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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

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) \$ 77,853,204

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	2,213,935	2,213,935	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	348,399		
	b Gross sales price for all assets on line 6a			
		7,039,694		
	7 Capital gain net income (from Part IV, line 2)		1,204,633	
	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)	287,141	287,141	
	12 Total. Add lines 1 through 11	2,849,475	3,705,709	
	13 Compensation of officers, directors, trustees, etc	569,000	130,800	357,100
	14 Other employee salaries and wages	68,300	6,830	54,640
	15 Pension plans, employee benefits	163,752	18,358	121,471
	16a Legal fees (attach schedule)	3,222		3,222
	b Accounting fees (attach schedule)	20,880	5,220	5,220
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	35,187		
	19 Depreciation (attach schedule) and depletion	97,718		
	20 Occupancy	81,667	16,333	48,513
	21 Travel, conferences, and meetings	205		
22 Printing and publications				
23 Other expenses (attach schedule)	97,597	9,509	66,413	
24 Total operating and administrative expenses. Add lines 13 through 23	1,137,528	187,050	656,579	
25 Contributions, gifts, grants paid	3,233,079		3,233,079	
26 Total expenses and disbursements. Add lines 24 and 25	4,370,607	187,050	3,889,658	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-1,521,132		
	b Net investment income (if negative, enter -0-)		3,518,659	
c Adjusted net income(if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,288,422	1,847,984	1,847,984
	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	22,476	34,289	34,289
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	50,430,008	59,585,709	59,585,709
	c	Investments—corporate bonds (attach schedule)	13,195,102	12,696,338	12,696,338
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	166,093	124,105	124,105
	14	Land, buildings, and equipment basis ▶ <u>3,767,599</u> Less accumulated depreciation (attach schedule) ▶ <u>1,729,785</u>	2,135,532	2,037,814	3,564,779
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	68,237,633	76,326,239	77,853,204	
Liabilities	17	Accounts payable and accrued expenses	290	1,182	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	290	1,182	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	68,237,343	76,325,057	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	68,237,343	76,325,057		
31	Total liabilities and net assets/fund balances (see instructions) .	68,237,633	76,326,239		

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	68,237,343
2	Enter amount from Part I, line 27a	2	-1,521,132
3	Other increases not included in line 2 (itemize) ▶ _____	3	9,608,846
4	Add lines 1, 2, and 3	4	76,325,057
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	76,325,057

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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	
a See Additional Data Table			
b			
c			
d			
e			

2 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>	2	1,204,633
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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



Yes



No

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

1 Enter the appropriate amount in each column for each year, see 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))
2016	3,527,508	64,727,470	0 054498
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
2 Total of line 1, column (d)			2 0 230034
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 046007
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 69,575,924
5 Multiply line 4 by line 3			5 3,200,980
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35,187
7 Add lines 5 and 6			7 3,236,167
8 Enter qualifying distributions from Part XII, line 4			8 3,889,658

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	35,187
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	35,187
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	35,187
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	69,476
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	69,476
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	34,289
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 34,289 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d 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"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 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>	2	No
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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 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>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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

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

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, 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 ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? <input type="checkbox"/> 1b			
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 2017? <input type="checkbox"/> 1c			No
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/> 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
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 2017? 4b			No

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	5b		
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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b		

Part VIII

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

1

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

(a) Name and address	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	68,300	29,376	0

Total number of other employees paid over \$50,000.

0

3

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

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	68,212,372
b	Average of monthly cash balances.	1b	2,107,696
c	Fair market value of all other assets (see instructions).	1c	315,388
d	Total (add lines 1a, b, and c).	1d	70,635,456
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	70,635,456
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,059,532
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	69,575,924
6	Minimum investment return. Enter 5% of line 5.	6	3,478,796

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

1	Minimum investment return from Part X, line 6.	1	3,478,796
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	35,187
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	35,187
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,443,609
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,443,609
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,443,609

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,889,658
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,889,658
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	35,187
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,854,471

