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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 02-01-2017, and ending 01-31-2018

Name of foundation SELBY AND RICHARD MCRAE FOUNDATION		A Employer identification number 64-6026795	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 13070	Room/suite	B Telephone number (see instructions) (601) 366-9371	
City or town, state or province, country, and ZIP or foreign postal code JACKSON, MS 39236		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) \$ 28,623,358	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (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)	3,346,841		
	2 Check ☐ if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	163	163	
	4 Dividends and interest from securities	226,676	226,667	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	2,596,959		
	b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV, line 2)		2,598,739	
	8 Net short-term capital gain			
	9 Income modifications			
	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)	88,165	36,384		
12 Total. Add lines 1 through 11	6,258,804	2,861,953		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	33,550	8,387	25,163
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits	4,789	825	3,964
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)	184,522	184,522	0
	17 Interest	522	509	0
	18 Taxes (attach schedule) (see instructions)	11,934	3,780	8,154
	19 Depreciation (attach schedule) and depletion	22,658	5,659	
	20 Occupancy	26,239	6,560	19,679
	21 Travel, conferences, and meetings	3,748	0	3,748
	22 Printing and publications			
	23 Other expenses (attach schedule)	226,704	207,674	15,087
	24 Total operating and administrative expenses. Add lines 13 through 23	514,666	417,916	75,795
	25 Contributions, gifts, grants paid	2,935,042		2,934,937
	26 Total expenses and disbursements. Add lines 24 and 25	3,449,708	417,916	3,010,732
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	2,809,096		
	b Net investment income (if negative, enter -0-)		2,444,037	
c Adjusted net income(if negative, enter -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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	856,516	620,337	620,337		
	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)	1,171,366	0	0		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	22,764,153	27,410,390	27,410,390		
	14	Land, buildings, and equipment basis ▶ 615,289 Less accumulated depreciation (attach schedule) ▶ 22,658	515,000	592,631	592,631		
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,307,035	28,623,358	28,623,358			
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 ▶ _____)	18,494	0			
	23	Total liabilities (add lines 17 through 22)	18,494	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	25,288,541	28,623,358			
	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					
	30	Total net assets or fund balances (see instructions)	25,288,541	28,623,358			
	31	Total liabilities and net assets/fund balances (see instructions) .	25,307,035	28,623,358			

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	25,288,541
2	Enter amount from Part I, line 27a	2	2,809,096
3	Other increases not included in line 2 (itemize) ▶ _____	3	525,721
4	Add lines 1, 2, and 3	4	28,623,358
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	28,623,358

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	2,598,739
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	1,861,778	23,976,876	0 077649
2015	2,684,097	24,574,267	0 109224
2014	1,762,400	24,243,065	0 072697
2013	3,364,609	23,449,904	0 143481
2012	1,509,359	22,826,427	0 066123
2 Total of line 1, column (d)			2 0 469174
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 093835
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 25,792,409
5 Multiply line 4 by line 3			5 2,420,231
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 24,440
7 Add lines 5 and 6			7 2,444,671
8 Enter qualifying distributions from Part XII, line 4			8 3,010,732

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	24,440
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	24,440
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	24,440
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	20,642
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	35,642
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	71
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	11,131
11	Enter the amount of line 10 to be Credited to 2018 estimated tax 11,131 Refunded	11	0

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 \$ 0 (2) On foundation managers \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0		
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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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) 		
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	Yes

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 RENEE D HOLM CPA Telephone no (601) 366-9371			

Located at **1200 MEADOWBROOK RD 16 JACKSON MS**ZIP+4 **39206**

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)? ☐ 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			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? ☐ 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). ☐ Yes ☒ 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))?	☐ 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			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		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			
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
VAUGHAN W MCRAE PO BOX 13070 JACKSON, MS 39236	PRESIDENT 0 50	0	0	0
SUSAN MCRAE SHANOR PO BOX 13070 JACKSON, MS 39236	VICE-PRESIDENT 0 50	0	0	0
RICHARD D MCRAE JR PO BOX 13070 JACKSON, MS 39236	SECRETARY 0 50	0	0	0
RENEE D HOLM PO BOX 13070 JACKSON, MS 39236	EXECUTIVE DIRECTOR 16 00	33,550	0	1,608

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.

