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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

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation  
THE RILEY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)  
4518 POPLAR SPRINGS DRIVE

City or town, state or province, country, and ZIP or foreign postal code  
MERIDIAN, MS 39305

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 69,671,880

J Accounting method

☐ Cash

☒ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis )

A Employer identification number  
64-0707746

B Telephone number (see instructions)

C If exemption application is pending, check here

D 1. Foreign organizations, check here

D 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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)			
	2 Check if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	2,301,903	2,301,903	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	184,657		
	b Gross sales price for all assets on line 6a			
		9,062,902		
	7 Capital gain net income (from Part IV, line 2)		615,482	
	8 Net short-term capital gain			
	9 Income modifications			
Operating and Administrative Expenses	10a Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)	290,375	290,375	
	12 Total. Add lines 1 through 11	2,776,935	3,207,760	
	13 Compensation of officers, directors, trustees, etc	551,500	128,800	344,400
	14 Other employee salaries and wages	67,000	6,700	53,600
	15 Pension plans, employee benefits	147,299	16,853	112,382
	16a Legal fees (attach schedule)	6,291		6,291
	b Accounting fees (attach schedule)	22,772	5,693	5,693
	c Other professional fees (attach schedule)			
	17 Interest			
18 Taxes (attach schedule) (see instructions)	30,273			
19 Depreciation (attach schedule) and depletion	98,204			
20 Occupancy	69,496	13,899	37,532	
21 Travel, conferences, and meetings	3,700	100	3,230	
22 Printing and publications				
23 Other expenses (attach schedule)	85,469	8,456	58,682	
24 Total operating and administrative expenses. Add lines 13 through 23	1,082,004	180,501	621,810	
25 Contributions, gifts, grants paid	2,896,800		2,896,800	
26 Total expenses and disbursements. Add lines 24 and 25	3,978,804	180,501	3,518,610	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-1,201,869		
	b Net investment income (if negative, enter -0-)		3,027,259	
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing . . . . .					
	2	Savings and temporary cash investments . . . . .	2,455,071	2,288,422	2,288,422		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable . . . . .					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use . . . . .					
	9	Prepaid expenses and deferred charges . . . . .	42,690	22,476	22,476		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule) . . . . .	47,068,053	50,430,008	50,430,008		
	c	Investments—corporate bonds (attach schedule) . . . . .	13,761,077	13,195,102	13,195,102		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans . . . . .					
	13	Investments—other (attach schedule) . . . . .	191,006	166,093	166,093		
	14	Land, buildings, and equipment basis ▶ <u>3,767,599</u> Less accumulated depreciation (attach schedule) ▶ <u>1,632,067</u>	2,223,994	2,135,532	3,569,779		
15	Other assets (describe ▶ _____)						
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	65,741,891	68,237,633	69,671,880			
Liabilities	17	Accounts payable and accrued expenses . . . . .	5,442	290			
	18	Grants payable . . . . .					
	19	Deferred revenue . . . . .					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule) . . . . .					
	22	Other liabilities (describe ▶ _____)					
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	5,442	290			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	24	Unrestricted . . . . .	65,736,449	68,237,343			
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	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) . . . . .	65,736,449	68,237,343			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	65,741,891	68,237,633				

**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	65,736,449
2	Enter amount from Part I, line 27a . . . . .	2	-1,201,869
3	Other increases not included in line 2 (itemize) ▶ _____	3	3,702,763
4	Add lines 1, 2, and 3 . . . . .	4	68,237,343
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	68,237,343

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day , yr )	(d) Date sold (mo , day , yr )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	615,482
<b>3</b> 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		<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	3,373,789	64,783,391	0 052078
2014	2,631,732	64,576,711	0 040754
2013	1,541,371	58,860,587	0 026187
2012	3,043,659	53,852,834	0 056518
2011	4,850,436	53,173,393	0 091219
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 266756
<b>3</b> 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			<b>3</b> 0 053351
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 64,727,470
<b>5</b> Multiply line 4 by line 3			<b>5</b> 3,453,275
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 30,273
<b>7</b> Add lines 5 and 6			<b>7</b> 3,483,548
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 3,527,508

