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**Return of Private Foundation**

Department of the Treasury  
Internal Revenue Service

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. By law, the IRS generally cannot redact the information on the form.  
 ▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**2013**

Open to Public Inspection

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

Name of foundation  
**JOHN JAMES AUDUBON FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**PO BOX 1002**

City or town, state or province, country, and ZIP or foreign postal code  
**GLOSTER, MS 39638-1002**

**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:  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) ▶ \$ **2524072**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis.)

**A** Employer identification number  
**72-6028699**

**B** Telephone number (see instructions)  
**(601) 225-4132**

**C** If exemption application is pending, check here

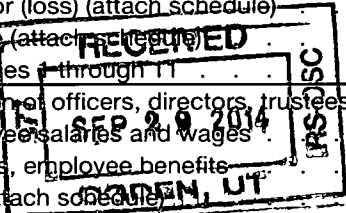
**D** 1. Foreign organizations, check here   
 2. Foreign organizations meeting the 85% test, check here and attach computation

**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

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	83120	83120	83120	
5a	Gross rents	4485		4485	
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		78779		
8	Net short-term capital gain			24361	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	<b>Total.</b> Add lines 1 through 11	87605	161899	111966	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages	50315	50315		50315
15	Pension plans, employee benefits	5206	5206	5206	5206
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1020		1020	1020
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	6879	6879	6879	6879
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	66380	66380	66380	66380
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	129800	128780	79485	129800
25	Contributions, gifts, grants paid				
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	129800	128780	79485	129800
27	Subtract line 26 from line 12:				
a	<b>Excess of revenue over expenses and disbursements</b>	-42195			
b	<b>Net investment income</b> (if negative, enter -0-)		33119		
c	<b>Adjusted net income</b> (if negative, enter -0-)			32481	

Operating and Administrative Expenses 001 Revenue 0014



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	184200	174009	174009
	3	Accounts receivable ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .			
	4	Pledges receivable ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	1888267	1856363	2100063
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment: basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .				
14	Land, buildings, and equipment: basis ▶ . . . . . 44000				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .	44000	44000	250000	
15	Other assets (describe ▶ . . . . .)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	2116467	2074372	2524072	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds . . . . .	11594	11594	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2104873	2062678	
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2116467	2074272		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2116467	2074272		

**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	2116467
2	Enter amount from Part I, line 27a . . . . .	2	-42195
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	2074272
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	2074272

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**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	<b>SEE STATEMENT</b>			
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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	78779
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	24361

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			
2011			
2010			
2009			
2008			
2	<b>Total</b> of line 1, column (d)		2
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4
5	Multiply line 4 by line 3		5
6	Enter 1% of net investment income (1% of Part I, line 27b)		6
7	Add lines 5 and 6		7
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: / / (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	662
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	662
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	662
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	662
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . **11**  **X**

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . **12**  **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? **13**  **X**

14 The books are in care of \_\_\_\_\_ Telephone no. \_\_\_\_\_  
 Located at **PO BOX 1002 GLOSTER, MS** ZIP+4 **39638-1002**

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**

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . **16**  **Yes**  **No**  
 See 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.**

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 ▶ 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . . . **2b**  **X**

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  
 ▶ 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_, 20\_\_\_\_

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

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

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

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

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
-----		
-----		
-----		
-----		

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 -----	
2 -----	
3 -----	
4 -----	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 -----	
2 -----	
3 All other program-related investments. See instructions. -----	

Total. Add lines 1 through 3 . . . . . ▶

QNA

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2100000
<b>b</b>	Average of monthly cash balances	<b>1b</b>	25000
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2125000
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2125000
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	31875
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2093125
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	104656

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	104656
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	662
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	662
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	103994
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	103994
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	103994

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	129800
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	129800
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	129800

**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.

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**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				103994
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <b>129800</b>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
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				
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				103994
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . . ▶
- 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		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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).)
- 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.
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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)				
<b>a</b> <i>Paid during the year</i>				
<b>Total</b> . . . . .				<b>3a</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .				<b>3b</b>





