Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do 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*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: TELOS FOUNDATION, INC.

A Employer identification number: 64-0854272

Number and street (or P O box number if mail is not delivered to street address): P O BOX 321418 | Room/suite:

B Telephone number (see instructions): (601) 321-1950

City or town, state or province, country, and ZIP or foreign postal code: FLOWOOD, MS 39232-1418

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 3,568,849.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____________ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	44,604.	44,604.	44,604.	ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	205,072.			
	b Gross sales price for all assets on line 6a 1,221,572.				
	7 Capital gain net income (from Part IV, line 2)		195,964.		
	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) ATCH 2	-5,694.	-5,694.	-5,694.	
	12 **Total.** Add lines 1 through 11	243,982.	234,874.	38,910.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	15,275.	15,275.	15,275.	
	c Other professional fees (attach schedule) *	5,675.	5,675.	5,675.	
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	994.	944.	944.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	37,605.	37,605.	37,605.	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	59,549.	59,499.	59,499.	
	25 Contributions, gifts, grants paid	649,316.			649,316.
	26 Total expenses and disbursements Add lines 24 and 25	708,865.	59,499.	59,499.	649,316.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-464,883.			
	b **Net investment income** (if negative, enter -0-)		175,375.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 20 2014
OGDEN, UT
IRS-OSC

SCANNED NOV 24 2014

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 4 Form **990-PF** (2013)
3E1410 1 000

614
12

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-3,535.	5,269.	5,269.
	2	Savings and temporary cash investments	283,250.	78,080.	78,080.
	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			
	10 a	Investments - U S and state government obligations (attach schedule) **	65,646.	40,000.	43,584.
	b	Investments - corporate stock (attach schedule) ATCH 8	1,911,575.	1,431,114.	1,956,241.
	c	Investments - corporate bonds (attach schedule) ATCH 9	124,324.	131,236.	136,513.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	809,612.	895,913.	896,251.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 11)	322,911.	452,911.	452,911.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,513,783.	3,034,523.	3,568,849.
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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ [X] check here 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	3,513,783.	3,034,523.	
	30	**Total net assets or fund balances** (see instructions)	3,513,783.	3,034,523.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,513,783.	3,034,523.	

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	3,513,783.
2	Enter amount from Part I, line 27a	2	-464,883.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,048,900.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	14,377.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,034,523.

**ATCH 7

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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	195,964.
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	0

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	206,570.	2,999,670.	0.068864
2011	569,752.	4,183,211.	0.136200
2010	687,639.	4,747,445.	0.144844
2009	603,873.	4,960,758.	0.121730
2008	903,428.	6,483,042.	0.139352

2 **Total** of line 1, column (d)	2	0.610990
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	0.122198
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,501,243.
5 Multiply line 4 by line 3	5	305,647.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,754.
7 Add lines 5 and 6	7	307,401.
8 Enter qualifying distributions from Part XII, line 4	8	649,316.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b	1	1,754.
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	
3	Add lines 1 and 2	3	1,754.
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	1,754.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,311.		
b	Exempt foreign organizations - tax withheld at source — 6b: 420.		
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	2,731.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	977.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 977. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MS,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ JUDY BELL Telephone no. ▶ 601-321-1950

Located at ▶ 4450 OLD CANTON ROAD, SUITE 207 JACKSON, MS ZIP+4 ▶ 39211

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

			Yes	No
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		X
	See the 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☒ Yes ☐ 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) ☐ Yes ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☐ 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? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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	X
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
ATCH 13		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 ▶				

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 N/A	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

JSA
3E1465 1 000

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	2,261,320.
b	Average of monthly cash balances	1b	278,013.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,539,333.
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	-
3	Subtract line 2 from line 1d	3	2,539,333.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	38,090.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,501,243.
6	**Minimum investment return.** Enter 5% of line 5	6	125,062.

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	125,062.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,754.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,754.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	123,308.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	123,308.
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	123,308.

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	649,316.
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	649,316.
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	1,754.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	647,562.