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				3,443,609
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012. 401,769				
b From 2013.				
c From 2014.				
d From 2015. 197,899				
e From 2016. 321,407				
f Total of lines 3a through e.	921,075			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,889,658				
a Applied to 2016, 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 2017 distributable amount.				3,443,609
e Remaining amount distributed out of corpus	446,049			
5 Excess distributions carryover applied to 2017 (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	1,367,124			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
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 2012 not applied on line 5 or line 7 (see instructions).	401,769			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	965,355			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015. 197,899				
d Excess from 2016. 321,407				
e Excess from 2017. 446,049				

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 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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 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	
<div style="text-align: right;">▶</div>	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input type="checkbox"/> 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)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				3,233,079
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				16,398,000

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	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	2,213,935	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			15	287,141	
8 Gain or (loss) from sales of assets other than inventory			18	348,399	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).				2,849,475	
13 Total. Add line 12, columns (b), (d), and (e).			13		2,849,475

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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.		
	***** Signature of officer or trustee	2018-04-24 Date	***** Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	GRADY H COLEMAN		2018-04-24		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

(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.)
NEOGEN 1525 SHARES COMMON	P	2001-12-20	2017-02-22
SHERWIN WILLIAMS 321 SHARES COMMON	P	1999-03-16	2017-02-22
TRIMBLE 3195 SHARES COMMON	P	2000-03-13	2017-02-22
YUM CHINA 3770 SHARES COMMON	P	2009-03-17	2017-02-22
BROWN FORMAN 2050 SHARES COMMONS	P	2001-01-12	2017-02-22
FORTUNE 1760 SHARES COMMON	P	2016-12-31	2017-02-22
MONDELEZ 2240 SHARES	P	2002-10-04	2017-02-22
PUBLIC STORAGE 24000 SHARES PFD	P	2016-12-15	2017-03-30
INTEGERYS 100000 FIXED	P	2009-09-16	2017-03-30
ASSURED 400000 FIXED	P	2013-04-10	2017-03-30

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)
100,078		6,912	93,166
100,086		8,897	91,189
100,073		15,757	84,316
100,212		30,349	69,863
99,771		15,453	84,318
100,143		23,810	76,333
100,105		19,792	80,313
581,295		544,680	36,615
93,530		77,005	16,525
312,430		389,128	-76,698

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)
KKR 23000 FIXED	P	2014-05-06	2017-04-24
LINCOLN 1250000 CORP BOND	P	2012-12-06	2012-08-07
NEXTRA 70000 CORP BOND	P	2009-01-13	2017-08-07
WELLS FARGO 675000 CORP BOND	P	2014-08-22	2017-08-24
DOMINION ENERGY 20000 FIXED	P	2017-03-30	2017-08-14
JP MORGAN CHASE 460000 CORP BOND	P	2014-08-22	2017-08-24
NEOGEN 1486 SHARES COMMON	P	2001-12-20	2017-08-17
TRIMBLE 6760 SHARES COMMON	P	2000-03-13	2017-08-17
YUM CHINA 6735 SHARES COMMON	P	2016-12-31	2017-08-17
AT&T 3990 SHARES COMMON	P	2009-03-16	2017-08-31

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) (e) plus (f) minus (g)
575,000		624,121	-49,121
1,169,125		1,298,578	-129,453
67,213		48,655	18,558
714,727		795,427	-80,700
504,250		481,027	23,223
484,084		527,011	-42,927
100,229		6,735	93,494
250,048		33,339	216,709
250,148		56,366	193,782
149,869		99,391	50,478

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)
KELLOG 2280 SHARES COMMON	P	2009-03-16	2017-08-31
VERIZON 3120 SHARES COMMON	P	2006-02-09	2017-08-31
BANK OF AMERICA CLASS ACTION	P	2016-12-31	2017-11-27
MET LIFE 250000 CORP BOND	P	2013-03-19	2017-12-04
AT&T 2573 SHARES COMMON	P	2009-03-16	2017-12-21
COCA COLA 2191 SHARES COMMON	P	2007-02-15	2017-12-21
EXXON 1191 SHARES COMMON	P	2001-02-08	2017-12-21
MERCK 1766 SHARES COMMON	P	2007-04-17	2017-12-21
VERIZON 1888 SHARES COMMON	P	2006-02-09	2017-12-21
WEIDMANN'S SQUARE K-1	P	2015-12-31	2017-12-31

