

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation TELOS FOUNDATION, INC.		A Employer identification number 64-0854272
Number and street (or P O box number if mail is not delivered to street address) 4450 OLD CANTON ROAD SUITE 207		B Telephone number (see instructions) (601) 321-1950
City or town, state or province, country, and ZIP or foreign postal code JACKSON, MS 39211		C If exemption application is pending, check here. ☐
G Check all that apply	☐ Initial return ☐ Final return ☒ Address change	D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization	☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	
3,733,273.		(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	65,107.	65,107.	65,107.	ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	77,817.			
	b Gross sales price for all assets on line 6a 556,517.		77,817.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	-54,324.	-54,324.	-54,324.	
	12 Total. Add lines 1 through 11	88,600.	88,600.	10,783.	
	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	7,436.	7,436.	7,436.	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	3,861.	3,861.	3,861.	
	19 Depreciation (attach schedule) and depletion.				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	12,691.	12,691.	12,691.	
	24 Total operating and administrative expenses. Add lines 13 through 23.	23,988.	23,988.	23,988.	
	25 Contributions, gifts, grants paid	94,171.			94,171.
	26 Total expenses and disbursements Add lines 24 and 25	118,159.	23,988.	23,988.	94,171.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-29,559.			
	b Net investment income (if negative, enter -0-)		64,612.		
	c Adjusted net income (if negative, enter -0-)				

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	177,771.	82,020.	82,020.
	2 Savings and temporary cash investments	14,604.	37,119.	37,119.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	1,153,289.	1,177,794.	1,873,602.
	c Investments - corporate bonds (attach schedule) ATCH 7	101,309.	76,154.	80,194.
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 8		1,203,267.	1,245,508.	1,560,338.
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ ATCH 9)		100,000.	100,000.	100,000.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		2,750,240.	2,718,595.	3,733,273.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ 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	2,750,240.	2,718,595.	
	30 Total net assets or fund balances (see instructions)	2,750,240.	2,718,595.	
31 Total liabilities and net assets/fund balances (see instructions)	2,750,240.	2,718,595.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,750,240.
2 Enter amount from Part I, line 27a	2	-29,559.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,720,681.
5 Decreases not included in line 2 (itemize) ▶ ATCH 10	5	2,086.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,718,595.

Form **990-PF** (2017)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	77,817.	
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	0.	

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 doesn't qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	60,547.	2,026,895.	0.029872
2015	263,729.	2,303,098.	0.114511
2014	231,606.	2,470,442.	0.093751
2013	541,533.	2,432,049.	0.222665
2012	206,570.	2,999,670.	0.068864
2 Total of line 1, column (d)			2 0.529663
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.105933
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 2,082,925.
5 Multiply line 4 by line 3.			5 220,650.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 646.
7 Add lines 5 and 6.			7 221,296.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 94,171.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,292.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	
3 Add lines 1 and 2		3	1,292.
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	1,292.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		13.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. ATCH 11	9		1,344.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ MS, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ JUDY BELL Telephone no ▶ 601-321-1950 Located at ▶ 4450 OLD CANTON ROAD, SUITE 207 JACKSON, MS ZIP+4 ▶ 39211		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here		☐
and enter the amount of tax-exempt interest received or accrued during the year	15	
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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☐ No		
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b If "Yes," did it have excess business holdings in 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)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

Form **990-PF** (2017)

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		0.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	1,902,555.
b	Average of monthly cash balances	1b	212,090.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	2,114,645.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,114,645.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	31,720.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,082,925.
6	Minimum investment return. Enter 5% of line 5	6	104,146.

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	104,146.
2a	Tax on investment income for 2017 from Part VI, line 5 2a		1,292.
b	Income tax for 2017 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b	2c	1,292.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	102,854.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	102,854.
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	102,854.

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	94,171.
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	94,171.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	94,171.

