



2011 Income Tax Returns

UNIVERSITY OF MISSISSIPPI FOUNDATION

Instructions for filing
UNIVERSITY OF MISSISSIPPI FOUNDATION
Form 8879-EO - IRS E-file Signature Authorization
for the period ended June 30, 2012

Signature...

The original IRS e-file Signature Authorization form should be signed (use full name) and dated by the taxpayer.

Filing...

Return your signed Form 8879-EO to:

KPMG LLP
50 North Front Street, Suite 900
Memphis TN 38103

Payment of tax...

No payment of tax is required.

Form 8879-EO serves as a replacement for your signature that would be affixed to form 990 if you paper filed your return. Please DO NOT separately file form 990 with the Internal Revenue Service. Doing so will delay the processing of your return.

We must receive your signed form before we can electronically transmit your return which is due on February 15, 2013. We would appreciate your returning this form as soon as possible as this will expedite the processing of your return. The Internal Revenue Service will notify us when your return is accepted. Your return is not considered filed until the Internal Revenue Service confirms their acceptance, which may occur after the due date of your return.

IRS e-file Signature Authorization for an Exempt Organization

For calendar year 2011, or fiscal year beginning 07/01, 2011, and ending 06/30, 2012

Do not send to the IRS. Keep for your records.
See instructions on back.

2011

Department of the Treasury
Internal Revenue Service

Name of exempt organization

UNIVERSITY OF MISSISSIPPI FOUNDATION

Name and title of officer

MAGGIE ABERNATHY, TREASURER/CFO

Employer identification number

23-7310293

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a	Form 990 check here	<input checked="" type="checkbox"/>	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	<u>42729431.</u>
2a	Form 990-EZ check here	<input type="checkbox"/>	b	Total revenue, if any (Form 990-EZ, line 9)	2b	
3a	Form 1120-POL check here	<input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	
4a	Form 990-PF check here	<input type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a	Form 8868 check here	<input type="checkbox"/>	b	Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize KPMG LLP to enter my PIN

3	8	6	7	7
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 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature Maggie Abernathy Date 12/20/12

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

6	2	0	3	1	2	1	0	0	0	4
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do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2011 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature _____ Date 12/20/12

ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see back of form.

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning 07/01, 2011, and ending 06/30, 2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization UNIVERSITY OF MISSISSIPPI FOUNDATION			D Employer identification number 23-7310293	
	Doing Business As			E Telephone number (662) 915-5944	
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite		
	POST OFFICE BOX 249 MEMORY HOUSE City or town, state or country, and ZIP + 4 UNIVERSITY, MS 38677-0249			G Gross receipts \$ 150,364,924.	
F Name and address of principal officer: MR. WENDELL WEAKLEY UNIV. OF MS FOUNDATION UNIVERSITY, MS 38677			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No		
			If "No," attach a list. (see instructions)		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number ▶		
J Website: ▶ WWW.UMF.OLEMISS.EDU					
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1973 M State of legal domicile: MS		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE FOUNDATION IS RESPONSIBLE FOR RECEIVING, RECEIPTING, INVESTING, AND DISTRIBUTING GIFTS FOR THE BENEFIT OF THE UNIVERSITY OF MISSISSIPPI				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.				
	3 Number of voting members of the governing body (Part VI, line 1a)	3	30.		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	29.		
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	16.		
	6 Total number of volunteers (estimate if necessary)	6	28.		
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-3,602.		
b Net unrelated business taxable income from Form 990-T, line 34	7b	-22,774.			
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	26,304,673.	Current Year	35,673,125.
	9 Program service revenue (Part VIII, line 2g)		1,566,752.		1,600,101.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		9,369,176.		5,089,984.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		354,264.		366,221.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		37,594,865.		42,729,431.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		45,669,206.	
14 Benefits paid to or for members (Part IX, column (A), line 4)			0		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)			1,403,196.		1,535,188.
16a Professional fundraising fees (Part IX, column (A), line 11e)			352,949.		401,532.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,279,171.					
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)			2,163,283.		2,681,495.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		49,588,634.		37,148,214.	
19 Revenue less expenses. Subtract line 18 from line 12		-11,993,769.		5,581,217.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	344,875,851.	End of Year	338,435,850.
	21 Total liabilities (Part X, line 26)		38,517,215.		33,416,874.
	22 Net assets or fund balances. Subtract line 21 from line 20		306,358,636.		305,018,976.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	▶ Signature of officer		Date		
	▶ Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MELISSA RUSSELL		12/20/12		P00789334
	Firm's name ▶ KPMG LLP	Firm's EIN ▶ 13-5565207		Phone no. 901-523-3131	
Firm's address ▶ 50 NORTH FRONT STREET, SUITE 900 MEMPHIS, TN 38103					
May the IRS discuss this return with the preparer shown above? (see instructions)					<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

[] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

[] Yes [X] No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 15,314,933. including grants of \$ 15,314,933.) (Revenue \$)

UNIVERSITY PROGRAMS - TRANSFERS TO THE UNIVERSITY TO BE USED TO PROVIDE NON-ACADEMIC PROGRAMS AND ACTIVITIES, SUCH AS HONORS PROGRAMS, LIBRARIES, AND SPECIAL EVENTS

4b (Code:) (Expenses \$ 5,117,998. including grants of \$ 5,117,998.) (Revenue \$)

SCHOLARSHIPS - TRANSFERS TO THE UNIVERSITY FOR DIRECT STUDENT FINANCIAL SUPPORT.

4c (Code:) (Expenses \$ 5,614,068. including grants of \$ 5,614,068.) (Revenue \$)

ACADEMIC EXCELLENCE - TRANSFERS TO UNIVERSITY ACADEMIC DEPARTMENTS FOR FACULTY AND GENERAL USE, ACCOUNTANCY, APPLIED SCIENCE, BUSINESS, EDUCATION, ENGINEERING, JOURNALISM, LAW, LIBERAL ARTS, MEDICAL CENTER, PHARMACY, OUTREACH, AND RESEARCH.

4d Other program services (Describe in Schedule O.)

(Expenses \$ 7,334,234. including grants of \$ 6,483,000.) (Revenue \$)

4e Total program service expenses 33,381,233.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-14b regarding IRS filings, Form 990, and tax compliance.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (30), 1b (29), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include 10a (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 2
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: MAGGIE ABERNATHY 406 UNIVERSITY AVENUE OXFORD, MS 38655 662-915-3851

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WENDELL W. WEAKLEY PRESIDENT/CEO	40.00	X		X			215,324.	0	47,950.	
(2) ROBERT R. BAILLESS DIRECTOR	.01	X					0	0	0	
(3) LOUIS K. BRANDT DIRECTOR	.01	X					0	0	0	
(4) DAVID E. BREVARD DIRECTOR	.01	X					0	0	0	
(5) CHARLES T. CANNADA CHAIR -ELECT	.01	X					0	0	0	
(6) MEREDITH W. CREEKMORE DIRECTOR	.01	X					0	0	0	
(7) JAN G. FARRINGTON CHAIR	.01	X					0	0	0	
(8) ROGER P. FRIOU DIRECTOR	.01	X					0	0	0	
(9) MARTHA DALE FRITTS DIRECTOR	.01	X					0	0	0	
(10) JAMIE G. HOUSTON DIRECTOR	.01	X					0	0	0	
(11) MICHAEL T. MCREE DIRECTOR	.01	X					0	0	0	
(12) ELIZABETH W. QUIRK DIRECTOR	.01	X					0	0	0	
(13) JON C. TURNER DIRECTOR	.01	X					0	0	0	
(14) ALLEN H. CROSSWELL DIRECTOR	.01	X					0	0	0	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) MARKEEVA A. MORGAN DIRECTOR	.01	X					0	0	0	
16) ROLAND O. BURNS, JR. DIRECTOR	.01	X					0	0	0	
17) C. YORK CRAIG, JR. DIRECTOR	.01	X					0	0	0	
18) SAMUEL B. HASKELL, III DIRECTOR	.01	X					0	0	0	
19) SALLY H. HEDERMAN DIRECTOR	.01	X					0	0	0	
20) ABBY M. MANNING DIRECTOR	.01	X					0	0	0	
21) ROBERT SEIBELS, III DIRECTOR	.01	X					0	0	0	
22) JOHN SUMNER DIRECTOR	.01	X					0	0	0	
23) RICHARD G. NOBLE DIRECTOR	.01	X					0	0	0	
24) LARRY H. BRYAN DIRECTOR	.01	X					0	0	0	
25) W. HUNTER CARPENTER DIRECTOR	.01	X					0	0	0	
1b Sub-total							215,324.	0	47,950.	
c Total from continuation sheets to Part VII, Section A							316,003.	0	70,156.	
d Total (add lines 1b and 1c)							531,327.	0	118,106.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 3