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) (e) plus (f) minus (g) Gain or (loss)
150,122		86,557	63,565
149,979		91,562	58,417
554			554
286,063		281,980	4,083
100,011		64,093	35,918
100,016		52,551	47,465
100,035		50,624	49,411
100,042		49,854	50,188
100,041		55,407	44,634
415			415

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


[illegible]

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	PRESIDENT C00 30 00	173,000	62,866	0
4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305				
MARTY DAVIDSON	CHAIRMANCEOTREASURER 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	113,000	47,161	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	11,500	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 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 <i>Paid during the year</i>				
BOY SCOUTS OF AMERICAP O BOX 3784 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
BOYS AND GIRLS CLUBS OF EAST MS P O BOX 4204 Meridian, MS 39304			SUMMER WORK PROGRAM	4,000
COMMUNITY FOUNDATION OF EAST MS P O BOX 865 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
CARE LODGE DOMESTIC VIOLENCE 1627 23RD AVE Meridian, MS 39301			RENOVATION OF BATHROOMS AND ADDITION OF RAMP	55,119
CARE LODGE DOMESTIC VIOLENCE 1627 23RD AVE Meridian, MS 39301			SUMMER WORK PROGRAM	4,000
Total ▶ 3a				3,233,079


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 <i>Paid during the year</i>				
EXPONENT PHILANTHROPY P O BOX 247 Winooski, VT 05404			OPERATING SUPPORT	750
EAST MS FOOTHILLS LAND TRUST INC P O BOX 1608 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
FREE CLINIC OF MERIDIAN INC P O BOX 3724 Meridian, MS 39303			FREE MEDICAL CARE	10,000
FREE CLINIC OF MERIDIAN INC P O BOX 3724 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
THE JIMMIE RODGERS FOUNDATION 1725 JIMMIE RODGERS DRIVE Meridian, MS 39307			SUMMER WORK PROGRAM	4,000
Total ▶ 3a				3,233,079

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 <i>Paid during the year</i>				
HABITAT FOR HUMANITY P O BOX 1402 Meridian, MS 39302			HOME REPAIRS FOR LOW INCOME HOMEOWNERS	24,660
HABITAT FOR HUMANITY P O BOX 1402 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MERIDIAN ART ASSOCIATION INC P O BOX 5773 Meridian, MS 39302			ART EDUCATION FOR YOUTH AND ADULTS	10,000
MERIDIAN ART ASSOCIATION INC P O BOX 5573 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MERIDIAN COMMUNITY COLLEGE FDN 910 HIGHWAY 19 NORTH Meridian, MS 39307			WORKFORCE DEVELOPMENT CENTER RENOVATION	740,000
Total 3a 				3,233,079

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 <i>Paid during the year</i>				
MERIDIAN COMMUNITY COLLEGE FDN 910 HIGHWAY 19 NORTH Meridian, MS 39307			SCHOLARSHIPS	15,750
MERIDIAN DISTRICT UMC 6210 HWY 39 NORTH Meridian, MS 39301			HANDICAP RAMPS	5,000
MERIDIAN PERFORMING ARTS CENTER 2320 8TH STREET Meridian, MS 39301			SUMMER WORK PROGRAM	4,000
MERIDIAN PERFORMING ARTS CENTER 2320 8TH STREET Meridian, MS 39305			PRODUCTION OF LES MISERABLES	5,500
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			CLASSICAL CONCERTS	22,500
Total ► 3a				3,233,079

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 <i>Paid during the year</i>				
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
ALDERSGATE RETIREMENT COMMUNITY P O BOX 3846 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
MISSISSIPPI ARTS AND ENTERTAINMENT P O BOX 148 Meridian, MS 39302			CONSTRUCTION AND EXHIBITS	500,000
MERIDIAN ARTS AND ENTERTAINMENT P O BOX 148 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MISSISSIPPI CHILDRENS MUSEUM P O BOX 55409 Jackson, MS 39202			INITIAL CONCEPTS AND DESIGN	50,000
Total 				3,233,079
3a				