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
ARNERICH MASSENA AND ASSOCIATES 2045 NE MARTIN LUTHER KING JR BLVD PORTLAND, OR 97212	INVESTMENT ADVISORS	82,000
CHARTWELL CONSULTING 34 PARK ST MONTCLAIR, NJ 07042	INVESTMENT CONSULTING	77,500

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

0

Part IX-A

Summary of Direct Charitable Activities

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

0

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	24,482,978
b	Average of monthly cash balances.	1b	1,086,941
c	Fair market value of all other assets (see instructions).	1c	615,268
d	Total (add lines 1a, b, and c).	1d	26,185,187
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	26,185,187
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	392,778
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	25,792,409
6	Minimum investment return. Enter 5% of line 5.	6	1,289,620

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	1,289,620
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	24,440
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	3,077
c	Add lines 2a and 2b.	2c	27,517
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,262,103
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,262,103
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,262,103

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	3,010,732
b	Program-related investments—total from Part IX-B.	1b	0
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	3,010,732
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	24,440
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,986,292

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				1,262,103
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	82,864			
b From 2013.	2,259,419			
c From 2014.	569,485			
d From 2015.	1,498,886			
e From 2016.	659,391			
f Total of lines 3a through e.	5,070,045			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>3,010,732</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				1,262,103
e Remaining amount distributed out of corpus	1,748,629			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,818,674			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	82,864			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	6,735,810			
10 Analysis of line 9				
a Excess from 2013.	2,259,419			
b Excess from 2014.	569,485			
c Excess from 2015.	1,498,886			
d Excess from 2016.	659,391			
e Excess from 2017.	1,748,629			

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

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.)

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

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

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

- a** The name, address, and telephone number or 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

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

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

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				2,934,937
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				3,118,667

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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.		
	*****	2018-11-27	*****
	Signature of officer or trustee	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 ☐	PTIN
	PAUL W CALHOUN CPA		2018-11-27		P00846500
	Firm's name ▶ HADDOX REID EUBANK BETTS PLLC				Firm's EIN ▶ 64-0414329
Firm's address ▶ 188 EAST CAPITOL STREET STE 500 JACKSON, MS 39201					Phone no (601) 948-2924

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)
PUBLICLY TRADED SECURITIES - CS ITHAKA			
PUBLICLY TRADED SECURITIES - CS INVESTMENTS			
TCM MPS LTD TERMINATION	P	2013-11-01	2017-07-20
WEATHERLOW OFFSHORE FUND I TERMINATION	P	2014-02-03	2017-12-31
SEC 1231 / CAPITAL GAINS/(LOSSES) FROM PASS THROUGHs	P		
CAPITAL GAINS DIVIDENDS	P		

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)
3,665,968		2,528,458	1,137,510
1,444,525		1,099,150	345,375
453,605		750,000	-296,395
393,490		350,000	43,490
1,288,684			1,288,684
80,075			80,075

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	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,137,510
			345,375
			-296,395
			43,490
			1,288,684
			80,075

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>				
DONATIONS FROM PASSTHROUGH ENTITIES VARIOUS VARIOUS, VA 99999	NONE	PC	UNKNOWN	104
LESS DONATIONS RELATED TO UBTI FROM PASSTHROUGH ENTITIES VARIOUS VARIOUS, VA 99999	NONE	PC	UNKNOWN	-5
AMERICAN GUILD OF ORGANISTS 216 ASHCOT CIRCLE JACKSON, MS 39211	NONE	PC	SEASON SPONSORSHIP	250
Total ▶ 3a				2,934,937

