Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01/13 , and ending 06/30/14

Name of foundation: BILL MCCARTY, III FOUNDATION

A Employer identification number: 64-0872808

Number and street (or P O box number if mail is not delivered to street address): 4032 PINEWOOD DRIVE | Room/suite:

B Telephone number (see instructions): 601-981-1675

City or town, state or province, country, and ZIP or foreign postal code: JACKSON MS 39211

C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,867,423

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	16,842	16,842		
	4	Dividends and interest from securities	29,658	29,658		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	-103,708			
	b	Gross sales price for all assets on line 6a 335,388				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	-57,208	46,500	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	1,200			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	5,940	2,533		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 4	13,599	6,800		6,799
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,739	9,333	0	6,799
	25	Contributions, gifts, grants paid	101,272			101,272
	26	**Total expenses and disbursements.** Add lines 24 and 25	122,011	9,333	0	108,071
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-179,219			
	b	**Net investment income** (if negative, enter -0-)		37,167		
	c	**Adjusted net income** (if negative, enter -0-)			0	

EXTENSION ATTACHED

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For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2013)

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
1	Cash – non-interest-bearing	2,995	4,663	4,664
2	Savings and temporary cash investments	343,265	260,044	260,044
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 (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
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) SEE STMT 5	1,730,998	1,633,332	1,602,715
c	Investments – corporate bonds (attach schedule)			
11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,077,258	1,898,039	1,867,423
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	2,077,258	1,898,039	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	2,077,258	1,898,039	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,077,258	1,898,039	

(Lines 1–16: Assets; lines 17–23: Liabilities; lines 24–31: Net Assets or Fund Balances)

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	2,077,258
2	Enter amount from Part I, line 27a	2	-179,219
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,898,039
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,898,039

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	FIDELITY INVESTMENTS			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	83,899	1,697,877	0.049414
2011	127,635	1,617,253	0.078921
2010	86,628	2,078,209	0.041684
2009	26,775	1,917,653	0.013962
2008	93,953	1,201,789	0.078178

2	**Total** of line 1, column (d)	2	0.262159
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052432
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,820,777
5	Multiply line 4 by line 3	5	95,467
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	372
7	Add lines 5 and 6	7	95,839
8	Enter qualifying distributions from Part XII, line 4	8	108,071

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	372
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	372
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	372
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] 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	372
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ Refunded ▶		11	

Part VII-A **Statements Regarding Activities**

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

* INT 5
FTP 11
TAX 372
388 TOTAL DUE

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Part VII-A Statements Regarding Activities (continued)

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ N/A				

14 The books are in care of ▶ W.B. MCCARTY, III Telephone no ▶ 601-981-1675
4032 PINEWOOD DRIVE
Located at ▶ JACKSON MS ZIP+4 ▶ 39211

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	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?	N/A	1c		
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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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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)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	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?		6b	X (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	7b	

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
W.B. MCCARTY, III 4032 PINEWOOD DRIVE	JACKSON MS 39211	PRES/DIRECTO 1.00	0	0	0
HARRISON RUSSELL MCCARTY 126 SUMMERS BAY DRIVE	RIDGELAND MS 39157	SEC-TREAS/DI 0.00	0	0	0
BETH MCCARTY HARRIS 1727 RENSHAW ROAD	YAZOO CITY MS 39194	DIRECTOR 0.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,558,028
b	Average of monthly cash balances	1b	290,477
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,848,505
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	1,848,505
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	27,728
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,820,777
6	**Minimum investment return.** Enter 5% of line 5	6	91,039

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	91,039
2a	Tax on investment income for 2013 from Part VI, line 5 2a 372		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	372
3	Distributable amount before adjustments Subtract line 2c from line 1	3	90,667
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	90,667
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	90,667

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	108,071
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	108,071
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	372
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	107,699

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					90,667
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	34,365				
b	From 2009					
c	From 2010					
d	From 2011	47,624				
e	From 2012					
f	Total of lines 3a through e		81,989			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 108,071					
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					90,667
e	Remaining amount distributed out of corpus		17,404			
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		99,393			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount – see instructions					
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		34,365			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		65,028			
10	Analysis of line 9					
a	Excess from 2009					
b	Excess from 2010					
c	Excess from 2011	47,624				
d	Excess from 2012					
e	Excess from 2013	17,404				

