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DLN: 93491114005169

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.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
THE RILEY FOUNDATION

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

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

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

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

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

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 67,144,625

J Accounting method

☐ Cash

☒ Accrual

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

A Employer identification number
64-0707746

B Telephone number (see instructions)

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)			
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities . . .	3,898,887	3,898,887	
	5a Gross rents			
	b Net rental income or (loss) _____			
	6a Net gain or (loss) from sale of assets not on line 10	-4,243,850		
	b Gross sales price for all assets on line 6a _____ 21,989,960			
	7 Capital gain net income (from Part IV, line 2) . . .		6,514,345	
	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)	221,286	221,286		
12 Total. Add lines 1 through 11	-123,677	10,634,518		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	667,000	151,100	428,250
	14 Other employee salaries and wages	68,300	6,830	54,640
	15 Pension plans, employee benefits	161,373	18,045	119,812
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	22,398	5,600	5,450
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions) . . .	104,314		
	19 Depreciation (attach schedule) and depletion . . .	98,588		
	20 Occupancy	82,398	16,480	49,389
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	96,040	5,026	73,814
	24 Total operating and administrative expenses. Add lines 13 through 23	1,300,411	203,081	731,355
	25 Contributions, gifts, grants paid	932,036		3,451,821
	26 Total expenses and disbursements. Add lines 24 and 25	2,232,447	203,081	4,183,176
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-2,356,124		
	b Net investment income (if negative, enter -0-)		10,431,437	
	c Adjusted net income (if negative, enter -0-) . . .			0

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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	1,847,984	3,211,560	3,211,560
	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	34,289		
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	59,585,709	47,760,623	47,760,623
	c Investments—corporate bonds (attach schedule)	12,696,338	12,722,486	12,722,486
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	124,105	149,956	149,956
	14 Land, buildings, and equipment basis ▶ _____ 3,788,451 Less accumulated depreciation (attach schedule) ▶ _____ 1,828,373	2,037,814	1,960,078	3,300,000
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	76,326,239	65,804,703	67,144,625	
Liabilities	17 Accounts payable and accrued expenses	1,182	1,714	
	18 Grants payable	11,678,346	9,158,561	
	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 ▶ _____)	333,303	167,785	
	23 Total liabilities (add lines 17 through 22)	12,012,831	9,328,060	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	64,313,408	56,476,643	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	64,313,408	56,476,643	
	31 Total liabilities and net assets/fund balances (see instructions) .	76,326,239	65,804,703	

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	64,313,408
2 Enter amount from Part I, line 27a	2	-2,356,124
3 Other increases not included in line 2 (itemize) ▶ _____	3	165,518
4 Add lines 1, 2, and 3	4	62,122,802
5 Decreases not included in line 2 (itemize) ▶ _____	5	5,646,159
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	56,476,643

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)
1 a STOCKS & BONDS	P	2017-12-30	2018-12-31
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 21,989,960		15,475,615	6,514,345
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			6,514,345
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	6,514,345
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))
2017	3,889,658	69,575,924	0 055905
2016	3,527,508	64,727,470	0 054498
2015	3,373,789	64,783,391	0 052078
2014	2,631,732	64,576,711	0 040754
2013	1,541,371	58,860,587	0 026187

2 Total of line 1, column (d)	2	0 229421
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 045884
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	70,069,843
5 Multiply line 4 by line 3	5	3,215,085
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	104,314
7 Add lines 5 and 6	7	3,319,399
8 Enter qualifying distributions from Part XII, line 4	8	4,202,297

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	104,314
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	104,314
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	104,314
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	104,289
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	104,289
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	25
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MS _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the 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 ► <u>WWW.RILEYFOUNDATION.ORG</u>	13	Yes	
14	The books are in care of ► <u>BECKY G FARLEY</u> Telephone no ► <u>(601) 481-1430</u>			

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

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2018, 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions.	1b		
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2018 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 2018).	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 2018?	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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BEVERLY J BRYSON	ADMINISTRATIVE	68,300	26,735	0
7969 KING ROAD	40 00			
Meridian, MS 39305				
Total number of other employees paid over \$50,000.				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	68,159,388
b	Average of monthly cash balances.	1b	2,660,389
c	Fair market value of all other assets (see instructions).	1c	317,119
d	Total (add lines 1a, b, and c).	1d	71,136,896
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	71,136,896
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,067,053
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	70,069,843
6	Minimum investment return. Enter 5% of line 5.	6	3,503,492