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				102,854.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012	56,586.			
b From 2013	423,497.			
c From 2014	111,145.			
d From 2015	151,351.			
e From 2016				
f Total of lines 3a through e	742,579.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>94,171.</u>				
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.				94,171.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	8,683.			8,683.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	733,896.			
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.				
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)	47,903.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	685,993.			
10 Analysis of line 9				
a Excess from 2013	423,497.			
b Excess from 2014	111,145.			
c Excess from 2015	151,351.			
d Excess from 2016				
e Excess from 2017				

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or	4942(j)(5)
---------------	------------

(4) Gross investment income .

[illegible]

ATCH 16

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 Paid during the year ATCH 17				
Total			3a	94,171.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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.

WILLIAM M MOUNGER II

11/15/2018

► PRESIDENT

May the IRS discuss this return with the preparer shown below?

See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Richard D Ull

~~Preparer's signature~~

[Handwritten signature]

Date

11/13/2018

Check	if
-------	----

self-employed

PTIN	
------	--

P00086078

Firm's name ► BKD, LLP

Firm's EIN ▶ 44-0160260

Firm's address ► 190 E CAPITOL STREET, STE 500
JACKSON, MS

39201-2190

Phone no 601-948-6700

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind-of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					16,558.	
		TRISTAR LICENSE GROUP - ST 2.					VARIOUS -2.	VARIOUS
2,992.		MORGAN STANLEY #0370 - LT 12,651.					VAR -9,659.	12/31/2017
315,763.		RAYMOND JAMES - #7610 - ST 308,021.					7,742.	
221,204.		RAYMOND JAMES - #7610 - LT 158,026.					VAR 63,178.	12/31/2017
TOTAL GAIN (LOSS)							<u>77,817.</u>	
	-							