DAA

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

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

1 **Information Regarding Foundation Managers:**

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

W.B. MCCARTY, III

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

N/A

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

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

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

BILL MCCARTY, III 601-982-0825
4032 PINEWOOD DRIVE JACKSON MS 39211

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

IN WRITING

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 6				101,272
Total			▶ 3a	101,272
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					16,842
4 Dividends and interest from securities					29,658
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-103,708
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)		0		0	-57,208

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -57,208

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
3	THE INCOME REPORTED RELATES TO INVESTMENT ACTIVITY WHICH
4	CONTRIBUTES TO THE ABILITY OF THE ORGANIZATION TO FUND ITS
8	CHARITABLE COMMITMENTS.

DAA

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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

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

W.D. McCarty Jr — 5/14/2015 — PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
HAL GREEN	Hal Green	05/13/15		P00835171

Firm's name ▶ SUMMERS GREEN & LEROUX, LLP

Firm's address ▶ 625 HIGHLAND COLONY PKWY STE 104 RIDGELAND, MS 39157-8837

Firm's EIN ▶ 64-0853461

Phone no 601-982-0825

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
POPE INVESTMENTS-SEE ATTACHED	VARIOUS	VARIOUS	PURCHASE $ 10,335	$ 12,022	$	$	$ -1,687
POPE INVESTMENTS-SEE ATTACHED	VARIOUS	VARIOUS	PURCHASE 325,053	427,074			-102,021
TOTAL			$ 335,388	$ 439,096	$ 0	$ 0	$ -103,708

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	$ 1,200	$	$	$
TOTAL	$ 1,200	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAXES	$ 875	$	$	$
FOREIGN TAXES	5,065	2,533		
TOTAL	$ 5,940	$ 2,533	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
BANK CHARGES / INVESTMENT FEE	13,599	6,800		6,799
TOTAL	$ 13,599	$ 6,800	$ 0	$ 6,799

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FIDELITY	$ 1,730,998	$ 1,633,332	COST	$ 1,602,715
TOTAL	$ 1,730,998	$ 1,633,332		$ 1,602,715

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
W.B. MCCARTY, III	$
TOTAL	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
IN WRITING

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address: Relationship	Address: Status	Purpose	Amount
GREATER BELHAVEN NEIGHBOR JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	1,000
HINDS COUNTY SHERIFF RESE JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	1,000
MS HERITAGE TRUST JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	
MS KIDNEY FOUNDATION JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	1,000
NEW STAGE THEATER JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	80,472
ST. ANDREWS CATHEDRAL JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	8,300
GREATER JACKSON ARTS JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	
ST. MARY'S EPISCOPAL JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	
MS NURSES' FOUNDATION JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	
GRACE HOUSE JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	
CATHOLIC CHARITIES INC. JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	1,000
OPERATION SHOESTRING JACKSON MS			RELIGIOUS, EDUCATIONAL, CHARITABLE	1,000
ST ANTHONY EDUCATION FUND			RELIGIOUS, EDUCATIONAL, CHARITABLE	5,000
A-CUBED			RELIGIOUS, EDUCATIONAL, CHARITABLE	500
ZION EPISCOPAL			RELIGIOUS, EDUCATIONAL, CHARITABLE	1,000
ST PAUL'S EPISCOPAL			RELIGIOUS, EDUCATIONAL, CHARITABLE	500
ADVENTURES IN MISSIONS			RELIGIOUS, EDUCATIONAL, CHARITABLE	500

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TOTAL				101,272

February 4, 2015

Realized Gains and Losses

From 07/01/2013 to 06/30/2014

McCarty, Bill III Fdn Fidelity Acct #: 479-177954
4032 Pinewood Dr
Jackson, MS 39211--644