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

1	Minimum investment return from Part X, line 6.	1	3,503,492
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	104,314
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	104,314
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,399,178
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,399,178
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,399,178

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	4,183,176
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	19,121
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	4,202,297
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	104,314
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,097,983

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,399,178
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				197,899
d From 2016.				321,407
e From 2017.				446,049
f Total of lines 3a through e.	965,355			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 4,202,297				
a Applied to 2017, 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 2018 distributable amount.				3,399,178
e Remaining amount distributed out of corpus	803,119			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,768,474			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	1,768,474			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				197,899
c Excess from 2016.				321,407
d Excess from 2017.				446,049
e Excess from 2018.				803,119

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines
REFER TO WEBSITE

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

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

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

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
Enter gross amounts unless otherwise indicated				
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments. . . .				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities. . . .		14	3,898,887	
5 Net rental income or (loss) from real estate				
a Debt-financed property.				
b Not debt-financed property.				
6 Net rental income or (loss) from personal property				
7 Other investment income.		15	221,286	
8 Gain or (loss) from sales of assets other than inventory		18	-4,243,850	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e). .			-123,677	
13 Total. Add line 12, columns (b), (d), and (e).				-123,677

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

[illegible]

Part XVII

- | | | | |
|---|----|--|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |
|---|----|--|----|

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

- 2d Is the foundation an entity or individual, animated (with) or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 5373? ☐ Yes ☒ No

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

Sign Here

Title

(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ROBERT B DEEN Jr	PRESIDENT C00 30 00	173,000	62,579	0
4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305				
MARTY DAVIDSON	CHAIRMANCEOTREASURER 20 00	165,000	0	0
BOX 3804 MERIDIAN, MS 39303				
MALCOLM PORTERA	VP SECRETARY 10 00	55,000	0	0
5105 YORKSHIRE LANE Tuscaloosa, AL 35406				
BECKY G FARLEY	EXECUTIVE DIRECTOR 40 00	113,000	47,637	0
4518 POPLAR SPRINGS DRIVE MERIDIAN, MS 39305				
EDWIN DOWNER	DIRECTOR 5 00	20,250	0	0
6600 POPLAR SPRINGS DRIVE Meridian, MS 39305				
TOMMY DULANEY	DIRECTOR 5 00	21,000	0	0
BOX 2929 MERIDIAN, MS 39302				
MANNY MITCHELL	DIRECTOR 5 00	20,000	0	0
100 49TH AVENUE Meridian, MS 39305				
CHRISTINE RILEY	DIRECTOR 5 00	20,000	0	0
3715 HIGHWAY 39 N Meridian, MS 39305				
GAIL W RILEY	DIRECTOR 5 00	20,000	0	0
7651 STOCKTON AVE El Cerrito, CA 94530				
MARY ANN RILEY	DIRECTOR 5 00	20,000	0	0
1805 36TH ST Meridian, MS 39305				
RICHARD F RILEY JR	DIRECTOR 5 00	19,500	0	0
2630 THRUSH ROAD Charlottesville, VA 22901				
WAYNE HENSON	DIRECTOR 5 00	20,250	0	0
9162 HWY 145N Quitman, MS 39355				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOY SCOUTS OF AMERICAP O BOX 3784 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
BOYS AND GIRLS CLUBS OF EAST MS P O BOX 4202 Meridian, MS 39304			SCHOOL TO WORK PROGRAM	50,000
EXPONENT PHILANTHROPYP O BOX 247 Winooski, VT 05404			OPERATING SUPPORT	750
Total ▶ 3a				3,451,821

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>				
EAST MS FOOTHILLS LAND TRUST INC P O BOX 1608 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
FREE CLINIC OF MERIDIAN INC P O BOX 3724 Meridian, MS 39303			FREE MEDICAL CARE	25,000
FREE CLINIC OF MERIDIAN INC P O BOX 3724 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
Total ▶ 3a				3,451,821

