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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](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2014**

Open to Public Inspection

For calendar year 2014, or tax year beginning 7/01, 2014, and ending 6/30, 2015

Tupelo Auto Museum, Inc.  
1 Otis Boulevard  
Tupelo, MS 38804

**A** Employer identification number

31-1644348

**B** Telephone number (see instructions)

662 842 4242

**C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

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

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
▶ \$ 11,276,013.

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

**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

|                                                                                    | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>1</b> Contributions, gifts, grants, etc, received (attach schedule)             | 112,324.                           |                           |                         |                                                             |
| <b>2</b> Ck <input type="checkbox"/> if the foundn is not required to attach Sch B |                                    |                           |                         |                                                             |
| <b>3</b> Interest on savings and temporary cash investments                        | 399.                               | 399.                      | 399.                    |                                                             |
| <b>4</b> Dividends and interest from securities                                    |                                    |                           |                         |                                                             |
| <b>5a</b> Gross rents                                                              |                                    |                           |                         |                                                             |
| <b>b</b> Net rental income or (loss)                                               |                                    |                           |                         |                                                             |
| <b>6a</b> Net gain or (loss) from sale of assets not on line 10                    |                                    |                           |                         |                                                             |
| <b>b</b> Gross sales price for all assets on line 6a                               |                                    |                           |                         |                                                             |
| <b>7</b> Capital gain net income (from Part IV, line 2)                            |                                    |                           |                         |                                                             |
| <b>8</b> Net short term capital gain                                               |                                    |                           |                         |                                                             |
| <b>9</b> Income modifications                                                      |                                    |                           |                         |                                                             |
| <b>10a</b> Gross sales less returns and allowances                                 | 44,958.                            |                           |                         |                                                             |
| <b>b</b> Less Cost of goods sold                                                   | 25,800.                            |                           |                         |                                                             |
| <b>c</b> Gross profit or (loss) (attach schedule)                                  | See St 1                           | 19,158.                   | 19,158.                 |                                                             |
| <b>11</b> Other income (attach schedule)                                           | See Statement 2                    | 149,946.                  |                         |                                                             |
| <b>12</b> Total. Add lines 1 through 11                                            | 281,827.                           | 399.                      | 19,557.                 |                                                             |
| <b>13</b> Compensation of officers, directors, trustees, etc                       | 0.                                 |                           |                         |                                                             |
| <b>14</b> Other employee salaries and wages                                        | 40,633.                            |                           |                         | 40,633.                                                     |
| <b>15</b> Pension plans, employee benefits                                         |                                    |                           |                         |                                                             |
| <b>16a</b> Legal fees (attach schedule)                                            |                                    |                           |                         |                                                             |
| <b>b</b> Accounting fees (attach sch)                                              | See St 3                           | 5,010.                    |                         | 5,010.                                                      |
| <b>c</b> Other prof fees (attach sch)                                              | See St 4                           | 14,300.                   |                         | 14,300.                                                     |
| <b>17</b> Interest                                                                 |                                    | 69,982.                   |                         | 69,982.                                                     |
| <b>18</b> Taxes (attach schedule)(see instrs)                                      | See Stm 5                          | 3,148.                    |                         | 3,148.                                                      |
| <b>19</b> Depreciation (attach sch) and depletion                                  | See Stmt 6                         | 87,994.                   |                         |                                                             |
| <b>20</b> Occupancy                                                                |                                    | 107,845.                  |                         | 107,845.                                                    |
| <b>21</b> Travel, conferences, and meetings                                        |                                    | 610.                      |                         | 610.                                                        |
| <b>22</b> Printing and publications                                                |                                    | 2,706.                    |                         | 2,706.                                                      |
| <b>23</b> Other expenses (attach schedule)                                         | See Statement 7                    | 45,972.                   |                         | 45,972.                                                     |
| <b>24</b> Total operating and administrative expenses Add lines 13 through 23      |                                    | 378,200.                  |                         | 290,206.                                                    |
| <b>25</b> Contributions, gifts, grants paid                                        |                                    |                           |                         |                                                             |
| <b>26</b> Total expenses and disbursements. Add lines 24 and 25                    |                                    | 378,200.                  | 0.                      | 290,206.                                                    |
| <b>27</b> Subtract line 26 from line 12                                            |                                    |                           |                         |                                                             |
| <b>a</b> Excess of revenue over expenses and disbursements                         | -96,373.                           |                           |                         |                                                             |
| <b>b</b> Net investment income (if negative, enter -0-)                            |                                    | 399.                      |                         |                                                             |
| <b>c</b> Adjusted net income (if negative, enter -0-)                              |                                    |                           | 19,557.                 |                                                             |

BAA For Paperwork Reduction Act Notice, see instructions.