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
KPMG PO BOX 120001 DALLAS, TX 75312-0561	AUDITING AND TAX SER	127,020.
RUFFALO CODY P.O. BOX 3018 CEDAR RAPIDS, IA 52406	FUNDRAISING	297,718.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶** 2

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
26) ROSE J. FLENORL DIRECTOR	.01	X					0	0	0	
27) R. MAYO FLYNT, III DIRECTOR	.01	X					0	0	0	
28) SUSAN C. MCCORMICK DIRECTOR	.01	X					0	0	0	
29) CHARLES L. OVERBY DIRECTOR	.01	X					0	0	0	
30) RODNEY F. TRIPLETT. JR DIRECTOR	.01	X					0	0	0	
31) SANDRA M. GUEST VICE PRESIDENT/SECRETARY	40.00			X			116,099.	0	24,994.	
32) MAGGIE E. ABERNATHY TREASURER/CFO	40.00			X			86,007.	0	20,554.	
33) RONNIE D. GUEST DIRECTOR- FOUNDATION SERVICES	40.00			X			113,897.	0	24,608.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **3**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	22,803.				
	d Related organizations	1d	7,492,354.				
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	28,157,968.				
	g Noncash contributions included in lines 1a-1f: \$		8,569,208.				
	h Total. Add lines 1a-1f			35,673,125.			
	Program Service Revenue	Business Code					
2a UMMC PROGRAM REIMBURSEMENTS			611710	919,154.	919,154.		
b FOOTBALL GAME TICKETS			611710	434,210.	434,210.		
c CONTINUING EDUCATION FEES			611430	125,369.	125,369.		
d FELLOWSHIPS			611710	50,000.	50,000.		
e GRANTS			611430	40,000.	40,000.		
f All other program service revenue			900099	31,368.	31,368.		
g Total. Add lines 2a-2f				1,600,101.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			5,489,446.		-3,602.	5,493,048.
	4 Income from investment of tax-exempt bond proceeds . . .			0			
	5 Royalties			28,367.			28,367.
			(i) Real	(ii) Personal			
	6a Gross rents		959,010.				
	b Less: rental expenses		607,428.				
	c Rental income or (loss)		351,582.				
	d Net rental income or (loss)				351,582.		351,582.
			(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory		106,484,288.				
	b Less: cost or other basis and sales expenses		106,883,750.				
	c Gain or (loss)		-399,462.				
	d Net gain or (loss)				-399,462.		-399,462.
	8a Gross income from fundraising events (not including \$ 22,803. of contributions reported on line 1c). See Part IV, line 18	a		ATCH 3 124,707.			
	b Less: direct expenses	b		144,315.			
c Net income or (loss) from fundraising events				-19,608.		-19,608.	
9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses	b						
c Net income or (loss) from gaming activities				0			
10a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory				0			
Miscellaneous Revenue			Business Code				
11a LIFE INSURANCE PROCEEDS		525100		5,880.			5,880.
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d				5,880.			
12 Total revenue. See instructions				42,729,431.	1,600,101.	-3,602.	5,459,807.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	32,529,999.	32,529,999.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	531,325.		531,325.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	641,438.		568,959.	72,479.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	165,043.		165,043.	
9 Other employee benefits	117,012.		117,012.	
10 Payroll taxes	80,370.		80,370.	
11 Fees for services (non-employees):				
a Management	0			
b Legal	0			
c Accounting	150,788.		150,788.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	401,532.			401,532.
f Investment management fees	448,861.		448,861.	
g Other	0			
12 Advertising and promotion	430,778.	22,490.		408,288.
13 Office expenses	247,180.	94,178.	78,565.	74,437.
14 Information technology	107,656.		74,128.	33,528.
15 Royalties	0			
16 Occupancy	19,882.	464.	11,958.	7,460.
17 Travel	1,012,923.	734,286.	19,502.	259,135.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	11,064.			11,064.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	141,019.		141,019.	
23 Insurance	66,102.		66,102.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>DUES AND SUBSCRIPTIONS</u>	1,773.		1,773.	
b <u>UMMC FUND EXPENSES</u>	14,343.		3,095.	11,248.
c <u>OTHER</u>	29,126.	-184.	29,310.	
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	37,148,214.	33,381,233.	2,487,810.	1,279,171.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	0	1	0	
	2 Savings and temporary cash investments	6,878,425.	2	2,747,334.	
	3 Pledges and grants receivable, net	20,660,408.	3	19,675,498.	
	4 Accounts receivable, net	0	4	0	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0	
	7 Notes and loans receivable, net	0	7	0	
	8 Inventories for sale or use	0	8	0	
	9 Prepaid expenses and deferred charges	0	9	0	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 4,787,785.			
	b Less: accumulated depreciation	10b 1,587,147.	1,883,903.	10c	3,200,638.
	11 Investments - publicly traded securities	206,931,261.	11	199,468,322.	
	12 Investments - other securities. See Part IV, line 11	92,786,515.	12	104,179,255.	
	13 Investments - program-related. See Part IV, line 11	0	13	0	
	14 Intangible assets	0	14	0	
	15 Other assets. See Part IV, line 11	15,735,339.	15	9,164,803.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	344,875,851.	16	338,435,850.		
Liabilities	17 Accounts payable and accrued expenses	0	17	0	
	18 Grants payable	0	18	0	
	19 Deferred revenue	0	19	0	
	20 Tax-exempt bond liabilities	0	20	0	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0	
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0	
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	38,517,215.	25	33,416,874.	
	26 Total liabilities. Add lines 17 through 25	38,517,215.	26	33,416,874.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	7,720,791.	27	11,295,599.	
	28 Temporarily restricted net assets	139,550,955.	28	123,377,256.	
	29 Permanently restricted net assets	159,086,890.	29	170,346,121.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	306,358,636.	33	305,018,976.		
34 Total liabilities and net assets/fund balances	344,875,851.	34	338,435,850.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	42,729,431.
2	Total expenses (must equal Part IX, column (A), line 25)	2	37,148,214.
3	Revenue less expenses. Subtract line 2 from line 1	3	5,581,217.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	306,358,636.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-6,920,877.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	305,018,976.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization UNIVERSITY OF MISSISSIPPI FOUNDATION	Employer identification number 23-7310293
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

