOUNDATI

27-4648159

**Form 990PF, Part VIII
Compensation Explanation**

Statement #A10

Name

THOMAS D SWAN

Explanation

BOARD MEETING

Federal Supporting Statements

2013 PG 01

Your Social Security Number

27-4648159

Name(s) as shown on return

GRAND LODGE OF MISSISSIPPI FOUNDATI

Statement #103

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
BANK CHARGES	123	0	0	123
MISCELLANEOUS EXPENSE	486	0	0	486
Totals	609	0	0	609

PG 01

Statement #109

Form 990PF, Part I, Line 16(c) - Other Professional Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
FEES ASSOCIATED WITH TAX EXEMP	560	0	0	560
MANAGEMENT FEE	63,285	0	0	63,285
ATTORNEY FEES	1,264	0	0	1,264
Totals	65,109	0	0	65,109

Federal Supporting Statements

2013 PG01

Your Social Security Number

27-4648159

Name(s) as shown on return

GRAND LODGE OF MISSISSIPPI FOUNDATI

Statement #119

Form 990PF, Part II, Line 14 - Land Etc. Schedule

Description	Cost or other basis	Accumulated depreciation	End of year book value	FMV
EQUIPMENT	8,627		8,627	
Total	8,627		8,627	

PG 01

Subsidiary Statement

Form 990PF, Part I, Line 1 - Subsidiary Schedule

Description	Revenue and expenses	Net investment	Adjusted net income
CONTRIBUTION FROM LOCAL LODGES	83,283	0	0
Totals	83,283	0	0

Federal Supporting Statements**2013 PG 01**

Name(s) as shown on return

Your Social Security Number

GRAND LODGE OF MISSISSIPPI FOUNDATI

27-4648159

Form 990PF, Part XV, Line 2
Application Submission Information**Grant Program**

EDUCATIONAL SCHOLARS

Applicant Name

DANNY O ALEXANDER

Address2400 23RD AVENUE
Meridian, MS 39301**Telephone**

601-482-2914

Email Address**Form & Content**

APPLICATION

Submission Deadline

NONE

Restrictions on Award

NONE

Federal Supporting Statements**2013 PG 02**

Name(s) as shown on return

Your Social Security Number

GRAND LODGE OF MISSISSIPPI FOUNDATI

27-4648159

Form 990PF, Part XV, Line 2
Application Submission Information**Grant Program**

RELEIF AID

Applicant Name

MICKEY McMAHAN

Address2400 23RD AVENUE
Meridian, MS 39301**Telephone**

601-482-2914

Email Address**Form & Content**

SUBMISSION

Submission Deadline

NONE

Restrictions on Award

NONE