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Return of Private Foundation

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

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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

, and ending

Name of foundation MADDOX FOUNDATION		A Employer identification number 64-0917900
Number and street (or P.O. box number if mail is not delivered to street address) 180 WEST COMMERCE STREET		B Telephone number (662) 449-3699
City or town, state or province, country, and ZIP or foreign postal code HERNANDO, MS 38632		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) \$ 42,505,560.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	51,501.	51,501.		STATEMENT 1
	4 Dividends and interest from securities	192,839.	192,839.		STATEMENT 2
	5a Gross rents	800,761.	404,619.		STATEMENT 3
	b Net rental income or (loss)	800,761.			
	6a Net gain or (loss) from sale of assets not on line 10	1,290,803.			
	b Gross sales price for all assets on line 6a	1,591,313.			
	7 Capital gain net income (from Part IV, line 2)		1,290,803.		
	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)				
	11 Other income	-266,484.	-268,524.		STATEMENT 4
	12 Total. Add lines 1 through 11	2,069,420.	1,671,238.		
	13 Compensation of officers, directors, trustees, etc	482,741.	120,684.		362,057.
	14 Other employee salaries and wages	23,533.	5,883.		17,650.
	15 Pension plans, employee benefits	150,796.	37,699.		113,097.
	16a Legal fees STMT 5	243,062.	150,958.		92,104.
	b Accounting fees STMT 6	53,866.	13,467.		40,399.
	c Other professional fees STMT 7	522.	131.		391.
	17 Interest	187,555.	187,555.		0.
	18 Taxes STMT 8	27,698.	26,764.		934.
	19 Depreciation and depletion	31,628.	7,907.		
	20 Occupancy	79,630.	19,908.		59,722.
	21 Travel, conferences, and meetings	46,686.	11,672.		35,014.
	22 Printing and publications	4,844.	1,211.		3,633.
	23 Other expenses STMT 9	18,070.	4,518.		13,553.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,350,631.	588,357.		738,554.
	25 Contributions, gifts, grants paid	1,682,750.			1,682,750.
	26 Total expenses and disbursements. Add lines 24 and 25	3,033,381.	588,357.		2,421,304.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-963,961.			
	b Net investment income (if negative, enter -0-)		1,082,881.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	298,286.	4,257,383.	4,257,383.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 899,527.	STATEMENT 11		
	Less: allowance for doubtful accounts ▶ 0.	983,836.	899,527.	899,527.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 12	1,770,664.	1,769,664.	1,055,292.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 13		17,026,517.	12,417,210.	35,475,173.
14 Land, buildings, and equipment: basis ▶ 1,455,859.				
Less: accumulated depreciation ▶ 754,426.		733,061.	701,433.	701,433.
15 Other assets (describe ▶ STATEMENT 14)		87,584.	116,752.	116,752.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		20,899,948.	20,161,969.	42,505,560.
17 Accounts payable and accrued expenses		5,363.	6,638.	
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable STMT 15	697,791.	674,491.		
22 Other liabilities (describe ▶ STATEMENT 16)	7,416.	14,189.		
23 Total liabilities (add lines 17 through 22)	710,570.	695,318.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	20,189,378.	19,466,651.		
30 Total net assets or fund balances	20,189,378.	19,466,651.		
31 Total liabilities and net assets/fund balances	20,899,948.	20,161,969.		

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	20,189,378.
2 Enter amount from Part I, line 27a	2	-963,961.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	241,234.
4 Add lines 1, 2, and 3	4	19,466,651.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,466,651.

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			
b SEE ATTACHED STATEMENTS			
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 1,591,313.		300,510.	1,290,803.

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			1,290,803.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,290,803.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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	1,981,785.	41,903,638.	.047294
2011	2,587,262.	40,630,190.	.063678
2010	2,451,360.	42,625,291.	.057510
2009	2,676,567.	39,996,587.	.066920
2008	5,528,722.	62,453,236.	.088526

2 Total of line 1, column (d)	2	.323928
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	.064786
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	39,801,394.
5 Multiply line 4 by line 3	5	2,578,573.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,829.
7 Add lines 5 and 6	7	2,589,402.
8 Enter qualifying distributions from Part XII, line 4	8	2,421,304.

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.

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

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)

1 Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b **21,658.**

2 All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). **0.**

3 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) **21,658.**

4 Add lines 1 and 2 **0.**

5 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) **21,658.**

6 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- **21,658.**

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013 **6a 23,475.**

b Exempt foreign organizations - tax withheld at source **6b**

c Tax paid with application for extension of time to file (Form 8868) **6c 12,000.**

d Backup withholding erroneously withheld **6d**

7 Total credits and payments. Add lines 6a through 6d **35,475.**

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 13,817.**

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax **13,817.** Refunded **11 0.**

Part VII 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 ☐ ☒

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? **Yes No**
1b ☐ ☒
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? **Yes No**
1c ☐ ☒

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation. **\$ 0.** (2) On foundation managers. **\$ 0.**

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. **\$ 0.**

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? **Yes No**
2 ☐ ☒
If "Yes," attach a detailed description of the activities

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? **Yes No**
3 ☐ ☒
If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? **Yes No**
4a ☒ ☐

b If "Yes," has it filed a tax return on Form 990-T for this year? **Yes No**
4b ☒ ☐