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gain	Long Term Gain	Total Gains
China Yida Hldg Co Com	08/19/2009	06/03/2014	20.000	65.08	853.00		-787.92	-787 92
China Yida Hldg Co Com	01/28/2010	06/03/2014	320 000	1,041.25	18,400.00		-17,358.75	-17,358 75
China Yida Hldg Co Com	03/11/2011	06/03/2014	260.000	846.01	10,833.68		-9,987.67	-9,987 67
China Yida Hldg Co Com	04/07/2011	06/03/2014	740.000	2,407.87	25,037.16		-22,629.29	-22,629 29
China Yida Hldg Co Com	05/02/2011	06/03/2014	660.000	2,147.57	22,188.21		-20,040.64	-20,040 64
China Yida Hldg Co Com	07/15/2011	06/03/2014	700.000	2,277.73	15,783.60		-13,505.87	-13,505 87
			2,700.000	8,785.51	93,095.65		-84,310 14	-84,310.14
DNB Nor Asa Ord Shs	12/13/2010	10/25/2013	499.000	8,902.33	6,449.76		2,452.57	2,452 57
DNB Nor Asa Ord Shs	02/11/2011	10/25/2013	1,401.000	24,994.33	19,508.44		5,485 89	5,485 89
			1,900.000	33,896.66	25,958.20		7,938.46	7,938 46
Enerchina Holdings Limit	03/09/2004	08/07/2013	2,000.000	53.28	61.85		-8.57	-8.57
Enerchina Holdings Limit	08/05/2004	08/07/2013	9,750.000	259.72	168.83		90.89	90.89
Enerchina Holdings Limit	08/05/2004	08/07/2013	13,000.000	346.30	380.92		-34.62	-34.62
Enerchina Holdings Limit	02/25/2005	08/07/2013	10,000.000	266.38	395.13		-128.75	-128.75
Enerchina Holdings Limit	03/17/2005	08/07/2013	5,000.000	133.19	188.54		-55.35	-55.35
Enerchina Holdings Limit	03/30/2005	08/07/2013	5,000.000	133.19	188.20		-55.01	-55 01
Enerchina Holdings Limit	01/18/2008	08/07/2013	65,500.000	1,744.81	2,611.23		-866.42	-866.42
Enerchina Holdings Limit	01/29/2008	08/07/2013	160,000.000	4,262.12	5,350.05		-1,087 93	-1,087 93
Enerchina Holdings Limit	03/18/2008	08/07/2013	370,000.000	9,856.16	11,712.61		-1,856.45	-1,856 45
Enerchina Holdings Limit	05/11/2011	08/07/2013	729,750 000	19,439.27	11,707.25		7,732 02	7,732 02
			1,370,000.000	36,494.42	32,764.61		3,729.81	3,729.81
Enerchina Holdings Limit	10/31/2008	11/12/2013	541,656.000	14,211.83	6,256.76		7,955.07	7,955.07

Realized Gains and Losses

From 07/01/2013 to 06/30/2014

McCarty, Bill III Fdn   Fidelity   Acct # 479-177954

Realized Gains and Losses In Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gain	Long Term Gain	Total Gains
Enerchina Holdings Limit	05/11/2011	11/12/2013	358,344.000	9,402.14	5,748.85		3,653 29	3,653 29
			900,000.000	23,613.97	12,005.61		11,608.36	11,608 36
Enerchina Holdings Limit	10/31/2008	02/28/2014	148,344.000	3,830.66	1,713.55		2,117.11	2,117.11
Enerchina Holdings Limit	08/13/2009	02/28/2014	897,801.000	23,183.76	3,510.47		19,673.29	19,673 29
			1,046,145.000	27,014.42	5,224.02		21,790.40	21,790 40
Enerchina Holdings Limit	05/31/2007	03/03/2014	9,750.000	247.55	0.00		247.55	247 55
Enerchina Holdings Limit	08/13/2009	03/03/2014	92,199.000	2,340.95	360.50		1,980.45	1,980.45
Enerchina Holdings Limit	08/18/2009	03/03/2014	1,906.000	48.39	7.45		40.94	40 94
			103,855.000	2,636.89	367.95		2,268.94	2,268 94
			3,420,000.000	89,759.70	50,362.19		39,397.51	39,397 51
Nota Do Tesouro Nacion	05/18/2007	02/28/2014	262.000	108,315.36	139,957.86		-31,642.50	-31,642.50
Nota Do Tesouro Nacion	05/12/2008	02/28/2014	20.000	8,268.35	10,653.38		-2,385.03	-2,385.03
Nota Do Tesouro Nacion	05/13/2011	02/28/2014	91.000	37,620.98	55,625.87		-18,004 89	-18,004.89
Nota Do Tesouro Nacion	06/11/2013	02/28/2014	25.000	10,335.44	12,021.98	-1,686.54		-1,686 54
			398.000	164,540.13	218,259.09	-1,686.54	-52,032.42	-53,718.96
Tianyin Pharmaceutical C	06/21/2010	02/20/2014	7,394.000	8,251.83	22,873.87		-14,622.04	-14,622.04
Tianyin Pharmaceutical C	05/12/2011	02/20/2014	2,606.000	2,908.34	5,678.06		-2,769.72	-2,769 72
Tianyin Pharmaceutical C	07/15/2011	02/20/2014	4,000.000	4,464.07	5,944.40		-1,480.33	-1,480 33
			14,000.000	15,624.24	34,496.33		-18,872.09	-18,872.09
Vivendi Sa Eur5.50	02/22/2012	02/26/2014	77.000	2,192.79	1,613.33		579.46	579.46