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				123,308.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only				
b	Total for prior years 20 11 ,20 10 ,20 09				
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ... 581,514.				
b	From 2009 ... 357,301.				
c	From 2010 ... 451,731.				
d	From 2011 ... 360,591.				
e	From 2012 ... 56,586.				
f	Total of lines 3a through e	1,807,723.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 649,316.				
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				123,308.
e	Remaining amount distributed out of corpus	526,008.			
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	2,333,731.			
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				
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)	581,514.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,752,217.			
10	Analysis of line 9				
a	Excess from 2009 ... 357,301.				
b	Excess from 2010 ... 451,731.				
c	Excess from 2011 ... 360,591.				
d	Excess from 2012 ... 56,586.				
e	Excess from 2013 ... 526,008.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

WILLIAM M MOUNGER II

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 address of the person to whom applications should be addressed

ATCH 14

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

ATCH 15

c Any submission deadlines:

ATCH 16

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

ATCH 17

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*				
ATCH 18				
Total . . . . ▶ **3a**				649,316.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

JSA
3E1491 1 000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	44,604.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	-23,712.	14	18,018.	
8 Gain or (loss) from sales of assets other than inventory			14	205,072.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-23,712.		267,694.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 243,982.

(See worksheet in line 13 instructions to verify calculations)

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

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)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

▶ Wm M. [illegible] II | 11/17/14 | ▶ Pres.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL D HILL , CPA	[signature]	11/15/2014		P00086078

Firm's name ▶ BKD, LLP — Firm's EIN ▶ 44-0160260

Firm's address ▶ 190 E CAPITOL STREET, STE 500 JACKSON, MS 39201-2190 — Phone no 601-948-6700