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? **Yes No**
5 ☐ ☒
If "Yes," attach the statement required by General Instruction T

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? **Yes No**
6 ☒ ☐

7 Did the foundation have at least \$5,000 in assets at any time during the year? **Yes No**
7 ☒ ☐
If "Yes," complete Part II, col (c), and Part XV

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? **Yes No**
8b ☒ ☐
If "No," attach explanation

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)? **Yes No**
9 ☐ ☒
If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? **Yes No**
10 ☐ ☒
If "Yes," attach a schedule listing their names and addresses

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Statements Regarding Activities (continued)

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) **STATEMENT 17 STATEMENT 18 STMT 20**

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) **SEE STATEMENT 19**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address ► **WWW.MADDOXFOUNDATION.ORG**

14 The books are in care of ► **DEBORAH TAYLOR** Telephone no. ► **662-449-3699**
Located at ► **180 WEST COMMERCE STREET, HERNANDO, MS** ZIP+4 ► **38632**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year
► 15 **N/A**

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

11	X	
12	X	
13	X	
16	Yes	No
		X

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.

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)?
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?

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.) **N/A**

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
►

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ 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.)

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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?

	Yes	No
1b		X
1c		X
2b		
3b		X
4a		X
4b		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** ☐ Yes ☐ No

5b

6b

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 21		482,741.	41,799.	0.

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

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

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

0

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

Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PAULUS & DOLAN, PLLC 4400 HARDING ROAD, S-101, NASHVILLE, TN 37205	LEGAL FEES	201,277.
CORBIN & ASSOCIATES, PLLC 120 VILLAGE BLVD, STE A, MADISON, MS 39110	TAX PREPARATION & PLANNING	53,866.
Total number of others receiving over \$50,000 for professional services		0

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 FOUNDATION STAFF PARTICIPATE IN COMMUNITY OUTREACH AND ENGAGEMENT TO SUPPORT AREA NONPROFITS THROUGH GIVING OF THEIR TIME, TALENT, OR TREASURE. SEE ADDITIONAL INFORMATION AT STATEMENT 24.	120,948.
2	
3	
4	

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 THE RIVERKINGS PROVIDE CHARITABLE BENEFITS TO THE ENTIRE REGION, PROMOTE A WIDE VARIETY OF PHILANTHROPIC INITIATIVES, INCREASE ECONOMIC VIABILITY, AND LESSEN THE BURDEN OF GOVERNMENT. SEE ADDITIONAL INFORMATION AT STATEMENT 25.	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	

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Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

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	1,055,875.
b	Average of monthly cash balances	1b	2,860,181.
c	Fair market value of all other assets	1c	36,491,451.
d	Total (add lines 1a, b, and c)	1d	40,407,507.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	40,407,507.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	606,113.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,801,394.
6	Minimum investment return. Enter 5% of line 5	6	1,990,070.

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	1,990,070.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	21,658.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	1,139.
c	Add lines 2a and 2b	2c	22,797.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,967,273.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,967,273.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,967,273.

Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,421,304.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,421,304.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,421,304.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2013)

..ii 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				1,967,273.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	2,417,794.			
b From 2009	678,507.			
c From 2010	335,215.			
d From 2011	569,272.			
e From 2012				
f Total of lines 3a through e	4,000,788.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,421,304.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,967,273.
e Remaining amount distributed out of corpus	454,031.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,454,819.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,417,794.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,037,025.			
10 Analysis of line 9:				
a Excess from 2009	678,507.			
b Excess from 2010	335,215.			
c Excess from 2011	569,272.			
d Excess from 2012				
e Excess from 2013	454,031.			

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

N/A

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

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

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XIV **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).)

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:

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

c Any submission deadlines:

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

Supplementary Information (continued)

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				
MADDOX HOCKEY, INC. 4640 VENTURE DRIVE SOUTHAVEN, MS 38671		NC	PROGRAM TO SUPPORT LOCAL NONPROFITS & CREATE YOUTH PROGRAMS	880,000.
NASHVILLE SCHOOL OF LAW 4013 ARMORY OAKS DRIVE NASHVILLE, TN 37204		PC	SUPPORT HIGHER EDUCATION	1,250.
COMMUNITY FOUNDATION OF NW MS 321 LOSHER STREET, SUITE 100 HERNANDO, MS 38632		PC	SUPPORT GENERAL ENDOWMENT	750,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 ATLANTA, GA 30303		PC	GENERAL SUPPORT	1,500.
COMMUNITY FOUNDATION OF NW MS 321 LOSHER STREET, SUITE 100 HERNANDO, MS 38632		PC	MEMORIAL DONATION	50,000.
Total				▶ 3a 1,682,750.
b Approved for future payment				
COMMUNITY FOUNDATION OF NW MS 321 LOSHER STREET, SUITE 100 HERNANDO, MS 38632		PC	SUPPORT GENERAL ENDOWMENT	5,477,162.
Total				▶ 3b 5,477,162.

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	51,501.	
4 Dividends and interest from securities		523000	7,354.	14	185,485.	
5 Net rental income or (loss) from real estate:						
a	Debt-financed property	531190	396,142.			
b	Not debt-financed property			16	404,619.	
6 Net rental income or (loss) from personal property						
7 Other investment income		523000	-2,374.	14	-264,110.	
8 Gain or (loss) from sales of assets other than inventory		523000	59,479.	18	1,231,324.	
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)			460,601.		1,608,819.	0.
13 Total. Add line 12, columns (b), (d), and (e)						2,069,420.

