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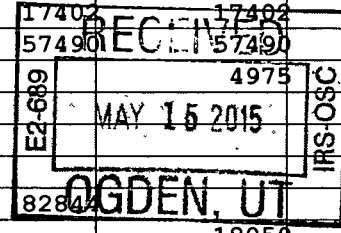
Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation JOHN JAMES AUDUBON FOUNDATION		A Employer identification number 72-6028699
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1002	Room/suite	B Telephone number (see instructions) (601) 225-4132
City or town, state or province, country, and ZIP or foreign postal code GLOSTER, MS 39638-1002		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 612610	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2930			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	17402			
	4 Dividends and interest from securities	57490			
	5a Gross rents	4975			
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4452			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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	87249	157736	97926		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages	47130	47130		47130
	15 Pension plans, employee benefits	8297	8297	8297	8297
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	750		750	
	c Other professional fees (attach schedule)	18156	18156	18156	18156
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4953	4953	4953	4953
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	58081	58081	58081	58081
	24 Total operating and administrative expenses. Add lines 13 through 23	137367	136617	90237	136617
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	137367	136617	90237	136617	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-50118				
b Net investment income (if negative, enter -0-)		21119			
c Adjusted net income (if negative, enter -0-)			7689		



MAY 21 2015

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	174009	148764	148764
	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)	1856363	1916567	213846
	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	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2074372	2109331	612610	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	11594	11594	
	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)	11594	11594		
31	Total liabilities and net assets/fund balances (see instructions)	11594	11594		

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	11594
2	Enter amount from Part I, line 27a	2	-50118
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	-38524
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	-38524

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT			
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	82844
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	18059

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))
2013	79485	2524072	0.031491%
2012	79785	2274072	0.035085%
2011	68861	2126636	0.032380%
2010	73846	1895540	0.038958%
2009	97080	2263265	0.042894%
2	Total of line 1, column (d)		2 0.180807%
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 0.036161%
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4 2093125
5	Multiply line 4 by line 3		5 75689
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 211
7	Add lines 5 and 6		7 75900
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 136617

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		211
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		211
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		211
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	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 <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		211
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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
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

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? Website address ▶	13		X
14	The books are in care of ▶ OFFICE Telephone no. ▶ Located at ▶ PO BOX 1002 GLOSTER, MS ZIP+4 ▶ 39638-			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ▶ 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2014 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 2014.)	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 2014?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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

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 ▶

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	2100000
b	Average of monthly cash balances	1b	25000
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2125000
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2125000
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	31875
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2093125
6	Minimum investment return. Enter 5% of line 5	6	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.)

1	Minimum investment return from Part X, line 6	1	104656
2a	Tax on investment income for 2014 from Part VI, line 5	2a	211
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	211
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	104445
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	104445
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	104445

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	136617
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	136617
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	211
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	136406

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				104445
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 136617				
a Applied to 2013, 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 2014 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				104445
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A₁, 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 2014, 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				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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).)

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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

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.)
FRANKLIN INV SECS - STOCKS	PURCHASE	09/17/2014	10/16/2014
FRANKLIN INV SEC - SECURITIES	PURCHASE	09/17/2014	11/24/2014
GENERAL MOTORS - STOCKS	PURCHASE	11/13/2014	11/13/2014
JP MORGAN BOND - JPMORGAN CORE BOND FD	PURCHASE	12/13/2013	09/26/2014
FRANKLIN INV SECS - FRANKLIN INVS SECS	PURCHASE	09/25/2012	09/26/2014
JP MORGAN - JPMORGAN CORE BOND	PURCHASE	03/27/2013	09/26/2014
DU PONT - SECURITIES	PURCHASE	08/06/2003	04/22/2014
HIGHLAND FDS - SECURITIES	PURCHASE	10/10/2013	08/27/2014
JP MORGAN TR 1 - SECURITIES	PURCHASE	10/10/2013	08/27/2014
MFS SER TR IX - SECURITIES	PURCHASE	10/10/2013	08/27/2014
DU PONT E I - SECURITIES	PURCHASE	06/01/2012	04/17/2014
FRANKLIN INV SECS - SECURITIES	PURCHASE	09/25/2012	10/27/2014
HIGHLAND FDS 1 - SECURITIES	PURCHASE	10/10/2013	10/27/2014
JP MORGAN TR 11 - SECURITIES	PURCHASE	09/25/2012	08/27/2014
ABBOTT LAB - SECURITIES	PURCHASE	06/04/2013	04/08/2014
(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)
2100		2106	-6
5100		5110	-10
13			13
11984		12405	-421
56297		57727	-1430
37035		38053	-1018
20215		12951	7264
3638		3548	90
1887		1884	3
3642		3648	-6
7598		5358	2240
9641		9903	-262
6000		5955	45
1895		1951	-56
11398		11187	211
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))
			-6
			-10
			13
			-421
			-1430
			-1018
			7264
			90
			3
			-6
			2240
			-262
			45
			-56
			211

