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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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OMB No 1545-0052





2013

Open to Public Inspection


For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE RILEY FOUNDATION		A Employer identification number 64-0707746	
Number and street (or P O box number if mail is not delivered to street address) 4518 POPLAR SPRINGS DRIVE		B Telephone number (see instructions)	
City or town, state or province, country, and ZIP or foreign postal code MERIDIAN, MS 39305		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 65,425,347	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	2,298,884	2,298,884		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	24,630			
	b Gross sales price for all assets on line 6a 5,739,222				
	7 Capital gain net income (from Part IV, line 2) . . .		791,974		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 205,496	205,496		
	12 Total. Add lines 1 through 11	2,529,010	3,296,354		
	13 Compensation of officers, directors, trustees, etc	341,000	105,475		209,575
	14 Other employee salaries and wages	157,500	6,143		132,536
	15 Pension plans, employee benefits	127,621	11,324		99,329
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 17,625	4,406		4,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 62,957			
	19 Depreciation (attach schedule) and depletion . . .	 87,352			
	20 Occupancy	57,775	11,555		35,377
	21 Travel, conferences, and meetings	3,957	98		3,415
	22 Printing and publications				
	23 Other expenses (attach schedule)	 100,966	9,514		72,376
	24 Total operating and administrative expenses. Add lines 13 through 23	956,753	148,515		557,108
	25 Contributions, gifts, grants paid	975,107			975,107
	26 Total expenses and disbursements. Add lines 24 and 25	1,931,860	148,515		1,532,215
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	597,150			
	b Net investment income (if negative, enter -0-)		3,147,839		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,180,606	2,071,526	2,071,526
	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	1,476		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	41,810,961	 46,179,932	46,179,932
	c	Investments—corporate bonds (attach schedule).	12,250,330	 13,502,956	13,502,956
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	125,568	 122,904	122,904
	14	Land, buildings, and equipment basis ▶ _____ 3,714,490 Less accumulated depreciation (attach schedule) ▶ _____ 1,414,204	2,377,908	 2,300,286	3,548,029
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	57,746,849	64,177,604	65,425,347
	17	Accounts payable and accrued expenses	2,934	7,891	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	2,934	7,891	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	57,743,915	64,169,713	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	57,743,915	64,169,713	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	57,746,849	64,177,604	

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	57,743,915
2	Enter amount from Part I, line 27a	2	597,150
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	5,828,648
4	Add lines 1, 2, and 3	4	64,169,713
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	64,169,713

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	791,974
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,043,659	53,852,834	0 056518
2011	4,850,436	53,173,393	0 091219
2010	2,069,069	50,032,501	0 041354
2009	1,320,792	40,518,309	0 032597
2008	1,910,827	46,249,152	0 041316

2	Total of line 1, column (d).	2	0 263005
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 052601
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	58,860,587
5	Multiply line 4 by line 3.	5	3,096,126
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	31,478
7	Add lines 5 and 6.	7	3,127,604
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	1,541,371

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 62,957
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 62,957
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 62,957
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 55,426	
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 55,426
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 7,531
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			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
	1a		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>			No
	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ►WWW.RILEYFOUNDATION.ORG				
14	The books are in care of ►ROBERT B DEEN JR Telephone no ►(601) 481-1430			
	Located at ►4518 POPLAR SPRINGS DRIVE MERIDIAN MS ZIP +4 ►39305			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ►	15		
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?	16	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ►			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the 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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 checked="" type="checkbox"/> No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

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

5a

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

(1)

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

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

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

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total

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

2

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the 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	58,305,976
b	Average of monthly cash balances.	1b	1,139,854
c	Fair market value of all other assets (see instructions).	1c	311,111
d	Total (add lines 1a, b, and c).	1d	59,756,941
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	59,756,941
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	896,354
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	58,860,587
6	Minimum investment return. Enter 5% of line 5.	6	2,943,029

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	2,943,029
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	62,957
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	62,957
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,880,072
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,880,072
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	2,880,072

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,532,215
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	9,156
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,541,371
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	1,541,371
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				2,880,072
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				2,216,290
e From 2012.				401,769
f Total of lines 3a through e.	2,618,059			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,541,371				
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.				1,541,371
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,338,701			1,338,701
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,279,358			
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	1,279,358			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				877,589
d Excess from 2012. . . .				401,769
e Excess from 2013. . . .				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