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>				
AMERICAN RED CROSS 4127 WESTSIDE DR TUPELO, MS 38801	NONE	PC	PROVIDE EMERGENCY SERVICES TO VICTIMS OF NATURAL DISASTERS	25,000
BADDOUR CENTER THE 3297 HIGHWAY 51 SOUTH SENATOBIA, MS 38668	NONE	PC	TRIP SPONSORSHIP FOR MENTALLY CHALLENGED ADULTS	16,000
BETHLEHEM CENTER THEPO BOX 3522 JACKSON, MS 39207	NONE	PC	MINISTRY TO INTER-CITY FAMILIES & CHILDREN	12,000
Total ▶ 3a				2,934,937

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 AMERICA 855 RIVERSIDE DRIVE JACKSON, MS 39202	NONE	PC	SCOUTREACH PROGRAM FOR INNER CITY CHILDREN	10,000
CAMP TWIN LAKES INC 600 MEANS STREET SUITE 110 ATLANTA, GA 30318	NONE	PC	CAMP SPONSORSHIP FOR MENTALLY CHALLENGED CHILDREN	20,000
CENTER FOR VIOLENCE PREVENTION THE PO BOX 6279 PEARL, MS 39288	NONE	PC	MINISTRY TO ABUSED LADIES & CHILDREN	12,000
Total ▶ 3a				2,934,937

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMUNITY FOUNDATION OF GREATER JACKSON 525 EAST CAPITOL ST STE 5B JACKSON, MS 39201	NONE	PC	MS BOOK FESTIVAL	25,000
CREATIVE MISSISSIPPI3 PIERCE COVE JACKSON, MS 39211	NONE	PC	MISSISSIPPI BICENTIENNIAL FILM PROJECT	25,000
CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD, TN 37027	NONE	PC	GENERAL OPERATING FUND	50,000
Total ▶ 3a				2,934,937

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>				
EMORY UNIVERSITY SCHOOL OF LAW 1762 CLIFTON ROAD SUITE 1400 ATLANTA, GA 30322	NONE	PC	VOLUNTEER LAW CLINIC FOR VETERANS	25,000
EMORY UNIVERSITY SCHOOL OF LAW 1762 CLIFTON ROAD SUITE 1400 ATLANTA, GA 30322	NONE	PC	JOHN LEWIS PROFESSORSHIP IN CIVIL RIGHTS AND SOCIAL JUSTICE	25,000
EUDORA WELTY FOUNDATION PO BOX 55685 JACKSON, MS 39296	NONE	PC	PRESERVATION OF EUDORA WELTY PROPERTY	25,000
Total ▶ 3a				2,934,937

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 1720 N STREET NW WASHINGTON, DC 20036	NONE	PC	ENHANCE PROGRAMS FOR SMALL FOUNDATIONS	750
EXTRA TABLEPO BOX 17318 HATTIESBURG, MS 39404	NONE	PC	HELP IN COLLECTION OF FOOD FOR THE HUNGRY	25,000
FONDREN RENAISSANCE FOUNDATION 3318 NORTH STATE STREET JACKSON, MS 39216	NONE	PC	COMMUNITY PRESERVATION AND EVENTS	1,000
Total ▶ 3a				2,934,937

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>				
FRENCH CAMP ACADEMY1 FINE PLACE FRENCH CAMP, MS 39745	NONE	PC	ANNUAL FUND	1,000
GALLOWAY UNITED METHODIST CHURCH 305 N CONGRESS STREET JACKSON, MS 39201	NONE	PC	AFRICA UNIVERSITY SCHOLARSHIP FUND	50,000
GALLOWAY UNITED METHODIST CHURCH 305 N CONGRESS STREET JACKSON, MS 39201	NONE	PC	GENERAL CHURCH BUDGET	52,000
Total 3a				2,934,937