JSA
3E1493 1 000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					31,600.	
		INERGY MIDSTREAM					07/21/2011	06/18/2013
18.							18.	
		RAYMOND JAMES # 50723208- SEE ATTACHED					VARIOUS	VARIOUS
282,997.		238,994.					44,003.	
		CAPITAL ONE CAP 7.5% 6/15/66					VARIOUS	01/02/2013
55,000.		55,486.					-486.	
		RAYMOND JAMES #54177610- SEE ATTACHED					VARIOUS	VARIOUS
72,811.		65,127.					7,684.	
		RAYMOND JAMES #54177610- SEE ATTACHED					VARIOUS	VARIOUS
769,285.		656,893.					112,392.	
		GENESIS ENERGY, L.P.					VARIOUS	12/31/2013
753.							753.	
TOTAL GAIN(LOSS)							195,964.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
RAYMOND JAMES #7610	22,851.	22,851.	22,851.
RAYMOND JAMES #3208	19,588.	19,588.	19,588.
MORGAN STANLEY #0042	1,841.	1,841.	1,841.
ADP REINVESTMENT POOL	1.	1.	1.
THE BLAKE AT MALBIS	17.	17.	17.
LTP TIMBERQUEST	11.	11.	11.
SAFEMEDS	39.	39.	39.
GENESIS ENERGY	243.	243.	243.
SUBURBAN PROPANE	1.	1.	1.
LINN ENERGY	6.	6.	6.
EASTOVER DEVELOPMENT	5.	5.	5.
CRESTWOOD EQUITY	1.	1.	1.
TOTAL	44,604.	44,604.	44,604.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME - ADP REINVESTMENT POOL	6,905.	6,905.	6,905.
ORDINARY INCOME - AM DEBT PURCHASE POOL	7,142.	7,142.	7,142.
ORDINARY INCOME - SAFEMEDS	3,638.	3,638.	3,638.
ORDINARY INCOME - DIABETES MANAGEMENT	-3,210.	-3,210.	-3,210.
ORDINARY INCOME - EASTOVER DEVELOPMENT	-3,110.	-3,110.	-3,110.
ORDINARY INCOME - GENESIS	-1,278.	-1,278.	-1,278.
ORDINARY INCOME - CRESTWOOD EQUITY	-668.	-668.	-668.
ORDINARY INCOME- SUBURBAN PROPANE	-245.	-245.	-245.
ORDINARY INCOME- LINN ENERGY	679.	679.	679.
ORDINARY INCOME- CRESTWOOD MIDSTREAM	-29.	-29.	-29.
ORDINARY INCOME- DAVCO FIBER	-17.	-17.	-17.
ORDINARY INCOME- THE BLAKE	-27,723.	-27,723.	-27,723.
OTHER INCOME - RAYMOND JAMES #7610	3,039.	3,039.	3,039.
OTHER INCOME - MORGAN KEEGAN #0042	1,381.	1,381.	1,381.
OTHER INCOME - RAYMOND JAMES #3208	7,554.	7,554.	7,554.
OTHER INCOME - LTP TIMBERQUEST	2,629.	2,629.	2,629.
SECTION 1231 - GENESIS ENERGY	-29.	-29.	-29.
SECTION 1231 - SUBURBAN PROPANE	-8.	-8.	-8.
SECTION 1231 - CRESTWOOD EQUITY	-2.	-2.	-2.
SECTION 1231 - LTP TIMBERQUEST	1,288.	1,288.	1,288.
SECTION 1231 - DIABETES MANAGEMENT	-3,645.	-3,645.	-3,645.
SECTION 1231 - LINN ENERGY	15.	15.	15.
TOTALS	-5,694.	-5,694.	-5,694.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	15,275.	15,275.	15,275.	
TOTALS	15,275.	15,275.	15,275.	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER PROFESSIONAL FEES	5,675.	5,675.	5,675.
TOTALS	5,675.	5,675.	5,675.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
TAXES	975.	925.	925.
FOREIGN TAXES- RJ #7610	17.	17.	17.
FOREIGN TAXES- GENESIS	2.	2.	2.
TOTALS	994.	944.	944.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MARGIN INTEREST EXPENSE	1,070.	1,070.	1,070.
BANK SERVICE CHARGE	335.	335.	335.
INVESTMENT MANAGEMENT FEES	12,248.	12,248.	12,248.
OTHER DEDUCTIONS - PASSTHROUGH	13,146.	13,146.	13,146.
MISCELLANEOUS EXPENSE	10,806.	10,806.	10,806.
TOTALS	37,605.	37,605.	37,605.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US GOVERNMENT OBLIGATIONS	40,000.	43,584.
US OBLIGATIONS TOTAL	40,000.	43,584.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCKS	1,431,114.	1,956,241.
TOTALS	1,431,114.	1,956,241.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	131,236.	136,513.
TOTALS	131,236.	136,513.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVESTMENTS	87,506.	87,844.
AMERICAN DEBT REPURCHASING	18,290.	18,290.
ADP REINVESTMENT	3,419.	3,419.
NYLIAC	25,000.	25,000.
VOICES HEARD MEDIA, INC.	50,000.	50,000.
LTP TIMBERQUEST	441,838.	441,838.
DAVCO FIBER	249,983.	249,983.
DIABETES MANAGEMENT CENTERS	-2,278.	-2,278.
SAFEMEDS SOLUTIONS	36,681.	36,681.
THE BLAKE AT MALBIS	-111,114.	-111,114.
GENESIS ENERGY		
INERGY LP	-2,577.	-2,577.
LINN ENERGY	-3,392.	-3,392.
EASTOVER DEVELOPMENT LLC	102,345.	102,345.
SUBURBAN PROPANE	-407.	-407.
CRESTWOOD MIDSTREAM PARTNERS	619.	619.
TOTALS	895,913.	896,251.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DUE FROM SAFEMED SOLUTIONS	222,911.	222,911.
DUE FROM LONG LEAF CAMO	100,000.	100,000.
OTHER RECEIVABLES	130,000.	130,000.
TOTALS	452,911.	452,911.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED LOSS ON INVESTMENTS		14,377.
	TOTAL	14,377.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM M MOUNGER II 4731 E. MASSENA DRIVE JACKSON, MS 39211	PRESIDENT	0	0	0
CALLIE BRANDON MOUNGER 4731 E. MASSENA DRIVE JACKSON, MS 39211	VICE-PRESIDENT	0	0	0
WILLIAM M MOUNGER II 4731 E. MASSENA DRIVE JACKSON, MS 39211	SECRETARY/TREASURER	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WILLIAM M MOUNGER II
4781 MASSENA DRIVE
JACKSON, MS 39211
601-321-1950