TEEA0504L 12/10/14

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| <b>Part II Balance Sheets</b>      |                                                                                                      | 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 |             |             |
| <b>ASSETS</b>                      | 1                                                                                                    | Cash — non-interest-bearing                                                                                             |                                     | 5,724.                | 34,833.     | 34,833.     |
|                                    | 2                                                                                                    | Savings and temporary cash investments                                                                                  |                                     | 769,967.              | 562,861.    | 562,861.    |
|                                    | 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 sch)                                                                           |                                     |                       |             |             |
|                                    |                                                                                                      | Less allowance for doubtful accounts                                                                                    |                                     |                       |             |             |
|                                    | 8                                                                                                    | Inventories for sale or use                                                                                             |                                     | 35,526.               | 28,319.     | 28,319.     |
|                                    | 9                                                                                                    | Prepaid expenses and deferred charges                                                                                   |                                     |                       |             |             |
|                                    | 10a                                                                                                  | Investments — U S and state government obligations (attach schedule)                                                    |                                     |                       |             |             |
|                                    | b                                                                                                    | Investments — corporate stock (attach schedule)                                                                         |                                     |                       |             |             |
|                                    | 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)                                                                |                                                                                                                         | 8,756.                              |                       |             |             |
| 14                                 | Land, buildings, and equipment basis                                                                 | 4,755,439.                                                                                                              |                                     |                       |             |             |
|                                    | Less accumulated depreciation (attach schedule) See Stmt 8                                           | 1,375,988.                                                                                                              |                                     | 3,467,445.            | 3,379,451.  | 4,250,000.  |
| 15                                 | Other assets (describe See Statement 9)                                                              |                                                                                                                         |                                     | 6,049,360.            | 6,049,359.  | 6,400,000.  |
| 16                                 | <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) |                                                                                                                         |                                     | 10,336,778.           | 10,054,823. | 11,276,013. |
| <b>LIABILITIES</b>                 | 17                                                                                                   | Accounts payable and accrued expenses                                                                                   |                                     |                       |             |             |
|                                    | 18                                                                                                   | Grants payable                                                                                                          |                                     |                       |             |             |
|                                    | 19                                                                                                   | Deferred revenue                                                                                                        |                                     |                       |             |             |
|                                    | 20                                                                                                   | Loans from officers, directors, trustees, & other disqualified persons                                                  |                                     |                       |             |             |
|                                    | 21                                                                                                   | Mortgages and other notes payable (attach schedule)                                                                     |                                     | 1,850,000.            | 1,665,000.  |             |
|                                    | 22                                                                                                   | Other liabilities (describe See Statement 10)                                                                           |                                     | 2,717.                | 2,135.      |             |
|                                    | 23                                                                                                   | <b>Total liabilities</b> (add lines 17 through 22)                                                                      |                                     | 1,852,717.            | 1,667,135.  |             |
| <b>NET ASSETS OR FUND BALANCES</b> | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.   |                                                                                                                         | <input checked="" type="checkbox"/> |                       |             |             |
|                                    | 24                                                                                                   | Unrestricted                                                                                                            |                                     | 8,484,061.            | 8,387,688.  |             |
|                                    | 25                                                                                                   | Temporarily restricted                                                                                                  |                                     |                       |             |             |
|                                    | 26                                                                                                   | Permanently restricted                                                                                                  |                                     |                       |             |             |
|                                    | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.                |                                                                                                                         | <input type="checkbox"/>            |                       |             |             |
|                                    | 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                                                                                                   | <b>Total net assets or fund balances</b> (see instructions)                                                             |                                     | 8,484,061.            | 8,387,688.  |             |
|                                    | 31                                                                                                   | <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                |                                     | 10,336,778.           | 10,054,823. |             |

**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 | 8,484,061. |
| 2 | Enter amount from Part I, line 27a                                                                                                                         | 2 | -96,373.   |
| 3 | Other increases not included in line 2 (itemize)                                                                                                           | 3 |            |
| 4 | Add lines 1, 2, and 3                                                                                                                                      | 4 | 8,387,688. |
| 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 | 8,387,688. |

**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 shares MLC Company)

(b) How acquired  
P — Purchase  
D — Donation(c) Date acquired  
(month, day, year)(d) Date sold  
(month, day, year)

|         |  |  |  |
|---------|--|--|--|
| 1 a N/A |  |  |  |
| b       |  |  |  |
| c       |  |  |  |
| d       |  |  |  |
| e       |  |  |  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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) Fair Market Value<br>as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any | (l) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (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 N/A

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)<br>Base period years<br>Calendar year (or tax year<br>beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of<br>noncharitable-use assets | (d)<br>Distribution ratio<br>(column (b) divided by column (c)) |
|-------------------------------------------------------------------------|------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------|
| 2013                                                                    |                                          |                                                 |                                                                 |
| 2012                                                                    |                                          |                                                 |                                                                 |
| 2011                                                                    |                                          |                                                 |                                                                 |
| 2010                                                                    |                                          |                                                 |                                                                 |
| 2009                                                                    |                                          |                                                 |                                                                 |

2 Total of line 1, column (d)

2

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

|     |                                                                                                                                                                                                                                                     |     |     |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter 'N/A' on line 1.<br>Date of ruling or determination letter. <u>7/30/99</u> (attach copy of letter if necessary – see instrs) | 1   | N/A |
| b   | Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                                    |     |     |
| c   | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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   |     |
| 4   | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                         | 4   |     |
| 5   | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                                      | 5   |     |
| 6   | Credits/Payments                                                                                                                                                                                                                                    |     |     |
| a   | 2014 estimated tax pmts and 2013 overpayment credited to 2014                                                                                                                                                                                       | 6 a |     |
| b   | Exempt foreign organizations – tax withheld at source                                                                                                                                                                                               | 6 b |     |
| c   | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                                 | 6 c |     |
| d   | Backup withholding erroneously withheld                                                                                                                                                                                                             | 6 d |     |
| 7   | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                                 | 7   |     |
| 8   | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                            | 8   |     |
| 9   | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                                         | 9   |     |
| 10  | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                                             | 10  |     |
| 11  | Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b>                                                                                                                                                                             | 11  |     |
|     | <b>Refunded</b>                                                                                                                                                                                                                                     |     |     |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                     | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1 a 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?                                                                                                                                                                            |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br><i>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</i> |     | X  |
| c Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                       |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>(1) On the foundation <input type="checkbox"/> \$ <u>0</u> . (2) On foundation managers <input type="checkbox"/> \$ <u>0</u> .                                                                                                              |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0</u> .                                                                                                                                                                      |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If 'Yes,' attach a detailed description of the activities</i>                                                                                                                                                                               |     | 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? <i>If 'Yes,' attach a conformed copy of the changes</i>                                                                                                                 |     | X  |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                     | X   |    |
| b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                           |     | X  |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T</i>                                                                                                                                                                         |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?                |     | X  |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>                                                                                                                                                                                                        | X   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MS</u>                                                                                                                                                                                                                                    |     |    |
| 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>                                                                                                                        | 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>                                                                                       | X   |    |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>                                                                                                                                                                                                        |     | X  |