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

BECKY FARLEY
4518 POPLAR SPRINGS DRIVE
MERIDIAN, MS 39305
(601) 481-1430

b

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

FOUNDATION APPLICATIONS PROVIDED UPON REQUEST

c

Any submission deadlines

REFER TO WEBSITE

d



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

LAUDERDALE COUNTY MISSISSIPPI

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 <i>Paid during the year</i> See Additional Data Table				
Total			 3a	975,107
b <i>Approved for future payment</i> MS STATE UNIVERSITY FDN P O BOX 6149 Mississippi State, MS 39762			RENOVATIONS OF KRESS BUILDING START UP COSTS	2,750,000
MS ARTS AND ENTERTAINMENT CENTER 212 21ST AVE Meridian, MS 39301			CONSTRUCTION AND EXHIBITS	1,312,500
Total			 3b	4,062,500

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Q WEST LITIGATON	P	2011-12-31	2013-01-02
PRUDENTIAL NOTE LITIGATION	P	2011-12-31	2013-01-02
WELLS FARGO CAP 10000	P	2010-07-08	2013-03-15
CENTURYTEL CORPORATE BOND 1125000	P	2012-10-03	2013-04-10
ORACLE 16700 SHARES COMMON	P	2006-03-20	2013-05-23
RENAISSANCERE 14647 SHS PREFERRED	P	2004-03-23	2013-06-05
ALLIANZ 38000 SHARES PREFERRED	P	2011-01-20	2013-06-17
TYCO INTL SETTLEMENT	P	2011-12-31	2013-07-09
MORGAN STANLEY FIXED	P	2010-08-10	2013-07-08
DUKE ENERGY 1515 SHARES COMMON	P	1998-07-27	2013-08-21
VISA 4050 SHARES COMMON	P	2008-03-18	2013-08-21
VISA 705 SHARES COMMON	P	2012-11-14	2013-08-21
CITI GROUP LITIGATION	P	2011-12-31	2013-09-07
DEUTSCHE BANK 21000 SHS PREFERRED	P	2010-09-16	2013-10-31
DUKE ENERGY 4342 SHARES COMMON	P	2010-06-09	2013-11-20
SOUTHERN CO 7750 SHARES COMMON	P	2001-08-14	2013-11-20
TRIMBLE 3200 SHARES COMMON	P	2000-03-13	2013-11-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17			17
4,855			4,855
250,000		263,991	-13,991
1,102,838		1,190,898	-88,060
567,544		339,277	228,267
366,175		360,041	6,134
950,000		1,011,300	-61,300
64			64
286,892		298,800	-11,908
100,403		77,051	23,352
700,583		316,751	383,832
121,953		99,700	22,253
1,687			1,687
561,695		578,028	-16,333
303,907		217,302	86,605
320,320		178,328	141,992
100,290		15,782	84,508


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

[illegible]


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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT B DEEN JR	PRESIDENT CHAIRMAN 30 00	131,250	48,627	0
4518 POPLAR SPRINGS DRIVE MERIDIAN,MS 39305				
MARTY DAVIDSON	VP TREASURER 15 00	89,250	0	0
BOX 3804 MERIDIAN,MS 39303				
MALCOLM PORTERA	VP SECRETARY 10 00	36,000	0	0
6721 WATERFRONT Tuscaloosa,AL 35406				
RICHARD F RILEY JR	DIRECTOR 5 00	12,000	0	0
2630 THRUSH ROAD CHARLOTTESVILLE,VA 22901				
GAIL W RILEY	DIRECTOR 5 00	11,500	0	0
7642 STOCKTON AVE EL CERRITO,CA 94530				
EDWIN DOWNER	DIRECTOR 5 00	12,000	0	0
7642 POPLAR SPRINGS DRIVE Meridian,MS 39305				
TOMMY DULANEY	DIRECTOR 5 00	13,000	0	0
BOX 2929 MERIDIAN,MS 39302				
MARY ANN RILEY	DIRECTOR 5 00	12,000	0	0
1805 36TH ST MERIDIAN,MS 39305				
MANNY MITCHELL	DIRECTOR 5 00	12,000	0	0
100 49TH AVENUE Meridian,MS 39305				
CHRISTINE RILEY	DIRECTOR 5 00	12,000	0	0
3715 HIGHWAY 39 N Meridian,MS 39305				