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	30,273
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	30,273
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	30,273
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	52,749
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	52,749
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	22,476
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> 22,476 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MS		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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).	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW.RILEYFOUNDATION.ORG</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>BECKY G FARLEY</b> Telephone no <b>(601) 481-1430</b>			

Located at **4518 POPLAR SPRINGS DRIVE MERIDIAN MS** ZIP+4 **39305**

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		
<b>c</b>	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 2016? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶ 20____, 20____, 20____, 20____</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶ 20____, 20____, 20____, 20____</b>			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/>	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2016?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>Organizations relying on a current notice regarding disaster assistance check here. <span style="float:right">▶ <input type="checkbox"/></span></p> <p><b>c</b> 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? <span style="float:right"><input type="checkbox"/> Yes <input type="checkbox"/> No</span></p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><i>If "Yes" to 6b, file Form 8870</i></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p>	<p><b>5b</b></p>		
<p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><i>If "Yes" to 6b, file Form 8870</i></p>	<p><b>6b</b></p>	<p><b>No</b></p>	
<p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p>	<p><b>7b</b></p>		

**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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

**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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
BEVERLY J BRYSON 7969 KING ROAD Meridian, MS 39305	ADMINISTRATIVE 40 00	67,000	25,254	0

**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. . . . .		

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
Total. Add lines 1 through 3 . . . . .	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	63,623,453
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	1,774,327
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	315,388
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	65,713,168
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	65,713,168
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	985,698
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	64,727,470
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	3,236,374

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

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	3,236,374
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	30,273
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	30,273
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	3,206,101
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	3,206,101
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	3,206,101

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	3,518,610
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	8,898
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	3,527,508
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	30,273
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	3,497,235

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

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

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				3,206,101
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . . 363,096				
<b>b</b> From 2012. . . . . 401,769				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . . 197,899				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	962,764			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>3,527,508</u>				
<b>a</b> Applied to 2015, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2016 distributable amount. . . . .				3,206,101
<b>e</b> Remaining amount distributed out of corpus	321,407			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,284,171			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	363,096			
<b>9</b> <b>Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .	921,075			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . . 401,769				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . . 197,899				
<b>e</b> Excess from 2016. . . . . 321,407				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . ▶

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

**2a** 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) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
NONE

◀ | ▶

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

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

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed  
BECKY FARLEY  
4518 POPLAR SPRINGS DRIVE  
MERIDIAN, MS 39305  
(601) 481-1430

**b** The form in which applications should be submitted and information and materials they should include  
FOUNDATION APPLICATIONS PROVIDED UPON REQUEST

**c** Any submission deadlines  
REFER TO WEBSITE

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				2,896,800
<b>b</b> <i>Approved for future payment</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3b</b>				14,375,250

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .			14	2,301,903	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .			15	290,375	
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	184,657	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .				2,776,935	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		2,776,935

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

## Part XVII

- |       | Yes | No |
|-------|-----|----|
| 1a(1) |     | No |
| 1a(2) |     | No |
| 1b(1) |     | No |
| 1b(2) |     | No |
| 1b(3) |     | No |
| 1b(4) |     | No |
| 1b(5) |     | No |
| 1b(6) |     | No |
| 1c    |     | No |

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  GRADY H COLEMAN	Preparer's Signature	Date  2017-04-25	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN  P00500847
Firm's name ► COLEMAN & CO				Firm's EIN ► 64-0901244
Firm's address ► P O BOX 3629  MERIDIAN, MS 39303				Phone no (601) 693-6917

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

<div> <div> List and describe the kind(s) of property sold (e g , real estate,  <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co ) </div> </div>	<div> <b>(b)</b>  How acquired  P—Purchase  D—Donation </div>	<div> <b>(c)</b>  Date acquired  ( mo , day, yr ) </div>	<div> <b>(d)</b>  Date sold  ( mo , day, yr ) </div>
CALIFORNIA BANK CD	P	2015-11-09	2016-01-13
BLACKSTONE 3812 SHARES COMMON	P	2015-02-03	2016-02-03
WALMART 4845 SHARES COMMON	P	2010-07-05	2016-02-03
KINROSS GOLD CORPORATE BOND	P	2014-05-22	2016-04-11
FREEPORT MCMORAN CORPORATE BOND	P	2015-04-11	2016-04-11
MOUNTAIN ST TEL CORP BOND	P	2010-09-16	2016-04-21
BANK OF BARODA CD	P	2016-01-04	2016-04-13
ASTRAZENECA 16458 SHARES COMMON	P	2010-04-08	2016-04-19
ASTRAZENECA 16458 SHARES COMMON	P	2014-03-07	2016-05-24
ENERGY TRANSFERS 15515 SHARES COMM	P	2014-01-16	2016-06-23