BAA

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

|    |                                                                                                                                                                                                                                                                                                                                                       |     |   |   |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)                                                                                                                                                               | 11  |   | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)                                                                                                                                                              | 12  |   | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <u>tupeloautomuseum.com</u>                                                                                                                                                                                    | 13  | X |   |
| 14 | The books are in care of <u>Jane Dee Spain</u> Telephone no. <u>662 842 4242</u><br>Located at <u>1 Otis Boulevard Tupelo Ms</u> ZIP + 4 <u>38804</u>                                                                                                                                                                                                 |     |   |   |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                                                | N/A |   |   |
| 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?<br>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  |   | 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  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----|
| 1 a 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)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                      | 1 b                                                                 | N/A |
| 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?                                                                                                                                                                                                                                                                                                         | 1 c                                                                 | 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?<br>If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>                                                                                                                                                                                                                                                                     | <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.)                                                                                                                                                                                       | 2 b                                                                 | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here<br><u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>                                                                                                                                                                                                                                                                                                                                |                                                                     |     |
| 3 a 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.) | 3 b                                                                 | N/A |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               | 4 a                                                                 | 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?                                                                                                                                                                                                                                                               | 4 b                                                                 | X   |

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Form 990-PF (2014)

**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)?

5 b

N/A

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?

6 b

X

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

**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 11     |                                                           | 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

**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 |                     | 0                |

**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 See Statement 12 |          |
|                    | 290,206. |
| 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                                                                                     | 0.     |

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Form 990-PF (2014)

**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                                                             | 1 a    |
| b | Average of monthly cash balances                                                                            | 1 b    |
| c | Fair market value of all other assets (see instructions)                                                    | 1 c    |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1 d 0. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1 e    |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                        | 2      |
| 3 | Subtract line 2 from line 1d                                                                                | 3      |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)   | 4      |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 0.   |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6 0.   |

**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                                                             | N/A | 1 |
| 2a | Tax on investment income for 2014 from Part VI, line 5                                                    | 2 a |   |
| b  | Income tax for 2014 (This does not include the tax from Part VI.)                                         | 2 b |   |
| c  | Add lines 2a and 2b                                                                                       | 2 c |   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3   |   |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4   |   |
| 5  | Add lines 3 and 4                                                                                         | 5   |   |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6   |   |
| 7  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7   |   |

**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                                                                        | 1 a 290,206. |
| b | Program-related investments — total from Part IX-B                                                                                                   | 1 b          |
| 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)                                                                                                       | 3 a          |
| b | Cash distribution test (attach the required schedule)                                                                                                | 3 b          |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | 4 290,206.   |
| 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            |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | 6 290,206.   |

**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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Form 990-PF (2014)

**Part XIII Undistributed Income** (see instructions)

N/A

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7                                                                                                                       |               |                            |             |             |
| 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 ▶ \$ ____                                                                                                        |               |                            |             |             |
| 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                                                                |               |                            |             |             |
| 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-A, question 9)

1 a 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

7/30/99

b Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)

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

| Tax year | Prior 3 years |          |          | (e) Total  |
|----------|---------------|----------|----------|------------|
| (a) 2014 | (b) 2013      | (c) 2012 | (d) 2011 |            |
| 0.       |               |          |          | 0.         |
|          |               |          |          | 0.         |
| 290,206. | 297,055.      | 342,879. | 335,994. | 1,266,134. |
|          |               |          |          | 0.         |
| 290,206. | 297,055.      | 342,879. | 335,994. | 1,266,134. |
|          |               |          |          |            |
|          |               |          |          |            |
|          |               |          |          | 0.         |
|          |               |          |          | 0.         |
|          |               |          |          | 0.         |
|          | 1,986.        | 4,153.   | 2,944.   | 9,083.     |

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) )

Jane Dee Spain

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

None

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

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

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

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

c Any submission deadlines

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

**Part XV Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

N/A

| Recipient                            | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount     |
|--------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|------------|
| Name and address (home or business)  |                                                                                                           |                                |                                  |            |
| <b>a</b> Paid during the year        |                                                                                                           |                                |                                  |            |
| <b>Total</b>                         |                                                                                                           |                                |                                  | <b>3 a</b> |
| <b>b</b> Approved for future payment |                                                                                                           |                                |                                  |            |
| <b>Total</b>                         |                                                                                                           |                                |                                  | <b>3 b</b> |



**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                                                                                                                                                                                                                                            | 1 a (1) | X  |
|   | (2) Other assets                                                                                                                                                                                                                                    | 1 a (2) | X  |
| b | Other transactions:                                                                                                                                                                                                                                 |         |    |
|   | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                          | 1 b (1) | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                    | 1 b (2) | X  |
|   | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                | 1 b (3) | X  |
|   | (4) Reimbursement arrangements                                                                                                                                                                                                                      | 1 b (4) | X  |
|   | (5) Loans or loan guarantees                                                                                                                                                                                                                        | 1 b (5) | X  |
|   | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                              | 1 b (6) | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                    | 1 c     | 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

[illegible]

**2 a** 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                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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.

**Sign  
Here**

Mary Jane Späer  
Signature of officer or trustee

5/14/16  
Date

President  
Title

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

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

F. Marshall Sutphen, Sr.

Fullanhal Dinku

MAY 13 2016

Firm's name ▶ ORSBORN, SUTPHEN & O'NEAL, P.A.

Firm's EIN ▶ 64-0683684

Firm's address ▶ PO BOX 515

GREENWOOD, MS 38935-0515

Phone no 662-453-4175

**BAA**

Form 990-PF (2014)

**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**

Name of the organization

Tupelo Auto Museum, Inc.

Employer identification number

31-1644348

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)( ) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2014)**

Name of organization

Employer identification number

Tupelo Auto Museum, Inc.