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 <i>Paid during the year</i>				
MS CHILDRENS MUSEUM MERIDIAN LLC P O BOX 1007 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MS INDUSTRIAL HERITAGE MUSEUM P O BOX 5031 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MS JUNIOR MISS PROGRAM P O BOX 582 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MISSISSIPPI STATE FOUNDATION P O BOX 6149 Mississippi State, MS 39762			RENOVATION OF KRESS BUILDING	1,375,000
MISSISSIPPI STATE FOUNDATION P O BOX 6149 Mississippi State, MS 39762			RILEY SCHOLARS PROGRAM	25,000
Total ► 3a				3,233,079

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 <i>Paid during the year</i>				
MISSISSIPPI STATE FOUNDATION P O BOX 6149 Mississippi State, MS 39762			RILEY CAMPUS COURTYARD	125,000
MISSISSIPPI STATE FOUNDATION P O BXO 6149 Mississippi State, MS 39762			HIGHER PROFILE ARTISTS FOR MSU RILEY CENTER	75,000
MISSISSIPPI STATE FOUNDATION P O BOX 6149 Mississippi State, MS 39762			RILEY SCHOLARS PROGRAM	25,000
MISSISSIPPI STATE FOUNDATION P O BOX 6149 Mississippi State, MS 39762			SUMMER WORK PROGRAM	4,000
MISSISSIPPI STATE FOUNDATION P O BOX 6149 Mississippi State, MS 39762			HIGHER PROFILE PERFORMING ARTISTS	36,750
Total ▶ 3a				3,233,079

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 <i>Paid during the year</i>				
THE MONTGOMERY INSTITUTE P O BOX 1889 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MULTI COUNTY COMMUNITY SERVICE P O BOX 905 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MULTI COUNTY COMMUNITY SERVICE P O BOX 905 Meridian, MS 39302			CENTER FOR THE HOMELESS	30,000
THE SALVATION ARMY P O BOX 422 Meridian, MS 39302			MATTRESSES AND LINENS	5,250
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA Atlanta, GA 30303			OPERATING SUPPORT	4,800
Total 				3,233,079
3a				

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 <i>Paid during the year</i>				
STATE GAMES OF MISSISSIPPI 5201 14TH STREET Meridian, MS 39307			SUMMER WORK PROGRAM	4,000
THE HOUSING AUTHORITY OF MERIDIAN 2305 D STREET Meridian, MS 39301			SUMMER WORK PROGRAM	4,000
UNITED WAY OF EAST MISSISSIPPI P O BOX 3219 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
THE WECHSLER FOUNDATION 3015 15TH STREET Meridian, MS 39307			TUSKEGEE AIRMEN TRAVELING EXHIBIT	4,000
Total 				3,233,079
3a				

TY 2017 Accounting Fees Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Monthly accounting	4,880	1,220	0	1,220
IRS filings	5,700	1,425	0	1,425
Financial audit	10,300	2,575	0	2,575