**Supporting Statement for 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.)
GENERAL MOTORS - STOCK	PURCHASE	12/23/2013	12/23/2013
1305 CHEVRON CORP - STOCK	PURCHASE	06/10/2012	03/06/2013
HIGHLAND FDS - STOCK	PURCHASE	10/10/2013	11/07/2013
HIGHLAND FDS - STOCK	PURCHASE	10/10/2013	11/26/2013
JOHNSON AND JOHNSON - STOCK	PURCHASE	06/10/2012	03/06/2013
JPMORGAN TR - STOCK	PURCHASE	10/10/2013	11/07/2013
JPMORGAN TR - STOCK	PURCHASE	10/10/2013	11/26/2013
JPMORGAN CORE - STOCK	PURCHASE	09/25/2012	01/24/2013
MFS SECS - STOCK	PURCHASE	10/10/2013	11/07/2013
MFS SECS TR - STOCK	PURCHASE	10/10/2013	11/26/2013
MFS SER - STOCK	PURCHASE	10/01/2013	10/10/2013
PROCTOR GAMBLE - STOCK	PURCHASE	06/01/2012	03/06/2013
PROSHARES - STOCK	PURCHASE	06/05/2013	12/26/2013
W T OFFSHORE - STOCK	PURCHASE	04/17/2013	10/07/2013
APPLIED MATERIAL INC - STOCK	PURCHASE	04/15/2011	08/20/2013
(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)
9		9	
9935		8120	1815
5442		5354	88
3401		3313	88
10126		8125	2001
2713		2702	11
1715		1706	9
13894		13974	-80
5436		5427	9
3394		3389	5
525		534	-9
10191		8086	2105
13960		12882	1078
19099		12025	7074
8879		8426	453
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))
			1815
			88
			88
			2001
			11
			9
			-80
			9
			5
			-9
			2105
			1078
			7074
			453

**Supporting Statement for 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.)
APPLIED MATERIAL INC - STOCK	PURCHASE	02/29/2012	08/20/2013
APPLIED MATERIAL - STOCK	PURCHASE	06/01/2012	08/20/2013
DIANA SHIPPING INC - STOCK	PURCHASE	04/15/2011	10/07/2013
DIANA SHIPPING - STOCK	PURCHASE	05/09/2011	10/07/2013
DIANA SHIPPING - STOCK	PURCHASE	11/21/2011	10/07/2013
FORD MOTOR CO - STOCK	PURCHASE	08/04/2011	10/07/2013
FRANKLIN INVS SECS - STOCK	PURCHASE	09/25/2012	11/07/2013
FRANKLIN INVS SECS - STOCK	PURCHASE	09/25/2012	11/26/2013
HEWLETT PACKARD - STOCK	PURCHASE	06/01/2012	10/07/2013
JP MORGAN CHASE - STOCK	PURCHASE	04/15/2011	07/15/2013
JP MORGAN CHASE - STOCK	PURCHASE	11/22/2011	07/15/2013
JPMORGAN CORE - STOCK	PURCHASE	09/25/2012	11/07/2013
JPMORGAN CORE BOND - STOCK	PURCHASE	09/25/2012	11/26/2013
MFS SER TR IX - STOCK	PURCHASE	09/25/2012	10/10/2013
6076 AARONS INC - STOCK	PURCHASE	08/07/2012	05/23/2013
(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)
2690		2125	565
14026		9146	4880
15270		14252	1018
811		739	72
3010		1930	1080
2092		1376	716
5439		5557	-118
3401		3479	-78
3085		3227	-142
3443		2838	605
10273		5595	4678
2719		2824	-105
1717		1782	-65
27310		28092	-782
6734		7343	-609
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))
			565
			4880
			1018
			72
			1080
			716
			-118
			-78
			-142
			605
			4678
			-105
			-65
			-782
			-609