Realized Gains and Losses

From 07/01/2013 to 06/30/2014

McCarty, Bill III Fdn   Fidelity   Acct #: 479-177954

Realized Gains and Losses In Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gain	Long Term Gain	Total Gains
Vivendi Sa Eur5.50	02/27/2012	02/26/2014	723.000	20,589.40	15,311.33		5,278.07	5,278.07
			800.000	22,782.19	16,924.66		5,857.53	5,857.53
Short Term Gain				10,335.44	12,021.98	-1,686.54		
Long Term Gain				325,052.99	427,074.14		-102,021.15	
Total (Sales)				335,388.43	439,096.12	-1,686.54	-102,021.15	-103,707.69
Total Gains						**-1,686.54**	**-102,021.15**	**-103,707.69**

The accompanying data is provided to you for informational purposes only. Although it is derived from information which we believe to be accurate, we cannot guarantee its accuracy. There can be no assurance that past performance can be repeated in the future This information is not intended to be used for any official tax purposes The performance data includes reinvestment of all income and capital gains This performance is after the deduction of management fees and commissions if any No implication or inference should be drawn that managed accounts will achieve similar investment performance in the future.

February 4, 2015

Tax Lots
As of 06/30/2014

McCarty, Bill III Fdn   Fidelity   Acct #. 479-177954
4032 Pinewood Dr
Jackson, MS 39211--644

Description	Symbol	Trade Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value	Unrealized Gain (Loss)	% G/L
Equities									
China Housing and Land	CHLN	06/21/2010	8,000	2.597	20,776.75	1.810	14,480.00	(6,296.75)	-30.3%
China Housing and Land	CHLN	10/05/2010	2,000	2.019	4,037 55	1 810	3,620.00	(417 55)	-10.3%
China Housing and Land	CHLN	03/16/2011	2,657	2.164	5,750.01	1.810	4,809.17	(940.84)	-16 4%
China Housing and Land	CHLN	03/17/2011	7,843	2.158	16,923.63	1.810	14,195.83	(2,727.80)	-16.1%
China Housing and Land	CHLN	03/31/2011	2,500	1.986	4,964.50	1.810	4,525.00	(439.50)	-8 9%
China Housing and Land	CHLN	04/18/2011	7,000	2.251	15,757.70	1.810	12,670.00	(3,087 70)	-19 6%
China Housing and Land	CHLN	11/25/2013	3,290	2.039	6,706.73	1.810	5,954.90	(751 83)	-11 2%
			33,290		74,916.87	1.810	60,254.90	(14,661.97)	-19 6%
China Pharma Hldgs In	CPHI	04/08/2011	9,300	2.472	22,986.39	0.385	3,580.50	(19,405.89)	-84 4%
China Ritar Power Corp	CRTP	07/15/2008	100	3.271	327.10	0.500	50.00	(277.10)	-84 7%
China Ritar Power Corp	CRTP	11/12/2008	5,700	1.400	7,980.00	0.500	2,850.00	(5,130 00)	-64.3%
China Ritar Power Corp	CRTP	03/31/2011	8,300	1.634	13,563.86	0.500	4,150.00	(9,413.86)	-69.4%
China Ritar Power Corp	CRTP	04/13/2011	6,600	1.634	10,781.10	0.500	3,300.00	(7,481 10)	-69.4%
China Ritar Power Corp	CRTP	11/01/2011	9,900	0.804	7,959.60	0.500	4,950.00	(3,009.60)	-37.8%
			30,600		40,611.66	0.500	15,300.00	(25,311.66)	-62 3%
Conocophillips Nfs Ll	COP	10/03/2006	200	42.797	8,559.38	85.730	17,146.00	8,586 62	100.3%
Conocophillips Nfs Ll	COP	01/06/2011	700	51.106	35,774.15	85.730	60,011.00	24,236.85	67 7%
Conocophillips Nfs Ll	COP	05/03/2011	200	57.123	11,424.50	85.730	17,146.00	5,721.50	50 1%
			1,100		55,758.03	85.730	94,303.00	38,544.97	69 1%
DNB Nor Asa Ord Shs	DNBHF	08/24/2005	200	9.968	1,993.59	18 285	3,656.93	1,663 34	83 4%
DNB Nor Asa Ord Shs	DNBHF	09/01/2005	200	10.172	2,034.45	18.285	3,656.93	1,622.48	79 8%
DNB Nor Asa Ord Shs	DNBHF	09/11/2006	200	11.601	2,320.16	18 285	3,656.93	1,336 77	57.6%
DNB Nor Asa Ord Shs	DNBHF	09/21/2006	300	11.614	3,484.09	18.285	5,485.39	2,001 30	57 4%
DNB Nor Asa Ord Shs	DNBHF	09/16/2008	2,000	8 260	16,520.21	18 285	36,569.27	20,049 06	121 4%
DNB Nor Asa Ord Shs	DNBHF	09/24/2008	800	9.105	7,283.63	18.285	14,627.71	7,344 08	100.8%