- a Type I b Type II c Type III - Functionally integrated d Type III - Other

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		X
(ii) A family member of a person described in (i) above?		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		X

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011 (54.80%); 15 Public support percentage from 2010 Schedule A, Part II, line 14 (53.00%); 16a 33 1/3% support test - 2011; 16b 33 1/3% support test - 2010; 17a 10%-facts-and-circumstances test - 2011; 17b 10%-facts-and-circumstances test - 2010; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2011, 2010. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2010 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2011, 2010. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17.

- 19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.
19b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
OTHER REVENUE	2,090,112.	1,377,595.	26,144.	6,589.	5,880.	3,506,320.
TOTALS	<u>2,090,112.</u>	<u>1,377,595.</u>	<u>26,144.</u>	<u>6,589.</u>	<u>5,880.</u>	<u>3,506,320.</u>

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization UNIVERSITY OF MISSISSIPPI FOUNDATION	Employer identification number 23-7310293
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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization UNIVERSITY OF MISSISSIPPI FOUNDATION	Employer identification number 23-7310293
--	---

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	LUCKYDAY FOUNDATION P.O. BOX 22703 JACKSON, MS 39225	\$ 3,418,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MISSISSIPPI COMMON FUND TRUST POST OFFICE 249 UNIVERSITY, MS 38677	\$ 7,492,354.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	LUCIAN S. MINOR 585 SOUTH GREER ST. APT 300 MEMPHIS, TN 38111	\$ 3,200,684.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	GERTRUDE C. FORD FOUNDATION LEFLEUR BLUFF TOWER STE. 306 JACKSON, MS 39211	\$ 1,320,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	THOMAS BENTLEY 926 NORTHLAKE DRIVE RICHARDSON, TX 75080	\$ 6,815,062.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization UNIVERSITY OF MISSISSIPPI FOUNDATION

Employer identification number

23-7310293

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
5	32 ORIENTAL RUGS	\$ 6,815,062.	12/31/2011

Name of organization UNIVERSITY OF MISSISSIPPI FOUNDATION

Employer identification number
23-7310293

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(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	
_____		_____	
_____		_____	
_____		_____	

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Name of the organization

UNIVERSITY OF MISSISSIPPI FOUNDATION

Employer identification number

23-7310293

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? (Yes/No), 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? (Yes/No)

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure; 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year; 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year; 4 Number of states where property subject to conservation easement is located; 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? (Yes/No); 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year; 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year; 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)? (Yes/No); 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Revenues, Assets. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items; b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1; (ii) Assets included in Form 990, Part X; 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1; b Assets included in Form 990, Part X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2011