31-1644348

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

| (a)<br>Number | (b)<br>Name, address, and ZIP + 4                                       | (c)<br>Total<br>contributions | (d)<br>Type of contribution                                                                                                                                        |
|---------------|-------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1             | Jane Spain<br>1 Otis Boulevard<br>Tupelo, Ms 38804                      | \$ 104,000.                   | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 2             | Tupelo Family Entertainment LLC<br>1 Otis Boulevard<br>Tupelo, Ms 38804 | \$ 7,324.                     | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions) |
|               |                                                                         | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|               |                                                                         | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|               |                                                                         | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|               |                                                                         | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |

Name of organization

Employer identification number

Tupelo Auto Museum, Inc.

31-1644348

**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|----------------------------------------------|------------------------------------------------|----------------------|
|                           | N/A                                          |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Employer identification number

31-1644348

**or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$

► \$ \_\_\_\_\_ N/A

|     |  |
|-----|--|
| (b) |  |
|-----|--|

| (a)<br>No. from<br>Part I | (b)<br>Purpose of gift                  | (c)<br>Use of gift | (d)<br>Description of how gift is held   |
|---------------------------|-----------------------------------------|--------------------|------------------------------------------|
|                           | N/A                                     |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |

Tupelo Auto Museum, Inc.

31-1644348

**Statement 1**  
**Form 990-PF, Part I, Line 10c**  
**Gross Profit (Loss) From Sales Of Inventory**

| <u>Items Sold</u>                    | <u>Amount</u>     |
|--------------------------------------|-------------------|
| Sales of Museum related items        | \$ 44,958.        |
| Gross Sales                          | \$ 44,958.        |
| Less Returns & Allowances            | 0.                |
| Net Sales                            | \$ 44,958.        |
| Less Cost Of Goods Sold              | 25,800.           |
| Gross Profit From Sales Of Inventory | <u>\$ 19,158.</u> |

**Statement 2**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

|                           | <u>(a)<br/>Revenue<br/>per Books</u> | <u>(b) Net<br/>Investment<br/>Income</u> | <u>(c)<br/>Adjusted<br/>Net Income</u> |
|---------------------------|--------------------------------------|------------------------------------------|----------------------------------------|
| Admissions Revenue        | \$ 132,479.                          |                                          |                                        |
| Family Ent LLC K-1 Activi | -1,165.                              |                                          |                                        |
| Membership Dues           | 13,743.                              |                                          |                                        |
| Miscellaneous Recoveries  | 4,889.                               |                                          |                                        |
| Total                     | <u>\$ 149,946.</u>                   | <u>\$ 0.</u>                             | <u>\$ 0.</u>                           |

**Statement 3**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

|                    | <u>(a)<br/>Expenses<br/>per Books</u> | <u>(b) Net<br/>Investment<br/>Income</u> | <u>(c)<br/>Adjusted<br/>Net Income</u> | <u>(d)<br/>Charitable<br/>Purposes</u> |
|--------------------|---------------------------------------|------------------------------------------|----------------------------------------|----------------------------------------|
| Outside accounting | \$ 5,010.                             |                                          |                                        | \$ 5,010.                              |
| Total              | <u>\$ 5,010.</u>                      | <u>\$ 0.</u>                             | <u>\$ 0.</u>                           | <u>\$ 5,010.</u>                       |

**Statement 4**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

|                      | <u>(a)<br/>Expenses<br/>per Books</u> | <u>(b) Net<br/>Investment<br/>Income</u> | <u>(c)<br/>Adjusted<br/>Net Income</u> | <u>(d)<br/>Charitable<br/>Purposes</u> |
|----------------------|---------------------------------------|------------------------------------------|----------------------------------------|----------------------------------------|
| Bookkeeping services | \$ 14,300.                            |                                          |                                        | \$ 14,300.                             |
| Total                | <u>\$ 14,300.</u>                     | <u>\$ 0.</u>                             | <u>\$ 0.</u>                           | <u>\$ 14,300.</u>                      |

Tupelo Auto Museum, Inc.

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**Statement 5**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

|               | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|---------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Payroll Taxes | \$ 3,148.                    |                                 |                               | \$ 3,148.                     |
| Total         | <u>\$ 3,148.</u>             | <u>\$ 0.</u>                    | <u>\$ 0.</u>                  | <u>\$ 3,148.</u>              |

**Statement 6**  
**Form 990-PF, Part I, Line 19**  
**Allocated Depreciation**

| Date<br>Acquired                    | Cost<br>Basis | Prior Yr<br>Depr | Method | Rate   | Life | Current<br>Yr Depr | Net Invest<br>Income | Adjusted<br>Net Income |
|-------------------------------------|---------------|------------------|--------|--------|------|--------------------|----------------------|------------------------|
| Bldg Costs in proc 6/02<br>6/30/02  | 2,532,580     | 749,513          | S/L    | 0.0256 |      | 64,935             | 0                    | 0                      |
| Bldg Costs in proc. 6/01<br>6/30/01 | 289,983       | 85,819           | S/L    | 0.0256 |      | 7,435              | 0                    | 0                      |
| Bldg Costs in proc 6/03<br>12/06/02 | 215,615       | 63,807           | S/L    | 0.0256 |      | 5,528              | 0                    | 0                      |
| Capitalized Interest<br>12/06/02    | 110,013       | 32,561           | S/L    | 0.0256 |      | 2,821              | 0                    | 0                      |
| Capitalized Fees<br>12/06/02        | 72,640        | 21,492           | S/L    | 0.0256 |      | 1,862              | 0                    | 0                      |
| Museum Lighting<br>8/20/12          | 37,881        | 8,118            | S/L    | 0.1429 |      | 5,413              | 0                    | 0                      |

**Statement 7**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

|                                | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Advertising, BillBoards, Media | \$ 38,336.                   |                                 |                               | \$ 38,336.                    |
| Bank charges/Credit Card fees  | 5,029.                       |                                 |                               | 5,029.                        |
| Car Collection Maintenance     | 167.                         |                                 |                               | 167.                          |
| Dues                           | 525.                         |                                 |                               | 525.                          |
| General Supplies/Cleaning      | 449.                         |                                 |                               | 449.                          |
| Office Expense                 | 1,466.                       |                                 |                               | 1,466.                        |
| Total                          | <u>\$ 45,972.</u>            | <u>\$ 0.</u>                    | <u>\$ 0.</u>                  | <u>\$ 45,972.</u>             |

Tupelo Auto Museum, Inc.