Tax Lots
As of 06/30/2014

McCarty, Bill III Fdn   Fidelity   Acct # 479-177954

Description	Symbol	Trade Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value	Unrealized Gain (Loss)	% G/L
Equities									
DNB Nor Asa Ord Shs	DNBHF	12/13/2010	7,200	12.925	93,062.60	18.285	131,649.36	38,586.76	41 5%
DNB Nor Asa Ord Shs	DNBHF	12/22/2011	10,500	9.540	100,171.23	18.285	191,988.66	91,817 43	91.7%
			21,400		226,869.96	18.285	391,291.17	164,421 21	72 5%
Full Apex Holdings Ltd	FAPXF	09/18/2007	20,000	0.234	4,673.39	0.068	1,363.64	(3,309.75)	-70.8%
Full Apex Holdings Ltd	FAPXF	11/16/2007	15,000	0.261	3,918.16	0.068	1,022.73	(2,895 43)	-73.9%
Full Apex Holdings Ltd	FAPXF	11/19/2007	15,000	0.262	3,926.55	0.068	1,022.73	(2,903.82)	-74.0%
Full Apex Holdings Ltd	FAPXF	01/24/2008	9,000	0.195	1,757.27	0.068	613.64	(1,143.63)	-65 1%
Full Apex Holdings Ltd	FAPXF	01/28/2008	31,000	0.203	6,307.40	0.068	2,113.64	(4,193.76)	-66.5%
Full Apex Holdings Ltd	FAPXF	06/13/2008	75,000	0.189	14,205.27	0.068	5,113.65	(9,091.62)	-64.0%
Full Apex Holdings Ltd	FAPXF	06/17/2008	9,000	0.000	0.00	0.068	613.64	613.64	100.0%
Full Apex Holdings Ltd	FAPXF	11/19/2009	96,000	0.130	12,490.39	0.068	6,545.47	(5,944.92)	-47.6%
Full Apex Holdings Ltd	FAPXF	03/02/2010	90,000	0.122	10,942.32	0.068	6,136.38	(4,805.94)	-43.9%
Full Apex Holdings Ltd	FAPXF	05/03/2010	150,000	0.138	20,748.68	0.068	10,227.30	(10,521 38)	-50.7%
			510,000		78,969.43	0.068	34,772.82	(44,196.61)	-56.0%
Guangdong Nan Yue Lo	GUDNF	04/20/2006	10,000	0.505	5,045.61	0.426	4,257.87	(787.74)	-15.6%
Guangdong Nan Yue Lo	GUDNF	06/21/2006	10,000	0.388	3,881.46	0.426	4,257.87	376 41	9.7%
Guangdong Nan Yue Lo	GUDNF	01/30/2007	1,000	0.469	469.09	0.426	425 79	(43.30)	-9 2%
Guangdong Nan Yue Lo	GUDNF	01/31/2007	9,000	0.470	4,228.26	0.426	3,832.08	(396.18)	-9.4%
Guangdong Nan Yue Lo	GUDNF	01/23/2008	10,000	0.391	3,907.69	0.426	4,257.87	350.18	9 0%
Guangdong Nan Yue Lo	GUDNF	05/06/2008	35,000	0.412	14,421.72	0.426	14,902.55	480.83	3.3%
Guangdong Nan Yue Lo	GUDNF	06/26/2008	35,000	0.346	12,098.46	0.426	14,902.55	2,804.09	23 2%
			110,000		44,052.29	0.426	46,836 57	2,784 28	6.3%
Kingboard Copper Foil H	KNBDF	12/05/2006	15,000	0.281	4,212.86	0.152	2,274 09	(1,938.77)	-46 0%
Kingboard Copper Foil H	KNBDF	02/07/2007	5,000	0.346	1,727.92	0.152	758 03	(969.89)	-56 1%
Kingboard Copper Foil H	KNBDF	08/16/2007	20,000	0.272	5,431.71	0.152	3,032.12	(2,399 59)	-44 2%
Kingboard Copper Foil H	KNBDF	04/15/2008	45,000	0.260	11,677.80	0.152	6,822.27	(4,855 53)	-41.6%
Kingboard Copper Foil H	KNBDF	04/16/2008	5,000	0.260	1,298.68	0.152	758.03	(540 65)	-41 6%
Kingboard Copper Foil H	KNBDF	05/22/2008	10,000	0.251	2,511.09	0.152	1,516.06	(995.03)	-39 6%
Kingboard Copper Foil H	KNBDF	08/14/2008	20,000	0.186	3,713 66	0.152	3,032.12	(681 54)	-18.4%
Kingboard Copper Foil H	KNBDF	03/03/2010	90,000	0.213	19,164.10	0.152	13,644.54	(5,519.56)	-28.8%
Kingboard Copper Foil H	KNBDF	05/03/2011	80,000	0.307	24,595.66	0.152	12,128.48	(12,467 18)	-50.7%
Kingboard Copper Foil H	KNBDF	07/22/2011	36,000	0.240	8,628.90	0.152	5,457.82	(3,171.08)	-36.7%