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

INDIVIDUALS AND ORGANIZATIONS REQUESTING FUNDS SHOULD SUBMIT A REQUEST WHICH SETS FORTH A BRIEF RESUME OF QUALIFICATIONS AND OUTLINE OF THE PROPOSED USE OF THE REQUESTED FUNDS. NEEDY PERSONS SHOULD SUBMIT EVIDENCE AS TO THE NEED FOR FOOD, CLOTHING, SHELTER AND OTHER ITEMS OF BASIC SUBSTANCE. REQUESTS FOR LOANS SHOULD CONTAIN EVIDENCE OF INABILITY TO OBTAIN CONVENTIONAL FINANCING.

ATTACHMENT 16

990PF, PART XV - SUBMISSION DEADLINES

APPLICATIONS ARE ACCEPTED ANY TIME. NOTICE OF APPROVAL, REJECTION, OR REQUESTS FOR ADDITIONAL INFORMATION IS USUALLY SENT WITHIN 2 MONTHS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

PREFERENCE IS GIVEN TO MISSISSIPPI RESIDENTS AND CHARITABLE ORGANIZATIONS. MOST CONTRIBUTIONS AND/OR GRANTS ARE MADE FOR CHRISTIAN PREACHING, TEACHING, AND OTHER RELIGIOUS ACTIVITIES, BUT TO THE EXTENT FUNDS ARE AVAILABLE, CONTRIBUTIONS AND/OR GRANTS MAY BE MADE FOR OTHER PURPOSES AND TO INDIVIDUALS AND ORGANIZATIONS IN OTHER STATES. NO MORE THAN $10,000 IS GRANTED TO ANY ONE PERSON OVER A 4-YEAR PERIOD. GRANTS TO ORGANIZATIONS ARE DEPENDENT ON NEED AT THE DISCRETION OF THE FOUNDATION MANAGER.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AFRICAN BIBLE COLLEGES P O BOX 103 CLINTON, MS 39060	NONE	UNRESTRICTED - CHRISTIAN	1,200
THE UNIVERSITY OF MISSISSIPPI FOUNDATION P O BOX 249 UNIVERSITY, MS 38677	NONE	UNRESTRICTED - EDUCATION	92,857
JACKSON PREPARATORY SCHOOL P O BOX 4940 JACKSON, MS 39296	NONE	UNRESTRICTED - EDUCATION	63,500
SOUTHERN CHRISTIAN SERVICES FOR CHILDREN AND YOUTH 860 EAST RIVER PLACE SUITE 104 JACKSON, MS 39202	NONE	UNRESTRICTED	500.
BUSINESS & PROFESSIONAL OUTREACH, INTL 1401 PINEHAVEN ROAD CLINTON, MS 39056	NONE	UNRESTRICTED	600.
COMPASSION INTERNATIONAL 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80997	NONE	UNRESTRICTED	476

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIGONIER'S MINISTRIES 421 LIGONIER COURT SANFORD, FL 32771	NONE	UNRESTRICTED	240
MEDICAL MOBILIZERS P O BOX 682385 FRANKLIN, TN 37068	NONE	UNRESTRICTED	2,400
WORLD HARVEST MISSION 101 WEST AVE STE 305 JENKINTOWN, PA 19046	NONE	UNRESTRICTED	1,200
YOUNG BUSINESS LEADERS 618 BRIARWOOD DRIVE SUITE A JACKSON, MS 39211	NONE	UNRESTRICTED	2,400
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DRIVE ORLANDO, FL 32832	NONE	UNRESTRICTED	2,650
DELTA WATERFOWL FOUNDATION P O BOX 3128 BISMARK, ND 58502	NONE	UNRESTRICTED	1,508

