

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

Name of foundation WILLIAM B & SARAMEL CROOKS FOUNDATION		A Employer identification number 64-0907797	
Number and street (or P O box number if mail is not delivered to street address) C/O KATHRYN MERRELL PO POX 291		Room/suite	B Telephone number (see instructions) (601) 208-7805
City or town, state or province, country, and ZIP or foreign postal code JACKSON, MS 39205		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name 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 ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,924,975	J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) <u>MODIFIED CASH</u> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	18,430	3		
	4 Dividends and interest from securities	95,985	95,985		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	241,406			
	b Gross sales price for all assets on line 6a				
		806,564			
	7 Capital gain net income (from Part IV, line 2)		241,406		
	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)	10,000			
	12 Total. Add lines 1 through 11	365,821	337,394		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	150	75		75
	c Other professional fees (attach schedule)	32,725	32,414		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	709	709		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	33,584	33,198		75
	25 Contributions, gifts, grants paid	202,000			202,000
	26 Total expenses and disbursements. Add lines 24 and 25	235,584	33,198		202,075
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	130,237			
	b Net investment income (if negative, enter -0-)		304,196		
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 (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	44,293	-18,211	-18,211
	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)	1,165,344	1,167,835	1,806,800
	c	Investments—corporate bonds (attach schedule)	1,460,161	1,460,161	1,483,100
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	416,583	607,039	653,286
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,086,381	3,216,824	3,924,975	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		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	3,086,381	3,216,824	
	30	Total net assets or fund balances (see instructions)	3,086,381	3,216,824	
31	Total liabilities and net assets/fund balances (see instructions) .	3,086,381	3,216,824		

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	3,086,381
2	Enter amount from Part I, line 27a	2	130,237
3	Other increases not included in line 2 (itemize) ▶ _____	3	206
4	Add lines 1, 2, and 3	4	3,216,824
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	3,216,824

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)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	241,406
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	-19,759

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	171,175	3,643,888	0 046976
2015	191,471	3,664,341	0 052253
2014	151,775	3,810,752	0 039828
2013	179,425	3,525,390	0 050895
2012	175,090	3,346,875	0 052314
2 Total of line 1, column (d)			2 0 242266
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 048453
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 3,825,797
5 Multiply line 4 by line 3			5 185,371
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,042
7 Add lines 5 and 6			7 188,413
8 Enter qualifying distributions from Part XII, line 4			8 202,075

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 ☐ 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	3,042
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	3,042
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,042
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	4,000
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	4,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	958
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 958 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?	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 ☐ \$ _____ (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? <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) ☐ 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 ▶ N/A	13	Yes	
14	The books are in care of ▶ TRUSTMARK NATIONAL BANK Telephone no ▶ (601) 208-7805			

Located at **▶** C/O KATHRYN MERRELL PO BOX 291 JACKSON MS ZIP+4 **▶** 39205

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? 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? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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? ☐	1c		
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 ▶ 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). ☐	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? ☐ 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		
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))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<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?	☐ Yes ☒ No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	☐ Yes ☒ No	6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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
SARAMEL R EVANS C/O KATHRYN MERRELL PO BOX 291 JACKSON, MS 39205	PRESIDENT/DI 000 00	0	0	0
JOHN A EVANS III C/O KATHRYN MERRELL PO BOX 291 JACKSON, MS 39205	TREASURER/DI 000 00	0	0	0
SARAMEL R CROOKS EVANS C/O KATHRYN MERRELL PO BOX 291 JACKSON, MS 39205	SECRETARY/DI 000 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. ▶**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 N/A	
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	3,794,270
b	Average of monthly cash balances.	1b	89,788
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,884,058
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	3,884,058
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	58,261
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,825,797
6	Minimum investment return. Enter 5% of line 5.	6	191,290

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	191,290
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	3,042
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,042
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	188,248
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	188,248
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	188,248

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	202,075
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	202,075
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	3,042
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	199,033

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				188,248
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. 5,079				
b From 2013. 6,099				
c From 2014.				
d From 2015. 12,542				
e From 2016.				
f Total of lines 3a through e.	23,720			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 202,075				
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.				188,248
e Remaining amount distributed out of corpus	13,827			
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	37,547			
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).	5,079			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	32,468			
10 Analysis of line 9				
a Excess from 2013. 6,099				
b Excess from 2014.				
c Excess from 2015. 12,542				
d Excess from 2016.				
e Excess from 2017. 13,827				

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

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

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

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

- c Any submission deadlines

- Form
- 990-PF**
- (2017)