(See worksheet in line 13 instructions to verify calculations.)

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <table border="1"> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> <tr> <td>1a(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1a(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(3)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(4)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(5)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(6)</td> <td></td> <td>X</td> </tr> <tr> <td>1c</td> <td></td> <td>X</td> </tr> </table> | | Yes | No | 1a(1) | | X | 1a(2) | | X | 1b(1) | | X | 1b(2) | | X | 1b(3) | | X | 1b(4) | | X | 1b(5) | | X | 1b(6) | | X | 1c | | X | |
|--|---|----|-----|----|-------|--|---|-------|--|---|-------|--|---|-------|--|---|-------|--|---|-------|--|---|-------|--|---|-------|--|---|----|--|---|--|
| | Yes | No | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1c | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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.

Signature of officer or trustee

Date: _____

SECRETARY

Title

May the IRS discuss this return with the preparer shown below (see Instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check <input type="checkbox"/> if self-employed	PTIN
---	------

HAROLD G. CORBIN

Harold A. Cook CMA

11/17/14

P00283840

Firm's name ► **CORBIN & ASSOCIATES, PLLC**

Firm's EIN ▶ 26-3614022

Firm's address ► **P. O. BOX 1574**
MADISON, MS 39130-1574

Phone no. 601-605-8707

Form 990-PF (2013)

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.)
SANKATY CREDIT OPPORTUNITIES	P		
b PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
c PASS-THROUGH FROM MID-SOUTH INVESTOR FUND LP	P		
d PASS-THROUGH FROM LITTLE BUCK LP	P		
e PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
f PASS-THROUGH FROM LITTLE BUCK LP	P		
g PASS-THROUGH FROM MID-SOUTH INVESTOR FUND LP	P		
h PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
i PASS-THROUGH FROM DMAR INVESTMENTS LP	P		
j PASS-THROUGH FROM LITTLE BUCK LP	P		
k PASS-THROUGH FROM LITTLE BUCK LP	P		
l COST BASIS OF BROOKSIDE INVESTORS OVER REDEMPTION	P		
m PASS-THROUGH FROM 220 KNOLLS LP	P		
n PASS-THROUGH FROM 9040 ASSOC LP	P		
o LIQUIDATING DISTRIBUTION OF MADDOX FOOTBALL	P		

(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 81,712.			81,712.
b 20,664.			20,664.
c		997.	-997.
d 1,807.			1,807.
e 859,763.			859,763.
f 75,200.			75,200.
g 49,049.			49,049.
h 4,271.			4,271.
i 50,424.			50,424.
j 374.			374.
k 4,410.			4,410.
l		299,513.	-299,513.
m 48,658.			48,658.
n 287,546.			287,546.
o 107,435.			107,435.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			81,712.
b			20,664.
c			-997.
d			1,807.
e			859,763.
f			75,200.
g			49,049.
h			4,271.
i			50,424.
j			374.
k			4,410.
l			-299,513.
m			48,658.
n			287,546.
o			107,435.

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	1,290,803.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANKPLUS	3,548.	3,548.	
COVENANT BANK	2,919.	2,919.	
LAMM GROUP	45,034.	45,034.	
TOTAL TO PART I, LINE 3	51,501.	51,501.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
220 KNOLLS LIMITED PARTNERSHIP					
INTEREST INCOME	24.	0.	24.	24.	
BRITISH HIGHLAND INTEREST INCOME	64.	0.	64.	64.	
CLEG-MAD LIMITED LP INTEREST INCOME	83.	0.	83.	83.	
DMAR INVESTMENTS LP DIVIDEND INCOME	161,790.	0.	161,790.	161,790.	
DMAR INVESTMENTS LP DIVIDEND INCOME	4,832.	0.	4,832.	4,832.	
DMAR INVESTMENTS LP INTEREST INCOME	4,886.	0.	4,886.	4,886.	
DMAR INVESTMENTS LP INTEREST INCOME	1,931.	0.	1,931.	1,931.	
LITTLE BUCK LIMITED PARTNERSHIP	14,150.	0.	14,150.	14,150.	
LITTLE BUCK LIMITED PARTNERSHIP	423.	0.	423.	423.	
LITTLE BUCK LIMITED PARTNERSHIP	424.	0.	424.	424.	
LITTLE BUCK LIMITED PARTNERSHIP	168.	0.	168.	168.	
MIDSOUTH INVESTOR FUND LP DIVIDEND INCOME	4,027.	0.	4,027.	4,027.	
MIDSOUTH INVESTOR FUND LP INTEREST INCOME	35.	0.	35.	35.	

WYNCRESTMS, LLC
INTEREST INCOME

2. 0. 2. 2.

TO PART I, LINE 4

192,839. 0. 192,839. 192,839.

FORM 990-PF

RENTAL INCOME

STATEMENT 3

KIND AND LOCATION OF PROPERTY

ACTIVITY
NUMBERGROSS
RENTAL INCOME

220 KNOLLS LIMITED PARTNERSHIP
9040 ASSOCIATES - NEW PTRS
CLEG-MAD LIMITED LP
BRITISH HIGHLAND WIND LP
LONGWOOD TN LP
CLARKSVILLE NINE, LP
WYNCRESTMS, LLC

4 471,845.
6 -59,184.
7 288,720.
10 -75,703.
11 143,304.
12 67,206.
14 -35,427.