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>				
CITY OF MERIDIAN601 23RD AVE Meridian, MS 39301			WHEEL CHAIR ACCESSIBLE PLAYGROUND	50,000
FOUNDATION FOR MISSISSIPPI HISTORY P O BOX 571 Jackson, MS 39205			CONTRIBUTION TO MUSEUMS	5,000
MERIDIAN ART ASSOCIATION INC P O BOX 5773 Meridian, MS 39302			BUILDING RENOVATION	42,154
Total ► 3a				3,451,821

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				
MERIDIAN ART ASSOCIATION INC P O BOX 5573 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MERIDIAN COMMUNITY COLLEGE FDN 910 HIGHWAY 19 NORTH Meridian, MS 39307			WORKFORCE DEVELOPMENT CENTER RENOVATION	740,000
MERIDIAN COMMUNITY COLLEGE FDN 910 HIGHWAY 19 NORTH Meridian, MS 39307			BEST EARLY EDUCATION PRACTICES	10,000
Total ► 3a				3,451,821

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MERIDIAN DISTRICT UMC 6210 HWY 39 NORTH Meridian, MS 39301			HANDICAP RAMPS	10,000
MERIDIAN PERFORMING ARTS CENTER 2440 NORTH HILLS ST Meridian, MS 39305			SUMMER WORK PROGRAM	4,000
MERIDIAN COMMUNITY COLLEGE FDN 910 HIGHWAY 19 NORTH Meridian, MS 39307			EARLY CHILDHOOD EDUCATION PROJECT	10,000
Total ► 3a				3,451,821

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			CLASSICAL CONCERTS	85,000
MERIDIAN SYMPHONY ASSOCIATION P O BOX 2171 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
ALDERSGATE RETIREMENT COMMUNITY P O BOX 3846 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
Total ▶ 3a				3,451,821


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 ARTS AND ENTERTAINMENT P O BOX 148 Meridian, MS 39302			CONSTRUCTION AND EXHIBITS	500,000
MERIDIAN ARTS AND ENTERTAINMENT P O BOX 148 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MISSISSIPPI CHILDRENS MUSEUM P O BOX 55409 Jackson, MS 39202			EXPENSES TO SEEK FEDERAL FUNDING	2,972
Total ▶ 3a				3,451,821

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE MONTGOMERY INSTITUTE P O BOX 1889 Meridian, MS 39302			SERVE STUDENTS IN GRADES 6-12	9,000
MS INDUSTRIAL HERITAGE MUSEUM P O BOX 5031 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
MS JUNIOR MISS PROGRAM P O BOX 582 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
Total ► 3a				3,451,821

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MISSISSIPPI STATE FOUNDATION P O BOX 6249 Mississippi State, MS 39762			RENOVATION OF KRESS BUILDING	1,375,000
MISSISSIPPI STATE FOUNDATION P O BOX 6249 Mississippi State, MS 39762			RILEY SCHOLARS PROGRAM	25,000
MISSISSIPPI STATE FOUNDATION P O BOX 6249 Mississippi State, MS 39762			MASTER OF PHYSICIAN ASSISTANT STUDIES	133,333
Total ► 3a				3,451,821

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MISSISSIPPI STATE FOUNDATION P O BXO 6149 Mississippi State, MS 39762			HIGHER PROFILE ARTISTS FOR MSU RILEY CENTER	163,622
MERIDIAN PUBLIC SCHOOL DISTRICT 1019 25TH AVE Meridian, MS 39301			ENSURING THE ARTS FOR ANY GIVEN CHILD	100,000
HOPE VILLAGE FOR CHILDREN P O BOX 26 Meridian, MS 39302			VOCATIONAL TRAINING	12,000
Total ▶ 3a				3,451,821

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE MONTGOMERY INSTITUTE P O BOX 1889 Meridian, MS 39302			SUMMER WORK PROGRAM	4,000
LOVE INC801 18TH AVE Meridian, MS 39301			SUMMER WORK PROGRAM	4,000
MULTI COUNTY COMMUNITY SERVICE P O BOX 905 Meridian, MS 39302			HOMELESS PREVENTION	25,000
Total ▶ 3a				3,451,821