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**Statement 8**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

| Category                | Basis                | Accum.<br>Deprec.    | Book<br>Value        | Fair Market<br>Value |
|-------------------------|----------------------|----------------------|----------------------|----------------------|
| Furniture and Fixtures  | \$ 239,427.          | \$ 239,427.          | \$ 0.                | \$ 50,000.           |
| Machinery and Equipment | 19,683.              | 19,683.              | 0.                   | 0.                   |
| Buildings               | 3,220,831.           | 1,035,773.           | 2,185,058.           | 3,100,000.           |
| Improvements            | 105,498.             | 81,105.              | 24,393.              | 0.                   |
| Land                    | 1,170,000.           |                      | 1,170,000.           | 1,100,000.           |
| Total                   | <u>\$ 4,755,439.</u> | <u>\$ 1,375,988.</u> | <u>\$ 3,379,451.</u> | <u>\$ 4,250,000.</u> |

**Statement 9**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

|                                     | Book Value           | Fair Market<br>Value |
|-------------------------------------|----------------------|----------------------|
| Antique Auto Acquisition Costs      | \$ 77,945.           |                      |
| Antique Auto Collection             | 5,927,500.           |                      |
| Antique Auto-Preopen Labor Displays | 43,913.              |                      |
| Auto Collection                     |                      | \$ 6,400,000.        |
| Rounding                            | 1.                   |                      |
| Total                               | <u>\$ 6,049,359.</u> | <u>\$ 6,400,000.</u> |

**Statement 10**  
**Form 990-PF, Part II, Line 22**  
**Other Liabilities**

|                       |                  |
|-----------------------|------------------|
| Accrued Payroll Taxes | \$ 521.          |
| Sales Tax liability   | 1,614.           |
| Total                 | <u>\$ 2,135.</u> |

**Statement 11**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

| Name and Address                                         | Title and<br>Average Hours<br>Per Week Devoted | Compen-<br>sation | Contri-<br>bution to<br>EBP & DC | Expense<br>Account/<br>Other |
|----------------------------------------------------------|------------------------------------------------|-------------------|----------------------------------|------------------------------|
| Kristin Buse<br>105 Big Dipper Trail<br>Tupelo, MS 38804 | Treasurer<br>0.25                              | \$ 0.             | \$ 0.                            | \$ 0.                        |
| Phil Sullivan<br>1239 Winwood Cove<br>Tupelo, MS 38801   | Vice President<br>1.00                         | 0.                | 0.                               | 0.                           |

Tupelo Auto Museum, Inc.

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Statement 11 (continued)  
Form 990-PF, Part VIII, Line 1  
List of Officers, Directors, Trustees, and Key Employees

| <u>Name and Address</u>                                        | <u>Title and<br/>Average Hours<br/>Per Week Devoted</u> | <u>Compen-<br/>sation</u> | <u>Contri-<br/>bution to<br/>EBP &amp; DC</u> | <u>Expense<br/>Account/<br/>Other</u> |
|----------------------------------------------------------------|---------------------------------------------------------|---------------------------|-----------------------------------------------|---------------------------------------|
| Matthew M. Dee<br>887 Summerwood Dr<br>Jupiter, FL 33458       | Director<br>0.10                                        | \$ 0.                     | \$ 0.                                         | \$ 0.                                 |
| Jane Dee Spain<br>2428 S. Lawndale Dr<br>Tupelo, MS 38801      | President<br>8.00                                       | 0.                        | 0.                                            | 0.                                    |
| Terry W Easterling<br>1060 Co Rd 192<br>Blue Springs, MS 38828 | Director<br>0.10                                        | 0.                        | 0.                                            | 0.                                    |
| Total                                                          |                                                         | \$ 0.                     | \$ 0.                                         | \$ 0.                                 |

Statement 12  
Form 990-PF, Part IX-A, Line 1  
Summary of Direct Charitable Activities

| <u>Direct Charitable Activities</u>                                         | <u>Expenses</u> |
|-----------------------------------------------------------------------------|-----------------|
| Costs of operating the automobile museum during the 12 months ended 6/30/15 | \$ 290,206.     |

Tupelo Auto Museum, Inc.

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**Private Operating Foundations (990-PF)**  
**Gross investment income**

Interest Income

|       |    |           |
|-------|----|-----------|
| Total | \$ | 0.        |
|       | \$ | <u>0.</u> |

**Operating & Administrative Exp. (990-PF)**  
**Interest**

City of Tupelo Lease Interest

|       |    |                |
|-------|----|----------------|
| Total | \$ | 69,982.        |
|       | \$ | <u>69,982.</u> |

**Operating & Administrative Exp. (990-PF)**  
**Occupancy**

Repairs & Maintenance  
Insurance-Bldg & Prop  
Utilities and Phone  
Security system Maintenance  
Office Eqpmnt Maintenance  
Computer Prog/Maint  
Waste Removal/Sanitation  
Lawn Repair & Maintenance

|       |    |                 |
|-------|----|-----------------|
|       | \$ | 20,642.         |
|       |    | 32,498.         |
|       |    | 53,835.         |
|       |    | 870.            |
|       |    | 0.              |
|       |    | 0.              |
|       |    | 0.              |
|       |    | 0.              |
| Total | \$ | <u>107,845.</u> |

**Undistributed Income (990-PF)**  
**in carrying out charitable, etc. purposes**

Building, FF&E add'l costs  
Additions to Auto Collection  
Equipment additons

|       |    |           |
|-------|----|-----------|
|       | \$ | 0.        |
|       |    | 0.        |
|       |    | 0.        |
| Total | \$ | <u>0.</u> |

**Balance Sheet**  
**Cash-non-interest-bearing**

Cash on Premises  
Renasant Bank chkng#332216  
Deposit in Xsit

|       |    |                |
|-------|----|----------------|
|       | \$ | 1,022.         |
|       |    | 18,896.        |
|       |    | 14,915.        |
| Total | \$ | <u>34,833.</u> |

**Balance Sheet**  
**Accounts receivable**

Credit Card Receivable

|       |    |           |
|-------|----|-----------|
| Total | \$ | 0.        |
|       | \$ | <u>0.</u> |

2014

Federal Supporting Detail

Page 2

Tupelo Auto Museum, Inc.