TOTAL TO FORM 990-PF, PART I, LINE 5A

800,761.

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION

(A)
REVENUE
PER BOOKS(B)
NET INVEST-
MENT INCOME(C)
ADJUSTED
NET INCOME

J.D. LIMITED PARTNERSHIP
LITTLE BUCK LIMITED PARTNERSHIP
MIDSOUTH INVESTOR FUND LP
SOUTH HARPEETH FARMS LLC
DMAR LIMITED PARTNERSHIP LP
MISCELLANEOUS INCOME
220 KNOLLS LP BOOK/TAX DIFFERENCES
CLEG-MAD LP BOOK/TAX DIFFERENCES
ANNUITY INCOME
DMAR LIMITED PARTNERSHIP LP
RNRJR MINERALS, LLC
LITTLE BUCK LIMITED PARTNERSHIP

4,369. 0.
-12,822. -12,822.
-9,904. -9,904.
-102,770. -102,770.
-144,247. -144,247.
477. 477.
-1,949. 0.
-343. 0.
7,485. 7,485.
-6,201. -6,201.
-37. 0.
-542. -542.

TOTAL TO FORM 990-PF, PART I, LINE 11

-266,484. -268,524.

FORM 990-PF	LEGAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL LEGAL SERVICES	7,532.	0.		7,532.
LITIGATION SUPPORT	34,253.	0.		34,253.
LEGAL SERVICES & PLANNING	201,277.	150,958.		50,319.
TO FM 990-PF, PG 1, LN 16A	243,062.	150,958.		92,104.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION & PLANNING	53,866.	13,467.		40,399.
TO FORM 990-PF, PG 1, LN 16B	53,866.	13,467.		40,399.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
401K ADMINISTRATION	522.	131.		391.
TO FORM 990-PF, PG 1, LN 16C	522.	131.		391.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	25,013.	25,013.		0.
FOREIGN TAXES	1,440.	1,440.		0.
PROFESSIONAL PRIVILEGE TAX	1,245.	311.		934.
TO FORM 990-PF, PG 1, LN 18	27,698.	26,764.		934.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL OFFICE EXPENSES	18,070.	4,518.		13,553.
TO FORM 990-PF, PG 1, LN 23	18,070.	4,518.		13,553.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
DESCRIPTION		AMOUNT
MIDSOUTH INVESTOR FUND - MARKET VALUE APPRECIATION OF ASSETS		53,981.
DMAR INVESTMENTS L.P. - MARKET VALUE APPRECIATION OF ASSETS		187,253.
TOTAL TO FORM 990-PF, PART III, LINE 3		241,234.

FORM 990-PF	OTHER NOTES AND LOANS RECEIVABLE		STATEMENT 11
DESCRIPTION	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
LAMM GROUP	899,527. 0.	0. 0.	899,527. 0.
TOTAL TO FM 990-PF, PART II, LN 7	899,527.	0.	899,527.

FORM 990-PF	CORPORATE STOCK		STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DESOTO COUNTY BANK STOCK	250,000.	250,000.	
MADDOX FOOTBALL INC	0.	0.	
MADDOX HOCKEY INC	1,000.	1,000.	
MARGARET ENERGY INC	1,518,664.	804,292.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,769,664.	1,055,292.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
220 KNOLLS LIMITED PARTNERSHIP	COST	401,422.	9,357,042.
9040 ASSOCIATES - NEW PTRS	COST	0.	0.
BRITISH HIGHLAND WIND, LP	COST	-2,932,736.	3,843,207.
CLEG-MAD LIMITED LP	COST	1,380,698.	4,950,000.
DMAR INVESTMENTS LP	COST	8,236,512.	8,236,495.
J.D. LIMITED PARTNERSHIP	COST	-357.	0.
LITTLE BUCK LIMITED PARTNERSHIP	COST	0.	0.
MIDSOUTH INVESTOR FUND LP	COST	421,331.	421,331.
PROSPECT HARBOR CREDIT PARTNERS LP	COST	793,532.	795,349.
SOUTH HARPETH FARMS LLC	COST	-241,852.	3,271,904.
LONGWOOD TN LP	COST	2,158,031.	2,158,031.
CLARKSVILLE NINE, LP	COST	796,729.	796,729.
BEALE 310, LLC	COST	-63,291.	0.
RNRJR MINERALS LLC	COST	163.	0.
WYNCRESTMS, LLC	COST	1,465,673.	1,465,673.
BAIN CAPITAL	COST	1,355.	0.
SANKATY CREDIT OPPORTUNITIES	COST	0.	179,412.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,417,210.	35,475,173.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RETIREMENT PLAN ANNUITY	78,459.	69,984.	69,984.
SECURITY DEPOSIT	2,475.	2,475.	2,475.
OTHER ASSETS	150.	37,793.	37,793.
OTHER ACCRUED RECEIVABLES	6,500.	6,500.	6,500.
TO FORM 990-PF, PART II, LINE 15	87,584.	116,752.	116,752.

FORM 990-PF	MORTGAGES PAYABLE	STATEMENT 15
DESCRIPTION		BALANCE DUE
COVENANT - OFFICE HEADQUARTERS		674,491.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B		674,491.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 16
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO 401K INVESTMENT	7,416.	14,189.
TOTAL TO FORM 990-PF, PART II, LINE 22	7,416.	14,189.