Tax Lots
As of 06/30/2014

McCarty, Bill III Fdn   Fidelity   Acct # 479-177954

Description	Symbol	Trade Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value	Unrealized Gain (Loss)	% G/L
Equities									
Kingboard Copper Foil H	KNBDF	07/25/2011	24,000	0.232	5,562.85	0.152	3,638.54	(1,924.31)	-34 6%
			350,000		88,525 23	0.152	53,062.10	(35,463.13)	-40.1%
Regal Petroleum Plc Sh	RGPMF	02/21/2008	34,500	2.946	101,647.35	0.150	5,161 58	(96,485.77)	-94.9%
Regal Petroleum Plc Sh	RGPMF	12/04/2008	11,500	0.511	5,878.51	0.150	1,720.53	(4,157 98)	-70.7%
Regal Petroleum Plc Sh	RGPMF	09/30/2010	20,000	0.309	6,179.19	0.150	2,992 22	(3,186.97)	-51.6%
Regal Petroleum Plc Sh	RGPMF	02/25/2011	49,000	0.614	30,108.99	0.150	7,330 94	(22,778 05)	-75.7%
			115,000		143,814.04	0.150	17,205.27	(126,608.77)	-88 0%
Shengtai Pharmaceutica	SGTID	04/11/2011	5,700	1.994	11,367.48	0 151	860.70	(10,506.78)	-92.4%
Shengtai Pharmaceutica	SGTID	04/15/2011	3,000	1.320	3,960.00	0.151	453.00	(3,507.00)	-88 6%
			8,700		15,327.48	0 151	1,313.70	(14,013 78)	-91 4%
Sinolink Worldwide Hld	SNLKF	05/31/2007	15,000	0.000	0.00	0.081	1,219.29	1,219 29	100 0%
Sinolink Worldwide Hld	SNLKF	10/22/2008	125,000	0.070	8,704 43	0.081	10,160.75	1,456 32	16.7%
Sinolink Worldwide Hld	SNLKF	10/28/2008	210,000	0.052	10,877.28	0.081	17,070 06	6,192.78	56 9%
Sinolink Worldwide Hld	SNLKF	04/26/2010	100,000	0.160	16,030.78	0.081	8,128.60	(7,902.18)	-49 3%
Sinolink Worldwide Hld	SNLKF	01/31/2011	180,000	0.145	26,066.84	0 081	14,631.48	(11,435 36)	-43 9%
			630,000		61,679.33	0.081	51,210 18	(10,469 15)	-17 0%
Sparebank 1 Nord-Norg	SPXXF	08/30/2010	3,200	5.344	17,101.22	5.785	18,512.78	1,411 56	8 3%
Sparebank 1 Nord-Norg	SPXXF	05/24/2011	2,800	6.228	17,438.07	5.785	16,198.69	(1,239.38)	-7 1%
Sparebank 1 Nord-Norg	SPXXF	09/12/2012	1,300	3.904	5,075.47	5.785	7,520.82	2,445.35	48 2%
Sparebank 1 Nord-Norg	SPXXF	10/10/2013	293	3.810	1,116.35	5.785	1,695.08	578 73	51 8%
Sparebank 1 Nord-Norg	SPXXF	10/10/2013	3,650	5.087	18,566.01	5.785	21,116.14	2,550 13	13 7%
			11,243		59,297.12	5.785	65,043.51	5,746.39	9 7%
Sparebank 1 SR-Bank A	SBRKF	09/06/2012	2,600	6.057	15,748.24	9.737	25,316.56	9,568 32	60.8%
Sparebanken Midt Norg	SRMGF	09/03/2012	2,800	5.839	16,349.76	8.841	24,754.33	8,404.57	51.4%
Storebrand ASA Ser A	SREDF	02/11/2014	1,200	6.238	7,485.13	5.627	6,752.60	(732.53)	-9 8%
Storebrand ASA Ser A	SREDF	02/19/2014	5,200	5.992	31,155.94	5.627	29,261 28	(1,894 66)	-6 1%
Storebrand ASA Ser A	SREDF	02/20/2014	6,200	5.906	36,616.69	5.627	34,888.45	(1,728 24)	-4 7%
Storebrand ASA Ser A	SREDF	02/25/2014	4,000	6.164	24,655.79	5.627	22,508.68	(2,147 11)	-8.7%