31-1644348

Balance Sheet  
Other (Form 990-PF)[O]

Tupelo Family LLC Equity

Total \$ 0.  
\$ 0.

Tupelo Auto Museum, Inc.

31-1644348

**Computation of Cost of Goods Sold (Form 990-PF)**

|                                                     |                       |
|-----------------------------------------------------|-----------------------|
| 1. Inventory at start of year                       | 35,526.               |
| 2. Purchases                                        | 18,593.               |
| 3. Cost of labor                                    | 0.                    |
| 4. Additional 263A costs                            | 0.                    |
| 5. Other costs                                      | 0.                    |
| 6. Total (Add lines 1 through 5)                    | <u>54,119.</u>        |
| 7. Inventory at end of year                         | <u>28,319.</u>        |
| 8. Cost of goods sold (Subtract line 7 from line 6) | <u><u>25,800.</u></u> |

Tupelo Auto Museum, Inc.

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**Summary of Direct Charitable Activities  
Expense**

|               |    |                        |
|---------------|----|------------------------|
| Total Expense | \$ | 378,200.               |
| Less Deprec   |    | <u>-87,994.</u>        |
| Total         | \$ | <u><u>290,206.</u></u> |

**Program Service Revenue  
Related or exempt function income  
Admissions Revenue**

|                         |    |                        |
|-------------------------|----|------------------------|
| Admissions              | \$ | 110,842.               |
| Fees-Special Events     |    | 21,637.                |
| Vending                 |    | 0.                     |
| Group rentals           |    | 0.                     |
| Group rentals supplies  |    | 0.                     |
| Group rentals acct 4407 |    | 0.                     |
| Gift Card sales         |    | 0.                     |
| Parking Lot revenue     |    | 0.                     |
| Total                   | \$ | <u><u>132,479.</u></u> |

**Other Income Producing Activities  
Interest on savings & cash investments**

|                                      |    |                    |
|--------------------------------------|----|--------------------|
| Interest on 360805,7654,54015,347647 | \$ | 399.               |
| Total                                | \$ | <u><u>399.</u></u> |

**Inventory Sales  
Purchases**

|           |    |                       |
|-----------|----|-----------------------|
| Purchases | \$ | 18,593.               |
| Total     | \$ | <u><u>18,593.</u></u> |

**Operating & Administrative Exp. (990-PF)  
Travel, conferences, etc.**

|                     |    |                    |
|---------------------|----|--------------------|
| Travel Ex Dir       | \$ | 0.                 |
| Seminars            |    | 0.                 |
| Travel exp- general |    | 610.               |
| Entertainment       |    | 0.                 |
| Auto                |    | 0.                 |
| Total               | \$ | <u><u>610.</u></u> |

**Operating & Administrative Exp. (990-PF)  
Printing and publications**

|                                       |    |                      |
|---------------------------------------|----|----------------------|
| Marketing materials and related items | \$ | 2,706.               |
| Printing                              |    | 0.                   |
| Total                                 | \$ | <u><u>2,706.</u></u> |

Tupelo Auto Museum, Inc.

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**Balance Sheet**  
**Savings and temporary cash investments**

|                         |    |                 |
|-------------------------|----|-----------------|
| Renasant MM Acct 360805 | \$ | 257,781.        |
| Holding Account         |    | 42,947.         |
| CD BancorpSouth         |    | 260,465.        |
| Renasant Raffle Acct    |    | 1,668.          |
| Total                   | \$ | <u>562,861.</u> |

**Balance Sheet**  
**Inventories (if different from entries in inventory sales)**

|                                                            |    |                |
|------------------------------------------------------------|----|----------------|
| Balance Sheet                                              |    |                |
| Inventories (if different from entries in inventory sales) | \$ | 0.             |
| Gift Shop Inventory                                        |    | 28,319.        |
| Total                                                      | \$ | <u>28,319.</u> |

**Balance Sheet**  
**Prepaid expenses and deferred charges**

|                                     |    |           |
|-------------------------------------|----|-----------|
| Auto Purchase for Raffle in next FY |    | 0.        |
| Total                               | \$ | <u>0.</u> |

**Balance Sheet**  
**Unrestricted**

|                            |    |                   |
|----------------------------|----|-------------------|
| Prior Unrestricted Balance | \$ | 8,484,061.        |
| Current Yr Loss            |    | -96,373.          |
| Total                      | \$ | <u>8,387,688.</u> |

Tupelo Auto Museum, Inc.