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
RAYMOND JAMES #7610	36,647.	36,647.	36,647.
MORGAN STANLEY #2037	2,151.	2,151.	2,151.
DAVCO FIBER	5.	5.	5.
TRISTAR LICENSE GROUP	67.	67.	67.
LTP TIMBERQUEST	30.	30.	30.
TSTAR 600, LLC	608.	608.	608.
FLAGSHIP HEALTHCARE REAL ESTATE FUND	2.	2.	2.
EASTOVER DEVELOPMENT	5.	5.	5.
SUBURBAN PROPANE	3.	3.	3.
MADISON TIMBER PROPERTIES	25,589.	25,589.	25,589.
TOTAL	<u>65,107.</u>	<u>65,107.</u>	<u>65,107.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME - EASTOVER DEVELOPMENT	-2,297.	-2,297.	-2,297.
ORDINARY INCOME - CRESTWOOD EQUITY	-531.	-531.	-531.
ORDINARY INCOME- SUBURBAN PROPANE	6.	6.	6.
ORDINARY INCOME- DAVCO FIBER	-511.	-511.	-511.
ORDINARY INCOME- TSTAR 600	-275.	-275.	-275.
ORDINARY INCOME - TRISTAR LICENSE GROUP	-423.	-423.	-423.
ORDINARY INCOME - NT NPHASE	279.	279.	279.
ORDINARY INCOME - LTP TIMBERQUEST	-10,244.	-10,244.	-10,244.
OTHER INCOME- LTP TIMBERQUEST	2,886.	2,886.	2,886.
SECTION 1231- LTP TIMBERQUEST	13,542.	13,542.	13,542.
SECTION 1231 - SUBURBAN PROPANE	3.	3.	3.
SECTION 1231 - CRESTWOOD EQUITY	103.	103.	103.
RENTAL REAL ESTATE - THE BLAKE AT MALBIS	-17,056.	-17,056.	-17,056.
RENTAL REAL ESTATE - DAVCO FIBER LLC	-3,144.	-3,144.	-3,144.
RENTAL REAL ESTATE - EASTOVER DEVELOPMEN	-36,356.	-36,356.	-36,356.
RENTAL REAL ESTATE - FLAGSHIP REAL ESTAT	19.	19.	19.
RENTAL REAL ESTATE - HERITAGE	-171.	-171.	-171.
RENTAL REAL ESTATE - FLAGSHIP OPERATING	-154.	-154.	-154.
TOTALS	-54,324.	-54,324.	-54,324.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	7,436.	7,436.	7,436.	
TOTALS	<u>7,436.</u>	<u>7,436.</u>	<u>7,436.</u>	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN TAXES- RJ #7610	366.	366.	366.
FEDERAL INCOME TAX	3,495.	3,495.	3,495.
TOTALS	<u>3,861.</u>	<u>3,861.</u>	<u>3,861.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MARGIN INTEREST EXPENSE	89.	89.	89.
BANK SERVICE CHARGE	374.	374.	374.
INVESTMENT MANAGEMENT FEES	11,761.	11,761.	11,761.
OTHER DEDUCTIONS - PASSTHROUGH	467.	467.	467.
TOTALS	<u>12,691.</u>	<u>12,691.</u>	<u>12,691.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCKS	1,177,794.	1,873,602.
TOTALS	<u>1,177,794.</u>	<u>1,873,602.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS	76,154.	80,194.
TOTALS	<u>76,154.</u>	<u>80,194.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER INVESTMENTS		
NYLIAC	25,000.	25,000.
VOICES HEARD MEDIA, INC.	50,000.	50,000.
DAVCO FIBER	252,929.	252,929.
THE BLAKE AT MALBIS	-314,429.	
EASTOVER DEVELOPMENT LLC	26,996.	26,996.
SUBURBAN PROPANE	-401.	
MADISON TIMBER PROPERTIES	276,809.	276,809.
TRISTAR LICENSE GROUP	82,363.	82,363.
CRESTWOOD EQUITY PARTNERS	5,585.	5,585.
LTP TIMBERQUEST	337,352.	337,352.
NT NPHASE INVESTORS	126,435.	126,435.
HERITAGE-CHATTANOOGA	78,564.	78,564.
FLAGSHIP HEALTHCARE	89,970.	89,970.
FLB PROJECT, LLC	7,750.	7,750.
TSTAR 600, LLC	200,585.	200,585.
TOTALS	<u>1,245,508.</u>	<u>1,560,338.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM LONG LEAF CAMO	100,000.	100,000.
TOTALS	<u>100,000.</u>	<u>100,000.</u>

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED LOSS ON INVESTMENTS

2,086.

TOTAL

2,086.

FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	12/31/2017
DATE RETURN IS DUE IF ON EXTENSION	11/15/2018
DATE RETURN WILL BE RECEIVED BY THE IRS	11/15/2018
NUMBER OF DAYS RETURN IS LATE	
NUMBER OF MONTHS RETURN IS LATE	7
LATE FILING PENALTY	
LATE PAYMENT PENALTY	39.
INTEREST	
TOTAL PENALTIES AND INTEREST	39.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM M MOUNGER II 4731 E. MASSENA DRIVE JACKSON, MS 39211	PRESIDENT	0.	0.	0.
CALLIE BRANDON MOUNGER 4731 E. MASSENA DRIVE JACKSON, MS 39211	VICE-PRESIDENT	0.	0.	0.
WILLIAM M MOUNGER II 4731 E. MASSENA DRIVE JACKSON, MS 39211	SECRETARY/TREASURER	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WILLIAM M MOUNGER II
4781 MASSENA DRIVE
JACKSON, MS 39211
601-321-1950

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

WILLIAM M MOUNGER II

INDIVIDUALS AND ORGANIZATIONS REQUESTING FUNDS SHOULD SUBMIT A
REQUEST WHICH SETS FORTH A BRIEF RESUME OF QUALIFICATIONS AND OUTLINE
OF THE PROPOSED USE OF THE REQUESTED FUNDS. NEEDY PERSONS SHOULD
SUBMIT EVIDENCE AS TO THE NEED FOR FOOD, CLOTHING, SHELTER AND OTHER
ITEMS OF INABILITY TO OBTAIN CONVENTIONAL FINANCING.