Tax Lots
As of 06/30/2014

McCarty, Bill III Fdn Fidelity Acct #· 479-177954

Description	Symbol	Trade Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value	Unrealized Gain (Loss)	% G/L
Equities									
Storebrand ASA Ser A	SREDF	02/26/2014	5,200	5.958	30,981.34	5.627	29,261 28	(1,720 06)	-5.6%
Storebrand ASA Ser A	SREDF	02/26/2014	5,200	6.279	32,649.08	5.627	29,261.28	(3,387 80)	-10 4%
			27,000		163,543.97	5.627	151,933.56	(11,610.41)	-7 1%
Tethys Petroleum Limite	TETHF	06/24/2008	11,900	2.380	28,322.00	0.310	3,686 80	(24,635.20)	-87.0%
Tethys Petroleum Limite	TETHF	07/22/2008	5,500	2.373	13,053.15	0.310	1,703.98	(11,349 17)	-86.9%
Tethys Petroleum Limite	TETHF	08/13/2008	6,500	1 892	12,297.35	0.310	2,013.80	(10,283.55)	-83 6%
Tethys Petroleum Limite	TETHF	10/09/2008	7,500	0.801	6,009.00	0.310	2,323.61	(3,685.39)	-61 3%
Tethys Petroleum Limite	TETHF	11/24/2008	6,500	0.609	3,959.15	0.310	2,013.80	(1,945.35)	-49.1%
Tethys Petroleum Limite	TETHF	10/05/2010	45,000	1.417	63,765.00	0.310	13,941.68	(49,823.32)	-78 1%
Tethys Petroleum Limite	TETHF	04/25/2011	3,100	1.333	4,132.19	0.310	960.43	(3,171.76)	-76.8%
Tethys Petroleum Limite	TETHF	04/26/2011	16,000	1.432	22,917.55	0.310	4,957.04	(17,960 51)	-78 4%
Tethys Petroleum Limite	TETHF	04/27/2011	30,000	1.407	42,219.95	0.310	9,294.45	(32,925.50)	-78 0%
Tethys Petroleum Limite	TETHF	04/29/2011	8,000	1.549	12,390.35	0.310	2,478.52	(9,911.83)	-80 0%
Tethys Petroleum Limite	TETHF	05/02/2011	6,000	1.525	9,147.15	0.310	1,858.89	(7,288 26)	-79.7%
Tethys Petroleum Limite	TETHF	08/04/2011	38,000	0.631	23,978.00	0.310	11,772.97	(12,205.03)	-50.9%
			184,000		242,190.84	0.310	57,005.96	(185,184 88)	-76.5%
Total Fina SA ADR	TOT	09/02/2011	400	47.435	18,974.16	72.200	28,880 00	9,905 84	52.2%
Total Fina SA ADR	TOT	09/09/2011	400	45.053	18,021.04	72.200	28,880.00	10,858.96	60.3%
Total Fina SA ADR	TOT	03/28/2012	1,300	50.996	66,294.67	72.200	93,860.00	27,565.33	41.6%
Total Fina SA ADR	TOT	02/15/2013	400	50.181	20,072.32	72.200	28,880.00	8,807.68	43.9%
Total Fina SA ADR	TOT	04/03/2013	600	48.230	28,938.00	72.200	43,320.00	14,382.00	49.7%
			3,100		152,300.19	72.200	223,820.00	71,519.81	47 0%
Vivendi Sa Eur5.50	VIVEF	02/22/2012	853	19.598	16,717.16	24.467	20,870.11	4,152 95	24.8%
Vivendi Sa Eur5 50	VIVEF	02/29/2012	930	19.554	18,184.81	24.467	22,754.04	4,569 23	25 1%
Vivendi Sa Eur5.50	VIVEF	03/01/2012	2,170	17.722	38,456.06	24.467	53,092.77	14,636.71	38 1%