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| No.                    | Description               | Date<br>Acquired | Date<br>Sold | Cost/<br>Basis | Bus<br>Pct | Cur<br>179<br>Bonus | Special<br>Depr<br>Allow | Prior<br>179/<br>Bonus/<br>Sp. Depr | Prior<br>Dec Bal<br>Depr | Salvage<br>/Basis<br>Reductn | Depr<br>Basis | Prior<br>Depr | Method | Life | Rate | Current<br>Depr |        |
|------------------------|---------------------------|------------------|--------------|----------------|------------|---------------------|--------------------------|-------------------------------------|--------------------------|------------------------------|---------------|---------------|--------|------|------|-----------------|--------|
| Form 990/990-PF        |                           |                  |              |                |            |                     |                          |                                     |                          |                              |               |               |        |      |      |                 |        |
| Buildings              |                           |                  |              |                |            |                     |                          |                                     |                          |                              |               |               |        |      |      |                 |        |
| 2                      | Bldg Costs in proc 6/02   | 6/30/02          |              | 2,532,580      |            |                     |                          |                                     |                          |                              | 2,532,580     | 749,513       | S/L    | MM   | 39   | .02564          | 64,935 |
| 4                      | Bldg Costs in proc 6/01   | 6/30/01          |              | 289,983        |            |                     |                          |                                     |                          |                              | 289,983       | 85,819        | S/L    | MM   | 39   | .02564          | 7,435  |
| 5                      | Bldg Costs in proc 6/03   | 12/06/02         |              | 215,615        |            |                     |                          |                                     |                          |                              | 215,615       | 63,807        | S/L    | MM   | 39   | .02564          | 5,528  |
| 8                      | Capitalized Interest      | 12/06/02         |              | 110,013        |            |                     |                          |                                     |                          |                              | 110,013       | 32,561        | S/L    | MM   | 39   | .02564          | 2,821  |
| 9                      | Capitalized Fees          | 12/06/02         |              | 72,640         |            |                     |                          |                                     |                          |                              | 72,640        | 21,492        | S/L    | MM   | 39   | .02564          | 1,862  |
| Total Buildings        |                           |                  |              | 3,220,831      |            | 0                   | 0                        | 0                                   | 0                        | 0                            | 3,220,831     | 953,192       |        |      |      |                 | 82,581 |
| Furniture and Fixtures |                           |                  |              |                |            |                     |                          |                                     |                          |                              |               |               |        |      |      |                 |        |
| 10                     | Security System-Golden Tr | 12/11/02         |              | 33,675         |            |                     |                          |                                     |                          |                              | 33,675        | 33,675        | S/L    | HY   | 7    |                 | 0      |
| 11                     | Outdoor Lighted Sign      | 1/18/03          |              | 7,514          |            |                     |                          |                                     |                          |                              | 7,514         | 7,514         | S/L    | HY   | 7    |                 | 0      |
| 13                     | Cash Register-Partial     | 11/08/02         |              | 3,000          |            |                     |                          |                                     |                          |                              | 3,000         | 3,000         | S/L    | HY   | 7    |                 | 0      |
| 14                     | Cash Register- Balance    | 3/03/03          |              | 4,806          |            |                     |                          |                                     |                          |                              | 4,806         | 4,806         | S/L    | HY   | 7    |                 | 0      |
| 15                     | Office fix -Nesco         | 11/14/02         |              | 5,035          |            |                     |                          |                                     |                          |                              | 5,035         | 5,035         | S/L    | HY   | 7    |                 | 0      |
| 16                     | Computer- cashier check   | 11/26/02         |              | 560            |            |                     |                          |                                     |                          |                              | 560           | 560           | S/L    | HY   | 7    |                 | 0      |
| 17                     | Credit Card Machine       | 12/18/02         |              | 748            |            |                     |                          |                                     |                          |                              | 748           | 748           | S/L    | HY   | 7    |                 | 0      |
| 19                     | Office Fix - Nesco        | 2/04/03          |              | 2,640          |            |                     |                          |                                     |                          |                              | 2,640         | 2,640         | S/L    | HY   | 7    |                 | 0      |
| 20                     | Office Fix - Tup Hdwe     | 2/06/03          |              | 870            |            |                     |                          |                                     |                          |                              | 870           | 870           | S/L    | HY   | 7    |                 | 0      |
| 21                     | Office Fix - Various      | 2/25/03          |              | 2,086          |            |                     |                          |                                     |                          |                              | 2,086         | 2,086         | S/L    | HY   | 7    |                 | 0      |
| 24                     | Window Shades             | 3/26/03          |              | 2,842          |            |                     |                          |                                     |                          |                              | 2,842         | 2,842         | S/L    | HY   | 7    |                 | 0      |
| 25                     | Southland Glass           | 3/26/03          |              | 2,014          |            |                     |                          |                                     |                          |                              | 2,014         | 2,014         | S/L    | HY   | 7    |                 | 0      |
| 26                     | Folding chairs-KI Mfr     | 4/22/03          |              | 250            |            |                     |                          |                                     |                          |                              | 250           | 250           | S/L    | HY   | 7    |                 | 0      |
| 27                     | Fax Machine-Staples       | 4/24/03          |              | 204            |            |                     |                          |                                     |                          |                              | 204           | 204           | S/L    | HY   | 7    |                 | 0      |
| 28                     | Office Fix -Various       | 6/13/03          |              | 811            |            |                     |                          |                                     |                          |                              | 811           | 811           | S/L    | HY   | 7    |                 | 0      |

Tupelo Auto Museum, Inc.