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE SALVATION ARMY P O BOX 422 Meridian, MS 39302			AIR CONDITIONING EQUIPMENT	10,650
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA Atlanta, GA 30303			OPERATING SUPPORT	7,340
STATE GAMES OF MISSISSIPPI 5201 14TH STREET Meridian, MS 39307			SUMMER WORK PROGRAM	4,000
Total  3a				3,451,821

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				
THE HOUSING AUTHORITY OF MERIDIAN 2425 E STREET Meridian, MS 39301			SUMMER WORK PROGRAM	4,000
UNITED WAY OF EAST MISSISSIPPI P O BOX 3219 Meridian, MS 39303			SUMMER WORK PROGRAM	4,000
Total ▶ 3a				3,451,821

TY 2018 Accounting Fees Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Monthly accounting	5,898	1,475	0	1,325
IRS filings	6,000	1,500	0	1,500
Financial audit	10,500	2,625	0	2,625

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

TY 2018 Depreciation Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING	2000-06-18	3,066,860	1,341,756	SL	40	76,671	0	0	
BUILDING ADDITION	2001-06-14	13,858	5,710	SL	40	346	0	0	
BINDING MACHINE	1999-08-02	300	300	SL	5	0	0	0	
PROJECTOR	2001-08-16	4,815	4,815	SL	7	0	0	0	
CANON POWERSHOOT	2003-01-24	922	922	SL	5	0	0	0	
OFFICE SHREDDER	2006-05-17	460	460	SL	5	0	0	0	
PAINTINGS	1999-12-31	800	800	SL	10	0	0	0	
FURNISHINGS	2000-06-17	264,818	264,818	SL	10	0	0	0	
FURNISHINGS	2000-06-17	671	671	SL	5	0	0	0	
FURNISHINGS	2002-11-08	7,575	7,575	SL	10	0	0	0	
FURNISHINGS	2005-08-24	6,561	6,561	SL	10	0	0	0	
LAPTOP	2009-09-01	1,679	1,679	SL	5	0	0	0	
DESKTOP COMPUTER	2010-05-26	1,503	1,503	SL	5	0	0	0	
SERVER	2010-08-03	6,892	6,892	SL	5	0	0	0	
PAINTINGS BOARD ROOM	2011-01-19	10,000	6,917	SL	10	1,000	0	0	
HVAC REPAIRS	2011-03-15	22,075	14,900	SL	10	2,207	0	0	
APPLE MACBOOK	2011-03-15	1,485	1,485	SL	5	0	0	0	
CARPET	2011-08-16	6,033	3,819	SL	10	603	0	0	
TABLES BOARD ROOM	2011-09-13	3,895	2,434	SL	10	389	0	0	
SAVIN COPIER	2011-09-13	8,440	8,440	SL	5	0	0	0	

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FRAMED PHOTOTS	2012-03-20	1,867	1,075	SL	10	187	0	0	
DISHWASHER	2012-05-07	1,163	648	SL	10	116	0	0	
EXCERCISE EQUIPMENT	2012-10-09	3,554	1,864	SL	10	355	0	0	
WORK STATION HP	2013-02-27	2,276	2,199	SL	5	77	0	0	
DOUBLE GATE	2013-09-01	8,248	2,383	SL	15	550	0	0	
GIFTS PROGRAM	2014-02-26	5,885	4,120	SL	5	1,177	0	0	
HVAC SYSTEM	2014-02-28	47,500	8,313	SL	20	2,375	0	0	
HP WORKSTATION	2014-04-25	2,536	1,775	SL	5	507	0	0	
HP WORKSTATION	2014-05-19	1,279	896	SL	5	256	0	0	
BOARD ROOM CHAIRS	2015-03-15	13,045	3,586	SL	10	1,304	0	0	
PHONE SYSTEM	2015-06-18	11,304	5,652	SL	5	2,261	0	0	
SMOKE DETECTORS	2015-06-18	2,478	1,240	SL	5	496	0	0	
CAMERA SYSTEM	2015-06-18	3,488	1,745	SL	5	698	0	0	
ACCESS CONTROL	2015-06-18	3,294	1,647	SL	5	659	0	0	
BURGLAR ALARM SYSTEM	2015-06-18	3,923	1,962	SL	5	785	0	0	
COMPUTER	2015-10-30	2,129	923	SL	5	426	0	0	
LAPTOP	2015-10-30	2,534	1,098	SL	5	507	0	0	
COMPUTER	2015-10-30	8,399	3,640	SL	5	1,680	0	0	
CANON COLOR PRINTERS - 3	2016-05-16	2,100	630	SL	5	420	0	0	
CAMERAS SECURITY	2016-09-19	5,238	1,572	SL	5	1,048	0	0	