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.)
AMERICAN EXPRESS - SECURITIES	PURCHASE	04/22/2014	09/17/2014
BABCOCK AND WILCOX - SECURITIES	PURCHASE	03/11/2014	09/17/2014
BOOZ ALLEN HAMILTON - SECURITIES	PURCHASE	08/07/2014	09/17/2014
CIRRUS LOGIC INC - SECURITIES	PURCHASE	07/17/2014	09/17/2014
CONVERSANT INC - SECURITIES	PURCHASE	06/20/2014	10/07/2014
DISCOVER FIN - SECURITIES	PURCHASE	04/08/2014	09/17/2014
GROUPE CGI INC - SECURITIES	PURCHASE	05/29/2014	09/12/2014
NEUSTAR INC - SECURITIES	PURCHASE	11/19/2013	09/17/2014
PDL BIOPHARMA - SECURITIES	PURCHASE	08/22/2014	09/17/2014
QUESTCOR PHARMACEUTICALS - SECURITIES	PURCHASE	12/30/2013	08/18/2014
SYNAPTICS INC - SECURITIES	PURCHASE	11/01/2013	09/17/2014
SYNTEL INC - SECURITIES	PURCHASE	09/12/2014	09/17/2014
TAKE TWO INTERACTIVE - SECURITIES	PURCHASE	08/22/2014	09/17/2014
UNISYS CORP - SECURITIES	PURCHASE	04/23/2014	09/17/2014
UNITED THERAPEUTICS - SECURITIES	PURCHASE	06/12/2013	01/09/2014
(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)
798		785	13
714		828	-114
833		735	98
732		754	-22
18530		13435	5095
897		784	113
814		790	24
449		831	-382
714		791	-77
22389		13181	9208
5435		2786	2649
1065		1060	5
837		800	37
616		689	-73
3558		2208	1350
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))
			13
			-114
			98
			-22
			5095
			113
			24
			-382
			-77
			9208
			2649
			5
			37
			-73
			1350

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.)
VANGUARD REIT - SECURITIES	PURCHASE	01/22/2014	09/17/2014
MALLINCKROOT PLC - SECURITIES	PURCHASE	08/18/2014	09/17/2014
AGRIUM INC - SECURITIES	PURCHASE	04/18/2011	08/13/2014
AMERISOURCE BERGEN CORP - SECURITIES	PURCHASE	06/15/2011	05/07/2014
BLUCORA INC - SECURITIES	PURCHASE	06/23/2013	09/17/2014
THE BUCKLE INC - SECURITIES	PURCHASE	05/30/2012	09/17/2014
CF INDUSTRIES - SECURITIES	PURCHASE	06/30/2012	09/17/2014
CVS HEALTH - SECURITIES	PURCHASE	11/09/2011	10/14/2014
DSW INC - SECURITIES	PURCHASE	01/07/2013	08/20/2014
DISCOVERY COMM - SECURITIES	PURCHASE	04/18/2011	06/23/2014
DIRECTV - SECURITIES	PURCHASE	04/18/2011	06/03/2014
DOLBY LAB - SECURITIES	PURCHASE	02/29/2012	09/17/2014
ICONIX BRAND GROUP - SECURITIES	PURCHASE	02/22/2012	09/17/2014
JOY GLOBAL INC - SECURITIES	PURCHASE	04/18/2011	09/23/2014
MCKESSON CORP - SECURITIES	PURCHASE	04/18/2011	01/14/2014
(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)
893		808	85
979		803	176
12588		12209	379
23344		14293	9051
603		748	-145
819		725	94
1020		690	330
7460		3564	3896
8526		9859	-1333
12561		6667	5894
16366		8964	7402
1219		1074	145
1398		704	694
9708		15672	-5964
15235		7323	7912
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	
			85
			176
			379
			9051
			-145
			94
			330
			3896
			-1333
			5894
			7402
			145
			694
			-5964
			7912