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

TY 2017 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	1,265,085	SL	40	76,671	0	0	
BUILDING ADDITION	2001-06-14	13,858	5,364	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	5,917	SL	10	1,000	0	0	
HVAC REPAIRS	2011-03-15	22,075	12,693	SL	10	2,207	0	0	
APPLE MACBOOK	2011-03-15	1,485	1,485	SL	5	0	0	0	
CARPET	2011-08-16	6,033	3,216	SL	10	603	0	0	
TABLES BOARD ROOM	2011-09-13	3,895	2,045	SL	10	389	0	0	
SAVIN COPIER	2011-09-13	8,440	8,440	SL	5	0	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	888	SL	10	187	0	0	
DISHWASHER	2012-05-07	1,163	532	SL	10	116	0	0	
EXCERCISE EQUIPMENT	2012-10-09	3,554	1,509	SL	10	355	0	0	
WORK STATION HP	2013-02-27	2,276	1,744	SL	5	455	0	0	
DOUBLE GATE	2013-09-01	8,248	1,833	SL	15	550	0	0	
GIFTS PROGRAM	2014-02-26	5,885	2,943	SL	5	1,177	0	0	
HVAC SYSTEM	2014-02-28	47,500	5,938	SL	20	2,375	0	0	
HP WORKSTATION	2014-04-25	2,536	1,268	SL	5	507	0	0	
HP WORKSTATION	2014-05-19	1,279	640	SL	5	256	0	0	
BOARD ROOM CHAIRS	2015-03-15	13,045	2,282	SL	10	1,304	0	0	
PHONE SYSTEM	2015-06-18	11,304	3,391	SL	5	2,261	0	0	
SMOKE DETECTORS	2015-06-18	2,478	744	SL	5	496	0	0	
CAMERA SYSTEM	2015-06-18	3,488	1,047	SL	5	698	0	0	
ACCESS CONTROL	2015-06-18	3,294	988	SL	5	659	0	0	
BURGLAR ALARM SYSTEM	2015-06-18	3,923	1,177	SL	5	785	0	0	
COMPUTER	2015-10-30	2,129	497	SL	5	426	0	0	
LAPTOP	2015-10-30	2,534	591	SL	5	507	0	0	
COMPUTER	2015-10-30	8,399	1,960	SL	5	1,680	0	0	
CANON COLOR PRINTERS - 3	2016-05-16	2,100	210	SL	5	420	0	0	
CAMERAS SECURITY	2016-09-19	5,238	524	SL	5	1,048	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	120	SL	10	240	0	0	

TY 2017 Investments Corporate Bonds Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
COBANK 300,000	329,829	329,829
JP MORGAN CHASE 330,000	354,766	354,766
JP MORGAN CHASE 310,000	351,075	351,075
JP MORGAN CHASE 460,000	0	0
GOLDMAN SACHS 250,000	322,347	322,347
METLIFE INC 250,000	259,935	259,935
WELLS FARGO 675,000	0	0
METLIFE INC 850,000	0	0
NATIONWIDE FINL 1,150,000	1,288,000	1,288,000
KINDER MORGAN 550,000	643,654	643,654
WELLS FARGO 450,000	498,398	498,398
FIFTH THIRD BANCORP 103,000	157,282	157,282
MERRILL LYNCH 100,000	149,839	149,839
HUMANA 250,000	372,958	372,958
ENERGY TRANSFER PTRS 415,000	444,652	444,652
NEWMONT MINING 105,000	134,268	134,268
TIME WARNER CABLE 500,000	469,110	469,110
LEUCADIA NATIONAL 550,000	614,493	614,493
INTEGRYS ENERGY 100,000	0	0
KOHL'S CORP 300,000	293,061	293,061

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HEWLETT PACKARD 720,000	762,235	762,235
AT&T INC 550,000	604,059	604,059
METLIFE INC 600,000	690,186	690,186
NEXTERA ENERGY CAPITAL 70,000	0	0
AMERICAN INTL GROUP 460,000	625,600	625,600
KKR FINANCIAL HOLDING 23,000	0	0
NEXTRA ENERGY 12,800	327,296	327,296
TORCHMARK CORP 11,650	311,754	311,754
THE SOUTHERN CO 32,900	845,530	845,530
ENTERPRISE PRODUCTS 500,000	495,000	495,000
AT&T INC 10,000	260,900	260,900
LINCOLN NATIONAL 1,250,000	0	0
ASSURED GTY US 1,113,000	627,440	627,440
CORTS AON CAP 14,136	462,671	462,671