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition, b Scholarly research, c Preservation for future generations, d Loan or exchange programs, e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

b If "Yes," explain the arrangement in Part XIV and complete the following table:

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g Balance and changes.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment .1891%
b Permanent endowment 76.1734%
c Temporarily restricted endowment 24.0157%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a-1e Land, Buildings, Leasehold improvements, Equipment, Other.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CERTIFICATES OF DEPOSIT	106,536.	FMV
(B) REAL ESTATE TYPE INVESTMENTS	17,565,697.	FMV
(C) HEDGE AND VENTURE FUNDS	86,507,022.	FMV
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	104,179,255.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) FUNDS HELD FOR OTHERS	19,642,394.
(3) REMAINDER TRUST LIABILITIES	6,117,511.
(4) OTHER LIABILITIES	7,656,969.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	33,416,874.

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	42,729,431.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	37,148,214.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	5,581,217.
4	Net unrealized gains (losses) on investments	4	-7,423,126.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	502,250.
9	Total adjustments (net). Add lines 4 through 8	9	-6,920,876.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-1,339,659.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	36,142,152.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-7,423,126.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	502,250.
e	Add lines 2a through 2d	2e	-6,920,876.
3	Subtract line 2e from line 1	3	43,063,028.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	-333,597.
c	Add lines 4a and 4b	4c	-333,597.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	42,729,431.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	37,481,812.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	37,481,812.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	-333,598.
c	Add lines 4a and 4b	4c	-333,598.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	37,148,214.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

INTENDED USE OF ORGANIZATION'S ENDOWMENT FUNDS

PART V, LINE 4

THE FOUNDATION INTENDS TO USE THE ENDOWMENTS FOR THE BENEFIT OF THE UNIVERSITY OF MISSISSIPPI BY PROVIDING FUNDING FOR SCHOLARSHIPS AND OTHER UNIVERSITY ACTIVITIES.

OTHER RECONCILIATION BETWEEN NET ASSETS, FINANCIAL STMTS, AND RETURN

PART XI, LINE 8 AND PART XII, LINE 2D

CHANGE IN VALUE OF THE UNREALIZED INVESTMENT IN SPLIT INTEREST AGREEMENTS AND CHANGE IN CASH SURRENDER VALUE OF LIFE INSURANCE POLICIES.

OTHER RECONCILIATION BETWEEN NET ASSETS, FINANCIAL STMTS, AND RETURN

PART XII, LINE 4B

INVESTMENT MANAGEMENT FEES THAT ARE NETTED WITH INTEREST AND DIVIDEND INCOME IN THE AUDITED FINANCIAL STATEMENT, BUT NOT REPORTED SEPARATELY FOR TAX RETURN PURPOSES IN PART VIII, LINE 3: 448,861; RENTAL EXPENSES THAT ARE NETTED WITH RENTAL INCOME IN PART VIII, LINE 6, BUT REPORTED SEPARATELY AS AN EXPENSE FOR AUDITED FINANCIAL STATEMENT PURPOSES: (607,428); CREDIT CARD INCOME THAT IS REPORTED NET OF CREDIT CARD EXPENSES IN PART IX, LINE 24B: (30,716); FUNDRAISING EXPENSES THAT ARE REPORTED NET OF FUNDRAISING INCOME INC PART VIII, LINE 12, BUT REPORTED SEPARATELY AS AN EXPENSE FOR AUDITED FINANCIAL STATEMENT PURPOSES: (144,315).

Part XIV Supplemental Information (continued)

OTHER RECONCILIATION OF EXPENSES PER AFS WITH EXPENSES ON RETURN

PART XIII, LINE 4B

INVESTMENT MANAGEMENT FEES THAT ARE NETTED WITH INTEREST AND DIVIDEND
INCOME IN THE AUDITED FINANCIAL STATEMENTS, BUT ARE SHOWN SEPARATELY FOR
TAX RETURN PURPOSES ON PART IX, LINE 11F: 448,861; RENTAL EXPENSES THAT
ARE NETTED WITH RENTAL INCOME IN PART VIII, LINE 6 BUT REPORTED
SEPARATELY AS EXPENSES FOR AUDITED FINANCIAL STATEMENT PURPOSES:
(607,428). CREDIT CARD INCOME THAT IS REPORTED NET OF CREDIT CARD EXPENSES
IN PART IX, LINE 24B: (30,716); FUNDRAISING EXPENSES THAT ARE REPORTED
NET OF FUNDRAISING INCOME INC PART VIII, LINE 12, BUT REPORTED SEPARATELY
AS AN EXPENSE FOR AUDITED FINANCIAL STATEMENT PURPOSES: (144,315).