**Supporting Statement for 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.)
AARONS INC - STOCK	PURCHASE	08/08/2012	05/23/2013
CASEYS GEN STORES - STOCK	PURCHASE	08/07/2012	08/01/2013
CASEYS GEN STORE - STOCK	PURCHASE	08/07/2012	08/02/2013
ACCENTURE PLC - STOCK	PURCHASE	04/18/2011	06/04/2013
ACRIUM INC - STOCK	PURCHASE	04/18/2011	01/29/2013
ANIXTER - STOCK	PURCHASE	01/31/2012	10/31/2013
BANCO BRADESCO - STOCK	PURCHASE	04/18/2011	03/05/2013
BEACON ROOFING SUPPLY - STOCK	PURCHASE	08/07/2012	08/22/2013
BEACON ROOFING - STOCK	PURCHASE	08/07/2012	08/23/2013
BEACON ROOFING - STOCK	PURCHASE	08/07/2013	08/23/2013
BEACON ROOFING - STOCK	PURCHASE	08/10/2012	09/13/2013
BEACON ROOFING - STOCK	PURCHASE	08/10/2012	09/16/2013
BEACON ROOFING - STOCK	PURCHASE	08/10/2012	09/17/2013
DELL INC - STOCK	PURCHASE	02/26/2012	10/30/2013
DIRECT TV - STOCK	PURCHASE	04/18/2011	05/14/2013
(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)
2020		2230	-210
6167		5540	627
4297		3872	425
3098		2061	1037
3946		3052	894
18374		13913	4461
12683		13584	-901
1969		1260	709
1073		692	381
600		420	180
5996		4390	1606
3241		2350	891
882		646	236
7563		9687	-2124
3304		2333	971
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-210
			627
			425
			1037
			894
			4461
			-901
			709
			381
			180
			1606
			891
			236
			-2124
			971

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**Supporting Statement for 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.)
DISCOVERY COMM - STOCK	PURCHASE	04/18/2011	03/05/2013
ICONIX BRAND - STOCK	PURCHASE	02/22/2012	11/11/2013
MCKESSON CORP - STOCK	PURCHASE	04/18/2011	09/17/2013
NU SKIN ENTER - STOCK	PURCHASE	06/01/2011	07/16/2013
NU SKIN - STOCK	PURCHASE	06/01/2011	08/13/2013
NU SKIN - STOCK	PURCHASE	06/01/2011	12/17/2013
SPDR S P MIDCAP - STOCK	PURCHASE	04/18/2011	02/05/2013
TESORO CORP - STOCK	PURCHASE	11/09/2011	02/12/2013
TOWERS WATSON - STOCK	PURCHASE	05/30/2012	10/01/2013
UNITED CONTINENTAL - STOCK	PURCHASE	04/18/2011	06/04/2013
5624 INVS SECS - STOCK	PURCHASE	09/25/2012	01/24/2013
FRANKLIN INVS SECS - STOCK	PURCHASE	09/25/2012	09/25/2013
JPMORGAN TR - STOCK	PURCHASE	09/19/2012	01/24/2013
JP MORGAN CORE - STOCK	PURCHASE	09/19/2012	04/10/2013
LOOMIS SAYLES - STOCK	PURCHASE	12/24/2012	11/18/2013
(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)
3270		1706	1564
5770		3037	2733
3260		1990	1270
4245		2117	2128
3685		1617	2068
4312		1270	3042
58387		50837	7550
5089		2765	2324
3868		2111	1757
11635		7496	4139
7000		7055	-55
10000		10218	-218
32000		32080	-80
60000		60249	-249
310		317	-7
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	1564
			2733
			1270
			2128
			2068
			3042
			7550
			2324
			1757
			4139
			-55
			-218
			-80
			-249
			-7