990PF, PART XV - SUBMISSION DEADLINES

WILLIAM M MOUNGER II

APPLICATIONS ARE ACCEPTED ANY TIME. NOTICE OF APPROVAL, REJECTION, OR
REQUESTS FOR ADDITIONAL INFORMATION IS USUALLY SENT WITHIN 2 MONTHS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

WILLIAM M MOUNGER II

PREFERENCE IS GIVEN TO MISSISSIPPI RESIDENTS AND CHARITABLE ORGANIZATIONS. MOST CONTRIBUTIONS AND/OR GRANTS ARE MADE FOR CHRISTIAN PREACHING, TEACHING, AND OTHER RELIGIOUS ACTIVITIES, BUT TO THE EXTENT FUNDS ARE AVAILABLE, CONTRIBUTIONS AND/OR GRANTS MAY BE MADE FOR OTHER PURPOSES AND TO INDIVIDUALS AND ORGANIZATIONS IN OTHER STATES. NO MORE THAN \$10,000 IS GRANTED TO ANY ONE PERSON OVER A 4-YEAR PERIOD. GRANTS TO ORGANIZATIONS ARE DEPENDENT ON NEED AT THE DISCRETION OF THE FOUNDATION MANAGER.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AFRICAN BIBLE COLLEGES P O BOX 103 CLINTON, MS 39060		NONE	UNRESTRICTED - CHRISTIAN	1,200
BUSINESS & PROFESSIONAL OUTREACH, INTL 1401 PINEHAVEN ROAD CLINTON, MS 39056		NONE	UNRESTRICTED	1,200
COMPASSION INTERNATIONAL 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80997		NONE	UNRESTRICTED	481
LIGONIER'S MINISTRIES 421 LIGONIER COURT SANFORD, FL 32771		NONE	UNRESTRICTED	240
ADVENTURES IN MISSIONS 6000 WELLSRING TRAIL GAINESVILLE, GA 30506		NONE	UNRESTRICTED	2,000
CRU P O BOX 628222 ORLANDO, FL 32862-9841		NONE	UNRESTRICTED	7,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
JACKSON PREPARATORY SCHOOL P O BOX 4940 JACKSON, MS 39296-4940	NONE		UNRESTRICTED	62,500
MISSION TO THE WORLD P O BOX 744165 ATLANTA, GA 30374-4165	NONE		UNRESTRICTED	2,400
SACRED ROAD MINISTRIES P O BOX 400 HARRAH, WA 98933	NONE		UNRESTRICTED	500
CAMPUS OUTREACH P O BOX 43591 BIRMINGHAM, AL 35243	NONE		UNRESTRICTED	2,900
EVERY NATION CHURCHES & MINISTRIES P O BOX 1787 BRENTWOOD, TN 37024-1787	NONE		UNRESTRICTED	600
EAST CENTRAL FOUNDATION FUND 5500 HURLEY WADE RD MOSS POINT, MS 39562	NONE		UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAGNOLIA SPEECH SCHOOL 733 N FLAG CHAPEL RD JACKSON, MS 39209	NONE		UNRESTRICTED	25
MISSISSIPPI CHILDRENS MUSEUM 2145 MUSEUM BOULEVARD JACKSON, MS 39202	NONE		UNRESTRICTED	10,000
R E A L CHRISTIAN FOUNDATION P O BOX 180059 RICHLAND, MS 39218	NONE		UNRESTRICTED	500
STEWART COMMUNITY SERVICES P O BOX 3610 JACKSON, MS 39203	NONE		UNRESTRICTED	1,000
WOODS & WATERS OUTDOOR MINISTRIES P O BOX 285 SPRINGFIELD, LA 70462	NONE		UNRESTRICTED	625
TOTAL CONTRIBUTIONS PAID				94,171