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GATEWAY RESCUE MISSION PO BOX 3763 JACKSON, MS 39207	NONE	PC	ASSISTANCE TO HOMELESS PEOPLES	12,000
GEORGIAFIRST ROBOTICS 880 MARIETTA HWY SUITE 630-203 ROSWELL, GA 30075	NONE	PC	SUPPORT OF GEORGIA STUDENT PARTICIPATION IN ROBOTICS PROGRAM	5,000
JACKSON ROTARY CLUB CHARITIES PO BOX 9933 JACKSON, MS 39286	NONE	PC	COLLEGE SCHOLARSHIPS	20,000
Total ▶ 3a				2,934,937

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JIM HILL HIGH SCHOOL SCIENCE DEPARTMENT 2185 FORTUNE ST JACKSON, MS 39204	NONE	NC	SCIENCE DEPARTMENT SUPPLIES	2,000
MCCALLIE SCHOOL500 DODDS AVENUE CHATTANOOGA, TN 37404	NONE	PC	SCHOLARSHIP FUND & SCIENCE TECHNOLOGY BUILDING	100,000
MILLSAPS COLLEGE 1701 NORTH STATE STREET JACKSON, MS 39210	NONE	PC	CHRISTIAN CENTER RENOVATIONS	933,333
Total ▶ 3a				2,934,937

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>				
MIRACLE LEAGUE OF CENTRAL MISSISSIPPI PO BOX 5301 BRANDON, MS 39047	NONE	PC	CONSTRUCTION OF HANDICAPPED ACCESSIBLE BASEBALL FIELD	115,000
MISSISSIPPI CHILDREN'S MUSEUM PO BOX 55409 JACKSON, MS 39296	NONE	PC	ERIC CARLE EXHIBIT	10,000
MISSISSIPPI CHORUSPO BOX 13407 JACKSON, MS 39236	NONE	PC	CHOIR TOUR SPONSORSHIP	1,000
Total ▶ 3a				2,934,937

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 COLLEGE SCHOOL OF LAW BOX 4005 CLINTON, MS 39058	NONE	PC	ENDOWMENT FOR DEAN OF SCHOOL OF LAW	150,000
MISSISSIPPI FISH AND WILDLIFE FOUNDATION PO BOX 10 STONEVILLE, MS 38776	NONE	PC	WILDLIFE CONSERVATION IN MISSISSIPPI	10,000
MISSISSIPPI FOOD NETWORK PO BOX 411 JACKSON, MS 39205	NONE	PC	PROVIDE FOOD TO HUNGRY AND NEEDY PEOPLE	10,000
Total ▶ 3a				2,934,937

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 GIRLCHOIR 3318 NORTH STATE STREET JACKSON, MS 39216	NONE	PC	CHOIR TOUR SPONSORSHIP	1,000
MISSISSIPPI KIDNEY FOUNDATION INC 3000 OLD CANTON ROAD JACKSON, MS 39216	NONE	PC	EVENT SPONSORSHIP	1,400
MISSISSIPPI OPERAPO BOX 1551 JACKSON, MS 39215	NONE	PC	PROMOTE OPERA APPRECIATION	1,000
Total ▶ 3a				2,934,937

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 MEDICAL ASSOCIATION FOUNDATION PO BOX 2548 RIDGELAND, MS 39158	NONE	PC	UNIV OF MS MEDICAL SCHOOL RURAL PHYSICIANS SCHOLARSHIP	30,000
MISSISSIPPI SYMPHONY ORCHESTRA PO BOX 2052 JACKSON, MS 39225	NONE	PC	CONCERT SPONSORSHIP	50,000
MURRAH HIGH SCHOOL MUSTANG CONCERT CHOIR 1400 MURRAH DRIVE JACKSON, MS 39202	NONE	NC	CHOIR CONCERT TOUR	20,000
Total ▶ 3a				2,934,937

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>				
NASHVILLE BALLET 3630 REDMON STREET NASHVILLE, TN 37209	NONE	PC	FUNDRAISING EVENT SPONSORSHIP	50,000
NASHVILLE ZOO 3777 NOLANSVILLE PIKE NASHVILLE, TN 37211	NONE	PC	ANDEAN BEAR VIEWING EXHIBIT	50,000
NATCHEZ CHILDREN'S HOME 806 N UNION STREET NATCHEZ, MS 39121	NONE	PC	PROVIDE HOUSING FOR DISPLACED CHILDREN	3,000
Total ▶ 3a				2,934,937