Vivendi Sa Eur5.50	VIVEF	08/29/2012	647	17.705	11,455.23	24.467	15,829.96	4,374.73	38 2%
			4,600		84,813.26	24.467	112,546 89	27,733 63	32 7%
					1,587,754.09		1,429,551.02	(158,203.07)	-10.0%

Tax Lots
As of 06/30/2014

McCarty, Bill III Fdn Fidelity Acct # 479-177954

Description	Symbol	Trade Date	Quantity	Unit Cost	Cost Basis	Current Price	Current Value	Unrealized Gain (Loss)	% G/L
Fixed Income									
Nota Do Tesouro Nacion	P80551PC5	02/28/2014	398	39,048.322	155,412.32	43508.524	173,163.92	17,751.60	11.4%
Cash and Money Funds									
CASH	CASH				6,229.54		6,229.54		
Cash & Money Market F	FCASH				225,041.49		225,041.49		
Fidelity Cash Reserves	FDRXX				35,580.07		35,580.07		
					266,851.10		266,851.10		
					2,010,017.51		1,869,566.04	(140,451.47)	-7 0%

The accompanying data is provided to you for informational purposes only. Although it is derived from information which we believe to be accurate, we cannot guarantee its accuracy. There can be no assurance that past performance can be repeated in the future. This information is not intended to be used for any official tax purposes The performance data includes reinvestment of all income and capital gains. This performance is after the deduction of management fees and commissions if any No implication or inference should be drawn that managed accounts will achieve similar investment performance in the future.

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

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

...u are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions BILL MCCARTY, III FOUNDATION	Employer identification number (EIN) or 64-0872808
	Number, street, and room or suite no If a P.O box, see instructions 4032 PINEWOOD DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions JACKSON MS 39211	

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-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.

W.B. MCCARTY, III
4032 PINEWOOD DRIVE

- The books are in the care of ▶ JACKSON MS 39211
  Telephone No. ▶ 601-981-1675 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 05/15/15

5 For calendar year ______ , or other tax year beginning 07/01/13 , and ending 06/30/14

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
SEE STATEMENT 1

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ [signature] Title ▶ CPA / PREPARER Date ▶ 02/13/15

DAA