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 17

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

MADDOX HOCKEY, INC

04-3703647

ADDRESS

180 WEST COMMERCE STREET
HERNANDO, MS 38632

DESCRIPTION OF TRANSFER

CONTRIBUTION FOR PROGRAM-RELATED INVESTMENT

AMOUNT
OF TRANSFER

880,000.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

880,000.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 18

NAME OF CONTROLLED ENTITY

J.D. LIMITED PARTNERSHIP

EMPLOYER ID NO

62-6235020

ADDRESSP. O. BOX 150764
NASHVILLE, TN 37215-0764DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

6,500.

NAME OF CONTROLLED ENTITY

DMAR INVESTMENTS, L.P.

EMPLOYER ID NO

75-2384625

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

92,121.

NAME OF CONTROLLED ENTITY

CLEG-MAD LIMITED, L.P.

EMPLOYER ID NO

62-1508487

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

408,976.

NAME OF CONTROLLED ENTITY

220 KNOLLS LIMITED PARTNERSHIP

EMPLOYER ID NO

62-1525140

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

843,403.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

LITTLE BUCK LIMITED PARTNERSHIP

56-1751468

ADDRESS180 WEST COMMERCE STREET
HERNANDO, MS 38632DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

2,410,007.

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

9040 ASSOCIATES - NEW PTRS

62-1729127

ADDRESSP. O. BOX 150764
NASHVILLE, TN 37202-3857DESCRIPTION OF TRANSFER

PARTNER DISTRIBUTIONS

AMOUNT
OF TRANSFER

2,012,800.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

5,773,807.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT 19
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EXPLANATION

THE MADDOX FOUNDATION IN 2013 MADE GRANTS TO THE COMMUNITY FOUNDATION OF NORTHWEST MISSISSIPPI, A PORTION OF WHICH WAS DIRECTED TO A DONOR-ADVISED FUND OF WHICH THE DIRECTORS OF THE MADDOX FOUNDATION ARE THE ADVISORS. THE COMMUNITY FOUNDATION OF NORTHWEST MISSISSIPPI IS A PUBLICLY SUPPORTED CHARITY DESCRIBED IN SECTIONS 501(C)(3) AND 509(A)(1) OF THE INTERNAL REVENUE CODE, AND IT IS NOT CONTROLLED BY THE MADDOX FOUNDATION OR DISQUALIFIED PERSONS OF THE MADDOX FOUNDATION. THUS, GRANTS TO THE

COMMUNITY FOUNDATION OF NORTHWEST MISSISSIPPI CONSTITUTE QUALIFYING DISTRIBUTIONS FOR THE MADDOX FOUNDATION PURSUANT TO SECTION 4942 OF THE INTERNAL REVENUE CODE. IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMMUNITY FOUNDATION OF NORTHWEST MISSISSIPPI, ALL DISTRIBUTIONS FROM THE DONOR ADVISED FUND WILL BE FOR SECTION 170(C)(2)(B) PURPOSES AND WILL BENEFIT THE GENERAL PUBLIC OF THE REGION SERVED BY THE COMMUNITY FOUNDATION.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 20

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

MADDOX HOCKEY, INC

04-3703647

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

J.D. LIMITED PARTNERSHIP

62-6235020

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

P. O. BOX 150764
NASHVILLE, TN 37215-0764

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

DMAR INVESTMENTS, L.P.

75-2384625

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

CLEG-MAD LIMITED, L.P.

62-1508487

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

180 WEST COMMERCE STREET
HERNANDO, MS 38632

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

220 KNOLLS LIMITED PARTNERSHIP

62-1525140

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

180 WEST COMMERCE STREET
HERNANDO, MS 38632NAME OF CONTROLLED ENTITYEMPLOYER ID NO

LITTLE BUCK LIMITED PARTNERSHIP

56-1751468

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

180 WEST COMMERCE STREET
HERNANDO, MS 38632NAME OF CONTROLLED ENTITYEMPLOYER ID NO

9040 ASSOCIATES - NEW PTRS

62-1729127

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

P. O. BOX 150764
NASHVILLE, TN 37202-3857NAME OF CONTROLLED ENTITYEMPLOYER ID NO

MARGARET ENERGY, INC.

62-1077181

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

180 WEST COMMERCE STREET
HERNANDO, MS 38632NAME OF CONTROLLED ENTITYEMPLOYER ID NO

WYNCRESTMS, LLC

90-0913849

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

180 WEST COMMERCE STREET
HERNANDO, MS 38632

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 21

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBIN G. COSTA 180 WEST COMMERCE STREET HERNANDO, MS 38632	PRESIDENT 40.00	(A) 263,114.	25,070.	0.
PAUL T. MORRIS 180 WEST COMMERCE STREET HERNANDO, MS 38632	SECRETARY 40.00	107,694.	10,311.	0.
MICHAEL C. WARD 180 WEST COMMERCE STREET HERNANDO, MS 38632	VICE-PRESIDENT 40.00	41,038.	3,929.	0.
DEBORAH F. TAYLOR 180 WEST COMMERCE STREET HERNANDO, MS 38632	ACCTING MGR 40.00	57,395.	2,489.	0.
LANIER HURDLE 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	4,500.	0.	0.
KAREN SANDERS 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	4,500.	0.	0.
CAROL AYERS 180 WEST COMMERCE STREET HERNANDO, MS 38632	BOARD MEMBER 10.00	4,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		482,741.	41,799.	0.