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>				
NEW STAGE THEATRE 1100 CARLISLE STREET JACKSON, MS 39202	NONE	PC	CONCERT SPONSORSHIP & EDUCATION PROGRAM SUPPORT	50,000
OPERATION SHOESTRINGPO BOX 11223 JACKSON, MS 39283	NONE	PC	MINISTRY TO INTER-CITY FAMILIES & CHILDREN	74,000
PISGAH LEGAL SERVICESPO BOX 2276 ASHEVILLE, NC 28802	NONE	PC	PROVIDE LEGAL SERVICES FOR LOW-INCOME PEOPLE OF NORTH CAROLINA	25,000
Total ▶ 3a				2,934,937

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
RON CLARK ACADEMY 228 MARGARET STREET ATLANTA, GA 30315	NONE	PC	TEACHER TRAINING	18,000
SAMARITAN'S PURSEPO BOX 3000 BOONE, NC 28607	NONE	PC	PROVIDE EMERGENCY SERVICES TO VICTIMS OF NATURAL DISASTERS	25,000
SOCCER IN THE STREETS 3845 GREEN INDUSTRIAL WAY ATLANTA, GA 30341	NONE	PC	ANTI-CRIME AND DRUG PROGRAMS IN INNER CITY	5,000
Total ▶ 3a				2,934,937

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>				
SOCIETY OF ST ANDREWPO BOX 5362 JACKSON, MS 39296	NONE	PC	HELP IN COLLECTION OF FOOD FOR THE HUNGRY	10,000
SOCIETY RIDGE MISSIONARY BAPTIST CHURCH 3506 GREENS CROSSING RD JACKSON, MS 39209	NONE	PC	CHURCH BUILDING FUND	10,000
ST ANDREW'S EPISCOPAL SCHOOL 370 OLD AGENCY ROAD RIDGELAND, MS 39157	NONE	PC	SCIENCE BUILDING AND ANNUAL CAPITAL CAMPAIGN	50,000
Total ▶ 3a				2,934,937

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>				
ST DOMINIC HEALTH SERVICES FOUNDATION 969 LAKELAND DRIVE JACKSON, MS 39216	NONE	PC	EMERGENCY ROOM RENOVATIONS	50,000
STEWPOUT COMMUNITY SERVICES 1100 WEST CAPITOL STREET JACKSON, MS 39203	NONE	PC	ASSISTANCE TO HOMELESS PEOPLES	110,000
UNIVERSITY OF MS MEDICAL CENTER 2500 NORTH STATE STREET JACKSON, MS 39216	NONE	PC	CHILDREN'S HOSPITAL CONSTRUCTION	100,000
Total ► 3a				2,934,937

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>				
UNIVERSITY OF NORTH CAROLINA ASHEVILLE FOUNDATION INC 1 UNIVERSITY HEIGHTS ASHEVILLE, NC 28804	NONE	PC	UNRESTRICTED FUNDS FOR UNIVERSITY	25,000
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	NONE	PC	UNIVERSITY EXCELLENCE FUND	100,000
UNIVERSITY PRESS OF MISSISSIPPI 3825 RIDGEWOOD ROAD JACKSON, MS 39211	NONE	PC	INTERNSHIP SPONSORSHIP	5,000
Total ► 3a				2,934,937

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>				
USA INTERNATIONAL BALLET COMPETITION PO BOX 3696 JACKSON, MS 39207	NONE	PC	COMPETITION SPONSORSHIP	6,000
VOICE OF CALVARY MINISTRIES THE 1065 PECAN PARK CIRCLE JACKSON, MS 39209	NONE	PC	MINISTRY TO INTER-CITY FAMILIES & CHILDREN	12,000
YMCA OF WESTERN NORTH CAROLINA 53 ASHELAND AVE STE 105 ASHEVILLE, NC 28801	NONE	PC	ANNUAL FUND & CAMP WATIA	275,000
Total ► 3a				2,934,937