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ASSOC OF SMALL FOUNDATIONS 33 WILD BERRY LANE Underhill,VT 05489			OPERATING SUPPORT	725
BOYS AND GIRLS CLUB P O BOX 4202 Meridian,MS 39304			SUMMER WORK PROGRAM	4,000
CARE LODGE DOMESTIC VIOLENCE P O BOX 5331 Meridian,MS 39302			SUMMER WORK PROGRAM	4,500
CARE LODGE DOMESTIC VIOLENCE P O BOX 5331 Meridian,MS 39302			MAINTENANCE AND REPAIR SHELTER	19,512
EAST MS BUSINESS DEVELOPMENT FDN 1901 FRONT STREET STE A Meridian,MS 39301			SUMMER WORK PROGRAM	4,000
EAST MS BUSINESS DEVELOPMENT FDN 1901 FRONT STREET STE A Meridian,MS 39301			OPERATING SUPPORT	1,000
EAST MS FOOTHILLS LAND TRUST P O BOX 1608 Meridian,MS 39302			SUMMER WORK PROGRAM	4,000
HOPE VILLAGE FOR CHILDREN P O BOX 26 Meridian,MS 39302			OPERATING SUPPORT	10,000
LAUDERDALE CO YOUTH LEADERSHIP CLUB 410 CONSTITUTION AVE 5TH FL Meridian,MS 39301			LEADERSHIP LAUDERDALE YOUTH	8,500
LAUDERDALE CO YOUTH LEADERSHIP CLUB 410 CONSTITUTION AVE 5TH FL Meridian,MS 39301			SUMMER WORK PROGRAM	4,000
LAUDERDALE COUNTY TOURISM BUREAU P O BOX 5313 Meridian,MS 39302			COMMUNITY CALENDAR SCHEDULING EVENTS	15,000
LAUDERDALE OUTREACH AND VOLUNTEER 801 18TH AVE Meridian,MS 39301			SUMMER WORK PROGRAM	4,000
LAUDERDALE OUTREACH AND VOLUNTEER 801 18TH AVE Meridian,MS 39301			MAINTENANCE AND REPAIR FACILITY	15,000
MERIDIAN ART ASSOCIATION 628 25TH AVE Meridian,MS 39301			OPERATING SUPPORT	10,000
MERIDIAN ART ASSOCIATION 628 25TH AVE Meridian,MS 39301			SUMMER WORK PROGAM	4,000
Total  3a				975,107

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MERIDIAN COMMUNITY COLLEGE FDN 910 HWY 19 NORTH Meridian,MS 39307			RILEY FOUNDATION SCHOLARSHIPS	20,000
MERIDIAN DISTRICT UMC 6210 HWY 39 NORTH Meridian,MS 39305			HANDICAP RAMPS	10,000
MERIDIAN PERFORMING ARTS CENTER P O BOX 3236 Meridian,MS 39303			FESTIVAL OF PLAYS	10,000
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian,MS 39302			SYMPHONY CONCERT AND RECORDERS FOR LINK UP	25,000
ALDERSGATE PERSONAL CARE 6600 POPLAR SPRINGS DRIVE Meridian,MS 39305			SUMMER WORK PROGRAM	4,000
ALDERSGATE PERSONAL CARE 6600 POPLAR SPRINGS DRIVE Meridian,MS 39305			MEMORIAL DONATION	250
GULF BREEZE UMC CHILDRENS MINISTRY Gulf Breeze,FL 32561			MEMORIAL DONATION	250
MS JUNIOR MISS PROGRAM P O BOX 582 Meridian,MS 39302			SUMMER WORK PROGRAM	4,000
MISSISSIPPI STATE UNIVERSITY 610 ALLEN HALL Mississippi State,MS 39762			SUMMER WORK PROGRAM	4,000
MS STATE UNIVERSITY FOUNDATION P O BOX 6149 Mississippi State,MS 39762			RILEY NEXT STEP SCHOLARSHIP PROGRAM	100,000
MS STATE UNIVERSITY FOUNDATION P O BOX 6149 Mississippi State,MS 39762			MSU RILEY CENTER STUDENT INTERNSHIP PROGRAM	25,963
MS STATE UNIVERSITY FOUNDATION P O BOX 6149 Mississippi State,MS 39762			ARTS CREATE EXCELLENCE	16,588
MS STATE UNIVERSITY FOUNDATION P O BOX 6149 Mississippi State,MS 39762			SUPPLEMENT HIGHER PROFILE ARTISTS	25,000
MS STATE UNIVERSITY FOUNDATION P O BOX 6149 Mississippi State,MS 39762			UPGRADE ELECTRONIC AND SOUND SYSTEMS	500,319
MS STATE UNIVERSITY FOUNDATION P O BOX 6149 Mississippi State,MS 39762			RILEY NEXT STEP SCHOLARSHIP PROGRAM	100,000
Total  3a				975,107