(A) DOES NOT INCLUDE AN ADDITIONAL \$150,000 PAID TO THE PRESIDENT BY MARGARET ENERGY, INC., A CONTROLLED ENTITY OF THE FOUNDATION, FOR MANAGEMENT AND INVESTMENT ADVISORY SERVICES PROVIDED AS PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THAT COMPANY.

MADDOX FOUNDATION
EIN 64-0917900
2013 FORM 990-PF

STATEMENT 24

PAGE 7, PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

Foundation staff participate in community outreach and engagement to support area non-profits through giving of their time, talent, or treasure.

Through the Foundation's work, the legacy of Dan and Margaret Maddox thrives. The Maddox's knew that donating dollars was only a small part of charitable work – in order to maximize the return, you had to be giving of your resources, time, and talent as well. Our goals are to increase the effectiveness of philanthropy in local communities and to help local non-profits more effectively and efficiently achieve their charitable missions.

The Foundation's President, Robin Costa, invested her time and talent into many charitable causes over the year to promote, fund-raise, and provide technical assistance:

Noah's Gift 5K Run-Walk-Skate, a fundraiser for the Noah's Gift Fund at the Community Foundation of Northwest Mississippi, benefited from her assistance in fundraising, community involvement in the form of both sponsorships and participants, as well as generating publicity. Ms. Costa spoke to all the public schools in DeSoto County about the scholarship, how to apply, and how to encourage their students to become actively involved in philanthropy and community service. This scholarship fund allows deserving teenagers to experience unique, once-in-a-lifetime opportunities, while the fundraising event serves to introduce new donors to the Community Foundation and to develop teen leaders and young philanthropists.

Additionally, Ms. Costa has given her technical assistance to youth sports in the area. She has worked with the leaders in the city of Hernando, including the Mayor, Board of Aldermen, and other city officials, in order to improve program services and reduce program costs associated with the Hernando Civic Center. She also worked with the Jr. StreetKings Roller Hockey's league planning, publicity and promotions, and event planning such as learn-to-skate programs for youth. Ms Costa assisted with clean-ups at the rink, passing out skates and protective equipment to young players, and securing valuable sponsorships for the program.

Ms. Costa also promoted collaboration within the DeSoto County Schools system. She donated her time to assist DeSoto County Schools with a unique year-long fundraiser program. She spoke at 48 public schools in the county, met with countless principals, assistant principals, teachers, and parent-teacher organization representatives. She also met with the superintendent of education and the school board many times. Ms. Costa assisted with the Superintendent's Youth Leadership Council by hosting meetings and events for them, speaking

to them on entrepreneurship and philanthropy, and serving on their scholarship committee. She worked to help them raise 50% of the money required to fund the Leadership Council.

Ms. Costa distributed information to the community-at-large, schools, businesses, as well as city and county officials on the bi-annual Face Off Field Trip game hosted by the Foundation's Program Related Investment, the Mississippi RiverKings. This educational game features a workbook, and video and PA announcements during the game on topics such as geography, math, grammar, history, science, health, and more. Ms. Costa worked on planning the Face Off Field Trip, soliciting donations and sponsorships, and promoting partnerships between local schools, businesses, and city and county officials.

Maddox Foundation's Corporate Secretary, Paul Morris, devoted part of his time and energy to the KAIROS prison ministry. He spent over 200 hours working to develop hope and vision among Mississippi's incarcerated at the Mississippi State Penitentiary (MSP) at Parchman, Mississippi. KAIROS Prison Ministry International, Inc., is a highly structured Christian ministry. Volunteers engage prisoners in activities in addition to modeling and communicating a positive message of unconditional love, grace, and mercy, as a means to reach out and change the hearts of prisoners in a very basic, meaningful way. The latest statistical results indicate that the recidivism rate drops from 80% to less than 10% after involvement with the KAIROS program for just one year. During the year, Mr. Morris served on the MSP KAIROS Advisory Council as the council's representative to the state of Mississippi's KAIROS program. In addition, he still continues to volunteer within Parchman. Due to Mr. Morris' working relationship with the chaplain's staff at Parchman, he was asked to serve as a volunteer chaplain in the lockdown areas of the maximum security unit, including death row. He served as a mentor and assistant to inmate leaders conducting church services in addition to providing individual Christian-based counseling on an as-needed basis to inmates.

Deborah Taylor, Accountant for the Foundation, donated her time and talents to assist with set-up for the Face Off Field Trip as well as directing schools and businesses to their seats on game day. Mrs. Taylor also volunteered at a local high school's career fair. She met with numerous 10th graders and spoke with them about career options, educational requirements, and what a typical workday might be like in the financial and/or nonprofit sector. Mrs. Taylor also worked on the Noah's Gift committee to secure sponsorships, distribute advertisements across the county, and take minutes during meetings.