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

UNIVERSITY OF MISSISSIPPI FOUNDATION

Employer identification number

23-7310293

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 RUFFALO CODY	PHONE SOLICITING		X	597,288.	297,718.	299,571.
2 MAHAFFAY'S QUALITY PRINTING	MAIL SOLICITING		X	274,047.	53,980.	220,068.
3						
4						
5						
6						
7						
8						
9						
10						
Total				871,335.	351,698.	519,639.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AK, AR, CA, CO, CT, FL, LA, MD, MA, MS, NH, NJ, NY, OH, UT, WA, WV,

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events
		GLEN CAMPBELL (event type)	TASTE OF U (event type)	4. (total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	74,116.	12,968.	60,425.	147,509.
	2 Less: Charitable contributions			22,803.	22,803.
	3 Gross income (line 1 minus line 2)	74,116.	12,968.	37,622.	124,706.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs			5,500.	5,500.
	7 Food and beverages			5,400.	5,400.
	8 Entertainment	27,500.		500.	28,000.
	9 Other direct expenses	78,462.	2,439.	24,513.	105,414.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(144,314.)
	11 Net income summary. Combine line 3, column (d), and line 10				-19,608.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

Name of the organization

UNIVERSITY OF MISSISSIPPI FOUNDATION

Employer identification number

23-7310293

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	UNIVERSITY OF MISSISSIPPI 216 LYCEUM UNIVERSITY, MS 38677	64-6001159	501(C)(3)	28,956,813.				SEE PART IV
(2)	UNIVERSITY OF MISSISSIPPI MEDICAL CENTER 2500 NORTH STATE STREET JACKSON, MS 39216	64-6008520	501(C)(3)	3,348,715.				SEE PART IV
(3)	UNIVERSITY OF MISSISSIPPI 216 LYCEUM UNIVERSITY, MS 38677	64-6001159	501(C)(3)		224,471.	COMP SALES	VARIOUS	SEE PART IV
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

MONITORING PROCEDURES OF FUNDS IN THE US

PART I, LINE 2

THE UNIVERSITY OF MISSISSIPPI FOUNDATION DISBURSES FUNDS DIRECTLY TO THE
UNIVERSITY OF MISSISSIPPI AS REQUESTED BY DEPARTMENTS WITHIN THE SCHOOL.
FUNDS SENT TO THE UNIVERSITY AS A CASH GRANT ARE NOT DISBURSED WITHOUT
THE FOUNDATION RECEIVING WRITTEN REQUEST AND PROPER APPROVAL AND
AUTHORIZATION FROM THE DESIGNATED DEPARTMENT THE PAYMENT IS TO BENEFIT.
THE UNIVERSITY DOES NOT MONITOR THE GRANTS DIRECTLY MADE TO THE
UNIVERSITY ONCE THE MONEY IS DISBURSED.

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

PURPOSE OF GRANTS

PART II, LINE 1

GRANTS PAID TO THE UNIVERSITY OF MISSISSIPPI ACADEMIC EXCELLENCE:

5,614,068 UNIVERSITY SUPPORT: 15,314,933: SCHOLARSHIPS: 5,117,998 ALL

OTHER UNIVERSITY GRANTS: 2,909,814 VARIOUS NON-CASH ASSETS: 224,471.

GRANTS PAID TO THE UNIVERSITY OF MISSISSIPPI MEDICAL CENTER TO FUND

OPERATIONAL EXPENSES OF THE MEDICAL CENTER 3,348,715

.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

UNIVERSITY OF MISSISSIPPI FOUNDATION

Employer identification number

23-7310293

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? **4a** Yes No
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** Yes No
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** Yes No
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? **5a** Yes No
- b** Any related organization? **5b** Yes No
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? **6a** Yes No
- b** Any related organization? **6b** Yes No
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III **7** Yes No

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III **8** Yes No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9** Yes No

	Yes	No
1a		
1b		
2		
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 WENDELL W. WEAKLEY	(i)	215,324.	0	0	30,400.	17,550.	263,274.	0
	(ii)	0	0	0	0	0	0	0
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

COMPENSATION PROCESS

SCHEDULE J, PART I, LINE 3

IN ORDER TO ESTABLISH THE COMPENSATION OF THE FOUNDATION'S CEO/EXECUTIVE DIRECTOR, PROPOSED ADJUSTMENTS ARE PRESENTED TO THE EXECUTIVE COMMITTEE OF THE BOARD FOR INDIVIDUAL APPROVAL.