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MULTI COUNTY COMMUNITY SERVICES 2900 ST PAUL STREET Meridian,MS 39301			SUMMER WORK PROGRAM	4,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA Atlanta,GA 30303			2013 OPERATING SUPPORT	5,500
STATE GAMES OF MISSISSIPI P O BOX 5866 Meridian,MS 39302			SUMMER WORK PROGRAM	4,000
THE HOUSING AUTHORITY OF MERIDIAN 2423 E STREET Meridian,MS 39301			SUMMER WORK PROGRAM	4,000
UNITED WAY OF EAST MS WEST AL 2003 23RD AVE Meridian,MS 39301			SUMMER WORK PROGRAM	4,000
Total  3a				975,107

Form **4562**
Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Name(s) shown on return
THE RILEY FOUNDATION

Business or activity to which this form relates
FORM 990PF - 1

Identifying number

64-0707746

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,600,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	86,790

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		2,276	5	HY	S/L	379
c 7-year property						
d 10-year property						
e 15-year property		8,248	15	HY	S/L	183
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	87,352
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost	
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				S/L -			
		%				S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28			
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29		

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2013 Accounting Fees Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Monthly accounting	6,850	1,712	0	1,806
IRS filings	3,500	875	0	875
Financial audit	7,275	1,819	0	1,819

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

TY 2013 Depreciation Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2000-06-18	3,066,860	958,400	SL	40	76,672	0	0	
BUILDING ADDITION	2001-06-14	13,858	3,980	SL	40	346	0	0	
OFFICE EQUIPMENT	1999-12-31	3,703	3,703	SL	5	0	0	0	
OFFICE EQUIPMENT	2000-12-31	16,826	16,826	SL	5	0	0	0	
PROJECTOR	2001-08-16	4,815	4,815	SL	7	0	0	0	
OFFICE EQUIPMENT	2003-12-31	21,277	21,277	SL	5	0	0	0	
OFFICE EQUIPMENT	2004-12-31	1,247	1,247	SL	5	0	0	0	
COMPUTER	2005-09-13	2,532	2,532	SL	5	0	0	0	
OFFICE EQUIPMENT	2006-04-12	2,893	2,893	SL	5	0	0	0	
GRANT SOFTWARE	2007-07-16	15,579	15,579	SL	5	0	0	0	
PAINTINGS	1999-12-31	800	800	SL	10	0	0	0	
FURNISHINGS	2000-06-17	264,818	264,818	SL	10	0	0	0	
FURNISHINGS	2000-06-17	1,380	1,380	SL	5	0	0	0	
FURNISHINGS	2002-11-08	7,575	7,574	SL	10	0	0	0	
FURNISHINGS	2005-08-24	6,561	4,831	SL	10	656	0	0	
COMPUTER	2008-09-11	1,343	1,143	SL	5	200	0	0	
LAPTOP	2009-09-01	1,679	1,120	SL	5	336	0	0	
DESKTOP COMPUTER	2010-05-26	1,503	777	SL	5	301	0	0	
DELL COMPUTER	2010-06-14	1,701	850	SL	5	57	0	0	
SERVER	2010-08-03	6,892	3,215	SL	5	1,378	0	0	
PAINTINGS BOARD ROOM	2011-01-19	10,000	1,917	SL	10	1,000	0	0	
HVAC REPAIRS	2011-03-15	22,075	3,864	SL	10	2,208	0	0	
APPLE MACBOOK	2011-03-15	1,485	520	SL	5	297	0	0	
CARPET	2011-08-16	6,033	804	SL	10	603	0	0	
TABLES BOARD ROOM	2011-09-13	3,895	487	SL	10	390	0	0	
SAVIN COPIER	2011-09-13	8,440	2,110	SL	5	1,688	0	0	
FRAMED PHOTOTS	2012-03-20	1,867	140	SL	10	187	0	0	
DISHWASHER	2012-05-07	1,163	68	SL	10	116	0	0	
EXCERCISE EQUIPMENT	2012-10-09	3,554	89	SL	10	355	0	0	
WORK STATION HP	2013-02-27	2,276	0	SL	5	379	0	0	
DOUBLE GATE	2013-09-01	8,248	0	SL	15	183	0	0	