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>				
GOODWILL INDUSTRIES OF MISSISSIPPI 104 EAST STATE ST RIDGELAND, MS 39157	NONE	PC	DONATION OF VARIOUS PERSONAL HOUSEHOLD ITEMS	10,105
Total  3a				2,934,937

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

TY 2017 Depreciation Schedule

Name: SELBY AND RICHARD MCRAE FOUNDATION

EIN: 64-6026795

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
OFFICE CONDOMINIUM	2016-09-03	515,000		SL	39 0000000000000	17,062	0		
ARTWORK	2017-03-22	28,950		SL	7 0000000000000	2,068	0		
1998 BENTLEY	2017-03-22	27,500		NC	5 0000000000000	0	0		
2005 LEXUS	2017-03-22	12,000		SL	5 0000000000000	1,200	0		
OFFICE EQUIPMENT	2017-03-22	1,200		SL	5 0000000000000	120	0		
OFFICE FURNISHINGS	2017-03-22	10,023		SL	7 0000000000000	716	0		
OFFICE FURNITURE	2017-03-22	20,595		SL	7 0000000000000	1,471	0		
PASSTHROUGH FROM BPEA	2017-07-15	21		SL	7 0000000000000	21	0		

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

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: SELBY AND RICHARD MCRAE FOUNDATION

EIN: 64-6026795

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
2009 MERCEDES S550V	2016-09	DONATED	2017-04		24,000			0		
VAN DEN HEUVEL CARRIAGE	2016-09	DONATED	2017-05		8,000			0		
HORSE LEATHER LEADS, HALTERS, & ACCESSORIES	2016-09	DONATED	2017-05		720			0	-1,780	

TY 2017 Investments - Other Schedule

Name: SELBY AND RICHARD MCRAE FOUNDATION
EIN: 64-6026795

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BRANDYWINE GLOBAL UNCONSTRAINED BD FUND	FMV	668,846	668,846
METROPOLITAN WEST HIGH YOELD BOND FUND	FMV	167,670	167,670
VANGUARD SHORT TERM INVESTMENT GRADE FUND	FMV	289,072	289,072
ARTISAN INTERNATIONAL VALUE FUND	FMV	879,004	879,004
GRANDEUR PEAK EMERGING MARKETS OPPORTUNY FUND	FMV	647,768	647,768
GRANDEUR PEAK INTERNATIONAL OPP FUND	FMV	282,853	282,853
JOHCM INTERNATIONAL SELECT FUND	FMV	989,186	989,186
PIMCO ALL ASSETS FUND	FMV	476,384	476,384
VANGUARD HEALTH CARE FUND	FMV	440,255	440,255
VANGUARD MID CAP INDEX FUND	FMV	645,108	645,108
VANGUARD 500 INDEX FUND	FMV	2,808,831	2,808,831
WESTWOOD SMALL CAP VALUE FUND	FMV	383,131	383,131
3 X 5 SPECIAL OPPORTUNITY FUND, LP	FMV	1,470,457	1,470,457
3 X 5 RIVERVEST FUND II, LP	FMV	1,531,157	1,531,157
ABBOTT CAPITAL PRIVATE EQUITY FUND III, LP	FMV	12,449	12,449
ACCUMETRICS MEDICAL INVESTORS II	FMV	2,337	2,337
ACCUMETRICS MEDICAL INVESTORS IV	FMV	8,687	8,687
AACP DEBT INVESTORS, LP	FMV	256,666	256,666
AACP TAX EXEMPT INVESTORS II, LP	FMV	1,032,738	1,032,738
AACP TAX EXEMPT INVESTORS IV, LP	FMV	336,203	336,203
ADP INVESTORS II, LLC	FMV	620,052	620,052
BERENS AFRICAN DEVELOPMENT PARTNERS LP	FMV	326,537	326,537
BERENS GLOBAL FUND	FMV	1,398,348	1,398,348
BPEA LIFE SCIENCES FUND I, LP	FMV	275,161	275,161
CASTINE OFFSHORE FUND LTD	FMV	645,800	645,800
CONCOURSE CAPITAL OFFSHORE FUND LP	FMV	784,659	784,659
EUCLIDSR PARTNERS, LP	FMV	18,077	18,077
FISHPEOPLE INVESTORS, LLC	FMV	138,453	138,453
KEYHAVEN CAPITAL PARTNERS II	FMV	128,722	128,722
MORRISON STREET DEBT OPPORTUNITY FUND	FMV	819,463	819,463