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

Recipient Name and address (home or business)	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
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	202,000
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

Part XVII

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
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1b(2)		No
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1b(3)		No
--------------	--	-----------

1b(4)	No
--------------	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
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1c		No
----	--	----

value
ue

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

*****	2018-05-15	*****	May the IRS discuss this return with the preparer shown
-------	------------	-------	---

Signature of officer or trustee _____ Date _____ Title _____

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	CLIFFORD P STEWART CPA		2018-05-15		P01066218
	Firm's name ▶ WATKINS WARD AND STAFFORD PLLC				Firm's EIN ▶ 64-0394922
	Firm's address ▶ 1675 LAKELAND DRIVE SUITE 505 JACKSON, MS 39216				Phone no (601) 982-0010

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
MATTEL INC	P		2017-01-26
INTUITIVE SURGICAL INC	P	2016-05-25	2017-08-28
PEPSICO INC	P	1989-07-01	2017-08-22
HP INC	P	2017-01-24	2017-08-22
LAM RESEARCH CORP	P	2016-07-13	2017-08-28
PFIZER INC	P	2009-09-22	2017-08-22
UNITED CONTINENTAL HOLDINGS	P	2017-05-19	2017-11-15
ORACLE CORP	P	2015-01-16	2017-08-28
PROCTER AND GAMBLE CO	P	1996-06-19	2017-08-22
NVIDIA CORP	P	2014-12-05	2017-01-03

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
58,040		71,211	-13,171
9,807		6,433	3,374
5,899		2,392	3,507
4,690		3,806	884
19,014		10,647	8,367
5,600		2,881	2,719
19,835		27,307	-7,472
19,696		17,243	2,453
5,556		2,883	2,673
50,004		10,149	39,855

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-13,171
			3,374
			3,507
			884
			8,367
			2,719
			-7,472
			2,453
			2,673
			39,855

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
WESTERN DIGITAL CORP	P	2016-07-27	2017-08-28
JOHSON AND JOHNSON CO	P	2010-12-22	2017-08-28
AVERY DENNISON CORP	P	2015-11-10	2017-04-11
OMNICOM GROUP	P	2016-04-07	2017-09-08
ISHARES US PREFERRED STOCK ETF	P	2015-10-05	2017-06-07
LAM RESEARCH CORP	P	2016-07-13	2017-11-29
AFLAC INC	P	2015-11-20	2017-08-22
MICROSOFT CORP	P	2008-08-26	2017-01-25
ALPHABET INC	P	2016-05-23	2017-08-22
PEPSICO INC	P	1989-07-01	2017-01-25

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
18,218		10,698	7,520
11,876		5,591	6,285
63,543		51,013	12,530
49,487		56,506	-7,019
135,791		134,995	796
2,087		887	1,200
15,962		13,143	2,819
76,535		32,831	43,704
9,353		7,188	2,165
21,024		9,570	11,454

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			7,520
			6,285
			12,530
			-7,019
			796
			1,200
			2,819
			43,704
			2,165
			11,454

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
CINCINNATI FINL CORP	P	2016-03-08	2017-08-22
PROCTER AND GAMBLE CO	P	1996-06-19	2017-01-25
COMCAST CORP	P	2016-07-06	2017-08-22
GENERAL ELECTRIC CO	P	1984-02-08	2017-05-19
INTEL CORP	P	2011-01-21	2017-08-22
CHEVRON CORP	P	2004-03-15	2017-08-22
INTUITIVE SURGICAL INC	P	2016-05-25	2017-08-22
COCA-COLA CO	P	1982-02-09	2017-08-22
LAM RESEARCH CORP	P	2016-07-13	2017-08-22
EXXON MOBIL CORP	P	2003-05-16	2017-08-22

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
6,154		5,138	1,016
17,456		9,611	7,845
5,755		4,565	1,190
58,668		5,339	53,329
4,532		2,718	1,814
5,307		2,270	3,037
19,759		12,867	6,892
13,668		366	13,302
19,506		10,647	8,859
4,625		1,289	3,336

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,016
			7,845
			1,190
			53,329
			1,814
			3,037
			6,892
			13,302
			8,859
			3,336

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
ORACLE CORP	P	2015-01-16	2017-08-22
JOHNSON AND JOHNSON CO	P		2017-08-22
WESTERN DIGITAL	P	2016-07-27	2017-08-22
MERCK & CO INC	P	2001-12-31	2017-08-22

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
12,285		10,777	1,508
16,014		7,483	8,531
14,528		9,093	5,435
6,214		5,621	593