IN THE CURRENT YEAR, THE FOUNDATION ALSO PARTICPATED IN AN INDEPENDENT COMPENSATION STUDY CONDUCTED BY MCCONNELL & COMPANY TO COMPARE THE UNIVERSITY OF MISSISSIPPI FOUNDATION COMPENSATION AMOUNTS TO THAT OF OTHER SEC FOUNDATIONS.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**

▶ **Attach to Form 990.**

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization UNIVERSITY OF MISSISSIPPI FOUNDATION	Employer identification number 23-7310293
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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	10.	143,744.	APPRAISAL
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications	X		38,392.	COMPARABLE SALES
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	32.	1,518,366.	AVERAGE HIGH-LOW
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous	X	1.	50,579.	BUSINESS VALUATION
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles	X	1.	700.	APPRAISAL
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ATCH 1)		5.	6,817,427.	
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29	6.
---	-----------	----

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	X	
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2011)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

OTHER PROPERTY - 32 ORIENTAL RUGS

SCHEDULE M, PART I, LINE 30B

32 ORIENTAL RUGS WORTH \$6,815,062 WERE CONTRIBUTED AS A ONE-TIME NON-CASH CONTRIBUTION IN THE CURRENT YEAR. \$2,798,669 OF THESE RUGS HAVE BEEN TRANSFERRED TO THE UNIVERSITY OF MISSISSIPPI FOR USE ON ITS CAMPUS. \$1,407,393 OF RUGS HAS BEEN PLACED IN SERVICE WITHIN SEVERAL FOUNDATION PROPERTIES. THE REMAINDER ARE HELD WITH THE INTENTION TO SELL IN 2014. THESE RUGS MUST BE HELD AT LEAST THREE YEARS FROM THE DATE OF INITIAL CONTRIBUTION AND ARE NOT REQUIRED TO BE USED FOR EXEMPT PURPOSES FOR THE ENTIRE HOLDING PERIOD.

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.ATTACHMENT 1SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
PAINT	X	1.	400.	ACTUAL COST
PAPER	X	1.	1,225.	ACTUAL COST
FILM, DVD, VIDEO	X	1.	20.	ACTUAL COST
RUGS	X	1.	6,815,062.	APPRAISAL
WINE	X	1.	720.	ACTUAL COST
TOTALS		<u>5.</u>	<u>6,817,427.</u>	

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.**

Name of the organization

UNIVERSITY OF MISSISSIPPI FOUNDATION

Employer identification number

23-7310293

OTHER PROGRAM SERVICES

PART III, LINE 4D

OTHER PROGRAM EXPENSES - FUNDS TRANSFERRED FOR UNIVERSITY FACILITIES,
SALARY, OFFICE, TRAVEL, PROMOTION, ETC.

COMPLIANCE POLICY

PART VI, LINE 12C

ANNUALLY, EACH BOARD MEMBER IS REQUIRED TO REVIEW THE FOUNDATION CONFLICT
OF INTEREST POLICY. THIS IS DOCUMENTED BY A SIGNED CONFIRMATION
STATEMENT FROM EACH MEMBER.

990 REVIEW

PART VI, LINE 11A

AS PER THE FOUNDATION BY-LAWS AND THE CHARTER OF THE AUDIT COMMITTEE, THE
AUDIT COMMITTEE REVIEWS THE FORM 990 WITH FOUNDATION MANAGEMENT. THIS IS
DOCUMENTED IN THE COMMITTEE MINUTES. THE 990 IS EMAILED TO EACH MEMBER OF
THE GOVERNING BODY PRIOR TO THE FILING OF THE TAX RETURN.

PUBLIC AVAILABILITY OF DOCUMENTS

PART VI, LINE 19

THE FOUNDATION GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND
FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST AS WELL AS POSTED TO THE
FOUNDATION WEBSITE AT WWW.UMFOUNDATION.COM.

Name of the organization UNIVERSITY OF MISSISSIPPI FOUNDATION	Employer identification number 23-7310293
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FAMILY RELATIONSHIP

PART VI, LINE 2

SANDRA M. GUEST, VICE-PRESIDENT/SECRETARY AND RONNIE D. GUEST, DIRECTOR
OF FOUNDATION SERVICES HAVE A FAMILY RELATIONSHIP.