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUDRICK DISTRESSED OPPORTUNITY FUND (OFFSHORE)	FMV	927,357	927,357
OAK HILL CAPITAL PARTNERS II	FMV	43,611	43,611
OAK HILL CAPITAL PARTNERS III	FMV	740,190	740,190
OAK HILL CAPITAL PARTNERS IV	FMV	88,332	88,332
OHA EUROPEAN STRATEGIC OPPORTUNITY FUND, LP	FMV	157,484	157,484
RIMROCK STRUCTURED PRODUCT FUND	FMV	813,322	813,322
RUBICON INVESTORS, LLC	FMV	429,446	429,446
SENTAKU INVESTORS LLC	FMV	4,972	4,972
SIGHTLINE OPPORTUNITY MANAGEMENT FUND II, LP	FMV	433,365	433,365
TECHNOLOGY PARTNERS, LLC	FMV	110,170	110,170
TCM MPS LTD. SPC	FMV	45,361	45,361
TRF FEEDER FUND (CAYMAN) LP	FMV	756,119	756,119
TRYTON MEDICAL INVESTORS LLC	FMV	605,778	605,778
US WATER AND LAND, LP	FMV	348,907	348,907
VAPOTHERM INVESTORS, LLC	FMV	456,885	456,885
VENTURE INVESTMENT PARTNERS V, LP	FMV	336,135	336,135
VIA ENERGY LP	FMV	220,980	220,980
WAM-PAA, LP	FMV	1,255,351	1,255,351
WATER PROPERTY INVESTOR, LP	FMV	984,502	984,502
WEATHERLOW OFFSHORE FUND I, LP	FMV	39,349	39,349
ZERO MASS WATER INVESTORS LLC	FMV	128,700	128,700

**TY 2017 Land, Etc.
Schedule****Name:** SELBY AND RICHARD MCRAE FOUNDATION**EIN:** 64-6026795

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE CONDOMINIUM	515,000	17,062	497,938	497,938
ARTWORK	28,950	2,068	26,882	26,882
1998 BENTLEY	27,500	0	27,500	27,500
2005 LEXUS	12,000	1,200	10,800	10,800
OFFICE EQUIPMENT	1,200	120	1,080	1,080
OFFICE FURNISHINGS	10,023	716	9,307	9,307
OFFICE FURNITURE	20,595	1,471	19,124	19,124
PASSTHROUGH FROM BPEA	21	21	0	0

TY 2017 Other Expenses Schedule**Name:** SELBY AND RICHARD MCRAE FOUNDATION**EIN:** 64-6026795**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUTOMOBILE EXPENSE	1,986	0		1,986
BANK FEES	9	9		0
DUES	490	123		367
INSURANCE	7,401	0		7,401
POSTAGE	549	0		549
OFFICE EXPENSE	9,567	4,784		4,784
PENALTIES	69	0		0
SEC 59(2) EXPENSE - FROM PASSTHROUGHS	2,344	68		0
NON DEDUCTIBLE EXPENSES - FROM PASSTHROUGHS	339	0		0
PORTFOLIO DEDUCTIONS FROM PASSTHROUGHS	202,881	202,682		0

Other Expenses Schedule				
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROYALTY EXPENSE FROM PASSTHROUGHS	1,069	8		0