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**Supporting Statement for 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.)
MFS SER TR IX - STOCKS	PURCHASE	09/25/2012	01/24/2013
MFS SER TR IX - STOCKS	PURCHASE	09/25/2012	03/27/2013
HOSPITALITY PFD - STOCK	PURCHASE	01/13/2012	03/27/2013
HOSPITALITY - STOCK	PURCHASE	01/13/2012	03/27/2013
JPMORGAN CORE - STOCKS	PURCHASE	09/19/2012	12/11/2013
PUBLIC STORAGE - STOCK	PURCHASE	06/06/2012	04/15/2013
PUBLIC STORAGE - STOCKS	PURCHASE	03/06/2012	04/15/2013
COLUMBIA SELIGMAN - STOCK	PURCHASE	11/24/2009	02/20/2013
COLUMBIA SELIGMAN - STOCK	PURCHASE	08/08/2011	02/20/2013
COLUMBIA SELIGMAN - STOCKS	PURCHASE	08/08/2011	02/20/2013
CORTS CAP - STOCKS	PURCHASE	05/17/2005	05/17/2013
GEN ELEC CAP - STOCKS	PURCHASE	04/06/2004	01/02/2013
GNMA REMIC - STOCKS	PURCHASE	03/04/2010	08/20/2013
JP MORGAN CHASE - STOCKS	PURCHASE	08/14/2008	09/03/2013
LOOMIS SAYLES - STOCKS	PURCHASE	09/30/2011	10/18/2013

(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)
7000		6992	8
67843		68008	-165
13455		12500	955
13458		12500	958
2500		2601	-101
20656		20000	656
5164		5000	164
15320		16304	-984
22980		21568	1412
3064		2860	204
30000		29390	610
25000		26170	-1170
5152		4815	337
25000		25000	
5082		4989	93

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))
			8
			-165
			955
			958
			-101
			656
			164
			-984
			1412
			204
			610
			-1170
			337
			93

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**SUPPORTING STATEMENTS FOR FORM 990-PF**  
**JOHN JAMES AUDUBON FOUNDATION**  
**72-6028699**  
**PO BOX 1002**  
**GLOSTER, MS 39638-1002**

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**\*\*\*\* SCHEDULE of Part I - Accounting Fees**

<u>Description</u>	<u>Rev. &amp; Exp.</u> <u>per Books</u>	<u>Net Inv.</u> <u>Income</u>	<u>Adj. Net</u> <u>Income</u>	<u>Charitable</u> <u>Purposes</u>
ACCOUNTING	1020		1020	1020
<b>Total:</b>	<b>1020</b>		<b>1020</b>	<b>1020</b>

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**\*\*\*\* SCHEDULE of Part I - Taxes**

<u>Description</u>	<u>Rev. &amp; Exp.</u> <u>per Books</u>	<u>Net Inv.</u> <u>Income</u>	<u>Adj. Net</u> <u>Income</u>	<u>Charitable</u> <u>Purposes</u>
PROPERTY	2662	2662	2662	2662
PR TAX	4217	4217	4217	4217
<b>Total:</b>	<b>6879</b>	<b>6879</b>	<b>6879</b>	<b>6879</b>

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**\*\*\*\* SCHEDULE of Part I - Other Expenses**

<u>Description</u>	<u>Rev. &amp; Exp.</u> <u>per Books</u>	<u>Net Inv.</u> <u>Income</u>	<u>Adj. Net</u> <u>Income</u>	<u>Charitable</u> <u>Purposes</u>
REPAIRS AND MAINT	27554	27554	27554	27554
TEL AND INTERNET	2405	2405	2405	2405
PURCHASES SUPPLIES	22028	22028	22028	22028
ALL OTHER	487	487	487	487
FUEL	5972	5972	5972	5972
INSURANCE	7934	7934	7934	7934
<b>Total:</b>	<b>66380</b>	<b>66380</b>	<b>66380</b>	<b>66380</b>

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**\*\*\*\* SCHEDULE of Part II - Investments Corporate Stocks**

<u>Description</u>	<u>BOY</u> <u>Book Value</u>	<u>EOY</u> <u>Book Value</u>	<u>EOY</u> <u>FMV</u>
CORPORATE STOCK	1888267	1856363	2100063
<b>Total:</b>	<b>1888267</b>	<b>1856363</b>	<b>2100063</b>

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**\*\*\*\* SCHEDULE of Part II - Land, Etc.**

<u>Description</u>	<u>BOY</u> <u>Book Value</u>	<u>EOY</u> <u>Book Value</u>	<u>EOY</u> <u>FMV</u>
LAND	44000	44000	250000
<b>Total:</b>	<b>44000</b>	<b>44000</b>	<b>250000</b>

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