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
250,000		250,000	
100,174		156,934	-56,760
320,396		229,812	90,584
766,150		1,123,221	-357,071
286,432		419,428	-132,996
500,000		503,149	-3,149
250,000		250,000	
496,520		359,461	137,059
476,935		489,099	-12,164
627,561		616,454	11,107

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

[illegible]

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
COMPASS MINERALS 6300 SHARES COMMON	P	2014-07-02	2016-08-18
VORNADO REALTY 36000 SHARES PREF	P	2012-02-15	2016-09-01
U S WEST CORPORATE BOND	P	2013-06-13	2016-10-05
U S WEST CORPORATE BOND	P	2012-07-17	2016-10-05
ENERGY MISS INC FIXED	P	2010-04-08	2016-10-17
FORTUNE BRANDS 4461 SHARES COMMON	P	2010-12-08	2016-11-16
NEOGEN CORP 4146 SHARES COMMON	P	2001-12-20	2016-11-16
SHERWIN WILLIAMS 955 SHARES COMMON	P	1999-03-16	2016-11-16
TRIMBLE INC 8955 SHARES COMMON	P	2000-03-13	2016-11-16
M T BANK CORPORATE BOND	P	2014-01-23	2016-12-15

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> (e) plus (f) minus (g)
678,220		483,795	194,425
900,000		936,750	-36,750
955,573		1,022,838	-67,265
280,000		286,726	-6,726
250,000		250,000	
250,101		49,716	200,385
249,803		18,792	231,011
250,245		26,468	223,777
249,791		44,164	205,627
925,000		943,745	-18,745

## Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

[illegible]



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
WEIDMANNS SQUARE K 1	P	2015-12-31	2016-12-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	Depreciation allowed <b>(f)</b> (or allowable)	Cost or other basis <b>(g)</b> plus expense of sale	Gain or (loss) <b>(h)</b> (e) plus (f) minus (g)
13,133			13,133

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	Adjusted basis <b>(j)</b> as of 12/31/69	Excess of col (i) <b>(k)</b> over col (j), if any	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ROBERT B DEEN Jr	CHAIRMAN CEO 30 00	163,000	58,163	0
4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305				
MARTY DAVIDSON	PRESIDENT TREASURER 15 00	136,000	0	0
BOX 3804 MERIDIAN, MS 39303				
MALCOLM PORTERA	VP SECRETARY 10 00	50,000	0	0
6721 WATERFRONT Tuscaloosa, AL 35406				
BECKY G FARLEY	EXECUTIVE DIRECTOR 40 00	105,000	40,912	0
4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305				
EDWIN DOWNER	DIRECTOR 5 00	12,250	0	0
6600 POPLAR SPRINGS DRIVE Meridian, MS 39305				
TOMMY DULANEY	DIRECTOR 5 00	13,000	0	0
BOX 2929 MERIDIAN, MS 39302				
MANNY MITCHELL	DIRECTOR 5 00	12,000	0	0
100 49TH AVENUE Meridian, MS 39305				
CHRISTINE RILEY	DIRECTOR 5 00	12,000	0	0
3715 HIGHWAY 39 N Meridian, MS 39305				
GAIL W RILEY	DIRECTOR 5 00	12,000	0	0
7651 STOCKTON AVE El Cerrito, CA 94530				
MARY ANN RILEY	DIRECTOR 5 00	12,000	0	0
1805 36TH ST Meridian, MS 39305				
RICHARD F RILEY JR	DIRECTOR 5 00	12,000	0	0
2630 THRUSH ROAD Charlottesville, VA 22901				
WAYNE HENSON	DIRECTOR 5 00	12,250	0	0
9162 HWY 145N Quitman, MS 39355				