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FIRST PRESBYTERIAN CHURCH 1300 NORTH STATE STREET JACKSON, MS 39202	NONE	UNRESTRICTED	6,500
MISSION TO THE WORLD P O BOX 116284 ATLANTA, GA 30368-6284	NONE	UNRESTRICTED	11,600.
NEIGHBORHOOD CHRISTIAN CENTER 785 JACKSON AVENUE MEMPHIS, TN 38107	NONE	UNRESTRICTED	7,500
STEWPOT COMMUNITY SERVICES 845 WEST AMITE STREET JACKSON, MS 39203	NONE	UNRESTRICTED	1,000
MISSISSIPPI MUSEUM OF ART 380 S LAMAR ST JACKSON, MS 39201	NONE	UNRESTRICTED	6,000
UMAA FOUNDATION C.M TAD SMITH COLISEUM UNIVERSITY, MS 38677	NONE	UNRESTRICTED	8,900

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MS STATE TROOPER ASSOCIATION P O BOX 958 JACKSON, MS 39205	NONE	UNRESTRICTED	35.
HIGHLANDS PRESBYTERIAN CHURCH 1160 HIGHLAND COLONY PKWY RIDGELAND, MS 39157	NONE	UNRESTRICTED - CHRISTIAN	170,000
MISSION MISSISSIPPI 840 E RIVER PLACE, JACKSON, MS 39202	NONE	UNRESTRICTED	30,000
MWFP FOUNDATION P O BOX 14194 JACKSON, MS 39236	NONE	UNRESTRICTED	2,800.
SACRED ROAD MINISTRIES P O. BOX 400 HARRAH, WA 98933	NONE	UNRESTRICTED - CHRISTIAN	10,000.
VANDERBILT UNIVERSITY 2201 WEST END AVE NASHVILLE, TN 37235	NONE	UNRESTRICTED - EDUCATION	150,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUNG LIFE 418 E 34TH STREET INDIANAPOLIS, IN 46205	NONE	UNRESTRICTED	30,000
TRAINING PASTORS INTERNATIONAL P O. BOX 2135 GRENADA, MS 38902	NONE	UNRESTRICTED - CHRISTIAN	10,000
ACTION IMPACT INTERNATIONAL P.O BOX 7070 BRANSON, MO 65615	NONE	UNRESTRICTED	500.
MD ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD HOUSTON, TX 77030	NONE	UNRESTRICTED	100.
USA INTERNATIONAL BALLET COMPETITION 201 E. PASCAGOULA ST. JACKSON, MS 39201	NONE	UNRESTRICTED	9,000.
ADVENTURES IN MISSIONS 6000 WELLSPRING TRAIL GAINESVILLE, GA 30506	NONE	UNRESTRICTED	500.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAGNOLIA SPECIAL SCHOOL 100 CENTRAL AVENUE JEFFERSON, LA 70121	NONE	UNRESTRICTED	350
GLOBAL SERVICES 245 WESTLAKE ROAD FAYETTEVILLE, NC 28314	NONE	UNRESTRICTED	800.
LEFLEUR EAST FOUNDATION P O BOX 12290 JACKSON, MS 39236	NONE	UNRESTRICTED	1,000.
WESSON FAMILY MEMORIAL 1160 HIGHLAND COLONY PRWY RIDGELAND, MS 39157	NONE	UNRESTRICTED	10,000
WILDLIFE MISSISSIPPI P O BOX 10 STONEVILLE, MS 38776	NONE	UNRESTRICTED	200
TRINITY FAMILY MINISTRIES 2467 VICTORY AVENUE MOBILE, AL 36617	NONE	UNRESTRICTED	2,000

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VICTORY WORLD MISSION P.O BOX 7872 SHALLOTE, NC 28469	NONE	UNRESTRICTED - CHRISTIAN	600
THIRD MILLENIUM MINISTRIES P O BOX 300769 FERN PARK, FL 32730-0769	NONE	UNRESTRICTED	10,000
WOODS, WHEELS, WATER & OUTDOORS 241 SHORTER ROAD BRAXTON, MS 39044	NONE	UNRESTRICTED	400
		TOTAL CONTRIBUTIONS PAID	649,316.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
TELOS FOUNDATION, INC.	64-0854272

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked	72,811.	65,127.		7,684.
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	7,684.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	753.			753.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	1,107,300.	951,373.		155,927.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	31,600.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	188,280.

Part III Summary of Parts I and II Caution: *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 **Net short-term gain or (loss)**	17			7,684.
18 **Net long-term gain or (loss):**				
a Total for year	18a			188,280.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c 28% rate gain	18c			
19 **Total net gain or (loss).** Combine lines 17 and 18a ▶	19			195,964.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) **or** b $3,000 . . . 20 (   )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21		
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22				
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23				
24	Add lines 22 and 23	24				
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25				
26	Subtract line 25 from line 24 If zero or less, enter -0-			26		
27	Subtract line 26 from line 21 If zero or less, enter -0-			27		
28	Enter the **smaller** of the amount on line 21 or $2,450			28		
29	Enter the **smaller** of the amount on line 27 or line 28			29		
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶					30
31	Enter the smaller of line 21 or line 26			31		
32	Subtract line 30 from line 26			32		
33	Enter the **smaller** of line 21 or $11,950			33		
34	Add lines 27 and 30			34		
35	Subtract line 34 from line 33 If zero or less, enter -0-			35		
36	Enter the **smaller** of line 32 or line 35			36		
37	Multiply line 36 by 15% ▶					37
38	Enter the amount from line 31			38		
39	Add lines 30 and 36			39		
40	Subtract line 39 from line 38 If zero or less, enter -0-			40		
41	Multiply line 40 by 20% ▶					41
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42		
43	Add lines 37, 41, and 42			43		
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44		
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45

Form **8949** **Sales and Other Dispositions of Capital Assets**

▶Information about Form 8949 and its separate instructions is at www irs gov/form8949.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury
Internal Revenue Service

Name(s) shown on return	Social security number or taxpayer identification number
TELOS FOUNDATION, INC.	64-0854272

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
RAYMOND JAMES #54177610- SEE ATTA	VARIOUS	VARIOUS	72,811.	65,127.	M		7,684.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked)▶			72,811.	65,127.			7,684.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
TÈLOS FOUNDATION, INC.	64-0854272

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [X] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
GENESIS ENERGY, L.P.	VARIOUS	12/31/2013	753.				753.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			753.				753.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)

TELOS FOUNDATION, INC.

Social security number or taxpayer identification number

64-0854272

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [X] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
INERGY MIDSTREAM	07/21/2011	06/18/2013	18.				18.
RAYMOND JAMES # 50723208- SEE ATTACH	VARIOUS	VARIOUS	282,997.	238,994.	M		44,003.
CAPITAL ONE CAP 7.5% 6/15/66	VARIOUS	01/02/2013	55,000.	55,486.			-486.
RAYMOND JAMES #54177610- SEE ATTAC	VARIOUS	VARIOUS	769,285.	656,893.	M		112,392.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,107,300.	951,373.			155,927.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

FEDERAL FOOTNOTES

990PF, PART VII-B - TRANSFER OF ASSETS TO DISQUALIFIED PERSON

ON JANUARY 23, 2013, AN ERRONEOUS TRANSFER OF $130,000 WAS MADE TO WILLIAM M. MOUNGER II, THE FOUNDATION'S PRESIDENT. MR. MOUNGER GAVE INSTRUCTIONS TO HIS BOOKKEEPER TO TRANSFER $130,000 FROM HIS PERSONAL RAYMOND JAMES ACCOUNT TO HIS PERSONAL CHECKING ACCOUNT. THE AMOUNT WAS INADVERTENTLY AND INCORRECTLY TRANSFERRED FROM AN ACCOUNT OF TELOS FOUNDATION, INC. THE ERROR WAS DISCOVERED UPON PREPARATION OF THE 990-PF RETURN OF TELOS FOUNDATION, INC. AND WAS CORRECTED IMMEDIATELY. MR. MOUNGER HAS PAID BACK THE $130,000 PLUS EARNINGS AS DESCRIBED IN REGULATIONS §53.4941(E)-1(C). THE AMOUNT INADVERTENTLY DISTRIBUTED DID NOT HINDER TELOS FOUNDATION, INC. FROM MAKING ALL REQUIRED DISTRIBUTIONS FOR THE TAX YEAR AS DESCRIBED IN §4942.

Long Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
UNION BANK NA 6Y S&P 500 EQUITY-LINKED CD FDIC # 22826 CERTIFICATE OF DEPOSIT DUE 09/29/2016 (90521ACX4)	65,000 000	02/01/2012	$68,087 50	03/20/2013	$74,802 00	9 86%	$6,714.50
FNMA REMIC TRUST 2005-27 AD 5.5000% DUE 04/25/2035 (31394CH70)	100,000 000	06/17/2005	$0 00	03/25/2013	$4,531 32	100 00%	$4,531 32
AMERICAN EXPRESS CREDIT CORPORATION MTN ISIN US0258M0CW79 5.8750% DUE 05/02/2013 (0258M0CW7)	25,000 000	05/26/2009	$25,000 00	05/02/2013	$25,000 00	0 00%	$0 00
ZIONS CAPITAL TRUST B CAP SECS 8% CUMULATIVE DUE 09/01/2032 (989703202)	2,000.000	05/18/2005	$54,456 00	05/03/2013	$50,000.00	(8 18)%	$(4,456 00)
FIDUS INVT CORPORATION (FDUS)	2,000 000	06/21/2011	$30,000 00	06/21/2013	$34,529.31	15.09%	$4,529 31
GENESIS ENERGY L P UNIT LTD PARTN (GEL)	500 000	07/15/2011	$13,150 00	06/21/2013	$24,668 18	87 59%	$11,518 18
GENESIS ENERGY L P UNIT LTD PARTN (GEL)	1,000.000	07/15/2011	$26,300 00	08/16/2013	$47,466.18	80 47%	$21,166 18
THE GOLDMAN SACHS GROUP, INC. NTS ISIN US38141GDQ47 5.2500% DUE 10/15/2013 (38141GDQ4)	22,000 000	02/27/2009	$22,000 00	10/15/2013	$22,000 00	0 00%	$0 00
Net Long-Term Gain / Loss Total			$238,993 50		$282,996 99	18 41%	$44,003 49

O Please see Cost Basis on the Understanding Your Statement page

Realized Capital Gains & Losses ○

Short Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
GROWTH FUND OF AMERICA CLASS F1 - AMERICAN FUNDS N/L (GFAFX)	82 026	12/20/2012	$2,813 48	04/05/2013	$2,992 31	6 35%	$178 83
KRAFT FOODS GROUP INCORPORATED (KRFT)	125 000	04/30/2012	$5,247 59	04/05/2013	$6,401 35	21.98%	$1,153 76
KRAFT FOODS GROUP INCORPORATED (KRFT)	217 000	10/17/2012	$10,168 10	04/05/2013	$11,112 75	9 29%	$944 65
LATEEF FUND CLASS A M/F (LIMAX)	1,049 100	VARIOUS	$11,907.28	06/21/2013	$13,040 31	9 51%	$1,133.03
CISCO SYSTEMS INCORPORATED (CSCO)	775 000	12/05/2012	$15,003.92	09/24/2013	$18,710 73	24 70%	$3,706 81
DEERE & COMPANY (DE)	242 000	10/10/2013	$19,986 63	11/25/2013	$20,553 06	2 83%	$566 43
Net Short-Term Gain / Loss Total			$65,127 00		$72,810 51	11 80%	$7,683 51