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
REFRIGERATOR	2016-10-20	2,404	360	SL	10	240	0	0	
CAMERAS AND MONITOR	2018-02-13	2,987	0	SL	5	299	0	0	
CAMERAS AND SENSOR	2018-02-28	1,129	0	SL	5	113	0	0	
FIRE ALARM SYSTEM	2018-06-20	8,266	0	SL	10	413	0	0	
SECURITY SYSTEM	2018-06-20	8,470	0	SL	10	423	0	0	

TY 2018 Investments Corporate Bonds Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK OF AMERICA 510,000	503,880	503,880
COBANK 300,000	300,000	300,000
JP MORGAN CHASE 330,000	322,575	322,575
JP MORGAN CHASE 310,000	0	0
WELLS FARGO 455,000	433,501	433,501
VIACOM INC 400,000	429,264	429,264
GOLDMAN SACHS 250,000	0	0
METLIFE INC 250,000	0	0
NATIONWIDE FINL 1,150,000	1,161,500	1,161,500
KINDER MORGAN 550,000	592,515	592,515
WELLS FARGO 450,000	0	0
FIFTH THIRD BANCORP 103,000	0	0
CHARTER COMMUNICATION 400,000	372,408	372,408
MERRILL LYNCH 100,000	0	0
HUMANA 250,000	0	0
ENERGY TRANSFER PTRS 415,000	396,549	396,549
NEWMONT MINING 105,000	0	0
TIME WARNER CABLE 500,000	401,950	401,950
KINROSS GOLD 1,065,000	1,017,075	1,017,075
LEUCADIA NATIONAL 550,000	0	0

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORTS AON 10,185	294,615	294,615
ENBRIDGE INC 500,000	423,355	423,355
JEFFERIES FINANCIAL 500,000	536,751	536,751
KOHL'S CORP 300,000	0	0
HEWLETT PACKARD 720,000	672,070	672,070
AT&T INC 550,000	541,205	541,205
METLIFE INC 600,000	609,516	609,516
ASSURED GTYUS 713,000	663,090	663,090
AMERICAN INTL GROUP 460,000	524,400	524,400
STIFEL FINANCIAL 17,000	348,840	348,840
NEXTRA ENERGY 32,800	751,120	751,120
TORCHMARK CORP 11,650	292,648	292,648
THE SOUTHERN CO 32,900	717,549	717,549
ENTERPRISE PRODUCTS 500,000	416,110	416,110
AT&T INC 10,000	0	0

TY 2018 Investments Corporate Stock Schedule

Name: THE RILEY FOUNDATION
EIN: 64-0707746

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LAB 14232 SHS COMMON	1,029,401	1,029,401
ALTRIA GROUP 49338 SHS COMMON	0	0
AMERIGAS PTS 24050 SHS COMMON	0	0
APPLE INC 19401 SHS COMMON	3,060,314	3,060,314
ABBVIE INC 21119 SHS COMMON	1,946,961	1,946,961
ALPHABET INC 493 SHS COMMON	515,165	515,165
ATT 34839 SHS COMMON	0	0
ATMOS ENERGY 19310 SHS COMMON	1,790,423	1,790,423
AMAZON COM 861 SHS COMMON	1,293,196	1,293,196
CISCO SYS 20445 SHS COMMON	885,882	885,882
BROWN FORMAN 28950 SHS COMMON	0	0
CATERPILLAR 18405 SHS COMMON	0	0
COCA COLA 15609 SHS COMMON	739,086	739,086
CVS HEALTH 5691 SHS COMMON	372,874	372,874
KEURIG DR 39379 SHS COMMON	1,009,678	1,009,678
ENERGY TRANSFER 80384 SHS COM	1,061,873	1,061,873
EXXON MOBIL 3369 SHS COMMON	229,732	229,732
FORTUNE BRANDS 14619 SHS COMM	0	0
GENUINE PARTS 13000 SHS COMM	1,248,260	1,248,260
INTEL CORP 6200 SHS COMMON	290,966	290,966
INTUITIVE SURG 1133 SHS COMM	542,616	542,616
HOME DEPOT 16082 SHS COMMON	2,763,209	2,763,209
JOHNSON JOHNSON 10000 SHS COM	1,290,500	1,290,500
JP MORGAN 7800 SHS COMMON	761,436	761,436
KELLOG 15703 SHS COMMON	0	0
LOCKHEED MARTIN 9900 SHS COMM	2,592,216	2,592,216
MARATHON OIL 26700 SHS COMMON	1,575,567	1,575,567
MARTIN MARIETTA 945 SHS COMMON	0	0
MICROSOFT 7864 SHS COMMON	798,747	798,747
MONDELEZ INTL 16300 SHS COMM	652,489	652,489

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK 29307 SHS COMMON	2,239,348	2,239,348
NEOGEN CP 28681 SHS COMMON	1,634,817	1,634,817
NORFOLK SOUTH 11262 SHS COMM	1,684,119	1,684,119
NETFLIX 1439 SHS COMMON	385,163	385,163
PHILIP MORRIS 31980 SHS COMM	0	0
PUBLIC STORAGE 8875 SHS COMM	1,796,389	1,796,389
RAYTHEON 18100 SHS COMMON	2,775,635	2,775,635
REALTY INCOM 30678 SHS COMMON	1,933,941	1,933,941
SHERWIN WILLIAMS 6694 SHS COM	2,633,821	2,633,821
TC PIPELINE 13200 SHS COMMON	0	0
TRIMBLE 8090 SHS COMMON	0	0
VERIZON COMM 19029 SHS COMMON	0	0
UNITEDHEALTH 3093 SHS COMMON	770,528	770,528
YUM BRANDS 25165 SHS COMMON	2,313,167	2,313,167
YUM CHINA HLDGS 7595 SHS COMM	0	0
ARCH CAP GROUP 22775 SHS PFD	463,016	463,016
FIRST REPUBLIC 40000 SHS PFD	854,000	854,000
HSBC HOLDINGS 2000 SHS PFD	0	0
HSBC HOLDINGS 41000 SHS PFD	0	0
RENAISSANCERE 6635 SHS PFD	163,685	163,685
STATE ST CO 14000 SHS PFD	0	0
KKR CO LP 11625 SHARES PFD	300,623	300,623
PUBLIC STORAGE 16000 SHS PFD	364,800	364,800
KKR CO LP 22000 SHARES PFD	570,680	570,680
SCE TRUST IV 21000 SHS PFD	426,300	426,300

TY 2018 Investments - Other Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Alternative Investment		0	0
Accrued interest		149,956	149,956

**TY 2018 Land, Etc.
Schedule****Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	203,313	0	203,313	200,000
Building and Additions	3,136,466	1,438,104	1,698,362	3,100,000
Office Equipment	113,104	86,330	26,774	0
Furnishings	335,568	303,939	31,629	0

TY 2018 Other Decreases Schedule

Name: THE RILEY FOUNDATION
EIN: 64-0707746

Description	Amount
Unrealized gain on assets	5,646,159

TY 2018 Other Expenses Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	17,981	4,495	0	4,495
Office supplies	12,870	0	0	11,583
Dues and subscriptions	8,708	0	0	2,648
Postage	350	0	0	315
Telephone	5,311	531	0	3,983
Program expense	50,820	0	0	50,790

TY 2018 Other Income Schedule

Name: THE RILEY FOUNDATION

EIN: 64-0707746

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership distributions	221,286	221,286	0

TY 2018 Other Increases Schedule

Name: THE RILEY FOUNDATION
EIN: 64-0707746

Description	Amount
Change in deferred taxes	165,518

TY 2018 Other Liabilities Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred taxes	333,303	167,785

TY 2018 Taxes Schedule**Name:** THE RILEY FOUNDATION**EIN:** 64-0707746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax on investment	104,314	0	0	0