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOYS AND GIRLS CLUBS OF EAST MS P O BOX 4202 Meridian, MS 39307			SUMMER WORK PROGRAM	4,000
BOYS AND GIRLS CLUBS OF EAST MS P O BOX 4202 Meridian, MS 39304			EXTREME IMPACT	25,000
BOYS AND GIRLS CLUBS OF EAST MS P O BOX 4202 Meridian, MS 39304			SUMMER EDUCATIONAL PROGRAM	50,000
CARE LODGE DOMESTIC VIOLENCE P O BOX 5331 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
EAST MS FOOTHILLS LAND TRUST INC 2401 11TH STREET Meridian, MS 39301			SUMMER WORK PROGRAM	4,000
EXPONENT PHILANTHROPY P O BOX 247 Winooski, VT 05404			OPERATING SUPPORT	750
FEED BY FAITH P O BOX 1064 Meridian, MS 39302			UPGRADE FACILITY EQUIPMENT	15,000
FREE CLINIC OF MERIDIAN INC P O BOX 3724 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
FREE CLINIC OF MERIDIAN INC P O BOX 3724 Meridian, MS 39303			FREE MEDICAL CARE	10,000
THE JIMMIE RODGERS FOUNDATION 1725 JIMMIE RODGERS DRIVE Meridian, MS 39307			SUMMER WORK PROGRAM	4,000
THE JIMMIE RODGERS PROGRAM 1725 JIMMIE RODGERS DRIVE Meridian, MS 39307			ARTISTS FOR 2016 MUSIC FESTIVAL	15,000
HABITAT FOR HUMANITY P O BOX 1402 Meridian, MS 39302			REPAIR HOMES FOR LOW INCOME HOMEOWNERS	25,000
LOVE INC P O BOX 562 Meridian, MS 39302			OPERATING FUNDS AND PURCHASES	10,000
MERIDIAN ART ASSOCIATION INC 628 25TH AVE Meridian, MS 39301			SHAPING HUMANITY THROUGH ART	10,000
MERIDIAN ART ASSOCIATION INC 628 25TH AVE Meridian, MS 39301			SUMMER WORK PROGRAM	4,000
Total . . . . . ►				2,896,800
3a				

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
MERIDIAN COMMUNITY COLLEGE FDN 910 HIGHWAY 19 NORTH Meridian, MS 39307			SCHOLARSHIPS	15,750
MERIDIAN COMMUNITY COLLEGE FDN 910 HIGHWAY 19 NORTH Meridian, MS 39307			BEST EARLY EDUCATION PRACTICES	25,000
MERIDIAN COMMUNITY COLLEGE FDN 910 HIGHWAY 19 NORTH Meridian, MS 39307			COLLEGE WORKFORCE DEVELOPMENT CENTER	740,000
MERIDIAN PERFORMING ARTS CENTER 2320 8TH STREET Meridian, MS 39301			SUMMER WORK PROGRAM	4,000
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			CLASSICAL CONCERTS	22,500
ALDERSGATE RETIREMENT COMMUNITY P O BOX 3846 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
MERIDIAN CHILDRENS MUSEUM P O BOX 55409 Jackson, MS 39296			CONCEPTING AND DESIGN	50,000
MERIDIAN INDUSTRIAL HERITAGE MUSEUM P O BOX 5031 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MISSISSIPPI JUNIOR MISS PROGRAM P O BOX 582 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MISSISSIPPI STATE FOUNDATION 1 HUNTER HENRY BOULEVARD Mississippi State, MS 39762			RENOVATION OF KRESS BUILDING	1,375,000
MISSISSIPPI STATE FOUNDATION 1 HUNTER HENRY BOULEVARD Mississippi State, MS 39762			HIGHER PROFILE PERFORMING ARTISTS	62,500
MISSISSIPPI STATE FOUNDATION 1 HUNTER HENRY BOULEVARD Mississippi State, MS 39762			MSU RILEY CENTER CONCERT	15,000
MISSISSIPPI STATE FOUNDATION 1 HUNTER HENRY BOULEVARD Mississippi State, MS 39762			THE RILEY SCHOLARSHIPS	25,000
MISSISSIPPI STATE FOUNDATION 1 HUNTER HENRY BOULEVARD Mississippi State, MS 39762			SUMMER WORK PROGRAM	4,000
<b>Total . . . . .</b> ►				2,896,800
<b>3a</b>				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MISSISSIPPI STATE FOUNDATION 1 HUNTER HENRY BOULEVARD Mississippi State, MS 39762			RILEY CAMPUS COURTYARD	125,000
MISSISSIPPI STATE FOUNDATION 1 HUNTER HENRY FOUNDATION Mississippi State, MS 39762			TEN YEAR ANNIVERSARY AND HIGHER PROFILE ARTISTS	75,000
MISSISSIPPI STATE FOUNDATION 1 HUNTER HENRY BOULEVARD Mississippi State, MS 39762			ANY GIVEN CHILD GRANT	12,500
THE MONTGOMERY INSITUTE P O BOX 1889 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
THE MONTGOMERY INSTITUTE P O BOX 1889 Meridian, MS 39302			LEADERSHIP DEVELOPMENT	20,000
MULTI COUNTY COMMUNITY SERVICE P O BOX 905 Meridian, MS 39302			HOMELESS SHELTER	100,000
MULTI COUNTY COMMUNITY SERVICE P O BOX 905 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA Atlanta, GA 30303			OPERATING EXPENSES	4,800
STATE GAMES OF MISSISSIPPI P O BOX 5866 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
THE HOUSING AUTHORITY OF MERIDIAN 2425 E STREET Meridian, MS 39301			SUMMER WORK PROGRAM	4,000
UNITED WAY OF EAST MS INC P O BOX 3219 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
Total . . . . . ►				2,896,800
3a				