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE RILEY FOUNDATION
EIN: 64-0707746

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL ELEC CAP 1,100,000	1,229,250	1,229,250
JP MORGAN CHASE 300,000	330,750	330,750
AMERICAN EXPRESS 50,000	54,154	54,154
AUTOZONE 100,000	108,234	108,234
MOUNTAIN STS TEL 500,000	508,775	508,775
US CELLULAR CORP 555,000	526,118	526,118
GOLDMAN SACHS 100,000	100,900	100,900
GOLDMAN SACHS 250,000	267,730	267,730
CITIGROUP 300,000	319,851	319,851
US WEST COMMUNICATION 975,000	944,325	944,325
METLIFE INC 250,000	256,875	256,875
NATIONWIDE FINL 1,150,000	1,138,500	1,138,500
GOLDMAN SACH 835,000	928,979	928,979
FIFTH THIRD BANCORP 103,000	137,133	137,133
MERRILL LYNCH 100,000	129,107	129,107
HUMANA 250,000	330,458	330,458
PRUDENTIAL FINANCIAL 115,000	139,869	139,869
PROTECTIVE LIFE 425,000	541,000	541,000
ENTERGY MS 10,000	251,699	251,699
RAYMOND JAMES FINL 39,088	977,200	977,200
LLOYDS BANKING 44,000	1,172,600	1,172,600
MORGAN STANLEY 12,000	0	0
WELLS FARGO CAPITAL 10,000	0	0
NEXTERA ENERGY CAPITAL 1,000	25,470	25,470
FPL GROUP CAP 70,000	71,400	71,400
CENTURYTEL INC 1,125,000	0	0
U S WEST COMM 280,000	263,200	263,200
LINCOLN NATIONAL 1,250,000	1,273,438	1,273,438
WPS RESOURCES CORP 100,000	100,500	100,500
ASSURED GTY US 1,113,000	968,310	968,310
CORTS AON CAP 14,136	407,131	407,131

TY 2013 Investments Corporate
Stock Schedule

Name: THE RILEY FOUNDATION
EIN: 64-0707746

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LAB 7875 SHS COMMON	301,849	301,849
ALTRIA GROUP 34965 SHS COMMON	1,342,306	1,342,306
AMERIGAS PTS 16775 SHS COMMON	747,662	747,662
APPLE INC 1860 SHS COMMON	1,043,497	1,043,497
ASTRAZENECA PLC 11500 SHS COM	682,755	682,755
ABBVIE INC 10015 SHS COMMON	528,892	528,892
ATT 23925 SHS COMMON	841,203	841,203
ATMOS ENERGY 13200 SHS COMMON	599,544	599,544
BEAM INC 8900 SHS COMMON	605,734	605,734
BHP BILLITON 8575 SHS COMMON	584,815	584,815
BROWN FORMAN 15500 SHS COMMON	1,171,335	1,171,335
CATERPILLAR 13490 SHS COMMON	1,225,027	1,225,027
COCA COLA 17800 SHS COMMON	735,318	735,318
COMPASS MIN 8325 SHS COMMON	666,416	666,416
DR PEPPER 14200 SHS COMMON	691,824	691,824
DUKE ENERGY 4342 SHS COMMON	299,641	299,641
ENERGY TRANSFER 13700 SHS COM	784,325	784,325
EXXON MOBIL 8000 SHS COMMON	809,600	809,600
FORTUNE BRANDS 17165 SHS COMM	784,441	784,441
GENUINE PARTS 13000 SHS COMM	1,081,470	1,081,470
HOME DEPOT 8515 SHS COMMON	701,125	701,125
IBM 4735 SHS COMMON	888,144	888,144
JOHNSON JOHNSON 10000 SHS COM	915,900	915,900
JP MORGAN 3300 SHS COMMON	192,984	192,984
KELLOG 16390 SHS COMMON	1,000,937	1,000,937
KRAFT FOODS 6180 SHS COMMON	333,164	333,164
LOCKHEED MARTIN 8700 SHS COMM	1,293,342	1,293,342
MARATHON OIL 17600 SHS COMMON	621,280	621,280
MARATHON PETRO 12300 SHS COMM	1,128,279	1,128,279
MONDELEZ INTL 18540 SHS COMM	654,462	654,462