Maddox Foundation's Administrative Assistant, Glenda Gurley, volunteered with two kids camps during the summer. She worked with the DeSoto Arts Council's Kids' Camp and Camp Livitup – a camp for children with mental disabilities. Ms. Gurley also donated her time to local schools. She participated in a high school career fair, and went on school networking visits with the Mississippi RiverKings to help them promote the educational programs they offer, such as 'RiverKings Read' and 'Sticks are for Kids,' an active program to encourage healthy habits in young people. Ms. Gurley also assisted with the educational Face Off Field Trip hosted by the Mississippi RiverKings. She contacted local schools about attending, reviewed the educational

content presented to students, helped with set-up prior to the event, and hosted dignitaries, such as school, city, and county officials, as well as business leaders at the games.

Maddox Foundation, through its directors and staff, touches lives of the community at large. This human interaction between individuals as we provide time, talent, and treasure, is at the heart of the Foundation's efforts. Our success is tied not only to our efforts, but to the efforts of all the charitable organizations serving the communities of Northwest Mississippi.

MADDOX FOUNDATION
EIN 64-0917900
2013 FORM 990-PF

STATEMENT 25

PAGE 7, PART IX-B SUMMARY OF PROGRAM-RELATED INVESTMENTS

The RiverKings provide charitable benefits to the entire region, promote a wide variety of philanthropic initiatives, increase economic viability, and lessen the burden of government.

The Foundation staff works directly with the team's management, coaches and players, season ticket holders, sponsors, and fans to directly support and increase the ability of area nonprofits to raise funds for their programs and operations, to generate public awareness of non-profit programs and community initiatives, and to increase volunteerism in support of such programs and initiatives.

The Foundation's goal is to operate the RiverKings team as a unique charitable asset that provides benefits to the entire Northwest Mississippi community to the maximum extent possible. Each RiverKings game offers numerous ways for area non-profits to raise funds, reach out to volunteers, and generate publicity for their work in the community.

The involvement of the RiverKings in the community also gives the Foundation unique opportunities to create and expand programs in its traditional areas of interest, such as education and services to youth, through the Face Off Field Trip programs and youth hockey leagues.

The Foundation also works with the team to design community support programs that maximize interaction between the team and local charities in ways that help those charities achieve their charitable missions within the community. The RiverKings work annually with several community organizations addressing the issues and needs facing autistic children, cancer patients, and abandoned pets. Team members regularly give to local blood drives and visit sick children in area hospitals.

Specific Program Activities and Results During 2013

Since the Maddox Foundation acquired the team in 2002 and began operating it as a Program-Related Investment, hundreds of non-profits have raised hundreds of thousands of dollars in funds, increased their volunteer base, and improved community awareness of their work. Over the past eleven years, the RiverKings have developed a number of special projects and program activities that promote charitable giving and community causes.

The *MVP (Money-Volunteers-Publicity) Program* was designed by the RiverKings to assist area

non-profits and charitable causes with raising funds to support their work, recruiting volunteers to assist in their efforts, and generating publicity about their work that will attract both funds and volunteers.

During games, one non-profit is selected as the "MVP," having that organization's work spotlighted to raise funds and awareness. Each MVP organization is recognized through pregame and post-game press releases prepared by RiverKings staff and distributed to the RiverKings publicity network. They are also recognized in announcements during the game and featured during the radio broadcast of the game. Non-profits are given the opportunity to place an informational booth in the arena concourse and the ability to conduct a silent auction or raffle during the game. MVP non-profits also have a representative make the ceremonial puck drop before the game.

2013 MVPs: Pray for Ava (Benefitting Pink Heals), Rolling Thunder (Benefitting Fisher House), American Cancer Foundation Relay for Life, American Foundation for Suicide Prevention, Healing Hearts Child Advocacy Center, Horn Lake High School, Lupus Foundation, Ovarian Cancer Awareness Foundation, Porter-Leath, Save1Pet, St. Jude, Stovall's Sacrifice for Soldiers, Wings Cancer Foundation.

The RiverKings also operates a *Ticket Fundraising Program* that allows non-profits to raise substantial funds to support their work, with no risk and with relatively little investment of resources. Non-profits can receive tickets, sell them for face value, and retain a significant percentage of the ticket price for their organization. Maddox Foundation will match, dollar for dollar, those funds earned by non-profit organizations selling 200 tickets or more. In 2013, ticket fundraising grants totaled over \$27,000 given to multiple area non-profits.

2013 Ticket Fundraiser Participants: LeBonheur Children's Hospital Foundation, Graceview Presbyterian Church, Grace Bible Church, Save1Pet, American Foundation for Suicide Prevention, Donna's Run for a Remedy, BOLD Initiative, Community Foundation of Northwest Mississippi, DeSoto County Foundation for Excellence in Education, United Way, American Cancer Society, Horn Lake High School, Boy Scouts of America, Healing Hearts Child Advocacy Center, Superintendent's Youth Leadership Council

In addition to the *MVP Program* and *Ticket Fundraising Program*, the RiverKings regularly donate official team merchandise, some of which is autographed, tickets, vouchers, and other items to local nonprofits for use in their fundraising efforts, such as silent auctions and raffles. In 2013, over \$10,000 of merchandise and tickets were given to 75 area non-profits.

Face Off Field Trips are regular RiverKings home games which are scheduled to start in the mornings. They are educational field trips geared towards elementary or middle school students. Each *Face Off Field Trip* game draws 6,000-8,000 students from the entire region, including parts of Tennessee and Arkansas. Educational activities are interwoven into the game's breaks in action and public address announcements, and a workbook distributed to the students gives teachers the opportunity to reinforce lessons when they return to the classroom.