**TY 2016 Accounting Fees Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Monthly accounting	6,287	1,572	0	1,572
IRS filings	6,000	1,500	0	1,500
Financial audit	10,485	2,621	0	2,621

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

# TY 2016 Depreciation Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2000-06-18	3,066,860	1,188,414	SL	40	76,671	0	0	
BUILDING ADDITION	2001-06-14	13,858	5,018	SL	40	346	0	0	
BINDING MACHINE	1999-08-02	300	300	SL	5	0	0	0	
PROJECTOR	2001-08-16	4,815	4,815	SL	7	0	0	0	
CANON POWERSHOOT	2003-01-24	922	922	SL	5	0	0	0	
OFFICE SHREDDER	2006-05-17	460	460	SL	5	0	0	0	
PAINTINGS	1999-12-31	800	800	SL	10	0	0	0	
FURNISHINGS	2000-06-17	264,818	264,818	SL	10	0	0	0	
FURNISHINGS	2000-06-17	671	671	SL	5	0	0	0	
FURNISHINGS	2002-11-08	7,575	7,575	SL	10	0	0	0	
FURNISHINGS	2005-08-24	6,561	6,561	SL	10	0	0	0	
LAPTOP	2009-09-01	1,679	1,679	SL	5	0	0	0	
DESKTOP COMPUTER	2010-05-26	1,503	1,503	SL	5	0	0	0	
SERVER	2010-08-03	6,892	6,892	SL	5	0	0	0	
PAINTINGS BOARD ROOM	2011-01-19	10,000	4,917	SL	10	1,000	0	0	
HVAC REPAIRS	2011-03-15	22,075	10,486	SL	10	2,207	0	0	
APPLE MACBOOK	2011-03-15	1,485	1,411	SL	5	74	0	0	
CARPET	2011-08-16	6,033	2,613	SL	10	603	0	0	
TABLES BOARD ROOM	2011-09-13	3,895	1,656	SL	10	389	0	0	
SAVIN COPIER	2011-09-13	8,440	7,174	SL	5	1,266	0	0	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FRAMED PHOTOTS	2012-03-20	1,867	701	SL	10	187	0	0	
DISHWASHER	2012-05-07	1,163	416	SL	10	116	0	0	
EXCERCISE EQUIPMENT	2012-10-09	3,554	1,154	SL	10	355	0	0	
WORK STATION HP	2013-02-27	2,276	1,289	SL	5	455	0	0	
DOUBLE GATE	2013-09-01	8,248	1,283	SL	15	550	0	0	
GIFTS PROGRAM	2014-02-26	5,885	1,766	SL	5	1,177	0	0	
HVAC SYSTEM	2014-02-28	47,500	3,563	SL	20	2,375	0	0	
HP WORKSTATION	2014-04-25	2,536	761	SL	5	507	0	0	
HP WORKSTATION	2014-05-19	1,279	384	SL	5	256	0	0	
BOARD ROOM CHAIRS	2015-03-15	13,045	978	SL	10	1,304	0	0	
PHONE SYSTEM	2015-06-18	11,304	1,130	SL	5	2,261	0	0	
SMOKE DETECTORS	2015-06-18	2,478	248	SL	5	496	0	0	
CAMERA SYSTEM	2015-06-18	3,488	349	SL	5	698	0	0	
ACCESS CONTROL	2015-06-18	3,294	329	SL	5	659	0	0	
BURGLAR ALARM SYSTEM	2015-06-18	3,923	392	SL	5	785	0	0	
COMPUTER	2015-10-30	2,129	71	SL	5	426	0	0	
LAPTOP	2015-10-30	2,534	84	SL	5	507	0	0	
COMPUTER	2015-10-30	8,399	280	SL	5	1,680	0	0	
CANON COLOR PRINTERS - 3	2016-05-16	2,100	0	SL	5	210	0	0	
CAMERAS SECURITY	2016-09-19	5,238	0	SL	5	524	0	0	



Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
REFRIGERATOR	2016-10-20	2,404	0	SL	10	120	0	0	

**TY 2016 Investments Corporate Bonds Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
COBANK 300,000	310,497	310,497
JP MORGAN CHASE 330,000	331,238	331,238
JP MORGAN CHASE 310,000	334,025	334,025
JP MORGAN CHASE 460,000	476,330	476,330
M&T BANK CORP 925,000	0	0
MOUNTAIN STS TEL 500,000	0	0
GOLDMAN SACHS 250,000	297,943	297,943
METLIFE INC 250,000	253,125	253,125
US WEST COMMUNICATION 975,000	0	0
WELLS FARGO 675,000	705,375	705,375
METLIFE INC 850,000	918,000	918,000
NATIONWIDE FINL 1,150,000	1,190,250	1,190,250
KINDER MORGAN 550,000	602,712	602,712
WELLS FARGO 450,000	472,455	472,455
FIFTH THIRD BANCORP 103,000	143,174	143,174
MERRILL LYNCH 100,000	137,680	137,680
HUMANA 250,000	339,747	339,747
ENERGY TRANSFER PTRS 415,000	426,105	426,105
NEWMONT MINING 105,000	115,517	115,517
FREEMONT MCMORGAN 470,000	0	0

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
KINROSS GOLD 1,100,000	0	0
LEUCADIA NATIONAL 550,000	536,800	536,800
INTEGRYS ENERGY 100,000	91,000	91,000
ENTERGY MS 10,000	0	0
KOHL'S CORP 300,000	286,497	286,497
HEWLETT PACKARD 720,000	727,272	727,272
NEXTERA ENERGY CAPITAL 70,000	60,900	60,900
AMERICAN INTL GROUP 460,000	581,900	581,900
KKR FINANCIAL HOLDING 23,000	583,282	583,282
SCE TR IV PFD 21,000	0	0
TORCHMARK CORP 11,650	294,046	294,046
THE SOUTHERN CO 32,900	717,878	717,878
U S WEST COMM 280,000	0	0
LINCOLN NATIONAL 1,250,000	1,012,500	1,012,500
ASSURED GTY US 1,113,000	795,795	795,795
CORTS AON CAP 14,136	453,059	453,059