CHANGES IN NET ASSETS

PART XI LINE 5

UNREALIZED GAIN/(LOSS) ON INVESTMENTS	(\$7,423,126)
CHANGE IN VALUE OF CASH SURRENDER AGREEMENTS	\$483,601
CHANGE IN CASH SURRENDER VALUE OF LIFE INSURANCE POLICIES	\$18,649

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE UNIVERSITY OF MISSISSIPPI FOUNDATION IS A NONPROFIT CORPORATION
CHARTERED IN 1973 BY THE STATE OF MISSISSIPPI TO OPERATE PRIMARILY
FOR THE BENEFIT OF THE UNIVERSITY OF MISSISSIPPI. THE FOUNDATION IS
RESPONSIBLE FOR RECEIVING, RECEIPTING, INVESTING AND DISTRIBUTING ALL
GIFTS FOR THE BENEFIT OF THE UNIVERSITY OF MISSISSIPPI. IT PURSUES
THIS MISSION IN AN ENVIRONMENT OF PRODUCTIVE TEAMWORK, EFFECTIVE
COMMUNICATION, AND RELENTLESS SERVICE TO OUR DONORS, UNIVERSITY
ADMINISTRATORS, FACULTY, STAFF AND STUDENTS. COMMUNICATION OF
UNIVERSITY NEEDS AND PRIORITIES ALONG WITH ENCOURAGING INVESTMENT IN
THE FUTURE OF OLE MISS ARE INTEGRAL TO OUR SUCCESS. INTEGRITY, HONOR,
CIVILITY, SERVICE AND RESPECT FOR OUR DONORS AND THEIR WISHES SERVE
AS THE FOUNDATION'S GUIDING PRINCIPLES.

Name of the organization UNIVERSITY OF MISSISSIPPI FOUNDATION	Employer identification number 23-7310293
--	--

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

AK, AR, CA, CO, CT,

FL, LA, MD, MA,

MS, NH, NJ, NY, OH,

UT, WA, WV,

ATTACHMENT 3

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
	22,803.
TOTAL	<u>22,803.</u>

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization
UNIVERSITY OF MISSISSIPPI FOUNDATION

Employer identification number
23-7310293

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) UNIV. OF MISS. FOUNDATION REALTY LLC 20-5945758 P.O. BOX 249 UNIVERSITY, MS 38677	REAL ESTATE	MS		1,560,414.	UMF
(2) ISOM PLACE LLC 64-0865754 PO BOX 249 UNIVERSITY, MS 38677	FACILITY RENT	MS	5,800.	761,689.	UMF
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) MISSISSIPPI COMMON FUND TRUST 64-0875827 POST OFFICE BOX 249, MEMORY HO UNIVERSITY, MS 38677	FUNDRAISING	MS	501(C)(3)	PF	UMF	X	
(2) UNIVERSITY OF MISSISSIPPI 64-6001159 216 LYCEUM UNIVERSITY, MS 38677	PUBLIC UNIV	MS	501(C)(3)	509(A)(1)	N/A		X
(3) UNIVERSITY OF MISSISSIPPI MEDICAL CENTER 64-6008520 2500 NORTH STATE STREET JACKSON, MS 39216	MEDICAL UNIV	MS	501(C)(3)	509(A)(1)	N/A		X
(4) -----							
(5) -----							
(6) -----							
(7) -----							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) CHARITABLE REMAINDER UNITRUST (16) ----- P.O. BOX 249 UNIVERSITY, MS 38677	TRUST	MS	UMF	TRUST			
(2) CHARITABLE LEAD UNITRUST (1) ----- P.O. BOX 249 UNIVERSITY, MS 38677	TRUST	MS	UMF	TRUST			
(3) CHARITABLE REMAINDER ANNUITY TRUST (7) ----- P.O. BOX 249 UNIVERSITY, MS 38677	TRUST	MS	UMF	TRUST			
(4) -----							
(5) -----							
(6) -----							
(7) -----							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)	X	
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)	X	
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
n Sharing of paid employees with related organization(s)		X
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)		X
r Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) UNIVERSITY OF MISSISSIPPI	B	29,181,284.	CASH PAID
(2) UNIVERSITY OF MISSISSIPPI MEDICAL CENTER	B	3,348,715.	CASH PAID
(3) MISSISSIPPI COMMON FUND TRUST	C	7,492,354.	CASH RECEIVED
(4) UNIVERSITY OF MISSISSIPPI	I	153,653.	BILLING AGMT
(5) UNIVERSITY OF MISSISSIPPI	K	334,500.	AFFL. AGMT
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).