TY 2017 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	449,426	449,426
ALTRIA GROUP 49338 SHS COMMON	3,523,227	3,523,227
AMERIGAS PTS 24050 SHS COMMON	1,111,831	1,111,831
APPLE INC 16900 SHS COMMON	2,859,987	2,859,987
ABBVIE INC 16119 SHS COMMON	1,558,868	1,558,868
ATT 34839 SHS COMMON	1,354,540	1,354,540
ATMOS ENERGY 15290 SHS COMMON	1,313,258	1,313,258
BROWN FORMAN 28950 SHS COMMON	1,987,996	1,987,996
CATERPILLAR 18405 SHS COMMON	2,900,260	2,900,260
COCA COLA 15609 SHS COMMON	716,141	716,141
DR PEPPER 16014 SHS COMMON	1,554,319	1,554,319
ENERGY TRANSFER 16014 SHS COM	1,125,376	1,125,376
EXXON MOBIL 3369 SHS COMMON	281,783	281,783
FORTUNE BRANDS 14619 SHS COMM	1,000,524	1,000,524
GENUINE PARTS 13000 SHS COMM	1,235,130	1,235,130
HOME DEPOT 13507 SHS COMMON	2,559,982	2,559,982
JOHNSON JOHNSON 10000 SHS COM	1,397,200	1,397,200
JP MORGAN 3300 SHS COMMON	352,902	352,902
KELLOG 15703 SHS COMMON	1,067,490	1,067,490
LOCKHEED MARTIN 9900 SHS COMM	3,178,395	3,178,395
MARATHON OIL 24600 SHS COMMON	1,623,108	1,623,108
MARTIN MARIETTA 945 SHS COMMON	208,883	208,883
MONDELEZ INTL 16300 SHS COMM	697,640	697,640
MERCK 17637 SHS COMMON	992,434	992,434
NEOGEN CP 23797 SHS COMMON	1,708,817	1,708,817
NORFOLK SOUTH 8700 SHS COMMON	1,260,630	1,260,630
PHILIP MORRIS 31980 SHS COMM	3,378,687	3,378,687
PUBLIC STORAGE 8875 SHS COMM	1,854,875	1,854,875
RAYTHEON 15800 SHS COMMON	2,968,030	2,968,030
REALTY INCOM 24478 SHS COMMON	1,395,736	1,395,736

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SHERWIN WILLIAMS 6819 SHS COM	2,796,063	2,796,063
SUNOCO 62800 SHS COMMON	0	0
TC PIPELINE 13200 SHS COMMON	700,920	700,920
TRIMBLE 8090 SHS COMMON	328,778	328,778
VERIZON COMM 19029 SHS COMMON	1,007,205	1,007,205
YUM BRANDS 18100 SHS COMMON	1,477,141	1,477,141
YUM CHINA HLDGS 7595 SHS CO	303,952	303,952
ARCH CAP GROUP 22775 SHS PFD	577,119	577,119
FIRST REPUBLIC 40000 SHS PFD	1,016,000	1,016,000
HSBC HOLDINGS 2000 SHS PFD	54,700	54,700
HSBC HOLDINGS 41000 SHS PFD	1,100,440	1,100,440
RENAISSANCERE 14353 SHS PFD	366,145	366,145
STATE ST CO 14000 SHS PFD	384,440	384,440
KKR CO LP 11625 SHARES PFD	313,991	313,991
PUBLIC STORAGE 16000 SHS PFD	411,040	411,040
KKR CO LP 22000 SHARES PFD	588,500	588,500
SCE TRUST IV 21000 SHS PFD	541,800	541,800

TY 2017 Investments - Other Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Alternative Investment		5,517	5,517
Accrued interest		118,588	118,588

**TY 2017 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	1,358,162	1,778,304	3,136,466
Office Equipment	108,988	72,359	36,629	25,000
Furnishings	318,832	299,264	19,568	200,000

TY 2017 Legal Fees Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal fees	3,222	0	0	3,222

TY 2017 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	35,921	8,980	0	8,980
Office supplies	14,299	0	0	12,971
Dues and subscriptions	3,401	0	0	3,052
Postage	430	0	0	387
Telephone	5,283	529	0	3,962
Program expense	37,019	0	0	37,061
K-1 partnership loss	1,244	0	0	0

TY 2017 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	278,641	278,641	0
Other income	8,500	8,500	0

TY 2017 Other Increases Schedule

Name: THE RILEY FOUNDATION
EIN: 64-0707746

Description	Amount
Unrealized gain on assets	9,608,846

TY 2017 Taxes Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax on investment	35,187	0	0	0