TY 2017 Other Income Schedule**Name:** SELBY AND RICHARD MCRAE FOUNDATION**EIN:** 64-6026795**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY INCOME FROM PASSTHROUGHS	-19,451	-18,245	-19,451
PORTFOLIO INCOME FROM PASSTHROUGHS	43,645	43,243	43,645
RENTAL INCOME FROM PASSTHROUGHS	37,840	10,943	37,840
ROYALTY INCOME FROM PASSTHROUGHS	894	87	894
OTHER MISCELLANEOUS INCOME	25,098	0	25,098
CANCELLATION OF DEBT INCOME	64	0	64
MISCELLANEOUS NON-TAXABLE INCOME FROM PASSTHROUGHS	75	0	75
SEC 1231 / CAPITAL GAIN (LOSS) FROM PASSTHROUGH	0	356	0

TY 2017 Other Increases Schedule

Name: SELBY AND RICHARD MCRAE FOUNDATION

EIN: 64-6026795

Description	Amount
UNREALIZED APPRECIATION (LOSS) ON ASSETS	525,721

TY 2017 Other Liabilities Schedule**Name:** SELBY AND RICHARD MCRAE FOUNDATION**EIN:** 64-6026795

Description	Beginning of Year - Book Value	End of Year - Book Value
OAK HILL CAPITAL PARTNERS IV	18,494	0

TY 2017 Other Professional Fees Schedule**Name:** SELBY AND RICHARD MCRAE FOUNDATION**EIN:** 64-6026795

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ARNERICH MASSENA & ASSOCIATES - INVESTMENT SERVICES	82,000	82,000		0
THE ITHAKA GROUP - INVESTMENT SERVICES	3,220	3,220		0
MORRISON STREET CAPITAL - INVESTMENT SERVICES	16,500	16,500		0
CHARTWELL CONSULTING - INVESTMENT CONSULTING SERVICES	82,802	82,802		0

**TY 2017 Substantial Contributors
Schedule****Name:** SELBY AND RICHARD MCRAE FOUNDATION**EIN:** 64-6026795

Name	Address
RICHARD D MCRAE CHARITABLE LEAD ANNUITY TRUST	PO BOX 13070 JACKSON, MS 39236
ESTATE OF RICHARD D MCRAE	PO BOX 13070 JACKSON, MS 39236

TY 2017 Taxes Schedule**Name:** SELBY AND RICHARD MCRAE FOUNDATION**EIN:** 64-6026795

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES - FROM PASSTHROUGHS	1,062	1,062		0
PROPERTY TAXES	10,872	2,718		8,154

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2017
	Name of the organization SELBY AND RICHARD MCRAE FOUNDATION	Employer identification number 64-6026795

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

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

Name of organization SELBY AND RICHARD MCRAE FOUNDATION	Employer identification number 64-6026795
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD D MCRAE CHARITABLE LEAD ANNUITY TRUST PO BOX 13070 JACKSON, MS 39236	\$ 993,556	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	ESTATE OF RICHARD D MCRAE PO BOX 13070 JACKSON, MS 39236	\$ 2,319,762	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	ESTATE OF RICHARD D MCRAE PO BOX 13070 JACKSON, MS 39236	\$ 33,522	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization SELBY AND RICHARD MCRAE FOUNDATION	Employer identification number 64-6026795
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Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	VARIOUS HOUSEHOLD ITEMS, ARTWORK, CARS, & FURNISHINGS (VALUES PER ESTATE APPRAISAL DATED 12/15/16)	\$ 144,873	2017-03-22
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	17,250 SH MET WEST HIGH YIELD BOND FUND40,432 411 SH VANGUARD SHORT TERM INV GRADE FUND	\$ 598,356	2017-08-02
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	VARIOUS CORPORATE STOCKS (FMV AT DATE OF DEATH)	\$ 1 576,533	2018-01-02
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization SELBY AND RICHARD MCRAE FOUNDATION	Employer identification number 64-6026795
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee