

Form **990-PF**Department of the Treasury
Internal Revenue Service

EXTENDED TO FEBRUARY 15, 2019

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

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

APR 1, 2017

, and ending

MAR 31, 2018

Name of foundation

A Employer identification number

OLD LADIES HOME ASSOCIATION

64-0303089

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

2034 EAST NORTHSIDE DRIVE

B Telephone number

601-366-6623

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

JACKSON, MS 39211C 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 changeD 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 foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____▶ \$ **44,431,024.** (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

364,775.

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

223,262.

168,466.

223,262.

STATEMENT 1

4 Dividends and interest from securities

376,670.

376,670.

376,670.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

458,097.

b Gross sales price for all assets on line 6a

6,227,303.

7 Capital gain net income (from Part IV, line 2)

458,097.

8 Net short-term capital gain

30,384.

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

947,727.

0.

947,727.

STATEMENT 3

12 Total. Add lines 1 through 11

2,370,531.

1,003,233.

1,578,043.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 4

16,303.

13,042.

16,303.

3,261.

c Other professional fees

17 Interest

18 Taxes

STMT 5

20,010.

0.

20,010.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6

63,421.

60,929.

63,421.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

99,734.

73,971.

99,734.

3,261.

25 Contributions, gifts, grants paid

1,380,773.

1,380,773.

26 Total expenses and disbursements. Add lines 24 and 25

1,480,507.

73,971.

99,734.

1,384,034.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

890,024.

b Net investment income (if negative, enter -0-)

929,262.

c Adjusted net income (if negative, enter -0-)

1,478,309.

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	1,088,024.	178,332.	178,332.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 7	4,961,502.	4,121,069.	4,057,161.
	b Investments - corporate stock STMT 8	2,019,670.	2,126,970.	6,989,029.
	c Investments - corporate bonds STMT 9	3,433,700.	5,270,507.	5,092,752.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	6,631,335.	6,379,650.	8,816,716.	
14 Land, buildings, and equipment basis ▶ 172,076.				
Less accumulated depreciation ▶	172,076.	172,076.	172,076.	
15 Other assets (describe ▶ STATEMENT 11)	18,177,231.	19,124,958.	19,124,958.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	36,483,538.	37,373,562.	44,431,024.	
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	17,972,141.	17,911,802.	
	25 Temporarily restricted	334,166.	336,802.	
	26 Permanently restricted	18,177,231.	19,124,958.	
	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	36,483,538.	37,373,562.	
	31 Total liabilities and net assets/fund balances	36,483,538.	37,373,562.	

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	36,483,538.
2 Enter amount from Part I, line 27a	2	890,024.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	37,373,562.
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	37,373,562.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b PUBLICLY TRADED SECURITIES			
c CAPITAL GAINS DIVIDENDS			
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 5,720,859.		5,769,206.	-48,347.
b 30,384.			30,384.
c 476,060.			476,060.
d			
e			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-48,347.
b			30,384.
c			476,060.
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 }	2 458,097.
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) If (loss), enter -0- in Part I, line 8 }	3 30,384.

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	3,376,493.	26,505,958.	.127386
2015	515,067.	25,424,124.	.020259
2014	1,340,419.	25,934,477.	.051685
2013	484,416.	23,957,321.	.020220
2012	579,059.	21,554,422.	.026865

2 Total of line 1, column (d)	2 .246415
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 .049283
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4 25,885,359.
5 Multiply line 4 by line 3	5 1,275,708.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 9,293.
7 Add lines 5 and 6	7 1,285,001.
8 Enter qualifying distributions from Part XII, line 4	8 1,384,034.

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	9,293.
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	9,293.
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	9,293.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	12,720.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	17,720.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	101.
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	8,326.
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 8,326. Refunded <input checked="" type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" 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 C? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>ANNE P. WELLS</u> Telephone no. ► <u>601-366-6623</u> Located at ► <u>2034 EAST NORTHSIDE DRIVE, JACKSON, MS</u> ZIP+4 ► <u>39211</u>		
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 <u>N/A</u>		
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 Organizations relying on a current notice regarding disaster assistance, check here <u>N/A</u> ► <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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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

N/A

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?

N/A

☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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?

N/A

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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 STATEMENT 12		0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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

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 <u>DIRECT FINANCIAL ASSISTANCE PROVIDED TO THE UNIVERSITY OF MISSISSIPPI MEDICAL CENTER MEMORY IMPAIRMENT AND NEURODEGENERATIVE DEMENTIA CENTER.</u>	591,550.
2 <u>SEE STATEMENT 13</u>	500,223.
3 <u>DIRECT FINANCIAL ASSISTANCE PROVIDED TO METHODIST REHABILITATION CENTER</u>	189,000.
4 <u>SEE STATEMENT 14</u>	100,000.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 <u>N/A</u>	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	25,252,247.
b	Average of monthly cash balances	1b	855,229.
c	Fair market value of all other assets	1c	172,076.
d	Total (add lines 1a, b, and c)	1d	26,279,552.
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	26,279,552.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	394,193.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,885,359.
6	Minimum investment return. Enter 5% of line 5	6	1,294,268.

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

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	1,384,034.
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	1,384,034.
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	5	9,293.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,374,741.

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.

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7				
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2017	(b) 2016	(c) 2015	(d) 2014	
				N/A
				N/A
1,384,034.	3,389,195.	515,067.	1,352,797.	6,641,093.
0.	0.	0.	0.	0.
1,384,034.	3,389,195.	515,067.	1,352,797.	6,641,093.
				N/A
				N/A
862,845.	883,532.	847,471.	864,483.	3,458,331.
				N/A
				N/A
				N/A
				N/A

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
UNIV. OF MS MED. CNTR. MEMORY IMPAIRMENT AND NEURODEGENERATIVE DEMENTIA CENT 2500 N STATE STREET JACKSON, MS 39216			ELDERLY CARE	591,550.
WILLARD F. BOND HOME 7521 OLD CANTON ROAD MADISON, MS 39110			NURSING HOME	500,223.
METHODIST REHABILITATION CENTER 1350 EAST WOODROW WILSON JACKSON, MS 39216			MEDICAL REHABILITATION	189,000.
GLEANERS, INC. 237 BRIARWOOD DR JACKSON, MS 39206			FOOD SALVAGE FOR CHARITABLE REDISTRIBUTION	100,000.
Total			3a	1,380,773.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2017)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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			14	223,262.		
4 Dividends and interest from securities			14	376,670.		
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						
8 Gain or (loss) from sales of assets other than inventory			18	458,097.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a INCREASE IN VALUE OF						
b BENEFICIAL INTEREST IN						
c TRUST HELD BY 3RD						
d PARTIES			14	947,727.		
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		2,005,756.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,005,756.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII

Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- | 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (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) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Gene P. Wells Date 2/1/19

Date _____

TREASURER

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

M. GREGORY KING,
CPA

Preparer's signature

M. Sankar

Date _____

01/08/19

Check ☐
self-employed

PTIN

P01418541

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

Employer identification number

OLD LADIES HOME ASSOCIATION

64-0303089

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 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 33 1/3% 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

OLD LADIES HOME ASSOCIATION

64-0303089

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	REGIONS BANK AS TRUSTEE OF CRAT U/W OF GERTRUDE TURNER FBO O 1900 5TH AVE. N., SUITE 2500 BIRMINGHAM, AL 35203	\$ 130,617.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	REGIONS BANK R. MASON STRICKER FOUNDATION FOR OLD LADIES HOM 210 EAST CAPITOL STREET, 3RD FLOOR JACKSON, MS 39201	\$ 201,616.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	UM WILLIAM H ELLSWORTH FOUNDATION P.O. BOX 1802 PROVIDENCE, RI 02901	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

OLD LADIES HOME ASSOCIATION**64-0303089****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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

OLD LADIES HOME ASSOCIATION**64-0303089****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 info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANCORPSOUTH REGIONS	149,124. 74,138.	94,328. 74,138.	149,124. 74,138.
TOTAL TO PART I, LINE 3	223,262.	168,466.	223,262.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BANCORPSOUTH TRUST REGIONS	644,449. 208,281.	475,521. 539.	168,928. 207,742.	168,928. 207,742.	168,928. 207,742.
TO PART I, LINE 4	852,730.	476,060.	376,670.	376,670.	376,670.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCREASE IN VALUE OF BENEFICIAL INTEREST IN TRUST HELD BY 3RD PARTIES	947,727.	0.	947,727.
TOTAL TO FORM 990-PF, PART I, LINE 11	947,727.	0.	947,727.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	16,303.	13,042.	16,303.	3,261.	
TO FORM 990-PF, PG 1, LN 16B	16,303.	13,042.	16,303.	3,261.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	20,010.	0.	20,010.	0.	
TO FORM 990-PF, PG 1, LN 18	20,010.	0.	20,010.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK AGENCY FEES / MGT FEES	48,119.	48,119.	48,119.	0.	
ACCRETION	8,036.	8,036.	8,036.	0.	
INSURANCE	7,266.	7,266.	7,266.	0.	
EXPENSES ALLOCATED TO TAX-EXEMPT INCOME	0.	-2,492.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	63,421.	60,929.	63,421.	0.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US OBLIGATIONS	X		2,608,839.	2,554,745.
STATE AND MUNICIPAL OBLIGATIONS		X	1,512,230.	1,502,416.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,608,839.	2,554,745.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,512,230.	1,502,416.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,121,069.	4,057,161.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACE LTD	30,187.	36,517.
AMERICAN EXPRESS CO	32,464.	37,312.
APPLE INC	127,521.	352,338.
AT&T	56,766.	142,600.
BLACKROCK INC	69,773.	114,845.
BRISTOL MEYERS SQUIBB CO	65,909.	63,250.
CISCO SYSTEMS INC	79,808.	115,160.
CITIGROUP INC	52,608.	66,960.
CITRIX SYSTEMS INC	37,461.	59,021.
COCA COLA	24,249.	1,014,525.
COLGATE PALMOLIVE	67,446.	688,128.
DOLLAR GENERAL	98,784.	106,460.
EXXON MOBILE CORP	163,057.	913,823.
FORD MOTOR CO	29,760.	22,160.
GENERAL ELECTRIC	35,081.	215,680.
GOOGLE INC	71,789.	98,528.
GOOGLE INC	72,128.	100,084.
HONEYWELL INTERNATIONAL INC	74,020.	100,868.
INTEL CORP	58,447.	120,357.
JP MORGAN CHASE & CO. COM	106,392.	296,919.
LOGMEIN	9,453.	12,595.
LYONDELLBASELL INDUSTRIES	101,700.	105,680.
MCKESSON CORP	47,892.	28,174.
MEDTRONIC PLC	46,938.	46,127.
MERCK & CO	27,162.	265,977.
NEXTERA ENERGY, INC.	48,255.	89,342.
NIKE INC	59,033.	72,087.
ORACLE SYSTEMS	22,458.	228,750.
PROCTER & GAMBLE CO COM	73,963.	463,788.
PRUDENTIAL FINANCIAL	120,671.	248,520.

SCHLUMBERGER	30,998.	63,161.
STRYKER CORP	60,014.	86,414.
WALT DISNEY	17,146.	200,880.
WASTE MANAGEMENT INC	51,053.	71,334.
WELLS FARGO & CO	56,584.	340,665.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,126,970.	6,989,029.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AIR LEASE CORP	23,622.	23,576.
AMERICAN EXPRESS BANK	100,000.	98,825.
AMERICAN EXPRESS BANK	250,000.	244,537.
AMERICAN EXPRESS CREDIT CORP	23,981.	23,729.
AMERICAN HONDA FINANCE CORP	36,948.	36,814.
AMGEN INC	26,808.	25,438.
ANHEUSER-BUSCH	50,046.	49,855.
APPLE INC	25,948.	25,361.
APPLE INC	150,000.	145,096.
APPLE INC	24,808.	24,086.
ASTRAZENECA PLC	25,003.	24,866.
ASTRAZENECA PLC	100,962.	98,714.
AT&T	27,280.	24,083.
AT&T CALLABLE DTD 5/4/15 4.5%	25,215.	25,536.
BANK OF AMERICA	158,755.	151,143.
BANK OF MONTREAL	24,996.	24,575.
BERKSHIRE HATHAWAY INC	153,483.	146,202.
BIOGEN INC	49,089.	47,707.
BOFI FEDERAL BANK	150,000.	146,107.
CAPITAL ONE FINL CORP	25,009.	24,609.
CATERPILLER FIN. INC.	100,000.	93,565.
CELTIC BANK	100,000.	97,610.
CHUBB INSURANCE HOLDINGS INC	101,066.	97,440.
CISCO SYSTEMS INC	25,043.	24,819.
CISCO SYSTEMS INC	25,925.	24,240.
CISCO SYSTEMS INC	101,998.	98,192.
CITIGROUP INC	37,968.	37,546.
COCA COLA	100,106.	97,334.
COMCAST CORP	27,066.	23,825.
COMCAST CORP	22,895.	22,714.
CSX CORP	22,991.	22,887.
CVS HEALTH CORP	24,032.	24,024.
DESTRA PREFERRED & INCOME SECURITIES FUND	100,000.	104,360.
DODGE & COX INCOME FD	130,804.	127,811.
DUKE ENERGY CORP	23,456.	23,046.
ENTERGY ARKANSAS INC	130,940.	124,687.
FIFTH THIRD BANK	25,041.	24,347.
FORD MOTOR CREDIT	25,437.	24,886.

GENERAL ELECTRIC	26,385.	24,118.
GILEAD SCIENCES INC	25,002.	25,089.
GOLDMAN SACHS INC	28,603.	24,966.
GOLDMAN SACHS INC	23,709.	23,348.
HSBC BANK USA	200,000.	195,188.
HARLEY-DAVIDSON INC	103,240.	99,079.
IBM CORP	23,925.	23,876.
IBM CORP	101,310.	97,707.
INTEL CORP	26,249.	25,394.
JOHN DEERE CAPITAL CORP	25,133.	24,857.
JOHNSON & JOHNSON	98,360.	94,230.
JP MORGAN CHASE & CO. COM	107,731.	100,811.
JP MORGAN CHASE & CO. COM	150,000.	149,286.
JP MORGAN CHASE & CO. COM	51,345.	49,727.
KROGER	26,690.	24,379.
LOCKHEED MARTIN	24,691.	24,579.
LLOYDS BANK GROUP	23,018.	23,230.
MERRILL LYNCH & CO	28,966.	25,065.
MERRILL LYNCH & CO	23,436.	25,267.
MICROSOFT CORP	103,188.	96,556.
MOLSON COORS BREWING CO	24,237.	25,589.
MORGAN STANLEY	24,087.	23,883.
MORGAN STANLEY	25,222.	24,381.
NIKE INC	102,014.	96,684.
OCCIDENTAL PETROLEUM CORP	99,072.	95,862.
OPPENHEIMER TOTAL RETURN BOND FUND	32,925.	31,968.
ORACLE CORP	28,701.	25,023.
ORACLE CORP	104,079.	99,722.
ORACLE CORP	23,940.	23,459.
PIONEER BOND FUND CLASS	128,607.	124,474.
PRUDENTIAL FINANCIAL	26,620.	24,921.
QUALCOMM INC	255,132.	236,990.
ROYAL BANK OF CANADA	23,999.	23,648.
SHELL	24,945.	24,680.
SIMON PROPERTY GRP	150,184.	143,920.
SUNTRUST BKS	25,984.	25,428.
TORONTO-DOMINION BANK	24,576.	24,028.
TOYOTA MOTOR CREDIT	25,512.	24,340.
VALERO ENERGY	24,728.	23,987.
VERIZON	25,237.	25,645.
WALGREENS BOOTS ALLIANCE	25,096.	24,621.
WALT DISNEY	102,112.	96,678.
WELLS FARGO & CO	23,792.	24,327.
WELLS FARGO & CO	98,010.	93,885.
WELLS FARGO & CO	23,994.	23,665.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,270,507.	5,092,752.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY ADVISOR NEW INSIGHT S INST	COST	933,360.	1,503,261.
FRANKLIN MUTUAL DISCOVERY Z FUND	COST	1,083,901.	1,181,411.
JOHN HANCOCK DISCIP VALUE	COST	632,691.	810,026.
JOHN HANCOCK DISCIP VALUE MID CAP	COST	295,439.	555,992.
JOHN HANCOCK INTERNATIONAL GROWTH	COST	535,750.	679,982.
JOHN HANCOCK STRATEGIC INCOME OPP	COST	210,879.	206,824.
MERIDIAN SMAL CAP GROWTH INVESTOR	COST	186,243.	252,053.
OPPENHEIMER STEELPATH MLP SELECT	COST	115,000.	90,429.
PARHAM BRIDGES MEMORIAL FUND	COST	323,219.	348,898.
PIONEER MULTI-ASSET ULTRASHORT INC FUND	COST	190,838.	188,748.
PIONEER STRATEGIC INCOME FUND	COST	208,160.	206,246.
T. ROWE PRICE EQUITY INCOME FUND	COST	881,282.	1,180,301.
T. ROWE PRICE GROWTH STOCK	COST	258,580.	725,871.
T. ROWE PRICE MID CAP GROWTH FUND	COST	199,010.	540,267.
THORNBURG INVEST INC	COST	75,000.	85,973.
UNDISCOVERED MGRS BEHAVIORAL VALUE	COST	250,298.	260,434.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,379,650.	8,816,716.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
BENEFICIAL INTEREST IN PERPETUAL TRUST HELD BY THIRD PARTIES	18,177,231.	19,124,958.	19,124,958.
TO FORM 990-PF, PART II, LINE 15	18,177,231.	19,124,958.	19,124,958.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JANE S. ROPER 2034 EAST NORTHSIDE DRIVE JACKSON, MS 39211	PRESIDENT 0.25	0.	0.	0.
ANNE W. ROGERS 2034 EAST NORTHSIDE DRIVE JACKSON, MS 39211	SECRETARY 0.25	0.	0.	0.
ANNE P. WELLS 2034 EAST NORTHSIDE DRIVE JACKSON, MS 39211	TREASURER 0.25	0.	0.	0.
MARILYN M. MCCLENDON 2034 EAST NORTHSIDE DRIVE JACKSON, MS 39211	DIRECTOR 0.25	0.	0.	0.
CHARLOTTE W. MCNEEL 2034 EAST NORTHSIDE DRIVE JACKSON, MS 39211	DIRECTOR 0.25	0.	0.	0.
SALLIE R. MOSELEY 2034 EAST NORTHSIDE DRIVE JACKSON, MS 39211	DIRECTOR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY TWO

DIRECT FINANCIAL ASSISTANCE IS PROVIDED TO THE WILLARD F. BOND HOME, A LONG TERM BENEVOLENT RETIREMENT HOME, TO PROVIDE FOR EVERYDAY OPERATIONS OF A HOME FOR THE ELDERLY AND DISABLED.

TO FORM 990-PF, PART IX-A, LINE 2

EXPENSES

500,223.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 14
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ACTIVITY FOUR

DIRECT FINANCIAL ASSISTANCE PROVIDED TO GLEANERS, INC., A
 NON-PROFIT ORGANIZATION THAT SALVAGES FOOD THAT OTHERWISE
 WOULD GO TO WASTE AND REDISTRIBUTES IT TO OTHER NON-PROFIT
 SHELTERS IN THE JACKSON, MS METRO AREA.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

100,000.