○ Please see Cost Basis on the Understanding Your Statement page

Long Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
GROWTH FUND OF AMERICA CLASS F1 - AMERICAN FUNDS N/L (GFAFX)	956 816	VARIOUS	$31,654 04	04/05/2013	$34,904 65	10 26%	$3,250 61
GROWTH FUND OF AMERICA CLASS F1 - AMERICAN FUNDS N/L (GFAFX)	180 779	02/02/2006	$5,766 85	04/05/2013	$6,594 82	14 35%	$827.97
GROWTH FUND OF AMERICA CLASS F1 - AMERICAN FUNDS N/L (GFAFX)	1,521 607	01/25/2007	$50,000 00	04/05/2013	$55,508 22	11 01%	$5,508 22
MICROSOFT CORPORATION (MSFT)	570 000	09/08/2011	$14,984 27	04/05/2013	$16,261.73	8 52%	$1,277 46
MICROSOFT CORPORATION (MSFT)	2,000 000	09/14/2011	$52,740 00	04/05/2013	$57,058 72	8.18%	$4,318 72
DEERE & COMPANY (DE)	193 000	09/08/2011	$14,932 78	05/28/2013	$16,786.99	12 41%	$1,854 21
ARTISAN SMALL CAP VALUE FUND INVESTOR CLASS N/L (ARTVX)	5,910.165	09/18/2006	$113,652.48	06/21/2013	$100,000 00	(12 01)%	$(13,652 48)
BRISTOL MYERS SQUIBB COMPANY (BMY)	343.000	01/25/2008	$7,971.56	06/21/2013	$15,713 58	97.12%	$7,742 02

Realized Capital Gains & Losses (continued) O

Long Term (continued)

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
BRISTOL MYERS SQUIBB COMPANY (BMY)	157 000	04/30/2009	$2,987 52	06/21/2013	$7,192.52	140 75%	$4,205 00
COCA COLA COMPANY (KO)	418 000	09/08/2011	$14,934 58	06/21/2013	$16,583 82	11.04%	$1,649.24
LATEEF FUND CLASS A M/F (LIMAX)	2,973.426	11/08/2007	$31,072 30	06/21/2013	$36,959 69	18 94%	$5,887 39
GENERAL ELECTRIC COMPANY (GE)	2,500 000	01/11/2008	$87,850 00	06/21/2013	$58,927 72	(32 92)%	$(28,922 28)
DU PONT E I DE NEMOURS & COMPANY (DD)	300 000	09/23/2011	$12,272 19	10/10/2013	$17,385 29	41 66%	$5,113 10
LATEEF FUND CLASS A M/F (LIMAX)	5,826 657	11/08/2007	$60,888 57	10/10/2013	$80,000 00	31 38%	$19,111.43
GROWTH FUND OF AMERICA CLASS F1 - AMERICAN FUNDS N/L (GFAFX)	92 899	01/12/2006	$2,956 98	10/10/2013	$3,875 75	31 07%	$918 77
GROWTH FUND OF AMERICA CLASS F1 - AMERICAN FUNDS N/L (GFAFX)	2,304 033	02/02/2006	$73,498 66	10/10/2013	$96,124 25	30 78%	$22,625 59
KANSAS CITY SOUTHERN COM NEW (KSU)	500 000	08/05/2011	$25,143 85	10/10/2013	$56,175 57	123 41%	$31,031 72
SPDR S&P MIDCAP 400 ETF TRUST (MDY)	320 000	08/27/2009	$38,626 75	10/10/2013	$72,472.81	87.62%	$33,846 06
MOTOROLA SOLUTIONS INCORPORATED COM NEW (MSI)	315 000	07/27/2012	$14,959.32	11/25/2013	$20,758.76	38 76%	$5,799 44
Net Long-Term Gain / Loss Total			$656,892 70		$769,284.89	17 11%	$112,392 19

O Please see Cost Basis on the Understanding Your Statement page

Summary of Gains & Losses

	Year To Date
Short-Term Gain	$7,683 51
Short-Term Loss	$0 00
Long-Term Gain	$154,966 95
Long-Term Loss	$(42,574 76)
Net Gain / Loss Total	**$120,075.70**

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions TELOS FOUNDATION, INC.	Employer identification number (EIN) or 64-0854272
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions P O BOX 321418	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions FLOWOOD, MS 39232-1418	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ JUDY BELL, 4450 OLD CANTON ROAD, SUITE 207 JACKSON, MS 39211

Telephone No ▶ 601 321-1950 Fax No ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 14

5 For calendar year 2013 , or other tax year beginning ________, 20 ___ , and ending ________, 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 0
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 0
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

JSA
3F8055 2 000