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.)
NU SKIN ENTERPRISES - SECURITIES	PURCHASE	06/01/2011	09/17/2014
ORACLE CORP - SECURITIES	PURCHASE	04/18/2011	09/17/2014
SPDF SP 500 - SECURITIES	PURCHASE	10/10/2011	09/17/2014
SCRIPPS NETWORK - SECURITIES	PURCHASE	01/15/2013	10/06/2014
SOUTHERN COPPER - SECURITIES	PURCHASE	04/18/2011	09/03/2014
STURM RUGER CO - SECURITIES	PURCHASE	08/28/2013	09/17/2014
SYNAPTICS INC - SECURITIES	PURCHASE	11/01/2013	12/02/2014
TESORO CORP - SECURITIES	PURCHASE	11/09/2011	03/25/2014
TOWER WATSON CO - SECURITIES	PURCHASE	05/30/2012	12/02/2014
TOTAL SYSTEMS - SECURITIES	PURCHASE	02/22/2012	04/22/2014
UNITED THERAPEUTICS CORP - SECURITIES	PURCHASE	06/12/2013	09/12/2014
UNITEDHEALTH GROUP - SECURITIES	PURCHASE	01/31/2012	09/17/2014
VIACOM INC - SECURITIES	PURCHASE	01/18/2012	09/17/2014
WELLCARE HEALTH PLANS - SECURITIES	PURCHASE	05/30/2012	09/17/2014
WESTERN REFINING INC - SECURITIES	PURCHASE	01/04/2013	09/12/2014
(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)
381		346	35
1355		1107	248
3208		1904	1304
13282		10102	3180
9606		10038	-432
742		790	-48
12628		9122	3506
19473		11292	8181
13018		6996	6022
19560		14400	5160
1153		602	551
1651		995	656
1514		908	606
756		683	73
1038		690	348
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))
			35
			248
			1304
			3180
			-432
			-48
			3506
			8181
			6022
			5160
			551
			656
			606
			73
			348

SUPPORTING STATEMENTS FOR FORM 990-PF

JOHN JAMES AUDUBON FOUNDATION

72-6028699

PO BOX 1002

GLOSTER, MS 39638-1002

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

<u>Description</u>	<u>Rev. & Exp. per Books</u>	<u>Net Inv. Income</u>	<u>Adj. Net Income</u>	<u>Charitable Purposes</u>
ACCOUNTING	750		750	
<u>Total:</u>	<u>750</u>		<u>750</u>	

****** SCHEDULE of Part I - Other Fees**

<u>Description</u>	<u>Rev. & Exp. per Books</u>	<u>Net Inv. Income</u>	<u>Adj. Net Income</u>	<u>Charitable Purposes</u>
INVESTMENT FEES	18156	18156	18156	18156
<u>Total:</u>	<u>18156</u>	<u>18156</u>	<u>18156</u>	<u>18156</u>

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

<u>Description</u>	<u>Rev. & Exp. per Books</u>	<u>Net Inv. Income</u>	<u>Adj. Net Income</u>	<u>Charitable Purposes</u>
PROPERTY	2852	2852	2852	2852
MS TAX	2101	2101	2101	2101
<u>Total:</u>	<u>4953</u>	<u>4953</u>	<u>4953</u>	<u>4953</u>

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

<u>Description</u>	<u>Rev. & Exp. per Books</u>	<u>Net Inv. Income</u>	<u>Adj. Net Income</u>	<u>Charitable Purposes</u>
REPAIRS AND MAINT	13495	13495	13495	13495
TEL AND INTERNET	8356	8356	8356	8356
PURCHASES SUPPLIES	22088	22088	22088	22088
ALL OTHER	1717	1717	1717	1717
FUEL	5864	5864	5864	5864
INSURANCE	6561	6561	6561	6561
<u>Total:</u>	<u>58081</u>	<u>58081</u>	<u>58081</u>	<u>58081</u>

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

<u>Description</u>	<u>BOY Book Value</u>	<u>EOY Book Value</u>	<u>EOY FMV</u>
CORPORATE STOCK	1856363	1916567	213846
<u>Total:</u>	<u>1856363</u>	<u>1916567</u>	<u>213846</u>

SUPPORTING STATEMENTS FOR FORM 990-PF

JOHN JAMES AUDUBON FOUNDATION

72-6028699

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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
<u>Total:</u>	<u>44000</u>	<u>44000</u>	<u>250000</u>