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| No.                           | Description                  | Date<br>Acquired | Date<br>Sold | Cost/<br>Basis | Bus<br>Pct. | Cur<br>179<br>Bonus | Special<br>Depr<br>Allow. | Prior<br>179/<br>Bonus/<br>Sp. Depr. | Prior<br>Dec Bal<br>Depr. | Salvage<br>/Basis<br>Reductn. | Depr.<br>Basis | Prior<br>Depr. | Method | Life | Rate | Current<br>Depr. |
|-------------------------------|------------------------------|------------------|--------------|----------------|-------------|---------------------|---------------------------|--------------------------------------|---------------------------|-------------------------------|----------------|----------------|--------|------|------|------------------|
| 29                            | Southland Glass              | 6/13/03          |              | 749            |             |                     |                           |                                      |                           |                               | 749            |                | S/L    | HY   | 7    | 0                |
| 32                            | 4 Church Pews                | 8/12/03          |              | 400            |             |                     |                           |                                      |                           |                               | 400            |                | S/L    | HY   | 7    | 0                |
| 33                            | Computer for Internet        | 1/09/04          |              | 534            |             |                     |                           |                                      |                           |                               | 534            |                | S/L    | HY   | 5    | 0                |
| 35                            | Desk, Chrs, File Cab (Mikng) | 12/16/06         |              | 957            |             |                     |                           |                                      |                           |                               | 957            |                | S/L    | HY   | 7    | 0                |
| Total Furniture and Fixtures  |                              |                  |              |                |             |                     |                           |                                      |                           |                               |                |                |        |      |      |                  |
|                               |                              |                  |              | 69,695         |             | 0                   | 0                         | 0                                    | 0                         | 0                             | 69,695         | 69,695         |        |      |      | 0                |
| Improvements                  |                              |                  |              |                |             |                     |                           |                                      |                           |                               |                |                |        |      |      |                  |
| 6                             | Landscaping/Outdoor Impro    | 11/14/02         |              | 67,574         |             |                     |                           |                                      |                           |                               | 67,574         | 67,574         | S/L    | HY   | 10   | 0                |
| 36                            | Museum Lighting              | 8/20/12          |              | 37,881         |             |                     |                           |                                      |                           |                               | 37,881         | 8,118          | S/L    | HY   | 7    | 5,413            |
| Total Improvements            |                              |                  |              |                |             |                     |                           |                                      |                           |                               |                |                |        |      |      |                  |
|                               |                              |                  |              | 105,455        |             | 0                   | 0                         | 0                                    | 0                         | 0                             | 105,455        | 75,692         |        |      |      | 5,413            |
| Land                          |                              |                  |              |                |             |                     |                           |                                      |                           |                               |                |                |        |      |      |                  |
| 1                             | Land                         | 1/05/01          |              | 1,024,507      |             |                     |                           |                                      |                           |                               | 1,024,507      |                |        |      |      | 0                |
| 31                            | Land-Adj to Original Deed    | 7/01/02          |              | 145,493        |             |                     |                           |                                      |                           |                               | 145,493        |                |        |      |      | 0                |
| Total Land                    |                              |                  |              |                |             |                     |                           |                                      |                           |                               |                |                |        |      |      |                  |
|                               |                              |                  |              | 1,170,000      |             | 0                   | 0                         | 0                                    | 0                         | 0                             | 1,170,000      | 0              |        |      |      | 0                |
| Machinery and Equipment       |                              |                  |              |                |             |                     |                           |                                      |                           |                               |                |                |        |      |      |                  |
| 3                             | Keystone-Harlan Tractor      | 4/23/02          |              | 5,497          |             |                     |                           |                                      |                           |                               | 5,497          | 5,497          | S/L    | HY   | 7    | 0                |
| 7                             | Lawn Mower/Outdoor eqpmt     | 5/10/03          |              | 2,388          |             |                     |                           |                                      |                           |                               | 2,388          | 2,388          | S/L    | HY   | 7    | 0                |
| 34                            | Snorkel Lift Bucket          | 10/09/04         |              | 11,798         |             |                     |                           |                                      |                           |                               | 11,798         | 11,798         | S/L    | HY   | 7    | 0                |
| Total Machinery and Equipment |                              |                  |              |                |             |                     |                           |                                      |                           |                               |                |                |        |      |      |                  |
|                               |                              |                  |              | 19,683         |             | 0                   | 0                         | 0                                    | 0                         | 0                             | 19,683         | 19,683         |        |      |      | 0                |
| Total Depreciation            |                              |                  |              |                |             |                     |                           |                                      |                           |                               |                |                |        |      |      |                  |
|                               |                              |                  |              | 4,585,664      |             | 0                   | 0                         | 0                                    | 0                         | 0                             | 4,585,664      | 1,118,262      |        |      |      | 87,994           |

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| No.                          | Description               | Date<br>Acquired | Date<br>Sold | Cost/<br>Basis | Bus<br>Pct. | Cur<br>179/<br>Bonus | Special<br>Depr.<br>Allow. | Prior<br>179/<br>Bonus/<br>Sp. Depr. | Prior<br>Dec Bal<br>Depr. | Salvage<br>/Basis<br>Reductn | Depr.<br>Basis | Prior<br>Depr. | Method | Life | Rate | Current<br>Depr. |
|------------------------------|---------------------------|------------------|--------------|----------------|-------------|----------------------|----------------------------|--------------------------------------|---------------------------|------------------------------|----------------|----------------|--------|------|------|------------------|
| Form 990/990-PF, COGS        |                           |                  |              |                |             |                      |                            |                                      |                           |                              |                |                |        |      |      |                  |
| Furniture and Fixtures       |                           |                  |              |                |             |                      |                            |                                      |                           |                              |                |                |        |      |      |                  |
| 12                           | Display Shelf Sys- Retail | 12/17/02         |              | 155,093        |             |                      |                            |                                      |                           |                              | 155,093        | 155,093        | S/L    | HY   | 7    | 0                |
| 18                           | Office fix -Whitt/Mont    | 12/18/02         |              | 1,542          |             |                      |                            |                                      |                           |                              | 1,542          | 1,542          | S/L    | HY   | 7    | 0                |
| 22                           | Office Fix -Nesco         | 3/26/03          |              | 299            |             |                      |                            |                                      |                           |                              | 299            | 299            | S/L    | HY   | 7    | 0                |
| 23                           | Lateral File-Whitt        | 3/26/03          |              | 225            |             |                      |                            |                                      |                           |                              | 225            | 225            | S/L    | HY   | 7    | 0                |
| 30                           | Cabinets-Collier-Windham  | 6/10/03          |              | 12,573         |             |                      |                            |                                      |                           |                              | 12,573         | 12,573         | S/L    | HY   | 7    | 0                |
| Total Furniture and Fixtures |                           |                  |              | 169,732        |             | 0                    | 0                          | 0                                    | 0                         | 0                            | 169,732        | 169,732        |        |      |      |                  |
| Total Depreciation           |                           |                  |              | 169,732        |             | 0                    | 0                          | 0                                    | 0                         | 0                            | 169,732        | 169,732        |        |      |      |                  |
| Grand Total Depreciation     |                           |                  |              | 4,755,396      |             | 0                    | 0                          | 0                                    | 0                         | 0                            | 4,755,396      | 1,287,994      |        |      |      |                  |
|                              |                           |                  |              |                |             |                      |                            |                                      |                           |                              |                | 87,994         |        |      |      |                  |