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK 17650 SHS COMMON	883,382	883,382
NEOGEN CP 25893 SHS COMMON	1,183,310	1,183,310
NORFOLK SOUTH 8700 SHS COMMON	807,621	807,621
ORACLE 16700 SHS COMMON	0	0
PHILIP MORRIS 21180 SHS COMM	1,845,413	1,845,413
PUBLIC STORAGE 7040 SHS COMM	1,059,661	1,059,661
RAYTHEON 13925 SHS COMMON	1,262,997	1,262,997
REALTY INCOM 17200 SHS COMMON	642,076	642,076
SHERWIN WILLIAMS 7360 SHS COM	1,350,560	1,350,560
SOUTHERN CO 7750 SHS COMMON	318,603	318,603
SUNOCO 24020 SHS COMMON	1,813,030	1,813,030
TC PIPELINE 14100 SHS COMMON	682,863	682,863
TRIMBLE 27000 SHS COMMON	936,900	936,900
UNILEVER 19200 SHS COMMON	791,040	791,040
VERIZON COMM 18400 SHS COMMON	999,508	999,508
VISA INC 4755 SHS COMMON	0	0
WAL MART 9690 SHS COMMON	762,506	762,506
WASTE MGT 18600 SHS COMMON	834,582	834,582
WEINGAREN REALTY 17050 SHS CO	467,511	467,511
YUM BRANDS 18100 SHS COMMON	1,368,541	1,368,541
AEGON NV 44000 SHARES PFD	1,116,280	1,116,280
ALLIANZ SE 38000 SHARES PFD	0	0
DEUTSCHE BANK 21000 SHS PFD	0	0
DEUTSCHE BANK 23000 SHS PFD	597,080	597,080
HSBC HOLDINGS 2000 SHS PFD	51,250	51,250
HSBC HOLDINGS 41000 SHS PFD	1,104,540	1,104,540
RENAISSANCERE 14353 SHS PFD	311,604	311,604
VORNADO REALTY 36000 SHS PFD	866,160	866,160
WACHOVIA 14500 SHS PFD	362,355	362,355
WELLS FARGO 18000 SHS PFD	503,280	503,280

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EAGLE HOSP 8000 SHS PFD	8	8

TY 2013 Investments - Other Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTERNATIVE INVESTMENT		24,921	24,921
ACCRUED INTEREST		97,983	97,983

TY 2013 Land, Etc. Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	203,313	0	203,313	203,313
BUILDING AND ADDITIONS	3,088,966	1,039,581	2,049,385	3,088,966
OFFICE EQUIPMENT	118,119	88,852	29,267	28,800
FURNISHINGS	304,092	285,771	18,321	226,950

TY 2013 Other Expenses Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment expense	65	65	0	0
Insurance	32,684	8,171	0	8,171
Office supplies	13,857	0	0	13,266
Dues and subscriptions	3,572	255	0	2,657
Postage	472	0	0	425
Telephone	9,534	953	0	7,151
Program expense	40,432	0	0	40,496
Services	350	70	0	210

TY 2013 Other Income Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalty income	203,439	203,439	0
Partnership income	2,057	2,057	0

TY 2013 Other Increases Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description	Amount
Unrealized gains	5,828,648

TY 2013 Taxes Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax on investment	62,957	0	0	0