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,508
			8,531
			5,435
			593

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>				
NORTH MS HILL COUNTRY PICNIC CNR OF HWY 7 AND 310 WATERFORD, MS 38685	NONE	PC	EDUCATE/APPRECIATION- NORTH MS BLUES	10,000
NEW ORLEANS JAZZ & HERITAGE FESTIVAL1205 N RAMPART STREET NEW ORLEANS, LA 70116	NONE	PC	MUSIC EDU /CONSERV /N O , LA MUSIC	10,000
MS BOOK FESTIVALPO BOX 1185 JACKSON, MS 39125	NONE	PC	FIGHTING CHILDHOOLD ILLITERACY	25,000
MUSIC MAKERS RELIEF FOUNDATION 224 WEST CORBIN STREET HILLSBOROUGH, NC 27278	NONE	PC	MUSIC EDUCATION & PRESERVATION	35,000
SOUTHERN FOODWAY ALLIANCE PO BOX 1848 UNIVERSITY, MS 38677	NONE	PC	SOUTHERN FOOD CULTURE PRESERVATION	25,000
Total ▶ 3a				202,000

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>				
JONES VALLEY TEACHING FARM 701 25TH STREET NORTH BIRMINGHAM, AL 35203	NONE	PC	FIGHTING HUNGER	5,000
NEW ORLEANS MUSICIANS ASSISTANCE FOUNDATION 1525 LOUISIANA AVENUE NEW ORLEANS, LA 70115	NONE	PC	MUSIC EDUCATION & CONSERVATION	20,000
MAGIC CITY BLUES SOCIETY PO BOX 55895 BIRMINGHAM, AL 35255	NONE	PC	MUSIC EDUCATION & PRESERVATION	4,000
YOKNAPATAWPHA ARTS COUNCIL 413 SOUTH 14TH STREET OXFORD, MS 38655	NONE	PC	ART EDUCATION	28,000
STEW POT 1100 W CAPITOL ST JACKSON, MS 39203	NONE	PC	COMMUNITY SERVICES	5,000
Total ▶ 3a				202,000

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>				
BUMI SEHATBANJAR NYUG KUNING UBUD BALI JACKSON, MS 39205	NONE	PC	QUALITY CHILDBIRTH HEALTHCARE	5,000
MCLEAN FOUNDATION 1336 MAIN STREET FORTUNA, CA 95540	NONE	PC	EMPOWER COMMUNITIES IN CALIFORNIA	5,000
MS BOOK FESTIVALPO BOX 1185 JACKSON, MS 39125	NONE	PC	FIGHTING CHILDHOOD ILLITERACY	25,000
Total ▶ 3a				202,000

TY 2017 Accounting Fees Schedule

Name: WILLIAM B & SARMEL CROOKS
FOUNDATION

EIN: 64-0907797

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTMARK ACCOUNTING FEES	150	75		75

TY 2017 Investments Corporate Bonds Schedule

Name: WILLIAM B & SARMEL CROOKS
FOUNDATION

EIN: 64-0907797

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BOND ETFS	1,460,161	1,483,100

TY 2017 Investments Corporate Stock Schedule

Name: WILLIAM B & SARMEL CROOKS
FOUNDATION

EIN: 64-0907797

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORP. STOCK - TRUSTMARK 1036004358	1,167,835	1,806,800

TY 2017 Investments - Other Schedule

Name: WILLIAM B & SARMEL CROOKS
FOUNDATION

EIN: 64-0907797

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EQUITY ETFS	AT COST	415,267	451,121
INTERNATIONAL ETFS	AT COST	191,772	202,165

TY 2017 Other Income Schedule

Name: WILLIAM B & SARMEL CROOKS
FOUNDATION

EIN: 64-0907797

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
WEIDMANNS SQUARE K-1	10,000		

TY 2017 Other Increases Schedule

Name: WILLIAM B & SARMEL CROOKS
FOUNDATION

EIN: 64-0907797

Description	Amount
ACCOUNT ADJUSTMENT	206

TY 2017 Other Professional Fees Schedule

Name: WILLIAM B & SARMEL CROOKS
FOUNDATION

EIN: 64-0907797

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	2,900	2,900		
AGENCY FEES	29,514	29,514		
WEIDMANN'S SQUARE K-1	311			

TY 2017 Taxes Schedule

Name: WILLIAM B & SARMEL CROOKS
FOUNDATION

EIN: 64-0907797

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990PF TAXES	480	480		
FOREIGN TAXES PAID	229	229		