The RiverKings subsidize this event by underwriting tickets and other costs of up to \$60,000 per game so that all school children can attend. In 2013, all proceeds from the *Face Off Field Trip* were donated to DeSoto County Schools' Superintendent's Youth Leadership Council. This council is comprised of one junior and one senior from each public high school in the county. They meet throughout the school year to learn about entrepreneurship, leadership, and giving back to their community.

The RiverKings also schedule *Theme Nights* throughout the year, which are designed to focus on charitable organizations or causes. One example is "Scout Night" which promotes local boy scout and girl scouts and involves a number of local troops in the MidSouth area

2013 Theme Nights: Pack the House Night benefitting United Way, Pups N Pucks Night benefitting Save1Pet, Noah's Gift, Canned Food Drive to benefit a local church's food pantry ministry, Scout Night, Military Night featuring a Teddy Bear Toss for Toys for Tots

RiverKings staff and players are positive role models to young people, and take every opportunity to speak to schools and youth organizations. The *RiverKings Kids' Club* features exclusive meet and greet opportunities for youth with RiverKings players and mascots, participation on the ice in picking up pucks after the nightly Puck Toss in-game activity, locker room tours, and a variety of special events. RiverKings staff and players attended school assemblies; hosted and attended hockey clinics; provided demonstrations of hockey skills and play; distributed hockey equipment to school physical education classes (*Sticks are for Kids* program); and read to young people in classrooms and libraries (*Kings in the Classroom* program).

In 2013, there were over 80 appearances by players and mascots to charitable organizations. RiverKings personnel, players, and mascots make personal appearances at charitable functions and fundraising events, in addition to visits to schools, nursing homes, hospitals, libraries, and other non-profit organizations in order to assist area non-profits with their fundraisers and awareness events.

Economic Impact

One of many charitable objectives of the Foundation's Program-Related Investments in the RiverKings is to support general community and economic development objectives in DeSoto County and surrounding areas. Economic impact studies have shown that the RiverKings franchise generates as much as \$6 million annually in business volume and personal income in DeSoto County, and directly or indirectly provides up to 70 full-time jobs for area residents. The presence of a professional sports team in the county is also an asset used by local officials involved in attracting business and industry, residents, and tourists to this region.

Lessening the Burden of Government

An additional charitable objective of the RiverKings Program-Related Investment is to lessen the

burden of government (DeSoto County, MS), by ensuring the retention of the team as an anchor tenant for the Landers Center (formerly DeSoto Civic Center). The attraction and retention of a professional hockey team has always been critical to the economic viability of the Center.

The presence of the RiverKings hockey team provides substantial and critical financial support to the Landers Center, allowing the facility to retire its public debt and lessen its dependence on public funds for its operations. Maddox Foundation and the RiverKings work with Landers Center officials to improve public awareness of the facility and increase the use of the facility for public and private events.

MADDOX FOUNDATION
EIN 64-0917900
2013 FORM 990-PF

STATEMENT 26

PAGE 10, PART XV - SUPPLEMENTARY INFORMATION

Maddox Foundation entered into a partnership with the community to create and build the Community Foundation of Northwest Mississippi. Over a 10 year period, Maddox Foundation generously agreed to donate \$1 for every \$1 they raised, up to \$10,000,000.

Through the additional money provided by Maddox Foundation, the Community Foundation has grown and is able to serve many charitable causes in the region. The money given by Maddox Foundation has been used to support education, the arts, youth recreation, religion, and more.

Examples of organizations that have received donations are:

Mississippi Economic Council's Star Student Program, DeSoto County Foundation for Excellence in Education, Governor's Initiative for Volunteer Excellence, DeSoto Family Theatre, Hernando Parks and Recreation, DeSoto County Prayer Breakfast, BOLD Initiative (serving adults with developmental disabilities), Boy Scouts of America, Chickasaw Council, Healing Hearts Child Advocacy Center, Donna's Run for a Remedy (Cancer Awareness), American Cancer Society, American Foundation for Suicide Prevention, Grace Bible Church, First United Methodist Church

Maddox Foundation has furthered the ability of the Community Foundation to carry out their mission, which is to serve the community through donor-established funds, donor recommended activities, and creating charitable programs. The Community Foundation has grown to support an eleven county area, and "connects people who care with causes that matter" in the northwest portion of the state.

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	MADDOX FOUNDATION	Employer identification number (EIN) or 64-0917900
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. 180 WEST COMMERCE STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HERNANDO, MS 38632	

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

04

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

DEBORAH TAYLOR

- The books are in the care of ► **180 WEST COMMERCE STREET - HERNANDO, MS 38632**
Telephone No. ► **662-449-3699** Fax No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	35,475.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	23,475.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	12,000.

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

• 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).

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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	MADDOX FOUNDATION	64-0917900
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	180 WEST COMMERCE STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	HERNANDO, MS 38632	

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.

DEBORAH TAYLOR

• The books are in the care of **180 WEST COMMERCE STREET - HERNANDO, MS 38632**

Telephone No. **662-449-3699**

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 **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning ☐ , and ending ☐

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 INFORMATION IS NEEDED FROM THIRD PARTIES IN ORDER TO FILE A COMPLETE AND ACCURATE TAX 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	\$	35,475.
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	\$	35,475.
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 **Naule D. Cook** Title **CPA**

Date **8/11/14**