**TY 2016 Investments Corporate Stock Schedule**

**Name:** THE RILEY FOUNDATION  
**EIN:** 64-0707746

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LAB 7875 SHS COMMON	302,479	302,479
ALTRIA GROUP 47033 SHS COMMON	3,180,371	3,180,371
AMERIGAS PTS 24050 SHS COMMON	1,152,476	1,152,476
APPLE INC 16900 SHS COMMON	1,957,358	1,957,358
ASTRAZENECA PLC 32916 SHS COM	0	0
ABBVIE INC 16119 SHS COMMON	1,009,372	1,009,372
ATT 41402 SHS COMMON	1,760,827	1,760,827
ATMOS ENERGY 15290 SHS COMMON	1,133,753	1,133,753
BLACKSTONE GROUP 3812 SHS	0	0
BROWN FORMAN 31000 SHS COMMON	1,392,520	1,392,520
CATERPILLAR 17335 SHS COMMON	1,607,648	1,607,648
COCA COLA 17800 SHS COMMON	737,988	737,988
COMPASS MIN 9470 SHS COMMON	0	0
DR PEPPER 16014 SHS COMMON	1,451,989	1,451,989
ENERGY TRANSFER 15515 SHS COM	0	0
EXXON MOBIL 4560 SHS COMMON	411,586	411,586
FORTUNE BRANDS 16379 SHS COMM	875,621	875,621
GENUINE PARTS 13000 SHS COMM	1,242,020	1,242,020
HOME DEPOT 13507 SHS COMMON	1,811,019	1,811,019
JOHNSON JOHNSON 10000 SHS COM	1,152,100	1,152,100
JP MORGAN 3300 SHS COMMON	284,757	284,757
KELLOG 17983 SHS COMMON	1,325,527	1,325,527
LOCKHEED MARTIN 9250 SHS COMM	2,311,945	2,311,945
MARATHON OIL 24600 SHS COMMON	1,238,610	1,238,610
MONDELEZ INTL 18540 SHS COMM	821,878	821,878
MERCK 19403 SHS COMMON	1,142,255	1,142,255
NEOGEN CP 23797 SHS COMMON	1,570,602	1,570,602
NORFOLK SOUTH 8700 SHS COMMON	940,209	940,209
PHILIP MORRIS 30400 SHS COMM	2,781,296	2,781,296
PUBLIC STORAGE 8875 SHS COMM	1,983,562	1,983,562

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
RAYTHEON 15800 SHS COMMON	2,243,600	2,243,600
REALTY INCOM 24478 SHS COMMON	1,406,995	1,406,995
SHERWIN WILLIAMS 7140 SHS COM	1,918,804	1,918,804
SUNOCO 62800 SHS COMMON	1,508,456	1,508,456
TC PIPELINE 13200 SHS COMMON	776,688	776,688
TRIMBLE 18045 SHS COMMON	544,057	544,057
VERIZON COMM 24037 SHS COMMON	1,283,095	1,283,095
WAL MART 4845 SHS COMMON	0	0
YUM BRANDS 18100 SHS COMMON	1,146,273	1,146,273
YUM CHINA HLDGS 18100 SHS CO	472,772	472,772
HSBC HOLDINGS 2000 SHS PFD	51,900	51,900
HSBC HOLDINGS 41000 SHS PFD	1,057,800	1,057,800
RENAISSANCERE 14353 SHS PFD	360,260	360,260
STATE ST CO 14000 SHS PFD	362,180	362,180
KKR CO LP 11625 SHARES PFD	293,880	293,880
PUBLIC STORAGE 40000 SHS PFD	905,200	905,200
VORNADO REALTY 36000 SHS PFD	0	0
SCE TRUST IV 21000 SHS PFD	518,280	518,280

**TY 2016 Investments - Other Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALTERNATIVE INVESTMENT		46,333	46,333
ACCRUED INTEREST		119,760	119,760

**TY 2016 Land, Etc.  
Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	203,313	0	203,313	203,313
BUILDING AND ADDITIONS	3,136,466	1,278,220	1,858,246	3,136,466
OFFICE EQUIPMENT	108,988	58,422	50,566	30,000
FURNISHINGS	318,832	295,425	23,407	200,000

**TY 2016 Legal Fees Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Legal fees	6,291	0	0	6,291



**TY 2016 Other Expenses Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	30,030	7,508	0	7,508
Office supplies	16,713	0	0	15,016
Dues and subscriptions	3,040	0	0	2,738
Postage	577	0	0	687
Telephone	9,482	948	0	7,112
Program expense	25,627	0	0	25,621

**TY 2016 Other Income Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership distributions	287,277	287,277	0
Partnership income	2,895	2,895	0
Royalty	203	203	0

**TY 2016 Other Increases Schedule**

**Name:** THE RILEY FOUNDATION  
**EIN:** 64-0707746

Description	Amount
UNREALIZED GAIN ON ASSETS	3,702,763

**TY 2016 Taxes Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Excise tax on investment	30,273	0	0	0